Strictly confidential

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY PERSON OR ADDRESS IN THE UNITED STATES. THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE ADDRESSEES OUTSIDE OF THE UNITED STATES.

IMPORTANT: Potential investors must read the following disclaimer before continuing. The following disclaimer applies to the attached offering circular (the "**Offering Circular**"). Potential investors are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached Offering Circular. In accessing the attached Offering Circular, potential investors agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time potential investors receive any information as a result of such access.

Confirmation of Representation: The Offering Circular is being sent to potential investors at their request and by accepting the e-mail and accessing the attached Offering Circular, potential investors shall be deemed to represent to The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Citigroup Global Markets Limited, Merrill Lynch (Singapore) Pte. Ltd., SMBC Nikko Securities (Hong Kong) Limited and Standard Chartered Bank (together, the "**Joint Lead Managers**") that (1) potential investors understand and agree to the terms set out herein, (2) potential investors and any customer they represent are not located in the Thailand and United States, its territories or possessions, (3) the e-mail address that potential investors gave and to which this e-mail has been delivered is not located in Thailand and the United States, its territories or possessions, (4) potential investors consent to delivery of the attached Offering Circular and any amendments or supplements thereto by electronic transmission, (5) potential investors will not transmit the attached Offering Circular (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the prior written consent of the Joint Lead Managers, and (6) potential investors acknowledge that they will make their own assessment regarding any credit, investment, legal, taxation or other economic considerations with respect to their decision to subscribe or purchase of any Securities (as defined in the attached Offering Circular).

The attached Offering Circular has been made available to potential investors in electronic form. Potential investors are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently neither the Joint Lead Managers, the Trustee or the Agents (each as defined in the attached Offering Circular) nor their affiliates, directors, officers, employees, representatives, agents, advisers and each person who controls any of them or their respective affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to potential investors in electronic format and the hard copy version. A hard copy version will be provided to upon request.

Restrictions: The attached document is in preliminary form and is being furnished in connection with an offering in offshore transactions in compliance with Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein. You are reminded that the information in the attached Offering Circular is not complete and may be changed.

THE SECURITIES AND THE GUARANTEE (EACH AS DESCRIBED HEREIN) HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THIS OFFERING IS MADE SOLELY IN OFFSHORE TRANSACTIONS PURSUANT TO REGULATION S UNDER THE SECURITIES ACT.

THE OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY PERSON OR ADDRESS IN THE UNITED STATES. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

UNDER NO CIRCUMSTANCES SHALL THE OFFERING CIRCULAR CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF ANY OFFER TO BUY, NOR THERE BE ANY SALE OF THE SECURITIES IN THAILAND OR ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL. IF POTENTIAL INVESTORS HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY OF ANY OF THE FOREGOING RESTRICTIONS, THEY ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED IN THE ATTACHED OFFERING CIRCULAR.

Nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of the Issuer of the securities, the Guarantor or the Joint Lead Managers to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute in the United States, Thailand or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (within the meaning of Regulation S under the Securities Act). If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Lead Managers or any affiliate of them is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Joint Lead Managers or such affiliate on behalf of the Issuer in such jurisdiction.

Potential investors are reminded that they have accessed the attached Offering Circular on the basis that they are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which they are located and they may not nor are they authorised to deliver this document, electronically or otherwise, to any other person. If they have gained access to this transmission contrary to the foregoing restrictions, they are not allowed to purchase any of the securities described in the attached.

Actions that Potential Investors May Not Take: If potential investors receive this document by e-mail, they should not reply by e-mail to this announcement, and they may not purchase any securities by doing so. Any reply e-mail communications, including those they generate by using the "**Reply**" function on their e-mail software, will be ignored or rejected.

Potential investors are responsible for protecting against viruses and other destructive items. If potential investors receive this document by e-mail, their use of this e-mail is at their own risk and it is their responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

MINOR
INTERNATIONAL

MINOR INTERNATIONAL PUBLIC COMPANY LIMITED

(registered in Thailand as a public company with limited liability)

U.S.$300,000,000 Guaranteed Senior Perpetual Capital Securities with Unconditional and Irrevocable Guarantee (subject to the Maximum Guaranteed Amount), and Mandatory Non-Call and Bankruptcy Event Acquisition Obligations, by Bangkok Bank Public Company Limited, acting through its Singapore Branch

Issue Price: 100.00 per cent.

The U.S.$300,000,000 Guaranteed Senior Perpetual Capital Securities (the "**Securities**") are issued by Minor International Public Company Limited ("**MINT**", the "**Issuer**" or the "**Company**") and the due and punctual payment of the principal amount, premium, Distribution (as defined below), Arrears of Distribution (as defined below) (including any Additional Distribution Amounts (as defined below)) and Additional Amounts (as defined below) in respect of or on the Securities and of any other amounts payable by the Issuer under the Securities and/or the Terms and Conditions of the Securities (the "**Conditions**" and each a "**Condition**") will be unconditionally and irrevocably guaranteed (the "**Guarantee**") by Bangkok Bank Public Company Limited (the "**Guarantor**" or the "**Bank**"), acting through its Singapore Branch. The Guarantee will remain in full effect until the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Conditions and the Trust Deed (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation (as defined below), the day immediately following the First Reset Date (as defined below) and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under the Conditions, the day immediately following the Securityholder Notice Deadline. In order to comply with the requirements of Thai law, the Trust Deed will provide that the maximum liability under the Guarantee will be capped at an amount equal to 115 per cent. of the principal amount of the Securities outstanding as of the Issue Date (as defined below), being U.S.$345,000,000 (the "**Maximum Guaranteed Amount**").

The Securities will confer a right to receive distributions (each, a "**Distribution**") at the applicable rate described below (the "**Distribution Rate**") from and including 19 July 2021 (the "**Issue Date**"). Subject to Condition 5.1, Distributions are payable semi-annually in arrear on 19 January and 19 July in each year (each, a "**Distribution Payment Date**"), with the first Distribution Payment Date being 19 January 2022.

The rate of interest payable from time to time in respect of the Securities (the "**Distribution Rate**") will be: (a) in respect of the period from and including the Issue Date to but excluding 19 July 2026 (the "**First Reset Date**"), 2.70 per cent. per annum; and (b) from and including each Reset Date (including the First Reset Date) to but excluding the immediately following Reset Date, at the relevant Reset Distribution Rate determined by the Calculation Agent on the relevant Reset Determination Date and notified to the Securityholders in accordance with Condition 14 and to the Principal Paying Agent and the Issuer.

Unless a Compulsory Distribution Payment Event (as defined in the Conditions) has occurred, the Issuer may, at its sole and absolute discretion, elect to defer, in whole or in part, payment of any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice to the Securityholders in accordance with Condition 14, and to the Guarantor, the Trustee (as defined in the Conditions), the Principal Paying Agent (as defined in the Conditions) and the Registrar (as defined in the Conditions), not more than 10 nor less than seven Business Days (as defined in the Conditions) prior to a scheduled Distribution Payment Date (an "**Optional Deferral Event**").

Any amount of Distribution validly deferred pursuant to the terms of the Securities will constitute Arrears of Distribution (as defined in the Conditions). Each amount of Arrears of Distribution will bear interest from and including the date which is a Distribution Payment Date falling twelve (12) months from the date on which it was first deferred and will bear interest as if it constituted the principal of the Securities at the prevailing Distribution Rate (the amount of such interest being an "**Additional Distribution Amount**"). The Additional Distribution Amount accrued up to any Distribution Payment Date will be added for the purpose of calculating the Additional Distribution Amount accruing thereafter to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution. The Issuer may, at its sole discretion, elect to further defer any Arrears of Distribution and Additional Distribution Amounts by complying with the foregoing notice requirement applicable to any deferral of Distributions. The Issuer is not subject to any limit as to the number of times Distributions and Arrears of Distribution can be deferred pursuant to the provisions of Condition 5.6.

If an Optional Deferral Event has occurred, the Issuer will not (a) declare, pay or make any discretionary dividends, discretionary distributions (whether in cash or otherwise) or other discretionary payments on, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is declared, paid or made on any of its Junior Securities (as defined in the Conditions) or its Parity Securities (as defined in the Conditions) (except, in relation to the Parity Securities of the Issuer, where such dividend, distribution or other payment is made on a pro rata basis with payment on the Securities); or (b) redeem, reduce, cancel, buy-back or acquire for any consideration any of its Junior Securities or its Parity Securities in its discretion (except, in relation to Parity Securities, where such redemption, reduction, cancellation or buy-back is made on a pro rata basis with a pro rata purchase by the Issuer of Securities), in the case of (i) and (ii) each, unless and until the Issuer (i) has satisfied in full all outstanding Arrears of Distribution and any Additional Distribution Amounts or (ii) is permitted to do so by an Extraordinary Resolution of the Securityholders. Notwithstanding any other provision in the Conditions, the Trust Deed or the Agency Agreement (as defined in the Conditions), the deferral of payment of any Distributions, Arrears of Distribution and Additional Distribution Amounts in compliance with Condition 5.6 shall not constitute a default for any purposes (including, without limitation, pursuant to Condition 11). For the avoidance of doubt, nothing in Condition 5.6 shall restrict the ability of any Subsidiary of the Issuer to declare and pay dividends, advance loans or otherwise make payments to the Issuer.

The Securities will be perpetual securities and have no fixed redemption date. As set out in the Conditions, the Issuer may redeem all (but not some only) of the Securities on or at any time after the First Call Date at the Redemption Price (as defined in the Conditions). The Issuer may redeem all (but not some only) of the Securities at its option at the Redemption Price (as defined in the Conditions) upon the occurrence of a Withholding Tax Event (as defined in the Conditions) and is continuing or if the Issuer or any of its Subsidiaries has repurchased (and effected corresponding cancellations of) 75 per cent. or more of the principal amount of the Securities initially issued (which will include for these purposes any further securities issued that are consolidated and form a single series with the Securities in accordance with Condition 17). The Issuer may also redeem all (but not some only) of the Securities at the Redemption Price at any time on or after the First Reset Date, if a Change of Control Event (as defined in the Conditions) has occurred and is continuing. If the Issuer elects not to redeem the Securities within 60 days following the occurrence of a Change of Control Event in accordance with Condition 7.6(a), then the applicable Distribution Rate will increase by 2.00 per cent. per annum with effect from the next following Distribution Payment Date (or, if the relevant Change of Control Event occurs on or after the date that is five Business Days prior to the next Distribution Payment Date, the next following Distribution Payment Date). In addition, the Issuer may redeem all (but not some only) of the Securities at its option upon the occurrence of a Tax Deductibility Event (as defined in the Conditions) or an Accounting Event (as defined in the Conditions) (i) at any time prior to the First Call Date, at the Special Redemption Price (as defined in the Conditions) or (ii) on or at any time after the First Call Date, at the Redemption Price.

The Guarantor will acquire (the "**Mandatory Acquisition Obligations**") from each Securityholder, upon the occurrence of certain events during the period commencing on the Issue Date and in the case of (a) a Bankruptcy Event (as defined in the Conditions), ending 30 days prior to the First Reset Date, and (b) a Non-Call Event (as defined in the Conditions), ending on the First Reset Date, in each case as described in Condition 7.12, the Securities held by such Securityholder (in whole but not in part) at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date), in accordance with Condition 7.

Investing in the Securities involves certain risks. See "***Risk Factors***" beginning on page 45.

The Securities and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the Securities Act), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Securities and the Guarantee are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act ("**Regulation S**"). For a description of these and certain further restrictions on offers and sales of the Securities and the distribution of this Offering Circular, see the section entitled "***Subscription and Sale***" on page 185.

The offering of the Securities in Thailand has not been approved by the Office of the Securities and Exchange Commission of Thailand (the "**Office of the Thai SEC**"). Therefore, no invitation will be made to any person in Thailand to subscribe for the Securities. The Securities cannot be offered or sold in Thailand, except in compliance with applicable laws and regulations of Thailand.

The Securities are expected to be rated "**Baa2**" and "**BBB**" by Moody's Investors Service, Inc. ("**Moody's**") and Fitch Ratings Ltd. ("**Fitch**") respectively. Such ratings should be evaluated independently of any other rating of the other securities of the Issuer of the Guarantor. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.

The denomination of the Securities shall be U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof.

Approval in-principle has been received from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing of and quotation for the Securities on the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Offering Circular. Admission to the Official List of the SGX-ST and quotation of the Securities on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Guarantor, the Issuer's or the Guarantor's subsidiaries, associated companies, jointly-controlled entities or the Securities. The Securities will be traded on the SGX-ST in a minimum board lot size of S$200,000 (or its equivalent in other currencies) for so as long the Securities are listed on the SGX-ST and the rules of the SGX-ST so require.

The Securities will be evidenced by a global certificate (the "**Global Certificate**") in registered form, which will be registered in the name of a nominee of, and deposited with a common depositary for, Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream, Luxembourg**"). Beneficial interests in the Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream, Luxembourg and their respective accountholders. Except in the limited circumstances set out in the Global Certificate, definitive certificates for Securities will not be issued in exchange for beneficial interests in the Global Certificate. See "***The Global Certificate***". It is expected that delivery of the Global Certificate will be made on or about the Issue Date.

Sole Structuring Advisor

HSBC

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

HSBC **Citigroup**

Joint Bookrunners and Joint Lead Managers

BofA Securities **SMBC Nikko** **Standard Chartered Bank**

Offering Circular dated 12 July 2021

NOTICE TO INVESTORS

THIS OFFERING CIRCULAR DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO BUY, ANY SECURITIES IN THAILAND OR IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE THE OFFER OR SOLICITATION IN SUCH JURISDICTION. NEITHER THE DELIVERY OF THIS OFFERING CIRCULAR NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE ISSUER, OR ANY OF ITS RESPECTIVE SUBSIDIARIES OR THAT THE INFORMATION SET FORTH IN THIS OFFERING CIRCULAR IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Securities are "**prescribed capital markets products**" (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This Offering Circular contains particulars given in compliance with the rules governing the listing of securities on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the purpose of giving information with regard to the Company and its subsidiaries (collectively the "**Group**"). The Company accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The SGX-ST takes no responsibility for the contents of this Offering Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular. The Company accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

The investors should rely only on the information contained in this Offering Circular in making an investment in the Securities. The Company has not authorised anyone to provide investors with any additional or different information. If anyone provides investors with different or inconsistent information, they should not rely on it. This Offering Circular may only be used where it is legal to offer and sell these Securities. The information in this Offering Circular may only be accurate as at the date of this Offering Circular. Investors should be aware that since the date of this Offering Circular there may have been changes in the business, financial condition, results of operations, prospects or otherwise of the Company that could affect the accuracy or completeness of the information set out in this Offering Circular. This Offering Circular should not be considered as a recommendation by the Joint Lead Managers (as defined below) that any recipient of this Offering Circular should purchase the Securities.

The Company confirms that: (i) this Offering Circular contains all information with respect to the Company and the Securities which is material in the context of the issue and offering of the Securities; (ii) the statements contained herein relating to the Company and the Securities are in every material particular true and accurate and not misleading; (iii) the opinions and intentions expressed in this Offering Circular with regard to the Company are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; (iv) there are no other facts in relation to the Company or the Securities the omission of which would, in the context of the issue and offering of the Securities, make any statement in this Offering Circular misleading in any material respect; and (v) all reasonable enquiries have been made by the Company to ascertain such facts and to verify the accuracy of all such information and statements. The Company accepts responsibility for the information contained in this Offering Circular.

The information relating to the Guarantor has been derived only from public sources and none of the Joint Lead Managers, the Trustee, the Agents (as defined in the Conditions) and any of their respective affiliates, directors, employees, agents, advisers, officers or representatives has made any investigation or enquiry with respect to such public sources or such information. None of the Joint Lead Managers, the Trustee, the Agents and any of their respective affiliates, directors, employees, agents, advisers, officers or representatives makes any representation that such publicly available sources of the information relating to the Guarantor are accurate or complete and each of the Joint Lead Managers, the Trustee, the Agents and any of their respective affiliates, directors, employees, agents, advisers, officers or representatives disclaims any liability with respect to the accuracy, completeness or sufficiency of any such information.

The Company is furnishing this Offering Circular on a confidential basis in connection with an offering exempt from registration under the Securities Act and applicable state securities laws solely for the purpose of enabling prospective investors to consider the purchase of the Securities. The information contained in this Offering Circular has been provided by the Company and other sources identified in this Offering Circular. None of the Trustee, the Agents, the Guarantor or The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Citigroup Global Markets Limited, Merrill Lynch (Singapore) Pte. Ltd., SMBC Nikko Securities (Hong Kong) Limited and Standard Chartered Bank (together, the "**Joint Lead Managers**") has independently verified the information contained in this Offering Circular. No representation or warranty, express or implied, is made by the Joint Lead Managers, the Trustee or the Agents or the Guarantor or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives as to the accuracy or completeness of such information, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise or representation by the Joint Lead Managers or such agents, the Guarantor, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives and no responsibility or liability is accepted by any of them as to the accuracy or completeness of the information contained or incorporated

in this Offering Circular or any other information provided by the Company in connection with the issue of the Securities. None of the Joint Lead Managers, the Trustee, the Agents and the Guarantor or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives accepts any liability in relation to the information contained or incorporated by reference in this Offering Circular or any other information provided by the Company in connection with the issue of the Securities. To the fullest extent permitted by law, none of the Joint Lead Managers, the Trustee, the Agents or the Guarantor or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives accepts any responsibility for the contents of this Offering Circular or for any other statement, made or purported to be made by the Joint Lead Managers, the Trustee, the Agents or the Guarantor or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives or on their behalf in connection with the Company, the Guarantor or the issue and offering of the Securities. Each of the Joint Lead Managers, the Trustee, the Agents or the Guarantor or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement. Advisers or consultants named in this Offering Circular have acted pursuant to the terms of their respective engagements and do not make, and should not be taken to have verified, any statement or information in this Offering Circular unless expressly stated otherwise. Any reproduction or distribution of this Offering Circular, in whole or in part, and any disclosure of its contents or use of any information herein is prohibited, except to the extent such information is otherwise publicly available.

Prospective investors in the Securities should rely only on the information contained in this Offering Circular. None of the Joint Lead Managers, the Issuer, the Guarantor, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives has authorised the provision of information different from that contained in this Offering Circular, to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other information supplied in connection with the offering of the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor or any of the Joint Lead Managers, the Trustee, the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives. The information contained in this Offering Circular is accurate in all material respects only as of the date of this Offering Circular, regardless of the time of delivery of this Offering Circular or of any sale of the Securities. Neither the delivery of this Offering Circular nor any sale made hereunder shall under any circumstances imply that there has not been a change in affairs of the Issuer, the Group or any of them or that the information set forth herein is correct in all material respects as of any date subsequent to the date hereof. None of the Joint Lead Managers, the Guarantor, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives undertakes to review the financial condition and affairs of the Issuer following the date of this Offering Circular nor to advise any investor or potential investor in the Securities of any information coming to the attention of the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives.

This Offering Circular is personal to the prospective investors to whom it has been delivered by the Joint Lead Managers and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire securities. Investors may not reproduce or distribute this Offering Circular, in whole or in part, and investors may not disclose any of the contents of this Offering Circular or use any information herein for any purpose other than considering an investment in the Securities. Distribution of this Offering Circular to any person other than the prospective investor and any person retained to advise such prospective investor with respect to its purchase is unauthorised, and any disclosure of any of its contents, without prior written consent of the Issuer, is prohibited. By accepting delivery of this Offering Circular, the prospective investor agrees to the foregoing and to make no photocopies or other reproduction of this Offering Circular.

None of the Issuer, the Guarantor and the Joint Lead Managers is making an offer to sell the Securities in Thailand or any jurisdiction except where an offer or sale is permitted. The distribution of this Offering Circular and the offering of the Securities may in certain jurisdictions be restricted by law. None of the Issuer, the Guarantor, the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives represents that this Offering Circular may be lawfully distributed, or that the Securities may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Guarantor or the Joint Lead Managers which is intended to permit a public offering of the Securities or the distribution of this Offering Circular in Thailand or any jurisdiction where action for that purpose is required. Accordingly, no Securities may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement, invitation to subscribe for or other offering material may be distributed or published in Thailand or any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular comes are required by the Issuer and the Joint Lead Managers to inform themselves about and to observe any such restrictions.

Each prospective purchaser of the Securities must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells the Securities or possesses or distributes this Offering Circular and must obtain any consent, approval or permission required under any regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales, and none of the Issuer, the Guarantor and the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives shall have any responsibility therefor.

The Securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and applicable state securities laws pursuant to registration or exemption from registration. Investors should be aware that they may be required to bear the risk of an investment in the Securities for an indefinite period of time.

The distribution of this Offering Circular and this offering may in certain jurisdictions be restricted by law. Persons into whose possession this Offering Circular comes are required by the Company and the Joint Lead Managers to inform themselves about and to observe any such restrictions. For a description of the restrictions on offers, sales and resales of the Securities and the distribution of this Offering Circular, see "**Subscription and Sale**".

The Securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Offering Circular. Any representation to the contrary is a criminal offence. These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and applicable state securities laws or exemption therefrom. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. The offering of the Securities outside of Thailand has been approved by the Office of Securities and Exchange Commission of Thailand (the "**Thai SEC**"). However, such approval does not represent that the Thai SEC or the Office of the Thai SEC has certified the accuracy and completeness of information contained in this Offering Circular or assured the value or price of the Securities.

The Securities have not been, and will not be, registered with the Office of the Thai SEC. Any offering or distribution, as defined under Thai laws and regulations, of the Securities in Thailand is not legal without such prior registration. Documents relating to the offering of the Securities, as well as information contained therein, may not be supplied to any person in Thailand, as the offering of the Securities is not an offering of securities in Thailand, nor may they be used in connection with any offer for subscription or sale of the Securities to any person in Thailand.

No representation or warranty, express or implied, is made by the Joint Lead Managers, the Guarantor, the Trustee or the Agents or any of their respective affiliates, officers, advisers, directors, employees, agents or representatives as to (a) the accuracy or completeness of the information set forth herein or (b) the execution, legality, effectiveness, adequacy, genuineness, validity, enforceability, or admissibility in evidence of any Securities or any document relating to any Securities, and investors should not rely on anything contained in this Offering Circular as a promise or representation by the Joint Lead Managers, the Guarantor, the Trustee or the Agents or any of their respective affiliates, officers, advisers, directors, employees, agents or representatives. The Joint Lead Managers, the Trustee, the Agents and their respective affiliates, officers, advisers, directors, employees, agents and representatives have not independently verified (i) the information contained herein (financial, legal or otherwise) or (ii) any statement, representation or warranty or compliance with any covenant, of the Issuer contained in the Securities or any other agreement or document relating to any Securities and, to the fullest extent permitted by law, assume no responsibility for the contents, accuracy or completeness of any such information or for any other statement, made or purported to be made by the Joint Lead Managers or on their behalf in connection with the Issuer or the issue and offering of the Securities. Each of the Joint Lead Managers, the Trustee, the Agents, the Guarantor and their respective affiliates, officers, advisers, directors, employees, agents and representatives accordingly disclaims all and any liability whether arising in tort or contract or otherwise which they might otherwise have in respect of this information memorandum or any such statement.

Each person receiving this Offering Circular acknowledges that: (a) such person has not relied on the Joint Lead Managers, the Guarantor, the Trustee or the Agents or any of their respective affiliates, officers, advisers, directors, employees, agents or representatives in connection with any investigation of the accuracy or completeness of such information or its investment decision; and (b) no person has been authorised to give any information or to make any representation concerning the Issuer and its respective affiliates, the Group and the Securities (other than as contained herein) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Guarantor, the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, officers, advisers, directors, employees, agents or representatives.

Neither this Offering Circular nor any other information supplied in connection with the offering of the Securities (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer, the Guarantor, the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, officers, advisers, directors, employees, agents or representatives that any recipient of this Offering Circular, or any other information supplied in connection with the offering of the Securities, should purchase the Securities. In making an investment decision, investors must rely on their own independent examination of the Issuer, the Group and the terms of the offering, including the merits and risks involved. Prospective investors should not construe anything in this Offering Circular as legal, business or tax advice. Each prospective investor should determine for itself the relevance of the information contained in this Offering Circular and consult its own legal, business and tax advisers as needed to make its investment decision and determine whether it is legally able to purchase the Securities under applicable laws or regulations. In making an investment decision, investors must rely on their own examination of the Issuer and the terms of the offering, including the merits and risks involved.

In making an investment decision, investors must rely on their own examination of the Company and the terms of this offering, including the merits and risks involved. None of the Issuer, the Guarantor, the Joint Lead Managers, the Trustee, the Agents, or any of their respective affiliates, advisers, officers, directors, employees, agents or representatives is or are making any representation to investors regarding the legality of an investment in the Securities by them under any legal, investment or similar laws or regulations. Investors should not consider any information in this Offering Circular to be legal, business or tax advice. Investors should consult their own attorney, business adviser and tax adviser for legal, business and tax advice regarding an investment in the Securities. See "***Risk Factors***" for a discussion of certain factors to be considered in connection with an investment in the Securities. By accepting delivery of this Offering Circular, investors agree to these restrictions.

The Company reserves the right to withdraw this offering at any time, and the Joint Lead Managers reserve the right to reject any commitment to subscribe for the Securities in whole or in part and to allot to any prospective purchaser less than the full amount of the Securities sought by such purchaser. The Joint Lead Managers and certain related entities may acquire for their own account a portion of the Securities.

This Offering Circular has been prepared by the Issuer solely for use in connection with the proposed offering of the Securities. The Issuer reserves the right to withdraw the offering of the Securities at any time. The Issuer and the Joint Lead Managers also reserve the right to reject any offer to purchase, in whole or in part, for any reason, or to sell less than all of the Securities offered hereby. Investors should read this Offering Circular before making a decision whether to purchase the Securities.

The contents of this Offering Circular have not been reviewed by any regulatory authority in any jurisdiction. Investors are advised to exercise caution in relation to the offering of the Securities. If they are in any doubt about any of the contents of this Offering Circular, they should obtain independent professional advice.

ENFORCEABILITY OF FOREIGN JUDGMENTS IN THAILAND

The Issuer is a public limited liability company incorporated under the laws of Thailand. A number of the Issuer's directors and executive officers are residents of Thailand. The assets of the Issuer's directors and executive officers are located throughout the world, including Thailand. Substantially all of the Issuer's assets are or may be located in Thailand. As a result, it may be difficult for investors to effect service of process upon the Issuer or such persons outside of Thailand or to enforce judgments against the Issuer or such persons obtained in courts outside Thailand in Thai courts. Under Thai law, judgments or orders entered by non-Thai courts are not enforceable in Thailand. The Issuer has been advised by the Issuer's Thai counsel, Baker & McKenzie Ltd., that any judgment or order obtained in a court outside of Thailand would not be enforced as such by the courts of Thailand, but such judgment or order in the discretion of a court in Thailand may be admitted as evidence of an obligation in new proceedings instituted in such court, which would consider the issue on the evidence before it. See "*Risk Factors – Risks Relating to Thailand – Any enforcement against the Group in Thailand require new proceedings instituted in Thai courts, regardless of foreign judgements being obtained, and Securityholders' ability to recover damages from the Group in Thai courts may be limited*".

The Guarantor is a public limited liability company incorporated under the laws of Thailand. Unless otherwise specified, the directors of the Guarantor and the key managerial personnel are residents of Thailand. In addition, a substantial portion of the assets of the Guarantor and substantially all of the assets of its directors and executive officers are located in Thailand. As a result, it may be difficult for investors to effect service of process upon the Guarantor or the Directors and its executive officers outside Thailand or enforce against the Guarantor or them judgements obtained in courts outside of Thailand. Under Thai law, judgments entered by non-Thai courts are not enforceable in Thailand. The Guarantor has been advised by its Thai counsel, Allen & Overy (Thailand) Co., Ltd., that any judgment or order obtained in a court outside of Thailand would not be enforced as such by the courts of Thailand, but such judgment or order in the discretion of a court in Thailand may be admitted as evidence of an obligation in new proceedings instituted in such court, which would consider the issue on the evidence before it.

CERTAIN DEFINED TERMS AND CONVENTIONS

As used in this Offering Circular, unless the context otherwise requires, the terms "**MINT**", "**Group**", and "**Company**" refer to Minor International Public Company Limited and its consolidated subsidiaries, the term "**Issuer**" refers to Minor International Public Company Limited, excluding its consolidated subsidiaries, and the term "**NHG**" refers to NH Hotel Group S.A. and its consolidated subsidiaries.

In this Offering Circular, references to "**U.S.$**", "**$**" and "**U.S. dollars**" are to United States dollars, the legal currency of the United States, references to "**THB**", "**Baht**" and "**Thai Baht**" are to the legal currency of Thailand and references to "**EUR**" and "**€**" are to the legal currency of member states of the European Union that adopt the single currency introduced in accordance with the Treaty establishing the European Community. Unless otherwise specified or the context otherwise requires, all references to "**Thai**" or "**Thailand**" are references to the Kingdom of Thailand. All references to the "**Government**" herein are references to the Government of Thailand. All references to "**United States**" or "**U.S.**" herein are references to the United States of America.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

This Offering Circular contains the audited consolidated and separate financial statements as at and for the year ended 31 December 2019 and 31 December 2020 of MINT and the unaudited interim consolidated and separate financial information as at and for the three months ended 31 March 2021 of MINT.

Adoption of New Financial Reporting Standards and Changes in Accounting Policies

On 1 January 2020, the Group has adopted the financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16) for the financial statements as at and for the year ended 31 December 2020 by applying the modified retrospective approach. The Group does not restate comparatives as at and for the year ended 31 December 2019, as permitted in the standards. The reclassifications and adjustments arising from the new requirements are therefore recognised in the opening statement of financial position on 1 January 2020. Accordingly, certain financial tables presented in this Offering Circular include, where applicable, a reconciliation of the Group's results of operations as at and for the year ended 31 December 2020 to the Group's results of operations as at and for the year ended 31 December 2019 in order to facilitate a comparison of MINT's results of operations for the periods presented.

Since 1 January 2021, the Group adopt the amendment to TFRS 3 – Business Combinations. The amended definition of business requires a business acquisition to include, at least an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, and it excludes returns in the form of lower costs and other economic benefits. The amendments will likely result in more acquisitions being accounted for as asset acquisitions.

Accounting Relief

Accounting relief regarding classification of perpetual bonds

The Federation of Accounting Professions ("**TFAC**") issued announcement no. 95/2562 to provide relief on classification of perpetual bonds that was issued before 31 December 2019. The relief enables the Group to classify its existing perpetual bonds as equity instead of liability. The relief is granted until 31 December 2022.

Accounting relief regarding the outbreak of COVID-19

As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to the financial statements contained in the Group's financial statements as at and for the year ended 31 December 2019. With respect to the Group's financial statements as at and for the year ended 31 December 2020, the Group has applied the temporary exemption guidance to relieve the impact from COVID-19 announced by the Federation of Accounting Professions ("**TFAC**"). The Group has chosen to apply temporary measures to relieve the impact from COVID-19 as follows:

(a) not to include information related to COVID-19 as an impairment indicator and as assumptions in the financial projections to consider for impairment testing for goodwill and intangible assets under TAS 36 and recoverability of deferred tax assets;

(b) not to include forward-looking information in valuing expected credit loss of receivables under a simplified model;

(c) for exemptions and discounts received on rental fees as a result of the COVID-19 situation, reducing lease liabilities on the exempted portion throughout the period that the Group has received the exemptions and discounts of rental fees. The Group has also reversed depreciation charges on the right-of-use assets and interest expenses on lease liabilities. The differences between the reduction of the lease liabilities and the reversal of the depreciation expenses are recognised in other (gains) losses instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification;

(d) the unquoted equity investments at the end of the reporting period was presented at the same amount as their fair values on 1 January 2020;

(e) not to take into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties as at 31 December 2020;

(f) excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

The temporary exemption guidance to relieve the impact from COVID-19 expired after 31 December 2020.

Unless otherwise specified, all references in this Offering Circular to the financial information of the Group as at and for the year ended 31 December 2018 is derived from the Group's financial statements as at and for the year ended 31 December 2019.

This Offering Circular also contains financial information of the Bank as at and for the years ended 31 December 2019 and 2020 and for the three months ended 31 March 2020 and 2021 which are extracted from the Bank's audited financial statements as at and for the years ended 31 December 2019 and 2020 and
for the three months ended 31 March 2021 which are incorporated by reference in this Offering Circular. Copies of the audited annual financial statements of the Bank deemed to be incorporated by reference in this Offering Circular may be obtained without charge from the website of the Bank at https://bangkokbank.com/en/Investor-Relations/Financial-Information or from the website of the SGX-ST at http://www.sgx.com.

Exchange Rate Information

MINT's financial statements/information are published in THB. Solely for convenience and unless otherwise specified, this Offering Circular contains translations of certain THB amounts into U.S. dollars at the exchange rate of THB32.050 = U.S.$1.00, which was the weighted-average interbank exchange rate announced by the Bank of Thailand (the "**BOT**") as at 30 June 2021. These translations should not be construed as representations that the THB amounts represent such U.S. dollar amounts or could be, or could have been, converted into U.S. dollars at the rates indicated or at all. See "***Exchange Rate Information***" for further information regarding the rates of exchange between the Thai Baht and the U.S. dollar.

Rounding

Rounding adjustments have been made in calculating some of the financial information included in this Offering Circular. As a result, numerical figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that precede them.

Non-GAAP Financial Measures

This Offering Circular includes certain non-GAAP financial measures, including Earnings Before Interest, Taxes, Depreciation and Amortisation ("**EBITDA**") and EBITDA-related ratios, which are supplemental measures of the Issuer's performance and liquidity that are not required by, or presented in accordance with, Thai Financial Reporting Standards ("**TFRS**") or International Financial Reporting Standards ("**IFRS**") and should not be considered as an alternative to net income, operating revenue or any other performance measures derived in accordance with TFRS or IFRS or as an alternative to cash flow from operating activities or as a measure of liquidity. In addition, EBITDA, the EBITDA-related ratios and the other operating measures are not standardised, hence a direct comparison between companies using such a term may not be possible. The Issuer has presented these supplemental financial measures because the Issuer believes these measures are frequently used by securities analysts and investors in evaluating similar issuers, and this data is not necessarily indicative of the results that may be expected for the financial year ending 31 December 2019, and should not be used as the basis for, or prediction of, an annualised calculation.

FORWARD-LOOKING STATEMENTS

The Issuer has made forward-looking statements in this Offering Circular which are based on the Issuer's management's beliefs and assumptions, which are in turn based on information currently available to the Issuer's management. Securityholders are cautioned not to rely on these forward-looking statements.

Forward-looking statements can be identified by the use of forward-looking terminology such as the words "**may**", "**will**", "**would**", "**could**", "**believe**", "**expect**", "**anticipate**", "**intend**", "**estimate**", "**aim**", "**seek**", "**project**", "**plan**" or similar expressions and include all statements that are not historical facts, such as statements relating to:

- the Group's future overall business development and economic performance;
- the Group's estimated financial position and the future development and economic performance of the Group's business;
- the Group's future earnings and cash flow;
- the Group's financing plans;
- the Group's business strategies;
- the Group's competitive position and the effects of competition;
- the Group's potential growth opportunities; and
- political upheaval in Thailand.

Forward-looking statements involve risks, uncertainties and assumptions. Forward-looking statements reflect the Issuer's current views with respect to future events and are not a guarantee of future performance. Securityholders should understand that many important factors, in addition to those discussed elsewhere in this Offering Circular, could cause actual results to differ materially from those expressed in the forward-looking statements. These factors include, without limitation:

- the impact of outbreaks of contagious diseases (including the prolonged outbreak of COVID-19);
- political upheaval in Bangkok and elsewhere in Thailand;
- economic and other conditions in markets in which the Group operates;
- cyclical and seasonal fluctuations in the Group's results of operations;
- governmental regulation;
- the Group's competitive environment;
- continued availability of capital and financing;
- the Group's fixed obligations;
- ongoing litigation and government and regulatory investigations;
- the occurrence of natural disasters in Thailand or elsewhere;
- other factors beyond the Group's control; and
- other factors discussed under the heading "***Risk Factors***".

The Group has no intention or obligation to update forward-looking statements to reflect future events or circumstances.

MARKET DATA

Market data and certain industry forecasts used throughout this Offering Circular have been obtained from internal surveys, market research, publicly available information and industry publications. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed.

Similarly, internal surveys, industry forecasts and market research, whilst believed to be reliable, have not been independently verified. Whilst the Issuer has taken reasonable actions to ensure that the information is extracted accurately and in its proper context, none of Issuer or the Joint Lead Managers or any person who controls any of them, or any director, officer, employee, representative, agent, affiliate or adviser of any such person makes any representation as to the accuracy and completeness of that information and accepts no responsibility for the factual correctness of any such statistics or information. The Issuer confirms that all such third-party information has been accurately reproduced and, so far as the Issuer is aware and has been able to ascertain from that published information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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SUMMARY

*This summary highlights information contained elsewhere in this Offering Circular. This summary is qualified by, and must be read in connection with, the more detailed information and the Historical Financial Statements appearing elsewhere in this Offering Circular. Securityholders should read this entire Offering Circular carefully, including the financial statements and related notes included elsewhere and "**Risk Factors**".*

Overview

Minor International PCL ("**MINT**") is one of the largest hospitality and leisure companies in the Asia Pacific region. As of 31 March 2021, MINT has a market capitalisation of over U.S.$5.4 billion, with 527 hotels and resorts, 2,365 restaurant outlets and 428 retail trading outlets. MINT strives to be a leader in delivering exceptional experiences that anticipate and satisfy customers' aspirations and positively impact stakeholders.

As of and for the three-month period ended 31 March 2021, MINT's core revenues, gross profit and total assets were THB12,499 million (U.S.$390 million), THB1,991 million (U.S.$62 million) and THB353,003 million (U.S.$11,014 million), respectively. MINT's core revenues declined from THB123,385 million (U.S.$3,850 million) for the year ended 2019 to THB58,118 million (U.S.$1,813 million) for the year ended 2020. MINT's gross profit declined from THB53,829 million (U.S.$1,680 million) for the year ended 2019 to THB8,700 million (U.S.$271 million) for the year ended 2020. In addition, MINT's total assets increased from THB254,184 million (U.S.$7,931 million) as of 31 December 2019 to THB362,327 million (U.S.$11,305 million) as of 31 December 2020.

MINT's business consists of three segments: Minor Hotels, Minor Food and Minor Lifestyle. For the three-month period ended 31 March 2021, Minor Hotels, Minor Food and Minor Lifestyle contributed 53 per cent., 41 per cent. and 6 per cent. of core revenues. As at the date of this Offering Circular, the Group had footprint in 63 countries.

COVID-19

Impact on the Group

The Group's business has been and will continue to be materially adversely affected by the novel coronavirus ("**COVID-19**") pandemic. The outbreak of COVID-19 commenced in early 2020 and was declared a pandemic by the World Health Organisation on 11 March 2020.

In light of the contagious nature of the virus with continuous new waves of re-emergence in certain regions, the pandemic situation remains very fluid and various countries have continued to impose measures designed to slow the spread of the virus, which has directly and indirectly affected the Group's operations. Many countries have renewed strict border controls and travel (both international and domestic) restrictions and have also ordered residents to stay at home with a limited range of exceptions. Such restrictions have had an adverse impact on the Group's business operations and will continue to have an impact for the foreseeable future. Government may continue implementing containment measures in response to new variants of the virus. In particular, in the second quarter of 2020 amidst the peak of the pandemic, most of the Group's hotels have been closed or are operating with limited operations in compliance with various government restrictions. As countries started to reopen, the Group has also resumed its operations. As at end of May 2021, more than 85 per. cent of the Group's hotels are operational with highest hygiene and safety protocols. In Thailand, the second wave of COVID-19 pandemic since the end of December 2020 led to government's restrictions on operating hours and seat distancing at restaurants which resulted in lower dine-in traffic and continuous temporary closure of certain stores in some areas. In addition, the recent third wave of COVID-19 in Thailand pandemic has resulted in additional mobility restrictions which continuously impacted the Group's hotel business and has led to volatility in sales in food business. These closures and restrictions have continuously impacted the Group's revenue and profitability. While many countries have begun the process of vaccinating their residents against COVID-19, the large scale and challenging logistics of distributing the vaccines, as well as uncertainty over the efficacy of the vaccine against new variants of the virus may contribute to delays in economic recovery. The extent of the impact of the COVID-19 pandemic on the Group's business is highly uncertain and difficult to predict, as the response to the pandemic is ongoing, information is rapidly evolving, and the duration and severity of the pandemic are also uncertain and cannot be predicted. In addition, the Group does not have visibility into when these bans will be lifted, nor does it have visibility into the changes to consumer usage patterns or travel behaviour patterns when travel bans and other government restrictions and mandates are lifted.

In light of the uncertainties brought about by the ongoing COVID-19 pandemic and the evolving dynamics at the market level, the Group had in 2020 focused its efforts on navigating the severe business conditions through the execution of the three-phase recovery plan titled "Business Beyond COVID". As markets began to reopen after initial closures, MINT acted swiftly to ramp up its businesses by investing in strengthening its brand equity, for both its hotel and restaurant businesses, through various public relations campaigns, such as "Anantara Escapism" and "Dare to Dream with Avani", and a range of other digital, social and conservation campaigns. In the longer term, MINT plans to adapt to new trends, opportunities and new ways of doing business to respond to the "new normal" environment. For example, Minor Hotels ventured into wellness in collaboration with industry leaders and continues to invest in innovative technologies and digital tools. Anantara recently launched a brand-new consumer facing mobile application, following the successful launch of FastPass which was rolled out by NH Hotel Group. 1112Delivery expanded its platform with additional brands. Furthermore, MINT emphasizes sustainability practices through a group-wide supply chain ecosystem and is in the process of long-term rationalization of its cost structure. Notwithstanding the potential challenges in 2021, MINT will continue to focus on driving its business back to and, where possible, beyond its pre-COVID-19 levels by preparing for full operations as cross-border travel resumes, starting with regional travel, followed by long-haul international travel. As the short-term situation remains fluid, particularly prior to the widespread distribution of the vaccine, MINT has also, as a precautionary matter, secured from bondholders an

extension of its financial covenant testing waiver for another two years, until the end of 2022. In addition, MINT has issued three tranches of warrants, which will strengthen its equity by another THB15 billion over the next three years.

Cash Flow and Balance Sheet

The Group has saved approximately almost 40 per cent. of financial year 2020's budgeted costs and expenses, and 34 per cent. of financial year 2019's actual costs and expenses. In the first quarter of 2021, the Group has saved approximately 36 per cent. of the first quarter of 2020's actual costs and expenses. At the outset of the pandemic, MINT's immediate priority was to preserve cash flow and liquidity. MINT continues to maintain its cash position and unutilised credit facilities in order to ensure sufficient liquidity going forward. Cash outflows have been reduced across its business units and across all geographies via cost reduction initiatives, including in the areas of payroll, rental and other operating costs.

Furthermore, all of the Group's significant capital expenditure investments have been suspended since the onset of the pandemic in the second quarter of 2020 and will only proceed to the extent the Group has a contractual obligation to incur an expenditure. Accordingly, as at 31 May 2021, annual capital expenditure plans for MINT have been cut by almost half, to approximately THB 5 billion, and MINT continues to explore ways to further reduce or delay investments.

The Group had cash on hand of THB22 billion and credit facilities of THB19 billion as at 31 May 2021. Furthermore, MINT's cash position will be further enhanced by the asset rotation transaction where MINT has identified four to five assets to be sold on sales-and-leaseback and/or sales-and-manage-back transactions. On 30 June 2021, NH Hotel Group announced the completion of sale-and-lease-back of NH Collection Barcelona Gran Hotel Calderon for EUR125.5 million. Further asset rotations are expected to be completed in the second half of 2021. The proceeds of the transactions will be used to reduce debt and reserve for liquidity, and will further strengthen the Group's balance sheet.

Given that the Group does not see any definitive abatement of the COVID-19 pandemic, the Group obtained approval from the holders of its debentures on 2 June 2020 for a waiver of financial covenant testing for the next three financial quarters until the end of 2020. Subsequently, the Group had on 9 February 2021 obtained approval from the holders of its debentures to further extend such financial covenant testing waiver for another two years until the end of 2022, while the approval from creditors have already been secured for the extension until the end of 2021 with potential for further renewal. The Group has also obtained approval from its debenture holders and major creditors to exclude the COVID-19 impairment impact from its equity in the debt covenant calculation until the end of 2024. The Group is now working to obtain approval from the remaining smaller number of creditors to exclude such impairment until the same timeline. For the duration of the waiver period, the Group has agreed to certain negative covenants relating to mergers and acquisitions, incurrence of loans and payment of dividends.

In addition, NH Hotel Group has reached an agreement with the creditors to extend the maturity of its EUR250 million ICO guaranteed syndicated loan from 2023 to 2026, with covenant testing waiver granted until June 2022. In addition, the maturity of the RCF loan has also been extended from 2023 to 2026, with covenant testing waiver approved until December 2022. Furthermore, NH Hotel Group has successfully issued EUR400 million Senior Secured Notes due in July 2026 to refinance the existing notes originally due in 2023. To further enhance its liquidity and balance sheet position, NH Hotel Group had on 12 May 2021 announced its intention to a rights offering in the amount of EUR107 million in the second half of 2021. MINT has also extended a shareholder's loan of EUR 100 million to NH Hotel Group on 24 May 2021, of which the amount will be capitalised through the rights offering. MINT, together with NH Hotel Group, will continue to proactively explore alternatives to further enhance its liquidity and balance sheet position going forward.

See also "*Risk Factors – There can be no assurance that the Group will not breach the financial covenants under certain of its financing arrangements in future, and if the lenders choose to exercise their rights for*

any such future breach, it may have an adverse effect on the Group's business, cash flows, financial condition and results of operations."

MINT has suspended dividend payments for the year ended 31 December 2020 and continues to monitor its liquidity position on an ongoing basis as the pandemic evolves.

Capital Management Plans

Throughout this challenging time, MINT continues to focus on preserving its liquidity by reducing its capital expenditure and implementing cost-cutting measures. For instance, MINT successfully implemented measures across payrolls, leases and other operating expenses resulting in strong cost savings. MINT also continues to manage its balance sheet. MINT had on 29 June 2020 issued U.S.$300,000,000 in aggregate principal amount of guaranteed senior perpetual securities and had on 24 July 2020 completed its rights offering issuance which raised an aggregate principal amount of THB9,857,630,230.

As part of its liability and liquidity management plans, MINT had on 9 July 2021 issued THB10 billion in aggregate principal amount of corporate bonds. In addition, warrants to existing shareholders have been issued, with maturities in 2023 (MINT-W7 Warrants and MINT-W8 Warrants) and 2024 (MINT-W9 Warrants). The conversion of the three tranches of warrants in aggregate value of THB 15 billion will further allow MINT to strengthen its equity base.

Update on Mitigation Plans

As COVID-19 spread globally, MINT has set up a senior crisis management team which comprises representatives from all business units and relevant support functions to take proactive measures to mitigate negative financial and operational impacts. Business contingency plans have been implemented around the world and MINT continues to adjust these in response to the global situation. The senior crisis management team is carefully monitoring the situation and working with senior leadership to act decisively in this challenging business environment and communicate necessary actions and activities across all business units. MINT is seeking to minimise the impact on revenue and profitability by means of several cost-cutting initiatives to reduce both fixed costs and percentage of variable costs to total revenues. The initiatives have already been implemented across business units and support functions and across geographies.

A strategic roadmap has also been developed to navigate the Group during and post-COVID-19. The Group remains focused on both short-term as well as medium-and long-term measures. MINT continues to re-evaluate its assessment of the long-term effects of COVID-19 on consumer behaviour, ways of living, supply chains and distribution. MINT believes that identifying shifts in consumer behaviour and trend-spotting are the key to modifying or re-inventing its business models to stay relevant in the market. While the business environment is expected to improve, allowing MINT to see business recovery, MINT will continue to implement its proactive and precautionary strategies to prepare the Group for any further or prolonged challenging events in 2021 and beyond.

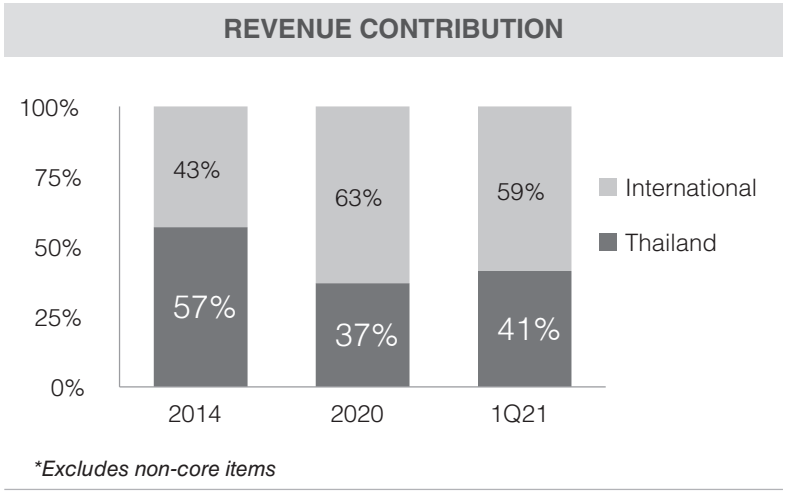
MINT has continued its aggressive cost-cutting measures across the different business units and across geographies to help ensure the ongoing success of the Group's business. Non-prioritised expenses are being reduced and tight cost control measures are being implemented. All staff travel has been suspended, as well as advisory and training initiatives. Marketing and advertising costs have been substantially reduced in low-activity businesses, in particular, the hotel business in Europe. Negotiations with landlords are taking place globally, including in Europe and for restaurant outlets, to reduce or suspend rent payments. Conversations with suppliers have been initiated for discounts and/or better payment terms. Executives' monthly salaries world-wide have been reduced and all employees' annual merit increases have been postponed. NH Hotel Group is also implementing permanent workforce rationalisation in anticipation of the termination of government subsidies. In addition, there will be additional savings on supply chain from optimisation of product sourcing and logistics network.

Competitive Strengths

High quality diversified portfolio reduces concentration risks and provides stability to income generation.

MINT has implemented a solid diversification strategy with three business lines in hospitality, restaurants and lifestyle across geographies, with a portfolio of high-quality assets comprising of 57 identified quality assets in hard-to-replicate and hard-to-compete locations. In terms of business mix, 53 per cent. of MINT's revenues came from Minor Hotels, while 41 per cent. and 6 per cent. of revenues came from Minor Food and Minor Lifestyle, respectively, during the three months ended 31 March 2021. In terms of geography, MINT's footprint was in 63 countries as of 31 March 2021 across its hospitality and restaurant businesses. During the three months ended 31 March 2021, 41 per cent. of MINT's revenues came from Thailand, while the remaining 59 per cent. were generated internationally outside Thailand, with the key markets being Europe, Latin America, Australia, the Maldives and China.

For its hospitality business, MINT enjoys a well-diversified portfolio across different geographies and market segments. In terms of geographic diversification, Minor Hotels has a global presence across Europe (298 hotels), Asia & Oceania (123 hotels), Americas (58 hotels) and Africa & Middle East (48 hotels), which provides income stability and reduces concentration risk. As a result, its revenues are well spread across Thailand, Europe, the Maldives and Middle East, Oceania, America and others.

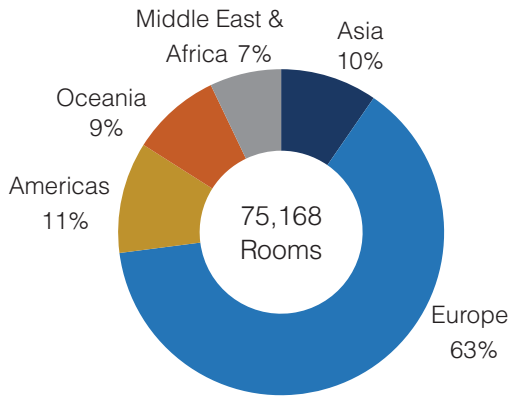


The table below shows the number and proportion of rooms the Group has in each country/region as of 31 March 2021.

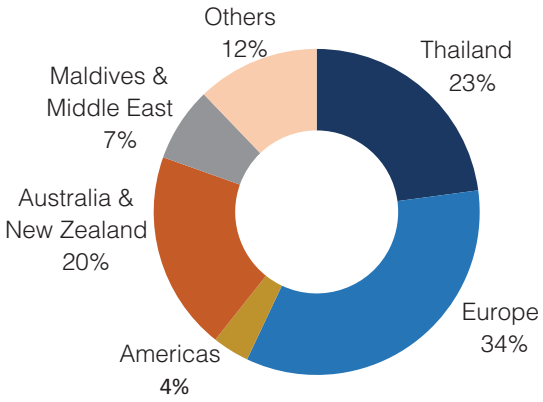
Country/Region	**Rooms**	**(%)**
Thailand	4,809	6
Spain	11,709	16
Benelux	9,652	13
Italy	8,321	11
Germany	10,046	13
Latam	7,880	11
Others	22,751	30
Total	**75,168**	**100**

In terms of its target segment, Minor Hotels has a portfolio of 11 in-house brands as well as complementary mixed-use business and strategic partnerships with other leading hotel brands worldwide. Minor Hotels' strategic brand portfolio allows it to target a diversified customer base across the midscale, upscale and luxury segments, reducing reliance on any particular segment while positioning it to effectively access the broad customer base in the hospitality market.

SYSTEM-WIDE ROOM CONTRIBUTION
By Geography

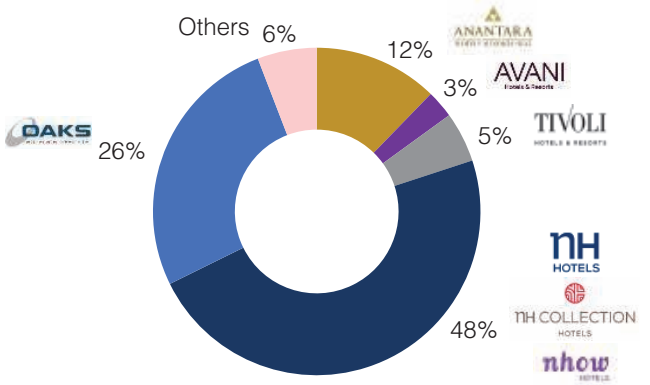


1Q21 CORE REVENUE CONTRIBUTION
By Geography



The following chart sets forth the contribution by each brand to Minor Hotels' revenue for the quarter ended 31 March 2021:

1Q21 REVENUE CONTRIBUTION
By Brand



A leading global hospitality and leisure platform with an established market position and strong brand recognition.

MINT is among the top 20 largest hospitality groups globally (by number of rooms) and is the largest hospitality player in Southeast Asia. As a leading Asian-European hospitality platform, MINT has a global presence in 63 countries across 527 hotels and resorts, 2,365 restaurant outlets and 428 points of sale as of 31 March 2021. MINT's diversification, scale and strong branding have underpinned an excellent sales and distribution network to compete more effectively.

Furthermore, its strong branding allows MINT to generate customer loyalty, increase the appeal of its offering and distinguish itself from its competitors. The strength of the brands is further evidenced by various third-party awards and rankings. For example, Minor Hotels' Anantara brand received the Number 9 Position in Travel+Leisure US's "Top 25 Hotel Brands in the World", while Minor Hotels' portfolio of

properties around the world were recognised among the very best hotels globally, with a total of 52 accolades in the 2020 Conde Nast Traveller US and UK Readers' Choice Awards, including Naladhu Private Island Maldives, which was voted No. 2 Best Resort in the Indian Ocean, Anantara Hua Hin, which was voted No. 5 Resort in Thailand, Anantara Chiang Mai which was voted No. 1 Top Resort in Thailand, Anantara Kihavah Maldives Villas which was voted as Favourite Beach Hotel (International), Anantara Villa Padierna Palace Benahavis Marbella Resort which was voted as Best New Hotel in Spain and Tivoli Palacio De Seteais Sintra which was voted No. 5 Best Hotels in Spain and Portugal. For the restaurant business, Minor Food was awarded Thailand's Top Corporate Brand Values 2020 in F&B Sector by the Faculty of Commerce and Accountancy, Chulalongkorn University and the SET for five consecutive years. In addition, Minor Food was awarded the Global Restaurant Industry Service Award by the Global Restaurant Leadership Conference in 2020 and The Pizza Company's Prime Minister's Award 2020 First in the Top Thai Brand. Further, Minor Food was also awarded the Thailand Franchise Award 2020 and Best Thailand Franchise of the Year by The Ministry of Commerce.

MINT continues realizing synergies through ongoing business integration with NHG, which provides various potential value creation opportunities primarily focused on revenue expansion and cost optimisation with greater scale. This integration allows for 1) the creation of a global customer base through effective cross selling between Asia and Europe, and combined loyalty programmes; 2) rebranding and cross brand global expansion, which increase revenue opportunities via potential room rate increases; 3) price improvement and strengthened relationship with partners and suppliers through economies of scale; and 4) a larger and more experienced human capital base through knowledge transfer, talent development and workforce mobility. As an example for successful cross brand expansion, leveraging NHG's relationship with real estate investors in Europe together with Minor Hotels' Anantara luxury brand, Anantara Villa Padierna Palace Benahavís Marbella, the first Anantara in Spain, opened its doors in mid-2019. Anantara also debuted in Ireland with the rebranding of The Marker Hotel in Dublin. Furthermore, NHG is now opening a portfolio of eight high-end hotels previously under the Boscolo brand, of which three in prime European cities, Rome, Budapest and Nice were rebranded to Anantara.

Defensive and non-cyclical restaurant business provides added stability to earnings and cash flows.

MINT's food business adds a defensive and non-cyclical element to the Group's portfolio, thereby providing added stability to MINT's earnings and cash flows. Minor Food operates in three main hubs, with 57 per cent., 12 per cent. and 20 per cent. of its revenues coming from Thailand, Australia and China, respectively, during the three months ended 31 March 2021. It is also well diversified across different household brands, with The Pizza Company being the largest contributor to Minor Food, contributing 19 per cent. of its revenue during the three months ended 31 March 2021, followed by Riverside, and The Coffee Club contributing 16 per cent., and 11 per cent. of its revenues, respectively. Minor Food also maintains a dedicated balance between its owned outlets and franchised outlets, each accounting for 50 per cent. of its 2,365 outlets as of 31 March 2021. For the three months ended 31 March 2021, the Group's owned outlets contributed 94 per cent. of Minor Food's core revenue while franchised outlets accounted for 6 per cent.

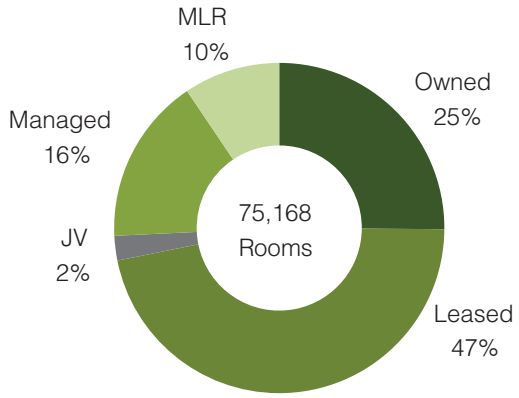
In addition, Minor Food continues pushing for digital transformation to improve its digital loyalty programs across brands and hubs, excels on its own delivery applications, as well as strengthens its relationship with third-party delivery aggregators to capture rapidly changing consumer markets and sales across the region.

Majority owned/leased hotel portfolio provides increased certainty of income generation and is complemented by a quality managed hotel portfolio.

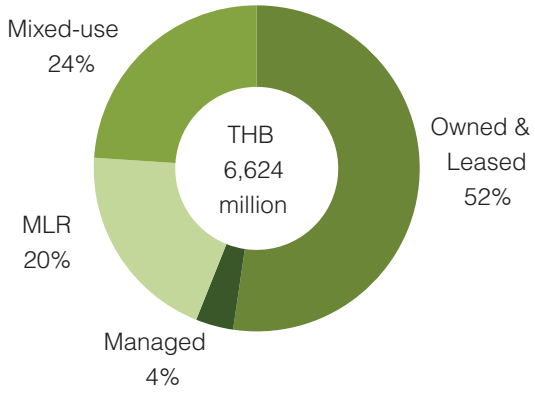
MINT's current hotel portfolio comprises 74 per cent. of hotels that are owned, leased or operated through a joint venture and 26 per cent. managed hotels (based on the number of rooms).

The high percentage of ownership in its hotel business provides certainty of income, increased flexibility to operate, renovate or re-brand easily, as well as potential monetization ability such as strategic asset rotation.

SYSTEM-WIDE ROOM CONTRIBUTION By Ownership



1Q21 CORE REVENUE CONTRIBUTION By Ownership



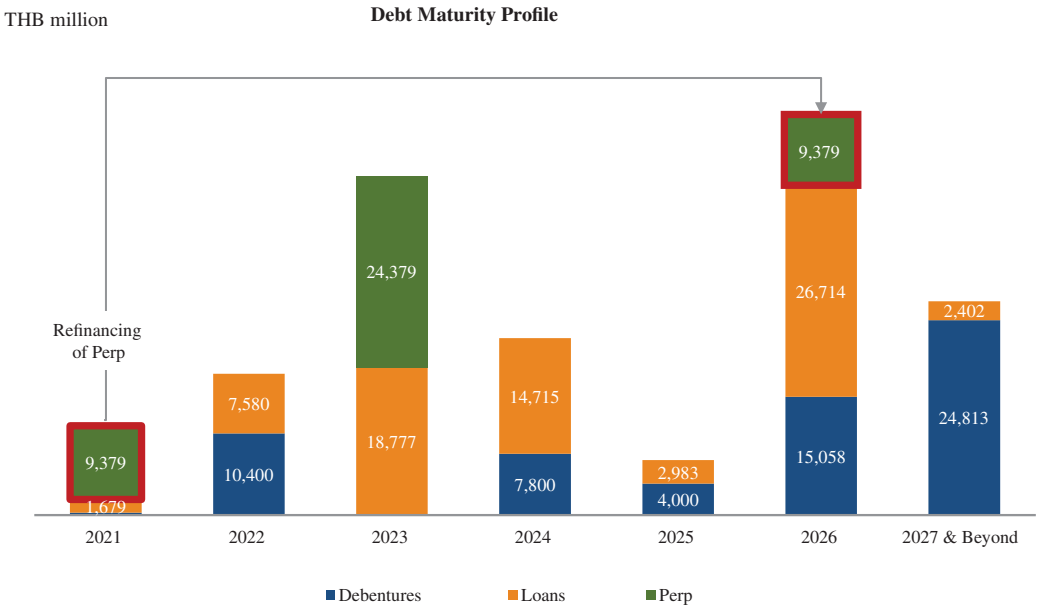
While the owned and leased portfolio is Minor Hotels' key growth driver, management letting rights portfolio provides Minor Hotels with stable growth, and management contracts offer higher profitability with minimal capital investment.

Diversified funding sources and prudent financial management supported by capital recycling utilizing a strategic asset rotation strategy.

MINT is fully committed to proactively managing its capital structure and maintaining a balanced funding mix, using a variety of both domestic and international sources, including bank loans, access to debt capital markets (such as senior debentures and perpetual bonds) and equity capital markets (such as rights issues and warrants). MINT continuously evaluates its funding options, with the objectives to maximise the quality of both debt and equity and to extend the average maturities of the portfolio while optimizing funding costs.

Set forth below is the debt maturity profile of MINT for the following periods:

Debt Maturity Profile and Funding Mix



For example, MINT successfully issued its first USD-denominated perpetual bond to international investors and its first Baht-denominated perpetual bond to domestic investors in 2018. MINT is a regular issuer of Baht-denominated bonds in domestic debt capital markets. In addition, in 2020 MINT announced a comprehensive capital structure strengthening plan to raise THB25 billion capital through various instruments, including perpetual bonds, rights issue and warrants, to be completed between 2020 and 2023. In 2021, MINT issued another two tranches of warrants, which will increase its equity base by another THB10 billion from 2021 to 2024. As of the date of this Offering Circular, MINT had managed to raise THB18 billion capital through the issuance of rights offering and perpetual bonds, and conversion of warrants. In addition, MINT has established strong relationships with over 20 domestic and international banks, who have supported and will continue to provide funding support to the Group.

In addition, MINT has implemented its strategic asset rotation strategy, which demonstrates its ability to recycle capital and strengthen MINT's balance sheet. The hotels under such strategy would remain within Minor Hotels' portfolio as leased and managed hotels, which enables MINT to continue enjoying the upside of these hotels' performance. Successful transactions in 2019 include the sale and leaseback of three Tivoli hotels in Lisbon, Portugal, and the sale of three joint-ventured hotels in the Maldives but retained under management contracts. On 30 June 2021, NH Hotel Group announced the completion of sale-and-lease-back of NH Collection Barcelona Gran Hotel Calderon for EUR125.5 million. Further asset rotations are expected to be completed in the second half of 2021.

Protecting cash flow and preserving liquidity remain MINT's priority. As of May 2021, MINT had cash on hand of THB22 billion and unutilised credit facilities of THB19 billion.

Strong corporate governance and risk management policies, supported by an experienced and qualified management team.

MINT has prudent risk management policies which include (i) maintaining a conservative internal policy on leverage which is below its current debt covenants; (ii) maintaining a credit rating by TRIS at prudent level since 2007; and (iii) hedging its foreign currency exposure via cross currency swap contracts and foreign exchange forward contracts.

A strong comprehensive system of corporate governance is in place and is taken seriously by MINT's board of directors and management team. MINT is recognised as Thailand's Most Honoured Company in the Emerging Markets by Institutional Investor's All-Asia Executive Team 2019 Rankings, the Top 3 Thailand's Best Corporate Governance by Institutional Investor's All-Asia Executive Team 2019 Rankings and was also awarded the Best SET Sustainability Awards for two consecutive years in 2018 and 2019 by the SET. In addition, MINT has been included in numerous sustainability indices, including Dow Jones Sustainability Emerging Markets Index, the FTSE4Good Emerging Index, the MSCI ESG Leaders Index and the list of Thailand Sustainability Investment by the SET. MINT was also the winner of the Board of the Year Awards 2018 among SET-listed companies with market capitalisation of over THB100 billion for its excellence in good corporate governance and outstanding board and director professionalism, by the Thai Institute of Directors.

MINT is led by an experienced, highly qualified and dedicated senior management team, who have an average of more than 10 years of experience with the company. The agile management team has demonstrated its ability to manage its business through economic cycles and to move swiftly amidst rapidly changing environment. The management team has a proven track record of consistently delivering the results as per MINT's five-year strategy as described below.

Strategies

MINT is disciplined with its growth strategy, and has rolling five-year strategic plans, which are updated every year. Delivering sustainable earnings means not only driving revenues and net profit in the long-term, but also disciplined investment and deployment of capital. The Group's most recent five-year strategic plan, which was set in December 2019, which was before the COVID-19 pandemic, called for a CAGR of 15 to 20 per cent. of net profit over the next five years and core and organic return on invested capital of 11 per cent. by 2024. In addition to the high-level financial and strategic objectives, MINT also focused on organisational transformation for better and faster execution. In order to achieve such targets, the Group intends to build the foundation through six strategic pillars:

1. winning brand portfolio;

2. value capture and productivity;

3. investments, partnerships & acquisitions;

4. innovation and digital;

5. empowered people and team; and

6. sustainability framework.

With today's world changing faster than ever, MINT's focus in 2021 onwards as an organisation needs to be agile. In order to achieve the company's ultimate goal "to be a leader in delivering exceptional experiences that anticipate and satisfy customers' aspirations and positively impact stakeholders", MINT will drive the enterprise-wide transformation process. As a service company, people are the foundation of MINT's business, and therefore MINT will continue to invest in its people, and ensure that the way the Company manages and drives change is effective, and that team members at all levels are engaged and committed to change, and are willing to adapt to new ways of working. In addition, MINT, more than ever, will focus on customers, and invest in innovation, digital and technology, as opposed to only capital expenditure for the physical expansion of hotel rooms and restaurant outlets. Lastly, MINT remains committed to sustainability, with the aim to positively impact its stakeholders.

In 2020, with the uncertainties amidst the pandemic, MINT decided to hold off on updating its rolling five-year plan. The focus has been on formulating and implementing strategic recovery roadmap amidst the challenges and uncertainties. Nevertheless, the longer-term strategy remains unchanged from the latest approved five-year plan.

THE OFFERING

*The following is a brief summary of certain terms of the Securities. For a more complete description of the terms of the Securities, see "**Terms and Conditions of the Securities**". This summary is derived from and should be read in conjunction with the full text of the Terms and Conditions of the Securities. Capitalised terms not otherwise defined herein shall have the meanings set forth under "**Terms and Conditions of the Securities**".*

Issuer	Minor International Public Company Limited.
Guarantor	Bangkok Bank Public Company Limited, acting through its Singapore Branch.
Issue	U.S.$300,000,000 Guaranteed Senior Perpetual Capital Securities with unconditional and irrevocable guarantee (subject to the Maximum Guaranteed Amount), and Mandatory Non-Call and Bankruptcy Event Acquisition Obligations, by Bangkok Bank Public Company Limited, acting through its Singapore Branch.
Guarantee	The Guarantor will have in the Trust Deed, unconditionally and irrevocably guaranteed (subject to the Maximum Guaranteed Amount) the due and punctual payment of the principal amount, premium, Distributions, Arrears of Distribution (including any Additional Distribution Amounts) and Additional Amounts in respect of or on the Securities and of any other amounts payable by the Issuer under the Securities and/or the Conditions. The Guarantee will remain in full effect until the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Conditions (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation), the day immediately following the First Reset Date and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under the Conditions, the day immediately following the Securityholder Notice Deadline. In order to comply with the requirements of Thai law, the Trust Deed will provide that the Guarantor's maximum liability under the Guarantee will be capped at an amount equal to 115 per cent. of the principal amount of the Securities outstanding as of the Issue Date, being U.S.$345,000,000 (the "**Maximum Guaranteed Amount**"). See "***Terms and Conditions of the Securities – Guarantee***".
Issue Date	19 July 2021
Issue price	100 per cent.

Form	The Securities will be issued in registered form and be available and transferable in minimum amounts of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof.
Status of the Securities	The Securities will constitute direct, unsubordinated, unconditional and unsecured obligations of the Issuer and will at all time rank *pari passu*, without any preference among themselves, with all other outstanding unsecured and senior obligations of the Issuer, present and future, save for such obligations as may be preferred by provisions of applicable law.
Status of the Guarantee	The Guarantee will constitute a direct, unsubordinated and unconditional obligation of the Guarantor which will be unsecured and will rank *pari passu* with all other present and future unsecured and senior obligations of the Guarantor (save for such as may be preferred by mandatory provisions of applicable law).
Distributions	The Securities will bear interest ("**Distributions**") on their outstanding principal amount from and including the Issue Date at the applicable Distribution Rate and will be payable, subject to Condition 5.6, semi-annually in arrear on 19 January and 19 July in each year (each a "**Distribution Payment Date**"), with the first Distribution Payment Date being 19 January 2022.
Distribution Rate	The Distribution Rate payable from time to time in respect of the Securities shall be: (a) in respect of the period from and including the Issue Date to but excluding 19 July 2026 (the "**First Reset Date**"), 2.70 per cent. per annum; and (b) from and including each Reset Date (including the First Reset Date) to but excluding the immediately following Reset Date, at the relevant Reset Distribution Rate determined by the Calculation Agent on the relevant Reset Determination Date and notified to the Securityholders in accordance with Condition 14 and to the Principal Paying Agent and the Issuer. "**Reset Distribution Rate**" means, in respect of any Reset Period, the Treasury Rate calculated on the Reset Determination Date in respect of that Reset Period plus the Initial Spread plus the Step-Up Margin. The "**Step-Up Margin**" means 6.00 per cent. per annum.

Optional deferral of Distributions	Unless a Compulsory Distribution Payment Event has occurred, the Issuer may, at its sole and absolute discretion, elect to defer, in whole or in part, payment of any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice to the Securityholders in accordance with Condition 14, and to the Guarantor, the Trustee, the Principal Paying Agent and the Registrar, not more than 10 nor less than seven Business Days prior to a scheduled Distribution Payment Date (an "**Optional Deferral Event**"). A "**Compulsory Distribution Payment Event**" will occur if, during the six-month period ending on the day before the relevant scheduled Distribution Payment Date, either or both of the following has occurred: (i) any discretionary dividends, discretionary distributions (whether in cash or otherwise) or other discretionary payments have been declared, paid or made on any of the Issuer's Junior Securities or Parity Securities (except, in relation to Parity Securities, where such dividend, distribution or other payment is made on a pro rata basis with payment on the Securities); or (ii) the Issuer has in its discretion redeemed, reduced, cancelled, bought-back or acquired for any consideration any of its Junior Securities or its Parity Securities (except, in relation to Parity Securities, where such redemption, reduction, cancellation or buy-back is made on a pro rata basis with a pro rata purchase by the Issuer of the Securities). Any partial payment of any Distribution by the Issuer shall be shared by the Securityholders of all Securities then outstanding on a pro rata basis. Any amount of Distribution validly deferred pursuant to the terms of the Securities will constitute "**Arrears of Distribution**". Each amount of Arrears of Distribution will bear interest from and including the date which is a Distribution Payment Date falling twelve (12) months from the date on which it was first deferred and will bear interest as if it constituted the principal of the Securities at the prevailing Distribution Rate (the amount of such interest being an "**Additional Distribution Amount**"). The Additional Distribution Amount accrued up to any Distribution Payment Date will be added for the purpose of calculating the Additional Distribution Amount accruing thereafter to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

If the Calculation Agent is unable to calculate any Additional Distribution Amount pursuant to this provision, it may refrain from doing so until it receives instructions to its satisfaction from the Issuer, as to the methodology, failing which the Issuer shall procure an independent adviser or other agent to determine the Additional Distribution Amount, in accordance with this provision and applicable Thai laws relating to calculation of compound interest.

The Issuer may, at its sole discretion, elect to further defer any Arrears of Distribution and Additional Distribution Amounts by complying with the notice requirement applicable to any deferral of Distributions. The Issuer is not subject to any limit as to the number of times Distributions and Arrears of Distribution can be deferred pursuant to the provisions of Condition 5.6.

The Issuer:

(i) may pay any Arrears of Distribution (in whole or in part and including any Additional Distribution Amounts) at any time by giving notice of such election to the Securityholders in accordance with Condition 14, and to the Guarantor, the Trustee, the Principal Paying Agent and the Registrar, not more than 10 nor less than seven Business Days prior to the relevant payment date specified in such notice (which notice is irrevocable and shall oblige the Issuer to pay the relevant Arrears of Distribution on the payment date specified in such notice); and

(ii) in any event, must pay any outstanding Arrears of Distribution (in whole but not in part and including any Additional Distribution Amounts) on the earliest to occur of:

  (A) the next Distribution Payment Date immediately following a breach by the Issuer of Condition 5.6(d);

  (B) the date on which the Securities are to be redeemed;

  (C) the date of any variation of the Securities pursuant to Condition 8; and

  (D) the Winding-Up of the Issuer.

Any partial payment of outstanding Arrears of Distribution and Additional Distribution Amounts by the Issuer shall be shared by the Securityholders of all Securities then outstanding on a pro rata basis.

Restrictions in the case of deferral	If an Optional Deferral Event has occurred, the Issuer will not: (i) declare, pay or make any discretionary dividends, discretionary distributions (whether in cash or otherwise) or other discretionary payments on, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is declared, paid or made on any of its Junior Securities or its Parity Securities (except, in relation to the Parity Securities of the Issuer, where such dividend, distribution or other payment is made on a pro rata basis with payment on the Securities); or (ii) redeem, reduce, cancel, buy-back or acquire for any consideration any of its Junior Securities or its Parity Securities in its discretion (except, in relation to Parity Securities, where such redemption, reduction, cancellation or buy-back is made on a pro rata basis with a pro rata purchase by the Issuer of Securities), in each case, unless and until the Issuer (A) has satisfied in full all outstanding Arrears of Distribution and any Additional Distribution Amounts; or (B) is permitted to do so by an Extraordinary Resolution of the Securityholders.
Maturity	The Securities will be perpetual securities and have no fixed redemption date.
Redemption at the option of the Issuer .	The Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities on or at any time after the First Call Date, at the Redemption Price. "**First Call Date**" means 19 April 2026. "**Redemption Price**" means the principal amount of the Securities plus (i) any Distributions accrued to, but excluding, the date fixed for redemption, (ii) any Arrears of Distribution and (iii) any Additional Distribution Amounts. Any Redemption Price to be paid by the Guarantor pursuant to the Conditions shall be no more than the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date.
Redemption on the occurrence of a Tax Deductibility Event	If a Tax Deductibility Event has occurred and is continuing, the Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities: (a) at any time prior to the First Call Date, at the Special Redemption Price; or (b) on or at any time after the First Call Date, at the Redemption Price. "**Special Redemption Price**" means 101 per cent. of the principal amount of the Securities plus (i) any Distributions accrued to, but excluding, the date fixed for redemption, (ii) any Arrears of Distribution and (iii) any Additional Distribution Amounts.

	A "**Tax Deductibility Event**" will occur if, as a result of any change in, expiration of or amendment to, the tax laws of the Relevant Jurisdiction or any regulations or rulings, or any change in the official application or interpretation of, or any execution of or amendment to, any treaty or treaties affecting taxation to which the Relevant Jurisdiction is a party, which change, expiration, amendment or treaty becomes effective on or after 12 July 2021 (a "**Change in Law**"), amounts (including Distributions, Arrears of Distribution and Additional Distribution Amounts) payable by the Issuer in respect of the Securities are no longer or will no longer be fully deductible by the Issuer for corporate income tax purposes in the Relevant Jurisdiction.
Redemption on the occurrence of a Withholding Tax Event	If at any time a Withholding Tax Event has occurred and is continuing, the Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities at the Redemption Price. A "**Withholding Tax Event**" will occur if, as a result of any Change in Law, the Issuer has or will become obliged to pay Additional Amounts with respect to the Securities in excess of the level of Additional Amounts which would have been applicable to a payment with respect to the Securities on 12 July 2021 and such obligation cannot be avoided by the Issuer taking reasonable measures available to it. For the avoidance of doubt, a change of jurisdiction or domicile of the Issuer shall not be considered a reasonable measure for these purposes.
Redemption in the case of minimal outstanding amounts	In the event that the Issuer or any of its Subsidiaries has repurchased (and effected corresponding cancellations of) 75 per cent. or more of the principal amount of the Securities initially issued (which will include for these purposes any further securities issued that are consolidated and form a single series with the Securities in accordance with Condition 17), the Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities at the Redemption Price.
Redemption on the occurrence of an Accounting Event.	If an Accounting Event has occurred and is continuing, the Issuer may, having first given the Required Notice (along with a notice signed by two Authorised Signatories of the Issuer that such Accounting Event has occurred and is continuing), redeem all (but not some only) of the Securities: (a) at any time prior to the First Call Date, at the Special Redemption Price; or (b) on or at any time after the First Call Date, at the Redemption Price.

An "**Accounting Event**" will occur if, as a result of any changes or amendments to, or change in the interpretation of, relevant accounting standards, the Securities must not or must no longer be recorded as "**equity**" in the Issuer's financial statements pursuant to those relevant accounting standards.

Redemption upon the occurrence of a Change of Control Event . . . . . At any time on or after the First Reset Date, if a Change of Control Event has occurred and is continuing, the Issuer may, having first given the Required Notice (along with a notice signed by two Authorised Signatories of the Issuer that such Change of Control Event has occurred and is continuing), redeem all (but not some only) of the Securities at the Redemption Price.

If the Issuer elects not to redeem the Securities within 60 days following the occurrence of a Change of Control Event in accordance with Condition 7.6(a), then the applicable Distribution Rate will increase by 2.00 per cent. per annum with effect from the next following Distribution Payment Date (or, if the relevant Change of Control Event occurs on or after the date that is five Business Days prior to the next Distribution Payment Date, the next following Distribution Payment Date).

A "**Change of Control Event**" will occur if either (i) the Permitted Holders are collectively, directly or indirectly, the beneficial owners (as such term is used in Rule 13d-3 of the Exchange Act) of less than 25.0 per cent. of the total voting power of the voting stock of the Issuer or (ii) any "**person**" or "**group**" (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) is or becomes the "**beneficial owner,**" directly or indirectly, of total voting power of the voting stock of the Issuer greater than such total voting power held beneficially by the Permitted Holders.

"**Permitted Holders**" means William Ellwood Heinecke, Minor Holding (Thai) Limited, Kathleen Ann Heinecke, Heinecke Foundation, Zall Holdings Limited and Minor BKH Limited.

Mandatory Acquisition Obligations	The Guarantor will acquire from each Securityholder, upon the occurrence of a Mandatory Acquisition Event during the period commencing on the Issue Date and in the case of (a) a Bankruptcy Event, ending 30 days prior to the First Reset Date, and (b) a Non-Call Event, ending on the First Reset Date, in the case of (a) and (b) each as described in Condition 7.12, the Securities held by such Securityholder (in whole but not in part) at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date), in accordance with the terms of Condition 7 (the "**Mandatory Acquisition Obligations**"). The Mandatory Acquisition Obligations of the Guarantor pursuant to Condition 7.11 shall constitute direct, unsubordinated and unconditional obligations of the Guarantor which will be unsecured and will rank *pari passu* with all other present and future unsecured and senior obligations of the Guarantor (save for such as may be preferred by the mandatory provisions of applicable law). The Mandatory Acquisition Obligations will not be cumulative, and upon a Mandatory Acquisition Obligation being triggered and properly exercised by the Guarantor, the other Mandatory Acquisition Obligation shall terminate. All Mandatory Acquisition Obligations of the Guarantor shall terminate upon the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Conditions and the Trust Deed (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation), the day immediately following the First Reset Date, and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under Condition 7.13, the day immediately following the Securityholder Notice Deadline. "**Mandatory Acquisition Event**" means either a Bankruptcy Event or a Non-Call Event. Upon the occurrence of a Non-Call Event, the Issuer shall immediately, and in any event within three Business Days of such occurrence, deliver a written notice of such occurrence to the Guarantor, the Securityholders and the Trustee.

Bankruptcy Event

If a Bankruptcy Event occurs at any time from the Issue Date to 30 days prior to the First Reset Date, to the extent permitted by applicable law, the Guarantor shall purchase on the Bankruptcy Date all, but not less than all, of the Securities held by all of the Securityholders at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date).

If a Bankruptcy Event occurs during such period, the Issuer shall immediately, and in any event within three Business Days of such occurrence, deliver a written notice of such occurrence to the Guarantor, the Securityholders and the Trustee, together with any documents evidencing such occurrence.

"**Bankruptcy Date**" means the date that is the earlier of the date that is (i) 10 Business Days after the Guarantor receives from the Issuer a written notice that a Bankruptcy Event has occurred, and (ii) 14 Business Days after the occurrence of the Bankruptcy Event has been (A) published in the royal gazette or the local press or is otherwise made public or (B) disclosed to the Stock Exchange of Thailand or (C) registered with the Department of Business Development, Ministry of Commerce (whichever is earlier).

"**Bankruptcy Event**" means adjudication by a court of competent jurisdiction or a resolution declaring that the Issuer is subject to (i) winding-up or liquidation in accordance with the Public Limited Company Act B.E. 2535 (as amended) or (ii) any foreign law proceedings having the same effect as those described under (i).

Non-Call Event

If the Issuer does not elect to redeem the Securities on or prior to the First Reset Date as provided for in Condition 7.2 (a "**Non-Call Event**"), to the extent permitted by law, the Guarantor shall purchase on the First Reset Date (such date, the "**Non-Call Date**") all, but not less than all, of the Securities held by all of the Securityholders at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of on the Mandatory Acquisition Date).

"**Mandatory Acquisition Date**" means the Bankruptcy Date or the Non-Call Date, as applicable.

Variation	The Issuer may (without any requirement for the consent or approval of the Securityholders or the Guarantor) at any time on giving not less than 30 nor more than 60 days' notice to the Securityholders in accordance with Condition 14 and to the Guarantor, the Trustee, the Principal Paying Agent and the Registrar, vary the terms of the Securities with the effect that they remain or become (as the case may be) Qualifying Securities if, prior to giving such notice, a Tax Deductibility Event, Withholding Tax Event or Accounting Event has occurred and is continuing.
Purchase	Subject to the applicable laws and regulations, the Issuer or any of its Subsidiaries may at any time purchase Securities in any manner and at any price.
Taxation and Additional Amounts	All payments in respect of the Securities, the Guarantee and the Mandatory Acquisition Obligations by or on behalf of the Issuer and the Guarantor, as the case may be, shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed or levied by or on behalf of the Relevant Jurisdiction, unless the withholding or deduction of the Taxes is required by law. In the event that such withholding or deduction is required by law, the Issuer or the Guarantor, as the case may be, will pay such additional amounts ("**Additional Amounts**") as may be necessary in order that the net amounts received by the Securityholders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Securities in the absence of the withholding or deduction subject to certain conditions as set out in Condition 9.1.
Limited rights to institute proceedings .	The right to institute any legal proceedings or prove the Securityholders' claims in any legal proceedings (other than any Winding-Up proceedings) against the Issuer is limited to circumstances where a Non-Payment Event has occurred.
Proceedings for Winding-Up	The Trustee at its discretion may, and if so requested in writing by the holders of at least one-fifth in aggregate principal amount of the Securities then outstanding or if so directed by an Extraordinary Resolution of the Securityholders shall (subject in each case to being pre-funded and/or secured and/or indemnified to its satisfaction), give notice to the Issuer and the Guarantor that the Securities are, and they shall accordingly forthwith become, immediately due and repayable at the Redemption Price:

(a) if default is made in the payment of any principal, premium (if any) or interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) due in respect of the Securities or any of them, except where such default is caused by a delay in the transmission system of payment and the Issuer has fully paid such amount within three Business Days from the original due date thereof (a "**Non-Payment Event**"); or

(b) on a Winding-Up of the Issuer (a "**Winding-Up Event**"),

upon which the Trustee may, subject to the provisions of Condition 12, (i) in respect of a Non-Payment Event, (x) institute any legal proceedings against the Issuer and/or (y) prove the Securityholders' claims in any legal proceedings against the Issuer and/or (ii) in respect of a Winding-Up Event, prove the Securityholders' claims in proceedings for the Winding-Up of the Issuer.

Further issues . . . . . The Issuer is, to the extent permitted under applicable laws and subject to the prior written consent of the Guarantor, at liberty from time to time without the consent of the Securityholders to create and issue further Securities ranking *pari passu* in all respects (or in all respects save for the issue date and the date of first payment of Distributions thereon) and so that the same shall be consolidated and form a single series with the outstanding Securities and/or the additional Securities constituted by the Trust Deed or any supplemental deed. Any further securities or bonds which are to form a single series with the outstanding Securities constituted by the Trust Deed or any supplemental deed shall be constituted by a deed supplemental to the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Securityholders and the holders of securities or bonds of other series in certain circumstances where the Trustee so decides.

Use of proceeds . . . . . See "***Use of Proceeds***".

Selling restrictions. . . . . The Securities have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States. The Securities may not be offered or sold in Thailand. The Securities may be sold in other jurisdictions (including the UK, the European Economic Area, Singapore, Hong Kong, Japan, The People's Republic of China and Thailand) only in compliance with applicable laws and regulations. See "***Subscription and Sale***".

Ratings	The Securities are expected to be rated "**Baa2**" and "**BBB**" by Moody's and Fitch, respectively. Such ratings should be evaluated independently of any other rating of the other securities of the Issuer or the Guarantor. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.
ISIN	XS2362785656.
Common Code	236278565.
Legal Entity Identifier	254900T4WB2UF9XPX041.
Listing	Approval in-principle has been received from the SGX-ST for the listing of and quotation for the Securities on the Official List of the SGX-ST. The Securities will be traded on the SGX-ST in a minimum board lot size of S$200,000 (or its equivalent in other currencies) for so long as the Securities are listed on the SGX-ST and the rules of the SGX-ST so require. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Offering Circular. Admission to the Official List of the SGX-ST and quotation of the Securities on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Guarantor, the Issuer's or the Guarantor's subsidiaries, associated companies, jointly-controlled entities or the Securities.
Governing law	English law.
Trustee	The Bank of New York Mellon, London Branch.
Principal Paying Agent	The Bank of New York Mellon, London Branch.
Registrar	The Bank of New York Mellon SA/NV, Dublin Branch.
Calculation Agent	The Bank of New York Mellon, London Branch.
Transfer Agent	The Bank of New York Mellon SA/NV, Dublin Branch.

SUMMARY HISTORICAL FINANCIAL AND OTHER INFORMATION FOR MINT

The following tables presents summary consolidated financial information for MINT and should be read in conjunction with MINT's financial statements and related notes thereto, included elsewhere in this Offering Circular. The summary consolidated financial information as at and for the years ended 31 December 2019 and 2020 is derived from MINT's consolidated and separate financial statements as at and for the years ended 31 December 2020 which has been audited by, and the summary consolidated financial information as at and for the three months ended 31 March 2020 and 2021 is derived from MINT's unaudited interim consolidated and separate financial information as at and for the three months ended 31 March 2021 which have been reviewed by, PricewaterhouseCoopers ABAS Ltd.

ADOPTION OF NEW FINANCIAL REPORTING STANDARDS AND CHANGES IN ACCOUNTING POLICIES

The Group has adopted the financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16) for the financial statements as at and for the year ended 31 December 2020 by applying the modified retrospective approach. The Group does not restate comparatives as at and for the year ended 31 December 2019, as permitted in the standards. The reclassifications and adjustments arising from the new requirements are therefore recognised in the opening statement of financial position on 1 January 2020. Accordingly, certain financial tables presented in this Offering Circular include, where applicable, a reconciliation of the Group's results of operations as at and for the year ended 31 December 2020 to the Group's results of operations as at and for the year ended 31 December 2019 in order to facilitate a comparison of MINT's results of operations for the periods presented.

Since 1 January 2021, the Group has adopted the amendment to TFRS 3 – Business Combinations. The amended definition of business requires a business acquisition to include, at least an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, and it excludes returns in the form of lower costs and other economic benefits. The amendments will likely result in more acquisitions being accounted for as asset acquisitions.

ACCOUNTING RELIEF

Accounting Relief regarding Classification of Perpetual Bonds

The Federation of Accounting Professions ("**TFAC**") issued announcement no. 95/2562 to provide relief on classification of perpetual bonds that was issued before 31 December 2019. The relief enables the Group to classify its existing perpetual bonds as equity instead of liability. The relief is granted until 31 December 2022.

Accounting Relief regarding the Outbreak of COVID-19

As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to the financial statements contained in the Group's financial statements as at and for the year ended 31 December 2019. With respect to the Group's financial statements as at and for the year ended 31 December 2020, the Group has applied the temporary exemption guidance to relieve the impact from COVID-19 announced by the Federation of Accounting Professions ("**TFAC**"). The Group has chosen to apply temporary measures to relieve the impact from COVID-19 as follows:

(A) not to include information related to COVID-19 as an impairment indicator and as assumptions in the financial projections to consider for impairment testing for goodwill and intangible assets under TAS 36 and recoverability of deferred tax assets;

(B) not to include forward-looking information in valuing expected credit loss of receivables under a simplified model;

(C) for exemptions and discounts received on rental fees as a result of the COVID-19 situation, reducing lease liabilities on the exempted portion throughout the period that the Group has received the exemptions and discounts of rental fees. The Group has also reversed depreciation charges on the right-of-use assets and interest expenses on lease liabilities. The differences between the reduction of the lease liabilities and the reversal of the depreciation expenses are recognised in other (gains) losses instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification; and

(D) the unquoted equity investments at the end of the reporting period was presented at the same amount as their fair values on 1 January 2020;

(E) not to take into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties as at 31 December 2020;

(F) excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

The temporary exemption guidance to relieve the impact from COVID-19 expired after 31 December 2020.

The MINT's financial statements and information have been prepared in accordance with Thai GAAP. Thai GAAP refers to an accounting framework that includes the TFRS and accounting principles and practices generally accepted in Thailand.

Consolidated Statement of Income

	For the year ended 31 December		Three months ended 31 March	
	2019	2020	2020	2021
	(in thousands THB)			
Revenue				
Revenues from hotel and related services operations	85,550,648	30,749,219	14,311,317	4,915,299
Revenues from mixed use operations	5,889,121	2,077,715	1,129,501	1,445,834
Sales of food and beverage	22,665,775	19,474,448	5,412,150	4,943,421
Sales from distribution and manufacturing	4,917,110	3,652,594	989,076	742,436
Dividends income	2,016	702	–	–
Interest income	721,974	576,294	164,429	137,777
Other income	9,314,957	2,164,663	569,847	469,091
Total revenues	**129,061,601**	**58,695,635**	**22,576,320**	**12,653,858**
Expenses				
Direct cost of hotel and related services operations	53,573,741	38,190,442	11,647,139	7,215,770
Direct cost of mixed use operations	2,267,463	698,841	601,464	878,894
Cost of sales of food and beverage	6,581,115	6,020,272	1,689,182	1,455,107
Cost of sales from distribution and manufacturing	2,771,653	2,344,425	605,691	506,000
Selling expenses	23,802,015	15,571,714	5,374,890	3,635,204
Administrative expenses	22,631,814	12,476,935	4,379,177	5,787,629
Other (gains) losses, net	892,768	625,215	(1,279,162)	(544,671)
Financial costs	4,081,486	7,452,437	1,808,047	1,994,858
Total expenses	**116,602,055**	**83,380,281**	**24,826,428**	**20,928,791**
Operating profit (loss)	**12,459,546**	**(24,684,646)**	**(2,250,108)**	**(8,274,933)**
Share of profit (loss) of investments in associates and joint ventures	827,509	(463,902)	(43,175)	(35,773)
Profit (loss) before income tax	13,287,055	(25,148,548)	(2,293,283)	(8,310,706)
Income tax	(2,292,951)	2,445,312	337,271	512,033
Profit (loss) for the year/period	**10,994,104**	**(22,703,236)**	**(1,956,012)**	**(7,798,673)**
Profit (loss) attributable to:				
Owners of the parent	10,697,926	(21,407,336)	(1,773,522)	(7,249,723)
Non-controlling interests	296,178	(1,295,900)	(182,490)	(548,950)
	10,994,104	**(22,703,236)**	**(1,956,012)**	**(7,798,673)**
Earnings (loss) per share				
Basic earnings (loss) per share	2.0371	(4.7077)	(0.4549)	(1.4733)
Diluted earnings (loss) per share	2.0371	(4.7077)	(0.4549)	(1.4576)

Consolidated Statement of Comprehensive Income

	For the year ended 31 December		Three months ended 31 March	
	2019	2020	2020	2021
	(in thousands THB)			
Profit (loss) for the year	10,994,104	(22,703,236)	(1,956,012)	(7,798,673)
Other comprehensive income (expense)				
Item that will not be reclassified subsequently to income statement				
Gain (loss) on remeasuring of equity investments at fair value through other comprehensive income (expense)	–	(1,554)	(6,903)	2,644
Remeasurements of post-employment benefit obligations	–	46,509	–	(78,822)
Total item that will not be reclassified subsequently to income statement	**–**	**44,955**	**(6,903)**	**(76,178)**
Items that will be reclassified subsequently to income statement				
Cash flow hedges	–	(2,740)	(16,003)	10,260
Cost of hedging reserve	–	(535,166)	–	137,152
Gain (loss) on remeasuring of available-for-sale investments	(430)	–	–	–
Currency translation differences	(3,809,349)	300,032	152,892	970,639
Total items that will be reclassified subsequently to income statement	**(3,809,779)**	**(237,874)**	**136,889**	**1,118,051**
Other comprehensive income (expense) for the year, net of tax	**(3,809,779)**	**(192,919)**	**129,986**	**1,041,873**
Total comprehensive income (expense) for the year	7,184,325	(22,896,155)	(1,826,026)	(6,756,800)
Total comprehensive income (expense) attributable to:				
Owners of the parent	7,641,448	(22,096,274)	(1,937,921)	(6,250,640)
Non-controlling interests	(457,123)	(799,881)	111,895	(506,160)
	7,184,325	**(22,896,155)**	**(1,826,026)**	**(6,756,800)**

Consolidated Statement of Financial Position

	As at 31 December		As at 31 March
	2019	2020	2021
		(in thousands THB)	
Assets			
Current assets			
Cash and cash equivalents	13,330,821	26,188,115	22,079,463
Trade and other receivables	15,554,017	12,285,894	12,560,738
Inventories	4,139,131	3,682,608	3,667,674
Land and real estates project for sales	1,427,790	1,957,656	1,162,394
Derivatives assets	–	136,369	–
Other current assets	2,665,313	3,670,620	3,222,235
Non-current assets classified as held-for-sale	1,481,718	4,143,209	4,337,957
Total current assets	**38,598,790**	**52,064,471**	**47,030,461**
Non-current assets			
Trade and other receivables*	3,087,693	2,238,026	2,160,641
Available-for-sale investments	25,632	–	–
Investment in subsidiaries	–	–	–
Investments in associates	6,359,570	8,413,477	8,331,777
Interests in joint ventures	2,614,326	2,437,175	2,453,917
Other long-term investments	166,326	–	–
Long-term loans to related parties	5,677,840	5,201,234	5,553,540
Investment properties	1,252,329	1,286,544	1,278,535
Property, plant and equipment	123,129,061	122,718,225	119,872,222
Intangible assets	59,706,816	67,232,896	67,688,288
Prepaid rents	2,174,694	–	–
Right-of-use assets	–	89,076,419	86,502,523
Derivatives assets	–	559,776	193,823
Deferred tax assets	5,503,260	7,731,939	8,363,853
Other non-current assets	5,887,430	3,366,336	3,573,300
Total non-current assets	**215,584,977**	**310,262,047**	**305,972,419**
Total assets	**254,183,767**	**362,326,518**	**353,002,880**
Liabilities and equity			
Current liabilities			
Bank overdrafts and short-term borrowings from financial institutions	300,000	140,440	3,832,575
Trade and other payables	20,036,179	15,310,438	15,245,522
Short-term borrowings from related parties	–	–	160,946
Current portion of long-term borrowings from financial institutions	5,659,718	1,705,670	1,451,791
Current portion of debentures	4,000,000	4,596,224	7,951,072
Current portion of deferred income	251,943	353,730	422,115
Income tax payable	1,859,596	430,303	614,633
Current portion of lease liabilities	–	12,782,363	11,521,971
Current portion of finance lease liabilities	11,500	–	–
Derivative liabilities	–	1,044,483	575,610
Other current liabilities	3,472,708	4,874,350	5,628,775
Total current liabilities	**35,591,644**	**41,238,001**	**47,405,010**

	As at 31 December		As at 31 March
	2019	2020	2021
		(in thousands THB)	
Non-current liabilities			
Long-term borrowings from financial institutions	39,010,773	70,097,858	70,662,056
Debentures	63,375,520	59,798,678	51,223,292
Lease liabilities	–	81,819,643	81,473,255
Finance lease liabilities	15,841	–	–
Derivative liabilities	–	3,492,479	3,536,506
Employee benefits obligations	1,322,469	1,407,946	1,447,397
Deferred tax liabilities	24,144,264	25,122,430	25,070,968
Other non-current liabilities	4,855,410	3,025,580	2,764,658
Total non-current liabilities	**132,724,277**	**244,764,614**	**236,178,132**
Total liabilities	**168,315,921**	**286,002,615**	**283,583,142**
Equity			
Share capital			
Authorised share capital 5,887,815,947 ordinary shares at par value of Baht 1 each (2020: 5,887,815,947 ordinary shares of Baht 1 each; 2019: 4,849,860,006 ordinary shares at par value of Baht 1 each)	4,849,860	5,887,816	5,887,816
Issued and paid-up share capital 5,182,334,589 ordinary shares paid-up at Baht 1 each (2020: 5,182,334,589 ordinary shares of Baht 1 each; 2019: 4,619,004,550 ordinary shares paid-up at Baht 1 each)	4,619,005	5,182,335	5,191,597
Share premium ordinary shares	15,018,401	24,195,693	24,386,904
Expired warrants in a subsidiary	104,789	104,789	104,789
Retained earnings			
Appropriated-legal reserve	484,986	588,782	588,782
Unappropriated	40,916,450	15,087,318	7,323,631
Other components of equity	(9,470,039)	(10,247,162)	(9,169,257)
Total	**51,673,592**	**34,911,755**	**28,426,446**
Perpetual debentures	23,787,658	32,069,144	32,069,144
Equity attributable to owners of the parent	75,461,250	66,980,899	60,495,590
Non-controlling interests	10,406,596	9,343,004	8,924,148
Total equity	85,867,846	76,323,903	69,419,738
Total liabilities and equity	**254,183,767**	**362,326,518**	**353,002,880**

Consolidated Statements of Cash Flows

	For the year ended 31 December		Three months ended 31 March	
	2019	2020	2020	2021
	(in thousands THB)			
Item				
Net cash generated from (used in) operating activities:	**14,765,757**	**(2,499,676)**	**1,897,724**	**593,055**
Net cash generated from (used in) investing activities:	**(3,780,829)**	**(10,531,237)**	**(5,027,055)**	**(1,320,113)**
Net cash receipted from (used in) financing activities:	**(11,357,456)**	**24,949,286**	**9,776,440**	**(3,455,215)**
Net increase (decrease) in cash and cash equivalents:	**(372,528)**	**11,918,373**	**6,647,109**	**(4,182,273)**
Cash and cash equivalents at the beginning	12,712,988	13,330,821	13,330,821	26,166,145
Gain on exchange rate	990,361	916,951	652,910	(36,984)
Cash and cash equivalents, closing balance:	**13,330,821**	**26,166,145**	**20,630,840**	**21,946,888**

The following sets out certain other selected financial data of MINT in respect of non-recurring income financial items.

Non-Recurring Items Information

	(in thousands THB)
Income/(Expense)	
1Q21	
Non-recurring items of NH Hotel Group (net profit)	(99,924)
Impairment of asset related to COVID-19	(2,348,536)
SG&A related to foreign exchange gain on unmatched USD cross-currency swap	793,044
SG&A related to change in fair value of interest rate derivative (post-tax)	(134,861)
Redundancy costs from cost cutting measures	(12,358)
Provision expenses for store closure and lease receivable, and write-off of prepaid rent	(236,395)
	(2,039,030)
1Q20	
Non-recurring items of NH Hotel Group (net profit)	49,442
SG&A related to foreign exchange gain on unmatched USD cross-currency swap	755,160
SG&A related to change in fair value of interest rate derivative (post-tax)	585,405
Reversal of provision related to Ribs & Rumps	9,776
	1,399,783
2020	
Non-recurring items of NH Hotel Group (net profit)	(443,098)
SG&A related to foreign exchange gain on unmatched USD cross-currency swap	(873,653)
SG&A related to change in fair value of interest rate derivative (post-tax)	117,828
Reversal of SG&A related to provision related to Ribs & Rumps	9,776
Redundancy costs from cost cutting measures	(623,534)
Provision expenses for inventory (net profit)	(13,371)
Provision expenses for store closure and write-off of investment in joint venture related to Ya Hua store closure in Singapore	(116,872)
Provision expenses for inventory and store closure of exited brands	(75,032)
	(2,017,956)

	(in thousands THB)
2019	
Revenue gain from the divestment of Bread Talk Thailand	49,970
SG&A related to foreign exchange loss on unmatched USD cross-currency swap	(688,356)
SG&A related to provision expenses for employee retirement benefits to adhere to the new labour law (post-tax)	(38,160)
Gain from Tivoli asset sales (net profit)	3,511,652
SG&A related to expenses and provisions related to Corbin & King, Ribs & Rumps and certain brands in Singapore hub	(321,629)
Gain from Maldives asset sales (net profit)	935,397
Non-recurring items of NH Hotel Group (net profit)	188,548
	3,637,422

The Group has adopted financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16) by applying the modified retrospective approach. The Group does not restate comparatives for the 2019 reporting period, as permitted in the standards. The reclassifications and adjustments arising from the new requirements are therefore recognised in the opening statement of financial position on 1 January 2020.

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16):

	Consolidated financial information			
	As at 31 December 2019	**TAS 32 and TFRS 9 Reclassifications and adjustments**	**TFRS 16 Reclassifications and adjustments**	**As at 1 January 2020**
		(in million THB)		
Assets				
Current assets				
Trade and other receivables	15,554	(492)	594	15,656
Land and real estates project for sales	1,428	–	33	1,461
Derivatives assets	–	486	–	486
Total current assets	**16,982**	**(6)**	**627**	**17,603**
Non-current assets				
Trade and other receivables	3,088	(727)	1,274	3,635
Available-for-sale investments	26	(26)	–	–
Other investments	166	(166)	–	–
Long-term loan to related parties	5,678	(284)	–	5,394
Property, plant and equipment	123,129	–	(44)	123,085
Intangible assets	59,707	–	(1,002)	58,705
Prepaid rents	2,175	–	(2,175)	–
Derivative assets	–	3,436	–	3,436
Right-of-use assets	–	–	84,735	84,735
Deferred tax assets	5,503	17	1,505	7,025
Other non-current assets	5,887	(1,964)	(379)	3,544
Total non-current assets	**205,359**	**286**	**83,914**	**289,559**
Total assets	222,341	280	84,541	307,162

	Consolidated financial information			
	As at 31 December 2019	TAS 32 and TFRS 9 Reclassifications and adjustments	TFRS 16 Reclassifications and adjustments	As at 1 January 2020
		(in million THB)		
Liabilities and equity				
Current liabilities				
Trade and other payables	20,036	2	(681)	19,357
Current portion of lease liabilities	–	–	14,944	14,944
Current portion of finance lease liabilities	12	–	(12)	–
Derivative liabilities	–	9	–	9
Other current liabilities	3,473	(7)	–	3,466
Total current liabilities	23,521	4	14,251	37,776
Non-current liabilities				
Lease liabilities	–	–	73,697	73,697
Finance lease liabilities	16	–	(16)	–
Derivatives liabilities	–	883	–	883
Deferred tax liabilities	24,144	94	699	24,937
Other non-current liabilities	4,855	(36)	(1,587)	3,232
Total non-current liabilities	29,015	941	72,793	102,749
Total liabilities	52,536	945	87,044	140,525
Equity				
Retained earnings	40,916	(623)	(2,286)	38,007
Other components of equity	(9,470)	(42)	–	(9,512)
Total equity attribute to owners of the parent	31,446	(665)	(2,286)	28,495
Non-controlling interests	10,407	–	(217)	10,190
Total equity	41,853	(665)	(2,503)	38,685
Total liabilities and equity	94,389	280	84,541	179,210

The below table shows the Group's statement of income as if they were not adopted the new financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16), the impacts from the new standards were presented in each of the line item.

	Consolidated financial information for the year ended 31 December 2020			
	Post-TFRS 9, TFRS 16 and included COVID Relief	**Adjustment for TFRS 9**	**Adjustment for TFRS 16**	**Pre-TFRS 9, TFRS 16 and included COVID Relief**
		(in thousands THB)		
Revenues				
Revenues from hotel and related services operations	30,749,219	–	–	30,749,219
Revenues from mixed use operations	2,077,715	–	–	2,077,715
Sales of food and beverage	19,474,448	–	–	19,474,448
Sales from distribution and manufacturing	3,652,594	–	–	3,652,594
Dividend income	702	–	–	702
Interest income	576,294	–	–	576,294
Other income	2,164,663	–	–	2,164,663
Total revenues	58,695,635	–	–	58,695,635
Expenses				
Direct cost of hotel and related services operations	38,190,442	–	1,768,126	39,958,568
Direct cost of mixed use operations	698,841	–	–	698,841
Cost of sales of food and beverage	6,020,272	–	–	6,020,272
Cost of sales from distribution and manufacturing	2,344,425	–	–	2,344,425
Selling expenses	15,571,714	–	328,207	15,899,921
Administrative expenses	12,476,935	(587,737)	63,547	11,952,745
Other (gains) losses, net	625,215	(4,180,212)	–	(3,554,997)
Finance costs	7,452,437	–	(3,181,457)	4,270,980
Total expenses	**83,380,281**	**(4,767,949)**	**(1,021,577)**	**77,590,755**
Operating profit (loss)	**(24,684,646)**	**4,767,949**	**1,021,577**	**(18,895,120)**
Share of profit (loss) of investments in associates and joint ventures	(463,902)	–	–	(463,902)
Profit (loss) before income tax	**(25,148,548)**	**4,767,949**	**1,021,577**	**(19,359,022)**
Income tax	2,445,312	–	69,818	2,515,130
Profit (loss) for the period	**(22,703,236)**	**4,767,949**	**1,091,395**	**(16,843,892)**

SUMMARY HISTORICAL FINANCIAL AND OTHER INFORMATION FOR THE BANK

The summary financial information as at and for the years ended 31 December 2019 and 2020 and for the three months ended 31 March 2020 and 2021 as set forth below are extracted from the Bank's financial statements as of and for the years ended 31 December 2020 which have been audited by, and as at and for the six months ended 31 March 2021, which have been reviewed by, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., independent auditors and are available on the Bank's website at https://www.bangkokbank.com/en/Investor-Relations/Financial-Information.

The Bank's financial statements have been prepared in accordance with Thai GAAP. Thai GAAP refers to an accounting framework that includes Thai Financial Reporting Standards ("**TFRS**") and accounting principles and practices generally accepted in Thailand, which include the regulations of the SET, the Thai SEC and the BOT. Pursuant to the regulations of the SET, the Bank prepares both consolidated and unconsolidated financial statements.

Statements of Financial Position – Consolidated

	As of 31 December	
	2019	**2020**
	(in thousands BT)	
Assets		
Cash	58,090,112	73,886,309
Interbank and money market items, net	472,349,351	519,036,028
Derivatives assets	49,807,012	67,560,232
Investments, net	647,696,626	758,482,179
Investments in subsidiaries and associates, net	1,737,450	911,321
Loans to customers and accrued Interest receivables, net		
Loans to customers	2,061,834,834	
Accrued interest receivables	4,013,148	
Total loans to customers and accrued interest receivables	2,065,847,982	
Less Deferred revenue	(525,909)	
Less Allowance for doubtful accounts	(167,765,534)	
Less Revaluation allowance for debt restructuring	(6,510,258)	
Total loans to customers and accrued interest receivables, net	1,891,046,281	2,189,102,088
Customers' liability under acceptances	1,626,872	–
Properties for sale, net	9,362,849	9,753,914
Premises and equipment, net	40,753,955	65,049,861
Other intangible assets, net	1,760,117	32,307,811
Deferred tax assets	4,542,443	7,939,617
Collateral placed with financial counterparties	17,506,277	12,833,047
Other assets, net	20,463,750	28,161,036
Total Assets	**3,216,743,095**	**3,822,959,685**

	As of 31 December	
	2019	2020
	(in thousands BT)	
Liabilities and Shareholders' Equity		
Deposits	2,370,792,167	2,810,862,624
Interbank and money market items	134,346,323	219,149,193
Liability payable on demand	5,523,288	7,257,360
Derivatives Liabilities	37,837,421	57,127,821
Debt issued and borrowings	144,680,567	136,176,779
Bank's liability under acceptances	1,626,872	–
Provisions	18,701,528	27,305,660
Deferred tax liabilities	2,364,416	2,447,583
Other liabilities	72,754,204	93,128,867
Total Liabilities	**2,788,626,786**	**3,372,712,550**
Shareholders' Equity		
Share capital		
Registered share capital		
1,655,000 preferred shares of Baht 10 each	16,550	16,550
3,998,345,000 common shares of Baht 10 each	39,983,450	39,983,450
Issued and paid-up share capital		
1,908,842,894 common shares of Baht 10 each	19,088,429	19,088,429
Premium on common share	56,346,232	56,346,232
Other reserves	34,471,457	47,256,838
Retained earnings		
Appropriated		
Legal reserve	24,000,000	25,000,000
Others	106,500,000	111,500,000
Unappropriated	187,345,092	189,822,190
Total Bank's Equity	427,751,210	449,013,689
Non-Controlling Interest	365,099	1,233,446
Total Shareholders' Equity	428,116,309	450,247,135
Total Liabilities and Shareholders' Equity	**3,216,743,095**	**3,822,959,685**

	As of 31 March 2021
	(in thousands BT)
Assets	
Cash	63,760,610
Interbank and money market items, net	758,200,362
Financial assets measured at fair value through profit or loss	64,6598,689
Derivatives assets	47,548,228
Investments, net	680,783,582
Investments in subsidiaries and associates, net	944,461
Loans to customers and accrued Interest receivables, net Interest receivables, net.	2,181,655,494
Customers' liability under acceptances	–
Properties for sale, net	9,578,760
Premises and equipment, net	64,673,882
Other intangible assets, net	35,060,722
Deferred tax assets	5,979,894
Collateral placed with financial counterparties	10,240,381
Other assets, net	20,052,297
Total Assets	**3,952,808,572**
Liabilities and Shareholders' Equity	
Deposits	2,904,276,405
Interbank and money market items	249,830,477
Liability payable on demand	6,819,899
Financial liabilities measured at fair value through profit or loss	19,503,338
Derivatives Liabilities	45,686,791
Debt issued and borrowings	142,150,745
Bank's liability under acceptances	–
Provisions	25,805,093
Deferred tax liabilities	2,451,079
Other liabilities	94,582,391
Total Liabilities	**3,491,106,218**

	As of 31 March 2021
	(in thousands BT)
Shareholders' Equity	
Share capital	
Registered share capital	
1,655,000 preferred shares of Baht 10 each	16,550
3,998,345,000 common shares of Baht 10	39,983,450
Issued and paid-up share capital	
1,908,842,894 common shares of Baht 10 each	19,088,429
Premium on common shares	56,346,232
Other reserves	51,276,838
Retained earnings	
Appropriated	
Legal reserve	25,000,000
Others	111,500,000
Unappropriated	196,997,416
Total Bank's Equity	460,208,915
Non-Controlling Interest	1,493,439
Total Shareholders' Equity	461,702,354
Total Liabilities and Shareholders' Equity	**3,952,808,572**

Statements of Comprehensive Income – Consolidated

	For the Year Ended 31 December	
	2019	**2020**
	(in thousands BT, except per share data and number of shares)	
Interest income	112,565,219	12,523,517
Interest expenses	41,493,764	35,477,057
Net interest income	71,071,455	77,046,460
Fees and service income	39,280,197	34,167,918
Fees and service expenses	10,775,642	9,456,915
Net fees and service income	28,504,555	24,711,003
Gains on tradings and foreign exchange transactions	7,847,526	–
Gains on investments	19,764,691	2,512,154
Share of profit from investment using equity method	92,582	(14,492)
Gains on disposal of assets	2,134,552	734,126
Dividend income	3,769,070	2,039,396
Other operating income	561,599	641,626
Total operating income	133,746,030	118,728,177
Other operating expenses		
Employee's expenses	26,725,848	30,959,431
Directors' remuneration	166,742	186,931

	For the Year Ended 31 December	
	2019	2020
	(in thousands BT, except per share data and number of shares)	
Premises and equipment expenses	11,788,808	14,165,327
Taxes and duties	3,364,301	2,928,889
Others	12,917,335	17,733,376
Total other operating expenses	54,963,034	65,973,954
Impairment loss of loans and debt securities	32,351,077	–
Profit from operating before income tax expenses	46,431,919	21,558,355
Income tax expenses	10,219,204	4,013,619
Net profit	36,212,715	17,544,736
Other comprehensive income (losses)		
Items that will be reclassified subsequently to profit or loss		
Gains (losses) on remeasuring available-for-sale investment	(2,208,474)	–
Net change in fair value	17,852,906)	
Net amount transferred to profit or loss	(20,061,380)	
Losses arising from translating the financial statements of foreign operations	(5,705,941)	4,115,474
Share of other comprehensive income of associate	1,969	–
Income tax relating to components of other comprehensive income (losses)	487,574	(231,478)
Items that will not be reclassified subsequently to profit or loss comprehensive income (losses)	337,942	(3,233,984)
Total comprehensive income	27,430,526	30,409,707
Net profit attributable to		
Owners of the Bank	35,816,094	17,180,582
Non-controlling interest	396,621	364,154
	36,212,715	17,544,736
Total comprehensive income attributable to		
Owners of the Bank	27,029,364	30,056,376
Non-controlling interest	401,162	353,331
	27,430,526	30,409,707
Basic earnings per share (Baht)	18.76	9.00
Weighted average number of ordinary shares (thousand shares)	1,908,843	1,908,843

	For the Three Months Ended 31 March	
	2020	2021
	(in thousands BT, except per share data and number of shares)	
Interest income	28,625,157	27,511,741
Interest expenses	7,804,413	8,805,355
Net interest income	19,707,328	19,819,802
Fees and service income	9,637,271	9,082,977
Fees and service expenses	2,303,350	2,729,081
Net fees and service income	7,333,921	6,353,896
Losses on financial instruments measured at fair value through profit or loss	(1,689,429)	2,087,865
Gains on tradings and foreign exchange transactions		
Gains on investments	1,150,513	840,998
Share of profit from investment using equity method	12,127	32,596
Gains on disposal of assets	58,144	78,793
Dividend income	485,967	525,424
Other operating income	203,473	266,517
Total operating income	26,394,493	30,873,442
Employee's expenses	6,836,054	8,901,860
Directors' remuneration	33,274	42,081
Premises and equipment expenses	2,295,767	3,197,967
Taxes and duties	780,823	678,939
Others	1,431,385	2,940,234
Total operating expenses	11,377,303	15,761,081
Expected credit loss	5,087,268	6,326,525
Impairment loss of loans and debt securities	–	
Profit from operating before income tax expenses	9,929,922	8,785,836
Income tax expenses	2,168,655	1,746,553
Net profit	7,761,267	7,039,283

	For the Three Months Ended 31 March	
	2020	2021
	(in thousands BT, except per share data and number of shares)	
Other comprehensive income (losses)		
Items that will be reclassified subsequently to profit or loss		
Losses on investments in debt instruments at fair value through other comprehensive income	(152,159)	(7,225,206)
Gains on remeasuring available-for-sale investment		
Losses on cash flow hedges	(88,623)	(399,934)
Gains (losses) arising from translating the financial statements of foreign operations	4,130,323	4,971,376
Share of other comprehensive income of associate	–	
Income tax relating to components of other comprehensive income (losses)	107,735	1,569,614
Items that will not be reclassified subsequently to profit or loss		
Losses on investment in equity instruments designates at fair value through other comprehensive income	(23,516,952)	7,010,257
Gains on financial liabilities designated at fair value through profit or loss	2,012,358	(411,182)
Actuarial gains (losses) on defined benefit plans	(2,296)	(811)
Share of other comprehensive income of associate	847	545
Income tax relating to components of other comprehensive income (losses)	4,322,017	(1,267,871)
Total other comprehensive income	(13,186,750)	4,282,832
Total comprehensive income (losses)	(5,425,483)	11,322,115
Net profit attributable to		
Owners of the Bank	7,670,508	6,923,096
Non-controlling interest	90,759	116,187
	7,761,267	7,039,283
Total comprehensive income attributable to		
Owners of the Bank	(5,515,659)	11,195,226
Non-controlling interest	90,176	126,889
	(5,425,483)	11,322,115
Basic earnings per share (Baht)	4.02	3.63
Weighted average number of ordinary shares (thousand shares)	1,908,843	1,908,843

Statements of Cash Flow – Consolidated

	As of and for the Year Ended 31 December	
	2019	**2020**
	(in thousands BT)	
Cash flows from operating activities		
Profit from operating before income tax expenses	46,431,919	21,558,355
Items to reconcile profit from operating before income tax expenses to cash received (paid) from operating activities		
Depreciation and amortisation expenses	4,127,314	5,545,356
Bad debt and doubtful accounts	31,208,166	–
Loss on debt restructuring	1,142,911	–
Gain on foreign exchange of long-term borrowings	(9,038,049)	(830,663)
Amortisation of premium on investment in debt securities	208,974	1,199,165
Unrealised (gain) loss on revaluation of trading securities	(270,285)	–
Unrealised loss on transfer of investments	–	
Gain on disposal of securities for investments	(20,272,149)	–
Loss on impairment of investments	507,458	–
Share of profit from investment using equity method	(92,582)	14,492
Loss on impairment of properties for sale (reversal)	909,267	1,124,720
Gain on disposal of premises and equipment	(64,089)	(356,255)
Loss on impairment of other assets (reversal)	(46,722)	368,892
Provision expenses	984,145	1,392,950
Net interest income	(71,071,455)	(77,046,460)
Dividend income	(3,769,070)	(2,039,396)
Proceeds from interest income	113,718,086	111,778,327
Interest expenses paid	(40,865,236)	(40,860,836)
Proceeds from dividend income	3,767,549	2,039,396
Income tax paid	(9,630,583)	(6,566,399)
Increase in other accrued receivables	(637,904)	(4,054)
Increase (decrease) in other accrued expenses	101,084	1,289,301
Profit from operating before changes in operating assets and liabilities	47,348,749	52,032,901
(Increase) decrease in operating assets		
Interbank and money market items	(20,810,795)	21,975,455
Investment in short-term securities	373,514	–
Loans to customers	10,715,732	(91,771,656)
Properties for sale	1,803,018	642,208
Other assets	(38,638,815)	(16,147,080)

	As of and for the Year Ended 31 December	
	2019	2020
	(in thousands BT)	
Increase (decrease) in operating liabilities		
Deposits	44,322,627	193,028,477
Interbank and money market items	(2,515,800)	32,197,568
Liability payable on demand	(1,699,853)	1,168,013
Short-term borrowings	223,516	(677,549)
Other liabilities	15,068,983	30,075,396
Net cash from operating activities	56,190,876	216,461,850
Cash flows from investing activities		
Purchase of available-for-sale securities	(580,621,168)	–
Proceeds from disposal of available-for-sale securities	507,543,770	–
Purchase of held-to-maturity debt securities	(87,451,141)	–
Proceeds from redemption of held-to-maturity debt securities	84,472,790	–
Purchase of general investments	(9,304,111)	–
Proceeds from disposal of general investments	2,242,534	–
Purchase of investment in subsidiaries and associates	(124,267)	(77,195,676)
Proceeds from dividend income from subsidiaries and associates	89,212	41,512
Purchase of premises, equipment and leasehold	(1,715,299)	(2,308,393)
Proceeds from disposal of premises and equipment	100,007	753,477
Net cash from investing activities	(84,767,673)	(186,300,409)
Cash flows from financing activities		
Cash received from issuance of senior unsecured notes	–	
Cash paid for senior unsecured notes extinguishment	–	
Cash received from issuance of subordinated notes	36,727,413	23,755,703
Increase in borrowings	143,207	(1,363,569)
Dividend paid	(12,092,402)	(9,544,214)
Dividend paid to non-controlling interest	(380,706)	(362,972)
Net cash from financing activities	24,397,512	(14,411,903)
Effect on cash due to changes in the exchange rates	(124,694)	46,659
Net increase in cash and cash equivalents	(4,303,979)	15,796,197
Cash and cash equivalents as at 1 January	62,394,091	58,090,112
Cash and cash equivalents as at 31 December	58,090,112	73,886,309

	As of and for the Three Months Ended 31 March	
	2020	2021
	(in thousands BT)	
Cash flows from operating activities		
Profit from operating before income tax expenses	9,929,922	8,785,836
Items to reconcile profit from operating before income tax expenses to cash received (paid) from operating activities		
Depreciation and amortisation expenses	1,198,255	1,498,909
Expected credit loss	5,087,268	6,326,525
Bad debt and doubtful accounts	–	
Loss on debt restructuring (reversal)	–	
(Gain) loss on foreign exchange of long-term borrowings	11,379,482	5,807,178
Amortisation of premium on investment in debt securities	101,152	409,164
Unrealised losses on financial instruments measured at fair value through profit or loss	6,945,306	987,867
Unrealised (gain) loss on revaluation of trading securities	–	
Gains on financial instruments measured at fair value through other comprehensive income	(1,150,518)	(840,998)
Gain on disposal of securities for investments	–	
Loss on impairment of investments	–	
Share of profit from investment using equity method	(12,127)	(32,696)
Loss on impairment of properties for sale (reversal)	68,021	341,382
Gain on disposal of premises and equipment	(2,189)	(2,983)
Loss on impairment of other assets (reversal)	(12,449)	(66,472)
Provision expenses (reversal)	(7,657)	117,223
Net interest income	(19,819,802)	(19,707,328)
Dividend income	(485,967)	(525,391)
Proceeds from interest income	26,407,476	27,455,233
Interest expenses paid	(11,889,655)	(10,710,396)
Proceeds from dividend income	129,905	144,734
Income tax paid	(514,691)	(455,763)
Increase in other accrued receivables	(120,703)	(353,990)
Increase (decrease) in other accrued expenses	(2,008,825)	1,819,347
Profit from operating before changes in operating assets and liabilities	25,222,204	20,997,481
(Increase) decrease in operating assets		
Interbank and money market items	(32,322,847)	(237,700,540)
Financial assets measured at fair value through profit or loss	(25,456,877)	(5,890,161)
Investment in short-term securities	–	
Loans to customers	(64,018,453)	(2,981,309)
Properties for sale	181,669	33,554
Other assets	(18,260,698)	21,330,575

	As of and for the Three Months Ended 31 March	
	2020	2021
	(in thousands BT)	
(Increase) decrease in operating liabilities		
Deposits	143,538,780	89,430,390
Interbank and money market items	(25,751,390)	29,925,005
Liability payable on demand	(960,161)	(201,954)
Short-term borrowings	(153,634)	(1,950,333)
Other liabilities	46,108,660	(2,349,448)
Net cash from operating activities	48,127,253	(89,356,740)
Cash flows from investing activities		
Purchase of investment securities measured at fair value through other comprehensive income	(105,289,213)	(105,298,504)
Purchase of available-for-sale securities	–	
Proceeds from disposal of available-for-sale securities measured at FVOCI	85,079,510	237,007,335
Proceeds from disposal of available-for-sale securities	–	
Purchase of investment securities measured at amortized cost	(29,536,780)	(17,806,950)
Purchase of held-to-maturity debt securities	–	
Proceeds from redemption of investment securities measured at amortized cost	26,354,431	13,104,669
Proceeds from redemption of held-to-maturity debt securities	–	
Purchase of general investments	–	
Proceeds from disposal of general investments	–	
Purchase of premises and equipment	(292,769)	(485,996)
Proceeds from disposal of premises and equipment	9,932	47,789
Net cash from investing activities	(23,674,889)	76,568,343
Cash flows from financing activities		
Increase in long-term borrowings	5,579	2,770,196
Cash paid for lease liabilities	(306,526)	(149,190)
Dividend paid	(9,544,214)	–
Net cash from financing activities	(9,845,161)	2,621,006
Effect on cash due to changes in the exchange rates	97,525	41,692
Net increase (decrease) in cash and cash equivalents	14,704,728	(10,125,699)
Cash and cash equivalents as at 1 January	58,090,112	73,886,309
Cash and cash equivalents as at 31 March	72,794,840	63,760,610

An investment in the Securities involves risks. Securityholders should carefully consider all of the information in this Offering Circular and, in particular, the risks described below before deciding to invest in the Securities.

The following describes some of the significant risks that could affect the Group and the value of the Securities. There may be other risks that are currently unknown and/or immaterial to the Group which could materially and adversely affect the Issuer's business operations, financial condition, results of operations and prospects. In addition, investing in securities of issuers in emerging market countries such as Thailand involves risks not typically associated with investing in the securities of companies in countries with more developed economies.

General Risks Relating to the Group's Business

The global outbreak of COVID-19 has, and will continue to, materially and adversely affect the Group's business

The Group's business has been, and will continue to be, materially adversely affected by the global outbreak of COVID-19 which commenced in early 2020. On 11 March 2020, COVID-19 was declared a pandemic by the World Health Organisation and the pandemic is still ongoing. The impact of COVID-19 has caused material declines in demand within the travel, hospitality and leisure industry concurrent with travel bans and increased governmental restrictions and mandates globally that has dampened consumer demand for the Group's products and services, which has adversely and materially affected the Group's business, results of operations and financial condition. The actual extent of the COVID-19 pandemic and its impact on the domestic, regional and global economy remains uncertain.

In light of the contagious nature of the virus with continuous new waves of re-emergence in certain regions, the pandemic situation remains very fluid and various countries have continued to impose measures designed to slow the spread of the virus, which has directly and indirectly affected the Group's operations. In particular, countries have renewed strict border control and travel (both international and domestic) restrictions, ordered non-essential business operations to close and residents to stay at home with a limited range of exceptions. Such restrictions have had an adverse impact on the Group's business operations and will continue to have an impact for the foreseeable future. Government may continue implementing containment measures in response to new variants of the virus. In particular, most of the Group's hotels have been closed or are operating with limited operations in compliance with various government restrictions. In Thailand, the second wave of COVID-19 pandemic since the end of December 2020 led to government's restrictions on operating hours and seat distancing at restaurants which resulted in lower dine-in traffic and continuous temporary closure of certain stores in some areas. In addition, the recent third wave of COVID-19 in Thailand pandemic has resulted in additional mobility restrictions which continuously impacted the Group's hotel business and has led to volatility in sales in food business. These closures and restrictions have continuously impacted the Group's revenue and profitability. While many countries have begun the process of vaccinating their residents against COVID-19, the large scale and challenging logistics of distributing the vaccines, as well as uncertainty over the efficacy of the vaccine against new variants of the virus may contribute to delays in economic recovery. The extent of the impact of the COVID-19 pandemic on the Group's business is highly uncertain and difficult to predict, as the response to the pandemic is ongoing, information is rapidly evolving, and the duration and severity of the pandemic are also uncertain and cannot be predicted. In addition, the Group does not have visibility into when these bans will be lifted, nor does it have visibility into the changes to consumer usage patterns or travel behaviour patterns when travel bans and other government restrictions and mandates are lifted.

The demand shock caused by the COVID-19 pandemic had resulted in the Group recognising an impairment of asset of THB2,350 million which related to property, plant and equipment and intangible assets for the three months ended 31 March 2021. In addition, given the volatility in global markets and the financial difficulties faced by many of the Group's partners, the Group may need to materially increase

its credit loss allowance to reflect potential payment defaults by the Group's partners. The incurrence of higher than normal cash outlays to refund customers for monies paid to the Group would also have a material impact on the Group's cash flow and business. Any material increase in the Group's impairment, and any material increase in cash outlays to customers, would have a negative impact on the Group's results of operations and related cash flows.

The recovery trajectory of the Group's businesses and in particular, the Group's hotel business, will largely depend on the speed of COVID-19 vaccination domestically and globally as the vaccination will allow economic activities to resume and country borders to open. In the meantime, the durations of border controls, travel and movement restrictions, and the longer-term effects of the COVID-19 pandemic on the Group's businesses are uncertain. While the Group has taken preventive and other measures to mitigate the impact of COVID-19, even when restrictions are lifted, there might be a period of significantly reduced demand for the Group's services. Should this be the case, this will continue to materially and negatively affect the Group's business operations, financial condition, results of operations and prospects.

The ultimate extent of the COVID-19 pandemic and its impact on travel and regional and global markets and overall economic activity in currently affected countries or globally is unknown and impossible to predict with certainty. The extent and duration of the impact of COVID-19 on the Group's business over the long term remain largely uncertain and dependent on future developments that cannot be accurately predicted at this time, such as the severity and transmission rate of COVID-19, the extent and effectiveness of containment actions taken, including mobility and travel restrictions, the efficacy of vaccines, the mutation of the COVID-19 virus and the impact of these and other factors on travel behaviour. As these events or concerns, and the full impact of their effects, are largely unpredictable, they can dramatically and suddenly affect travel behaviour by consumers, and therefore demand for the Group's services and its relationships with the Group's partners, any of which can adversely and materially affect its business, results of operations and financial condition. To the extent that the COVID-19 pandemic outbreak adversely affects the Group's business and financial performance, it may also have the effect of exacerbating many of the other risks identified in this section entitled "*Risk Factors*".

For the reasons set forth above and other reasons that may come to light as the COVID-19 pandemic and containment measures evolve over time, it is difficult to estimate with accuracy the impact to the Group's future business, revenues, results of operations, cash flows, liquidity or financial condition, but such impacts have been and will continue to be significant and could continue to have a material adverse effect on the Group's business, financial condition, results of operations, revenues, cash flows and liquidity position for the foreseeable future.

The Group has applied the temporary exemption guidance to relieve the impact from COVID-19 ("temporary measures to relieve the impact from COVID-19") announced by the Federation of Accounting Professions ("TFAC") in the financial statements as of and for the year ended 31 December 2020

With respect to the Group's financial statements as of and for the year ended 31 December 2020, the Group has applied the temporary measures to relieve the impact from COVID-19 announced by the TFAC for the reporting periods ending between 1 January 2020 and 31 December 2020. The Group has chosen to apply temporary measures to relieve the impact from COVID-19 as follows:

(a) not to include information related to COVID-19 as an impairment indicator and as assumptions in the financial projections to consider for impairment testing for goodwill and intangible assets under TAS 36 and recoverability of deferred tax assets;

(b) not to include forward-looking information in valuing expected credit loss of receivables under a simplified model;

(c) for exemptions and discounts received on rental fees as a result of the COVID-19 situation, reducing lease liabilities on the exempted portion throughout the period that the Group has received the exemptions and discounts of rental fees. The Group has also reversed depreciation charges on the right-of-use assets and interest expenses on lease liabilities. The differences between the reduction of the lease liabilities and the reversal of the depreciation expenses are recognised in other (gains) losses instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification;

(d) the unquoted equity investments at the end of the reporting period was presented at the same amount as their fair values on 1 January 2020;

(e) not to take into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties as at 31 December 2020;

(f) excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

Prospective investors should review the accounting policies applied in the preparation of the Group's financial statements and consult their own professional advisers for an understanding of the impact of such accounting policies. Since 1 January 2021, the Group ceased to apply the temporary measures to relieve the impact from COVID-19 and had applied general accounting standard in conformity with TAS 36. Accordingly, the Group had in its financial statements for the three months ended 31 March 2021 recognised an impairment of THB2,350 million which related to property, plant and equipment and intangible assets due to the impact of COVID-19. There can be no assurance that the Group will not continue to recognise further impairment charge to its financial statements for the subsequent reporting period. Any impairment losses that are recorded by the Group in the future will increase its expenses and may adversely its business, financial condition and results of operations.

There can be no assurance that the Group will not breach the financial covenants under certain of its financing arrangements in the future, and if the lenders and debenture holders choose to exercise their rights in relation to any such future breach, it may have an adverse effect on the Group's business, cash flows, financial condition and results of operations.

The terms of the Group's outstanding debt require it to comply with various covenants and conditions, such as maintaining certain financial ratios which are tested periodically. The Group is also subject to various restrictive covenants under its financial arrangements. On 2 June 2020, the Group obtained approval from the holders of its debentures to allow waiver of compliance with its financial covenant for the testing periods beginning from the period ending 30 June 2020 up to and including the period ending 31 December 2020. The Group had on 9 February 2021 obtained approval from the holders of its debentures to further extend such financial covenant testing waiver for another two years until the end of 2022, while the approval from creditors have already been secured for the extension until the end of 2021 with potential for further renewal. The Group has also obtained approval from its debenture holders and major creditors to exclude the COVID-19 impairment impact from its equity in the debt covenant calculation until the end of 2024. The Group is now working to obtain approval from the remaining smaller number of creditors to exclude such impairment until the same timeline. For the duration of the waiver period, the Group has agreed to certain negative covenants relating to mergers and acquisitions, incurrence of loans and payment of dividends. The Group has also been granted waivers from the lenders of its bilateral and syndicated loan facilities with respect to compliance with the covenants to maintain certain financial ratios for future testing periods in accordance with the terms therein. In addition, NH Hotel Group had on 29 April 2021 reached an agreement with its creditors to extend the maturity of its EUR 250 million ICO guaranteed syndicated loan from 29 April 2023 to 29 April 2026, with covenant testing waiver granted until 30 June 2022. Furthermore, on 17 June 2021, NH Hotel Group announced that it has

successfully reached an agreement with its creditors to extend the maturity of its EUR 242 million revolving syndicate credit facility (RCF) from March 2023 to March 2026, with covenant testing waiver granted until 31 December 2022. There is no assurance that the Group will be in compliance with such financial covenants in the future and that the waivers from the Group's lenders will be obtained. Accordingly, if the Group were to be in breach of the financial covenants in the future, there can be no assurance that:

- the necessary waivers from the Group's lenders and debenture holders will be obtained at the time of the breach of the financial covenants;
- its lenders and debenture holders will not declare amounts to be immediately due and repayable; or
- its lenders and debenture holders will not impose additional operating and financial restrictions on it, or otherwise seek to modify the terms of the existing financing arrangements in ways that are materially adverse to the Group.

In addition, in the event that the Group is still unable to comply with the financial covenants after the expiry of the waiver, there can be no assurance that subsequent waivers will be obtained from the Group's lenders or debenture holders at such time.

Further, such events of default may also result in cross-defaults under certain other facility agreements, resulting in the outstanding amounts under such other facility agreements becoming capable of being declared due and payable immediately. In such circumstances, there can be no assurance that the Group will have sufficient resources to repay these borrowings. Failure to meet such obligations could result in enforcement action being taken by the relevant lenders and debenture holders, which would have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects.

The Group is subject to macroeconomic and other factors beyond its control as well as business, financial, operating and other risks, all of which may adversely affect the Group's financial results and growth

As of 31 March 2021, the Group had operations in 63 countries. With this footprint, the viability and profitability of the Group's businesses are significantly affected by global geopolitics and macroeconomic conditions. Other factors beyond the Group's control, as well as business, financial, operating and other risks, can adversely affect demand for its products and services. These factors include:

- fear of outbreaks or outbreaks of pandemic or contagious diseases, including the recent outbreak of the novel coronavirus ("**COVID-19**");
- changes and volatility in general economic conditions, including the severity and duration of any downturn in the Asian, Australian, United States of America ("**U.S.**"), European or global economy and financial markets;
- war, civil unrest, terrorist activities or threats, and heightened travel security measures instituted in response to these events;
- climate change and resource scarcity such as water and energy scarcity;
- natural or man-made disasters, such as earthquakes, tsunamis, tornadoes, hurricanes, floods, wildfires, oil spills and nuclear incidents;
- low consumer confidence and high levels of unemployment;

- domestic and international political and geo-political conditions, including Brexit and changes in trade policy;

- changes in taxes and governmental regulations that influence or set wages, prices, interest rates, or construction and maintenance procedures and costs;

- the costs and administrative burdens associated with compliance with applicable laws and regulations;

- changes in operating costs, including, but not limited to, labour (including minimum wage increases), energy, food, workers' compensation, benefits, insurance, and unanticipated costs resulting from force majeure events;

- significant increases in the cost for healthcare coverage for employees and potential governmental regulations with respect to health coverage in each relevant jurisdiction;

- the lack of availability, or increase in the cost, of capital for the Group;

- the attractiveness of the Group's properties and services to consumers and potential owners and competition from other hotels and alternative lodging marketplaces, other restaurants and retail outlets; and

- cyclicality of the Group's businesses.

These factors, and the reputational repercussions of any one or more of these factors, can adversely affect, and from time to time have adversely affected, one of the Group's business lines or the Group's business as a whole. How the Group manages any one or more of these factors, or any crisis, could limit or reduce demand for the Group's products or the services the Group provides, which in turn could adversely affect the Group's financial results and growth.

The Group may seek to expand through acquisitions of and investments in other businesses and properties, or through alliances and joint ventures; these acquisition activities may be unsuccessful or divert the Group's management's attention

The Group considers strategic and complementary acquisitions of and investments in other businesses, properties, brands, or other assets as part of the Group's growth strategy. The Group may also pursue opportunities in alliance or joint ventures with existing or prospective owners of managed or franchised properties in the industries in which the Group operates. In many cases, the Group will be competing for these opportunities with third parties that may have substantially greater financial resources than the Group does. Acquisitions of or investments in companies, businesses, properties, brands, or assets, as well as these alliances, are subject to risks that could affect the Group's business, including risks related to:

- spending cash and incurring debt;

- assuming contingent liabilities;

- contributing properties or related assets to hospitality ventures that could result in recognition of losses;

- creating additional transactional and operating expenses; or

- issuing shares of stock that could dilute the interests of the Group's existing shareholders.

The Group cannot assure that it will be able to identify opportunities or complete transactions on commercially reasonable terms or at all, or that the Group will realise any anticipated benefits from such

acquisitions, investments or alliances. There may be high barriers to entry in many key markets and scarcity of available development and investment opportunities in desirable locations. Similarly, the Group cannot assure that it will be able to obtain financing for acquisitions or investments on attractive terms or at all, or that the ability to obtain financing will not be restricted by the terms of the Group's revolving credit facility or other indebtedness the Group may incur.

The success of any such acquisitions or investments will also depend, in part, on the Group's ability to integrate the acquisition or investment with the Group's existing operations. The Group may experience difficulty with integrating acquired businesses, properties or other assets, including difficulties relating to:

- coordinating sales, distribution and marketing functions;
- integrating logistics, information technology and accounting systems; and
- preserving the important licensing, distribution, marketing, customer, labour and other relationships of the acquired assets.

Any such acquisitions, investments or alliances could also demand significant attention from the Group's management that would otherwise be available for its regular business operations, which could harm the Group's business.

In addition, uncertainty about the effects of COVID-19 has resulted in significant disruption to capital and securities markets, which, if continues, may affect the Group's ability to raise new capital and refinance its existing debt. See "***Description of the Group's Business – COVID-19***".

The Group may not realise the expected benefits of acquisitions (if any) because of integration difficulties and other challenges

The success of any acquisition will depend, in part, on the Group's ability to realise all or some of the anticipated benefits from integrating the new business with the Group's existing businesses. The integration process may be complex, costly and time consuming. The difficulties of integrating the business include, among others:

- failure to implement the Group's business plan for the combined business;
- unanticipated issues in integrating the Group's logistics, information, accounting, communications and other systems;
- possible inconsistencies in standards, controls, procedures and policies between the new business and the Group's business;
- failure to retain key customers and suppliers;
- unanticipated changes in applicable laws and regulations;
- failure to retain key employees;
- operating risks inherent in the new business and in the Group's business; and
- unanticipated issues, expenses and liabilities.

The Group may not be able to maintain the levels of revenue, earnings or operating efficiency that its business and the new business, respectively, have achieved or might achieve separately. In addition, the Group may not accomplish the integration of the new business smoothly, successfully or within the

anticipated costs or timeframe. If the Group experiences difficulties with the integration process, the anticipated benefits of the acquisition may not be realised fully, or at all, or may take longer to realise than expected.

Moreover, the Group may not achieve the projected revenue and cost synergies related to the acquisition. These synergies are inherently uncertain, and are subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and are beyond the Group's control. If the Group achieves the expected benefits, they may not be achieved within the anticipated timeframe. Also, the synergies from the acquisition may be offset by costs incurred in consummating the acquisition, increases in other expenses, operating losses or problems in the business unrelated to the acquisition. As a result, there can be no assurance that such synergies will be achieved.

The Group is exposed to risks resulting from significant investments in owned and leased real estate, which could increase the Group's costs, reduce its profits, and limit its ability to respond to market conditions or restrict its growth strategy

As of 31 March 2021, the Group owned and leased approximately 73 per cent. of 75,168 hotel rooms, 50 per cent. of 2,365 restaurant outlets and 100 per cent. of 428 retail points of sales. Real estate ownership is subject to risks not applicable to managed properties, including:

- governmental regulations relating to real estate ownership;
- real estate, insurance, zoning, tax, environmental and eminent domain laws;
- the ongoing need for capital improvements and expenditures to maintain or upgrade properties and other expenses related to owning or leasing a property, such as insurance;
- risks associated with mortgage debt, including the possibility of default, fluctuating interest rate levels and the availability of replacement financing;
- risks associated with long-term contracts with fixed terms, including continuing obligations in the face of volatile or changing market conditions;
- fluctuations in real estate values or potential impairments in the value of the Group's assets; and
- the relative illiquidity and high transaction costs associated with real estate compared to other assets.

A decline in net turnover negatively affects profitability and cash flow generation to a greater extent with respect to the Group's owned or leased properties due to their high fixed-cost structure. Moreover, the Group may need to maintain, renovate or refurbish the Group's owned or leased properties, which can be challenging during periods in which the Group's cash generated from operations has declined. In addition, the fixed-cost nature of operating owned and leased hotels, restaurants and retail outlets may render any cost-cutting efforts less effective compared to the Group's managed and franchised businesses. The proportion of fixed and variable costs vary depending on the level of business activities. The figures provided in this section are during the normalized, pre-COVID business level.

For owned and leased hotels, the fixed cost accounts for about forty to fifty per cent. of hotel revenues. Given the labour intensive nature of the business, the Group focuses on improving staff productivity by investing in training and development to improve their skillset. In addition, the Group occasionally considers outsourcing back-of-house functions such as housekeeping and laundry operation to keep costs down.

For Minor Food, the fixed cost accounts for approximately thirty to forty per cent. of restaurant sales. The Group reviews costs regularly to determine areas to streamline costs. Raw materials and labour costs are the Group's highest expenses. The Group proactively re-engineers its menu offerings to keep food costs in line and employs part-time staff to control labour costs.

For Minor Lifestyle, the fixed cost accounts for approximately thirty to forty per cent. of retail sales. The Group proactively negotiates lease terms with its landlords and increase the variable component to protect profitability during the downturn. As a result, the Group may not be able to offset further net turnover reductions through cost cutting, which could further reduce the Group's margins.

The Group is also susceptible to volatility in property prices during periods of economic downturn, which may result in a decline in the Group's asset value and limits its flexibility to sell properties at a profit during such periods. In an unfavourable market, the Group may not be able to sell properties on commercially attractive terms, or at all, in the short term. Accordingly, the Group may not be able to adjust its portfolio promptly in response to economic or other conditions. In addition, because the Group's repositioning strategy depends in part upon its ability to sell properties and to use proceeds from such sales to fund operations under its leases or management agreements or to make capital expenditures, any inability to do so could impair its strategy.

The Group is subject to risks associated with leasing substantial amounts of space, including future increases in occupancy costs

The Group currently leases certain premises for its hotels, restaurants and retail outlets. The Group generally requests for renewal of its leases in advance, and leases are generally for a fixed term. For hotels, most of the Group's leases have a long term of 30 years or more. For restaurants and retail outlets, lease terms are generally for three years with options of three more years plus three more years and feature an approximate five to ten per cent. rent escalation every three years. In addition, market practice for leasing commercial space in certain high-value areas requires the payment of key money to lessors and/or the former tenant. Although the Group currently maintains good relationships with these lessors, there is no assurance that the Group will be able to maintain these good relationships with the lessors or renew these leases on the current terms. NHG currently leases certain buildings for its hotels. Generally, the lease agreements include a minimum rent payment and in some instances contain a variable clause based on revenues.

The Group's ability to effectively renew its existing leases or obtain new leases depends on the availability of locations that meet its criteria for traffic, square footage, lease economics, demographics and other factors. The Group may not be able to renew its existing leases on favourable terms or at all, including, for example, when the landlord is able to establish statutory grounds for non-renewal or if the leases do not have the benefit of statutory or contractual rights of renewal. See "***The Group is exposed to risks resulting from significant investments in owned and leased real estate, which could increase the Group's costs, reduce its profits, and limit its ability to respond to market conditions or restrict its growth strategy***".

Any favourable rental rates that the Group has been able to negotiate over the years when there were high-vacancy rates due in part to the state of the economy are not guaranteed to continue, and this may force the Group to pay higher rents once those leases expire or restaurants are closed in desirable locations. Such higher rent may mean increases in right of use assets and lease liabilities under the TFRS 16 standards.

If the Group fails to stay current with developments in the technology necessary for its business, its operations could be harmed and its ability to compete effectively could be diminished. Information technology system failures, delays in the operation of its information technology systems, or system enhancement failures, could also reduce its revenues and profits and harm the reputation of its brands and its businesses

The Group's businesses utilise a range of information technology systems that range from central reservation systems with respect to Minor Hotels, to maintaining and updating the Group's web and mobile application infrastructure with respect to Minor Hotels, Minor Food and Minor Lifestyle.

These information technology and other systems must be refined, updated or replaced with more advanced systems on a regular basis. Developing and maintaining these systems may require significant capital. If the Group is unable to replace or introduce information technology and other systems as quickly as the Group's competitors or within budgeted costs or schedules when these systems become out-dated or need replacing, or if the Group is unable to achieve the intended benefits of any new information technology or other systems, the Group's operations could be harmed and its ability to compete effectively could be diminished.

Moreover, the Group's information technology systems are vulnerable to damage or interruption from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins or similar events. The occurrence of any of these natural disasters or unanticipated problems at any of the Group's information technology facilities could cause interruptions or delays in the Group's business or loss of data, or render the Group unable to process reservations. In addition, if the Group's information technology systems are unable to provide the information communications capacity that the Group needs, or if its information technology systems suffer problems caused by installing system enhancements, the Group could experience similar failures or interruptions. If the Group's information technology systems fail and its redundant systems or disaster recovery plans are not adequate to address such failures, or if the Group's property and business interruption insurance does not sufficiently compensate the Group for any losses that it may incur, the Group's revenues and profits could be reduced and the reputation of the Group's brands as well as its business could be harmed.

The Group is exposed to risks related to cybersecurity threats and general information security incidents which may also expose the Group to liability under data protection laws

In the conduct of the Group's business, the Group increasingly collects, uses, transmits and stores data on its information technology systems. This data includes confidential information belonging to the Group, its guests, customers and other business partners, as well as personally identifiable information of individuals, including guests, customers and its employees. Like other global companies, the Group is subject to cybersecurity threats and incidents, ranging from employee error or misuse to individual attempts to gain unauthorised access to information technology systems, to sophisticated and targeted measures known as advanced persistent threats.

Although the Group devotes significant resources to network security, data encryption and other measures to protect its information technology systems and data from unauthorised access or misuse, there can be no assurance that these measures will be successful in preventing a cybersecurity or general information security incident. The Group also relies in part on the reliability of certain tested third parties' cybersecurity measures, including firewalls, virus solutions and backup solutions, and its business may be affected if these third-party resources are compromised.

Cybersecurity incidents may result in business disruption, the misappropriation, corruption or loss of confidential information (including personally identifiable information) and critical data (the Group's or that of third parties), reputational damage, litigation with third parties, regulatory fines, diminution in the value of the Group's investment in research and development and data privacy issues and increased information security protection and remediation costs. As these cybersecurity threats – and government and regulatory oversight of associated risks – continue to evolve, the Group may be required to expend

additional resources to remediate, enhance or expand upon the cybersecurity protection and security measures the Group currently maintains. For example, the Group is subject to Thailand's Personal Data Protection Act (the "**PDPA**") and may be subject to the EU's General Data Protection Regulation ("**GDPR**") in relation to the data of some of the Group's customers. Among other things, the PDPA and the GDPR constitute obligations relating to the security of certain personally identifiable information being collected and processed; there can be no assurance that the measures the Group has taken will be successful in preventing an incident, including a cybersecurity incident or other data breach, which results in a breach of the PDPA and the GDPR or other applicable data protection laws and subjects the Group to fines or compensation claims.

Future cybersecurity breaches, general information security incidents, further increases in data protection costs or failure to comply with relevant legal obligations regarding protection of data could therefore have a material adverse effect on the Group's results of operations, financial position and cash flows.

The Group's reputation is susceptible to reputational risk from adverse customer reviews

The Group's reputation is susceptible to reputational risk from adverse customer reviews. With the advent of online review platforms and social media marketing, the Group's customers may base their decisions on reviews by the Group's past customers. While the Group uses various tools to proactively assess market trends and stakeholders' satisfaction and expectations, the Group cannot assure that the reviews posted on social media are fair and accurate. In the event that the Group becomes the topic of negative news coverage on social media, this may adversely impact the brand and reputation of the Group and in turn adversely affect the Group's results of operations, financial position and cash flows.

Any failure to protect the Group's trademarks and intellectual property could reduce the value of its brand names and harm its business

The reputation and perception of the Group's brands are critical to its success in its respective industries. The Group regularly applies to register its trademarks in the jurisdictions in which the Group operates. In addition, Minor Food has agreements with the suppliers of the Group's proprietary products stating that the recipes and production processes associated with those products are the Group's property, confidential to the Group, and may not be provided to any other customer. However, the Group cannot assure that those trademark registrations will be successfully granted or existing trademarks will be successfully renewed. Such trademarks could also be challenged, invalidated or circumvented. In addition, there can be no assurance that these contractual protections will be effective, or that the other steps the Group takes to protect the Group's trademarks or intellectual property in the relevant jurisdictions in which the Group operates will be adequate to prevent others, including third parties or former colleagues, from copying or using the Group's trademarks or intellectual property without authorisation. The Group's intellectual property is also vulnerable to unauthorised use in certain jurisdictions, where the Group may not be adequately protected by local laws. If the Group's trademarks or intellectual property are copied or used without authorisation, the value of the Group's brands, reputation, competitive advantages and goodwill could be harmed.

Monitoring the unauthorised use of the Group's intellectual property is difficult. The Group may need to resort to litigation to enforce its intellectual property rights. Litigation of this type could be costly, force the Group to divert its resources, lead to counterclaims or other claims against the Group, or otherwise harm the Group's business.

Third-party claims that the Group infringes their intellectual property rights could subject the Group to damages and other costs and expenses

Third parties may make claims against the Group for infringing their intellectual property rights. Any such claims, even those without merit, could:

- be expensive and time consuming to defend;

- force the Group to stop providing products or services that use the intellectual property that is being challenged;

- force the Group to redesign or rebrand its products or services;

- divert the Group's management's attention and resources;

- force the Group to enter into royalty or licensing agreements to obtain the right to use a third party's intellectual property; or

- force the Group to pay significant damages.

In addition, the Group may be required to indemnify third-party owners of the hotels the Group manages or franchises for any losses they incur as a result of any such third-party infringement claims. Any necessary royalty or licensing agreements may not be available to the Group on acceptable terms. Any costs, lost revenues, changes to the Group's business, or management attention related to intellectual property claims against the Group, whether successful or not, could impact the Group's business.

As the Group derives a substantial portion of its revenues from operations outside of Thailand, the risks of doing business internationally could lower its revenues, increase its costs, reduce its profits or disrupt its business

The Group's operations outside of Thailand represented approximately 59 per cent. of the Group's revenues for the three-month period ended 31 March 2021. The contribution of the Group's operations outside of Thailand to the Group's revenues in the first quarter of 2021 is lower than normal because of the impact from COVID-19 on its international operations, especially its international hotel business, primarily in Europe. The Group expects its international operations to account for an increasing portion of its total revenues in the future at the normalized level, with the recovery of the hotel business in Europe. Notwithstanding the foregoing, the Group is subject to the risks of doing business outside of Thailand, including:

- the costs of complying with laws, regulations and policies (including taxation policies) of foreign governments relating to investments and operations, the costs or desirability of complying with local practices and customs, and the impact of various anti-corruption and other laws affecting the activities of Thai companies abroad;

- currency exchange rate fluctuations or currency restructurings;

- volatility in market interest rates, which may negatively impact the Group's cash flow;

- limitations/penalties on the repatriation of non-Thai earnings;

- import and export licensing requirements and regulations, as well as unforeseen changes in regulatory requirements, including imposition of tariffs or embargoes, export regulations, and controls and other trade restrictions;

- political and economic instability;

- the difficulty of managing an organisation doing business in many jurisdictions;

- uncertainties as to local laws and enforcement of contract and intellectual property rights, and occasional requirements for onerous contract clauses; and

- rapid changes in government, economic and political policies, political or civil unrest, acts of terrorism, or the threat of international boycotts.

Fluctuations in the value of certain foreign currencies against the Thai Baht could adversely affect demand for the Group's products and the Group's financial condition and results of operations

The Group receives a significant portion of revenues, such as franchise income, hotel management income, dividend income and income from foreign sources, in non-Thai Baht currencies. These revenues fluctuate according to the exchange rates against Thai Baht. However, they are naturally hedged, partially, against non-Thai Baht expenses, such as hotel management expenses, franchise expenses and costs of retail trading products. The Group also endeavours to reduce the foreign exchange risk exposure by quoting all room rates of domestic hotels in Thai Baht, instead of foreign currencies, in order to match the Group's Thai Baht revenues and Thai Baht expenses. In addition, as the Group expands its operations outside of Thailand, these overseas operations are also subject to the fluctuation of foreign currencies when their performance is consolidated into the Group's financial statements in Thai Baht terms.

In terms of funding, financing is generally sourced in the same currency as the assets being financed and future cash flow generated from those assets, thereby establishing natural currency hedging to the extent possible.

While these factors and the impact of these factors are difficult to predict, any one or more of them could lower the Group's revenues, increase its costs, reduce its profits or disrupt its business. In addition, conducting business in currencies other than Thai Baht subjects the Group to fluctuations in currency exchange rates, currency devaluations, or restructurings that could have a negative impact on the Group's financial results. The Group's exposure to foreign currency exchange rate fluctuations or currency restructurings will continue to grow if the relative contribution of the Group's operations outside of Thailand increases. The Group occasionally enters into foreign exchange hedging agreements with financial institutions to reduce certain of its exposures to fluctuations in currency exchange rates. However, these hedging agreements may not eliminate foreign currency risk entirely and involve costs and risks of their own, such as ongoing management time and expertise and external costs related to executing hedging agreements.

The Group is subject to certain legislation, regulation and government policies in the countries in which the Group operates

The Group's business operations and the properties the Group develops, owns and manages are subject to extensive laws and regulations of various local and foreign governments, including requirements addressing:

- the conduct of the Group's operations and the ownership of its properties;
- the management of hotels and food and beverage outlets, such as requirements that hotels must be registered, hotel managers must be licensed to manage the hotel or that appropriate licences are obtained for each food and beverage outlet the Group operates;
- competition laws, which generally prohibit anti-competitive behaviour;
- health and safety;
- the use, management, storage and disposal of hazardous substances and wastes;
- discharges of waste materials into the environment, such as refuse or sewage;
- water discharge and supply; and
- air emissions.

The Group is also subject to laws governing its relationship with its employees, including minimum wage, overtime, working conditions and work permit requirements. Also, the success of the Group's strategy to develop new properties and/or expand its existing properties may be dependent upon its obtaining necessary building permits or zoning variances from local authorities. Compliance with these laws and regulations can increase costs and reduce revenues and profits of the Group's resorts and hotels or otherwise adversely affect its operations.

The legislation, regulations and government policies in certain of these jurisdictions may be nascent and may be untested in courts or may have different interpretation and guidance, and regulatory authorities may exercise broad discretion in assessing the Group's compliance with applicable laws and regulations. Further, any changes in legislation, regulation and government policies in the main geographic markets the Group operates in, including changes relating to the business sectors in which the Group operates foreign investments, tax and foreign exchange currency controls, may adversely affect the Group's business and operations.

The Group may be exposed to unknown or unforeseen environmental liabilities

The Group is subject to various national and local environmental laws, ordinances and regulations relating to the environment which may impose or create significant potential environmental liabilities. Although the Group is not currently aware of any material environmental claims pending or threatened against it or any of its properties, no assurance can be given that a material environmental claim will not be asserted against it, and ultimately result in liability for the Group. The cost of defending against, and ultimately paying or settling, claims of liability or of remediating a contaminated property could have a material adverse effect on the Group's results of operations.

The Group depends on third-party operators for a significant number of its projects

A portion of the Group's growth strategy depends upon third-party owners/operators, and future arrangements with these third parties may be less favourable. The terms of the relevant management agreements and franchise agreements the Group enters into are influenced by contract terms offered by the Group's competitors, among other things. The Group cannot assure that any of its current arrangements will continue or that the Group will be able to enter into future collaborations, renew agreements, or enter into new agreements in the future on terms that are as favourable to the Group as those that exist today.

Development activities that involve the Group's co-investment with third parties may result in disputes that could increase project costs, impair project operations or increase project completion risks. Partnerships, joint ventures and other business structures involving the Group's co-investment with third parties which the Group has entered into or acquired generally include some form of shared control over the operations of the business and create added risks, including the possibility that other investors in such ventures could become bankrupt or otherwise lack the financial resources to meet their obligations, or could have or develop business interests, policies or objectives that are inconsistent with the Group's. Actions by another investor may present additional risks of project delay, increased project costs or operational difficulties following project completion. Such disputes may also be more likely to occur in difficult business environments.

The Group's business depends on its relationships with its third-party contractors, suppliers and outsourcing partners, and adverse changes in these relationships, any inability to enter into new relationships or performance failure by such third-party contractors, suppliers and outsourcing partners, could have a material adverse effect on the Group's business, results or operations, financial condition or prospects

The Group depends on the provision of products and services by third-party contractors and suppliers such as food and beverages suppliers, travel agents, construction contractors, hotel amenities suppliers, technical and IT service providers, payment service providers, logistics providers and housekeeping and laundry services providers. If any third-party contractor or supplier on which the Group relies in

conducting the Group's businesses does not satisfactorily perform the services, the Group in turn may not be able to provide an adequate service experience to the Group's guests and customers. Negative publicity or reviews by guests or customers resulting from the actions of outsourcing partners and third-party suppliers could also have an adverse effect on the Group's reputation and brands.

In addition, adverse changes in any of the Group's relationships with outsourcing partners and third-party suppliers or the inability to enter into new relationships with these parties, on commercially favourable terms, or at all, could adversely affect the Group's operations or otherwise cause disruption. The Group's arrangements with outsourcing partners and third-party suppliers may not remain in effect on current or similar terms, and the net impact of future pricing options may adversely affect the Group's financial position and results of operations. Some of our contracts with our third-party contractors and suppliers may be terminated prior to expiration if there are force majeure events (including the outbreak of a pandemic such as COVID-19). The loss or expiration of any of the Group's contracts with these products and services providers and the inability to negotiate replacement contracts with alternative service providers at comparable rates or to enter into such similar contracts in any of the Group's markets could have a material adverse effect on the Group's business, results or operations, financial condition or prospects.

The Group's expansion plans will place additional demands on the Group's management and key in-house operating divisions

Growth in the Group's hospitality, food and retail operations will place additional demands on the Group's management team, marketing team, in-house project management division and the Group's financial reporting and information systems. The Group's continued expansion will also require the Group to maintain the consistency of its products and the quality of its services to ensure that its business does not suffer as a result of any deviations, whether actual or perceived. In order to manage and support the Group's growth, the Group must continue to improve its existing operational, administrative and technological systems and its financial and management controls, and recruit, train and retain qualified management personnel as well as other administrative and sales and marketing personnel, particularly as the Group expands into new markets. There is no assurance that the Group will be able to effectively and efficiently manage the growth of its operations, recruit and retain qualified personnel and integrate new properties into the Group's operations. Any failure to effectively and efficiently manage the Group's expansion may materially and adversely affect its ability to capitalise on new business opportunities, which in turn may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group depends upon its senior executives and key field personnel to manage its business, and the departure of such personnel or the failure to recruit and retain additional personnel could adversely affect the Group's business

The Group's ability to maintain its competitive position depends to a large degree on the efforts and skills of the Group's senior executives who have extensive experience and knowledge of the industries in which the Group operates. The Group has entered into employment agreements with certain of its senior executives. However, the Group cannot guarantee that its senior executives will remain with the Group. Finding suitable replacements for the Group's senior executives could be difficult. Losing the services of one or more of these senior executives could adversely affect the Group's strategic relationships, including relationships with third-party proprietors and vendors, and limit its ability to execute its business strategies.

The Group also relies on the general managers at each of its owned, leased and managed properties to run daily operations and oversee the Group's employees. The Group's general managers are trained professionals in the hospitality industry and have extensive experience in many markets worldwide. Competition for personnel is intense, and the Group may not be able to attract and retain a sufficient number of qualified personnel in the future. The failure to retain, train or successfully manage the Group's key employees could negatively affect its operations.

If the insurance that the Group carries does not sufficiently cover damage or other potential losses involving its businesses, the Group's margins and cash flow could be reduced

The Group currently carries insurance that it believes is adequate for foreseeable losses and with terms and conditions that are reasonable and customary for each business sector in which the Group operates. Nevertheless, market forces beyond the Group's control could limit the scope of the insurance coverage that the Group can obtain in the future or restrict its ability to continue to buy insurance coverage at reasonable rates. Insurance costs may increase substantially in the future and may be affected by natural catastrophes, fear of terrorism and intervention by the government or a decrease in the number of insurance carriers. In addition, the recent disruption in the financial markets makes it more difficult to evaluate the stability of insurance companies or their ability to meet their payment obligations. In the event of a substantial loss, the insurance coverage that the Group carries may not be sufficient to pay the full value of its financial obligations or the replacement cost of any lost investment.

Certain types of losses that are significantly uncertain can be uninsurable or too expensive to insure. If an uninsured loss were to occur, the Group could experience significant disruption to its operations, suffer significant losses and be required to make significant payments for which the Group would not be compensated, any of which in turn could have a material adverse effect on the Group's business, results of operations, financial condition or prospects. For example, the Group's insurance does not provide pandemic cover and as a result, the losses suffered by the Group pursuant to the COVID-19 outbreak is not reimbursed by insurers. Alternatively, the Group could lose some or all the capital the Group has invested in a property or enterprise, as well as the anticipated future net turnover from the property or enterprise. For example, the Group could also remain obligated for performance guarantees in favour of third-party hotel proprietors. The Group may not have sufficient insurance to cover awards of damages resulting from the Group's liabilities. If the insurance that the Group carries does not sufficiently cover damages or other losses, the Group's profits could be adversely affected. In addition, in the event of any significant claims by the Group, its insurance premiums may increase significantly.

The Group is exposed to risks associated with unlawful acts or other misconduct committed by its employees, such as unauthorised business transactions, bribery and breach of the Group's internal policies and procedures, or breach of laws, which may be difficult to detect or prevent.

Fraud or other misconduct conducted by the Group's employees (such as unauthorised business transactions and breaches of the Group's internal policies and procedures) or third parties (such as breach of law) may be difficult to detect and prevent and could subject the Group to financial loss, sanctions imposed by governmental authorities and harm the Group's reputation. The Group's risk management systems, information technology systems, and internal control procedures are designed to monitor its operations and overall compliance. However, the Group may not be able to identify non-compliance matters in a timely or effective manner. It is not always possible to detect and prevent fraud or other misconduct which may have previously occurred but was undetected and such fraud or misconduct may re-occur in the future. This could have a material adverse effect on the Group's results of operations, financial position and cash flows.

Adverse litigation judgments or settlements resulting from legal proceedings in which the Group may be involved in the normal course of the Group's businesses could reduce its cash flow, harm its financial position and limit the Group's ability to operate its business

In the normal course of the Group's businesses, the Group is often involved in various legal proceedings. The outcome of these proceedings cannot be predicted. If any of these proceedings were to be determined adversely against the Group or a settlement involving a payment of a material sum of money were to occur, there could be a material adverse effect on the Group's financial condition and results of operations. Additionally, the Group could become the subject of future claims by third parties, including current or former third-party hotel proprietors, guests who use its properties, customers of its food outlets, employees, investors or regulators. Any significant adverse litigation judgments or settlements could adversely affect the Group's cash flow and harm its financial position, and could limit its ability to operate its business. See "***Business – Legal Proceedings***".

The Group's businesses could suffer as a result of force majeure events

The Group's global footprint across the Asia Pacific, the Middle East, the Indian Ocean, Africa, Europe and South America exposes the Group's business to current and emerging climate change risks, particularly from changing landscapes, natural disasters and food security. In recent years, extreme and frequent climate events such as floods, drought and forest fires have occurred in Southeast Asia and Australia, where the Group has a significant presence. These events threaten the tourism and agriculture sectors, which may directly impact the Group's operations and cause supply chain interruptions. For example, Minor Hotels' occupancy rates, and consequently its results, are affected by periods of abnormal, severe or unseasonal weather conditions, including but not limited to natural disasters such as hurricanes, tsunamis, floods, earthquakes and other adverse weather and climate conditions. For example, the tsunami resulting from the 26 December 2004 Indian Ocean earthquake caused catastrophic damage to the Group's Anantara Royal Coco Palm Resort. Conversely, mild weather may increase occupancy levels in leisure destinations, particularly during the peak travel season. Weather also typically affects the Group's energy costs, which increase when there is an abnormally severe or prolonged winter or summer.

Minor Food and Minor Lifestyle's results may also be affected by periods of abnormal, severe or unseasonal weather conditions. Adverse weather (such as heavy rainfall or flooding) can deter consumers from shopping or dining in the Group's physical store locations. Moreover, unforeseen periods of warm or cold weather could render a portion of the Group's inventory incompatible with prevailing conditions. Unseasonal or other adverse weather conditions could therefore have a material adverse effect on the Group's revenue and, in turn, the Group's business, results of operations, financial condition and prospects.

In addition, the Group's businesses could be materially and adversely affected by the outbreak of public health epidemics in the main geographic markets in which the Group operates. In April 2009, an outbreak of the H1N1 virus, commonly referred to as "**swine flu**", occurred in Mexico and spread to other countries, including Thailand. In 2004, an outbreak of the H5N1 virus, also known as "**bird flu**", occurred in Southeast Asia and other regions, resulting in hundreds of deaths worldwide and significantly affecting Southeast Asia's economy. Vietnam, a regional neighbour of Thailand, reported two human fatalities caused by bird flu in January 2012. In 2013, an outbreak of the H7N9 virus, a different strain of "**bird flu**", occurred in China. More recently, the outbreak COVID-19 has spread rapidly and globally across multiple countries around the world. The extent of the impact of COVID-19 on the global economy and more specifically on the Group's business operations remains to be seen. See "***The global outbreak of COVID-19 has, and will continue to, adversely affect the Group's business***". Any future public health epidemics in Thailand or elsewhere where the Group operates could materially and adversely affect the Group's business, financial condition, results of operations and prospects.

The Group's business operations may be affected by changing consumers' behaviour, in particular the current trend towards greener and healthier lifestyles

Following increased awareness regarding global warming and various health issues, consumers have become more conscious of the environmentally and their health. There is hence greater pressure on companies to operate more eco-efficiently and offer more eco-friendly and healthier products and services.

The Group strives for sustainability and works closely with its suppliers to reduce its environmental impact and to offer greener and healthier products to customers. The Group has set long-term environmental goals which include reducing greenhouse gas emissions as well as reducing the use of single-use plastics. Minor Hotels provides plastic straw-free, eco-friendly amenities, carries out sustainable and local sourcing, and has introduced Balance Wellness programs. Minor Food brands offers healthier alternatives for customers such as plant-based proteins, organic produces, and reduced-sugar ice creams.

While the Group seeks to operate more eco-efficiently and offer more eco-friendly and healthier products and services, its competitors are also doing so. The Group cannot assure that it will offer the most competitive eco-friendly and healthy products and services, or that the Group's customers perceive the Group to be environmentally-friendly. The Group may face reduced sales if customers turn to competitors who offer more competitive environmentally-friendly and healthy products and services or are perceived to be more environmentally-friendly.

The Group's international operations increase the risks associated with economic and trade sanctions imposed by the United States and other jurisdictions

To a limited extent, the Group operates in countries and regions that are or have been subject to economic or trade sanctions imposed by the United States and other jurisdictions. The Group currently has two hotels that are managed by NHG, including the NH Capri La Habana and NH Collection Victoria La Habana, both of which are wholly owned by Grupo Hotelero Gran Caribe, S.A in Cuba.

The Group strives to comply with all applicable rules and regulations, including applicable sanctions. However, sanctions are complex and evolve quickly, and the Group cannot predict how they may develop. The Group also cannot predict the nature, scope or effect of future regulatory requirements to which the Group's operations might become subject. Future regulations could limit the countries in which some of the Group's products may be sold, or could restrict the Group's access to, or increase the cost of obtaining, products from foreign sources.

Any violation of applicable sanctions could lead to fines, compliance costs, reputational harm, and direct or indirect losses. Any new sanctions or changes to current sanctions could have a material adverse effect on the Group's business, financial condition and results of operations.

Public information about the Group has not been verified for purposes of this Offering Circular, and Securityholders should not rely upon on it

The Group regularly publicly discloses, in the ordinary course of its business, information about its business, plans and operating prospects. This information (in particular, any forward-looking information) includes various assumptions, including estimates and assumptions about prices, competition and worldwide demand for the Group's products and services. The Group's actual results of operations may differ significantly from budgeted amounts and the Group's plans may change significantly or may not materialise. Such publicly available information about the Group is not part of this Offering Circular and has not been prepared, verified or otherwise authorised in connection with the Offering. Securityholders should rely only on the information in this Offering Circular when making an investment decision.

Risks Related to the Minor Hotels Business

The hospitality industry in which the Group operates is highly competitive

For the financial year ended 31 December 2020 and the three months ended 31 March 2021, Minor Hotels contributed 58 per cent. and 53 per cent. of the Group's revenue, respectively. A number of factors, many of which are inherent to the hospitality industry and beyond the Group's control, could materially and adversely affect Minor Hotels, including but not limited to the following:

- increased competition from other hotels in the market for guests, meetings and special events such as weddings that could affect occupancy levels and revenue at the Group's hotels;

- increased competition from other accommodation options and alternatives such as Airbnb, which may offer more attractive rates for guests;

- increases in operating costs due to inflation, labour costs, workers' compensation and health-care related costs, utility costs, insurance and unanticipated costs such as acts of nature and their consequences and other factors that may not be offset by increased room rates;

- anticipating and responding to the needs of the Group's customers;

- differentiating the quality of the Group's hotel services and products with respect to the Group's competitors;

- developing and maintaining a strong brand image and a reputation for consistent quality and service across the Group's hotels;

- competitively and consistently pricing the Group's rooms and achieving customer perception of value;

- undertaking effective and appropriate promotional activities and effectively responding to promotional activities of the Group's competitors;

- maintaining and developing effective website designs, mobile applications and online presence;

- attracting and retaining talented employees and management teams;

- dependence on business and commercial travel, leisure travel and tourism, all of which may fluctuate, tend to be seasonal and are subject to the adverse effects of national and international market conditions;

- success of the food and beverage operations, spa and retail services within the Group's properties;

- increases in maintenance or capital improvements;

- changes in regulations or changes in the application of regulations in the countries in which the Group operates, such as health and liquor licensing laws and laws and regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits, which could affect any government licences necessary to operate the Group's hotels, including the preparation and sale of food and beverages; and

- adverse effects of a downturn in the hospitality and tourism industry.

The Group operates in various markets that contain many competitors. Each of the Group's hotel brands competes with major hotel chains, as well as home and apartment-sharing services, in national and international venues. The Group's ability to remain competitive and to attract and retain business and leisure travellers depends on the Group's success in distinguishing the quality, value, brand reputation, location and efficiency of the Group's rooms and services, including its loyalty programmes and consumer-facing technology platforms and services, from those offered by others.

If the Group cannot compete successfully in these areas, the Group's operating margins could contract, its market share could decrease and its earnings could decline. Further, certain factors such as changes in the desirability of particular locations or travel patterns of customers, decreased airline capacities and routes, rising oil prices and travel costs as well oversupply of lodging products in each relevant market could have a negative impact on the hospitality industry generally and hamper the Group's ability to increase room rates or occupancy in those markets.

The hospitality industry is cyclical and a worsening of global economic conditions or low levels of economic growth could adversely affect the Group's revenues and profitability as well as cause a decline in or limitation of its future growth

Consumer demand for the Group's products and services is closely linked to the performance of the general economy and is sensitive to business and personal discretionary spending levels. Declines in consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence and high unemployment or adverse political conditions can lower the revenues and profitability of the Group's owned properties and the amount of management fee revenues the Group is able to generate from its managed properties. In addition, expenses associated with managing, franchising, licensing or owning hotels, spas and residential and serviced properties are relatively fixed. These costs include personnel costs, interest, rent, property taxes, insurance, and utilities, all of which may increase at a greater rate than the Group's revenues and/or may not be able to be reduced at the same rate as declining revenues. Where cost-cutting efforts are insufficient to offset declines in revenues, the Group could experience a material decline in margins and reduced or negative cash flows. If the Group is unable to decrease costs significantly or rapidly when demand for its hotels and other properties decreases, the decline in the Group's revenues could have a particularly adverse impact on its net cash flows and profits. This effect can be especially pronounced during periods of economic contraction or slow economic growth. Economic downturns generally affect the results derived from owned properties more significantly than those derived from managed properties, given the greater exposure owners have to the properties' performance. The Group's proportion of owned and leased properties compared to the number of properties the Group manages for third-party owners is larger than that of many of its competitors and, as a result, an economic downturn could have a greater adverse effect on the Group's results of operations. As a result, changes in consumer demand and general business cycles can subject and have subjected the Group's revenues, earnings and results of operations to significant volatility.

Uncertainty regarding the future rate and pace of economic growth in different regions of the world makes it difficult to predict future profitability levels. Additionally, if economic weakness were to affect any particular regions of the world, it could have an adverse impact on the Group's revenues and negatively affect its profitability.

The Group's ability to grow its business depends, in part, upon its ability to enter into new management agreements, and there is no guarantee that the Group will be able to enter into management agreements on terms that are favourable to the Group, or at all

The Group also competes with other hotel operators for management agreements with its Anantara, Avani, Oaks, Tivoli, NH Hotels, NH Collection, nhow and Elewana Collection brands, based primarily on the value and quality of the Group's management services, brand name recognition and reputation, experience and track record of success in certain regions, ability and willingness to invest its capital in third-party properties or hospitality venture projects, level of management fee revenue and terms of management agreements and the economic advantages to the hotel proprietor of retaining the Group's management services and using its brand name. Other competitive factors for management agreements include relationships with third-party hotel proprietors and investors and the Group's previous performance with such hotel proprietors or investors, including institutional owners of multiple properties, marketing support and reservation and e-commerce system capacity and efficiency. The Group believes that its ability to compete for management agreements primarily depends upon the success of the properties that the Group currently manages. The terms of any new management agreements that the Group obtains also depend upon the terms that its competitors offer for those agreements. In addition, if the availability of suitable locations for new properties decreases, planning or other local regulations change or the availability or affordability of financing is limited, the supply of suitable properties for the Group's management could be diminished. The Group may also be required to agree to limitations on the expansion of its brands in certain geographic areas to obtain a management agreement for a property under development, which could prohibit the Group from managing or owning other properties in areas where further opportunities exist. If the properties that the Group manages perform less successfully than those of its competitors, if the Group is unable to offer terms as favourable as those offered by its competitors

or if the availability of suitable properties is limited, the Group's ability to compete effectively for new management agreements could be reduced.

Premature termination of the Group's management or franchise agreements could hurt the Group's financial performance

The Group competes to enter into management contracts. The Group's ability to compete effectively is based primarily on the value and quality of its management services, brand name recognition and reputation, availability of suitable properties in certain geographic areas, and the overall economic terms of its contracts and the economic advantages to the property owner of retaining the Group's management services and using its brands, which include the Anantara, Avani, Oaks, Tivoli, NH Hotels, NH Collection, nhow and Elewana Collection brands. If the properties that the Group manages or franchises perform less successfully than those of its competitors, if the Group is unable to offer terms as favourable as those offered by its competitors, or if the availability of suitable properties is limited, its ability to compete effectively for new management could be reduced.

The Group's hotel management agreements may be subject to premature termination in certain circumstances, such as the bankruptcy of a hotel owner, or a failure under some agreements to meet specified financial or performance criteria that are subject to certain risks described in this section, which the Group fails or elects not to cure. If terminations occur for these or other reasons, the Group may need to enforce its right to damages for breach of contract and related claims, which may cause the Group to incur significant legal fees and expenses. Any damages the Group ultimately collects could be less than the projected future value of the fees and other amounts the Group would have otherwise collected under the relevant agreements. A significant loss of agreements due to premature terminations could hurt the Group's financial performance or its ability to grow its business.

The Group has a limited ability to manage third-party risks associated with its hospitality venture investments, which could reduce the Group's revenues, increase costs, lower profits and increase liabilities

The Group participates in numerous hospitality ventures with third parties. For example, the Group has entered into joint ventures to develop the Avani Fares Resort in the Maldives, the Avani Hua Hin in Thailand, and the Oaks Bodhgaya in India. In the future, the Group may also buy and develop properties in hospitality ventures with the sellers of the properties, affiliates of the sellers, developers or other third parties. The Group's hospitality venture partners may have shared or majority control over the operations of its hospitality ventures. As a result, the Group's investments in hospitality ventures involve risks that are different from the risks involved in investing in real estate independently. These risks include the possibility that the Group's hospitality ventures or its partners:

- go bankrupt or otherwise are unable to meet their capital contribution obligations;
- have economic or business interests or goals that are or become inconsistent with the Group's business interests or goals;
- are in a position to take action contrary to the Group's instructions, requests, policies or objectives, or applicable laws;
- subject the property to liabilities exceeding those contemplated;
- take actions that reduce the Group's return on investment; or
- take actions that harm the Group's reputation or restrict its ability to run its business.

For these and other reasons, it could be more difficult for the Group to sell its interest in any hospitality venture or to pursue the venture's activities, which could reduce its ability to address any problems the Group may have with those properties or respond to market conditions in the future, and could lead to impairments of such investments. As a result, the Group's investments in hospitality ventures could lead to impasses with the Group's partners or situations that could harm the hospitality venture, which could reduce the Group's revenues, increase costs and lower profits.

In addition, in conjunction with financing obtained for the Group's hospitality ventures, the Group may provide debt repayment guarantees, standard indemnifications to lenders for loss, liability, or damage occurring as a result of the Group's actions or actions of the other hospitality venture owners.

The development of new hotels and the expansion of existing hotels are subject to a number of risks beyond the Group's control, including insufficient growth in demand for hotel rooms

In order to remain competitive, the Group incurs significant capital investment to increase its hotel room portfolio. It typically takes several months or years from the commencement of a project to completion of a new hotel, and demand for hotel rooms in particular locations may change significantly between the time the Group makes the decision to enter a particular market or region and the time at which a hotel commences operations. If future demand for the Group's hotels does not match the growth in its hotel room portfolio, the Group may experience lower occupancy than expected or be required to lower its room rates in a particular hotel to attract customers, which could have an adverse effect on the profitability of the Group's investments and results of operations.

Risks Related to the Minor Food Business

The retail food industry in which the Group operates is highly competitive

The retail food industry in which the Group operates is highly competitive, with significantly lower barriers to entry with respect to price and quality of food products, new product development, digital engagement, advertising levels and promotional initiatives, customer service, reputation, restaurant location, and attractiveness and maintenance of properties. If consumer or dietary preferences change, if the Group's marketing efforts are unsuccessful, or if the Group's restaurants are unable to compete successfully with other retail food outlets in new and existing markets, the Group's business could be adversely affected. The Group also faces growing competition in certain markets as a result of convergence in grocery, convenience, delicatessen and restaurant services, including the offering by the grocery industry of convenient meals, including pizzas and entrées with side dishes, which may impact the Group's portfolio of house brands. Competition from delivery aggregators and other food delivery services has also increased in recent years, particularly in urbanised areas, and is expected to continue to increase. Increased competition could have an adverse effect on the Group's sales, profitability or development plans, which could harm the Group's financial condition and operating results.

The Group may be unable to obtain suitable locations for new restaurants or retail outlets, and the quality of the locations of the Group's current restaurants may decline

The success of the Group's restaurants and retail outlets depends in large part on their locations. As demographic and economic patterns change, current locations may not continue to be attractive or profitable. Possible declines in neighbourhoods where the Group's restaurants and retail outlets are located or adverse economic conditions in areas surrounding those neighbourhoods could result in reduced revenue in those locations. In addition, some of the Group's restaurants may require drive-through sites with specific characteristics – and there are a limited number of suitable sites available in the Group's various geographic markets. Desirable locations for new openings or for the relocation of existing restaurants or retail outlets may not be available at an acceptable cost when the Group identifies a particular opportunity, and the Group may face competition for the same or nearby locations. Furthermore, the Group may relocate or open restaurants and retail outlets in new areas in anticipation of future

development which ultimately do not materialise. The occurrence of one or more of these events could adversely affect the Group's business, results of operations and financial condition.

The Group holds a master franchise for the Burger King, Dairy Queen, Swensen's, Bonchon and Sizzler trademarks and trade names in Thailand and are therefore highly dependent on the Group's franchisor

The Group has entered into master franchise agreements with Burger King, Swensen's, Bonchon, Sizzler and Dairy Queen, pursuant to which the Group has the exclusive right to use certain trademarks and trade names associated with these restaurant brands to open and operate a total of 1,091 restaurants (623 owned and 468 franchised outlets) as of 31 March 2021 and select and offer sub-franchisees the right to operate such restaurants.

The Group does not own the Burger King, Dairy Queen, Swensen's, Bonchon and Sizzler brands, and the Group is therefore highly dependent on its franchisors. Moreover, each master franchise agreement contains certain undertakings, and failure to reach certain restaurant opening milestones may result in fines, although the Group would be able to continue to operate its existing network under certain conditions. The early termination of any master franchise agreement could adversely affect the Group's business, results of operations and financial condition.

The Group cannot control or influence the actions of its master franchisors, and any of its master franchisors may take actions that could harm the Group, as it may at any time have economic, business or legal interests or goals that are inconsistent with the Group's. Certain actions taken by the Group's master franchisors may adversely affect its business operations such as the franchisor requiring its franchisees to adopt a product offering that the Group does not believe would be popular with consumers in Thailand or the other jurisdictions in which the Group operates. Moreover, if they do not adequately protect their respective brands and other intellectual property rights, the Group's competitive position, business, results of operations and financial condition could be adversely affected.

Additionally, pursuant to the master franchise agreements with Swensen's and Dairy Queen (the "**Master Franchise Agreements**"), the Group is required to comply with operational programmes established by its master franchisors. For example, the Master Franchise Agreements require that the Group's restaurants comply with specified design criteria. In addition, the Group's master franchisors generally have the right to require the Group to remodel its restaurants to conform to the then-current image of Swensen's and Dairy Queen brands, which may require the capital expenditure of considerable funds. Failure to conform to these requirements could constitute a breach of the Master Franchise Agreements, which could adversely affect the Group's competitive position, business, results of operations and financial condition.

The Group's franchisees may not be willing or able to renew their franchise agreements with the Group

The Group enters into two types of agreements with its franchisees: master franchise and sub-franchise agreements under The Pizza Company, Swensen's, Dairy Queen, The Coffee Club, Thai Express and Benihana brands.

These agreements have a typical duration of 10 years (renewable under certain conditions). The Group's franchisees who have entered into such agreements to operate one or several restaurants may be unwilling or unable to renew their franchise agreements with the Group for a number of reasons, including low sales volumes, high rental costs, lack of profitability or a desire to retire. If the Group's franchisees cannot, or decide not to, renew their franchise agreements with the Group, the Group will have to find a replacement franchisee to operate their restaurants or otherwise operate them itself. If a substantial number of franchises are not renewed, the Group's business, results of operations and financial condition could be adversely affected.

Incidents involving food safety and food-borne illnesses could adversely affect guests' perception of the Group's brand, result in lower sales and increase operating costs

Food safety is a top priority, and the Group dedicates substantial resources to ensure the safety and quality of the food the Group serves in its restaurants. The Group has a comprehensive food safety assurance programme and implements an array of preventive measures to ensure the safety of the Group's products.

The Group's sourcing team work closely with its critical Tier 1 core food product suppliers on food safety, quality and traceability of core food products within the Group's supply chain.

In 2020, 17 per cent. of Thailand high risk suppliers were audited on food safety, along with 16 per cent. of Australia suppliers. Suppliers in Thailand and Australia were either audited onsite by Minor's team or by authorized third-party audit agency. 100 per cent. audited suppliers with identified gaps have corrective action plans.

In 2020, Thailand Public Health Act has stipulated that staff at all food outlets need to pass certified training on food sanitisation and hygiene. Employees from Minor Food Thailand brands who handles food completed such training in 2020 and early 2021. In addition, NSF International, an international independent organisation specializing in health and safety standard, continued its coaching and auditing procedure at Minor Food franchised outlets in Thailand. In total, 359 stores of The Pizza Company and Swensen's were audited on food safety, brand standard, and occupational health and safety. Furthermore, since the COVID-19 pandemic, Minor Food has implemented "zero-touch delivery" protocol to ensure hygiene standards for customers and employees.

Nevertheless, the Group faces food safety risks, including the risk of food-borne illness and food contamination, which are common both in the restaurant industry and the food supply chain, and cannot be completely eliminated. The Group relies on third-party food suppliers and distributors to properly handle, store and transport the Group's ingredients to its restaurants. Any failure by the Group's suppliers, or their suppliers, could cause the Group's ingredients to be contaminated, which may be difficult to detect before the food is served. Additionally, the risk of food-borne illness may also increase whenever the Group's food is served outside of its control, such as by third-party delivery services. The Group is further exposed if the Group's sales through unaffiliated third-party delivery channels increase, if the Group continues to conduct pilots with third-party delivery partners or if the Group enters into a formal arrangement with one or more third-party delivery partners.

Regardless of the source or cause, any report of food-borne illnesses or food safety issues, whether accurate or not, at one or more of the Group's restaurants, including those operated by the Group's franchisees, could adversely affect the Group's brand and reputation, which in turn could result in reduced guest traffic and lower sales. If any of the Group's customers become ill from food-borne illnesses, the Group could be forced to temporarily close one or more restaurants. Furthermore, any instances of food contamination, whether at the Group's restaurants or not, could subject the Group or its suppliers to voluntary or involuntary food recalls – the costs to conduct such recalls could be significant and could interrupt the Group's supply to unaffected restaurants or increase the cost of its ingredients.

If the Group does not anticipate and address evolving consumer preferences, the Group's food business could suffer

The Group's continued success depends on its ability to anticipate and respond effectively to continuously shifting consumer demographics and trends in food sourcing, food preparation, food offerings and consumer preferences (such as food offerings and methods to order and pay) in the "**casual dining**" segment. In order to deliver a relevant experience for the Group's customers amid a highly competitive, value-driven operating environment, the Group must continually implement initiatives to adapt at an aggressive pace. There is no assurance that these initiatives will be successful and, if they are not, the Group's financial results could be adversely impacted.

Risks Related to the Minor Lifestyle Business

The Group operates in the highly competitive retail and contract manufacturing industry, and the size and resources of some of the Group's competitors may allow them to compete more effectively than the Group, which could result in loss of the Group's market share

The Group faces intense competition in the retail and contract manufacturing industry. The Group competes primarily with speciality retailers, department stores, catalogue retailers and e-commerce businesses that engage in the sale of fashion apparel and lifestyle products. The Group competes on quality, design, customer service and price. Many of the Group's competitors are, and many of the Group's potential competitors may be, larger and have greater financial, marketing and other resources, devote greater resources to the marketing and sale of their products, generate greater international brand recognition, local market penetration or adopt more aggressive pricing policies than the Group can.

Consumers increasingly seek retail experiences which emphasise value, personalisation and an omni-channel environment where the store, mobile and online shopping experience are tightly integrated. The Group actively keeps up with consumer trends to better address consumer needs and stay connected with its consumers through its privilege programme, Minorplus membership. While the Group endeavours to meet these evolving customer expectations, there can be no assurance that the Group will do so effectively or without incurring substantial expense, which could impact the Group's results of operations and liquidity.

If the Group is unable to predict fashion trends or react to changing consumer preferences in a timely manner, the Group's sales will decrease

Success in the retail and contract manufacturing industry depends in substantial part on the Group's ability to:

- originate and define product and fashion trends;
- anticipate, predict and react to changing consumer demands in a timely manner; and
- translate market trends into desirable, saleable products far in advance of their offerings in the Group's stores, on its websites and in its catalogues.

As the Group enters into agreements for the purchase of merchandise well in advance of the season in which the merchandise will be sold, the Group is vulnerable to changes in consumer demand, pricing shifts and suboptimal merchandise selection and timing of merchandise purchases. The Group attempts to mitigate the risks of changing fashion trends and product acceptance in part by devoting a portion of the Group's product line to classic styles that are not significantly modified from year to year. Nevertheless, if the Group misjudges the market for the Group's products or overall level of consumer demand, the Group may be faced with significant excess inventories for some products and missed opportunities for others. The Group's brands' images may also suffer if customers believe the Group is no longer able to offer the latest fashions or if the Group fails to address and respond to customer feedback or complaints. The occurrence of these events, among others, could hurt the Group's financial results and liquidity by decreasing sales. The Group may respond by increasing markdowns or initiating marketing promotions to reduce excess inventory, which would further decrease the Group's gross profits and net income.

The retail industry is cyclical, and a decline in consumer spending on apparel and accessories could reduce the Group's sales and profitability

The retail industry in which the Group operates is cyclical. Purchases of apparel and lifestyle products are sensitive to a number of factors that influence the levels of consumer spending, including general economic conditions and the level of disposable consumer income, the availability of consumer credit, interest rates, foreign exchange rates, taxation, consumer confidence in future economic conditions and

demographic patterns. Because apparel and lifestyle products generally are discretionary purchases, declines in consumer spending patterns may impact the Group more negatively as a speciality retailer. Therefore, the Group may not be able to grow revenues or increase profitability if there is a decline in consumer spending patterns or the Group decides to slow or alter its growth plans in anticipation of or in response to a decline in consumer spending.

The Group's retail activities are subject to customs, advertising, consumer protection, data privacy, product safety, zoning and occupancy and labour and employment laws that could require the Group to modify its current business practices, incur increased costs or harm its reputation if it does not comply

The Group is subject to numerous laws and regulations, including customs, truth-in-advertising, consumer protection, general data privacy, health information privacy, identity theft, online privacy, product safety, unsolicited commercial communication and zoning and occupancy laws that regulate retailers generally and/or govern the importation, promotion and sale of merchandise and the operation of retail stores and warehouse facilities.

If these regulations were to change or were violated by the Group's management, associates, suppliers, buying agents or trading companies, the costs of certain goods could increase, or the Group could experience delays in shipments of its goods, be subject to fines or penalties, or suffer reputational harm, which could reduce demand for the Group's merchandise and hurt its business and results of operations. Failure to protect personally identifiable information of the Group's customers or associates could subject the Group to considerable reputational harm as well as significant fines, penalties and sanctions. In addition, changes in minimum wage laws (if any) and other laws relating to employee benefits could cause the Group to incur additional wage and benefits costs, which could hurt its profitability. See "***A proportion of the Group's assets and operations are located in Thailand and the Group is subject to economic, legal and regulatory uncertainties in Thailand***".

Legal requirements frequently change and are subject to interpretation, and the Group is unable to predict the ultimate cost of compliance with these requirements or their effect on the Group's operations. The Group may be required to make significant expenditures or modify its business practices to comply with existing or future laws and regulations, which may increase the Group's costs and materially limit its ability to operate its business. The Group expects the costs of compliance and risks to its business in this area to increase as the Group expands its international and e-commerce business. See "***The Group is subject to certain legislation, regulation and government policies in the countries in which the Group operates***".

The Group's sales are seasonal in nature, and fluctuations in its results of operations for the fourth fiscal quarter would have a disproportionate effect on the Group's overall financial condition and results of operations

In order to prepare for the Group's peak shopping season, the Group must order and keep in stock significantly more merchandise than it would carry at other times of the year. Any unanticipated decrease in demand for its products during the peak shopping season could require the Group to sell excess inventory at a substantial markdown, which could reduce the Group's net sales and gross profit. Additional unplanned decreases in demand for the Group's products could produce further reductions to its net sales and gross profit.

The Group may not accurately perceive consumer demands and fashion trends and respond appropriately. If its misjudges, fails to identify or fails to react swiftly to changes in consumer preferences and fashion trends, it could result in a significant increase in the Group's inventories, which may lead to higher markdowns to clear excess inventories and lower sales revenue and operating profits. Conversely, if it underestimates or fails to respond to consumer demand for its products, the Group may experience

inventory shortages and lower revenue and profitability than it may have otherwise realised. Failure to offer products to keep up with popular trends could also negatively impact the Group's brand image as a retailer.

Risks Relating to Thailand

A proportion of the Group's assets and operations are located in Thailand and the Group is subject to economic, legal, and regulatory uncertainties in Thailand

A proportion of the Group's assets and operations, including the Group's headquarters, are located in Thailand. Consequently, the Group is subject to political, legal and regulatory conditions in Thailand that differ in certain significant respects from those prevailing in other countries with more developed economies. Any instability or downturn in Thailand's economy could have a material adverse effect on the Group's business operations, financial condition, results of operations and prospects, and the market price of the Securities.

The Group's businesses and operations in Thailand are subject to the changing economic conditions prevailing from time to time in Thailand. According to the National Economic and Social Development Board of Thailand, Thailand's Gross Domestic Product ("**GDP**") grew by 4.2 per cent. in 2018 and 2.3 per cent. in 2019. In 2020, Thailand's GDP experienced a negative growth at -6.1 per cent. As of 17 May 2021, the Office of the National Economic and Social Development Council estimated that Thailand's GDP for 2021 is expected to show a recovery in GDP's growth in the range of 1.5 per cent. to 2.5 per cent., improving from a 6.1-percent contraction. The prospects for the local, regional and global economies are uncertain. Any contraction in Thailand's GDP could lead to a reduction in the demand for the Group's products and services, which could have a material adverse effect on the Group's business operations, financial condition, results of operations and prospects.

From 1996 to 1998, international credit rating agencies, including Moody's, Standard and Poor's Ratings Services, a division of the McGraw Hill Companies, Inc ("**S&P**") and Fitch, lowered Thailand's sovereign rating as well as various Thai corporate debt ratings. With the improved performance of the Thai economy in 1999 to 2003, there was corresponding improvement in these credit ratings. Political unrest in late 2008 and early 2009 again put downward pressure on Thailand's sovereign ratings. Thailand's sovereign foreign currency long-term ratings are currently rated "**Baa1**" with a stable outlook by Moody's, "**BBB+**" with a stable outlook by S&P and "**BBB+**" with a stable outlook by Fitch. Future lowering of the credit ratings for Thai sovereign debt may make it more expensive for the Group to obtain additional debt financing for its working capital and capital expenditures, which could have an adverse effect on its business, financial condition, result of operations and prospects. Additionally, a downgrade of Thailand's sovereign ratings may have a negative effect on the Group's credit rating.

Factors that may adversely affect the Thai economy, directly or indirectly, include, without limitation:

- local and global economic conditions;
- political instability;
- regulatory, political or economic developments in or affecting Thailand;
- exchange rate fluctuations and the exchange control policy by the BOT;
- a prolonged period of inflation, deflation or economic stagnation, or an increase in regional interest rates;
- other external recessions or potential economic downturns in the United States, Asia or elsewhere in the world;

- changes in taxation;
- consumer confidence;
- travel restrictions imposed by the government, which would affect the level of tourist arrivals and tourism spending;
- natural disasters and extreme weather conditions, including tsunamis, earthquakes, fires, drought and similar events;
- flooding and other extreme weather conditions;
- a potential recurrence or outbreak of COVID-19, avian influenza, severe acute respiratory syndrome, or other infectious or contagious diseases, epidemics or pandemics, in Thailand or other countries;
- scarcity of credit or other financing, resulting in lower demand for products and services;
- fluctuations in oil prices and other commodity prices; and
- threatened terrorist activities and other acts of violence in Southeast Asia, including bombing incidents in Bangkok and violence in the southern parts of Thailand.

Additionally, prior governments have, in the past, intervened in the Thai economy and occasionally made significant changes in policies, including, among other things, foreign exchange controls and capital controls, policies concerning wage and price controls and limits on imports. The Thai government had also reversed such policies soon after they were announced. In addition, Thailand has also passed legislation effective from 1 January 2021, to increase the minimum wage nationwide but with different levels depending on the provinces of Thailand. Any such increase will increase our labour costs, and to the extent such increased costs cannot be partially or entirely mitigated, could have a negative impact on our results of operations and profitability. The Group's business operations, cash flows, financial condition, results of operations and prospects may be adversely affected by any future minimum wage increases and other changes in Government policies. There is no assurance that the Government will not in the future re-impose restrictive foreign exchange controls that may affect the outward remittance of funds, including distributions or other payments payable on the Securities. The Group's business operations, financial condition, results of operations and prospects, and the market price of the Securities, may be adversely affected by future changes in government policies.

The Group cannot assure that economic, legal and regulatory conditions in Thailand will be stable or not deteriorate in the future. Changes in Thailand could materially and adversely affect the Group's business, cash flow, financial condition, results of operations and prospects.

Fluctuations in the value of the Thai Baht could adversely affect the Group's financial condition and results of operations

In mid-1997, the substantial depreciation of the Thai Baht triggered the Asian financial crisis. During this time, the value of the Thai Baht against the U.S. dollar has fluctuated from time to time, from a high of THB23.15 on 17 June 1997 to a low of THB55.5 on 12 January 1998. The weighted-average interbank exchange rate as of 30 June 2021 published by the Bank of Thailand ("**BOT**") was THB32.050 = U.S.$1.00. The Group cannot assure that the value of the Thai Baht will not decline or continue to fluctuate significantly against the U.S. dollar or other currencies in the future.

As the Group receives a significant portion of revenues in Thai Baht, these revenues fluctuate according to the strength of the Thai Baht. The economic, market and political conditions in other countries could have an influence on the Thai economy. Any widespread global financial instability or a significant loss

of investor confidence in other emerging market economies may adversely affect the Thai economy, which could materially and adversely affect the Group's business, financial condition, results of operations, prospects or reputation.

Political conditions in Thailand will have a direct impact on the Group's business and the market price of the Securities

The Group's business, financial condition, results of operations and prospects may be influenced in part by the political situation in Thailand, which has been unstable from time to time. Following the military coup in May 2014, the 2007 Constitution was abrogated and then replaced with an interim Constitution in July 2014, which was replaced by the current Constitution in April 2017. Thailand subsequently held its general elections for the members of the House of Representatives on 24 March 2019. After that, on 7 May and 8 May 2019, the Election Commission of Thailand announced the official results of the election of the members of the House of Representatives. The Palang Pracharath Party formed a coalition government with various political parties. On 5 June 2019, the Parliament's meeting passed a resolution to elect General Chan-ocha as the Prime Minister of Thailand. The appointment of the new Prime Minister was officially published in the Royal Gazette on 11 June 2019, after which the appointment of the new cabinet members was officially published in the Royal Gazette on 10 July 2019.

It is difficult to accurately predict the effects of this political upheaval on Thailand's political and economic conditions or on the Group. There can be no assurance that there will be no further political disruptions in the future. The outcome of the coalition government leadership, including its impact on political, economic and legal conditions in Thailand, has been associated with uncertainty and increasing unrest, including regular public demonstrations. In particular, protests sparked by a court decision to dissolve Future Forward, a prominent opposition political party, have spread across Thailand since the start of 2020, led by students calling for major democratic reforms, as well as reforms to Thailand's monarchy. Following mass protests in October 2020, a state of severe emergency and a ban on protests were declared in Bangkok. Protests continued despite the ban, prompting the deployment of the military and riot police, and arrest of protestors. The declaration of the state of severe emergency was revoked on 22 October 2020.

It is also unclear whether the coalition government leadership will lead to policy reforms affecting the industry generally or the Group in particular. Additionally, no assurance can be made that these events will not lead to further political demonstrations or slower economic growth nor will the political environment in Thailand be stable. Prolonged political instability in Thailand could have a material adverse effect on the economic and legal conditions in Thailand, which in turn could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Continued violence, terrorist attacks and other conflicts in Thailand and regional instability could adversely affect the Group's business, financial condition, results of operations and prospects

In recent years, there have been political protests, other protests as well as terrorist attacks, domestically and internationally which have affected Thailand. Since 2004, there have been a large number of casualties and injuries arising from violence, including the fatal attacks in southern Thailand, Bangkok and elsewhere. On 17 August 2015, a bomb exploded at the Erawan Shrine in Bangkok, killing 20 people and injuring more than 100 others, and a series of bombings in August 2016 in Hua Hin, Surat Thani, Phuket and Trang near to where the Group owns or operates some of its businesses. In August 2019, six bombs exploded across Bangkok, injuring four people. The bombings coincided with the ASEAN security summit taking place in the city. Continued violence could lead to widespread unrest in Thailand or a major terrorist incident in Thailand similar to those in other parts of Southeast Asia. If the security condition deteriorates and violence spreads across Thailand, the Group's business, financial condition, results of operations and prospects may be materially and adversely affected.

The Group may be adversely affected by terrorist attacks and international instability

Global geopolitical events, as well as events occurring in response to or in connection with such events or conflicts, including future terrorist attacks against targets in South East Asia or other regions, rumours or threats of terrorist attacks or war and trade and tourism disruptions, all of which may affect the Group's suppliers or customers who are principally located in Thailand, may adversely affect the Group's operations. In addition, violent acts arising from, and leading to, instability and unrest as well as political or economic developments related to these crises could adversely affect the Thai economy and the global economy, and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Any enforcement against the Group and the Guarantor in Thailand require new proceedings instituted in Thai courts, regardless of foreign judgements being obtained, and Securityholders' ability to recover damages from the Group and the Guarantor in Thai courts may be limited

Each of the Group and the Guarantor is a public limited company incorporated in Thailand. A number of their respective directors and executive officers are residents of Thailand. The Group's assets, including headquarter, and the assets of its directors and executive officers are located throughout the world, including Thailand. In addition, a substantial portion of the assets of the Guarantor and substantially all of the assets of its directors and executive officers are located in Thailand. As a result, it may be difficult for Securityholders to effect service of process upon the Group, the Guarantor or their respective directors and executive officers outside of Thailand or enforce against the Group, the Guarantor or their respective directors and executive officers judgments obtained in courts outside of Thailand.

Any judgment or order obtained in a court outside of Thailand would not be enforced by the courts of Thailand, but such judgment or order in the discretion of a court in Thailand may be admitted as evidence in new proceedings instituted in such court, which would consider the issue on the evidence before it. Although a non-Thai judgement could be introduced as evidence in a court proceeding in Thailand, a Thai court would be free to examine any new issues arising in the case. In addition, if any proceedings take place in the courts of Thailand for the enforcement of civil claims which are expressed to be governed by laws other than those of Thailand, the choice of such law will be recognized only to the extent such law is proven to the satisfaction of the courts of Thailand and is not considered contrary to public order and the good morals of the people of Thailand whereby the scope of concept of public order and good morals of the people of Thailand has not been definitely established by Thai Supreme Court. If the Thai court deems that the provisions of such law which the Securityholders are looking to enforce are contrary to the public order or good morals of the people of Thailand, such provisions will not be enforceable. Thus, to the extent the Securityholders are entitled to bring a legal action against the Group, the Guarantor, their respective director or executive officers, they may be limited in their remedies and any recovery. To the extent Securityholders are entitled to any recovery with respect to the Securities in any Thai proceedings, recovery might be limited to payments in Baht.

Thailand is subject to potential sanctions from other countries which may impact its economy

In April 2015 the European Union (the "**EU**") gave a yellow card warning to Thailand for the failure to address illegal, unreported and unregulated fishing in compliance with EU illegal, unreported and unregulated fishing regulation. On 18 June 2015, the International Civil Aviation Organisation ("**ICAO**") "**red flagged**" Thailand for failing to solve significant safety concerns on applicable ICAO standards; the red flag status was lifted in October 2017. With regard to human trafficking, Thailand was placed in Tier 3 on the 2015 U.S. annual report on Trafficking in Persons issued by the State Department of the United States for the failure to fully comply with the minimum standards for the elimination of trafficking, and not making significant efforts to do so. This status was upgraded to the Tier 2 watchlist in 2016 and 2017, and was subsequently upgraded to Tier 2 in 2018, and remained at Tier 2 in 2019 and 2020. Such sanctions against Thailand or the failure to comply with such international standards may have a material adverse effect on the Thai economy, which may in turn have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group prepares its financial statements on the basis of TFRS, which differs from IFRS and other accounting principles, with which investors may be more familiar

The financial information included in this Offering Circular was prepared in accordance with TFRS, guidelines promulgated by the Federation of Accounting Professions, applicable rules and regulations of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand ("**SET**"), which differ in certain significant respects from IFRS (See "***Summary of Principal Differences Between TFRS and IFRS***") and other accounting and financial reporting standards with which investors may be more familiar. This Offering Circular does not include a reconciliation of the Group's financial statements to IFRS, and there can be no assurance that such reconciliation would identify material quantitative differences. If the Group's financial statements are prepared in accordance with IFRS or such other accounting principles, its results of operations and financial condition could be materially different. Accordingly, there can be no assurance that the identified differences in the section of this Offering Circular entitled "***Summary of the Significant Differences Between TFRS and IFRS***" represent all material differences related to the Group as at and for the years 2019, 2020 and the three months ended 31 March 2020 and 2021. The degree to which the Group's financial statements included in this Offering Circular will provide meaningful information is entirely dependent on investors' level of familiarity with Thai accounting practices under TFRS and Thai financial reporting requirements. Prospective investors should review the TFRS accounting policies applied in the preparation of the Group's financial statements and consult their own professional advisers for an understanding of the differences between TFRS and IFRS and those with which they may be more familiar.

Thailand is currently undergoing a programme to converge TFRS with IFRS. The convergence with IFRS going forward as well as regular revision of accounting estimates and assumptions may impact the Group's financial statements and, accordingly, their comparability with prior years' financial statements. Furthermore, the Group may change the composition and/or the nature of its products and services in response to the accounting impact of changes introduced by the new IFRS-based TFRS. The preparation for compliance, as well as actual compliance, is likely to result in costs to the Group and may have a material adverse effect on its results of operations.

Risks Relating to the Bank

Difficult conditions and turbulence in the domestic and global economy and financial markets may adversely affect the Bank's business, asset quality, capital adequacy and results of operations

The Bank has been, and in the future will continue to be, materially affected by geopolitical, economic and market conditions, including factors such as the liquidity of the global financial markets, the level and volatility of debt and equity prices, interest rates, currency and commodities prices, investor sentiment, inflation and the availability and cost of capital and credit. In particular, the Bank is affected by challenging conditions in the financial markets and the economy in Thailand, other Asian countries and globally. There are a number of uncertainties ahead in the global markets. Since the global financial crisis in 2007, the global market has experienced significant volatility and negative sentiment driven by concerns over U.S. economic policy, monetary policy of major central banks, Chinese economy, trade protectionism policy and weakness in commodities. On 31 July 2019, the U.S. Federal Reserve Bank lowered interest rates for the first time since the global financial crisis in 2007, reversing the course of U.S. monetary policy of consistently raising interest rates. In light of the COVID-19 pandemic, the U.S. Federal Reserve bank lowered its benchmark interest rate by 50 basis points and 100 basis points in an unscheduled meeting on 3 March 2020 and 15 March 2020, respectively, to 0 per cent. to 0.25 per cent. in response to the increasing risk that the pandemic poses to economic activity. The Bank cannot predict the nature or timing of future changes to the U.S. monetary policy, which depends on various factors including the COVID-19 pandemic's cumulative impact on the global economy and the rate of recovery of the U.S. and global economies. On 20 January 2021, a new president was inaugurated in the United States. With the incoming U.S. administration, as well as the shift in control of the U.S. Senate, there might be changes in future government policies. The extent and timing of any regulatory reform or changes, as well as any effect they may have on the Bank's business operations and financial results, are

uncertain. It is not yet possible to determine what proposals will be enacted and, if so, when they will be enacted, what form any final legislation or policies might take or how proposals, legislation or policies may impact financial institutions, the financial market and the Bank's business. The COVID-19 pandemic has affected Thailand's economic growth as well as monetary policies worldwide, which may affect the Bank's operations. Concerns over possible inflation or deflation, uncertainty relating to currency exchange rates and interest rates, the availability and cost of credit, continued high debt levels in Europe and China, trade tensions and disputes among the world's major economies, volatility in commodity, oil, debt and equity prices, geopolitical issues and unstable financial markets in Thailand and other countries to which the Bank is exposed, all contributed to a general decline in lending activity by financial institutions and in commercial lending markets and increased volatility. To the extent that these factors impact the countries in which the Bank operates, the Bank may face challenges in growing the Bank's business in such countries. On 15 February 2021, the Office of the National Economic and Social Development Council (the "**NESDC**") reported Thailand's GDP contracted in 2020 by 6.1 per cent., and the NESDC expects the Thai economy to expand within the range of 2.5 per cent. to 3.5 per cent. in 2021. In particular, continuing difficulties in financial and economic conditions could result in the deterioration in the quality of the Bank's assets and larger provisioning, allowances for expected credit losses and write-offs.

There can be no assurance that the domestic and global economic downturn will not result in a material increase in the Bank's NPL levels in the future. As a result of difficult conditions and turbulence in the domestic and global economy and financial markets, the Bank may be forced to scale back certain of the Bank's core lending activities and other operations and/or fund the Bank's operations at a higher funding cost or face a tightening in the Bank's net interest margin, any of which may have a negative impact on the Bank's earnings and profitability. There remain uncertainties as to the nature and extent of recovery in Thailand, Asia and the global economy, including in the markets in which we operate, which may have a material effect on the Bank's business, cash flows, financial condition, results of operations and prospects.

The global economy is facing significant uncertainties and disruptions caused by COVID-19

The COVID-19 virus, which first emerged in late December 2019, has since spread globally around the world, and the World Health Organization has since declared COVID-19 to be a global pandemic. There has been a rapid and widespread increase in new infections in the U.S., Europe and other parts of the world and increased fatality rates in many countries. The COVID-19 pandemic is having and will continue to have significant effects on the global economy, including temporary closures of significant economic sectors in many countries, widespread insolvencies, mass unemployment, closure of national borders, mandatory quarantines for international travellers, disruption of supply chains and global trade, severe strains on government finances and global economic recession. National authorities have also taken unprecedented measures to contain this pandemic, such as inbound and outbound travel restrictions, bans on large social gatherings, shutdowns of non-essential services, enforced business closures and most restrictively, blanket quarantine orders on all segments of the population. While these "social distancing" measures are crucial for public health, they have triggered concurrent supply and demand shocks, there is no assurance that such measures will be effective.

COVID-19 has, and is continuing to, spread across the globe and the severity of the pandemic remains uncertain, depending on, among other things, the development, distribution and efficacy of potential vaccines and the actions taken to contain COVID-19 or address its impact. Should the COVID-19 pandemic remain severe, it may in turn result in protracted volatility in international markets and/or result in a global recession as a consequence of disruptions to travel and retail segments, tourism and manufacturing supply chains. In particular, in February 2020, the COVID-19 pandemic caused stock markets worldwide to lose significant value and there have been extreme volatilities in the global markets across all asset classes (stocks, bonds, oil and metals). The reduced commercial activities as a result of the COVID-19 pandemic and mitigating measures have impacted economic activity in Asia and worldwide and while a number of governments expect GDP growth to improve and rebound in 2021, there can be no assurance as the full extent of the ongoing impact of COVID-19 on the global economy remains uncertain.

In addition, even with the expectation that recently authorized COVID-19 vaccines will be distributed in 2021, the full extent of the ongoing impact of COVID-19 on the Bank's longer-term operational and financial performance will depend on future developments, many of which are outside of the Bank's control, including the effectiveness of the mitigation strategies, the duration, spread, severity and recurrence of COVID-19 and any COVID-19 variants and related travel advisories and restrictions, and the efficacy of COVID-19 vaccines, which might take extended time to be widely and adequately distributed. As a result, some borrowers and counterparties may not be able to meet their financial obligations and this may result in loans being classified as nonperforming, leading to an increase in NPL and requiring an increase in the Bank's level of allowances for expected credit losses or increase the level of asset write-downs or write-offs experienced by the Bank. The expected impacts of the COVID-19 pandemic on the general banking sector are (i) compression of net interest margin due to rate cuts, (ii) lower loan growth from reduced economic activity and consumer spending and (iii) potentially higher credit cost from weakening credit quality of customers.

To mitigate the severe economic impact of the pandemic, the government and BOT launched a series of financial and fiscal relief measures to help businesses and individuals to get through the crisis. In addition, governments and central banks around the globe have introduced or are planning fiscal and monetary stimulus measures, including tax cuts, direct subsidies, rate cuts, loan moratoriums and restructuring, bond repurchase programs and suspension or relaxation of prudential bank capital requirements. These measures aim to contain the economic impact of the pandemic, stabilize the markets and provide liquidity easing to the markets. However, there is no assurance that such measures may be introduced in time or will be sufficient or effective in delivering their policy objectives or be successful in containing the economic impact of the pandemic or stabilizing the markets.

As a result, the global economy is facing significant uncertainties and the global financial markets are experiencing significant volatilities which may adversely affect the banking industry, and in turn, affect the Bank, its business and financial condition, as well as outlook and the value of the Securities. A prolonged pandemic could cause further uncertainty to economic growth and recovery and is likely to adversely impact the Bank's business, results of operations, financial condition and prospects. There can be no assurance that the Bank will not face increased pressure as a result of any policies and/or interventions undertaken to curb the COVID-19 pandemic. Additionally, any such policies and/or interventions undertaken by governments to curb the COVID-19 pandemic may adversely affect the Bank's business, financial condition and results of operations. Investors must exercise caution before making any investment decisions.

Since a significant portion of the Bank's loan portfolio is secured by real estate and other assets, a decline in collateral values or delays in enforcing the Bank's collateral may adversely affect the value of the Bank's loan portfolio and the Bank's ability to realise collateral values

A significant portion of the Bank's loans is secured by real estate and other assets, the value of which is affected by economic conditions. A downturn in the real estate market, if any, will result in an increase of the Bank's net exposures, i.e., the principal amount of a number of loans in excess of the value of the underlying collateral. Real estate values could also be negatively affected by environmental issues like the one in Map Ta Phut, Rayong, which resulted in lawsuits and suspended business operations in the area in 2009 and 2010, or natural disasters such as the flooding that occurred in the second half of 2011. If the Thai economy in general, or real estate values in particular, deteriorate, downward adjustments to the value of the collateral securing the Bank's loans may be required in future periods. Any decline in the value of the collateral securing non-performing loan may result in an increase in the Bank's expected credit loss expenses and a reduction in the recovery from collateral realization, which may reduce the Bank's net profit and capital and may adversely affect the Bank's financial condition and results of operations. Any significant increase in expected credit losses may adversely affect the Bank's capital and could cause us to require additional capital.

Although a significant portion of the Bank's loans is secured, bankruptcy laws and procedures in Thailand are not comparable to those in the United States and certain other countries, and the foreclosure process in Thailand tends to be comparatively lengthy. While the law provides for expedited procedures for the enforcement of certain types of collateral, in practice, lenders generally end up submitting a petition to a Thai court or face challenges by borrowers, which could result in delays that, in some cases, can last several years and lead to deterioration in the physical condition and market value of the collateral. As a result, it may take several years for banks to take control of the collateral underlying non-performing loan, and a particular loan may be classified as non-performing for several years before it is ultimately written off and the collateral foreclosed through successful court proceedings.

In general, Thai commercial banks must dispose of foreclosed real estate within five years of foreclosure. The Bank consider this to be a potentially significant limitation in an environment of prolonged distressed real estate values, which may result from economic conditions in Thailand and around the world. There can be no assurance that the Bank would be able to dispose of any particular foreclosed property at adequate values within such a period, or at all.

The failure to recover the expected value of the collateral could adversely affect the Bank's future financial performance and the Bank's shareholders' equity.

Guidelines for non-performing loan classifications in Thailand may be less stringent than those in other countries

The commercial banks in Thailand are required to classify the loan in accordance with BOT's regulations with respect to loan classifications and provisioning. Such regulation is revised to comply with the TFRS 9, which took effect from 1 January 2020. TFRS 9 was adopted by TFAC in accordance with International Financial Reporting Standards No. 9 (IFRS 9).

With regard to the effects of the COVID-19 pandemic on classification, the Bank adheres to accounting guidelines regarding providing temporary relief measures to debtors affected by adverse Thai economic conditions. In this regard, the Bank is allowed to provide assistance measures to non-NPL debtors which can be classified as "Performing" (Stage 1) if it is believed that such non-NPL debtors can comply with the debt restructuring agreement after assessing their financial status and business. The Bank is also allowed to provide assistance measures to debtors with credit impairment if it is believed that their businesses have the potential to be viable. The Bank will classify them under Stage 1 if they can repay their debts under the restructuring agreement for three consecutive months or periods, whichever is longer.

As a result, under certain circumstances the Bank's classification and provisioning may be less stringent than those applicable to banks in the United States and/or other countries. This may result in particular loans being classified as non-performing later or in a category reflecting a lower degree of risk than in such countries. In addition, the amount of the Bank's non-performing loan as well as reserves may be lower than that would be reported if the Bank was located in such countries. As a result, there can be no assurance that such less stringent classification will not result in the Bank's financial numbers reflecting a lower risk of degree than in other countries.

Loan restructurings often result in receiving lower interest payments and, occasionally, lower principal payments

Under BOT guidelines on debt restructuring procedures, financial institutions may restructure loans through the reduction of interest rates and/or principal amounts, extension of the terms and/or other methods (excluding granting additional credit to repay an existing debt). BOT's regulations further provide that if the borrower can comply with the terms of a restructured loan for a certain period of time and other conditions, as prescribed under BOT's regulations, the Bank may remove the loan from non-performing status. Although the Bank's non-performing loan ratio may improve as more loans are restructured, the Bank will generally receive lower interest payments than originally required by the loans and, in some cases, the Bank will collect less than the original principal amount of the loans. Any future restructuring may result in decreased revenues and income and adversely affect the Bank's business, cash flows, financial condition, results of operations and prospects.

To mitigate the economic impact of the COVID-19 pandemic, the Thai government and BOT have launched a series of financial and fiscal measures to help businesses and individuals to navigate the crisis. The Bank has supported the government's and BOT's policies by promptly issuing measures to assist business customers, such as additional credit lines and loan payment holidays, and to help retail customers by lowering minimum payment rates and extending credit limits. The Bank also lowered interest rates for both business and retail customers. The Bank's financial condition and results of operations may be further affected if the Bank's customers do not have sufficient funds and liquidity to recover from the COVID-19 pandemic.

If a significant portion of the Bank's restructured loans revert to non-performing status as a result of failed restructurings, the Bank's financial condition and results of operations may be adversely affected

As has been the case with many banks in Thailand, a number of the Bank's restructured loans have become non-performing loan again as a result of failed restructurings. The Bank has adopted several methods to restructure a number of the Bank's problem loans; for example, the Bank agreed with borrowers to reschedule principal payments until later periods and/or to set interest payments at a relatively low level for a certain time frame followed by larger interest payments in later periods to match the Bank's expectation of the borrowers' ability to service the loans. The relatively low principal and/or interest payments improve the likelihood that a restructured loan will be categorised as performing during the period of such payments. However, future principal and/or interest payments that are higher have in many cases resulted in the loan becoming non-performing again where the borrower has been unable to make such larger payments in the later periods. In addition, a significant number of the Bank's non-performing loan have been restructured based on various assumptions regarding the timing and extent of the recovery of the borrower involved and the economy in Thailand and globally, which in many cases have not been and may not be realised. The Bank's current and future restructuring activities use similar methods and assumptions and are therefore subject to the same types of risk. In particular, the success of a large portion of the Bank's restructured loans is highly dependent on economic growth in Thailand and globally, which helps borrowers make gradually increasing debt service payments. Consequently, a slowdown or downturn in the economy of Thailand or globally could result in a material increase in the number of failed restructurings and a corresponding increase in the number of non-performing loan on the Bank's statement of financial position and may have a material adverse effect on the Bank's financial condition and results of operations. As of 31 December 2020, approximately 16.0 per cent. of the aggregate principal amount of the Bank's outstanding domestic non-performing loan represented loans which became non-performing during the year ended 31 December 2020 and which had been previously restructured. The Bank's financial condition and results of operations may be further affected by COVID-19 pandemic.

Risks Relating to the Securities

The Securities may only be redeemed or purchased under certain circumstances

The Issuer will be under no obligation to redeem the Securities at any time and the Securities can only be disposed of by sale. Holders who wish to sell their Securities at any time prior to the First Reset Date (at which point the Securities will either be redeemed in full by the Issuer or, failing which, acquired by the Guarantor (see "***Terms and Conditions of the Securities***")) may be unable to do so at a price at or above the amount they paid for them, or at all, if insufficient liquidity exists in the market for the Securities.

Holders of the Securities will not receive Distribution payments if the Issuer validly elects to defer Distribution payments

The Issuer may (including prior to the First Reset Date at which point the Securities will either be redeemed in full by the Issuer or, failing which, acquired by the Guarantor (see "***Terms and Conditions of the Securities***")), at its sole discretion, elect to defer any scheduled Distribution on the Securities for any period of time unless, during the six months ending on the day before that scheduled Distribution Payment Date, a Compulsory Distribution Payment Event (as defined in the Conditions) has occurred. The Issuer will be subject to certain restrictions in relation to the payment of discretionary dividends,

discretionary distributions and/or other discretionary payments on its Junior Securities or Parity Securities (as defined in the Conditions) and the discretionary redemption and repurchase of its Junior Securities or Parity Securities until all outstanding Arrears of Distribution are satisfied or the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Conditions) of the Securityholders. The Issuer will not be subject to any limits as to the number of times Distributions can be deferred pursuant to the Conditions subject to compliance with the foregoing restrictions. Although Distributions will be cumulative, the Issuer may defer payment for an indefinite period of time by delivering the relevant deferral notices to the holders of the Securities, and holders of the Securities have no rights to claim any Distribution, Arrears of Distribution or Additional Distribution Amount if there is such a deferral. Any deferral of Distribution will likely have an adverse effect on the market price of the Securities. In addition, as a result of the Distribution deferral provision of the Securities, the market price of the Securities may be more volatile than the market prices of other debt securities on which original issue discount or interest accrues that are not subject to such deferrals.

Notwithstanding the Distribution deferral provision of the Securities, investors should note that the Guarantor will have agreed in the Trust Deed to acquire from each Securityholder, upon the occurrence of a Bankruptcy Event or a Non-Call Event, the Securities held by such Securityholder (in whole but not in part) at the Redemption Price.

Holders may not have any claim against the Guarantor in the event of its insolvency and any such insolvency would not itself lead to the Securities becoming immediately due and payable

An insolvency of the Guarantor will not provide holders with any right to declare any amount owing under the Securities to be immediately due and payable. Furthermore, if the Guarantor were to become insolvent prior to the time when holders have a claim against the Guarantor under the Securities or the Guarantee, then holders will have no claim to prove in any proceedings involving the Guarantor and its creditors. Any claims made against the Guarantor in connection with the Securities and the Guarantee will rank *pari passu* with the claims of the Guarantor's unsecured senior creditors in accordance with applicable laws.

There is uncertainty on whether certain terms of the Securities will be enforceable

Section 655 of the Civil and Commercial Code of Thailand provides that, with certain exceptions, overdue interest shall not bear interest unless the parties to an agreement validly agree in writing that, in the event that interest is overdue for a period of at least one year, the overdue interest will be added to the principal and shall itself bear interest. Condition 5.6(a) provides that any amount of Distribution validly deferred pursuant to the terms of the Securities will constitute Arrears of Distribution and each amount of Arrears of Distribution will bear interest from and including the date which is a Distribution Payment Date falling 12 months from the date on which it is first deferred and will bear interest as if it constituted the principal of the Securities at the prevailing Distribution Rate. There is some uncertainty as to whether such Arrears of Distribution would be deemed to be "**due**" at the point of time of first deferral, as a matter of Thai law. If a Thai court interprets that the Arrears of Distribution is not deemed to be "**due**" at such point of first deferral, the conditions regarding the Arrears of Distribution and Additional Distribution Amount under Condition 5.6(a) of the Conditions may not be enforceable under Thai law, which may result in the Securityholders' inability to receive the interest on any amount of Arrears of Distribution. Even though the terms of the Securities are governed by English law, the position under Thai law may be relevant to Condition 5.6(a) if, at the point of enforcement of judgment in Thailand, a Thai court considers that the term is against public order or good morals in Thailand. See "***Any enforcement against the Group in Thailand require new proceedings instituted in Thai courts, regardless of foreign judgements being obtained, and Securityholders' ability to recover damages from the Group in Thai courts may be limited***".

The Issuer may raise other capital and incur other indebtedness or liabilities which affects the price of the Securities

The Issuer may raise additional capital through the issuance of other securities or other means. There is no restriction, contractual or otherwise, on the amount of securities or other indebtedness and liabilities which the Issuer may issue or incur and which may rank senior to, or *pari passu* with, the Securities. The issuance of any such securities or the incurrence of any such other indebtedness and liabilities may reduce the amount (if any) recoverable by holders of Securities on the Issuer's winding-up, and may increase the likelihood of a deferral of a Distribution under the Securities. The issuance of any such securities or the incurrence of any such other indebtedness and liabilities might also have an adverse impact on the trading price of the Securities and/or the ability of holders to sell their Securities.

The Securities may not be a suitable investment for all investors

The Securities are complex financial instruments and may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Securities unless it has the expertise (either alone or with the help of a financial advisor) to evaluate how the Securities will perform under changing conditions, the resulting effects on the value of such Securities and the impact this investment will have on the potential investor's overall investment portfolio.

Each potential investor in the Securities must determine the suitability of that investment in light of their own circumstances. In particular, each potential investor should:

(i) have sufficient knowledge and experience to make a meaningful evaluation of the Securities, the merits and risks of investing in the Securities and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;

(ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Securities and the impact such investment will have on its overall investment portfolio;

(iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Securities;

(iv) understand thoroughly the terms of the Securities and be familiar with the behaviour of any relevant indices and financial markets; and

(v) be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The ratings assigned to the Securities may be lowered or withdrawn.

The ratings assigned to the Securities may be lowered or withdrawn entirely in the future. The Securities are expected to be rated "**Baa2**" by Moody's and "**BBB**" by Fitch. The ratings represent the opinions of the ratings agencies and their assessment of the Issuer's and the Guarantor's ability to perform their respective obligations under the terms of the Securities and the Guarantee and credit risks in determining the likelihood that payments will be made when due under the Securities. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time. No assurances can be given that a rating will remain for any given period of time or that a rating will not be lowered or withdrawn entirely by the relevant rating agency if in its judgment circumstances in the future so warrant. The Issuer has no obligation to inform Securityholders of any such revision, downgrade or withdrawal. In addition, the Issuer cannot assure that rating agencies other than Moody's and Fitch would not rate the Securities differently. A suspension, reduction or withdrawal at any time of the rating assigned

to the Securities or the assignment by a rating agency other than Moody's or Fitch of a rating of the Securities lower than those provided may adversely affect the market price of the Securities.

An active trading market for the Securities may not develop

The Securities are a new issue of securities for which there is currently no trading market. No assurance can be given that the Issuer will obtain or be able to maintain a listing of the Securities on the SGX-ST or that an active trading market for the Securities will develop or as to the liquidity or sustainability of any such market, the ability of Holders to sell their Securities or the price at which Holders will be able to sell their Securities. The Managers are not obliged to make a market in the Securities and any such market making, if commenced, may be discontinued at any time at the sole discretion of the Managers.

The liquidity and price of the Securities following the offering may be volatile

The price and trading volume of the Securities may be highly volatile. Factors such as variations in the Group's revenues, earnings and cash flows and proposals of new investments, strategic alliances and/or acquisitions, interest rates and fluctuations in prices for comparable companies could cause the price of the Securities to change. Any such developments may result in large and sudden changes in the volume and price at which the Securities will trade. There is no assurance that these developments will not occur in the future.

The Securities will be represented by a Global Certificate and holders of a beneficial interest in the Global Certificate must rely on the procedures of the relevant Clearing System(s)

The Securities will be represented by a Global Certificate. Such Global Certificate will be deposited with a common depositary for Euroclear and Clearstream, Luxembourg (each of Euroclear and Clearstream, Luxembourg, a "**Clearing System**"). Except in the circumstances described in the Global Certificate, investors will not be entitled to receive the Securities. The relevant Clearing System(s) will maintain records of the beneficial interests in the Global Certificate. While the Securities are represented by a Global Certificate, investors will be able to trade their beneficial interests only through the Clearing Systems.

While the Securities are represented by a Global Certificate, the Issuer will discharge its payment obligations under the Securities by making payments to the relevant Clearing System for distribution to their account holders.

A holder of a beneficial interest in a Global Certificate must rely on the procedures of the relevant Clearing System(s) to receive payments under the Securities. The Issuer does not have any responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificate.

Holders of beneficial interests in the Global Certificate will not have a direct right to vote in respect of the Securities. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant Clearing System(s) to appoint appropriate proxies.

Developments in other markets may adversely affect the market price of the Securities

The market price of the Securities may be adversely affected by declines in the international financial markets and world economic conditions. The market for Thai securities is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of issuers in other countries, including Thailand. Since the sub-prime mortgage crisis in 2008, the international financial markets have experienced significant volatility. If similar developments occur in the international financial markets in the future, the market price of the Securities could be adversely affected.

Investment in the Securities may subject investors to foreign exchange risks

The Securities are denominated and payable in U.S. dollars. If an investor measures its investment returns by reference to a currency other than U.S. dollars, an investment in the Securities entails foreign exchange-related risks, including possible significant changes in the value of the U.S. dollar relative to the currency by reference to which an investor measures its investment returns, because of, among other things, economic, political and other factors over which the Issuer has no control. Depreciation of the U.S. dollar against such currency could cause a decrease in the effective yield of the Securities below their stated coupon rates and could result in a loss when the return on the Securities is translated into such currency. In addition, there may be tax consequences for investors as a result of any foreign exchange gains resulting from any investment in the Securities.

The insolvency laws of Thailand and other local insolvency laws may differ significantly from those of other jurisdictions with which the holders of the Securities are familiar

Because the Issuer is incorporated under the laws of Thailand, any insolvency proceeding relating to the Issuer would likely involve Thai insolvency laws, the procedural and substantive provisions of which may differ significantly from, and may not be as favourable to the Securityholders as, comparable provisions of the local insolvency laws of jurisdictions with which the holders of the Securities are familiar. Accordingly, the Securityholders may have difficulties in administering a bankruptcy case involving a Thai debtor in the courts of a foreign jurisdiction with property located outside of that jurisdiction, and any order or judgment of a court in the foreign jurisdiction may not be enforceable outside of that jurisdiction. Securityholders should analyse the risks and uncertainties carefully before investing in the Securities.

The Issuer will follow the applicable corporate disclosure standards for debt securities listed on the Official List of the SGX-ST, which standards may be different from those applicable to companies in certain other countries

The Issuer will be subject to reporting obligations in respect of the Securities to be listed on the Official List of the SGX-ST. The disclosure and corporate governance standards imposed by the SGX-ST may be different from those imposed by securities exchanges in other countries or regions such as the United States or the United Kingdom. As a result, the level of information that is available may not correspond to the level to which investors in the Securities are accustomed.

Holders may suffer erosion in the return on their investments due to inflation

Holders may suffer erosion in the return on their investments due to inflation. Holders would have an anticipated rate of return based on expected inflation rates on the purchase of the Securities. An unexpected rise in inflation could reduce the actual returns to holders.

There will be limited remedies for default under the Securities

Any scheduled Distribution will not be due if the Issuer elects to defer that Distribution pursuant to the Conditions. Notwithstanding any of the provisions relating to non-payment, the right to institute Winding-Up (as defined in the Conditions) proceedings will be limited to circumstances where payment has become due and the Issuer fails to make the payment when due. The only remedy available to any holder of the Securities for recovery of amounts in respect of the Securities following the occurrence of a Non-Payment Event, will be to (x) institute any legal proceedings against the Issuer and/or (y) prove the Securityholders' claims in any legal proceedings against the Issuer and/or (ii) the occurrence of a Winding-Up Event, is to prove the Securityholders' claims in proceedings for the Winding-Up of the Issuer. In order to exercise such a remedy, holders of the Securities of at least one-fifth in aggregate principal amount of the Securities will be required to take action collectively, and individual holders of the Securities holding less than such amount will not be able to proceed without the support of other holders of the Securities. See Condition 11.

The Issuer's obligations under the Securities will be structurally subordinated to all existing and future liabilities and obligations of each of the Issuer's subsidiaries

The Issuer's obligations under the Securities will be structurally subordinated to all existing and future liabilities and obligations of each of the Issuer's subsidiaries. Claims of creditors of such entities will have priority as to the assets of such entities over the Issuer's creditors, including holders of the Securities seeking to enforce the Securities. Moreover, the Issuer's interests in its subsidiaries could be reduced in the future. The Securities do not contain any restriction on the Issuer's ability or the Issuer's subsidiaries' abilities to incur additional debt or other liabilities.

Integral multiples of less than the specified denomination may result in illiquidity in the Securities

The denominations of the Securities will be U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. Therefore, it is possible that the Securities may be traded in amounts in excess of U.S.$200,000 that are not integral multiples of U.S.$1,000. In such a case, a holder who, as a result of trading such amounts, holds a principal amount of less than U.S.$200,000 will not receive a definitive certificate in respect of such holding of Securities (should definitive certificates be printed) and would need to purchase a principal amount of Securities such that it holds an amount equal to one or more denominations. If definitive certificates are issued, holders should be aware that Securities with aggregate principal amounts that are not an integral multiple of U.S.$1,000 may be illiquid and difficult to trade.

The Securities will contain certain provisions regarding modification and waivers of the Conditions, the Trust Deed or the Agency Agreement, which may affect the rights of holders of the Securities

The Conditions will contain provisions for calling meetings of holders of the Securities to consider matters affecting their interests generally. These provisions will permit defined majorities to bind all holders of the Securities, including holders of the Securities who did not attend and vote at the relevant meeting and holders of the Securities who voted in a manner contrary to the majority. In addition, a resolution in writing signed by or on behalf of the holders of the Securities of not less than 75 per cent. of the aggregate principal amount of the Securities for the time being outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of holders of the Securities duly convened and held. The Trust Deed will also provide that the Trustee may, without the consent of the holders, agree to (i) any modification (except as mentioned in the Trust Deed) of any provision, or the waiver or authorisation of any breach or proposed breach of, the Conditions, the Trust Deed or the Agency Agreement, which is not materially prejudicial to the interests of the holders or (ii) any modification which, in the opinion of the Trustee, is of a formal, minor or technical nature, to correct a manifest error or to comply with any mandatory provision of law as described in Condition 15.2. Any such modification shall be binding on the holders of the Securities.

The Trustee may decline to take actions requested by the holders

Under the Trust Deed, in certain circumstances the Trustee may, at its sole discretion, request the holders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes steps and/or actions and/or initiates proceedings on behalf of the holders. The Trustee shall not be obliged to take any such steps and/or actions and/or initiate any such proceedings if no such indemnity or security or pre-funding is provided to its satisfaction. Even if the holders agree to indemnify and/or provide security to and/or pre-fund the Trustee, the time taken to agree to the indemnity and/or security and/or pre-funding may have an impact as to when such steps and/or action is taken and/or proceedings can be initiated. In addition, notwithstanding the provision of an indemnity or security or pre-funding to the Trustee, the Trustee may decline to take the steps and/or action and/or proceedings can be initiated requested by the holders if it determines that such actions are not permitted under the terms of the Trust Deed or applicable law.

Risks Relating to the Guarantee

The Guarantee will remain in full effect only until the earlier of (i) the payment of all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Trust Deed and the Conditions, the day immediately following the First Reset Date and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under Condition 7.13, the day immediately following the Securityholder Notice Deadline

Pursuant to Condition 4, the Guarantee will remain in full effect only until the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Conditions (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation), the day immediately following the First Reset Date and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under the Conditions. The holders of the Securities will not have the benefit of the Guarantee thereafter and have to rely solely on the Issuer's ability to fulfil its obligations under the Securities. The expiry of the Guarantee could also have an adverse impact on the trading price of the Securities and/or the ability of holders to sell their Securities.

Any future change in rules and regulations governing the Guarantor may restrict or limit the Guarantor's ability to comply with its obligations to purchase the Securities

The Guarantor operates in a heavily regulated environment under the supervision of the Ministry of Finance and the BOT. The Guarantor is also subject to the banking, corporate and other laws in effect in Thailand from time to time. Currently, there is no rule or regulation restricting or limiting the Guarantor to purchase any hybrid securities (such as the Securities). However, there is no assurance that such rule or regulations will not be enacted in the future. If additional rules or regulations are introduced, it may restrict or limit the Guarantor's ability to comply with its obligations to purchase the Securities under the Conditions.

Thai guarantee law has imposed certain limitations and requirements which may adversely affect the Trustee and the Securityholders' ability to enforce their rights under the Guarantee fully

Even though the Trustee and the Securityholders may have certain rights as provided in the Guarantee, such rights may be limited under Thai guarantee law or not fully enforceable. For instance, if an Enforcement Event (as defined in the Trust Deed) shall occur and be continuing, the Trustee and the Securityholders may declare, among other things, the principal amount of the Securities and accrued and unpaid Distributions, Arrears of Distribution and Additional Distribution Amounts due and payable. However, under Thai guarantee law, the Guarantor may (in its absolute sole discretion) determine either to (i) pay in full the principal amount, together with accrued and unpaid Distributions, Arrears of Distribution and Additional Distribution Amounts on the date of payment or (ii) pay any amount under the Securities in accordance with the original due date of such payment as if the Enforcement Event and acceleration had not occurred. That is, even though a Non-Payment Event has occurred during the terms of the Guarantee and the Securities have been accelerated pursuant to Condition 11, the Securityholder may not receive a full payment of the principal amount of the Securities and accrued and unpaid Distributions, Arrears of Distribution and Additional Distribution Amounts, which have been accelerated, from the Guarantor if the Guarantor opts to make the payment in accordance with the original due date of such payment rather than making the full payment in one lump sum.

Thai guarantee law does not permit the Guarantor to waive or contract out of its rights to raise its own defences and defences of the Issuer against the Trustee and the Securityholders in connection with claims under the Securities and the Trust Deed. Therefore, the Guarantor is able to assert any defences it has and/or defences of the Issuer against the Trustee and the Securityholders during the enforcement process of the Guarantee, which may materially and adversely affect the recovery of any amount claimed under the Guarantee from the Guarantor.

Thai guarantee law does not allow parties to contract out of the right of recourse of the guarantor against the debtor for principal and interest discharged by the guarantor including for losses and damages suffered or incurred by the guarantor by reason of its guarantee upon making either full or partial payment under the underlying obligations. However, it is unclear from this provision of law as to whether the guarantor can agree to subordinate its rights to the holders of the relevant securities to which the guarantee relates in receiving payment from the debtor, which would effectively result in the guarantor only receiving payment from the debtor after all outstanding debts have fully been paid to such holders. There is currently no court decision or precedent as to how Thai courts will interpret and construe this Thai guarantee law provision. It is possible in the case of the Securities and the Guarantee that a Thai court could take the view that the Guarantor is able to take immediate recourse against the Issuer to the extent of any principal amount of the Securities, Distributions, Arrears of Distribution, Additional Distribution Amounts, premium or interest discharged by it (whether in full or in part) and for losses and damages suffered or incurred by it by reason of its Guarantee, even though the terms of the Guarantee provide otherwise. Any such action on the part of the Guarantor could result in a lower recovery for the Securityholders in the event of any enforcement action in relation to the Securities and the Guarantee.

Thai guarantee law mandatorily releases the Guarantor from its obligations under the Guarantee if the Trustee or the Securityholders have granted the Issuer an extension of time to perform its obligations without consent of the Guarantor. Any pre-consent by the Guarantor in any agreements to any an extension of time to perform the Issuer's obligations granted by the Trustee or the Securityholders is unenforceable.

In order to enforce the Guarantee against the Guarantor, the Trustee and the Securityholders have to strictly comply with the requirements and procedures provided under the Thai guarantee law, some of which are still not definitively established. Failure to do so could limit the amounts recoverable under the Guarantee

Thai guarantee law requires that a creditor must send a written notice to a guarantor within 60 days of the date of the debtor's default, failing which the creditor shall not have the right to any interest or compensation that accrues after such 60-day period. Furthermore, the creditor shall not have the right to demand payment from the guarantor before such written notice reaches the guarantor. Therefore, if the Trustee or Securityholders gives a notice of default to the Guarantor later than 60 days from the date of the default, the Trustee and the Securityholders will not have the right to claim from the Guarantor Distributions, Arrears of Distribution, Additional Distribution Amounts, premium, interest, costs, damages or expenses payable following such 60-day period. In addition, Thai guarantee law uses the term "**default**" which has not been definitely established particularly whether it would include both monetary and a non-monetary breach of an agreement by the debtor, without it being required to constitute a typical "**event of default**". The payment and non-payment defaults are much broader in nature than an event of default where usually a remedy period or grace period or a percentage voting requirement of creditors is accorded to. Therefore, it is easier for the Issuer to trigger monetary and non-monetary breaches of the Trust Deed and the Conditions than an occurrence of an Enforcement Event. If the Thai court takes the view that a default includes payment and non-payment default, and if the Trustee or Securityholders fails to give a notice of such default to the Guarantor within 60 days from the date of the default, the Trustee and the Securityholders will not be entitled to claim from the Guarantor Distributions, Arrears of Distribution, Additional Distribution Amounts, premium, interest, costs, damages or expenses payable following such 60-day period.

The Trustee and the Securityholders may not be able to recover any debt in excess of the Maximum Guaranteed Amount

In accordance with the Conditions and the Trust Deed, the Guarantor's obligations under the Guarantee will be limited to the Maximum Guaranteed Amount. Unpaid principal, Distributions, Arrears of Distribution, Additional Distribution Amounts, premium (if any) or interest on the Securities may end up being greater than the Maximum Guaranteed Amount and, as a result, the Trustee or Securityholders may not be able to recover amounts in excess of the Maximum Guaranteed Amount from the Guarantor.

For the avoidance of doubt, if any sums payable in respect of the Guarantee (including the principal amount of the Securities, any Distributions, any Arrears of Distribution and any Additional Distribution Amounts) (to the extent obligations are owed thereunder) have been paid by the Guarantor, the payment obligations of the Guarantor under the Guarantee and any Mandatory Acquisition Obligations shall be reduced to the extent of such amounts paid.

The obligations of the Guarantor under the Guarantee will be released and discharged upon the obligations of the Issuer under the Trust Deed and the Securities having been extinguished

Under Thai guarantee law, following the extinguishment of the obligations of the Issuer under the Trust Deed and the Securities by any cause whatsoever, the Guarantor will be released from its obligations under the Guarantee, regardless of whether the obligations of the Issuer may have subsequently revived or been reinstated for whatever reasons. Although there are no precedents in interpreting this provision of law, if all amounts payable by the Issuer under the Trust Deed and the Securities have been fully satisfied by the Issuer, but the Trustee and/or the Securityholders are subsequently ordered by any competent authority to return all or portion of such sum to the Issuer or its creditors for whatever reasons, it is likely that the Trustee and/or the Securityholders will no longer have any right of recourse against the Guarantor under the Guarantee for such returned amount because the obligations of the Guarantor under the Guarantee will have already been released and discharged when the obligations of the Issuer under the Trust Deed and the Securities have been fully satisfied. In such event, the rights of the Trustee and the Securityholders to recover in full any amounts claimed against the Guarantor under the Guarantee may be materially and adversely affected.

TERMS AND CONDITIONS OF THE SECURITIES

The following is the text of the Conditions of the Securities which (subject to modifications and except for the paragraphs in italics) will be endorsed on the Certificates issued in respect of the Securities:

The U.S.$300,000,000 Guaranteed Senior Perpetual Capital Securities (the "**Securities**" or "**Security**", as the case may be, which expression shall in these terms and conditions (the "**Conditions**"), unless the context otherwise requires, include any further securities issued pursuant to Condition 17 and forming a single series with the Securities) of Minor International Public Company Limited (the "**Issuer**") are constituted by a Trust Deed (as amended and/or supplemented from time to time, the "**Trust Deed**") dated 19 July 2021 made between the Issuer, Bangkok Bank Public Company Limited (the "**Guarantor**"), Singapore Branch, as the guarantor and The Bank of New York Mellon, London Branch (the "**Trustee**", which expression shall include any successor appointed from time to time under the Trust Deed) as trustee for the Securityholders. The appointment, retirement and removal of the Trustee shall be in accordance with the terms prescribed in the Trust Deed.

The statements in these Conditions include summaries of, and are subject to, the detailed provisions of and definitions in the Trust Deed. For so long as any Security remains outstanding, copies of the Trust Deed and the Agency Agreement (as amended and/or supplemented from time to time, the "**Agency Agreement**") dated 19 July 2021 made between the Issuer, the Guarantor, the Registrar, the Trustee and other Agents named in it, are available for inspection by the Securityholders upon prior written request and proof of holding and identity to the satisfaction of the Trustee or, as the case may be, the Principal Paying Agent, at all reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m.) at the principal office of the Trustee (being at the Issue Date at One Canada Square, London E14 5AL, United Kingdom) and at the specified office of the Principal Paying Agent. The Securityholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and the Agency Agreement applicable to them. The Securityholders are deemed to have accepted the appointment of the Trustee.

*The owners shown in the records of Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**") of book-entry interests in Securities are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and the Agency Agreement applicable to them.*

1 Form, Principal Amount and Title

1.1 Form and principal amount

The Securities are issued in registered form and available and transferable in minimum amounts of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof (referred to as the "**principal amount**" of a Security). A certificate (each a "**Certificate**") will be issued to each Securityholder in respect of its registered holding of Securities. Each Certificate will be numbered serially with an identifying number which will be recorded on the relevant Certificate and in the register of Securityholders (the "**Register**") which the Issuer will procure to be kept by the Registrar.

1.2 Title

The person in whose name a Security is registered in the Register will (except as otherwise required by law) be treated as the absolute owner of that Security for all purposes (whether or not such Security shall be overdue and notwithstanding any notice of ownership thereof or of trust or other interest with regard thereto, any notice of loss or theft thereof or any writing thereon), and the Issuer, the Guarantor, the Trustee and the Agents shall not be affected by any notice to the contrary. In these Conditions, "**Securityholder**" and (in relation to any Security) "**holder**" mean the person who is for the time being a holder of any outstanding Securities (being a person whose name is entered in the Register as the holder thereof and, in the case of joint holders, the first named thereof).

2 Transfers of Securities and Delivery of New Certificates

2.1 Transfers

Subject to Conditions 2.4 and 2.5 and the Agency Agreement and except as otherwise required by applicable law, a Security may be transferred by depositing the Certificate issued in respect of that Security, with the form of transfer on the back duly completed and signed, at the specified office of the Registrar or the Transfer Agent together with such evidence as the Registrar or the Transfer Agent may require to prove the title of the transferor and the authority of the individual who has executed the form of transfer, without service charge and subject to payment of any taxes, duties and other governmental charges in respect of such transfer. In the case of a transfer of part only of a holding of Securities represented by one Certificate, a new Certificate will be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred will be issued to the transferor.

*For a description of certain restrictions on transfers of interests in the Securities, see "**Subscription and Sale.**"*

2.2 Delivery of new Certificates

Each new Certificate to be issued upon transfer of Securities will, within five Business Days of receipt by the Registrar or the Transfer Agent of the duly completed form of transfer endorsed on the relevant Certificate, be mailed by uninsured mail at the risk of the holder entitled to the Security to the address specified in the form of transfer. For the purposes of this Condition 2.2, "**Business Day**" shall mean a day, other than a Saturday, Sunday or public holiday on which banks are open for business in the city in which the specified office of the Registrar or the Transfer Agent with whom a Certificate is deposited in connection with a transfer is located.

*Except in the limited circumstances described herein (see "**The Global Certificates – Registration of title**"), owners of interests in the Securities will not be entitled to receive physical delivery of Certificates. Issues of Certificates upon transfer of Securities are subject to compliance by the transferor and transferee with the certification procedures described above and in the Agency Agreement.*

Where some but not all of the Securities in respect of which a Certificate is issued are to be transferred, a new Certificate in respect of the Securities not so transferred will, within five Business Days of receipt by the Registrar or the Transfer Agent of the original Certificate, be mailed by uninsured mail at the risk of the holder of the Securities not so transferred to the address of such holder appearing on the Register or as specified in the form of transfer.

2.3 Formalities free of charge

Registration of transfer of Securities will be effected without charge to the relevant Securityholder subject to (a) the person making such application for transfer paying or procuring the payment of any taxes, duties and other governmental charges in connection therewith, (b) the Registrar being satisfied with the documents of title and/or identity of the person making the application and (c) such regulations concerning the transfer of the Securities.

2.4 Closed periods

No Securityholder may require the transfer of a Security to be registered during the period of 15 days ending (and including) on the due date for any payment of principal, premium or interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) on that Security.

2.5 Regulations

All transfers of Securities and entries on the Register will be made subject to the detailed regulations concerning transfer of Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Guarantor, the Registrar and the Trustee, and may be changed by the Registrar with the prior written approval of the Trustee. A copy of the current regulations will be made available (free of charge to the Securityholder and at the Issuer's expense) by the Registrar to any Securityholder upon written request and proof of holding and identity satisfactory to the Registrar and is available at the specified office of the Transfer Agent following prior written request and proof of holding and identity satisfactory to the Transfer Agent.

3 Status

3.1 Status of the Securities

The Securities constitute direct, unsubordinated, unconditional and unsecured obligations of the Issuer and rank and will rank *pari passu*, without any preference among themselves, with all other outstanding unsecured and senior obligations of the Issuer, present and future, save for such obligations as may be preferred by provisions of applicable law.

3.2 No voting right

The Securities do not confer any voting rights on Securityholders with respect to the Issuer's Common Shares or any other class of share capital of the Issuer.

4 Guarantee

Pursuant to the guarantee set out in the Trust Deed (the "**Guarantee**"), the Guarantor has given for the benefit of the Securityholders an unconditional and irrevocable guarantee (subject to the Maximum Guaranteed Amount) for the due and punctual payment of the principal amount, premium, Distributions, Arrears of Distribution (including any Additional Distribution Amounts) and Additional Amounts in respect of or on the Securities and of any other amounts payable by the Issuer under the Securities and/or these Conditions. The Guarantee constitutes a direct, unsubordinated and unconditional obligation of the Guarantor which will be unsecured and will rank *pari passu* with all other present and future unsecured and senior obligations of the Guarantor (save for such as may be preferred by mandatory provisions of applicable law). The Guarantee will remain in full effect until the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations hereunder and the Trust Deed (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation), the day immediately following the First Reset Date and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under these Conditions, the day immediately following the Securityholder Notice Deadline.

"**Maximum Guaranteed Amount**" means the aggregate amounts payable from time to time by the Issuer in respect of the Securities as and when such amounts shall become due in accordance with these Conditions (which shall include (a) any principal amount, premium, Distributions, Arrears of Distribution (including any Additional Distribution Amounts), (b) Additional Amounts in respect of, or on, the Securities, and (c) other amounts payable by the Issuer under the Securities and/or these Conditions), which amount shall be no more than 115 per cent. of the principal amount of the Securities outstanding as of the Issue Date, being U.S.$345,000,000.

For the avoidance of doubt, if any sums payable in respect of the Guarantee (including any principal amount, premium, Distributions, Arrears of Distribution (including Additional Distribution Amounts) and any Additional Amounts) (to the extent obligations are owed thereunder) have been paid by the Guarantor, the amount of the payment obligations of the Guarantor under the Guarantee and any Mandatory Acquisition Obligation shall be reduced to the extent of such amounts paid by the Guarantor (such remaining amount, the "**Outstanding Payment Obligation Amount**").

5 Distributions

5.1 Distribution Rate and Distribution Payment Dates

The Securities bear interest ("**Distributions**") on their outstanding principal amount from and including the Issue Date at the applicable Distribution Rate and will be payable, subject to Condition 5.6, semi-annually in arrear on 19 January and 19 July in each year (each a "**Distribution Payment Date**") with the first Distribution Payment Date being 19 January 2022.

The rate of interest payable from time to time in respect of the Securities (the "**Distribution Rate**") will be:

(a) in respect of the period from and including the Issue Date to but excluding 19 July 2026 (the "**First Reset Date**"), 2.70 per cent. per annum; and

(b) from and including each Reset Date (including the First Reset Date) to but excluding the immediately following Reset Date, at the relevant Reset Distribution Rate determined by the Calculation Agent on the relevant Reset Determination Date and notified to the Securityholders in accordance with Condition 14 and to the Principal Paying Agent and the Issuer.

5.2 Distribution accrual

Each Security will cease to bear Distributions from and including its due date for redemption unless, upon due presentation, payment of the principal in respect of the Security is improperly withheld or refused or unless default is otherwise made in respect of payment, in which event Distributions will continue to accrue as provided in the Trust Deed.

5.3 Calculation of broken Distributions

Distributions will be calculated on the basis of a 360-day year comprised of twelve 30-day months. When a Distribution is required to be calculated in respect of a period of less than a full six months, it will be calculated on the basis of a 360-day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed.

5.4 Determination of Distribution Rate or Reset Distribution Rate

The Issuer shall, or shall procure an independent adviser or agent to, if the Calculation Agent defaults at any time in its obligation to determine the Reset Distribution Rate, determine the Distribution Rate in accordance with this Condition 5 or, if such determination is not possible or practicable in accordance with this Condition 5, at such rate as, in its absolute discretion (acting in good faith and in a commercially reasonable manner and having regard to the procedure described in this Condition 5), it shall deem fair and reasonable in all the circumstances.

5.5 Notifications, etc. to be final

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 5 by the Calculation Agent, will (in the absence of gross negligence, wilful default or manifest error) be binding on the Issuer, the Guarantor, the Trustee, the other Agents and all Securityholders and no liability to the Issuer, the Guarantor, the Trustee, the other Agents or the Securityholders shall attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions under this Condition 5.

5.6 Distribution deferral

(a) Unless a Compulsory Distribution Payment Event has occurred, the Issuer may, at its sole and absolute discretion, elect to defer, in whole or in part, payment of any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice to the Securityholders in accordance with Condition 14, and to the Guarantor, the Trustee, the Principal Paying Agent and the Registrar, not more than 10 nor less than seven Business Days prior to a scheduled Distribution Payment Date (an "**Optional Deferral Event**").

Such notice to the Trustee shall be accompanied by a certificate signed by two Authorised Signatories of the Issuer confirming that no Compulsory Distribution Payment Event has occurred. The Trustee shall be entitled to accept such certificate as sufficient evidence of the occurrence of an Optional Deferral Event, and to accept the same without verification or investigation, in which event it shall be conclusive and binding on the Securityholders.

A "**Compulsory Distribution Payment Event**" will occur if, during the six-month period ending on the day before the relevant scheduled Distribution Payment Date, either or both of the following has occurred:

(i) any discretionary dividends, discretionary distributions (whether in cash or otherwise) or other discretionary payments have been declared, paid or made on any of the Issuer's Junior Securities or Parity Securities (except, in relation to Parity Securities, where such dividend, distribution or other payment is made on a pro rata basis with payment on the Securities); or

(ii) the Issuer has in its discretion redeemed, reduced, cancelled, bought-back or acquired for any consideration any of its Junior Securities or its Parity Securities (except, in relation to Parity Securities, where such redemption, reduction, cancellation or buy-back is made on a pro rata basis with a pro rata purchase by the Issuer of the Securities).

Any partial payment of any Distribution by the Issuer shall be shared by the Securityholders of all Securities then outstanding on a pro rata basis.

Any amount of Distribution validly deferred pursuant to the terms of the Securities will constitute "**Arrears of Distribution**". Each amount of Arrears of Distribution will bear interest from and including the date which is a Distribution Payment Date falling twelve (12) months from the date on which it was first deferred and will bear interest as if it constituted the principal of the Securities at the prevailing Distribution Rate (the amount of such interest being an "**Additional Distribution Amount**"). The Additional Distribution Amount accrued up to any Distribution Payment Date will be added for the purpose of calculating the Additional Distribution Amount accruing thereafter to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

If the Calculation Agent is unable to calculate any Additional Distribution Amount pursuant to this provision, it may refrain from doing so until it receives instructions to its satisfaction from the Issuer, as to the methodology, failing which the Issuer shall procure an independent adviser or other agent to determine the Additional Distribution Amount, in accordance with this provision and applicable Thai laws relating to calculation of compound interest.

(b) The Issuer may, at its sole discretion, elect to further defer any Arrears of Distribution and Additional Distribution Amounts by complying with the foregoing notice requirement applicable to any deferral of Distributions. The Issuer is not subject to any limit as to the number of times Distributions and Arrears of Distribution can be deferred pursuant to the provisions of this Condition 5.6.

(c) The Issuer:

(i) may pay any Arrears of Distribution (in whole or in part and including any Additional Distribution Amounts) at any time by giving notice of such election to the Securityholders in accordance with Condition 14, and to the Guarantor, the Trustee, the Principal Paying Agent and the Registrar, not more than 10 nor less than seven Business Days prior to the relevant payment date specified in such notice (which notice is irrevocable and shall oblige the Issuer to pay the relevant Arrears of Distribution on the payment date specified in such notice); and

(ii) in any event, must pay any outstanding Arrears of Distribution (in whole but not in part and including any Additional Distribution Amounts) on the earliest to occur of:

(A) the next Distribution Payment Date immediately following a breach by the Issuer of Condition 5.6(d);

(B) the date on which the Securities are to be redeemed;

(C) the date of any variation of the Securities pursuant to Condition 8; and

(D) the Winding-Up of the Issuer.

Any partial payment of outstanding Arrears of Distribution and Additional Distribution Amounts by the Issuer shall be shared by the Securityholders of all Securities then outstanding on a pro rata basis.

(d) If an Optional Deferral Event has occurred, the Issuer will not:

(i) declare, pay or make any discretionary dividends, discretionary distributions (whether in cash or otherwise) or other discretionary payments on, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is declared, paid or made on any of its Junior Securities or its Parity Securities (except, in relation to the Parity Securities of the Issuer, where such dividend, distribution or other payment is made on a pro rata basis with payment on the Securities); or

(ii) redeem, reduce, cancel, buy-back or acquire for any consideration any of its Junior Securities or its Parity Securities in its discretion (except, in relation to Parity Securities, where such redemption, reduction, cancellation or buy-back is made on a pro rata basis with a pro rata purchase by the Issuer of Securities),

in each case, unless and until the Issuer (A) has satisfied in full all outstanding Arrears of Distribution and any Additional Distribution Amounts or (B) is permitted to do so by an Extraordinary Resolution of the Securityholders.

(e) Notwithstanding any other provision in these Conditions, the Trust Deed or the Agency Agreement, the deferral of payment of any Distributions, Arrears of Distribution and Additional Distribution Amounts in compliance with this Condition 5.6 shall not constitute a default for any purposes (including, without limitation, pursuant to Condition 11). For the avoidance of doubt, nothing in this Condition 5.6 shall restrict the ability of any Subsidiary of the Issuer to declare and pay dividends, advance loans or otherwise make payments to the Issuer.

5.7 Trustee under no duty

The Trustee shall not be under any duty to (and will not be responsible for any loss arising from any failure by it to) monitor whether the Issuer may defer Distributions in accordance with these Conditions, whether the Issuer has complied with these Conditions and, unless it has received a notice in writing from the Issuer or the Securityholders (in accordance with the Trust Deed and Condition 14 as applicable) to the contrary, the Trustee may assume that the Issuer has complied with the provisions mentioned above. The Trustee shall not be under any duty to monitor or make any calculation (or verification thereof) in connection with the Additional Distribution Amount and shall not be responsible to Securityholders for any loss arising from any failure by it to do so.

6 Payments

6.1 Payments in respect of Securities

Payment of principal and Distributions will be made in U.S. dollars by transfer to the registered account of the Securityholders. Payments of principal and premium (if any) and payments of Distributions due otherwise than on a Distribution Payment Date will only be made against surrender of the relevant Certificate at the specified office of any of the Agents (other than the Calculation Agent). Distributions on Securities due on a Distribution Payment Date will be paid to the holder shown on the Register at the close of business on the date (the "**record date**") being the fifteenth day before the relevant Distribution Payment Date.

For the purposes of this Condition 6, a Securityholder's "**registered account**" means the U.S. dollar account maintained by or on behalf of it with a bank that processes payments in U.S. dollars, details of which appear on the Register at the close of business, in the case of

principal and premium (if any) and interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) due otherwise than on a Distribution Payment Date, on the second Payment Business Day before the due date for payment and, in the case of interest due on a Distribution Payment Date, on the relevant record date.

6.2 Payments subject to applicable laws

Payments in respect of principal, premium (if any) and interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) on Securities are subject in all cases to: (i) any fiscal or other laws and regulations applicable in the place of payment, but without prejudice to the provisions of Condition 9; and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, or (without prejudice to the provisions of Condition 9) any law implementing an intergovernmental approach thereto.

6.3 No commissions

No commissions or expenses shall be charged to the Securityholders in respect of any payments made in accordance with this Condition 6.

6.4 Payment on Payment Business Days

Where payment is to be made by transfer to a registered account, payment instructions (for value the due date or, if that is not a Payment Business Day, for value the first following day which is a Payment Business Day) will be initiated on the Payment Business Day preceding the due date for payment or, in the case of a payment of principal and premium (if any) or a payment of interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) due otherwise than on a Distribution Payment Date, if later, on the Payment Business Day on which the relevant Certificate is surrendered at the specified office of an Agent.

Securityholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a Payment Business Day, if the Securityholder is late in surrendering its Certificate (if required to do so).

"**Payment Business Day**" means a day (other than a Saturday, a Sunday or a public holiday) on which commercial banks are open for business in Bangkok, Singapore, London, New York City and, in the case of presentation of a Certificate, in the place in which the Certificate is presented.

6.5 Partial payments

If the amount of principal, premium (if any) or interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) which is due on the Securities is not paid in full, the Registrar will annotate the Register with a record of the amount of principal, premium (if any) or interest in fact paid.

6.6 Agents

The Issuer and the Guarantor reserve the right, subject to the prior written approval of the Trustee, at any time to vary or terminate the appointment of any Agent and to appoint additional or other Agents, provided that there will at all times be:

(a) a Principal Paying Agent;

(b) so long as the Securities are listed by the Issuer on the Singapore Stock Exchange and the rules of the Singapore Stock Exchange so require, a paying agent in Singapore in the event that definitive Certificates are issued, and, in the event that the Global Certificate is exchanged for definitive Certificates, the Issuer will give notice of all material information with regard to the delivery of the Securities in definitive form (including details of the paying agent in Singapore); and

(c) a Registrar, a Transfer Agent and a Calculation Agent.

Notice of any termination or appointment and of any changes in specified offices given to the Securityholders promptly by the Issuer in accordance with Condition 14.

7 Redemption, Purchase and Mandatory Acquisition

7.1 No fixed redemption date

The Securities are perpetual securities and have no fixed redemption date.

7.2 Redemption at the option of the Issuer

The Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities on or at any time after the First Call Date, at the Redemption Price.

7.3 Redemption on the occurrence of a Tax Deductibility Event

(a) If a Tax Deductibility Event has occurred and is continuing, the Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities: (a) at any time prior to the First Call Date, at the Special Redemption Price; or (b) on or at any time after the First Call Date, at the Redemption Price.

A "**Tax Deductibility Event**" will occur if, as a result of any change in, expiration of or amendment to, the tax laws of the Relevant Jurisdiction or any regulations or rulings, or any change in the official application or interpretation of, or any execution of or amendment to, any treaty or treaties affecting taxation to which the Relevant Jurisdiction is a party, which change, expiration, amendment or treaty becomes effective on or after 12 July 2021 (a "**Change in Law**"), amounts (including Distributions, Arrears of Distribution and Additional Distribution Amounts) payable by the Issuer in respect of the Securities are no longer or will no longer be fully deductible by the Issuer for corporate income tax purposes in the Relevant Jurisdiction.

(b) No notice of redemption may be given pursuant to this Condition 7.3 earlier than 90 days prior to the earliest day on which amounts payable by the Issuer in respect of the Securities would no longer be fully deductible by the Issuer for corporate income tax purposes in the Relevant Jurisdiction. Prior to any such notice of redemption, the Issuer will deliver or procure that there is delivered to the Trustee:

(i) a certificate signed by two Authorised Signatories of the Issuer stating that the Issuer is entitled to effect such redemption and setting out a statement of facts showing that a Tax Deductibility Event has occurred; and

(ii) an opinion of an independent legal or tax adviser of recognised standing to the effect that a Tax Deductibility Event has occurred,

and the Trustee shall be entitled to (but shall not be obliged to) accept and rely upon the above certificate and opinion without further investigation or query and without liability to the Securityholders or any other person, as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Securityholders.

7.4 Redemption on the occurrence of a Withholding Tax Event

(a) If at any time a Withholding Tax Event has occurred and is continuing, the Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities at the Redemption Price.

A "**Withholding Tax Event**" will occur if, as a result of any Change in Law, the Issuer has or will become obliged to pay Additional Amounts with respect to the Securities in excess of the level of Additional Amounts which would have been applicable to a payment with respect to the Securities on 12 July 2021 and such obligation cannot be avoided by the Issuer taking reasonable measures available to it. For the avoidance of doubt, a change of jurisdiction or domicile of the Issuer shall not be considered a reasonable measure for these purposes.

(b) No notice of redemption may be given pursuant to this Condition 7.4 earlier than 90 days prior to the earliest day on which the Issuer would be for the first time obliged to pay the relevant excess Additional Amounts on payments due in respect of the Securities. Prior to any such notice of redemption, the Issuer will deliver or procure that there is delivered to the Trustee:

(i) a certificate signed by two Authorised Signatories of the Issuer stating that the Issuer is entitled to effect such redemption and setting out a statement of facts showing that a Withholding Tax Event has occurred and that the obligation to pay the relevant excess Additional Amounts cannot be avoided by the Issuer taking reasonable measures available to it; and

(ii) an opinion of an independent legal or tax adviser of recognised standing to the effect that the Issuer has or will become obliged to pay the relevant excess Additional Amounts as a result of a Withholding Tax Event,

and the Trustee shall be entitled to accept the above certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Securityholders. The Trustee shall be protected and shall have no liability to any Securityholder or any other person for so accepting and relying on any such certificate and opinion.

7.5 Redemption on the occurrence of an Accounting Event

If an Accounting Event has occurred and is continuing, the Issuer may, having first given the Required Notice (along with a notice signed by two Authorised Signatories of the Issuer that such Accounting Event has occurred and is continuing), redeem all (but not some only) of the Securities: (a) at any time prior to the First Call Date, at the Special Redemption Price; or (b) on or at any time after the First Call Date, at the Redemption Price.

An "**Accounting Event**" will occur if, as a result of any changes or amendments to, or change in the interpretation of, relevant accounting standards, the Securities must not or must no longer be recorded as "**equity**" in the Issuer's financial statements pursuant to those relevant accounting standards.

7.6 Redemption on the occurrence of a Change of Control Event

(a) At any time on or after the First Reset Date, if a Change of Control Event has occurred and is continuing, the Issuer may, having first given the Required Notice (along with a notice signed by two Authorised Signatories of the Issuer that such Change of Control Event has occurred and is continuing), redeem all (but not some only) of the Securities at the Redemption Price.

(b) If the Issuer elects not to redeem the Securities within 60 days following the occurrence of a Change of Control Event in accordance with Condition 7.6(a), then the applicable Distribution Rate will increase by 2.00 per cent. per annum with effect from the next following Distribution Payment Date (or, if the relevant Change of Control Event occurs on or after the date that is five Business Days prior to the next Distribution Payment Date, the next following Distribution Payment Date). Notice of such increase of the Distribution Rate will be provided by the Issuer to the Securityholders in accordance with Condition 14 and to the Guarantor, the Principal Paying Agent and the Trustee within three Business Days of the occurrence of such event.

A "**Change of Control Event**" will occur if either (i) the Permitted Holders are collectively, directly or indirectly, the beneficial owners (as such term is used in Rule 13d-3 of the Exchange Act) of less than 25.0 per cent. of the total voting power of the voting stock of the Issuer or (ii) any "**person**" or "**group**" (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) is or becomes the "**beneficial owner,**" directly or indirectly, of total voting power of the voting stock of the Issuer greater than such total voting power held beneficially by the Permitted Holders.

"**Permitted Holders**" means William Ellwood Heinecke, Minor Holding (Thai) Limited, Kathleen Ann Heinecke, Heinecke Foundation, Zall Holdings Limited and Minor BKH Limited.

So long as the Securities are represented by the Global Certificate, a right of a Securityholder to redemption of the Securities following the occurrence of a Change of Control Event will be effected in accordance with the rules of the relevant clearing systems.

7.7 Purchases

Subject to the applicable laws and regulations, the Issuer or any of its Subsidiaries may at any time purchase Securities in any manner and at any price.

7.8 Redemption in the case of minimal outstanding amounts

In the event that the Issuer or any of its Subsidiaries has repurchased (and effected corresponding cancellations of) 75 per cent. or more of the principal amount of the Securities initially issued (which will include for these purposes any further securities issued that are consolidated and form a single series with the Securities in accordance with Condition 17), the Issuer may, having first given the Required Notice, redeem all (but not some only) of the Securities at the Redemption Price.

7.9 Cancellations

All Securities which are (a) redeemed or (b) purchased by or on behalf of the Issuer or any of its Subsidiaries will forthwith be cancelled, and accordingly may not be reissued or resold.

7.10 Notices final

Upon the expiry of any notice as is referred to in Condition 7.2, 7.3, 7.4, 7.5, 7.6 or 7.8 the Issuer will be bound to redeem the Securities to which the notice refers in accordance with the terms of such paragraph.

7.11 Mandatory acquisition

The Guarantor will acquire from each Securityholder, upon the occurrence of a Mandatory Acquisition Event during the period commencing on the Issue Date and in the case of:

(a) a Bankruptcy Event, ending 30 days prior to the First Reset Date; and

(b) a Non-Call Event, ending on the First Reset Date,

in each case as described in Condition 7.12, the Securities held by such Securityholder (in whole but not in part) at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date), in accordance with the terms of this Condition 7 (the "**Mandatory Acquisition Obligations**"). The Mandatory Acquisition Obligations of the Guarantor pursuant to this Condition 7.11 shall constitute direct, unsubordinated and unconditional obligations of the Guarantor which will be unsecured and will rank *pari passu* with all other present and future unsecured and senior obligations of the Guarantor (save for such as may be preferred by the mandatory provisions of applicable law).

The Mandatory Acquisition Obligations are not cumulative, and upon a Mandatory Acquisition Obligation being triggered and properly exercised by the Guarantor, the other Mandatory Acquisition Obligation shall terminate.

All Mandatory Acquisition Obligations of the Guarantor shall terminate upon the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Trust Deed (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation), the day immediately following the First Reset Date, and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under Condition 7.13, the day immediately following the Securityholder Notice Deadline.

"**Mandatory Acquisition Event**" means either a Bankruptcy Event or a Non-Call Event.

7.12 (a) Bankruptcy Event

If a Bankruptcy Event occurs at any time from the Issue Date to 30 days prior to the First Reset Date, to the extent permitted by applicable law, the Guarantor shall purchase on the Bankruptcy Date all, but not less than all, of the Securities held by all of the Securityholders at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date).

If a Bankruptcy Event occurs during such period, the Issuer shall immediately, and in any event within three Business Days of such occurrence, deliver a written notice of such occurrence to the Guarantor, the Securityholders and the Trustee, together with any documents evidencing such occurrence.

"**Bankruptcy Date**" means the date that is the earlier of the date that is (i) 10 Business Days after the Guarantor receives from the Issuer a written notice that a Bankruptcy

Event has occurred, and (ii) 14 Business Days after the occurrence of the Bankruptcy Event has been (A) published in the royal gazette or the local press or is otherwise made public or (B) disclosed to the Stock Exchange of Thailand or (C) registered with the Department of Business Development, Ministry of Commerce (whichever is earlier).

"**Bankruptcy Event**" means adjudication by a court of competent jurisdiction or a resolution declaring that the Issuer is subject to (i) winding-up or liquidation in accordance with the Public Limited Company Act B.E. 2535 (as amended) or (ii) any foreign law proceedings having the same effect as those described under (i).

(b) Non-Call Event

If the Issuer does not elect to redeem the Securities on or prior to the First Reset Date as provided for in Condition 7.2 (a "**Non-Call Event**"), to the extent permitted by law, the Guarantor shall purchase on the First Reset Date (such date, the "**Non-Call Date**") all, but not less than all, of the Securities held by all of the Securityholders at the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of on the Mandatory Acquisition Date).

"**Mandatory Acquisition Date**" means the Bankruptcy Date or the Non-Call Date, as applicable.

Upon the occurrence of a Non-Call Event, the Issuer shall immediately, and in any event within three Business Days of such occurrence, deliver a written notice of such occurrence to the Guarantor, the Securityholders and the Trustee.

7.13 Purchase following a Mandatory Acquisition Event; Guarantor as transferee

In connection with a Mandatory Acquisition Event, each Securityholder shall deliver a written notice to the Guarantor, as soon as reasonably practicable, and in any event by not less than five days prior to the relevant Mandatory Acquisition Date (the "**Securityholder Notice Deadline**"), that specifies (a) the name of such Securityholder, (b) the Mandatory Acquisition Date, (c) the principal amount of the Securities to be purchased by the Guarantor, (d) the ISIN and Common Code or other identifying numbers of the Securities held by it, (e) the Condition of the Securities under which the Mandatory Acquisition Obligation has become triggered, (f) the cash account and securities account details for settlement and (g) the contact telephone and facsimile numbers of such Securityholder. If any Securityholder fails to deliver such written notice at or prior to the Securityholder Notice Deadline, all payment obligations under the Guarantee and all Mandatory Acquisition Obligations of the Guarantor with respect to any Securities held by such Securityholder shall terminate.

Any notices to be given to the Guarantor under this Condition 7 shall be copied to appropriate parties, including the Trustee, the Principal Paying Agent or the clearing systems, as the case may be. In the event that a Mandatory Acquisition Obligation is triggered, each Securityholder shall also authorise the clearing systems to block its position in the Securities held by such Securityholder and notify the Trustee and Principal Paying Agent of such exercise.

Payment by the Guarantor of the Redemption Price (subject to a maximum amount equal to the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date) will be in U.S. dollars and will be made simultaneously with delivery of the Securities into the designated securities account of the Guarantor.

The acquisition of Securities from a Securityholder by the Guarantor in connection with a Mandatory Acquisition Event shall be invalid if not accompanied by the definitive Certificate (other than the Global Certificate) that represents the Securities. In such case, the Guarantor shall not be required to purchase those Securities and any Mandatory Acquisition Obligations with respect to such Securities shall terminate.

Notwithstanding the foregoing, for so long as the Securities are held in global form through the clearing systems, the exercise of any Mandatory Acquisition Obligation will be effected in accordance with the rules of the relevant clearing systems. None of the Trustee or the Agents shall be responsible for ensuring the delivery of the Securities or any payment as set out in this Condition 7.13 has been duly completed while the Securities are in global form.

Upon the purchase of Securities in accordance with this Condition 7.13, the Guarantor, as transferee of such Securities, will be entitled to any and all rights of a Securityholder with respect to the Securities so acquired.

For the avoidance of doubt, to the extent that all sums payable in respect of the Guarantee up to the Maximum Guaranteed Amount (including any principal amount, premium, Distributions, Arrears of Distribution (including any Additional Distribution Amounts) and any Additional Amounts) (to the extent obligations are owed thereunder) have been paid in full (and not in part) by the Guarantor, the Mandatory Acquisition Obligations shall terminate.

Notwithstanding any other provision in these Conditions, the obligations of the Guarantor with respect to payments to be made as a result of a Mandatory Acquisition Event shall not exceed the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date.

8 Variation

The Issuer may (without any requirement for the consent or approval of the Securityholders or the Guarantor) at any time on giving not less than 30 nor more than 60 days' notice to the Securityholders in accordance with Condition 14 and to the Guarantor, the Trustee, the Principal Paying Agent and the Registrar, vary the terms of the Securities with the effect that they remain or become (as the case may be) Qualifying Securities if, prior to giving such notice, a Tax Deductibility Event, Withholding Tax Event or Accounting Event has occurred and is continuing.

The Trustee shall be obliged to agree with the Issuer in the variation of the terms of the Securities so that they remain or become Qualifying Securities, provided that the Trustee shall not be obliged to participate in, or assist with, any such variation if the terms of the proposed Securities as so varied or the participation in or assistance with such variation would impose, in the Trustee's opinion, more onerous obligations upon it and provided that the Issuer has paid the Trustee's fees, costs and expenses in connection with the variation.

The Issuer shall deliver a certificate signed by two Authorised Signatories of the Issuer and an opinion of counsel confirming that such variation is required so that the Securities remain or become Qualifying Securities and the Trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the requirement for the occurrence of such variation and that such securities remain or become Qualifying Securities in which event it shall be conclusive and binding on the Securityholders.

In connection with any variation in accordance with this Condition 8, the Issuer shall comply with the rules of any stock exchange on which the Securities are for the time being listed or admitted to trading.

Any such variation in accordance with the foregoing provisions shall not be permitted if any such variation would itself give rise to a Tax Deductibility Event, Withholding Tax Event or Accounting Event with respect to the Securities.

Any such variation shall be binding on the Securityholders and, unless the Trustee agrees otherwise, any such variation shall be notified by the Issuer to the Securityholders in accordance with Condition 14 as soon as practicable thereafter.

9 Taxation

9.1 Payment without withholding

All payments in respect of the Securities, the Guarantee and the Mandatory Acquisition Obligations by or on behalf of the Issuer and the Guarantor, as the case may be, shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed or levied by or on behalf of the Relevant Jurisdiction, unless the withholding or deduction of the Taxes is required by law. In the event that such withholding or deduction is required by law, the Issuer or the Guarantor, as the case may be, will pay such additional amounts ("**Additional Amounts**") as may be necessary in order that the net amounts received by the Securityholders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Securities in the absence of the withholding or deduction; except that no Additional Amounts shall be payable in relation to any payment in respect of any Security:

(a) presented for payment by or on behalf of a holder who is liable to the Taxes in respect of the Security by reason of his having some connection with the Relevant Jurisdiction (including being a citizen, resident or national of, or carrying on a business or maintaining a permanent establishment in, or being physically present in the Relevant Jurisdiction) other than the mere holding of the Security or receipt of the principal, premium (if any) or interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) in respect thereof;

(b) presented for payment by or on behalf of a holder who failed to (i) provide information concerning the holder's nationality, residence, identity or connection with the Relevant Jurisdiction or (ii) make any declaration or other similar claim or satisfy any information or reporting requirement, in the case of either (i) or (ii), after the Issuer, the Guarantor or the relevant tax authority requested such holder to do so;

(c) presented for payment by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting the relevant Security to another paying agent; or

(d) presented for payment more than 30 days after the Relevant Date, except to the extent that a holder would have been entitled to Additional Amounts on presenting the same for payment on the last day of the period of 30 days assuming (whether or not such is in fact the case) that day to have been a Payment Business Day.

For the avoidance of doubt, neither the Trustee nor any Agent shall be responsible for paying any Taxes, withholding or other payment referred to in this Condition 9 or otherwise in connection with the Securities, the Guarantee or the Mandatory Acquisition Obligations or for determining whether such amounts are payable or the amount thereof, and none of them shall be responsible or liable for any failure by the Issuer, any Securityholder or any other person to pay such Taxes, withholding or other payment or be responsible to provide any notice or information in relation to the Securities, the Guarantee or the Mandatory

Acquisition Obligations in connection with payment of such Taxes, withholding or other payment imposed by or in any jurisdiction, including without limitation any notice or information that would permit, enable or facilitate the payment of any principal, premium (if any), interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) or other amount under or in respect of the Securities, the Guarantee, the Mandatory Acquisition Obligations without deduction or withholding for or on account of any Taxes, withholding or other payment imposed by or in any jurisdiction.

9.2 Interpretation

In these Conditions:

(a) "**Relevant Date**" means the date on which the payment first becomes due but, if the full amount of the money payable has not been received by an Agent or the Trustee on or before the due date, it means the date on which, the full amount of the money having been so received, notice to that effect has been duly given to the Securityholders by the Issuer in accordance with Condition 14; and

(b) "**Relevant Jurisdiction**" means the Kingdom of Thailand or any political subdivision or any authority thereof or therein having power to tax or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which the Issuer or the Guarantor, as the case may be, becomes subject in respect of payments made by it of principal and interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) on the Securities.

9.3 Additional Amounts

Any reference in these Conditions to any amounts in respect of the Securities shall be deemed also to refer to any Additional Amounts which may be payable under this Condition 9 or under any undertakings given in addition to, or in substitution for, this Condition 9 pursuant to the Trust Deed.

10 Prescription

Claims in respect of principal, premium (if any) and interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) will become prescribed unless made within 10 years (in the case of principal and premium (if any)) and five years (in the case of interest) from the Relevant Date (as defined in Condition 9.2(a)).

11 Non-Payment Event

The Trustee at its discretion may, and if so requested in writing by the holders of at least one-fifth in aggregate principal amount of the Securities then outstanding or if so directed by an Extraordinary Resolution of the Securityholders shall (subject in each case to being pre-funded and/or secured and/or indemnified to its satisfaction), give notice to the Issuer and the Guarantor that the Securities are, and they shall accordingly forthwith become, immediately due and repayable at the Redemption Price:

(a) if default is made in the payment of any principal, premium (if any) or interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) due in respect of the Securities or any of them, except where such default is caused by a delay in the transmission system of payment and the Issuer has fully paid such amount within three Business Days from the original due date thereof (a "**Non-Payment Event**"); or

(b) on a Winding-Up of the Issuer (a "**Winding-Up Event**"),

upon which the Trustee may, subject to the provisions of Condition 12, (i) in respect of a Non-Payment Event, (x) institute any legal proceedings against the Issuer and/or (y) prove the Securityholders' claims in any legal proceedings against the Issuer and/or (ii) in respect of a Winding-Up Event, prove the Securityholders' claims in proceedings for the Winding-Up of the Issuer.

12 Enforcement

(a) Notwithstanding any of the provisions in these Conditions (but subject to Condition 12(b)), the right to institute any legal proceedings or prove the Securityholders' claims in any legal proceedings (other than any Winding-Up proceedings) against the Issuer is limited to circumstances where a Non-Payment Event has occurred.

(b) Without prejudice to Condition 11, the Trustee may at any time, at its discretion and without notice, and if so requested in writing by the holders of at least one-fifth in aggregate principal amount of the Securities then outstanding or if so directed by an Extraordinary Resolution of the Securityholders shall (subject in each case to being pre-funded and/or secured and/or indemnified to its satisfaction), take such proceedings against the Issuer or the Guarantor as it may think fit to enforce the provisions of the Trust Deed, the Securities and the Guarantee (other than any payment obligation of the Issuer under or arising from the Securities or the Trust Deed (including without limitation payment of any principal or Distributions, Arrears of Distribution or Additional Distribution Amounts, in respect of the Securities) in respect of the Securities, including any damages awarded for breach of any such payment obligation).

(c) No Securityholder shall be entitled to proceed directly against the Issuer or the Guarantor unless the Trustee, having become bound so to proceed under the Trust Deed, fails so to do within a reasonable period and the failure shall be continuing, in which case the Securityholder shall have only such rights against the Issuer and the Guarantor as those which the Trustee would be entitled to exercise.

(d) The Trustee shall not be obliged to take any of the actions referred to in these Conditions against the Issuer or the Guarantor to enforce the terms of the Trust Deed, the Securities or the Guarantee unless (i) it shall have been so requested by an Extraordinary Resolution of the Securityholders or in writing by the Securityholders of at least one-fifth in aggregate principal amount of the Securities then outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction.

13 Replacement of Certificates

If any Certificate is lost, stolen, mutilated, defaced or destroyed it may be replaced, subject to applicable laws, regulations or other relevant regulatory authority regulations, and the relevant provisions of the Agency Agreement, at the specified office of the Registrar upon payment by the claimant of the expenses incurred in connection with the replacement and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

14 Notices

All notices to the Securityholders will be valid if mailed to them at their respective addresses in the Register maintained by the Registrar. The Issuer shall also ensure that notices are duly given or published in a manner which complies with the rules and regulations of any stock exchange or other relevant authority on which the Securities are for the time being listed. Any notice shall be deemed to have been given on the second day after being so mailed or on the date of publication or, if so published more than once or on different dates, on the date of the first publication.

So long as the Securities are represented by the Global Certificate and the Global Certificate is held on behalf of Euroclear or Clearstream, Luxembourg or the Alternative Clearing System (as defined in the form of the Global Certificate), notices to Securityholders shall be given by delivery of the relevant notice to Euroclear or Clearstream, Luxembourg or the Alternative Clearing System, for communication by it to entitled Securityholders in substitution for notification as required by the Conditions.

15 Meetings of Securityholders, Modification, Waiver and Authorisation

15.1 Meetings of Securityholders

The Trust Deed contains provisions for convening meetings of the Securityholders to consider any matter affecting their interests, including without limitation the modification or abrogation by Extraordinary Resolution of any of these Conditions or any of the provisions of the Trust Deed or the Agency Agreement. The quorum at any meeting for passing an Extraordinary Resolution will be one or more persons present in person holding Securities or voting certificates or being a proxy specified in any block voting instruction and being or representing in the aggregate not less than 50 per cent. in aggregate principal amount of the Securities for the time being outstanding, or at any adjourned such meeting, one or more persons being or representing Securityholders whatever the principal amount of the Securities held or represented by him or them, except that, at any meeting the business of which is:

(i) to modify the circumstances in which the Issuer is entitled to redeem or purchase the Securities or the dates on which a Distribution is payable in respect of the Securities;

(ii) to reduce or cancel the principal amount of, any premium payable on redemption of, or amount of a Distribution on or to vary the method of calculating the Distribution Rate on, the Securities;

(iii) to modify or cancel the Guarantee;

(iv) to modify or cancel any provision in relation to the Guarantor's obligations under the Mandatory Acquisition Obligations;

(v) to change the currency of payment of the Securities; or

(vi) to amend this provision or to modify the provisions concerning the quorum required at any meeting of the Securityholders or the majority required to pass an Extraordinary Resolution,

the necessary quorum for passing an Extraordinary Resolution will be one or more persons present in person holding Securities or voting certificates or being a proxy specified in any block voting instruction and being or representing in the aggregate not less than two-thirds, or at any adjourned meeting, not less than one-third, of the aggregate principal amount of the Securities for the time being outstanding.

The Trust Deed provides that each of the following shall constitute an "**Extraordinary Resolution**": (a) a resolution passed at a meeting of the Securityholders duly convened and held in accordance with the Trust Deed by a majority consisting of not less than three-fourths, of the votes cast, (b) a resolution in writing signed by or on behalf of the Securityholders of not less than 75 per cent. in aggregate principal amount of the Securities for the time being outstanding (a "**Written Resolution**") and (c) any resolution passed by way of consent given by way of Electronic Consent (as defined in the Trust Deed) through and in accordance with the procedures of the relevant clearing system(s) by or on behalf of

the Securityholders of not less than 75 per cent. in aggregate principal amount of the Securities for the time being outstanding. A Written Resolution may be contained in one document or in several documents in the same form, each signed by or on behalf of one or more of the Securityholders. An Extraordinary Resolution passed by the Securityholders will be binding on all Securityholders, whether or not they are present at any meeting and whether or not they voted on the resolution or participated in such Extraordinary Resolution.

15.2 Modification, waiver and authorisation

The Trustee may agree, without the consent of the Securityholders, to any modification (except as mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of these Conditions or any of the provisions of the Trust Deed or the Agency Agreement (provided that, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Securityholders) and may agree, without any such consent as aforesaid, to any modification which, in its opinion, is of a formal, minor or technical nature, to correct a manifest error or to comply with any mandatory provision of law.

In connection with any modification in accordance with this Condition 15.2, the Issuer shall comply with the rules of any stock exchange on which the Securities are for the time being listed or admitted to trading. In respect of any proposed modification in accordance with the foregoing provisions, the Issuer shall provide a certificate signed by two Authorised Signatories of the Issuer stating that the proposed modification would not itself give rise to a Tax Deductibility Event, Withholding Tax Event or Accounting Event with respect to the Securities. The Trustee shall be entitled to accept such certificate as sufficient evidence, and such modification shall be conclusive and binding on the Securityholders.

Any such modification in accordance with the foregoing provisions shall not be permitted if any such modification would itself give rise to a Tax Deductibility Event, Withholding Tax Event or Accounting Event with respect to the Securities.

Any such modification, abrogation, waiver or authorisation shall be binding on the Securityholders and, unless the Trustee agrees otherwise, any such modification abrogation, waiver or authorisation shall be notified by the Issuer to the Securityholders in accordance with Condition 14 as soon as practicable thereafter.

15.3 Trustee to have regard to interests of Securityholders as a class

In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver or authorisation), the Trustee shall have regard to the general interests of the Securityholders as a class but shall not have regard to any interests arising from circumstances particular to individual Securityholders (whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Securityholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require from the Issuer, the Guarantor, nor shall any Securityholder be entitled to claim from the Issuer, the Guarantor, the Trustee or any other person any indemnification or payment in respect of any tax consequences of any such exercise upon individual Securityholders except to the extent already provided for in Condition 9 and/or any undertaking given in addition to, or in substitution for, Condition 9 pursuant to the Trust Deed.

15.4 Notification to the Securityholders

Any modification, abrogation, waiver or authorisation shall be binding on the Securityholders and, unless the Trustee agrees otherwise, any modification shall be notified by the Issuer to the Securityholders as soon as practicable thereafter in accordance with Condition 14.

16 Indemnification of the Trustee and its Contracting with the Issuer

16.1 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility and liability towards the Issuer and the Securityholders, including, without limitation, (a) provisions relieving it from taking any steps and/or actions and/or instituting proceedings to enforce its rights under the Trust Deed, the Agency Agreement and/or these Conditions and in respect of the Securities and payment or taking other actions unless first indemnified and/or secured and/or prefunded to its satisfaction and (b) provisions limiting or excluding its liability in certain circumstances. The Trust Deed provides that, when determining whether an indemnity or any security or pre-funding is satisfactory to it, the Trustee shall be entitled (x) to evaluate its risk in any given circumstance by considering the worst-case scenario and (y) to require that any indemnity or security given to it by the Securityholders or any of them be given on a joint and several basis and be supported by evidence satisfactory to it as to the financial standing and creditworthiness of each counterparty and/or as to the value of the security and an opinion as to the capacity, power and authority of each counterparty and/or the validity and effectiveness of the security.

The Trustee may rely without liability to Securityholders, the Issuer, the Guarantor or any other person on any report, confirmation, certificate or information from or any advice or opinion of any legal advisers, accountants, auditors, valuers, auctioneers, surveyors, brokers, financial advisers, financial institutions or any other experts, whether or not obtained by or addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation, opinion, certificate, information or advice, in which event such report, confirmation, opinion, certificate, information or advice shall be binding on the Issuer, the Guarantor and the Securityholders.

Neither the Trustee nor any of the Agents shall be responsible for the performance by the Issuer, the Guarantor and any other person appointed by the Issuer and/or the Guarantor in relation to the Securities of the duties and obligations on their part expressed in respect of the same and, unless it has received written notice from the Issuer or the Guarantor to the contrary, the Trustee and each Agent shall be entitled to assume that the same are being duly performed.

None of the Trustee or any Agent shall be liable to any Securityholder, the Issuer, the Guarantor or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Securityholders. The Trustee shall be entitled to rely on any direction, request or resolution of Securityholders given by holders of the requisite aggregate principal amount of Securities outstanding or passed at a meeting of Securityholders convened and held in accordance with the Trust Deed.

Neither the Trustee nor any of the Agents shall be under any obligation or be required to ascertain whether any Accounting Event, Bankruptcy Event, Change of Control Event,

Compulsory Distribution Payment Event, Non-Call Event, Non-Payment Event, Optional Deferral Event, Tax Deductibility Event or Withholding Tax Event has occurred or may occur, and each of them shall be entitled to assume that no such event has occurred until it has received written notice to the contrary from the Issuer. Neither the Trustee nor the Agents shall be responsible or liable to the Securityholders, the Issuer or any other person for any loss or liability arising from any failure to do so.

Each Securityholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, the Guarantor and the Issuer's Subsidiaries, and the Trustee shall not at any time have any responsibility for the same, and each Securityholder shall not rely on the Trustee in respect thereof.

16.2 Trustee contracting with the Issuer

The Trust Deed also contains provisions pursuant to which the Trustee is entitled, inter alia, (a)to enter into business transactions with the Issuer and/or any of the Issuer's Subsidiaries and to act as trustee for the holders of any other securities issued or guaranteed by, or relating to, the Issuer and/or any of the Issuer's Subsidiaries, (b) to exercise and enforce its rights, comply with its obligations and perform its duties under or in relation to any such transactions or, as the case may be, any such trusteeship without regard to the interests of, or consequences for, the Securityholders, and (c) to retain and not be liable to account for any profit made or any other amount or benefit received thereby or in connection therewith.

17 Further Issues

The Issuer is, to the extent permitted under applicable laws and subject to the prior written consent of the Guarantor, at liberty from time to time without the consent of the Securityholders to create and issue further Securities ranking *pari passu* in all respects (or in all respects save for the issue date and the date of first payment of Distributions thereon) and so that the same shall be consolidated and form a single series with the outstanding Securities and/or the additional Securities constituted by the Trust Deed or any supplemental deed. Any further securities or bonds which are to form a single series with the outstanding Securities constituted by the Trust Deed or any supplemental deed shall be constituted by a deed supplemental to the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Securityholders and the holders of securities or bonds of other series in certain circumstances where the Trustee so decides.

18 Governing Law and Submission to Jurisdiction

18.1 Governing law

The Trust Deed, the Agency Agreement, the Securities (including the Mandatory Acquisition Obligations) and the Guarantee and any non-contractual obligations arising out of or in connection with the Trust Deed or the Securities, are governed by, and will be construed in accordance with, English law.

18.2 Jurisdiction of English courts

Each of the Issuer and the Guarantor irrevocably agrees for the benefit of the Trustee, the Agents and the Securityholders that the courts of England are to have non-exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Trust Deed, the Agency Agreement, the Securities or the Guarantee (including any dispute relating to any non-contractual obligations arising out of or in connection with the Trust Deed, the Securities or the Guarantee) and accordingly has submitted to the non-exclusive jurisdiction of the English courts.

The Issuer and the Guarantor have in the Trust Deed and, in the case of the Issuer, in the Agency Agreement, waived any objection to the courts of England on the grounds that they are an inconvenient or inappropriate forum. The Trustee, the Agents and the Securityholders may take any suit, action or proceeding (together referred to as "**Proceedings**") arising out of or in connection with the Trust Deed, the Agency Agreement, the Securities or the Guarantee, respectively (including any Proceedings relating to any non-contractual obligations arising out of or in connection with the Trust Deed, the Agency Agreement, the Securities or the Guarantee) against the Issuer or the Guarantor in any other court of competent jurisdiction and concurrent Proceedings in any number of jurisdictions.

18.3 Appointment of process agent

The Issuer irrevocably and unconditionally appoints Law Debenture Corporate Services Inc. for the time being as its agent for service of process in England in respect of any Proceedings and has undertaken that in the event of such agent ceasing so to act it will appoint such other person for that purpose and notify such appointment to the Trustee.

The Guarantor irrevocably and unconditionally appoints its office in London for the time being as its agent for service of process in England in respect of any Proceedings and has undertaken that in the event of such agent ceasing so to act it will appoint such other person for that purpose and notify such appointment to the Trustee.

18.4 Sovereign immunity

To the extent permitted under applicable laws, each of the Issuer and the Guarantor has irrevocably and unconditionally waived and agreed not to raise with respect to the Trust Deed, the Agency Agreement, the Securities and the Guarantee any right to claim sovereign or other immunity from jurisdiction or execution and any similar defence, to the extent that it has such sovereign or other immunity as at the Issue Date or at any time thereafter, and has irrevocably and unconditionally consented to the giving of any relief or the issue of any process, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any Proceedings.

19 Currency Indemnity

Any amount received or recovered in a currency other than the currency in which payment under the Security or the Guarantee is due (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer and/or the Guarantor or otherwise) by the Trustee or any Securityholder in respect of any sum expressed to be due to it from the Issuer and/or the Guarantor, as the case may be, shall only constitute a discharge to the Issuer and/or the Guarantor, as the case may be, to the extent of the amount in the currency of payment under the Security or the Guarantee, as the case may be, that the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If the amount received or recovered is less than the amount expressed to be due to the recipient under any Security, the Issuer and the Guarantor shall jointly and severally indemnify it against any loss sustained by it as a result upon written demand. In any event, the Issuer and the Guarantor shall jointly and severally upon written demand indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition 19, it shall be sufficient for the Trustee or the Securityholder, as the case may be, to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's and/or the Guarantor's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by the Trustee or any Securityholder and shall continue to be in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Security or any other judgment or order.

20 Rights of Third Parties

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Security or the Guarantee, except to the extent expressly provided for in these Conditions and in the Trust Deed, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

21 Definitions

"**Accounting Event**" has the meaning given to it in Condition 7.5.

"**Additional Amounts**" has the meaning given to it in Condition 9.1.

"**Additional Distribution Amount**" has the meaning given to it in Condition 5.6(a).

"**Agency Agreement**" has the meaning given to it in the preamble to these Conditions.

"**Agent**" or "**Agents**", as the case may be, means the Paying Agents, any Transfer Agent, the Calculation Agent, the Registrar, or any of them and shall include such other Agent or Agents as may be appointed from time to time under the Agency Agreement, and references to Agents are to them acting solely through their specified offices.

"**Arrears of Distribution**" has the meaning given to it in Condition 5.6(a).

"**Authorised Signatory**" has the meaning given to it in the Trust Deed.

"**Bankruptcy Date**" has the meaning given to it in Condition 7.12(a).

"**Bankruptcy Event**" has the meaning given to it in Condition 7.12(a).

"**Business Day**" means a day which is both a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in Bangkok, Singapore and New York City.

"**Calculation Agent**" means The Bank of New York Mellon, London Branch, or any calculation agent which may be appointed by the Issuer from time to time to carry out the functions specified to be undertaken by it under these Conditions.

"**Certificate**" has the meaning given to it in Condition 1.1.

"**Change in Law**" has the meaning given to it in Condition 7.3(a).

"**Change of Control Event**" has the meaning given to it in Condition 7.6.

"**Clearstream, Luxembourg**" has the meaning given to it in the preamble to these Conditions.

"**Code**" has the meaning given to it in Condition 6.2.

"**Common Share**" means a fully paid ordinary share in the capital of the Issuer.

"**Compulsory Distribution Payment Event**" has the meaning given to it in Condition 5.6(a).

"**Conditions**" has the meaning given to it in the preamble to these Conditions.

"**Distribution Payment Date**" has the meaning given to it in Condition 5.1.

"**Distribution Rate**" has the meaning given to it in Condition 5.1.

"**Distributions**" has the meaning given to it in Condition 5.1.

"**Euroclear**" has the meaning given to it in the preamble to these Conditions.

"**Exchange Act**" means the United States Securities Exchange Act of 1934, as amended.

"**Extraordinary Resolution**" has the meaning given to it in Condition 15.1.

"**First Call Date**" means 19 April 2026.

"**First Reset Date**" has the meaning given to it in Condition 5.1(a).

"**Guarantee**" has the meaning given to it in Condition 4.

"**Guarantor**" has the meaning given to it in the preamble to these Conditions.

"**holder**" has the meaning given to it in Condition 1.2.

"**Initial Spread**" means 1.918 per cent. per annum.

"**Issue Date**" means 19 July 2021.

"**Issuer**" has the meaning given to it in the preamble to these Conditions.

"**Junior Security**" means: (i) any class of the Issuer's share capital (including preference shares); (ii) any security issued by the Issuer which is subordinated or which ranks, or is expressed to rank, junior to the Issuer's obligations in respect of the Securities (including, without limitation, the THB15 billion 5.85 per cent. Subordinated Perpetual Securities); and (iii) any security guaranteed by the Issuer or for which the Issuer has otherwise assumed liability where the Issuer's obligations under the relevant guarantee or other assumption of liability rank or are expressed to rank junior to the Issuer's obligations under the Securities.

"**Mandatory Acquisition Date**" has the meaning given to it in Condition 7.12(b).

"**Mandatory Acquisition Event**" has the meaning given to it in Condition 7.11.

"**Mandatory Acquisition Obligations**" has the meaning given to it in Condition 7.11.

"**Maximum Guaranteed Amount**" has the meaning given to it in Condition 4.

"**Non-Call Date**" has the meaning given to it in Condition 7.12(b).

"**Non-Call Event**" has the meaning given to it in Condition 7.12(b).

"**Non-Payment Event**" has the meaning given to it in Condition 11(a).

"**Optional Deferral Event**" has the meaning given to it in Condition 5.6(a).

"**Outstanding Payment Obligation Amount**" has the meaning given to it in Condition 4.

"**Parity Security**" means any class of security issued or guaranteed by the Issuer which ranks or is expressed to rank *pari passu* with the Securities (including, without limitation, the U.S.$300,000,000 Guaranteed Senior Perpetual Capital Securities issued on 4 December 2018 and the U.S.$300,000,000 Guaranteed Senior Perpetual Capital Securities issued on 29 June 2020).

"**Payment Business Day**" has the meaning given to it in Condition 6.4.

"**Permitted Holders**" has the meaning given to it in Condition 7.6.

"**principal amount**" has the meaning given to it in Condition 1.1.

"**Principal Paying Agent**" means The Bank of New York Mellon, London Branch, or any successor principal paying agent appointed under the Agency Agreement, at its specified office.

"**Proceedings**" has the meaning given to it in Condition 18.2.

"**Qualifying Securities**" means securities that:

(a) have terms not materially less favourable to an investor from the terms of the Securities and:

  (i) are issued by the Issuer; and

  (ii) would rank *pari passu* with the Securities on a Winding-Up of the Issuer, shall preserve the Securityholders' rights to any payment of accrued and unpaid Distributions, Arrears of Distribution and Additional Distribution Amounts and shall contain terms which provide for the same Distribution Rate, Distribution Payment Dates and redemption events, from time to time applying to the Securities, and other terms of such securities are substantially identical (as reasonably determined by the Issuer and an independent investment bank) to the Securities, save for the modifications or amendments to such terms that are specifically required to be made in order to avoid or resolve the Tax Deductibility Event, Withholding Tax Event or, as the case may be, Accounting Event; and

(b) are listed on the Official List of the Singapore Stock Exchange or another securities exchange of international standing regularly used for the listing and quotation of securities offered and traded in the international markets.

"**Redemption Price**" means the principal amount of the Securities plus (i) any Distributions accrued to, but excluding, the date fixed for redemption, (ii) any Arrears of Distribution and (iii) any Additional Distribution Amounts. Any Redemption Price to be paid by the Guarantor pursuant to these Conditions shall be no more than the Outstanding Payment Obligation Amount as of the Mandatory Acquisition Date.

"**Register**" has the meaning given to it in Condition 1.1.

"**Registrar**" means The Bank of New York Mellon SA/NV, Dublin Branch, or any successor registrar appointed under the Agency Agreement, at its specified office.

"**Relevant Date**" has the meaning given to it in Condition 9.2(a).

"**Relevant Jurisdiction**" has the meaning given to it in Condition 9.2(b).

"**Required Notice**" means:

(a) not less than 30 nor more than 60 days' notice to the Securityholders in accordance with Condition 14; and

(b) notice to the Principal Paying Agent, the Trustee and the Guarantor not less than 15 days before the giving of the notice referred to in (a),

which notice shall be irrevocable and shall specify the date fixed for redemption.

"**Reset Date**" means the First Reset Date and each subsequent date which is the fifth anniversary of any Reset Date.

"**Reset Determination Date**" means, in relation to the calculation of a Reset Distribution Rate, the second Business Day before the commencement of the relevant Reset Period.

"**Reset Distribution Rate**" means, in respect of any Reset Period, the Treasury Rate calculated on the Reset Determination Date in respect of that Reset Period plus the Initial Spread plus the Step-Up Margin.

"**Reset Period**" means the period from and including the First Reset Date to but excluding the next Reset Date and each successive period from and including a Reset Date to but excluding the next succeeding Reset Date.

"**Securities**" has the meaning given to it in the preamble to these Conditions.

"**Securityholder**" has the meaning given to it in Condition 1.2.

"**Securityholder Notice Deadline**" has the meaning given to it in Condition 7.13.

"**Special Redemption Price**" means 101 per cent. of the principal amount of the Securities plus (i) any Distributions accrued to, but excluding, the date fixed for redemption, (ii) any Arrears of Distribution and (iii) any Additional Distribution Amounts.

"**Step-Up Margin**" means 6.00 per cent. per annum.

"**Subsidiary**" means any corporation or other entity of which more than 50 per cent. of the total voting power of shares, securities or other ownership interests entitled to vote in the election of the board of directors or other persons performing similar functions is at the time directly or indirectly owned by the Issuer.

"**Tax Deductibility Event**" has the meaning given to it in Condition 7.3(a).

"**Taxes**" has the meaning given to it in Condition 9.1.

"**Transfer Agent**" means The Bank of New York Mellon SA/NV, Dublin Branch, or any other or successor transfer agent appointed under the Agency Agreement, at its specified office.

"**Treasury Rate**" means the rate in per cent. per annum equal to the yield, under the heading that represents the average for the week immediately prior to the Reset Determination Date, appearing in the most recently published statistical release designated "**H.15(519)**" (currently set out on the website http://www.federalreserve.gov/releases/h15/current/default.htm) or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded non-inflation indexed U.S. Treasury securities adjusted to constant maturity under the caption "**Treasury constant maturities,**" for the maturity

corresponding to five years. If such release (or any successor release) is not published during the week preceding the Reset Determination Date or does not contain such yields, "**Treasury Rate**" shall be obtained from an internationally recognised investment bank selected by the Issuer and notified to the Calculation Agent.

"**Trust Deed**" has the meaning given to it in the preamble to these Conditions.

"**Trustee**" has the meaning given to it in the preamble to these Conditions.

"**Winding-Up**" means, with respect to the Issuer, a final and effective order or resolution by a competent authority in the jurisdiction of the Issuer for the liquidation or bankruptcy (where it leads to liquidation) or similar proceedings having the same effect as liquidation or bankruptcy (where it leads to liquidation) in respect of the Issuer or a final and effective resolution by the Issuer's shareholders for the liquidation of the Issuer.

"**Winding-Up Event**" has the meaning given to it in Condition 11(b).

"**Withholding Tax Event**" has the meaning given to it in Condition 7.4(a).

"**Written Resolution**" has the meaning given to it in Condition 15.1.

THE GLOBAL CERTIFICATE

The Global Certificate will contain the following provisions which apply to the Securities in respect of which the Global Certificate is issued, some of which modify the effect of the Conditions. The following is a summary of certain of those provisions. Terms defined in the Conditions have the same meaning in the paragraphs below.

The Securities will be represented by a Global Certificate which will be registered in the name of The Bank of New York Depository (Nominees) Limited as nominee for, and deposited with, a common depositary for Euroclear and Clearstream, Luxembourg.

Under the Global Certificate, the Issuer subject to and in accordance with the Conditions and the Trust Deed, will pay to the registered holder thereof on the date(s) as all or any of the Securities represented by the Global Certificate may become due and repayable in accordance with the Conditions and the Trust Deed, the amount payable under the Conditions in respect of such Securities on each such date and to pay Distributions (if any) on the principal amount of the Securities outstanding from time to time represented by the Global Certificate calculated and payable as provided in the Conditions and the Trust Deed together with any other sums payable under the Conditions and the Trust Deed.

The Global Certificate may be exchanged in whole but not in part (free of charge) for certificates representing definitive Securities ("**Definitive Certificates**") only upon the occurrence of an Exchange Event. An "**Exchange Event**" means the Issuer has been notified that Euroclear or Clearstream, Luxembourg, as appropriate, is unwilling or unable to continue as a clearing system in connection with the Global Certificate, or that it has been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or that it has announced an intention permanently to cease business or has in fact done so and, in each case, a successor clearing system approved by the Trustee is not appointed by the Issuer within 90 days after receiving such notice from Euroclear or Clearstream, Luxembourg.

The Issuer will promptly give notice to Securityholders in accordance with Condition 14 upon the occurrence of an Exchange Event. In the event of the occurrence of any Exchange Event, Euroclear and/or Clearstream, Luxembourg, as the case may be, acting on the instructions of any holder of an interest in the Global Certificate may give notice to the Registrar requesting an exchange. Any exchange shall occur no later than 21 days after the date of receipt of the relevant notice by the Registrar. Exchanges will be made upon presentation of the Global Certificate at the office of the specified office of the Registrar by the holder thereof on any day (other than a Saturday or Sunday) on which banks are open for general business in Bangkok, Singapore, London and New York City. The aggregate nominal amount of Definitive Certificates issued upon an exchange of the Global Certificate will be equal to the aggregate nominal amount of the Global Certificate. On an exchange in whole of the Global Certificate, the Global Certificate shall be surrendered to the Registrar.

In addition, the Global Certificate will contain provisions which modify the Conditions as they apply to the Securities evidenced by the Global Certificate. The following is a summary of those provisions:

Accountholders: For so long as all of the Securities are represented by the Global Certificate and such Global Certificate is held on behalf of a clearing system, each person (other than another clearing system) who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg (as the case may be) as the holder of a particular aggregate principal amount of such Securities (each an "**Accountholder**") (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg (as the case may be) as to the aggregate principal amount of such Securities standing to the account of any person shall, in the absence of manifest error, be conclusive and binding for all purposes) shall be treated as the holder of such aggregate principal amount of such Securities (and the expression "**Securityholders**" and references to "**holding of Securities**" and to "**holder of Securities**" shall be construed accordingly) for all purposes other than with respect to payments on such Securities, the right to which shall be vested, as against the Issuer, the Guarantor and the Trustee, solely in the nominee for the relevant clearing system

(the "**Relevant Nominee**") in accordance with and subject to the terms of the Global Certificate. Each Accountholder must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for its share of each payment made to the Relevant Nominee.

Cancellation: On any redemption or purchase and cancellation of any of the Securities represented by the Global Certificate, details of such redemption or purchase and cancellation (as the case may be) shall be entered by or on behalf of the Issuer in the schedule to the Global Certificate and the relevant space in such schedule recording any such redemption or purchase and cancellation (as the case may be) shall be signed by or on behalf of the Registrar.

Payments: Payments of principal, premium (if any) and interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) in respect of Securities represented by the Global Certificate will be made upon presentation or, if no further payment falls to be made in respect of the Securities, against presentation and surrender of the Global Certificate to or to the order of the Principal Paying Agent or such other Agent as shall have been notified to the holder of the Global Certificate for such purpose. Distributions of amounts will be credited, to the extent received by the Principal Paying Agent, to the cash accounts of Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system's rules and procedures. A record of each payment made will be endorsed on the appropriate schedule to the Global Certificate by or on behalf of the Principal Paying Agent and shall be *prima facie* evidence that payment has been made. For the purposes of Condition 6.1, so long as the Securities as evidenced by the Global Certificate are held on behalf of Euroclear and/or Clearstream, Luxembourg, the record date in respect of the Securities shall be the close of the business day (being for this purpose a day on which Euroclear and Clearstream, Luxembourg are open for business) before the relevant due date.

Notices: So long as all the Securities are represented by the Global Certificate and such Global Certificate is held on behalf of Euroclear and/or Clearstream, Luxembourg, notices to Securityholders may be given by delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg (as the case may be) for communication to the relevant Accountholders in substitution for notification as required by Condition 14. Whilst any of the Securities held by a Securityholder are represented by the Global Certificate, notices to be given by such Securityholder may be given by such Securityholder through Euroclear and/or Clearstream, Luxembourg, as the case may be, in such manner as the Trustee and Euroclear and/or Clearstream, Luxembourg may approve for this purpose.

Registration of title: Registration of title to Securities in a name other than that of the Relevant Nominee will not be permitted unless Euroclear or Clearstream, Luxembourg notifies the Issuer that it is unwilling or unable to continue as a clearing system in connection with the Global Certificate and a successor clearing system approved by the Trustee is not appointed by the Issuer within 90 days after receiving such notice from Euroclear or Clearstream, Luxembourg. In these circumstances title to a Security may be transferred into the names of holders notified by the Relevant Nominee in accordance with the Conditions, except that Certificates in respect of Securities so transferred may not be available until 21 days after the request for transfer is duly made. The Registrar will not register title to the Securities in a name other than that of the Relevant Nominee for a period of 15 calendar days preceding the due date for any payment of principal, premium (if any) or interest (including Distributions, Arrears of Distribution and Additional Distribution Amounts) in respect of the Securities.

Transfers: Transfers of book-entry interests in the Securities will be effected through the records of Euroclear and Clearstream, Luxembourg and their respective participants in accordance with the rules and procedures of Euroclear and Clearstream, Luxembourg and their respective direct and indirect participants.

USE OF PROCEEDS

The net proceeds from this offering, after deduction of discounts and commissions and estimated expenses incurred in connection with this offering, are expected to be approximately U.S.$296 million. The Issuer intends to use the net proceeds it receives to fund the Issuer's tender for any or all of its outstanding U.S.$300,000,000 guaranteed senior perpetual securities and the payment of the tender offer related expenses and the expenses for this offering.

EXCHANGE RATE INFORMATION

The following table sets forth, for the periods indicated, the means of the average buying (transfer) rates and the average selling rates published by the BOT. The average buying (transfer) rates and average selling rates are calculated by averaging the foreign exchange counter rates quoted by commercial banks registered in Thailand. No representation is made that the Baht or U.S. dollar amounts set forth herein and referred to elsewhere in this Offering Circular could have been, or could be, converted into U.S. dollars or Baht, as the case may be, at the rates indicated, at any particular rates, or at all.

	Year end 31 December			
	At Period End	**Average**	**Low**	**High**
		(Baht per dollar)		
Period				
2018	32.45	32.32	31.14	33.47
2019	30.15	31.05	30.15	32.37
2020	30.04	31.29	29.80	33.09
2021				
January	29.99	30.01	29.90	30.16
February	30.04	29.98	29.86	30.11
March	31.34	30.78	30.29	31.34
April	31.20	31.33	31.20	31.54
May	31.26	31.30	31.11	31.47

Source: BOT

Currently, a managed float system is being applied by the BOT. Prior to the applicability of the floating currency system, the BOT maintained the value of the Baht on the basis of a basket of foreign currencies, the composition of which was based on Thailand's main trading partner countries. There is no assurance that the value of Baht exchange rates will not depreciate or fluctuate in the future, or that the current monetary policy will still be applied. The uncertainty also applies to the Government's level of success in stabilising, protecting, increasing the value of and devaluing the Baht.

Thailand currently has few foreign exchange controls. Foreign currency can be brought into Thailand without restriction. However, any person bringing foreign currency into Thailand is required to sell such foreign currency to an authorised agent or to deposit it in a foreign currency account within 360 days, except in the case of foreigners staying in Thailand for no longer than three months, and for foreign embassies and international organisations. Remittances of foreign currency out of Thailand are subject to certain reporting requirements and/or submission of documents (as the case may be).

CAPITALISATION AND INDEBTEDNESS

The following table sets forth the Group's consolidated capitalisation and indebtedness as at 31 March 2021:

- on an actual basis; and
- as adjusted to give effect to the issue of the Securities.

This table should be read in conjunction with "*Use of Proceeds*", and the Group's consolidated financial information and the related notes thereto included elsewhere in this Offering Circular.

	As at 31 March 2021			
	Actual		As adjusted	
	THB ('000)	U.S.$	THB ('000)	U.S.$
Liabilities				
Total current liabilities	**47,405,010**	**1,479,095,476**	**47,405,010**	**1,479,095,476**
Non-current liabilities				
Lease liabilities	81,473,255	2,542,067,239	81,473,255	2,542,067,239
Derivatives liabilities	3,536,506	110,343,401	3,536,506	110,343,401
Long-term borrowings from financial institutions	70,662,056	2,204,744,337	70,662,056	2,204,744,337
Debentures	51,223,292	1,598,230,640	51,223,292	1,598,230,640
Employee benefits obligations	1,447,397	45,160,593	1,447,397	45,160,593
Deferred tax liabilities	25,070,968	782,245,491	25,070,968	782,245,491
Other non-current liabilities	2,764,658	86,260,780	2,764,658	86,260,780
Total non-current liabilities	236,178,132	7,369,052,480	236,178,132	7,369,052,480
Total liabilities	**283,583,142**	**8,848,147,956**	**283,583,142**	**8,848,147,956**
Equity				
Issuance of Securities	–	–	9,615,000	300,000,000[2]
Equity attributable to owners of the parent	60,495,590	1,887,537,910	60,495,590	1,887,537,910[3]
Non-controlling interests	8,924,148	278,444,555	8,924,148	278,444,555
Total equity	**69,419,738**	**2,165,982,465**	**79,034,738**	**2,465,982,465**
Total capitalisation and indebtedness[1]	**353,002,880**	**11,014,130,421**	**362,617,880**	**11,314,130,421**

Notes:

(1) The total capitalisation and indebtedness for each period is derived from the sum of the total liabilities and total equity for the relevant period.

(2) Securities to be issued represent the aggregate principal amount of the Securities, without taking into account, and before deduction of underwriting fees and commissions and other estimated transaction expenses payable.

(3) This does not take into account the repurchase of the Issuer's outstanding U.S.$300,000,000 guaranteed senior perpetual securities pursuant to the ongoing concurrent tender offer. The settlement date of the tender offer is expected to be on or about 19 July 2021.

(4) The issued and paid-up share capital of the Issuer increased from THB5,191,597,430 as at 31 March 2021 to THB5,195,486,897 as at 30 June 2021 as a result of the exercise of warrants issued by the Issuer.

(5) The Issuer had on 9 July 2021 issued THB10 billion in aggregate principal amount of corporate bonds.

Except as disclosed above, there have been no material changes to the Group's capitalisation or indebtedness since 31 March 2021.

Overview

Minor International PCL ("**MINT**") is one of the largest hospitality and leisure companies in the Asia Pacific region. As of 31 March 2021, MINT has a market capitalisation of over U.S.$5.4 billion, with 527 hotels and resorts, 2,365 restaurant outlets and 428 retail trading outlets. MINT strives to be a leader in delivering exceptional experiences that anticipate and satisfy customers' aspirations and positively impact stakeholders.

As of and for the three-month period ended 31 March 2021, MINT's core revenues, gross profit and total assets were THB12,499 million (U.S.$390 million), THB1,991 million (U.S.$62 million) and THB353,003 million (U.S.$11,014 million), respectively. MINT's core revenues declined from THB123,385 million (U.S.$3,850 million) for the year ended 2019 to THB58,118 million (U.S.$1,813 million) for the year ended 2020. MINT's gross profit declined from THB53,829 million (U.S.$1,680 million) for the year ended 2019 to THB8,700 million (U.S.$271 million) for the year ended 2020. In addition, MINT's total assets increased from THB254,184 million (U.S.$7,931 million) as of 31 December 2019 to THB362,327 million (U.S.$11,305 million) as of 31 December 2020.

MINT's business consists of three segments: Minor Hotels, Minor Food and Minor Lifestyle. For the three-month period ended 31 March 2021, Minor Hotels, Minor Food and Minor Lifestyle contributed 53 per cent., 41 per cent. and 6 per cent. of core revenues. As at the date of this Offering Circular, the Group had footprint in 63 countries.

COVID-19

Impact on the Group

The Group's business has been and will continue to be materially adversely affected by the novel coronavirus ("**COVID-19**") pandemic. The outbreak of COVID-19 commenced in early 2020 and was declared a pandemic by the World Health Organisation on 11 March 2020.

In light of the contagious nature of the virus with continuous new waves of re-emergence in certain regions, the pandemic situation remains very fluid and various countries have continued to impose measures designed to slow the spread of the virus, which has directly and indirectly affected the Group's operations. Many countries have renewed strict border controls and travel (both international and

domestic) restrictions and have also ordered residents to stay at home with a limited range of exceptions. Such restrictions have had an adverse impact on the Group's business operations and will continue to have an impact for the foreseeable future. Government may continue implementing containment measures in response to new variants of the virus. In particular, in the second quarter of 2020 amidst the peak of the pandemic, most of the Group's hotels have been closed or are operating with limited operations in compliance with various government restrictions. As countries started to reopen, the Group has also resumed its operations. As at end of May 2021, more than 85 per. cent of the Group's hotels are operational with highest hygiene and safety protocols. In Thailand, the second wave of COVID-19 pandemic since the end of December 2020 led to government's restrictions on operating hours and seat distancing at restaurants which resulted in lower dine-in traffic and continuous temporary closure of certain stores in some areas. In addition, the recent third wave of COVID-19 in Thailand pandemic has resulted in additional mobility restrictions which continuously impacted the Group's hotel business and has led to volatility in sales in food business. These closures and restrictions have continuously impacted the Group's revenue and profitability. While many countries have begun the process of vaccinating their residents against COVID-19, the large scale and challenging logistics of distributing the vaccines, as well as uncertainty over the efficacy of the vaccine against new variants of the virus may contribute to delays in economic recovery. The extent of the impact of the COVID-19 pandemic on the Group's business is highly uncertain and difficult to predict, as the response to the pandemic is ongoing, information is rapidly evolving, and the duration and severity of the pandemic are also uncertain and cannot be predicted. In addition, the Group does not have visibility into when these bans will be lifted, nor does it have visibility into the changes to consumer usage patterns or travel behaviour patterns when travel bans and other government restrictions and mandates are lifted.

In light of the uncertainties brought about by the ongoing COVID-19 pandemic and the evolving dynamics at the market level, the Group had in 2020 focused its efforts on navigating the severe business conditions through the execution of the three-phase recovery plan titled "Business Beyond COVID". As markets began to reopen after initial closures, MINT acted swiftly to ramp up its businesses by investing in strengthening its brand equity, for both its hotel and restaurant businesses, through various public relations campaigns, such as "Anantara Escapism" and "Dare to Dream with Avani", and a range of other digital, social and conservation campaigns. In the longer term, MINT plans to adapt to new trends, opportunities and new ways of doing business to respond to the "new normal" environment. For example, Minor Hotels ventured into wellness in collaboration with industry leaders and continues to invest in innovative technologies and digital tools. Anantara recently launched a brand-new consumer facing mobile application, following the successful launch of FastPass which was rolled out by NH Hotel Group. 1112Delivery expanded its platform with additional brands. Furthermore, MINT emphasizes sustainability practices through a group-wide supply chain ecosystem and is in the process of long-term rationalization of its cost structure. Notwithstanding the potential challenges in 2021, MINT will continue to focus on driving its business back to and, where possible, beyond its pre-COVID-19 levels by preparing for full operations as cross-border travel resumes, starting with regional travel, followed by long-haul international travel. As the short-term situation remains fluid, particularly prior to the widespread distribution of the vaccine, MINT has also, as a precautionary matter, secured from bondholders an extension of its financial covenant testing waiver for another two years, until the end of 2022. In addition, MINT has issued three tranches of warrants, which will strengthen its equity by another THB15 billion over the next three years.

Cash Flow and Balance Sheet

The Group has saved approximately almost 40 per cent. of financial year 2020's budgeted costs and expenses, and 34 per cent. of financial year 2019's actual costs and expenses. In the first quarter of 2021, the Group has saved approximately 36 per cent. of the first quarter of 2020's actual costs and expenses. At the outset of the pandemic, MINT's immediate priority was to preserve cash flow and liquidity. MINT continues to maintain its cash position and unutilised credit facilities in order to ensure sufficient liquidity going forward. Cash outflows have been reduced across its business units and across all geographies via cost reduction initiatives, including in the areas of payroll, rental and other operating costs.

Furthermore, all of the Group's significant capital expenditure investments have been suspended since the onset of the pandemic in the second quarter of 2020 and will only proceed to the extent the Group has a contractual obligation to incur an expenditure. Accordingly, as at 31 May 2021, annual capital expenditure plans for MINT have been cut by almost half, to approximately THB 5 billion, and MINT continues to explore ways to further reduce or delay investments.

The Group had cash on hand of THB22 billion and credit facilities of THB19 billion as at 31 May 2021. Furthermore, MINT's cash position will be further enhanced by the asset rotation transaction where MINT has identified four to five assets to be sold on sales-and-leaseback and/or sales-and-manage-back transactions. On 30 June 2021, NH Hotel Group announced the completion of sale-and-lease-back of NH Collection Barcelona Gran Hotel Calderon for EUR125.5 million. Further asset rotations are expected to be completed in the second half of 2021. The proceeds of the transactions will be used to reduce debt and reserve for liquidity, and will further strengthen the Group's balance sheet.

Given that the Group does not see any definitive abatement of the COVID-19 pandemic, the Group obtained approval from the holders of its debentures on 2 June 2020 for a waiver of financial covenant testing for the next three financial quarters until the end of 2020. Subsequently, the Group had on 9 February 2021 obtained approval from the holders of its debentures to further extend such financial covenant testing waiver for another two years until the end of 2022, while the approval from creditors have already been secured for the extension until the end of 2021 with potential for further renewal. The Group has also obtained approval from its debenture holders and major creditors to exclude the COVID-19 impairment impact from its equity in the debt covenant calculation until the end of 2024. The Group is now working to obtain approval from the remaining smaller number of creditors to exclude such impairment until the same timeline. For the duration of the waiver period, the Group has agreed to certain negative covenants relating to mergers and acquisitions, incurrence of loans and payment of dividends.

In addition, NH Hotel Group has reached an agreement with the creditors to extend the maturity of its EUR250 million ICO guaranteed syndicated loan from 2023 to 2026, with covenant testing waiver granted until June 2022. In addition, the maturity of the RCF loan has also been extended from 2023 to 2026, with covenant testing waiver approved until December 2022. Furthermore, NH Hotel Group has successfully issued EUR400 million Senior Secured Notes due in July 2026 to refinance the existing notes originally due in 2023. To further enhance its liquidity and balance sheet position, NH Hotel Group had on 12 May 2021 announced its intention to a rights offering in the amount of EUR107 million in the second half of 2021. MINT has also extended a shareholder's loan of EUR 100 million to NH Hotel Group on 24 May 2021, of which the amount will be capitalised through the rights offering. MINT, together with NH Hotel Group, will continue to proactively explore alternatives to further enhance its liquidity and balance sheet position going forward.

See also "*Risk Factors – There can be no assurance that the Group will not breach the financial covenants under certain of its financing arrangements in future, and if the lenders choose to exercise their rights for any such future breach, it may have an adverse effect on the Group's business, cash flows, financial condition and results of operations*."

MINT has suspended dividend payments for the year ended 31 December 2020 and continues to monitor its liquidity position on an ongoing basis as the pandemic evolves.

Capital Management Plans

Throughout this challenging time, MINT continues to focus on preserving its liquidity by reducing its capital expenditure and implementing cost-cutting measures. For instance, MINT successfully implemented measures across payrolls, leases and other operating expenses resulting in strong cost savings. MINT also continues to manage its balance sheet. MINT had on 29 June 2020 issued U.S.$300,000,000 in aggregate principal amount of guaranteed senior perpetual securities and had on 24 July 2020 completed its rights offering issuance which raised an aggregate principal amount of THB9,857,630,230.

As part of its liability and liquidity management plans, MINT had on 9 July 2021 issued THB10 billion in aggregate principal amount of corporate bonds. In addition, warrants to existing shareholders have been issued, with maturities in 2023 (MINT-W7 Warrants and MINT-W8 Warrants) and 2024 (MINT-W9 Warrants). The conversion of the three tranches of warrants in aggregate value of THB 15 billion will further allow MINT to strengthen its equity base.

Update on Mitigation Plans

As COVID-19 spread globally, MINT has set up a senior crisis management team which comprises representatives from all business units and relevant support functions to take proactive measures to mitigate negative financial and operational impacts. Business contingency plans have been implemented around the world and MINT continues to adjust these in response to the global situation. The senior crisis management team is carefully monitoring the situation and working with senior leadership to act decisively in this challenging business environment and communicate necessary actions and activities across all business units. MINT is seeking to minimise the impact on revenue and profitability by means of several cost-cutting initiatives to reduce both fixed costs and percentage of variable costs to total revenues. The initiatives have already been implemented across business units and support functions and across geographies.

A strategic roadmap has also been developed to navigate the Group during and post-COVID-19. The Group remains focused on both short-term as well as medium-and long-term measures. MINT continues to re-evaluate its assessment of the long-term effects of COVID-19 on consumer behaviour, ways of living, supply chains and distribution. MINT believes that identifying shifts in consumer behaviour and trend-spotting are the key to modifying or re-inventing its business models to stay relevant in the market. While the business environment is expected to improve, allowing MINT to see business recovery, MINT will continue to implement its proactive and precautionary strategies to prepare the Group for any further or prolonged challenging events in 2021 and beyond.

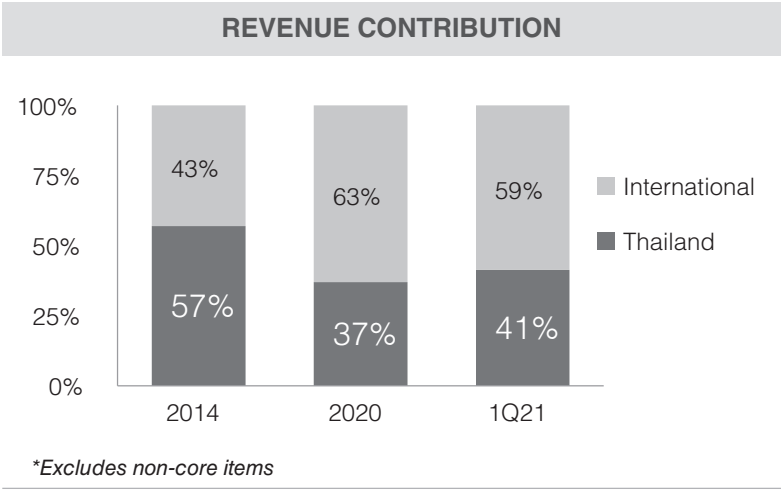
MINT has continued its aggressive cost-cutting measures across the different business units and across geographies to help ensure the ongoing success of the Group's business. Non-prioritised expenses are being reduced and tight cost control measures are being implemented. All staff travel has been suspended, as well as advisory and training initiatives. Marketing and advertising costs have been substantially reduced in low-activity businesses, in particular, the hotel business in Europe. Negotiations with landlords are taking place globally, including in Europe and for restaurant outlets, to reduce or suspend rent payments. Conversations with suppliers have been initiated for discounts and/or better payment terms. Executives' monthly salaries world-wide have been reduced and all employees' annual merit increases have been postponed. NH Hotel Group is also implementing permanent workforce rationalisation in anticipation of the termination of government subsidies. In addition, there will be additional savings on supply chain from optimisation of product sourcing and logistics network.

Competitive Strengths

High quality diversified portfolio reduces concentration risks and provides stability to income generation.

MINT has implemented a solid diversification strategy with three business lines in hospitality, restaurants and lifestyle across geographies, with a portfolio of high-quality assets comprising of 57 identified quality assets in hard-to-replicate and hard-to-compete locations. In terms of business mix, 53 per cent. of MINT's revenues came from Minor Hotels, while 41 per cent. and 6 per cent. of revenues came from Minor Food and Minor Lifestyle, respectively, during the three months ended 31 March 2021. In terms of geography, MINT's footprint was in 63 countries as of 31 March 2021 across its hospitality and restaurant businesses. During the three months ended 31 March 2021, 41 per cent. of MINT's revenues came from Thailand, while the remaining 59 per cent. were generated internationally outside Thailand, with the key markets being Europe, Latin America, Australia, the Maldives and China.

For its hospitality business, MINT enjoys a well-diversified portfolio across different geographies and market segments. In terms of geographic diversification, Minor Hotels has a global presence across Europe (298 hotels), Asia & Oceania (123 hotels), Americas (58 hotels) and Africa & Middle East (48 hotels), which provides income stability and reduces concentration risk. As a result, its revenues are well spread across Thailand, Europe, the Maldives and Middle East, Oceania, America and others.

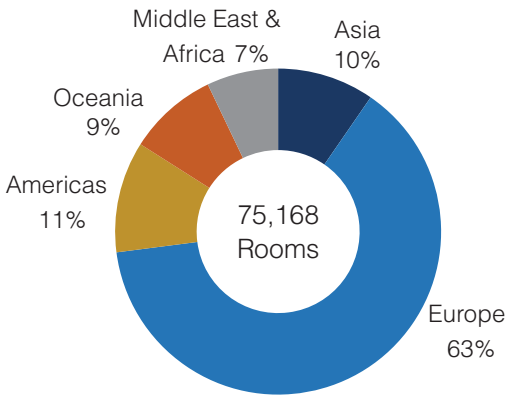


The table below shows the number and proportion of rooms the Group has in each country/region as of 31 March 2021.

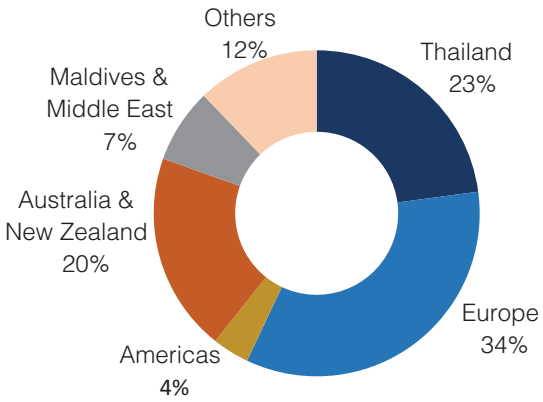
Country/Region	**Rooms**	**(%)**
Thailand	4,809	6
Spain	11,709	16
Benelux	9,652	13
Italy	8,321	11
Germany	10,046	13
Latam	7,880	11
Others	22,751	30
Total	**75,168**	**100**

In terms of its target segment, Minor Hotels has a portfolio of 11 in-house brands as well as complementary mixed-use business and strategic partnerships with other leading hotel brands worldwide. Minor Hotels' strategic brand portfolio allows it to target a diversified customer base across the midscale, upscale and luxury segments, reducing reliance on any particular segment while positioning it to effectively access the broad customer base in the hospitality market.

SYSTEM-WIDE ROOM CONTRIBUTION By Geography

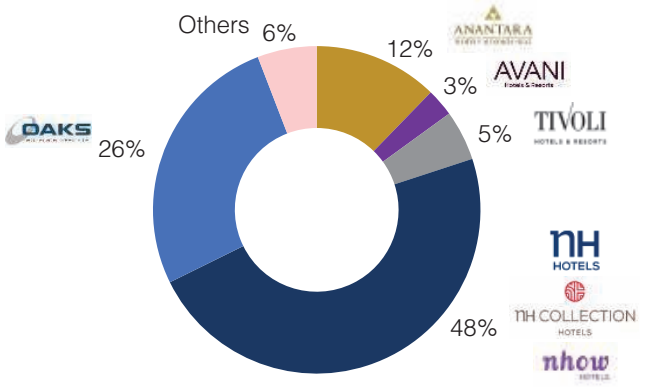


1Q21 CORE REVENUE CONTRIBUTION By Geography



The following chart sets forth the contribution by each brand to Minor Hotels' revenue for the quarter ended 31 March 2021:

1Q21 REVENUE CONTRIBUTION By Brand



A leading global hospitality and leisure platform with an established market position and strong brand recognition.

MINT is among the top 20 largest hospitality groups globally (by number of rooms) and is the largest hospitality player in Southeast Asia. As a leading Asian-European hospitality platform, MINT has a global presence in 63 countries across 527 hotels and resorts, 2,365 restaurant outlets and 428 points of sale as of 31 March 2021. MINT's diversification, scale and strong branding have underpinned an excellent sales and distribution network to compete more effectively.

Furthermore, its strong branding allows MINT to generate customer loyalty, increase the appeal of its offering and distinguish itself from its competitors. The strength of the brands is further evidenced by various third-party awards and rankings. For example, Minor Hotels' Anantara brand received the Number 9 Position in Travel+Leisure US's "Top 25 Hotel Brands in the World", while Minor Hotels' portfolio of properties around the world were recognised among the very best hotels globally, with a total of 52 accolades in the 2020 Conde Nast Traveller US and UK Readers' Choice Awards, including Naladhu Private Island Maldives, which was voted No. 2 Best Resort in the Indian Ocean, Anantara Hua Hin, which was voted No. 5 Resort in Thailand, Anantara Chiang Mai which was voted No. 1 Top Resort in Thailand, Anantara Kihavah Maldives Villas which was voted as Favourite Beach Hotel (International), Anantara Villa Padierna Palace Benahavis Marbella Resort which was voted as Best New Hotel in Spain and Tivoli Palacio De Seteais Sintra which was voted No. 5 Best Hotels in Spain and Portugal. For the restaurant

business, Minor Food was awarded Thailand's Top Corporate Brand Values 2020 in F&B Sector by the Faculty of Commerce and Accountancy, Chulalongkorn University and the SET for five consecutive years. In addition, Minor Food was awarded the Global Restaurant Industry Service Award by the Global Restaurant Leadership Conference in 2020 and The Pizza Company's Prime Minister's Award 2020 First in the Top Thai Brand. Further, Minor Food was also awarded the Thailand Franchise Award 2020 and Best Thailand Franchise of the Year by The Ministry of Commerce.

MINT continues realizing synergies through ongoing business integration with NHG, which provides various potential value creation opportunities primarily focused on revenue expansion and cost optimisation with greater scale. This integration allows for 1) the creation of a global customer base through effective cross selling between Asia and Europe, and combined loyalty programmes; 2) rebranding and cross brand global expansion, which increase revenue opportunities via potential room rate increases; 3) price improvement and strengthened relationship with partners and suppliers through economies of scale; and 4) a larger and more experienced human capital base through knowledge transfer, talent development and workforce mobility. As an example for successful cross brand expansion, leveraging NHG's relationship with real estate investors in Europe together with Minor Hotels' Anantara luxury brand, Anantara Villa Padierna Palace Benahavís Marbella, the first Anantara in Spain, opened its doors in mid-2019. Anantara also debuted in Ireland with the rebranding of The Marker Hotel in Dublin. Furthermore, NHG is now opening a portfolio of eight high-end hotels previously under the Boscolo brand, of which three in prime European cities, Rome, Budapest and Nice were rebranded to Anantara.

Defensive and non-cyclical restaurant business provides added stability to earnings and cash flows.

MINT's food business adds a defensive and non-cyclical element to the Group's portfolio, thereby providing added stability to MINT's earnings and cash flows. Minor Food operates in three main hubs, with 57 per cent., 12 per cent. and 20 per cent. of its revenues coming from Thailand, Australia and China, respectively, during the three months ended 31 March 2021. It is also well diversified across different household brands, with The Pizza Company being the largest contributor to Minor Food, contributing 19 per cent. of its revenue during the three months ended 31 March 2021, followed by Riverside, and The Coffee Club contributing 16 per cent., and 11 per cent. of its revenues, respectively. Minor Food also maintains a dedicated balance between its owned outlets and franchised outlets, each accounting for 50 per cent. of its 2,365 outlets as of 31 March 2021. For the three months ended 31 March 2021, the Group's owned outlets contributed 94 per cent. of Minor Food's core revenue while franchised outlets accounted for 6 per cent.

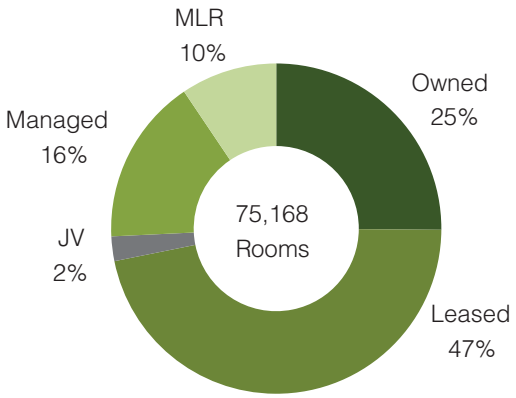
In addition, Minor Food continues pushing for digital transformation to improve its digital loyalty programs across brands and hubs, excels on its own delivery applications, as well as strengthens its relationship with third-party delivery aggregators to capture rapidly changing consumer markets and sales across the region.

Majority owned/leased hotel portfolio provides increased certainty of income generation and is complemented by a quality managed hotel portfolio.

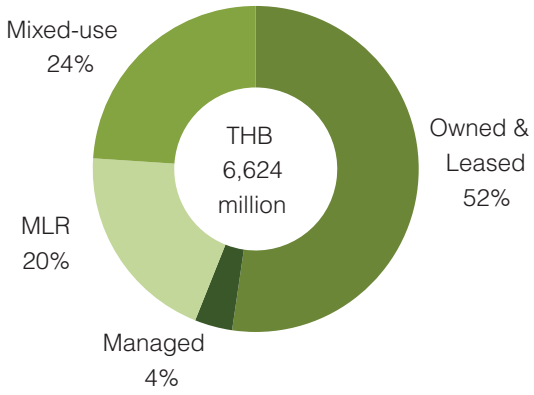
MINT's current hotel portfolio comprises 74 per cent. of hotels that are owned, leased or operated through a joint venture and 26 per cent. managed hotels (based on the number of rooms).

The high percentage of ownership in its hotel business provides certainty of income, increased flexibility to operate, renovate or re-brand easily, as well as potential monetization ability such as strategic asset rotation.

SYSTEM-WIDE ROOM CONTRIBUTION By Ownership



1Q21 CORE REVENUE CONTRIBUTION By Ownership



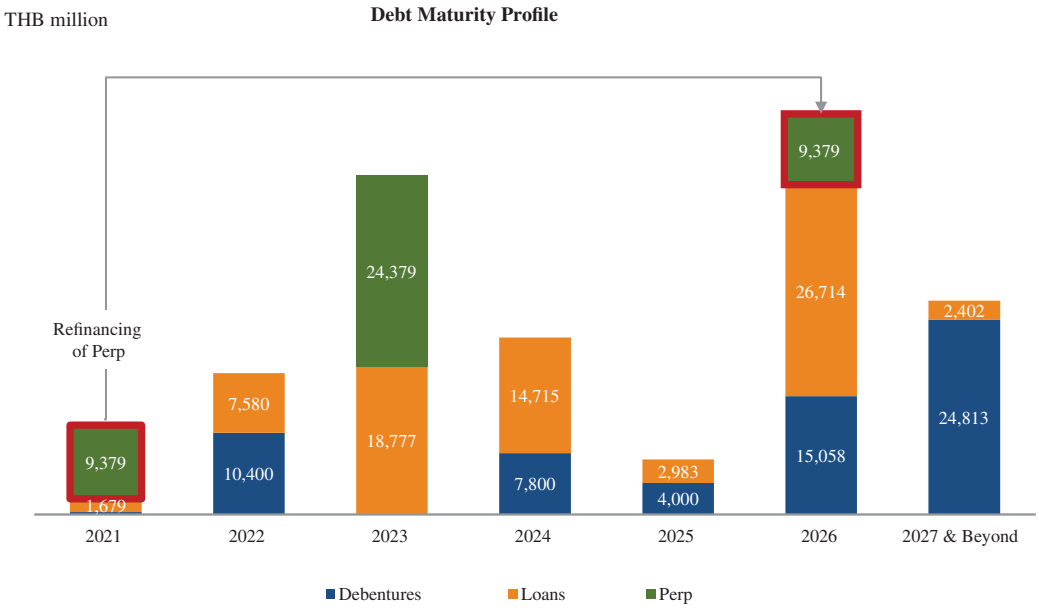
While the owned and leased portfolio is Minor Hotels' key growth driver, management letting rights portfolio provides Minor Hotels with stable growth, and management contracts offer higher profitability with minimal capital investment.

Diversified funding sources and prudent financial management supported by capital recycling utilizing a strategic asset rotation strategy.

MINT is fully committed to proactively managing its capital structure and maintaining a balanced funding mix, using a variety of both domestic and international sources, including bank loans, access to debt capital markets (such as senior debentures and perpetual bonds) and equity capital markets (such as rights issues and warrants). MINT continuously evaluates its funding options, with the objectives to maximise the quality of both debt and equity and to extend the average maturities of the portfolio while optimizing funding costs.

Set forth below is the debt maturity profile of MINT for the following periods:

Debt Maturity Profile and Funding Mix



For example, MINT successfully issued its first USD-denominated perpetual bond to international investors and its first Baht-denominated perpetual bond to domestic investors in 2018. MINT is a regular issuer of Baht-denominated bonds in domestic debt capital markets. In addition, in 2020 MINT announced a comprehensive capital structure strengthening plan to raise THB25 billion capital through various instruments, including perpetual bonds, rights issue and warrants, to be completed between 2020 and 2023. In 2021, MINT issued another two tranches of warrants, which will increase its equity base by another THB10 billion from 2021 to 2024. As of the date of this Offering Circular, MINT had managed to raise THB18 billion capital through the issuance of rights offering and perpetual bonds, and conversion of warrants. In addition, MINT has established strong relationships with over 20 domestic and international banks, who have supported and will continue to provide funding support to the Group.

In addition, MINT has implemented its strategic asset rotation strategy, which demonstrates its ability to recycle capital and strengthen MINT's balance sheet. The hotels under such strategy would remain within Minor Hotels' portfolio as leased and managed hotels, which enables MINT to continue enjoying the upside of these hotels' performance. Successful transactions in 2019 include the sale and leaseback of three Tivoli hotels in Lisbon, Portugal, and the sale of three joint-ventured hotels in the Maldives but retained under management contracts. On 30 June 2021, NH Hotel Group announced the completion of sale-and-lease-back of NH Collection Barcelona Gran Hotel Calderon for EUR125.5 million. Further asset rotations are expected to be completed in the second half of 2021.

Protecting cash flow and preserving liquidity remain MINT's priority. As of May 2021, MINT had cash on hand of THB22 billion and unutilised credit facilities of THB19 billion.

Strong corporate governance and risk management policies, supported by an experienced and qualified management team.

MINT has prudent risk management policies which include (i) maintaining a conservative internal policy on leverage which is below its current debt covenants; (ii) maintaining a credit rating by TRIS at prudent level since 2007; and (iii) hedging its foreign currency exposure via cross currency swap contracts and foreign exchange forward contracts.

A strong comprehensive system of corporate governance is in place and is taken seriously by MINT's board of directors and management team. MINT is recognised as Thailand's Most Honoured Company in the Emerging Markets by Institutional Investor's All-Asia Executive Team 2019 Rankings, the Top 3 Thailand's Best Corporate Governance by Institutional Investor's All-Asia Executive Team 2019 Rankings and was also awarded the Best SET Sustainability Awards for two consecutive years in 2018 and 2019 by the SET. In addition, MINT has been included in numerous sustainability indices, including Dow Jones Sustainability Emerging Markets Index, the FTSE4Good Emerging Index, the MSCI ESG Leaders Index and the list of Thailand Sustainability Investment by the SET. MINT was also the winner of the Board of the Year Awards 2018 among SET-listed companies with market capitalisation of over THB100 billion for its excellence in good corporate governance and outstanding board and director professionalism, by the Thai Institute of Directors.

MINT is led by an experienced, highly qualified and dedicated senior management team, who have an average of more than 10 years of experience with the company. The agile management team has demonstrated its ability to manage its business through economic cycles and to move swiftly amidst rapidly changing environment. The management team has a proven track record of consistently delivering the results as per MINT's five-year strategy as described below.

Strategies

MINT is disciplined with its growth strategy, and has rolling five-year strategic plans, which are updated every year. Delivering sustainable earnings means not only driving revenues and net profit in the long-term, but also disciplined investment and deployment of capital. The Group's most recent five-year strategic plan, which was set in December 2019, which was before the COVID-19 pandemic, called for

a CAGR of 15 to 20 per cent. of net profit over the next five years and core and organic return on invested capital of 11 per cent. by 2024. In addition to the high-level financial and strategic objectives, MINT also focused on organisational transformation for better and faster execution. In order to achieve such targets, the Group intends to build the foundation through six strategic pillars:

1. winning brand portfolio;

2. value capture and productivity;

3. investments, partnerships & acquisitions;

4. innovation and digital;

5. empowered people and team; and

6. sustainability framework.

With today's world changing faster than ever, MINT's focus in 2021 onwards as an organisation needs to be agile. In order to achieve the company's ultimate goal "to be a leader in delivering exceptional experiences that anticipate and satisfy customers' aspirations and positively impact stakeholders", MINT will drive the enterprise-wide transformation process. As a service company, people are the foundation of MINT's business, and therefore MINT will continue to invest in its people, and ensure that the way the Company manages and drives change is effective, and that team members at all levels are engaged and committed to change, and are willing to adapt to new ways of working. In addition, MINT, more than ever, will focus on customers, and invest in innovation, digital and technology, as opposed to only capital expenditure for the physical expansion of hotel rooms and restaurant outlets. Lastly, MINT remains committed to sustainability, with the aim to positively impact its stakeholders.

In 2020, with the uncertainties amidst the pandemic, MINT decided to hold off on updating its rolling five-year plan. The focus has been on formulating and implementing strategic recovery roadmap amidst the challenges and uncertainties. Nevertheless, the longer-term strategy remains unchanged from the latest approved five-year plan.

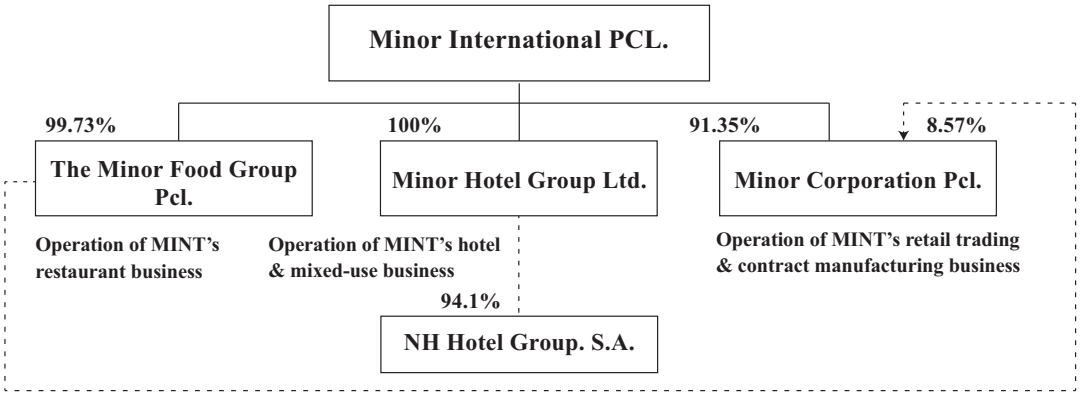
History and Milestones

Year	Key Milestones
1978	• Minor International ("**MINT**"), named Royal Garden Resort Co., Ltd. at that time, was established with the opening of Royal Garden Resort Pattaya, the first hotel in the portfolio. Today, the hotel is known as Avani Pattaya Resort & Spa.
1980	• As the exclusive franchisee, MINT introduced an international pizza brand to Thailand with the first outlet in Pattaya.
1982	• Minor Corporation, now Minor Lifestyle, was founded to engage in the manufacturing household goods and distribution of lifestyle products in Thailand.
1988-1993	• MINT's three businesses were listed separately on The Stock Exchange of Thailand as Royal Garden Resort Public Company Limited ("**RGR**"), The Pizza Public Company Limited ("**PIZZA**") and Minor Corporation Public Company Limited ("**MINOR**").
2001-2005	• RGR acquired PIZZA and took the new name of Minor International Public Company Limited, with MINT as its acronym.

Year	Key Milestones
	• MINT developed its first own luxury hotel brand called Anantara and its own pizza brand called The Pizza Company.
	• Significant steps were taken to expand hotel business outside of Thailand with the investments in the Maldives and subsequently Sri Lanka and East Africa.
2006	• MINT launched its first real estate development project, The Estates Samui, adjacent to its Four Seasons Resort Koh Samui.
2008	• The hotel management business debuted with the opening of Anantara Seminyak Bali Resort in Indonesia.
	• Major investments were made in international restaurant brands, including The Coffee Club, Australia's largest home-grown café group, and Thai Express, the Thai casual-dining restaurant concept from Singapore.
2009	• MINOR was merged into MINT, resulting in the three businesses under one umbrella.
2010	• MINT launched Anantara Vacation Club, the point-based timeshare business under its own brand.
2011	• The acquisition of Oaks Hotels & Resorts, the leading operator of serviced apartment business in Australia, was the first entry point of MINT's hotel business into the country.
2012	• MINT made significant entrance into the restaurant business in China through the investment in Beijing Riverside & Courtyard, a distinctive restaurant chain specialising in Sichuan barbecue fish.
2014	• MINT expanded its presence in Africa with the acquisition of Mozambique portfolio and six hotels in Zambia, Botswana, Namibia and Lesotho.
2015	• MINT's geographical presence was expanded into Europe and South America with the acquisition of Tivoli Hotels & Resorts.
2017	• MINT's hotel business entered into the UK with a significant investment in Corbin & King.
2018	• MINT made a further move into Europe and accelerated its global footprints with a significant investment in NHG.
2019	• MINT launched the 1112Delivery platform which has all of Minor Food's brands in one mobile application to capture the growing trend of delivery business.
	• MINT announced the establishment of the Asian Institute of Hospitality Management in Academic Association with Les Roches Global Hospitality Education.
	• MINT announced a global partnership with Verita Healthcare Group with Inaugural Health Centre at Anantara Riverside Bangkok Resort.
	• MINT acquired Bonchon restaurants in Thailand.
	• MINT completed the sale and lease back transaction for three of its hotel properties in Lisbon, Portugal and the sale and manage back transaction for its three joint-venture hotels in the Maldives.

Year	Key Milestones
2020	• NH Hotel Group started to operate the prestigious former Boscolo portfolio in Europe. • MINT obtained the master franchise rights to expand Bonchon Chicken in Thailand. • MINT increased its investment holdings in BreadTalk Group through BTG Holding Company to 25 per. cent..

Company Structure



Main Sources of Income

		2019		2020		Three-month period ended 31 March 2021	
		Revenue	(%)	Revenue	(%)	Revenue	(%)
		(Baht million except percentages)					
Business	**Operated by**						
Hotel and related services operations[(1)] . . .	Minor International Pcl. and its subsidiaries, affiliates in hotel group	91,439.77	70.85	32,826.93	55.93	6,361.13	50.27
Food and beverage[(2)] . . .	The Minor Food Group Pcl. and its subsidiaries, affiliates in Food group	22,665.78	17.56	19,474.45	33.18	4,943.42	39.07
Distribution and manufacturing	Minor Corporation Pcl. and its subsidiaries, affiliates in distribution and manufacturing group	4,917.11	3.81	3,652.59	6.22	742.44	5.87
Other income[(3)]		10,038.95	7.78	2,741.67	4.67	606.87	4.79
Total revenues		129,061.61	100.00	58,695.64	100.00	12,653.86	100.00

Notes:

(1) Include management services, sales of real estates, rental income from property business and revenues from entertainment operations

(2) Includes franchise fee income.

(3) Includes dividend income and interest income.

Minor Hotels

Minor Hotels' business consists of hotel business (which can be further subdivided into owned and leased hotels, joint venture hotels, management hotels and management of serviced suites), and mixed-use

businesses consisting of plaza and entertainment business, residential property development and vacation club business ("Anantara Vacation Club"). Minor Hotels' key geographic markets are Thailand, Europe, Australia and New Zealand, The Americas, the Maldives, Africa and Middle East with presence in 55 countries. Minor Hotels reported post-TFRS16 core loss of THB5,343 million (U.S.$167 million) for the three-month period ended 31 March 2021, higher than the core loss of THB2,998 million reported for the three-month period ended 31 March 2020. This decrease was mainly attributable to the challenging operating conditions of all key markets due to travel disruptions across regions from the impact of the COVID-19 pandemic.

The following table sets forth the revenues generated by segments:

	Revenues					
	Year ended 31 December 2019	**Year ended 31 December 2020**	**Change 2019-2020 (%)**	**Three-month period ended 31 March 2020**	**Three-month period ended 31 March 2021**	**Change 2020-2021 (%)**
	(THB million except percentages)					
Hotels (owned and managed)	87,629	31,377	(64)	14,578	4,980	(66)
Mixed use (residences, Anantara Vacation Club, plaza & entertainment)	6,561	2,469	(62)	1,192	1,645	38
Total	94,189	33,846	(64)	15,770	6,624	(58)

Business Performance Update

As of 31 March 2021, MINT has 527 hotels and serviced suites with 75,168 rooms in its portfolio, consisting of 119 hotels that are majority owned, 229 leased, 25 joint-venture, 92 under management contracts, and 62 serviced suite properties. MINT's owned and leased hotels are operated under the Anantara, Avani, NH Hotels, NH Collection, nhow, Tivoli, Oaks, Elewana Collection, Four Seasons, St. Regis, JW Marriott and Radisson Blu brands. During the three-month period ended 31 March 2021, owned and leased hotels represented 52 per cent. of Minor Hotels' core revenues and declined by 73 per cent. compared to the three-month period ended 31 March 2020. For the year ended 31 December 2019 and 2020, owned and leased hotels reported core revenues of THB80,054 million (U.S.$2,498 million) and THB26,750 million (U.S.$835 million) respectively. During the year ended 31 December 2020, owned and leased hotels represented 79 per cent. of Minor Hotels' total revenues, and decreased by 67 per cent. compared to the year ended 31 December 2019.

Operational status as of 31 May 2021

The continued lockdown and mobility restrictions by various governments and countries as a result of the COVID-19 re-emergence around the globe has eroded the Group's RevPAR performance, despite the majority of the hotels in the portfolio being operational. The hotels that remained closed in the early 2021 are primarily in Europe. As there have been early signs of improving demand trends, with the vaccination distribution and cities reopening, in May, Minor Hotels began selectively reopening some of the hotels that remained closed, particularly in northern Europe. As of 31 May 2021, only approximately 10 per cent. of the Group's properties remain closed. The Group anticipates that additional European hotels will be reopened in the second half of June and July.

Set out below is a summary of the status of the business operations of the Group's hotel properties in the respective regions as at 31 May 2021:

- *Thailand*: All of the Group's hotels in Bangkok and the provinces are opened since the third quarter of 2020. Domestic tourism, the alternative state quarantine business and the Group's hotels'

cooperation with local hospitals will continue to be the main drivers of the Group's hotel business in the short term. International arrivals are expected to gradually increase, as the country reopens, starting with Phuket Sandbox on 1 July 2021.

- *Indian Ocean and Neighbouring Countries*: In the Maldives, hotels started to reopen at the end of September 2020. Since the reopening, strong operational recovery was seen sequentially, approaching pre-COVID-19 level. The significant positive development was driven by both demand as there is no quarantine restriction for tourists to visit the Maldives, the isolated island resort concept, and from Minor Hotels' sales and marketing efforts. The majority of the hotels in China, Indonesia, Vietnam, Cambodia, Laos, Sri Lanka, Malaysia and India are also operational.

- *Australia and New Zealand*: All hotels remain operational throughout the pandemic. Initially, Minor Hotels particularly sought out "self-isolation" business from passengers arriving at airports during the lockdown period as the government required all people entering Australia to self-quarantine in a hotel for 14 days. Subsequently, in particular since the end of 2020, domestic travel restrictions in Australia continue to be relaxed and this will remain as the key driver of demand for Minor Hotels as border reopening for international visitors is unlikely until 2022. However, given the implementation of the travel bubble between Australia and New Zealand, there have been increasing hotel demand from New Zealand.

- *Middle East and Africa*: Since late May 2020, several hotels in the Middle East started resume operations and are operating fully as of today. In Africa, as at end of May, almost all properties have resumed operation.

- *Europe and Latin America*: Since September of 2020 until April of 2021, hotels in Europe and Latin America have reopened and closed depending on the re-emergence of the COVID-19 in each city. Since mid-May 2021, more hotels have started to reopen with the recent distribution of the vaccines and the reopening of European cities. At the end of May 2021, 81 per. cent. and 80 per cent. of hotels in Europe and Latin America, respectively, are operational. Given the acceleration of the rollout of vaccinations in Europe, travel restrictions are likely to be further relaxed gradually which would see a stronger recovery in the tourism industry and the reopening of more hotels.

Minor Hotels will continue to monitor the change in government policies and assess the demand in each country in light of the plan to reopen each of its hotels. In the meantime, each brand is heightening its sanitisation and hygiene standards in collaboration with industry experts, including Anantara's "Stay with Peace of Mind", Avani's "AvaniSHIELD", Oak's "SureStay" and NH Hotel Group's "Feel Safe at NH". Minor Hotels sees the importance of brand reliability in the face of the new normal. Key brands have worked with relevant authorities and renowned certification companies in their jurisdictions to obtain certifications in order to generate confidence and trust and meet customers' new expectations for hygiene and protection. For instance, Anantara Siam was the first hotel in Thailand to be awarded the "Amazing Thailand Safety and Health Administration: SHA" certificate by the Tourism Authority of Thailand in May 2020. NH Hotel Group and SGS, a leading inspection, verification, testing and certification company, have combined their experience and knowledge in the development of a comprehensive safety and hygiene protocol. Furthermore, in order to keep the brands' top-of-mind position, Minor Hotels rolled out promotional campaigns, such as the 'Anantara Escapism' to showcase interesting and light-hearted content from its hotels. Minor Hotels will focus on wellness and medi-spa in partnership with specialists, including Anantara and Verita, aiming at boosting immunity and longevity. St Regis is partnering with Clinique la Prairie Aesthetics & Medical Spa as well. In addition to its focus on wellness and medi-spa, Minor Hotels is also offering hybrid meetings by upgrading its video conferencing facilities in some locations so that it can offer meeting participants a conducive set up. Minor Hotels has also actively promoted the advanced purchase of pre-paid hotel bookings to increase its sales during this period. Other initiatives include reducing cancellations of stays by allowing for postponement of bookings, promoting domestic travel in countries that are impacted by COVID-19 and driving revenue in less impacted regions.

In 2018, Minor Hotels made a significant investment to acquire NH Hotel Group, the sixth largest hotel chain in Europe. The investment marked a strategic progression for MINT to cement its position in the European hospitality industry and accelerate its global footprints. The combination of the two portfolios created a network of more than 540 hotels with a reach across Asia, Oceania, the Middle East, Africa, Europe and the Americas at that time.

In 2019, Minor Hotels remained committed to expanding and growing its business whilst simultaneously focusing on the strength of the balance sheet position. Minor Hotels successfully implemented an asset rotation strategy, with the objective to continue growing its business while also taking into consideration the limitation of its resources. Minor Hotels sold three Tivoli hotels in Lisbon, two Anantara hotels and one Naladhu in the Maldives; while retaining the hotels within its portfolio under lease and management agreements.

As part of the integration with NH Hotel Group, Minor Hotels has accelerated the expansion of the Anantara brand. While building on its relationship with real estate investors in Europe to acquire additional hotels under lease agreements, NH Hotel Group successfully leveraged the Anantara brand to enter the luxury hospitality segment. Anantara Villa Padierna Palace Benahavís Marbella, the first Anantara in Spain, opened its doors in mid-2019 as the second European Anantara alongside Portugal. In Ireland, a lease contract has been signed for an Anantara in Dublin. Furthermore, in 2020, NH Hotel Group leased the prestigious former Boscolo portfolio of eight hotels, of which three have been rebranded to Anantara, marking the brand's debut in three key European cities.

Minor Hotels also offers serviced apartment accommodation service through its management letting rights ("**MLR**") business model, primarily under the Oaks and Avani brands in Australia and New Zealand. During 2020, Minor Hotels launched three Oaks properties in Australia namely Oaks Toowoomba, Oaks Cairns and Oaks Gold Coast.

As at 31 March 2021, Minor Hotels has a total of 62 properties with over 6,000 rooms under MLRs. The MLR portfolio continued to be an important revenue contributor of the hospitality business, accounting for 20 per cent. of Minor Hotels' revenues during the three-month period ended 31 March 2021 and saw a revenue decrease of 1 per cent. year-on-year. For the year ended 31 December 2020, Minor Hotels reported MLR revenues of THB4,017 million (U.S.$125 million), an 28 per cent. decline year on year.

Minor Hotels has hotel management business, which enables Minor Hotels to continue to grow its brand presence without requiring capital investment. Consequently, hotel management contracts yield relatively higher profitability levels and higher return on invested capital. As at 31 March 2021, Minor Hotels had 92 third party-owned hotels with a total of 12,392 rooms under management, a decline of 2 per cent. from the prior year. The hotels under management contracts spanned 33 countries under the Anantara, Avani, Oaks, Tivoli, NH Collection, NH Hotels, nhow and Elewana Collection brands. During the three-month period ended 31 March 2021, management contracts contributed 4 per cent. of Minor Hotels' revenues. For the year ended 31 December 2020, Minor Hotels reported revenues from hotel management of THB937 million (U.S.$29 million), a 30 per cent. decrease year on year.

During the three-month period ended 31 March 2021, core revenue from hotel and related services operations declined by 67 per cent. compared to the same period last year. In 1Q20, the COVID-19 pandemic was primarily in China and did not become widespread until March, and therefore the first two months of the quarter was still the normal, pre-COVID base. For 1Q21, despite the resilient operations of hotels in Australia due to government's ability to curb the COVID-19 spread effectively, a decrease in core revenue y-y in the quarter was mainly attributable to the challenging operating conditions of other key markets amidst extended mobility restrictions and border closures. Meanwhile, management income for the three months ended 31 March 2021 also posted a decline of 15 per cent. year-on-year, primarily from decreasing organic RevPar of managed hotels in most markets, as well as, the exit of some hotel management contracts.

Hotels overview as of 31 March 2021

	Owned		Leased		Joint Venture		Managed		MLR		Total	
	Hotel	**Room**	**Hotel**	**Room**	**Hotel**	**Room**	**Hotel**	**Room**	**Hotel**	**Room**	**Hotel**	**Room**
Africa	5	935	–	–	17	839	9	453	–	–	31	2,227
Botswana	1	196	–	–	–	–	–	–	–	–	1	196
Kenya	–	–	–	–	5	65	5	42	–	–	10	107
Lesotho	–	–	–	–	2	263	–	–	–	–	2	263
Mozambique	1	181	–	–	4	395	–	–	–	–	5	576
Namibia	1	173	–	–	–	–	–	–	–	–	1	173
Seychelles	–	–	–	–	–	–	2	154	–	–	2	154
Tanzania	–	–	–	–	6	116	–	–	–	–	6	116
Zambia	2	385	–	–	–	–	–	–	–	–	2	385
Mauritius	–	–	–	–	–	–	1	164	–	–	1	164
Tunisia	–	–	–	–	–	–	1	93	–	–	1	93
Americas	25	3,718	21	2,523	–	–	12	1,881	–	–	58	8,122
Argentina	12	1,524	–	–	–	–	3	620	–	–	15	2,144
Brazil	2	504	1	180	–	–	–	–	–	–	3	684
Chile	4	498	–	–	–	–	1	85	–	–	5	583
Colombia	–	–	13	1,355	–	–	–	–	–	–	13	1,355
Cuba	–	–	–	–	–	–	2	251	–	–	2	251
Ecuador	–	–	1	124	–	–	–	–	–	–	1	124
Haiti	–	–	–	–	–	–	1	72	–	–	1	72
Mexico	5	814	6	864	–	–	5	853	–	–	16	2,531
Uruguay	1	136	–	–	–	–	–	–	–	–	1	136
USA	1	242	–	–	–	–	–	–	–	–	1	242
Asia	29	3,670	–	–	8	990	21	–	3,137	–	58	7,797
Cambodia	1	39	–	–	–	–	1	80	–	–	2	119
China	–	–	–	–	–	–	2	321	–	–	2	321
India	–	–	–	–	1	78	–	–	–	–	1	78
Indonesia	1	29	–	–	–	–	3	171	–	–	4	200
Laos	–	–	–	–	–	–	1	53	–	–	1	53
Malaysia	1	103	–	–	–	–	1	315	–	–	2	418
Maldives	1	79	–	–	1	134	3	197	–	–	5	410
Sri Lanka	2	246	–	–	4	460	–	–	–	–	6	706
Thailand	20	2,992	–	–	1	196	8	1,621	–	–	29	4,809
Vietnam	3	182	–	–	1	122	1	90	–	–	5	394
Korea	–	–	–	–	–	–	1	289	–	–	1	289
Europe	58	10,297	208	32,951	–	–	32	3,847	–	–	298	47,095
Austria	7	1,340	7	1,340	–	–	–	–	–	–	–	–
Belgium	7	1,068	6	1,203	–	–	–	–	–	–	13	2,271

	Owned		Leased		Joint Venture		Managed		MLR		Total	
	Hotel	Room	Hotel	Room	Hotel	Room	Hotel	Room	Hotel	Room	Hotel	Room
Czech	–	–	1	152	–	–	3	581	–	–	4	733
France	–	–	4	721	–	–	1	150	–	–	5	871
Germany	5	1,000	49	9,046	–	–	–	–	–	–	54	10,046
Hungary	3	483	3	483	–	–	–	–	–	–	–	–
Italy	13	1,872	39	5,960	–	–	3	489	–	–	55	8,321
Luxembourg	–	–	1	148	–	–	–	–	–	–	1	148
Poland	–	–	–	–	–	–	1	93	–	–	1	93
Portugal	8	1,610	5	854	–	–	3	289	–	–	16	2,753
Romania	–	–	1	83	–	–	1	76	–	–	2	159
Slovakia	–	–	–	–	–	–	1	117	–	–	1	117
Spain	13	1,977	67	8,381	–	–	16	1,351	–	–	96	11,709
Switzerland	2	260	2	260	–	–	–	–	–	–	–	–
Netherlands	12	2,770	21	4,012	–	–	1	451	–	–	34	7,233
UK	–	–	1	121	–	–	1	190	–	–	2	311
Andorra	–	–	–	–	–	–	1	60	–	–	1	60
Ireland	–	–	1	187	–	–	–	–	–	–	1	187
ME	–	–	–	–	–	–	18	3,074	1	168	19	3,242
Oman	–	–	–	–	–	–	2	251	–	–	2	251
Qatar	–	–	–	–	–	–	5	676	–	–	5	676
UAE	–	–	–	–	–	–	11	2,147	1	168	12	2,315
Oceania	2	445	–	–	–	–	–	–	61	6,240	63	6,685
Australia	2	445	–	–	–	–	–	–	56	5,673	58	6,118
New Zealand	–	–	–	–	–	–	–	–	5	567	5	567
Grand Total	119	19,065	229	35,474	25	1,829	92	12,392	62	6,408	527	75,168

Average Occupancy, Average Daily Rate and RevPAR

The tables below set forth certain Average Occupancy, Average Daily Rate and RevPAR figures for the periods indicated.

	Average Occupancy[1] (System-wide)							
	Year ended 31 December		Three-month period ended 31 March		April		May	
	2020	2019	2021	2020	2021	2020	2021	2020
	(%)		(%)		(%)		(%)	
Majority Owned Hotels	25	71	14	46	17	1	22	2
Thailand	25	67	20	54	23	1	10	1
Maldives	27	60	57	60	55	0	49	0
Europe and LATAM	25	71	14	46	16	1	23	2

	Average Occupancy[1] (System-wide)							
	Year ended 31 December		Three-month period ended 31 March		April		May	
	2020	2019	2021	2020	2021	2020	2021	2020
Joint Ventures	26	49	28	41	25	7	20	13
Managed Hotels	27	64	25	48	25	4	28	7
MLRs[2]	60	77	70	69	79	23	77	31
Average	29	70	21	48	23	4	27	6

Notes:

(1) Average occupancy represents the total number of room nights sold in a given period divided by the total number of room nights available at a hotel or group of hotels in the same period.

(2) Properties under Management Letting Rights in Australia and New Zealand.

	Average Daily Rate[1] (System-wide)											
	Year ended 31 December			Three-month period ended 31 March			April			May		
	2020	2019	Change	2021	2020	Change	2021	2020	Change	2021	2020	Change
	(Baht/night)		%	*(Baht/night)*		%	*(Baht/night)*		%	*(Baht/night)*		%
Majority Owned Hotels	3,267	3,846	(15)	2,880	3,810	(24)	2,948	2,660	11	3,250	2,741	19
Thailand	5,777	6,137	(6)	3,752	7,322	(49)	4,041	4,380	(8)	3,556	8,403	(58)
Maldives	31,663	28,066	13	33,970	35,683	(5)	28,168	32,794	(14)	21,818	0	NM
Europe and LATAM	3,048	3,657	(17)	2,556	3,487	(27)	2,638	2,635	–	3,146	2,576	23
Joint Ventures	5,387	5,946	(9)	7,904	7,530	5	7,294	3,006	143	6,286	3,174	98
Managed Hotels	4,667	4,656	–	5,028	4,641	8	5,310	5,579	(5)	4,722	5,883	(20)
MLRs[2]	3,337	3,797	(12)	3,932	3,702	6	4,505	2,674	68	4,314	2,288	89
Average	3,530	3,978	(11)	3,693	3,982	(7)	3,856	3,240	19	3,770	3,050	24

Notes:

(1) Average daily rate represents hotel room revenues divided by the total number of room nights sold in a given period.

(2) Properties under Management Letting Rights in Australia and New Zealand.

	RevPAR[1] (System Wide)											
	Year ended 31 December			Three-month period ended 31 March			April			May		
	2020	2019	Change	2021	2020	Change	2021	2020	Change	2021	2020	Change
	(Baht/night)		%	*(Baht/night)*		%	*(Baht/night)*		%	*(Baht/night)*		%
Majority Owned Hotels	825	2,729	(70)	415	1,752	(76)	496	28	NM	712	67	NM
Thailand	1,432	4,654	(69)	753	3,889	(81)	910	26	NM	370	110	NM
Maldives	8,654	16,878	(49)	19,198	21,506	(11)	15,444	5	NM	10,587	0	NM

	RevPAR[1] (System Wide)											
	Year ended 31 December			Three-month period ended 31 March			April			May		
	2020	2019	Change	2021	2020	Change	2021	2020	Change	2021	2020	Change
Europe and LATAM	777	2,607	(70)	359	1,599	(78)	430	28	NM	709	60	NM
Joint Ventures	1,375	2,925	(53)	2,174	3,067	(29)	1,839	222	NM	1,255	411	NM
Managed Hotels	1,283	3,003	(57)	1,236	2,234	(45)	1,339	243	NM	1,333	388	NM
MLRs[2]	2,005	2,937	(32)	2,768	2,641	(8)	3,549	611	NM	3,321	709	NM
Average	1,013	2,793	(64)	774	1,935	(60)	903	115	NM	1,035	187	NM

Notes:

(1) Revenue per available room is calculated by multiplying ADR charged and the average occupancy achieved for a given period. RevPAR does not include other ancillary, non-room revenues, such as food and beverage revenue or transport, telephone and other guest service revenues generated by a hotel.

(2) Properties under Management Letting Rights in Australia and New Zealand.

Customers

MINT has a centralised sales and marketing system, with integrated customer and hotel database to support its widespread operations. The system enables data management optimisation, big data analytics and effective customer communication to spearhead growth.

MINT's customers in the hotel business consist of both Thais and foreigners and are classified into three main groups:

Travel agencies, both traditional and online agencies. Domestic and overseas travel agencies act as hotel booking intermediaries between MINT and customers during the sales process. Rooms sold through travel agencies is the largest source of booking for MINT.

Independent travellers. Individuals make bookings directly with hotels via both offline channels such as telephone and walk-ins, and online channels such as the Company's website and email.

Meetings, incentive travel, conventions, exhibitions ("**MICE**"). The MICE group consists of large groups, usually planned well in advance. They normally generate additional revenues such as banqueting and catering income, in addition to room revenue for MINT.

MINT has a diversified customer base with no single country accounting for more than 30 per cent. in its hotel business:

Customer breakdown by geography (excluding hotels in Europe and Oceania)

	2019	2020	1Q21
		(%)	
Country/Continent			
Thailand	6	13	15
East Asia	30	23	16
South Asia	6	4	6
Middle East	12	22	26

	2019	2020	1Q21
Europe	25	20	19
The Americas	6	4	10
Australasia	3	1	1
Others	6	13	8
Total	100	100	100

Top five feeder markets (excluding hotels in Europe and Oceania)

		2019	2020	1Q21
			(%)	
Country				
1	China	13	9	4
2	United Kingdom	6	4	3
3	Thailand	6	13	15
4	America	6	4	3
5	Germany	5	3	3

The target groups for MINT's hotel business consist of three types:

- Leisure travellers
- Business travellers
- MICE travellers

Pricing and Seasonality

The hotel business is highly seasonal during the year. This seasonal nature of the tourist demand affects the hotel pricing ability. In the past, MINT had high occupancy rates during the periods from January to March and October to December, which is due to the corresponding high tourist seasons of MINT's key operating markets such as Thailand, the Indian Ocean, including the Maldives and the United Arab Emirates. However, MINT's overall occupancy and room rates have become less volatile during the year, with the recent acquisition of hotels in Europe, whose high tourist season is from April to September. In addition, Oaks Hotels and Resorts in Australia is less affected by seasonality as its main customers are domestic business travellers.

In setting room rates, MINT considers current occupancy level of the hotel, seasonality factors, operating costs, as well as market rates offered by competitors in the same hotel segment in each particular destination. However, during low seasons or low-demand periods, MINT implements promotional strategies such as special occasion discounts, co-promotional packages with other hotels within the portfolio for special offers, special complementary services, and special promotions with credit card issuers, amongst others.

Sales and distribution channels

Sales and distribution activities in the hotel business can be separated into three channels:

1. Direct sales via MINT's sales department and the websites of its respective brands. MINT's sales agents offer rooms directly to end customers, other sales agencies and meeting & seminar groups, both domestic and international.

2. Selling via distributors, tour/travel agencies and OTAs. These distributors are third-party intermediaries who distribute rooms for MINT. MINT's distributors and tour/travel agencies are located across Asia, Australia, Europe and the U.S. and offer hotel reservation service, airline tickets, or sometimes airline ticket plus hotel room package. MINT works with distributors and tour/travel agencies with large business network, strong profile and reputation, extensive experience and ability to generate high sales volume. Likewise, MINT distributes hotel rooms through leading OTAs such as Agoda.com, Expedia.com and Booking.com, amongst others, in order to take advantage of the online platforms of such third parties to expand MINT's customer base and gain tractions in new markets globally.

3. Others include walk-ins and referrals, which can come from media channels, referrals or existing customers.

Plaza and Entertainment Business

MINT owns and operates three shopping plazas adjacent to its hotels to complement their operations, namely Riverside Plaza in Bangkok, Royal Garden Plaza in Pattaya and Turtle Village in Phuket. In addition, MINT is the operator of seven entertainment outlets in Royal Garden Plaza, which include the famous Ripley's Believe It or Not Museum and The Louis Tussaud's Waxworks.

Residential Property Development

MINT's residential development business develops and sells properties in conjunction with the development of some of its hotels. MINT has completed the sales of the first two projects, The Estates Samui, consisting of 14 villas, adjacent to MINT's Four Seasons Resort Koh Samui, and St. Regis Residences, with 53 residential units located above The St. Regis Bangkok. As at the date of this Offering Circular, the available properties in Thailand include the Layan Residences by Anantara and Avadina Hills by Anantara, both of which are in Phuket, and Anantara Chiang Mai Serviced Suites. The current overseas project is Torres Rani in Maputo, Mozambique. Furthermore, to ensure continuity of sales from the residential business in the future, two residential development projects are currently in the pipeline, Anantara Ubud Residences comprising 15 residential villas located in Bali's highlands, and Anantara Desaru Residences consisting of 20 residential villas on the Desaru Coast of south-east Malaysia. The sales activities of Anantara Desaru Residences are temporarily on hold because of the lockdown in Malaysia, whereas the construction of Anantara Desaru Residences is delayed amidst the COVID-19 pandemic.

Pricing

In setting selling prices of its residences, MINT considers the brand value, location, unique architecture and design, well-thought out layout, high-quality construction, hotel facilities and number of units in the building. MINT also compares its prices with other residential projects nearby to ensure its competitiveness. MINT positions its products as exclusive and ultra-luxury. For example, the selling price of The Residences by Anantara, Layan in Phuket ranges from U.S.$6 million to U.S.$15 million.

Customers

The target market of MINT's residential projects are primarily high net-worth individuals and families who look for the best leisure experience in prime location with a scenic view. MINT does not target investors or buyers for speculation as the project is developed to provide distinguished relaxing experience, aesthetic living and true happiness.

Anantara Vacation Club

Anantara Vacation Club is a collection of luxurious shared-ownership villas and apartments located in a variety of resort destinations for the use of its owners. Anantara Vacation Club owners purchase club points that are backed by unencumbered real estate assets, held in trust for their benefit and security. The number of club points owned determines the resort destination, time of year, length of stay, and the type of accommodation available to members of the Anantara Vacation Club. MINT will grow the Anantara Vacation Club business, as it is expected to continue to be one of the revenue and net profit drivers in the long term.

In terms of product offering, Anantara Vacation Club has a total inventory of 253 club units in Koh Samui, Phuket, Chiang Mai and Bangkok in Thailand, Queenstown in New Zealand, Bali in Indonesia, and Sanya in China, as of 31 March 2021. Anantara Vacation Club has 15,623 club point owners as of 31 March 2021.

Target Customers

Anantara Vacation Club targets mid-to high-end customers. Most customers of the Anantara Vacation Club come from Asian countries as per the table below.

	2019	2020	As at 31 March 2021
	(%)	*(%)*	*(%)*
Country			
China	39	40	41
Thailand	11	14	14
Singapore	8	7	7
Hong Kong	8	7	7
Malaysia	7	7	7
Taiwan	4	4	4
Japan	4	4	4
Others	18	17	16
Total	100	100	100

Procurement of product and services

With the extensive experience and expertise in developing hotels and real estates, MINT has the ability to develop rooms and villas to meet customers' demand and expectations. As most of the Anantara Vacation Club inventory units are adjacent to the hotels owned or managed by MINT, MINT can cross-sell hotel services to Anantara Vacation Club members, while the inventory can be managed efficiently, which results in lower operating costs.

Sales and distribution channels

MINT has six preview centres, in Phuket, Samui, Chiang Mai, Hua Hin and Bangkok in Thailand, and Bali in Indonesia, and two call centres in Phuket and China to provide information and educate consumers about AVC's products and services. Amidst the COVID-19 pandemic, only three preview centres are currently in operation, in Phuket, Samui and Hua Hin.

Minor Food

Minor Food is operated through its subsidiary Minor Food Group Plc., and is one of the largest casual dining and quick service restaurant operations in Asia, with 2,365 restaurant outlets in 26 countries across the region, the majority of which are in Thailand, China, Oceania, the Middle East, Europe, Canada, Mexico and other countries in Asia. The following table sets forth the number of restaurant outlets operated under the various brands during the years ended 31 December 2019 and 2020 and as at 31 March 2021:

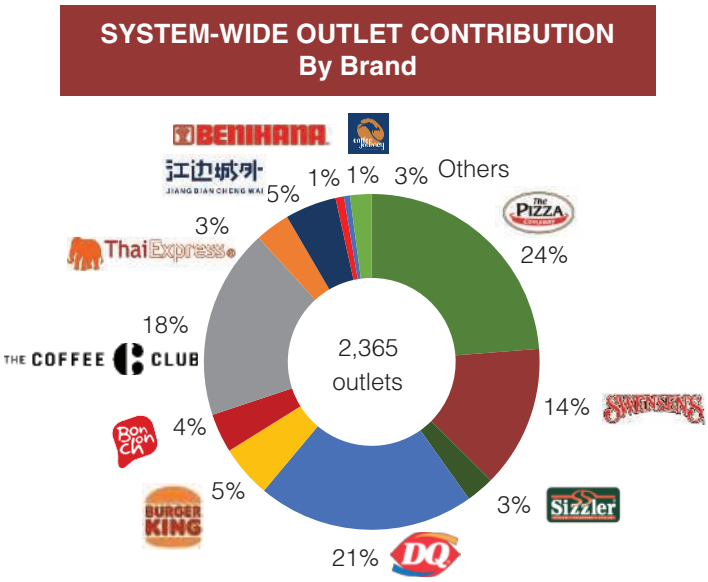
	2019	2020	As at 31 March 2021
Number of Outlets			
Equity			
The Pizza Company	260	240	231
Burger King	121	118	119
Swensen's	117	112	111
Dairy Queen	259	240	240
Sizzler	65	63	64
The Coffee Club	111	103	100
Coffee Journey	–	–	5
Thai Express	67	59	60
Riverside	91	112	117
Bonchon	46	89	89
Benihana	2	2	2
Others*	50	53	49
Total Outlets	**1,198**	**1,179**	**1,187**
Franchise			
The Pizza Company	310	332	331
Burger King	–	–	–
Swensen's	205	214	213
Dairy Queen	263	256	255
Sizzler	–	–	–
The Coffee Club	361	337	334
Coffee Journey	–	–	9
Thai Express	23	23	19
Riverside	–	–	–
Bonchon	–	–	–
Benihana	17	17	17
Total Outlets	**1,179**	**1,179**	**1,178**

Note:

* Others include restaurants in the UK, Breadtalk (Thailand) and restaurant operators at airports.

The following chart sets out the percentage of outlets for each brand as at 31 March 2021:

No. of Outlets



The following table sets forth the number of domestic and international outlets as well as type of ownership as at 31 December 2019 and 2020 and 31 March 2021:

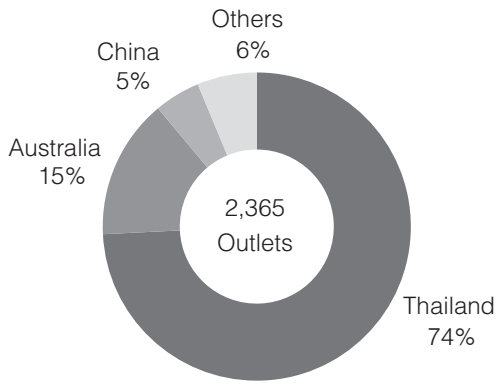
	2019	2020	As at 31 March 2021
Number of Outlets			
Domestic			
Equity	962	954	942
Franchise	616	631	640
International			
Equity	236	237	245
Franchise	563	548	538
Total Outlets	**2,377**	**2,370**	**2,365**

Minor Food was the first company to introduce international-style pizza to Thailand in the early 1980's and has always been recognised as an innovator and pioneer in the Asian food services sector, with a passion to develop its restaurants into market leaders. Minor Food's restaurant brands include, among others, The Pizza Company, The Coffee Club, Riverside, Thai Express, Swensen's, Dairy Queen, Sizzler, Burger King, Benihana Bonchon and Coffee Journey. During the three-month period ended 31 March 2021, Minor Food generated core revenue of THB5,123 million (U.S.$160 million), a decrease of 10 per cent. compared to the core revenue of THB5,664 million (U.S.$178 million) during the three-month period ended 31 March 2020. Despite a decline in revenue, post-TFRS 16 core loss of THB97 million during the three-month period ended 31 March 2020 turned into a post-TFRS 16 core net profit of THB160 million during the three-month period ended 31 March 2021, mainly attributable to cost saving measures. For the year ended 31 December 2020, Minor Food generated core revenue and pre-TFRS 16 core profit of THB20,684 million (U.S.$645 million) and THB278 million (U.S.$9 million), a decrease of 15 per cent. and a decrease of 77 per cent., respectively compared to the core revenue and core profit of THB24,233 million (U.S.$756 million) and THB1,210 million (U.S.$38 million), respectively, for the year ended 31 December 2019.

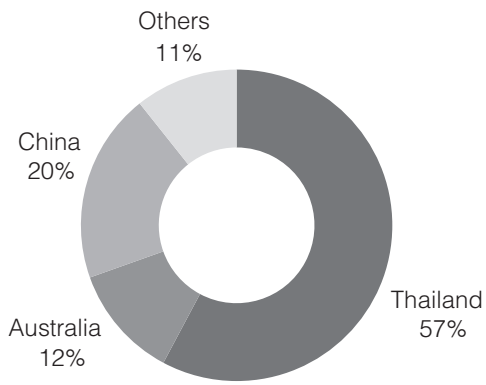
Minor Food operates under a hub system across three main markets – Thailand, Australia and China – as well as other markets across 23 countries in Asia, Oceania, Middle East, Europe, Canada and Mexico. Thailand is the home of its head office and the origination of its restaurant business and remains its largest hub, contributing 57 per cent. of Minor Food's total core revenue during the three-month period ended 31 March 2021. The brands in Thailand include The Pizza Company, Swensen's, Dairy Queen, Sizzler, Burger King, The Coffee Club, Benihana, Bonchon and Coffee Journey. Based on the data collected from Ministry of Commerce, Minor Food has an estimated market share of 32 per cent. of western casual dining in Thailand. Australia and China contributed 12 per cent. and 20 per cent., respectively to Minor Food's total core revenue during the three-month period ended 31 March 2021. Australia operates The Coffee Club as the major brand in the country, together with the coffee roasting business under Nomad. China operation is primarily driven by Riverside.

The following charts set forth the contribution from the Group's operations in the major hubs to Minor Food's core revenue as well as the percentage of outlets in each hub for the three-month period ended 31 March 2021:

SYSTEM-WIDE OUTLET CONTRIBUTION By Geography



1Q21 CORE REVENUE CONTRIBUTION By Geography



One of Minor Food's key focuses in 2020 was digital transformation, both on the frontend and backend. The digital business unit was set up to strengthen the Group's digital capabilities. Digital platform and mobile applications are being implemented across Minor Food's hubs to enhance customer experience. Key initiatives include loyalty programs, delivery service and data analytics. Minor Food's focus on improving its delivery service platform is a timely mitigant amidst COVID-19 shutdowns, which saw an increase in the demand for delivery services which Minor Food was able to leverage.

In 2019, Minor Food also took the opportunity to re-evaluate and realign its investment portfolio. Capital was committed to areas of growth, including investment in new brands with high potential such as Bonchon, and outlet expansion in China. At the same time, Minor Food reassessed its existing portfolio, and exited some of its investments, including BreadTalk Thailand, GrabThai in the UK and Ribs & Rumps in Australia.

In March 2020, Minor Food completed the acquisition of Bonchon and now has the right to expand the brand in Thailand. Bonchon is an international restaurant brand reputable for its Korean-style fried chicken and other Korean-inspired dishes. At the time the acquisition, Bonchon had over 40 outlets in Thailand, primarily in Bangkok. Leveraging on its operating platform, Minor Food has been able to accelerate the growth of the brand, through both physical stores and delivery service, capturing the fast-growing Asian food and chicken concept. As at end of March 2021, Bonchon had 89 stores nationwide

Business Performance Update

Although 2020 has been a challenging year with the outbreak of the COVID-19 pandemic, Minor Food was swift in adapting and responding to the rapidly changing customer behaviour as a result of the highly volatile situation, while increasing its operational efficiency through cost savings initiatives. This enabled Minor Food to quickly and successfully turn around its business to return to pre-COVID-19 levels.

With government lockdown of cities and towns globally in an attempt to control the spread of the COVID-19 virus during the first half of 2020, Minor Food was quick to react and actioned to temporarily close its dine-in business, and in certain cases to temporarily close restaurants altogether, as well as to implement strict health and hygiene practices in accordance with government directives. Thereafter, as restrictions began to ease, the focus shifted to a calibrated store reopening strategy, with an emphasis on cash flow generation.

The temporary closure resulted in a substantial drop in dine-in sales. Accordingly, Minor Food brands shifted their focus to delivery and takeaway segments, which are also expected to continue to be a key sales driver in the second half of 2021, as dine-in sales also begin to increase. Notwithstanding the shift to the delivery and takeaway segments, the Group saw same-store-sales decline by 5.8 per cent., while total-system-sales increased by 6.3 per cent. year-on-year respectively, for the five-month period ended 31 May 2021. Coupled with a sharp reduction in tourist numbers due to travel restrictions, weaker consumer confidence and limitation in dine-in due to the COVID-19 outbreak, Minor Food expects to continue to record a deterioration in same-store-sales for the six months ending 30 June 2021 amidst the challenging retail environment.

The tables below set out the percentage change of Minor Food's same-store-sales and the total-system sales for the periods indicated:

	Year ended 31 December	
	2019	**2020**
	(%)	
Average Same-Store Sales	(3.0)	(15.5)
Thailand	(4.4)	(11.7)
Australia	(1.3)	(17.8)
China	0.1	(15.2)
Average Total-System Sales	5.0	(15.5)
Thailand	2.7	(11.7)
Australia	(1.2)	(26.2)
China	14.7	(18.0)

	Three-month period ended 30 September	Three-month period ended 31 December	Three-month period ended 31 March	April	May
	2020		2021		
	(%)		(%)		
Average Same-Store Sales	(15.9)	(13.7)	(15.3)	22.6	11.8
Thailand	(15.5)	(16.9)	(27.5)	(13.4)	(9.4)
Australia	(18.6)	(7.0)	2.0	293.4	101.9
China	3.0	3.4	75.1	56.6	9.7
Average Total-System Sales	(17.2)	(13.7)	(12.4)	66.7	42.0
Thailand	(14.2)	(16.9)	(27.4)	15.0	10.4
Australia	(25.2)	(15.0)	(5.1)	415.6	94.7
China	8.1	7.6	182.6	104.3	56.0

Operational status as of 31 May 2021

Set out below is a summary of the status of the business operations of Minor Food in its respective regions of operation as at 31 May 2021:

- *Thailand*: The second wave of COVID-19 pandemic since end of December 2020 led to Thai government's restrictions on operating hours and seat distancing at the restaurants which resulted in lower dine-in traffic and continuous temporary closure of certain stores in some tourist areas. Nevertheless, delivery, take-away and drive-through channels partly helped support the overall sales. Most of the restaurants in Thailand remained opened in 2021. As of 31 May 2021, 2,212 of the Group's 2,378 outlets nationwide were open, with limitations on dine-in business.

- *China*: China hub has seen a strong turnaround since the relaxation of the lockdown. Minor Food re-opened most of its 100 outlets in China since the beginning of March 2020, with more than 99 per cent. of the outlets operational as at 31 May 2021. In 2021, the hub has not only operated at its full capacity, but also has resumed the outlet expansion. As at end of May 2021, China hub had a total of 119 Riverside outlets, compared to 90 outlets at the end of 2019, prior to the COVID-19 pandemic.

- *Australia and New Zealand*: Restaurants in Australia opened and closed depending on the pandemic situation in the country. Although dine-in business continued to be under pressure, Australia hub has put more focus on delivery business through partnership with delivery aggregators. In addition, Australia hub has expanded its cloud kitchen concepts and offered delivery of grocery and coffee beans. As at 31 May 2021, over 98 per cent. of total Australia hub outlets were open.

Products and services

MINT's brands are market leaders and widely popular with unique product offerings across various food categories as follows:

Pizza

Minor Food operates a pizza chain under its own brand, "**The Pizza Company**", which offers a wide variety of pizzas. The Pizza Company focuses on offering high-quality products by carefully selecting ingredients in every steps such as cheese from its own factory, seasonings, fresh pizza topping, unique

crust and full-flavoured pizza sauce made from fresh tomatoes. The Pizza Company offers dine-in, delivery and take away services. Key food menu items are pizzas, pastas, main dishes and appetisers such as chicken wings and salads, amongst others.

Minor Food solely owns trademark rights of The Pizza Company through MFG IP Holding (Singapore) Pte., Ltd., a 100 per cent. subsidiary of Minor Food.

Since 2004, Minor Food started franchising The Pizza Company in Thailand. As of 31 March 2021, Minor Food had a total of 229 equity-owned outlets in Thailand and 2 equity-owned outlets in the Maldives, 184 franchised outlets in Thailand and 147 franchised outlets outside of Thailand. Most restaurant outlets are located in department stores, business districts and residential areas. The target market is the mid-to high-end market segment. It currently has overseas franchise businesses in United Arab Emirates, Bahrain, Oman, Cambodia, Laos, Vietnam, Myanmar and Saudi Arabia.

Burger

Minor Food operates its burger chain under the brand "**Burger King**", which is globally well-known for its burgers such as its famous "**Whopper**", featuring flame-grilled quality ingredients for great tasting burgers. Burger King provides dine-in, delivery and takeaway services. The main menu items are hamburgers and french fries.

Burger (Thailand) Limited, a 97 per cent. subsidiary of Minor Food, operates burger business by franchising the "**Burger King**" brand from the U.S. Minor Food is the master franchisee of Burger King in Thailand.

As of 31 March 2021, there were a total of 114 Burger King outlets in Thailand and 5 outlets overseas. Traditionally, most of Burger King outlets are located in department stores and tourist areas because the brand targets mid-to high-end market segment, as well as foreigners and tourists. However, more recently over the past few years, Burger King has expanded to the suburban areas of Bangkok and other major cities in order to capture the domestic market.

Premium Ice cream

Minor Food operates its ice cream chain under the brand "**Swensen's**", which is the first premium ice cream brand in Thailand. Today, Swensen's continues to be the leading ice cream brand in the market. A wide variety of sundae menu items and a pleasant store ambience, as well as excellent customer service to deliver highest customer satisfaction. Swensen's provides dine-in, delivery and takeaway services. Its main customers are the mid-to high-end market segment, including teenagers and families. Its core products are ice cream sundaes, ice cream scoops, ice cream cakes and ice cream quarts amongst others.

Swensen's (Thai) Limited, a 100 per cent. subsidiary of Minor Food, operates Swensen's by franchising the brand from International Franchise Holding (Labuan) Ltd. which is also a 100 per cent. subsidiary of Minor Food. Swensen's (Thai) Limited has the rights to open equity-owned outlets and sub-franchise the brand in Thailand, Cambodia, Laos, Vietnam and Myanmar. Furthermore, International Franchise Holding (Labuan) Ltd. can also sub-franchise Swensen's brand in over 20 countries in Asia and Middle East.

As of 31 March 2021, there were 110 equity-owned outlets in Thailand and 1 overseas equity-owned outlet, 189 franchised outlets in Thailand and 24 overseas franchised outlets. Most of outlets are located in department stores, business districts and residential areas. At present, the Company sub-franchises Swensen's brand in Cambodia, Laos, Vietnam and Myanmar.

Soft-Serve Ice Cream

Minor Food operates a soft-serve ice cream concept under the brand "**Dairy Queen**" through a kiosk model. Dairy Queen is famous for its signature 'Blizzard' menu item, which offers full and rich flavours. Dairy Queen provides only takeaway and delivery service. Its core products are "**Blizzard**", "**Moolatte**" milkshake and ice cream cake. Dairy Queen's main customers range from lower-end to high-end market segments.

Minor DQ Limited, a 100 per cent. subsidiary of Minor Food, operates Dairy Queen by franchising the Dairy Queen brand from the U.S. Minor DQ Limited is the master franchisee of "**Dairy Queen**" in Thailand with rights to operate both equity-owned and franchised outlets.

As of 31 March 2021, Dairy Queen had 238 equity-owned outlets in Thailand and 2 overseas equity-owned outlets and 255 franchised outlets in Thailand. Most outlets are located in department stores, business districts and residential areas.

Steak, Seafood and Salad

'Sizzler' offers various types of steaks and a large salad bar featuring a wide variety of items as compared to other steakhouse chains. "**Sizzler**" provides dine-in and delivery service, while takeaway service which has recently been launched was the grab-and-go concept with salads, sandwiches and fruit juices. Its core products are steak, seafood and salad. Because Sizzler focuses on serving high-quality food, it targets mid-to high-end market segment.

SLRT Limited, a 100 per cent. subsidiary of Minor Food operates Sizzler by franchising the "**Sizzler**" brand from the U.S. MINT is the master franchisee with rights to open equity-owned outlets in Thailand.

As of 31 March 2021, there were 64 'Sizzler' outlets in Thailand. Most outlets are located in department stores, business districts and residential areas.

In February 2018, Minor Food purchased a 75 per cent. stake in Benihana Holdings Pte. Ltd. As a result, Minor Food holds the global trademark and IP rights for "**Benihana**" in Asia (excluding the islands of Japan), Middle East, Europe, Australia, Africa, Canada and Mexico. "**Benihana**" is a steak and sushi restaurant, and is the pioneer of "**Teppan-yaki**" dining, where chefs combine dazzling performance and cooking freshest ingredients in front of diners.

As at 31 March 2021, Benihana's portfolio includes 2 owned restaurants in the UK, and another 17 franchised restaurants in the UK, Romania, Slovakia, Canada, Kuwait, Lebanon, Saudi Arabia, the UAE, Indonesia, Thailand and Mexico..

Coffee

Minor Food today has 70 per cent. stake in Minor DKL Food Group Pty. Ltd. (previously known as "**The Coffee Club Holding Pty. Ltd**.") through its subsidiary, Delicious Food Holding (Australia) Pty Ltd. Minor DKL operates restaurants and coffee shops in Australia, New Zealand and others countries under the brand "**The Coffee Club**". The Coffee Club is the largest coffee chain by revenue in Australia.

As of 31 March 2021, there were total of 422 outlets. Out of the total 96 equity-owned outlets, 46 outlets were in Thailand and another 50 outlets in Australia, the Maldives, United Arab Emirates, Saudi Arabia, Seychelles, Qatar, Laos, and Vietnam. In addition, there were 326 franchised outlets in Australia, New Zealand, Indonesia, Cambodia and China.

Nomad Coffee Group Pty. Ltd. (previously under the name "**VGC Food Group Pty. Ltd**."), a 70 per cent. subsidiary of Minor DKL, is a leading and award-winning specialty roasting house, supplying over 500 tonnes of freshly roasted coffee annually and a cafe chain under the brand Coffee Hit, a unique specialty

coffee franchise system offering an enhanced retail coffee experience to customers via beverage and whole-bean trade. As of 31 March 2021, there were a total 12 outlets, of which 4 are equity-owned outlets and 8 were franchised outlets.

Thai and International Food

Minor Food acquired 100 per cent. stake in Thai Express Concepts Pte. Ltd. through Primacy Investment Limited. In 2013, Thai Express Concepts Pte. Ltd. was renamed as The Minor Food Group Singapore to better reflect the operation of multi-concept restaurant services under various brands, such as Thai Express, Xin Wang Hong Kong Café, Kiseki Japanese Buffet Restaurant, Buffet Town, Poulet, Basil, Riverside, Go Ang Chicken Rice, and Sanook Kitchen.

At present, The Minor Food Group Singapore operates in six countries, including Thailand, Singapore, Malaysia, Vietnam, Myanmar and Maldives.

As of 31 March 2021, there are 79 outlets in total, comprising 60 equity-owned outlets and 19 franchised outlets.

Fish Dishes

As of 31 March 2021, Minor Food holds 100 per cent. of Beijing Riverside & Courtyard Investment Management Co., Ltd. ("**Riverside**"). Riverside operates a casual dining restaurant in China under the brand "**Riverside & Courtyard**", which specialises in Sichuan barbecue fish. Launched in 2005, Riverside has successfully built up strong brand equity and customer loyalty for traditional sizzling fish dishes, combining countryside cooking with well-groomed service and contemporary decoration.

As of 31 March 2021, there are 117 equity owned outlets, of which 114 outlets are in China and 3 outlets in Singapore.

Korean Food

In November 2019, Minor Food made an investment of 100 per cent. stake in Chicken Time Co., Ltd., a chain restaurant company, operating popular "Bonchon" chicken brand in Thailand. The investment allowed Minor Food to operate existing Bonchon stores in Thailand. Near the end of the first quarter of 2020, Minor Food acquired an effective 70 per cent. stake in Spoonful Pte. Ltd., Singapore and Spoonful (Thailand) Co., Ltd. which are the master franchise rights holder of Bonchon in Thailand and the operator of future Bonchon expansion in Thailand, respectively. With the majority stake in Spoonful SG and Spoonful TH, MINT has effectively become the exclusive Bonchon master franchise licensee in the country with long-term exclusive territorial rights and ability to expand and sub-franchise.

Bonchon brand, which was established in 2002 in Korea, has become a strong global brand as Korean cuisine and Korean-style fried chicken have gained increasing popularity worldwide. The brand differentiates itself with a specialised Korean-style fried chicken glazed with its signature sauces. With its strong brand equity and customer loyalty for distinctive super crispy chicken and other Asian fusion dishes, Bonchon restaurants have rapidly expanded worldwide, spanning across nine countries including the US, Bahrain, Kuwait, the Philippines, Singapore, Cambodia, Vietnam, Myanmar and Thailand.

As of 31 March 2021, there are 89 equity owned outlets, including 4 outlets in Thailand airport.

Pricing Policy

Amidst intense competition facing the casual dining market, the Company considers cost of goods and services, prices of competitors and current macro-economic conditions when setting prices.

Procurement of Product and Service

Minor Food operates fast-casual dining services through over 2,000 restaurant outlets and also invests in four manufacturing plants that produce cheese, ice cream, bakery and dessert toppings to support the operation of restaurants under Minor Food as well as supply the products to other non-related companies. Foreseeing inflation risks in 2021, the Company plans to enter into purchase agreements with suppliers to fix price, quantity and quality of raw materials in the long term.

Manufacturing

Minor Food has five manufacturing plants to ensure the availability and reliability of its key raw materials. Minor Dairy Limited produces a variety of premium ice cream products and toppings for food brands under Minor Food such as Swensen's, Dairy Queen and Burger King, as well as supplies the same quality ingredients to leading customers outside the group. Minor Cheese Limited produces a wide range of cheeses and cheese blends, including mozzarella, cheddar, string cheese, parmesan, mascarpone, cream cheese and sour cream. MCL is a key supplier to various restaurant operations of Minor Food as well as a major supplier to companies in the Thai and regional food services sector. Pecan Deluxe produces ice cream toppings and Art of Baking produces bakery products in Thailand. Nomad operates the coffee roasting plant in Australia.

Raw Materials and Source of Raw Materials

Raw materials are divided into three categories, which are:

- Frozen ingredients such as processed meat, frozen seafood, cheese, ice cream, frozen potatoes, frozen vegetables and fruits, amongst others.

- Fresh produce such as dairy products, eggs, fresh vegetables and fruits, amongst others.

- Others such as powdered milk, flour, bread, spices, canned food, processed fruits, vegetable oil, coffee, sugar, beverage and packaged food, amongst others.

The Group's raw materials stem mainly from two sources:

- Local sourcing for fresh milk, eggs, sausages, processed meat, vegetables, fruits, sugar, canned food, beverages and packaged food, amongst others. This accounts for approximately 60 to 65 per cent. of total raw materials.

- International sourcing, can be divided into two categories:

- Through distributors in Thailand for frozen potatoes, frozen vegetables and fruits, spices, almond, coffee bean, ingredients for producing and decorating ice cream, amongst others. This accounts for approximately 70 to 75 per cent. of total raw materials.

- Direct imports for cheese, skimmed milk powder, ingredients for producing ice cream, canned food, some types of processed beef, amongst others. This accounts for approximately 5 to 10 per cent. of total raw materials.

Geographic Markets

The following table sets forth the number of restaurant outlets operated under the various brands as at 31 March 2021:

	No. of Outlets				
Brand	**Equity**	**Franchise**	**Thailand**	**International**	**Total**
The Pizza Company	231	331	413	149	562
Swensen's	111	213	299	25	324
Sizzler	64	–	64	–	64
Dairy Queen	240	255	493	2	495
Bonchon	89	–	89	–	89
Burger King	119	–	114	5	119
Coffee Journey	5	9	14	–	14
The Coffee Club	100	334	46	388	434
Thai Express	60	19	5	74	79
Riverside	117	–	–	117	117
Benihana	2	17	3	16	19
Others	49	–	42	7	49
Total	1,187	1,178	1,582	783	2,365

Thailand

Thailand is Minor Food's biggest contributor by revenues. As of 31 March 2021, Minor Food had a total of 1,582 outlets in Thailand under the brands The Pizza Company, Swensen's, Sizzler, Dairy Queen, Burger King, The Coffee Club, Bonchon and Coffee Journey, an increase of 1 per cent. from 31 March 2020. Of the total number of outlets, 942 are company-owned while the remaining 640 are franchised.

Thailand hub reported total-system-sales decline of 27.4 per cent. year-on-year for the three months ended 31 March 2021, attributable to 27.5 per cent. softer same-store sales. The second wave of the COVID-19 pandemic since end December 2020 led to the local governments of all regions to adopt measures restricting on operating hours and seat distancing at the restaurants which resulted in lower dine-in traffic and continuous temporary closure of certain stores in some areas. Nevertheless, delivery, take-away and drive-through channels partly helped support the overall sales. Minor Food continued to strengthen and exploit its digital platform to further generate revenue. For the three months ended 31 March 2021, Minor Food implemented online and offline campaigns to recruit new users to its own 1112Delivery application, resulting in a 22 per cent. jump in number of application downloads and installation from December 2020. In addition, Minor Food also successfully increased delivery driver productivities, reaching its internal target. Specifically, The Pizza Company officially penetrated and broadened delivery coverage in North-eastern part of Thailand while Sizzler launched exclusive menu on 1112Delivery and joined campaigns with third party aggregators and banks to drive higher activities. Meanwhile, other brands including Burger King and Sizzler also added new third-party food delivery service to capture the opportunity to expand their client base.

Throughout 2019, Thailand experienced challenging macro backdrop, particularly evident in upcountry operations, with same-store-sales under pressure. In addition, competition in Bangkok remained high, as more retail space is being allocated to food and beverage outlets in shopping malls, and disruption in the food delivery service intensified. As such, many operators focused on marketing campaigns with value

proposition during the weak consumption environment. In order to combat competition in the delivery service space, Minor Food focused on food delivery service, both on its own platform and third-party delivery aggregators, especially during the second half of 2019, resulting in an improving same-store-sales trend in the fourth quarter.

Minor Food continued to strengthen its digital capabilities and digital platform to capture sales and has adjusted delivery hours in key areas throughout 2020. The digital business unit was established to consolidate database and digital platform across brands, digitize loyalty program with data analytics for personalization, and excel in the delivery space and other disruptive initiatives. On the front end, in early 2019, Minor Food reinforced its delivery capability with the launch of its own 1112Delivery application, where all of Minor Food brands are on one mobile application. Later in the year, with the goal to increase its share in the delivery market, Minor Food strengthened its partnership with third party delivery aggregators, which successfully expanded its delivery sales in new market segments. In addition, cost-saving initiatives were implemented, including proactive supply chain management for efficient sourcing, negotiating better payment terms with suppliers and rental negotiations with the Group's landlords. The Group has also assessed store opening hours in tourist attractions and continued to put importance on food safety and strong brand reputation which will become increasingly important for the food and beverage business.

Facing weak domestic consumption, Minor Food continued to selectively expand its network of outlets. In order to accommodate the fast-growing demand of delivery service, the majority of The Pizza Company's new outlets are delivery with seats format, which require lower investment, but generate higher profitability. The Coffee Club expanded through co-creation outlets in partnership with other consumer brands, such as Toyota and Sansiri.

With today's rapid change in consumer tastes, product innovation is as important. All brands continued to innovate in order to remain relevant with customers. The Pizza Company introduced new crusts and toppings such as New York Pizza. Swensen's launched the kakigori, the Japanese shaved ice product line. Sizzler offered a healthy product line, including plant-based menus and cold pressed juice. Dairy Queen continued to innovate blizzard flavours including salted egg and unicorn. Burger King moved forward with its successful launches of Thai rice dishes, such as green curry chicken, salted chicken and Thai spiced chicken. The Coffee Club's Thai Kao Tom set became one of the most popular dishes for the brand.

In addition to the organic growth of existing brands, the addition of Bonchon to the Thailand portfolio has helped fuel growth of Minor Food, both in terms of physical outlet expansion and delivery potential.

Thailand hub's key action plan for 2021 will be driving sales and enhancing profitability. In addition to strict compliance with safety measures at the restaurants, Minor Food will continue to accelerate dine-in business through new product pipeline and customer engagement. In order to drive innovation and new product development, projects such as M-Fit and Young Entrepreneur Program have been launched to explore new products, concepts and brands. As an example, Minor Food launched its new owned brand "Coffee Journey" in the third quarter of 2020. With 14 outlets at the end of March, the brand is scalable potentially nationwide through partnership with Esso gas stations and in any prime locations. Additionally, Minor Food has leveraged its expansive customer database to drive personalization through loyalty program of The Pizza Company, which was launched in October 2020. Loyalty program of other brands will be launched throughout 2021. In addition, digital and delivery platform will continue to be strengthened through increased driver productivity, heightened speed of service and integration of other payment channels. In terms of enhancing profitability, cost cutting initiatives will continue to be in place across all brands, including optimisation of product sourcing and logistics network and savings on store rental expenses.

Australia

As at 31 March 2021, Australia hub had a total of 434 outlets, compared to 468 outlets in 31 March 2020. Total-system-sales of Australia hub decreased by 5.1 per cent. year-on-year for the three months ended 31 March 2021, as a result of permanent closure of underperforming stores and temporary store closures amid the COVID-19 pandemic while same-store-sales growth turned positive to 2 per cent. for the same quarter. the same-store-sales declined for the first two months of the quarter pressured by the restricted operational trading to only takeaway and delivery amidst another lockdown in cities, especially greater Brisbane. Nevertheless, same-store-sales turned positive in March, surpassing the decline rate in 2020 during the lockdown, as a result of Minor Food's digital and operational initiatives to drive sales and the addition of new delivery aggregator to build sales momentum, including points of sale upgrade and loyalty program. In March 2021, as over 50 per cent. of total outlets were in operation, Minor Food launched "**The Coffee Club Pantry**" and "**The Coffee Club @ Home**", delivering groceries and coffee bean through its own website and third-party e-commerce website on top of its regular food delivery. Going forward, digital will continue to be a key driver of the Coffee Club in Australia, with delivery sales and mobile application transactions building sales momentum.

The Coffee Club remained the largest contributor to the hub, contributing over 95 per cent. of the hub's total-system-sales for the year ended 31 December 2020. The number of The Coffee Club outlets in Australia declined during the year as operations in the country underwent outlet rationalisation because of the slowdown in domestic consumption.

In 2019, Australia hub put effort in turning around its performance amidst the country's decelerating growth. A digital loyalty program was launched in order to better connect with customers and encourage traffic frequency. Many new product launches increased the brand's relevancy, such as Brunch Bowls, Rose Iced Latte and Lavender Iced Latte. In addition, the partnership with UberEats for delivery service also contributed to the turnaround. Australia hub expanded its delivery capabilities to include virtual restaurants with burger and egg concepts in over 100 existing outlets, as well as expanded its product offering to include convenience sales. Australia hub also focused on enhancing the customer digital experience and invested in mobile application improvement, major upgrades of its digital loyalty technology and IT integration with food aggregators.

Nomad, Australia hub's wholesale coffee roaster business, continued to sell its coffee beans through Aldi, Australia's third largest supermarket chain.

As the COVID-19 restrictions gradually eased, together with Australia hub's efforts throughout the year, same-store-sales decline of Australia hub improved every month since its lowest point in April 2020 of 70 per. cent (due to store closures and restrictions of dine-in business) to a marginal decline of 0.7 per. cent in December 2020.

China

In China, Minor Food operates Riverside. As at 31 March 2021, China hub had a total of 114 outlets, an increase of 12 per cent. compared to the previous year. China hub's total-system-sales for the three months ended 31 March 2021 surged by 182.6 per cent. year-on-year, driven by store expansion and continuous strong recovery of domestic consumption, as well as the low base of prior year as the hub was heavily impacted by the COVID-19 pandemic since February 2020. Same-store-sales for the three months ended 31 March 2021 also surged by 75.1 per cent. year-on-year, representing a positive growth for three consecutive quarters with solid performance of dine-in business. Specifically, same-store-sales growth remained positive in January despite a spike in COVID-19 cases in Beijing and Shanghai during the month. The growth rate strongly accelerated in February from the solid performance during Chinese New Year week and as the strict lockdown of many cities in the country started in the month of last year, and also in March in which local transmission cases have no longer been reported.

During 2019, China hub focused on driving quality outlet growth of the Riverside brand, especially in Beijing and Shanghai. Riverside now has outlets in top traffic shopping malls in both Beijing and Shanghai, propelling the brand to Shanghai's number one grilled fish brand. During the year, the brand launched its loyalty program, which successfully attracted over 600,000 members in the five-month period since its launch. In an effort to address the increasing concerns of food safety and product quality in China, Riverside partnered with Bright Food Group, who supplies Riverside with "**live**" fish that are 100 per cent. farm-to-chopstick traceable. In addition to the reliability of the brand, the effort will also elevate customers' perception towards the brand.

During the peak of the pandemic in 2020, China hub used the idle time to re-engineer its operational processes to improve product quality and consistency and to strengthen its supply chain with high quality reputable suppliers. Customer relationship management has been upgraded to better understand customer needs and necessary changes were made to better meet those needs. In addition, the hub made full use of the slower business period in the first half of the year to intensify product and service training to better serve customers as the market recovered.

Other Markets

Beyond the three main hubs of Thailand, China and Australia, Minor Food operated 327 outlets in 22 countries in Asia, the Middle East, the Indian Ocean, Europe and the Americas as at 31 March 2021. While these markets are small today, some of them have potential to grow and meaningfully contribute revenue and net profit in the future.

Minor Food operates The Pizza Company, Swensen's, Thai Express, Burger King and The Coffee Club in Cambodia, Laos, Myanmar and Vietnam ("**CLMV**") market. CLMV has been one of the fastest growing markets for Minor Food over the past four years. As of March 2021, there are 176 outlets in CLMV.

The Middle East is another region of growth for Minor Food, with 64 outlets at the end of the first quarter of 2021.

Minor Lifestyle

Minor Lifestyle consists of retail trading and contract manufacturing business operated through its subsidiary, Minor Corporation Pcl. Minor Lifestyle is a leading distributor of international lifestyle consumer brands in Thailand focusing primarily on fashion, lifestyle, and household products through retail, wholesale and direct marketing channels. Minor Lifestyle can be divided into four categories: lifestyle fashion, household and kitchen equipment, education equipment and contract manufacturing.

As of 31 March 2021, Minor Lifestyle had a total of 428 retail outlets and points of sale, a decrease of 45 points of sales from 473 points at the end of the first quarter of 2020, primarily from the closing down of OVS and Brooks Brothers brands, netted of with the addition of Scomadi stores. Of the 428 points of sale, 77 per cent. are operated under fashion brands, while the remaining 23 per cent. are under household brands. For the three-month period ended 31 March 2021, Minor Lifestyle's reported core revenue and post-TFRS16 core loss of THB751 million (U.S.$23 million) and THB27 million (U.S.$0.8 million) represented a decrease of 24 per cent. and 65 per cent., respectively compared to the core revenue and post-TFRS16 core loss of THB986 million (U.S.$31 million) and THB78 million (U.S.$2.4 million) for the three-month period ended 31 March 2020. For the year ended 31 December 2020, Minor Lifestyle's reported core revenue and pre-TFRS16 core loss of THB3,588 million (U.S.$112 million) and THB370 million (U.S.$12 million) which represented a decline of 28 per cent. and a decline of 650 per cent. respectively compared to the core revenue and core profit of THB4,962 million (U.S.$155 million) and THB67 million (U.S.$4 million) for the year ended 31 December 2019.

In the three months ended 31 March 2021, total retail trading & contract manufacturing revenue decreased by 24 per cent. year-on-year, mainly pressured by fashion business from weak consumer spending, temporary closure of some stores and slowdown of the tourism sector amidst the COVID-19 pandemic. Nevertheless, home & kitchenware operations saw a robust revenue growth, particularly from Zwilling J.A. Henckels brand while e-commerce sales continued to grow, mainly supported by strong performance of Charles & Keith standalone website. Overall post TFRS-16 core EBITDA of retail trading & contract manufacturing in the three months ended 31 March 2021 turned positive to THB45 million in from a loss of THB7 million in the same quarter last year. This was mainly driven by higher sales flow-through of home & kitchenware business and cost savings in personnel, rental fee, logistics and advertising & promotion across Minor Lifestyle.

Business Performance Update

As of 31 May 2021, 97 per cent. of Minor Lifestyle's points of sale have reopened. The Group saw same-store-sales and total system sales decline 26.6 per cent. and 22.6 per cent. respectively for the five-month period ended 31 May 2021 compared to the corresponding period in 2020. During 2020, Minor Lifestyle has built on its existing capabilities and increased its focus on online channels, both on its own brand websites and third-party market place. With higher focus on hygiene, Minor Lifestyle has taken the opportunity to capture the high demand for hand sanitiser. In addition, strategic inventory management of both new and aging products through various sales channels is key to help improve cash flow and liquidity position.

Products

The following is a brief description of the Group's various categories of products within the Minor Lifestyle business:

Fashion Apparel

Minor Lifestyle distributes fashion apparels under various international brands, such as Esprit, Bossini, Charles & Keith, Radley and Anello.

Esprit

Esprit differentiates itself from competition with high product quality, product durability, classic style and comfort for working group with the age of 30 years and older. As of 31 March 2021, there were 76 points of sales of Esprit in Thailand.

Bossini

The Bossini brand is well-known for its high-quality winter wear such as down and winter jackets, as well as high-quality and nice design T-shirts. As of 31 March 2021, Bossini had 78 points of sales in Thailand.

Charles & Keith

Charles & Keith focuses on the mid-market by offering the same design quality as other imported high-end brands but at more affordable prices. For the handbag segment, although Charles & Keith faces competition from local handbag brands, it continues to focus on a design, quality of material and price strategy in order to maintain its market share. As part of its growth strategy, Charles & Keith focuses on strengthening its customer base, recruit new customers and improving its service quality to ensure excellent customer service. In addition, in 2019, Charles & Keith had expanded its online channel with its own website, www.charleskeith.co.th with local fulfilment. As of 31 March 2021, Charles & Keith had 43 points of sale in Thailand.

Radley

A handbags and accessories brand for women founded in 1998, Radley London is a world class brand with the outstanding and functional design. As the women handbag market in Thailand continues to grow, Radley offers unique products that are distinctive in style and classic in quality and finish. Radley's key customers include both Thai and foreign students and working group. As of 31 March 2021, Radley had 29 points of sale in Thailand.

Anello

Anello, a fashion bag brand from Japan for teenagers is extremely popular, thanks to its highly functional design and affordable prices. Anello targets students and working group, both women and men. As of 31 March 2021, there were 103 points of sale in Bangkok and other key provinces of Thailand.

Household

Minor Lifestyle's household products range from cookware and kitchenware, to design-led kitchen and bathroom accessories, and children's books and encyclopaedias.

ZWILLING

ZWILLING is active in the premium kitchenware market. As part of its growth strategy, ZWILLING will focus on product enhancement and pricing strategy to maintain competitiveness in the market and attract new customers. Furthermore, ZWILLING drives a proactive marketing strategy to gain market share from its competitors, and implement activity-based and digital marketing initiatives to increase brand awareness and improve brand image among new target markets. Recently, ZWILLING has added a new distribution channel via TV-home shopping channel, which has high growth potential for kitchenware products. As of 31 March 2021, there were 28 points of sale of ZWILLING in Thailand.

Bodum

Bodum is a coffee press maker and kitchenware brand from Copenhagen, Denmark. Bodum offers high quality coffee and tea solutions and household accessories. Bodum innovates to create great designs at affordable prices based on the guiding principle that form follows functionality. As of 31 March 2021, there were 21 points of sale of Bodum in Thailand.

Joseph Joseph

Joseph Joseph is a UK-based homeware manufacturer best known for its design-led products. The brand aims to design everyday products with a core problem-solving approach. Its innovative and functional products have received international recognition and many worldwide awards. Joseph Joseph is currently available in over 100 countries. In Thailand, there are 26 points of sale as of 31 March 2021. Home-Shopping and e-commerce also support the strategic marketing campaigns to reach out to new generations and capture the targeted audiences.

To maintain and cultivate the existing customer base, Minor Lifestyle also developed it's Minor Plus programme to drive customer satisfaction such as reservation service of new products, special discounts, privileges on special occasions and to cross sell across its portfolio of brands.

Scomadi

Scomadi creates legendary and handcrafted modern-classic scooters and is the perfect blend of iconic style and modern technology. It is designed in England and individually hand built at the factory in Thailand. As of 31 March 2021, there are 24 major distribution dealers.

Minor Smart Kids

Minor Smart Kids books and interactive equipment are available in various languages and targets children looking to improve their language skills. Beijing Hongen Technology (Hongen) is a foreign language learning kits, including English, Chinese (Mandarin) and Thai books and interactive equipment is a leading and affordable learning kit developed by native speakers. The kit comes with a talking pen, which helps stimulate kid's learning interest and makes the learning process easier. Such business units also offer a variety of other kids educational and development products. In addition, ETL is an English learning, Thai and Chinese (Mandarin) and knowledge around book for kids. Growth of online media is an impact to this kind of business. However, ETL is a distinguish product in research and development. Book quality, modern interactive equipment can help stimulate kid's learning interesting. ETL is a leader in high quality education product. The product is time consuming in development and continually launching new item.

These products were offered through direct sales channels and accept payment in the form of cash, credit card (both cash and instalment), bank transfer and via a digital payment service, Fin-Tech. As of 31 March 2021, there are 4 major distribution channels, including direct sale to households or residences, sale through seminars, roadshow and school activities, pop-up stores in high traffic areas i.e. hyper markets, kid's fairs, hospitals, book fair or kid's activities fair, amongst others.

Contract Manufacturing

NMT Ltd., Minor Lifestyle's subsidiary, is one of the country's largest contract manufacturers of household and personal care products. NMT manufactures acid-based fast-moving consumer goods such as mouth rinse, baby wipes, fabric softeners and air fresheners for the world's leading consumer product companies such as SC Johnson, Unilever, Colgate, Johnson & Johnson, and Lion. In addition, NMT is a contract manufacturer of industrial cleaning products for Diversey Hygiene. Recently with the COVID-19 outbreak, NMT has been producing high-demand products including sanitiser. The manufacturing facility in Pathumthani province, Thailand currently has a maximum capacity of approximately 100,000 tonnes per annum.

E-Commerce

Minor Lifestyle sells its products through standalone websites for selected brands, such as Charles and Keith and Anello, and also through third-party Market Place channels for Radley, Esprit and other brands. The revenue contribution from the sale through e-commerce is less than 5 per cent. of total Minor Lifestyle's revenues.

Sales and distribution channels

The Company distributes lifestyle fashion and cosmetics products through three channels: firstly the retail channel, including through its own outlets or points of sales in department stores, secondly, the corporate channel for corporate clients such as employees, executives and corporate gifts and lastly, through e-commerce. In response to an increase in internet users and online transactions, the Company developed a sales channel by marketplaces in 2019, expanding its distribution channel for its brands.

Target group

With wide selections of fashion apparels and household products, MINT caters to a broad market, including both women and men across all age range. Its main customers are students, young workers, housewives, businessmen and anyone who have passion for fashion and household products with income level in the mid-to higher range.

For the contract manufacturing business, MINT's main customers are international companies which have large purchase orders of household products for both the domestic market and the export market for neighbouring countries.

Procurement of product and service

As a distributor of international brands, MINT imports brand name products from overseas and distributes them domestically. Manufacturers, which are the brand principals in the U.S., Singapore, Hong Kong, Germany, France, England, Denmark and Japan, determine production location based on where they can easily source raw materials and save transportation cost, as well as where the wage rate is lower than the country of origin. Therefore, most products are manufactured in China, India, and Bangladesh, while some are also manufactured in Thailand.

For the contract manufacturing business, MINT orders raw materials from local distributors, who source these materials from both domestic and international markets. Customers source most of their raw materials themselves and negotiate raw material prices directly with their suppliers. However, parts of the required raw materials are sourced by MINT in order to lower manufacturing costs.

Competition and Competitive Strengths

Minor Hotels

Minor Hotels compete against hotel and lodging operators both at the global and destination level. The factors that Minor Hotels take into account include brand recognition and reputation, location, guest satisfaction, room rates, quality of service, amenities, quality of accommodations, security, and the ability to earn and redeem loyalty programme points.

With the recent development in technology disruption, Minor Hotels' competitive landscape has expanded further than the traditional hotel operators. Today, Minor Hotels also competes with large companies that offer online travel services as part of their business model, including online travel agents ("OTA's"), search engines such as Google, and the sharing economies business such as Airbnb that allow travellers to book short-term rentals of homes and apartments as an alternative to hotel rooms.

Each of MINT's key hotel brands, Anantara, Avani, Oaks, Tivoli and NH possesses its own competitive strengths:

- *Anantara*. The Company's flagship Anantara brand appeals to the luxury segment, targeting high-end travellers who value indigenous experience. It competes with international hotel brands, including Four Seasons, JW Marriott, Grand Hyatt, Mandarin Oriental, Shangri-La and Six Senses. Anantara differentiates itself by embracing local culture of each destination into every aspect of its hotel, from hotel design to guest experience.

- *Avani*. Avani appeals to the upscale customer segment with a contemporary and relaxed atmosphere, blending modern design and seamless service. It competes with both international and local hotel brands. Its international competitors include Marriott, Hyatt, Hilton and Pullman, while local competitors vary by each destination.

- *Oaks*. Oaks offers a range of superior accommodation, from hotel rooms to furnished serviced apartments. The brand is renowned for its central city locations and affordable price point with dominant presence in Australia. Its competitors include Accor Hotel Group, I H G Hotel Group and Mantra Hotel Group. Accor Hotel Group's brands include Sofitel, Pullman, MGallery, Novotel, Mercure, ibis, All Season and E Tap. According to Jones Lang LaSalle, Accor has the highest market share in Australia and New Zealand, as of 2018. InterContinental Hotels Group's brands include InterContinental, Crowne Plaza, Holiday Inn, Holiday Inn Express and Staybridge Suites. Mantra Hotel Group's brands include Peppers, Mantra, BreakFree and Art Series.

- *Tivoli*. Tivoli exudes European elegance and a rich history. The brand appeals to both luxury and upscale segments, attracting travellers with exceptional comfort and strategic locations from thriving cities to beach paradises. Tivoli properties are mainly located in Portugal, its home country. Tivoli

is one of Portugal's top five largest hotel operators. Its competitors include international hotel groups such as Marriott Hotels & Resorts and Accor Hotels, as well as regional hotel operators such as Pestana Hotels & Resorts and Vila Galé Hotéis in Portugal.

- *NH*. NH appeals to the mid to upscale market, offering comfortable and functional rooms and modern business facilities in excellent locations and with the best value for money. NH hotels are strategically located in major capitals across Europe and Americas. Its competitors include both international and local hotel brands. Its international competitors include Accor Hotel Group, InterContinental Hotels Group and Radisson Hotel Group, whereas its local competitors vary by each destination.

- *NH Collection*. NH Collection hotels are premium hotels located in capital cities with exclusive locations in historical classic or contemporary landmarks buildings. The brand caters to the upscale customer segment due to its remarkable elegant décor and gastronomic offerings which integrate local flavours. Its competitors include Marriott International's Sheraton, Westin, and Marriot brands, AccorHotels's Pullman Hotels & Resorts brand, and Raddison Blu brand.

- *nhow*. nhow features unconventionally designed hotels, and appeal to the upper upscale customer segment. Located in iconic buildings within capital cities, every nhow hotel has its own personality that incorporates a singular concept inspired by the city vibe. The hotels feature forms of architecture, design and technology by visionary architects and interior designers, allowing each nhow hotel to become a distinctive landmark for both guests and the inhabitants of the city. Its competitors include Marriott International's W Hotels brand as well as Meliá Hotels International's ME brand.

Due to the nature of the timeshare business whose success depends on a well-known brand name, a strong network, the number of inventory units and facilities to serve both domestic and international travellers, there are not many players in the timeshare business that are competing with Anantara Vacation Club, especially in Asia. Key competitors include global hotel chains such as Marriott International.

The residential market, especially the high-end and branded residences for sale segment, has shown stable growth. In terms of marketing initiatives, real estate developers normally organise promotional activities during the first phase of construction. Minor Hotels' residential projects are differentiated from others with its hotel services. For example, the latest project, Layan Residences by Anantara in Phuket, is part of the mixed-use business, in which these villas are located next to the hotel to allow residents to use the hotel facilities. Main competitors of Layan Residences by Anantara include Banyan Tree Grand Residences, Andara Signature and Point Yamu by COMO.

Minor Food

The casual dining and quick service restaurant industry is highly competitive and fragmented, with restaurants competing on factors such as taste, price, food quality, service, location and the ambiance and condition of the restaurant. For hot chain restaurants, the Group's primary competitors include both international restaurant chains such as KFC, Pizza Hut and Domino's, domestic restaurant chains such as MK Suki, Oishi and Sukishi. For cold chain restaurants, competitors include Baskin Robins and After You. In addition, there are many new players and local players entering the market. To a lesser extent, Minor Food may also compete with companies outside of the traditional restaurant industry, such as grocery store chains as well as convenience food stores, cafeterias and other dining outlets.

Another type of competitor that has emerged more recently is online food aggregators. With the operators such as Food Panda and Lineman, the food delivery service has opened up many more choices for the consumers. At the same time, Minor Food believes that there is more opportunity as market size has also expanded. Minor Food has been the pioneer in the delivery business with pizza delivery since 1989. Today, in addition to the Group's own delivery platform, 1112Delivery, Minor Food brands also utilise third-party delivery services in order to expand its customer base.

Minor Lifestyle

The retail trading and contract manufacturing industries are highly competitive. Many fast-fashion brands have aggressively entered the market with large investments, big outlets, wide selections of products and aggressive pricing. This has affected existing brands that used to dominate the market as consumers have more choices. Minor Lifestyle competes primarily with other retail traders, department stores, catalogue retailers and e-commerce businesses that engage in the sale of fashion apparel and household products. The Group competes on quality, design, customer service and price. The Group believes that its primary competitive advantages are consumer recognition of the brands, accessibility of its products through its outlets and e-channels and the locations of stores with MINT's relationship with landlords for both Minor Food and Minor Lifestyle shops. In addition, the Group believes its success depends in substantial part on its ability to originate, define and communicate product and fashion trends as well as to timely anticipate, predict and react to changing consumer demands and consequently quickly change its portfolio of brands.

Research and Development, Intellectual Property

The Company does not own patents but has broad substantive and geographical trademark coverage for its brands across its hotel and food businesses. For example, as of 31 March 2021, the Company has hundreds of registered trademarks in over 50 countries across its portfolio of hotel brands, in addition to a large number of pending trademark applications. The Company also has broad, international trademark protection across its portfolio of food brands. The Company has secured such domain name rights as it believes are required and appropriate for the operation of its business. The Company actively manages its intellectual property and continuously assesses the need for additional filings and responds to infringements or challenges of its intellectual property rights. The Group believes its trademarks have significant value and it intends to continue to vigorously protect them against infringement.

In addition, Minor Foods has agreements with the suppliers of its proprietary products stating that the recipes and production processes associated with those products are the Group's property, confidential to the Group, and may not be provided to any other customer.

Innovation is crucial in dynamic environment and therefore R&D is a part of Minor Food's business strategy for success to create value that satisfies customer needs. Minor Food has longstanding strong brand R&D teams focusing on new product development. In 2020, Minor Food leveraged more on its capacity to gear up innovation concept. As a result, Sizzler-to-Go, a new store format was launched as grab & go destination at public transportation hubs across Bangkok, offering healthy snacks like salad, rolls, sandwiches, yoghurt and juices in order to capture more demand and expand customer base. Cloud kitchen concept was also launched during COVID-19 lockdown in Thailand as Bonchon expanded its outlet network through those cloud kitchens, leveraging space in existing outlets of The Pizza Company.

In addition, Minor Food established centralised talent and structured best-practice process to drive innovation through two projects, Minor Food Innovation Team (M-Fit) and Young Entrepreneur Program (YEP). M-Fit is composed of a group of expert chefs and food scientists with innovation facility, lab kitchen and completed equipment setup for all Minor Food brands to drive new products. The team works alongside its customers to identify any necessary developments. YEP, an internal incubator program, was launched to explore new food concepts and brands through a young and dynamic team, working together with Strategy Team. In addition to a strong team effort, a systematic process will allow for successful innovation. Minor Food constructed monthly steering committees and bi-weekly tasting sessions to drive any new brands. The process would start with ideation, followed by concept development, feasibility commercialization, marketing development, launch and post evaluation. As an example, Minor Food launched its new owned brand "Coffee Journey" in the third quarter of 2020, leveraging its existing brand building expertise and resources. With 14 outlets at the end of March, the brand is scalable potentially nationwide through partnership with Esso gas stations and in any prime locations. Furthermore, "Urban Pizza", a brand of New York style pizza with special premium dough was launched as a virtual restaurant

brand. The brand is available exclusively for delivery, using existing resources and capabilities of existing stores of The Pizza Company and focusing mainly on localised digital marketing without major investment.

NHG owns or has rights to certain trademarks or trade names that it uses in conjunction with the operation of its businesses.

Employees

As of 31 December 2020, MINT, including NH Hotel Group had approximately 66,451 employees. The Group believes relations with its employees are positive.

The following table sets forth the number of employees by segment as of 31 December 2020.

	31 December 2020
Segment	
Minor Hotels	29,849
Minor Food	34,245
Minor Lifestyle	1,980
Corporate Office	377

Health and Environment

Minor International established a group-wide environmental policy to encourage business units to take action in mitigating global warming and climate change and to conserve biodiversity of the areas where it has footprint. The Group believes that to achieve its long-term environmental goals, it has to constantly benchmark itself against the policies, relevant legal requirements, and international standards. All business units under the Group are subject to national, regional, state or provincial, and local laws and regulations that govern the emission or discharge of wastes or other materials into the environment or otherwise relate to protecting the environment. Those environmental provisions include requirements that address health and safety; the use, management, and disposal of hazardous substances and wastes; and emission or discharge of wastes or other materials. The Group believes that its operation and development of hotel properties, factories, restaurants and retail outlets comply, in all material respects, with environmental laws and regulations. In addition, the Group advocates for biodiversity protection and conservation.

The Group places emphasis on the health and safety of its employees, and is in compliance with a range of local health and safety laws and regulations in the countries and regions the Group operates. The Group has established the Occupational Health & Safety and Well-being Framework in which it continuously drives the 4Rs (Risk-Respond-Review-Refine) approach in the workplace, body and mind, family and society, and finance.

The Group generally reviews its health and safety standards on a periodic basis, as its operations are subject to routine government authority inspections. The Group's human resources department maintains a health and safety manual for its employees and provides periodic safety training to its employees. The Group provides social security insurance for its employees, as required by local laws. The Group's operations are subject to inspections and audits to ensure the Group meets international health and safety standards.

The Group does not compromise on consumers' health and safety. Safety and quality of food served in hotels and restaurants are strictly monitored. At the operations level, all employees undergo training on food safety and handling to ensure high standards are followed during food handling and meal preparations.

The Group continues its efforts to uplift our supply chain management practice by both enhancing its Minor Food and Minor Hotels SCM teams' knowledge in sustainable supply chain as well as organise knowledge sharing sessions on sustainability and related laws and regulations for suppliers. Prior to engaging in business transaction with the Group, suppliers sign the Business Partner Code of Conduct which includes aspects of human rights, health and safety of employees, and environmental compliance. In Thailand and Australia, key suppliers undergo a self-assessment process whereby those who are identified with high risks are audited on-site, and follow with remedial action plans. In Europe, suppliers are monitored through permits issued by health authorities. Efforts are underway to expand sustainable supply chain practices to other business units globally.

Corporate Social Responsibility ("CSR")

The Group's successful footprint in 63 countries is a result of endeavours that have been and will continue to be driven by its pursuit for excellence. To ensure that the Group continues this success into the future, one critical component is its approach to corporate social responsibility and sustainability.

The Group has engaged in several charitable activities that over time has evolved into its corporate social responsibility programmes. Since 2011, the Group has developed its sustainability framework and strategy. The company's visions, core values and the business strategy, as well as the interests of its stakeholders, are key guides to how the Group forms its sustainability directions. The Group assesses the materiality of issues that are both important to the Group and to its stakeholders to establish Minor International's long-term sustainability strategy and plans. The Group's Sustainability Strategy comprises of three drivers: people: developing sustainable and capable human capital; value chain: driving for sustainable value chain management practices; and planet: managing environmental impact and advocating conservation. These three drivers are reinforced by two critical enablers: good corporate governance and shared value creation.

The Group develops a rolling 5-year sustainability strategy which is endorsed by the board of directors at its annual strategic planning meeting and progress is also reviewed quarterly by its board of directors. The Group's strategy drives it towards achieving its sustainability vision, by converting the Group's aspirations into actions. The strategy is aligned with the Group's overall strategic direction. It is also aligned with relevant UN Sustainable Development Goals, as part of Minor's support as a responsible corporate citizen.

Minor International established a Sustainability Committee, which is attended by C-level executives and senior management of relevant functions from three business groups and Corporate Sustainability Department, meeting once a quarter to discuss implementation plans and review progress of sustainability initiatives. Operationally, the corporate sustainability department is responsible for updating and executing the Group's rolling 5-year sustainability strategy. The team consults with senior management teams of all business units, and works closely with all business units to embed sustainability through all its business processes, ensuring its sustainability initiatives and practices are aligned with the group's overall strategic direction. The team also facilitates by monitoring and communicating progress of the Group's sustainability initiatives and practices.

Details of Minor International's sustainability strategy are as follows.

People development: The Group considers itself to be in the 'people business'. Its current operations in countries are engaging over 66,000 employees, and touching lives of many more in families and communities. People development is therefore one of the Group's core values and main sustainability pillars. The Group recognizes that without sustainable and capable people in the company and the society, it will not be able to grow and stay competitive. The Group continues its momentum to enhance people's

capabilities within its sphere of influence through its three-tiered human capital development approach: developing grassroots, workforce, and talents and leaders.

Sustainable value chain: To achieve the Group's aspiration of continually competing on the world stage sustainably, Minor International is committed to creating a sustainable business through establishing long-term and sustainable partnership with its key stakeholders in the value chain ranging from, suppliers, business partners to customers. Strong relationships with these stakeholders are vital to the growth and competitiveness of the Group.

Planet protection: The Group has the obligation to minimise impact of its presence to the environment and the surrounding communities, from design, construction, operations, and renovation. In response to climate change, Minor International strives to efficiently utilize natural resources such as raw materials, water, and energy. It is also mindful of its discharges and emission such as waste, wastewater, and carbon dioxide and tries to manage and minimise them where possible. In addition, the Group supports biodiversity protection especially in the areas where it has footprints.

Good corporate governance practices: The Group strives to build a strong platform for a sustainable organisation by embedding effective risk management, cyber security and data protection, and practising good corporate governance in all business operations. Minor International is a certified company of Thailand's Private Sector Collective Action Coalition Against Corruption.

Shared value creation. The Group realises that the competitiveness of the company and the health of its relevant communities and environment are mutually dependent. Recognizing the connection between socio-environmental and economic progress gives Minor the power to create truly sustainable growth. The Group promotes the concept of 'shared value creation' which aims to encourage its operations to create competitive business while addressing social and environmental needs. The Group believes its relentless attempt to build a culture where everyone lives and works with sustainability and Shared Value concept can create sustainable future for both the business and the society.

In 2020, Minor International has been included in the Dow Jones Sustainability Emerging Markets Index in Hotels, Resorts and Cruise Lines Industry for the 7th consecutive year as well as the FTSE4Good Index Series for the fifth consecutive year. The Group also received the MSCI ESG Rating of A as of February 2021 and was included in the list of Thailand Sustainability Investment by the Stock Exchange of Thailand for the 6th consecutive year. The Group also received Best Sustainability Award from the SET in the category of companies with a market capitalisation of over THB100 billion and also included in the SET Thailand Sustainable Investment Index. Minor International was rated 'Excellent' for the 8th consecutive year in the Corporate Governance Report of Thai Listed Companies 2020, published by the Thai Institute of Directors Association. Moreover, the Group also received AMCHAM Thailand's CSR Excellence Award – Platinum Status by The American Chamber of Commerce in Thailand.

The Group also has many projects and initiatives around its sustainability strategic pillars and strategic enablers which are set out in greater detail in its annually published sustainability report.

Insurance

The Group has comprehensive insurance policies that covers loss/damage and legal liability that may be incurred in respect of its business and properties. The Group's coverage includes property damage/ business interruption, third party legal liability, directors & officer's liability, professional liability, construction work, commercial crime, cyber liability, political violence and personal accident insurance. The Group's liability insurance policy also has umbrella covered for operation of its subsidiaries, managed hotels & properties. The Group employs a risk management policy that helps it analyse which aspects of its business and properties need specific levels of insurance, identify all potential risks that could affect its business, the likelihood and impact of those risks, plan how to mitigate and prevent those risks, monitor and manage any new risks.

In addition, the Group employs large international insurance brokers to help negotiate conditions and diversifies its risks to other established reinsurance companies so that it applies its insurance resources efficiently and in the most cost-effective manner. The Group also employs an external professional valuation company to reassess the replacement value of its properties.

The Group considers its insurance coverage to be in accordance with industry standards and suitable for its business.

Legal Proceedings

From time to time the Group may be involved in legal proceedings or other disputes in the ordinary course of its business. Other than as described below, the Group is not aware of any material legal proceedings, claims or disputes currently existing or pending against the Group that may have a material adverse effect on its business or results of operations as of the date of this Offering Circular.

On 15 February 2019, the Group initiated legal action in Thailand against Marriott International, Inc. and its Thai subsidiary Luxury Hotels & Resorts (Thailand) Ltd. (together, "**Marriott**"), alleging wrongful acts committed by Marriott in the course of its management of the JW Marriott Phuket Resort & Spa, which is owned by the Group. The Group's claim against Marriott is in the amount of THB570.6 million. Subsequently, Luxury Hotels & Resorts (Thailand) was removed from the legal action, but the litigation against Marriott International, Inc. remains ongoing in Thai court and the next hearing in the case is scheduled for September 2021.

On 12 April 2021, a legal claim was initiated against the Group and certain of its management in connection with the Group's investment in the Corbin & King business. In effect, the minority shareholders in Corbin & King (holding a combined 26 per. cent shareholding interest in the business) brought a claim against the named parties (being the Group's investee company and Group-appointed directors to the board of Corbin & King Limited) under Section 994 of the Companies Act, alleging unfair prejudice. As a remedy, the claimants are seeking to require the Group to sell its 76 per cent shareholding in the Corbin & King business to the claimants or their designated party at a price to be determined by the court. The Group has consulted with counsel and believes that it has strong grounds to successfully defend the claim. On 24 May 2021, the Group filed its defence to the claim and thereafter on 29 May 2021 filed a strikeout application seeking to have the claim dismissed on a summary basis. The hearing for the strikeout application is scheduled for November 2021.

Board of Directors

The Board is the governing body of the Group. The Issuer's articles of association, as amended, specifies that the Board consists of at least five Directors, but not more than twelve Directors. The quorum requirement for meetings of the Board is at least half the number of Directors. As of 31 March 2021, the Board comprised the following members:

Name	Age	Designation
William Ellwood Heinecke	71	Chairman of the Board and Chairman of the Executive Management Committee
Suvabha Charoenying	57	Independent Director, Chairman of the Audit Committee, Chairman of the Nominating and Corporate Governance Committee and Member of the Compensation Committee
Charamporn Jotikasthira	64	Independent Director, Member of the Audit Committee, Chairman of the Risk Management Oversight Committee, Member of the Compensation Committee and Member of the Nominating and Corporate Governance Committee
Camille Ma[(1)]	63	Independent Director, Member of the Audit Committee, Chairman of the Compensation Committee and Member of the Nominating and Corporate Governance Committee
Edward Keith Hubennette	69	Independent Director and Member of the Risk Management Oversight Committee
Anil Thadani	74	Director, Member of the Compensation Committee and Member of the Nominating and Corporate Governance Committee
Paul Charles Kenny	71	Director
Thiraphong Chansiri	55	Director and Member of the Compensation Committee
Niti Osathanugrah	47	Director and Member of the Risk Management Oversight Committee
Emmanuel Jude Dillipraj Rajakarier	55	Director and Group Chief Executive Officer
John Scott Heinecke	49	Director and Member of the Risk Management Oversight Committee

Note:

(1) On 19 June 2020, Camille Ma was appointed to be an Independent Director in replacement of Khunying Jada Wattanasiritham who retired by rotation.

The Board meets regularly as per the Issuer's articles of association with a minimum of 4 meetings each year. During the years ended 31 December 2019 and 2020, 8 and 9 meetings respectively.

A brief profile of each member of the Company's Board is set forth below.

William Ellwood Heinecke was appointed as Chairman of the Board of Directors on 1 September 1978. He is also the Chairman of Executive Management Committee. He concurrently serves as an Independent

Director and Chairman of the Nomination, Compensation and Corporate Governance Committee of Indorama Ventures Pcl, as Chairman and Director of MINT's subsidiaries and as Director of Pacific Cross International Ltd. Notably, he previously served as a Director of Sermsuk Pcl, a Director of S&P Syndicate Pcl., a Director of Saatchi & Saatchi Limited as well as the Chairman and Managing Director of Ogilvy & Mather (Thailand) Limited. He received an Honorary Doctorate in Business Administration from Yonok College in Lampang. Thailand.

Suvabha Charoenying was appointed as an Independent Director of the Board of Directors on 22 January 2016. She also serves as the Chairwoman of the Audit Committee and the Nominating and Corporate Governance Committee and she is also a member of the Compensation Committee. She concurrently serves as a Director of SF Corporation Pcl., a Director of Family Office Co., Ltd. and as Vice Chairman of the Thai Financial Planner Association (TFPA). Notably, she served as Chief Executive Officer of Schroder Asset Management Ltd. and as Managing Director of Thanachart Securities Pcl. She holds a Master of Business Administration in Finance and Marketing, as well as a Bachelor of Business Administration in Finance and Banking from Assumption University in Bangkok, Thailand.

Charamporn Jotikasthira was appointed as an Independent Director of the Group's Board of Directors on 4 April 2017. He serves as the Chairman of the Risk Management Oversight Committee and he is also a member of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. He concurrently serves as an Executive Director of Bangkok Bank Pcl., an Independent Director, Member of the Audit Committee and Chairman of the Risk Management Committee of Singha Estate Pcl., a Director of The Thai Silk Company (Jim Thompson), a Member of the Chulabhorn Royal Academy Council, a Director of the Office of the National Strategic Committee, a Director of the Suksapattana Foundation as well as a Director of the Foundation for Research in Information Technology. Notably, he previously served as President of Thai Airways International Pcl. and as the President of the Stock Exchange of Thailand. He holds a Master of Business Administration from Harvard University in Massachusetts, USA.

Camille Ma was appointed as an Independent Director of the Board of Directors on 19 June 2020. She is also the Chairwoman of the Compensation Committee as well as a member of the Audit Committee and the Nominating and Corporate Governance Committee. She previously served as the financial advisor to the Chairman of Charoen Pokphand Group and was also its Finance Committee Member and Investment Committee Member. She holds a Master's Degree in Management from SASIN Graduate School of Business Administration in Bangkok, Thailand, as well as a Bachelor's Degree in Political Science and East Asian Studies from Wellesley College in Massachusetts, USA.

Edward Keith Hubennette was appointed as a Director of the Group's Board of Directors on 3 April 2018. He is also serves as the member of the Group's Risk Management Oversight Committee. He concurrently serves as the Managing Director of OPA Associates. Notably, he previously served as Vice President of Marriott Hotels International in United Kingdom & Ireland, Vice President Hawaii & South Pacific of Marriott Hotels International in Honolulu, Hawaii and Vice President Asia & South Pacific of Marriott Hotels International, Hong Kong.

Anil Thadani was appointed as a Director of the Board of Directors on 26 June 1998. He is also a member of the Compensation Committee and the Nominating and Corporate Governance Committee. He concurrently serves as a Director of Rajadamri Hotel Pcl., Founder and Chairman of Symphony Asia Holdings Pte. Ltd. and Director of its subsidiaries, Founder and Director of Symphony International Holdings Limited (listed on the London Stock Exchange) and Director of its subsidiaries, Advisor of SMU Committee for Institutional Advancement, Singapore Management University, as well as a Member of the International Institute for Strategic Studies. He holds a Master of Business Administration from the University of California in Berkeley, USA as well as a Master of Science from the University of Wisconsin in Madison, USA.

Paul Charles Kenny was appointed as a Director of the Board of Directors on 29 April 1997. He concurrently serves as Director of Seafood Alliance Limited and Director of Double P Consultant Co., Ltd.

He holds certificate of the General Management Programme from Ashridge Management College in UK and the Director Certificate Programme ("**DCP**") from Thai Institute of Directors Association.

Thiraphong Chansiri was appointed as a Director of the Board of Directors on 26 August 2013. He is also a member of the Compensation Committee. He concurrently serves as President and CEO of Thai Union Group Pcl. and Director of its subsidiaries, Councillor of Thailand Management Association and he is on the Board of Trustees of Siam Technology College. He holds a Master of Business Administration from the University of San Francisco in San Francisco, USA as well as a Bachelor of Business Administration in Marketing from Assumption University in Bangkok, Thailand.

Niti Osathanugrah was appointed as a Director of the Board of Directors on 23 May 2018. He is also serves as a member of the Risk Management Oversight Committee. He concurrently serves as the Director, Executive Director, Nomination and Remuneration and Corporate Governance Committee of Osatspa Pcl, Director and Managing Director of Bangkok Rinvest Co., Ltd. Notably, he previously served as Director, Nomination and Remuneration Committee, Risk Management Committee at Charn Issara Development Pcl. He holds a Master of Arts in Economic Law from Chulalongkorn University, Thailand and a Bachelor of Arts in Economic and Political Science, Amherst College, USA.

Emmanuel Jude Dillipraj Rajakarier was appointed as a Director of the Board of Directors on 14 November 2008. He concurrently serves as the Group Chief Executive Officer of Minor International Pcl. and as Chief Executive Officer and Director of Minor International Pcl.'s subsidiaries. Notably, he previously served as Deputy Chief Financial Officer of Orient-Express Hotels, Trains & Cruises and as Group Financial Controller of Easi Solutions Pcl. He holds a Master of Business Administration from UK and a Bachelor of Computer Systems Analysis and Design from Sri Lanka.

John Scott Heinecke was appointed as a Director of the Board of Directors on 11 November 2013. He concurrently serves as a member of the Risk Management Oversight Committee and the Chief Operating Officer International of the Minor Food Group Pcl. Notably, he previously served as Vice President of the Minor Food Group Pcl. and as General Manager of SLRT Limited. He holds Bachelor's degrees in Marketing and International Business from Washington State University in Pullman, USA.

The business address of all the directors is the Group's registered office.

At every annual general meeting, one-third of the directors must retire from office. The directors to retire during the first and second years after the Group's incorporation are to be drawn by lots. In subsequent years, directors who have been in office for the longest period will retire. However, a director whose term in office expires can be re-elected.

Executive Management

The Executive Management of the Issuer as of 31 March 2021 comprised the following persons:

Name	Age	Designation
Emmanuel Jude Dillipraj Rajakarier...	55	Group Chief Executive Officer/Director
Brian James Delaney	44	Chief Financial Officer
Chaiyapat Paitoon.....	49	Chief Strategy Officer
Kosin Chantikul.....	39	Chief Investment Officer
Somsri Ruchdaponkul	56	Vice President of Corporate Governance
Supasith Xanasongkram.....	55	Vice President of Legal
Jutatip Adulbhan.....	48	Vice President of Investor Relations
Rawikan Inchaiwong	36	Vice President of Treasury

Emmanuel Jude Dillipraj Rajakarier, please see above under "– Board of Directors".

Brian James Delaney was appointed Chief Financial Officer on 1 April 2016 and has been employed by the Group in various capacities since 2012. He holds a Master of Accounting from UCD Michael Smurfit Graduate Business School in Dublin, Ireland and a Bachelor of Business Studies in Accounting from the Institute of Technology in Tallaght, Ireland..

Chaiyapat Paitoon was appointed Chief Strategy Officer on 1 February 2020 and has been employed by the Group in various capacities since 2010. He holds a Master of Business Administration in Finance and International Business from the University of Notre Dame in Indiana, USA and a Bachelor of Accountancy from Chulalongkorn University in Bangkok, Thailand.

Kosin Chantikul was appointed Chief Investment Officer on 1 February 2020 and has been employed by the Group in various capacities since 2013. He holds a Bachelor of Arts in Economics from Wesleyan University in USA.

Somsri Ruchdaponkul was appointed Vice President of Corporate Governance on 1 January 2021 and has been employed by the Group in various capacities since 1998. She holds a Master of Business Administration from the University of The Thai Chamber of Commerce in Bangkok, Thailand and a Bachelor of Accountancy from Bangkok University, Thailand.

Supasith Xanasongkram was appointed Vice President of Legal on 1 July 2014. He holds a Diploma in International Law, University College London, University of London, UK, Diploma in Intellectual Property Queen Mary and Westfield College, University of London, UK and Bachelor of Laws from Thammasat University in Bangkok, Thailand.

Jutatip Adulbhan was appointed Vice President of Investor Relations on 1 March 2016. She holds a Masters of Business Administration in Finance, Management and Strategy from Kellogg School of Management, Northwestern University in USA and a Bachelor of Business Administration, Banking and Finance from Chulalongkorn University in Bangkok, Thailand.

Rawikan Inchaiwong was appointed Vice President of Treasury on 1 January 2021 and has been employed by the Group in various capacities since 2017. She holds a Master of Business Administration from the University of Leeds in UK and a Bachelor of Administration in Accountancy from Chulalongkorn University in Bangkok, Thailand.

The Issuer has constituted four committees including: (a) Audit Committee; (b) Nominating and Corporate Governance Committee; (c) Risk Management Oversight Committee; and (d) Compensation Committee.

Sub-Committees

Audit Committee

The Audit Committee is responsible for reviewing the financial information of the Group in order to monitor the integrity of the Group's consolidated financial statements, its accounts prepared for disclosure, internal audit reports, external audit management letters and subsequent follow-up audits; together with management's responses to them. The Audit Committee also monitors, reviews and evaluates the adequacy and effectiveness of the Group's internal audit function and internal controls, the Group's accounting and financial reporting and risk management processes, as well as the Group's compliance with relevant laws and regulations. The Audit Committee informs the Board of matters which may significantly impact the financial condition or affairs of the business, in a timely manner, and regularly updates the Board about Audit Committee activities and makes appropriate recommendations.

The Audit Committee comprises three independent directors of the Board. The Group's Chief Financial Officer and Head of Internal Audit & Risk Management serve as ex-officio members, and the following directors served as the members of the Audit Committee as at 31 March 2021:

Name	Designation
Suvabha Charoenying	Chairwoman
Charamporn Jotikasthira	Member
Camille Ma	Member

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is mainly responsible for identifying qualified individuals to become directors by considering the skills, knowledge, expertise and experience, etc. as well as determining the composition and compensation of the Board and its Committees. The Nominating and Corporate Governance Committee is also monitoring processes to assess Board effectiveness by develop and recommend to the Board for its approval of an annual self-evaluation process of the Board and its Committees. In addition, the Committee also develops and recommends to the Board for its approval a set of corporate governance principles, and also review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

The Nominating and Corporate Governance Committee comprises four directors of the Board and the following directors served as the members of the Committee as at 31 March 2021:

Name	Designation
Suvabha Charoenying	Chairwoman
Anil Thadani	Member
Charamporn Jotikasthira	Member
Camille Ma	Member

Risk Management Oversight Committee

The main role and responsibilities of the Risk Management Oversight Committee are to review overall implementation of risks management process across the Group, and to ensure that key risks are identified and effectively managed. As such, the Risk Management Oversight Committee focuses on and reviews risks such as operational and strategic risks through appropriate risk indicators and management information to ensure that key risks are identified and are effectively managed. In addition to the above, the Risk Management Oversight Committee is also responsible for reviewing and/or recommending the policies and programmes relating to risk management and compliance. The Risk Management Oversight Committee, where appropriate, advises the Board through Audit Committee on corrective action to mitigate the effects of specific risks in case such risks are beyond the prudent levels decided by the Risk Management Oversight Committee.

The Risk Management Oversight Committee comprises four directors of the Board and the following directors served as the members of the Committee as at 31 March 2021:

Name	Designation
Charamporn Jotikasthira	Chairman
Edward Keith Hubennette	Member
Niti Osathanugrah	Member
John Scott Heinecke	Member

Compensation Committee

The main role and responsibilities of the Compensation Committee are to assist the Board in developing and evaluating potential candidates for senior executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans. In addition to the above, the Compensation Committee is also responsible for reviewing the corporate goals and objectives with respect to compensation for the Chief Executive Officer, senior executive officers, and equity and non-equity incentive compensation. The Compensation Committee maintains regular contact with the leadership of the Group, reviews annual leadership evaluation process and compensation structure. The Compensation Committee, where appropriate, also reviews and advises the Board on the Group's compensation discussion and analysis.

The Compensation Committee comprises five Directors of the Board. The membership of the Committee as at 31 March 2021 was as follows:

Name	Designation
Camille Ma	Chairwoman
Anil Thadani	Member
Charamporn Jotikasthira	Member
Suvabha Charoenying	Member
Thiraphong Chansiri	Member

The total remuneration (directors' fees) expenses paid to the Group's Directors as a group was approximately THB 1.99 million (U.S.$0.06 million) for the three months ended 31 March 2021.

Management benefit expenses of the Group and the Company for the three months ended 31 March 2021 were THB 27 million and THB 21 million, respectively. Management remuneration comprised of short-term benefits such as salaries, bonus and other allowances.

PRINCIPAL SHAREHOLDERS

The following table sets forth certain information about the Group's "**Principal Shareholders**", defined as top 10 shareholders of its outstanding common shares as at 7 May 2021.

		Number of Shares	Proportion of Shareholding (%)[1]
Name of Shareholders			
1	Group of Mr. William Ellwood Heinecke[2]	1,728,586,365	33.3%
	a. Mr. William Ellwood Heinecke	170,415,317	3.3%
	b. Minor Holding (Thai) Limited	824,844,497	15.9%
	c. Mrs. Kathleen Ann Heinecke	5,834	0.0%
	d. Heinecke Foundation	630,031	0.0%
	e. Zall Holdings Limited	692,688,946	13.3%
	f. Minor BKH Limited	40,001,740	0.8%
2	Mr. Niti Osathanugrah.	495,800,851	9.6%
3	Thai NVDR Co., Ltd.	443,762,228	8.5%
4	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	217,919,899	4.2%
5	Social Security Office	105,308,759	2.0%
6	RAFFLES NOMINEES (PTE) LIMITED	101,396,654	2.0%
7	STATE STREET EUROPE LIMITED	86,325,218	1.7%
8	Administration Account	85,578,616	1.6%
9	THE BANK OF NEW YORK MELLON	75,431,310	1.5%
10	Bualuang LTF	61,264,680	1.2%

Notes:

(1) Percentages based on total issued common shares of the Issuer.

(2) This list of shareholders is grouped under the Notification of SEC Kor Chor 17/2551 dated 15 December 2008, as amended, not Section 258 of the Securities and Exchange Act, B.E. 2535 (1992) (including any amendment thereof).

Source: The Thailand Securities Depository Co. Ltd.

DESCRIPTION OF THE BANK

The information included below is for information purposes only and is based on, or derived or extracted from publicly available information. The Company has taken reasonable care in the compilation and reproduction of the information. None of the Company, the Joint Lead Managers, the Trustee and the Agents or their respective affiliates, directors, employees, agents, advisers, officers or representatives has independently verified such information. No representation or warranty, express or implied, is made or given by the Company, the Joint Lead Managers, the Trustee or the Agents, or any of their respective affiliates, directors, employees, agents, advisers, officers or representatives, as to the accuracy, completeness or sufficiency of such information. Accordingly, such information should not be unduly relied upon.

*The Bank's shares are listed on the Stock Exchange of Thailand (the "**SET**"). The Bank files periodic reports and other information with the SET, including audited financial statements for each financial year and interim report for each three-month period.*

The Securities will have the benefit of the Guarantee which will be provided by the Guarantor. The Guarantee will remain in full effect until the earliest of (i) all sums payable in respect of the Securities having been paid in full, (ii) to the extent that the Guarantor has complied with its obligations under the Conditions (including, but not limited to, any obligations under the Guarantee and any Mandatory Acquisition Obligation), the day immediately following the First Reset Date and (iii) solely with respect to any Securityholder who fails to deliver the written notice on or prior to the Securityholder Notice Deadline in the manner required under Condition 7.13, the day immediately following the Securityholder Notice Deadline. Investors should note that the Securities will either be redeemed in full by the Issuer, or failing which, acquired by the Guarantor on the First Reset Date.

The Bank began operations on 1 December 1944 and have been listed on the Stock Exchange of Thailand (the "**SET**") since 1975. As of 31 March 2021, the Bank had THB3,952.1 billion in total assets, THB461.7 billion in total shareholders' equity, THB2,369.3 billion in total loans and THB2,904.3 billion in total deposits. As of 30 June 2021, the Bank's market capitalization was THB215,699.2 based on a closing price of THB113.0 on the Domestic Main Board of SET.

The Bank provides a wide range of financial services in Thailand and abroad. The Bank's main business activities are conducted through five key business units: Corporate, Commercial, Business, Consumer and International. The Bank's business lending products include long-term and short-term loans, trade financing facilities, working capital facilities, overdraft and cheque discounting services. The Bank also provides a variety of fee-based products and services, such as cash management, transaction banking, loan guarantees, bid bonds, performance bonds, fund transfers, remittances, investment banking services, treasury products and securities services. The Bank's Consumer Banking products and services include deposits, credit and debit card services, housing loans, bancassurance and mutual funds and transaction and payment services. The Bank's International Banking facilities cater to both Thai and multi-national customers who would like to expand their businesses or grow their investments. The Bank was one of the first Thai banks to incorporate new product development and information technology in its business strategy. The Bank continues to roll out new products and services to meet customers' changing needs, cater to digital lifestyles and provides seamless integration across all channels including our digital and electronic banking services.

The Bank has an extensive domestic branch network, which, as of 31 December 2020, consisted of over 1,000 domestic branches, and is among the most extensive networks among Thai banks. The Bank currently has approximately 17.1 million domestic deposit accounts and one of the largest deposit bases in Thailand. In addition, as of 31 December 2020, the Bank operated in 14 economies internationally, in Cambodia, China, Hong Kong, Indonesia, Japan, Laos, Malaysia, Myanmar, Philippines, Singapore, Taiwan, the UK, United States and Vietnam.

The Bank's net interest income for the first quarter of 2021 increased by 2.3 per cent. from the previous quarter due to funding cost management. These factors saw the net interest margin stand at 2.17 per cent.. Net fees and service income rose by 15.4 per cent. predominantly due to higher fee income from mutual funds and bancassurance and securities business. The Bank's operating expenses decreased, resulting in a cost to income ratio of 51.1 per cent.. The level of expected credit losses was set at THB6,326 million in line with the Bank's continuous prudent management.

At the end of March 2021, the Bank's total loans amounted to THB2,369,276 million, same level as at the end of 2020. The ratio of non-performing loan ("**NPL**") was 3.7 per cent., slightly declined from the end of December 2020. The Bank continues to closely control of credit underwriting and risk management. The ratio of loan loss reserves to non-performing loans was 187.3 per cent..

As of 31 March 2021, the Bank's deposits amounted to THB2,904,276 million, an increase of 3.3 per cent. from the end of December 2020, from all types of deposits. The loan to deposit ratio was 81.6 per cent., reflecting adequate liquidity to cushion against economic uncertainties.

In terms of capital, as of 31 March 2021, the Bank's total capital adequacy ratio, Tier 1 capital adequacy ratio and Common Equity Tier 1 capital adequacy ratio of the Bank and its subsidiaries were 18.43 per cent., 15.93 per cent. and 15.06 per cent. respectively, comfortably above the BOT's minimum capital requirements.

Key Financial Ratios

	As at		
	March 2021	**December 2020**	**March 2020**
		(%)	
Financial Ratio			
Loan to deposit ratio	81.6	84.3	84.2
Gross NPL to total loans ratio	3.7	3.9	3.5
Loan loss reserve to NPL[(1)]	203.9	220.2	190.9
Return on average assets[(2)]	0.72	0.25	0.93
Return on average equity[(2)]	6.18	2.15	7.32
Net interest margin (NIM)	2.17	2.12	2.52
Cost to income ratio	51.1	65.8	43.1
Total capital adequacy ratio	18.43	18.34	18.48

Notes:

(1) Including interbank and money market lending

(2) Attributable to owners of the Bank

Sources and Utilization of Funds

The primary sources of funds as of March 2021 were THB2,904,276 million or 73.5 per cent. in deposits, THB460,209 million or 11.6 per cent. in shareholders' equity attributable to owners of the Bank, THB249,830 million or 6.3 per cent. in interbank and money market liabilities, and THB161,654 million or 4.1 per cent. in debt issued and borrowings including financial liabilities measured at Fair Value Through Profit or Loss ("**FVTPL**").

The utilisation of funds comprised THB2,369,276 million or 59.9 per cent. in loans, THB758,200 million or 19.2 per cent. in net interbank and money market assets, and THB746,388 million or 18.9 per cent. in net investments including financial assets measured at FVTPL and net investments in associates.

Capital Reserves and Capital Adequacy Ratio

Under the principles of Basel III, the BOT requires commercial banks registered in Thailand and members of their financial groups to maintain minimum levels of capital adequacy as measured by three ratios, including the Common Equity Tier 1 capital adequacy ratio at no less than 4.50 per cent., the Tier 1 capital adequacy ratio at no less than 6.00 per cent., and the total capital adequacy ratio at no less than 8.50 per cent. – measured as a percentage of total risk-weighted assets. The BOT also requires a capital conservation buffer of more than 2.50 per cent.. It requires the Bank, which is identified as a Domestic Systemically Important Bank (D-SIB), to have additional capital to meet the Higher Loss Absorbency (HLA) requirement, which gradually raised the Common Equity Tier 1 ratio by 1.00 per cent., beginning with a 0.50 per cent. increase from 1 January 2019, rising to 1.00 per cent. from 1 January 2020 onwards. To satisfy the BOT's minimum levels and capital buffer requirements, from 1 January 2020 onwards, the Bank is required to maintain the Common Equity Tier 1 capital adequacy ratio at more than 8.00 per cent., the Tier 1 capital adequacy ratio at more than 9.50 per cent., and the total capital adequacy ratio at more than 12.00 per cent. – measured as percentages of total risk-weighted assets.

As of 31 March 2021, the regulatory capital position of the Bank's financial group according to the consolidated financial statements was THB502,776 million, The Common Equity Tier 1 capital adequacy ratio was 15.06 per cent., the Tier 1 capital adequacy ratio was 15.93 per cent., and the total capital adequacy ratio was 18.43 per cent..

Consolidated

	Capital			Capital Adequacy Ratio		
	March 2021	**December 2020**	**March 2020**	**March 2021**	**December 2020**	**March 2020**
	(Million Baht)					
Total capital	502,776	502,067	463,299	18.43%	18.34%	18.48%
Tier 1 capital	434,679	431,381	392,914	15.93%	15.76%	15.67%
Common Equity Tier 1 capital	410,911	407,621	392,840	15.06%	14.89%	15.67%

The Bank

	Capital			Capital Adequacy Ratio		
	March 2021	**December 2020**	**March 2020**	**March 2021**	**December 2020**	**March 2020**
	(Million Baht)					
Total capital	506,687	497,849	453,268	20.27%	20.10%	18.58%
Tier 1 capital	439,323	428,010	383,530	17.57%	17.28%	15.72%
Common Equity Tier 1 capital	415,731	404,418	383,530	16.63%	16.33%	15.72%

Recent Developments

Since December 2019, the Covid-19 pandemic has caused substantial disruption to global economies and markets and the virus has continued to spread globally. Covid-19 has affected Thailand's economic growth as well as monetary policies worldwide, which may affect our operations. Despite being one of the countries least affected by the spread of the virus, Thailand experienced, and might continue to experience, a decline in economic growth due to the new wave of domestic outbreaks, the impact of containment measures to combat the pandemic, global lockdown measures, international travel restrictions affecting tourist arrivals, and decline in exports and imports due to weakened demand from trading partners, which has also dampened domestic economic activity. In the third quarter of 2020, the Thai government lifted city lockdowns and introduced various stimulus measures, helping economic activities to recover. However, after an initial surge in demand following the lifting of the lockdown, the pace of the rebound slowed and new domestic Covid-19 cases surged. The latter development could adversely impact the economy if infections become more widespread. The most affected areas in Thailand were international trade, private investment, and private consumption, respectively. The NESDC expects the Thai economy to expand within the range of 2.5 per cent. to 3.5 per cent. in 2021. To mitigate the economic impact of the pandemic, the government and BOT launched a series of financial and fiscal relief measures to help businesses and individuals navigate the crisis. The Bank supported the government and BOT policies by promptly issuing measures to assist business customers, such as providing additional credit lines and loan holidays, and to help retail customers by lowering minimum payment and extending credit limits. The Bank also lowered interest rates for both business and retail customers. Aware of the difficulties facing businesses and individuals, the Bank is committed to being a trusted partner by looking after and assisting customers, so that they have sufficient funds and liquidity to recover from the pandemic.

As uncertainties and related risks rise along with the evolution of the pandemic, the Bank will continue to closely monitor global developments and the impact of the pandemic and will actively respond to its impact on our financial conditions and operating results. Please see "Risk Factors – Risks Relating to the Bank – The global economy is facing significant uncertainties and disruptions caused by Covid-19" for more information.

Thai Banking Industry

In the first quarter of 2021, the commercial banking system in Thailand continued to face challenges from the COVID-19. At the end of March 2021, loans and deposits grew at a similar rate, as a result, the ratio of loans to deposits was stable compared to the end of last year. The ratio of NPL to total loans was similar to last year end.

Providing assistance and support to customers affected by the COVID-19 outbreak is of paramount importance for commercial banks which continued to help businesses and individuals in line with assistance measures gradually issued by the government and the BOT. On 23 March 2021, the BOT, together with the Ministry of Finance and related sectors, issued financial rehabilitation measures to support businesses and help them cope with the post-COVID-19 situation. The measures include a special loan facility for businesses totalling THB250 billion to enable financial institutions to pass on such liquidity to SME affected by COVID-19 but still have potential as well as an asset warehousing scheme totalling THB100 billion. The latter will help businesses severely affected by COVID-19 that will need a longer time to recover, though they have potential for growth and assets that can be used as collateral. They can negotiate with financial institutions to delay payments or reduce their debt burden.

Commercial banks continued to place greater emphasis on liquidity management with a focus on restructuring deposits and appropriately managing costs by increasing the proportion of CASA and maintaining liquid assets to cope with severe liquidity situations in compliance with BOT guidelines, including the Liquidity Coverage Ratio (the "**LCR**") and Net Stable Funding Ratio (the "**NSFR**"). The BOT temporarily relaxed liquidity requirements, adjusting the LCR and NSFR to lower than 100 per cent. until 31 December 2021 in order to reduce the burden on commercial banks when assisting customers during the COVID-19 pandemic.

The adoption of TFRS 9 requires financial institutions to set aside provisions or expected credit losses by considering economic conditions in the past, present and future under various assumptions and circumstances. Meanwhile, the COVID-19 outbreak has caused a dramatic slowdown in economic activities across many sectors in the Thai and global economies, which would affect the commercial banking system's loan quality. As a result, commercial banks will continue to focus on managing loan quality and setting aside provisions. High levels of capital and loan loss reserve, in commercial banking system will be able to support credit demand and the economic volatility caused by COVID-19.

TAXATION

Thai Taxation

The following is a summary of the principal Thai tax consequences of the purchase, ownership and disposition of the Securities by individual and corporate investors who are not resident in Thailand for tax purposes (referred to as non-resident individual holders and non-resident corporate holders, respectively, and together as non-resident holders) based on Thai tax laws and their implementing regulations in force as of the date of this Offering Circular. The summary does not address any laws other than the tax laws of Thailand. It does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase the Securities. Prospective investors in all jurisdictions are advised to consult their own tax advisers as to other tax consequences of the purchase, ownership and disposition of the Securities, including the consequences under Thai laws, the laws of the country of which they are resident and any double taxation agreement between Thailand and their country of residence for tax purposes.

Income Tax

Non-resident Individual Holders

A non-resident individual holder is an individual owner of Securities that has not resided in Thailand at one or more times for a period or periods equal in the aggregate to 180 days or more in any calendar year, regardless of the nationality of the individual holders.

Distributions

Unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of the non-resident individual holders provide otherwise, Distributions paid or deemed to be paid on the Securities from or within Thailand to a non-resident individual holder is subject to 15.0 per cent. withholding tax.

Capital Gains

Capital gains (being the amount received in excess of the cost of acquisition of the Securities) received by a non-resident individual holder from the sale or other disposition of Securities outside Thailand in connection with which payment is made neither from nor within Thailand are not subject to Thai withholding tax.

Unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of the non-resident individual holders provide otherwise, capital gain received by a non-resident individual holder from a sale or other disposition of Securities in which payment is made or deemed to be made from or within Thailand is subject to 15.0 per cent. withholding tax. The transferee or the payer of the gain has a duty to withhold tax at such rate and remit the withholding tax to the Thai Revenue Department.

Premium paid upon certain early redemption events

Unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of the non-resident individual holders provide otherwise, any premium (being the amount received in excess of the accrued Distributions and the principal amount paid upon certain early redemption events as specified in the Conditions) paid or deemed to be paid on the Securities from or within Thailand to a non-resident individual holder is subject to 15.0 per cent. withholding tax.

Non-resident Corporate Holders

A non-resident corporate holder is an owner of Securities that is a company, a registered partnership or any entity established pursuant to a foreign law that is not doing business in Thailand or deemed to be doing business in Thailand or does not have a permanent establishment, employees, agents or representatives in Thailand but receiving from or within Thailand Distributions on the Securities or capital gains arising from the transfer of the Securities.

Distributions

Unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of such non-resident corporate holder provide otherwise, distributions paid or deemed to be paid on the Securities by the Issuer from or within Thailand to a non-resident corporate holder is subject to 15 per cent. withholding tax.

Capital Gains

Capital gains (being the amount received in excess of the cost of acquisition of the Securities) received by a non-resident corporate holder from the sale or other disposition of Securities outside Thailand in connection with which payment is made neither from nor within Thailand are not subject to Thai withholding tax.

Unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of the non-resident corporate holder provide otherwise, a capital gain received by a non-resident corporate holder from a sale or other disposition of Securities in which payment is made or deemed to be paid from or within Thailand is subject to a 15.0 per cent. withholding tax. The transferee or the payer of the gain has a duty to withhold tax at such rate and remit the withholding tax to the Thai Revenue Department.

Premium paid upon certain early redemption events

Unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of the non-resident corporate holders provide otherwise, any premium (being the amount received in excess of the accrued Distributions and the principal amount paid upon certain early redemption events as specified in the Conditions) paid or deemed to be paid on the Securities from or within Thailand to a non-resident corporate holder is subject to 15.0 per cent. withholding tax.

Income Tax in connection with a Payment to the holders of the Securities made by the Guarantor

Thai taxation with respect to any payment made to the holders of the Securities by the Guarantor pursuant to its obligations under the Guarantee, if part of the guaranteed payment is considered by the Thai authorities as payment of distributions (interest) and/or premium (as described below) from or in Thailand, is as set out below.

Non-resident Individual Holders

Distributions

Distributions paid on the Securities to a non-resident individual holder is subject to a withholding tax at the rate of 15.0 per cent., unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of such non-resident individual holder provide otherwise.

Premium

Any premium (being the amount received in excess of the accrued Distributions and the principal amount paid in accordance with the terms of the Guarantee) paid to a non-resident individual holder is subject to Thai withholding tax at the rate of 15.0 per cent., unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of such non-resident individual holder provide otherwise.

Non-resident Corporate Holders

Distributions

Distributions paid on the Securities to a non-resident corporate holder is subject to a withholding tax at the rate of 15.0 per cent., of unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of the non-resident corporate holder provide otherwise.

Premium

Any premium (being the amount received in excess of the accrued Distributions and the principal amount paid in accordance with the terms of the Guarantee) paid to a non-resident corporate holder is subject to Thai withholding tax at the rate of 15.0 per cent., unless the terms and conditions of applicable double taxation agreement entered into between Thailand and the resident country of such non-resident corporate holder provide otherwise.

Double Taxation Agreement

Presently, Thailand concluded double taxation agreements with more than 60 countries. The rate of withholding tax applicable to individual and corporate holders of the Securities, who are regarded as tax residents of the countries which are parties to the double taxation agreements and receive Distributions in respect of the Securities or capital gains derived from the transfer of the Securities, may be reduced or exempted depending on the terms and conditions of the particular tax agreement.

Value Added Tax

Distributions on the Securities and capital gains derived from the transfer of the Securities are not subject to value added tax in Thailand.

Specific Business Tax

Distributions on the Securities and capital gains derived from the transfer of the Securities are not subject to specific business tax in Thailand. However, Thai specific business tax would apply at a rate which varies depending on the type of business and income if a person who receives the Distributions on the Securities and capital gains derived from the transfer of the Securities is a person carrying on a banking business or business similar to a commercial bank in Thailand.

Stamp Duty

Each Securities certificate will be subject to a stamp duty of THB5.0 in Thailand. Stamp duty will be triggered when Securities certificate is issued in Thailand, or is brought into Thailand if issued outside Thailand. An instrument of transfer of the Securities is exempted from stamp duty.

The Guarantee will be subject to a stamp duty of THB 10.0 in Thailand. Stamp duty will be triggered when the Guarantee is executed in Thailand or is brought into Thailand if executed outside Thailand.

Singapore Taxation

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines and circulars issued by the Inland Revenue Authority of Singapore ("IRAS") and the Monetary Authority of Singapore in force as at the date of this Offering Circular and are subject to any changes in such laws, administrative guidelines or circulars, or the interpretation of those laws, guidelines or circulars, occurring after such date, which changes could be made on a retroactive basis. Neither these statements nor any other statements in this Offering Circular are intended or are to be regarded as advice on the tax position of any holder of the Securities or of any person acquiring, selling or otherwise dealing with the Securities or on any tax implications arising from the acquisition, sale or other dealings in respect of the Securities. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Securities and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive tax incentive(s)) may be subject to special rules.

Prospective holders of the Securities are advised to consult their own tax advisers as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of such Securities, including the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that none of the Issuer, the Guarantor, the Joint Lead Managers, nor any other persons involved in the issuance of the Securities accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of such Securities.

In addition, the disclosure below is on the assumption that the IRAS regards the Securities as "debt securities" for the purposes of the Income Tax Act (Cap 134 of Singapore) ("ITA") and/or that Distributions made under the Securities will be regarded as interest payable on indebtedness. If the Securities are not regarded as "debt securities" for the purposes of the ITA or the Distributions made under the Securities are not regarded as interest payable on indebtedness, the tax treatment to Securityholders may differ. Investors and Securityholders should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their subscription for, purchase, holding and disposal of the Securities.

Individual Taxpayers

An individual is a tax resident in Singapore in a year of assessment if in the preceding year he was physically present in Singapore or exercised an employment in Singapore (other than as a director of a company) for 183 days or more or if he resides in Singapore, except for such temporary absences therefrom as may be reasonable and not inconsistent with a claim by such person to be resident in Singapore.

Individual taxpayers are subject to Singapore income tax on income accruing in or derived from Singapore, subject to certain exceptions. All foreign-sourced income received in Singapore on or after 1 January 2004 by a Singapore tax resident individual (except for income received through a partnership in Singapore) is exempt from Singapore income tax if the Comptroller of Income Tax in Singapore is satisfied that the tax exemption would be beneficial to the individual. Foreign-sourced income received or deemed received in Singapore by an individual not tax resident in Singapore is exempt from Singapore income tax.

A Singapore tax resident individual is currently taxed at progressive rates ranging from 0% to 22%. Non-tax resident individuals, subject to certain exceptions, are currently subject to Singapore income tax on income accruing in or derived from Singapore at the rate of 22%.

Corporate Taxpayers

A company is tax resident in Singapore if the control and management of its business is exercised in Singapore. Both tax resident and non-tax resident corporate taxpayers are subject to Singapore income tax on income accruing in or derived from Singapore or deemed as such and, subject to certain exceptions, on foreign-sourced income received or deemed to be received in Singapore.

The corporate tax rate in Singapore is currently 17%. In addition, from the year of assessment 2020, three-quarters of up to the first S$10,000, and one-half of up to the next S$190,000, of a company's chargeable income otherwise subject to normal taxation is exempt from corporate tax. New companies will also, subject to certain conditions, be eligible for tax exemption on three-quarters of up to the first S$100,000 and one-half of up to the next S$100,000 of normal chargeable income a year for each of the company's first three consecutive years of assessment from the year of assessment 2020.

Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the ITA, the following payments are deemed to be derived from Singapore:

(a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or (ii) deductible against any income accruing in or derived from Singapore; or

(b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments (which may include payments made by the Guarantor pursuant to the Guarantee), where made by a person tax resident in Singapore, or a permanent establishment in Singapore, to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15 per cent. final withholding tax described below) to non-resident persons (other than non-resident individuals) is currently 17 per cent. The applicable rate for non-resident individuals is currently 22 per cent. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15 per cent. The rate of 15 per cent. may be reduced by applicable tax treaties.

However, certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including:

(a) interest from debt securities derived on or after 1 January 2004;

(b) discount income (not including discount income arising from secondary trading) from debt securities derived on or after 17 February 2006; and

(c) prepayment fee, redemption premium and break cost from debt securities derived on or after 15 February 2007,

except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession.

Taxation relating to payments on Perpetual Securities

The ITA currently does not contain specific provisions on how financial instruments that exhibit both debt-like and equity-like features, i.e. hybrid instruments, should be treated for income tax purposes. However, the IRAS has published the e-Tax Guide: Income Tax Treatment of Hybrid Instruments (Second Edition) on 21 October 2019 (the "**Hybrid Instruments e-Tax Guide**") which sets out the income tax treatment of hybrid instruments, including the factors that IRAS will generally use to determine whether such instruments are debt or equity instruments for income tax purposes.

Among others, the IRAS has stated in the Hybrid Instruments e-Tax Guide that:

(a) whether or not a hybrid instrument will be treated as debt or equity security for income tax purposes will firstly depend on its legal form, to be determined based on an examination of the legal rights and obligations attached to the instrument;

(b) a hybrid instrument is generally characterised as equity if the legal terms of the instrument indicate ownership interests in the issuer. If the legal form of a hybrid instrument is not indicative of or does not reflect the legal rights and obligations, the facts and circumstances surrounding the instrument and a combination of factors, not limited to the following, would have to be examined to ascertain the nature of the instrument for income tax purposes.

These factors include (but are not limited to):

(i) nature of interest acquired;

(ii) investor's right to participate in issuer's business;

(iii) voting rights conferred by the instrument;

(iv) obligation to repay the principal amount;

(v) payout;

(vi) investor's right to enforce payment;

(vii) classification by other regulatory authority; and

(viii) ranking for repayment in the event of liquidation or dissolution;

(c) if a hybrid instrument is characterised as a debt instrument for income tax purposes, distributions from the issuer to the investors are regarded as interest; and

(d) if a hybrid instrument issued by a company or a REIT (as defined in the ITA) is characterised as an equity instrument for income tax purposes, distributions from the issuer to the investors are regarded as either dividends or distributions.

Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Securities will not be taxable in Singapore. However, any gains derived by any person from the sale of the Securities as part of a trade or business carried on by that person in Singapore may be taxable as such gains are considered revenue in nature.

Holders of the Securities who apply or who are required to apply Singapore Financial Reporting Standard 39 – Financial Instruments: Recognition and Measurement ("**FRS 39**"), FRS 109 – Financial Instruments

("**FRS 10**9") or Singapore Financial Reporting Standard (International) 9 ("**SFRS(I) 9**") (as the case may be) for Singapore income tax purposes may be required to recognise gains or losses (not being gains or losses in the nature of capital) for tax purposes in accordance with the provisions of FRS 39, FRS 109 or SFRS(I) 9 (as the case may be) (as modified by the applicable provisions of Singapore income tax law) even though no sale or disposal of the Securities is made. See also "Adoption of FRS 39, FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes".

Adoption of FRS 39, FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes

Section 34A of the ITA provides for the tax treatment for financial instruments in accordance with FRS 39 (subject to certain exceptions and "opt-out" provisions) to taxpayers who are required to comply with FRS 39 for financial reporting purposes. The IRAS has issued an e-Tax Guide entitled "Income Tax Implications Arising from the Adoption of FRS 39 – Financial Instruments: Recognition and Measurement".

FRS 109 or SFRS(I) 9 (as the case may be) is mandatorily effective for annual periods beginning on or after 1 January 2018, replacing FRS 39. Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions. The IRAS has also issued an e-Tax Guide entitled "Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments".

Holders of the Securities who may be subject to the tax treatment under Sections 34A or 34AA of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their subscription for, purchase, holding or disposal of the Securities.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

CLEARANCE AND SETTLEMENT OF THE SECURITIES

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear and Clearstream, Luxembourg (together, the "**Clearing Systems**") currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Issuer believes to be reliable, but neither the Issuer nor any one of the Joint Lead Managers takes any responsibility for the accuracy of this section. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. Neither the Issuer nor any other party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Securities held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. Custodial and depositary links have been established with Euroclear and Clearstream, Luxembourg to facilitate the initial issue of the Securities and transfers of the Securities associated with secondary market trading.*

The Clearing Systems

Euroclear and Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each hold securities for participating organisations and facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry of changes in the accounts of their participants. Euroclear and Clearstream, Luxembourg provide their respective participants with, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg's participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear or Clearstream, Luxembourg is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Euroclear or Clearstream, Luxembourg participant, either directly or indirectly.

Distributions of principal with respect to book-entry interests in the Securities held through Euroclear or Clearstream, Luxembourg will be credited, to the extent received by the Principal Paying Agent, to the cash accounts of Euroclear or Clearstream, Luxembourg's participants in accordance with the relevant rules and procedures of the institution.

Registration and Form

Book-entry interests in the Securities held through Euroclear and Clearstream, Luxembourg will be evidenced by the Global Certificate, registered in the name of the nominee of the common depositary of Euroclear and Clearstream, Luxembourg. The Global Certificate will be held by a common depositary for Euroclear and Clearstream, Luxembourg. Beneficial ownership in the Securities will be held through financial institutions as direct and indirect participants in Euroclear and Clearstream, Luxembourg.

The aggregate holdings of book-entry interests in the Securities in Euroclear and Clearstream, Luxembourg will be reflected in the book-entry accounts of each such institution. Euroclear and Clearstream, Luxembourg, as the case may be, and every other intermediate holder in the chain to the beneficial owner of book-entry interests in the Securities, will be responsible for establishing and maintaining accounts for their participants and customers having interests in the book-entry interests in the Securities. The Registrar will be responsible for maintaining a record of the aggregate holdings of Securities registered in the name of a common nominee for Euroclear and Clearstream, Luxembourg and/or, if individual Definitive Certificates are issued in the limited circumstances described under "***The Global Certificate – Registration of Title***", holders of Securities represented by those individual Definitive Certificates. The Principal Paying Agent will be responsible for ensuring that payments

received by it from the Company for holders of interests in the Securities holding through Euroclear and Clearstream, Luxembourg are credited to Euroclear or Clearstream, Luxembourg, as the case may be.

The Company will not impose any fees in respect to the Securities; however, holders of book-entry interests in the Securities may incur fees normally payable in respect of the maintenance and operation of accounts in Euroclear and Clearstream, Luxembourg.

Clearance and Settlement Procedures

Initial Settlement

Upon their original issue, the Securities will be in global form represented by the Global Certificate. Interests in the Securities will be in uncertificated book-entry form. Purchasers electing to hold book-entry interests in the Securities through Euroclear and Clearstream, Luxembourg accounts will follow the settlement procedures applicable to conventional eurobonds. Book-entry interests in the Securities will be credited to Euroclear and Clearstream, Luxembourg's participants' securities clearance accounts on the business day following the Closing Date against payment (for value of the Closing Date).

Secondary Market Trading

Secondary market sales of book-entry interests in the Securities held through Euroclear or Clearstream, Luxembourg to purchasers of book-entry interests in the Securities through Euroclear or Clearstream, Luxembourg will be conducted in accordance with the normal rules and operating procedures of Euroclear and Clearstream, Luxembourg and will be settled using the procedures applicable to conventional participants.

General

Although the foregoing sets out the procedures of Euroclear and Clearstream, Luxembourg in order to facilitate the transfers of interests in the Securities among participants of Euroclear and Clearstream, Luxembourg, none of Euroclear and Clearstream, Luxembourg is under any obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time.

Neither the Company nor any of its agents will have any responsibility for the performance by Euroclear or Clearstream, Luxembourg or their respective participants of their respective obligations under the rules and procedures governing their operations.

SUBSCRIPTION AND SALE

The Joint Lead Managers have entered into a subscription agreement dated 12 July 2021 with the Issuer (the "**Subscription Agreement**"). Upon the terms and subject to the conditions contained therein, the Joint Lead Managers have agreed to subscribe or procure subscribers either directly or through any of their respective affiliates for the aggregate principal amount of the Securities at the Issue Price. The obligations of the Joint Lead Managers are several, as to their respective subscription amounts set out in the Subscription Agreement.

The Issuer has also agreed to reimburse the Joint Lead Managers for certain of their expenses incurred in connection with the management of the issue of the Securities. The Joint Lead Managers are entitled in certain circumstances to be released and discharged from their obligations under the Subscription Agreement prior to the closing of the issue of the Securities.

The Joint Lead Managers and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities ("**Banking Services or Transactions**"). The Joint Lead Managers and their respective affiliates have, from time to time, performed, and may in the future perform, various Banking Services or Transactions for the Issuer and/or the Guarantor, for which they received or may in the future receive customary fees, expenses and commissions. In connection with such Banking Services or Transactions, Standard Chartered Bank acts as coordinating arranger for the Issuer's debt restructuring exercise of its syndicated loan facilities.

The Joint Lead Managers and their respective affiliates may purchase the Securities and allocate the Securities for asset management and/or proprietary purposes but not with a view to distribution. Such entities may hold or sell such Securities or purchase further Securities for their own account in the secondary market or deal in any other securities of the Issuer or the Guarantor, and they may offer or sell the Securities or other securities otherwise than in connection with the offering of the Securities. Accordingly, references herein to the Securities being "**offered**" should be read as including any offering of the Securities to the Joint Lead Managers and/or their respective affiliates, or affiliates of the Issuer or the Guarantor for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any legal or regulatory obligation to do so. The Issuer, the Guarantor and the Joint Lead Managers are under no obligation to disclose the extent of the distribution of the Securities amongst individual investors.

In the ordinary course of their various business activities, the Joint Lead Managers and their respective affiliates make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Issuer and/or the Guarantor, including the Securities. Each of the Joint Lead Managers may have engaged in, and may in the future engage in, investment banking and other commercial dealings with, and may perform services for, in the ordinary course of business with the Issuer and/or the Guarantor or any of their subsidiaries, jointly controlled entities or associated companies from time to time for which it has or will receive fees and expenses. The Joint Lead Managers or their respective affiliates that have a lending relationship with the Issuer and/or the Guarantor routinely hedge their credit exposure to the Issuer and/or the Guarantor consistent with their customary risk management policies. Typically, the Joint Lead Managers and their respective affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Issuer's and/or the Guarantor's securities, including potentially the Securities offered hereby. Any such short positions could adversely affect future trading prices of the Securities offered hereby. The Joint Lead Managers and their respective affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Securities or other financial instruments of the Issuer or the Guarantor and may recommend to their clients that they acquire long and/or short positions in the Securities or other financial instruments.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Lead Managers or any of their respective affiliates is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by it or such affiliate on behalf of the Issuer in such jurisdiction.

Offering and Selling Restrictions

United States

The Securities and the Guarantee have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act. Accordingly, the Securities are being offered and sold only outside the United States in offshore transactions in reliance on, and in compliance with, Regulation S. Each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold, and will not offer or sell, any Securities constituting part of its allotment within the United States except in accordance with Rule 903 of Regulation S under the Securities Act. Each Joint Lead Manager has further represented and agreed that neither it, its affiliates nor any persons acting on its or their behalf have engaged or will engage in any directed selling efforts with respect to the Securities. Terms used above have the meaning given to them by Regulation S.

United Kingdom

Each Joint Lead Manager has represented and agreed that: (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "**FSMA**")) received by it in connection with the issue or sale of the Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Securities in, from or otherwise involving the UK.

Prohibition of Sales to European Economic Area

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Offering Circular in relation thereto any retail investor in the European Economic Area. For the purposes of this provision, the expression "**retail investor**" means a person who is one (or more) of the following:

(a) a retail client as defined in point (11) of Article 4(a) of MiFID II; or

(b) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Prohibition of Sales to UK Retail Investors

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by the offering circular in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision, the expression "retail investor" means a person who is one (or more) of the following:

(a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or

(b) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Hong Kong

Each Joint Lead Manager has represented, warranted and agreed that:

1. it has not offered or sold and will not offer or sell in Hong Kong or elsewhere, by means of any document or otherwise, any Securities other than: (a) to "**Professional Investors**" as defined in the Securities and Futures Ordinance (Cap.571) of Hong Kong (the "**SFO**") and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "**prospectus**" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**CWUMPO**") and which do not constitute an offer to the public within the meaning of the CWUMPO; and

2. has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong or otherwise is or contains an invitation to the public (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities which are or are intended to be disposed of only to "**Professional Investors**" as defined in the SFO and any rules made under the SFO.

Japan

The Securities have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended) (the "**FIEA**") and each Joint Lead Manager has represented and agreed that it has not, directly or indirectly offered or sold and will not offer or sell any Securities, in Japan or to, or for the benefit of, a resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Control Act (Law No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

Singapore

Each Joint Lead Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Managers has represented, warranted and agreed that it has not offered or sold any Securities or caused the Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell any Securities or cause the Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities, whether directly or indirectly, to any person in Singapore other than: (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time including by any subsidiary legislation as may be applicable at the relevant time (together, the "**SFA**")) pursuant to Section 274 of the SFA; (b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

(c) securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Securities pursuant to an offer made under Section 275 of the SFA except:

    (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

    (ii) where no consideration is or will be given for the transfer;

    (iii) where the transfer is by operation of law;

    (iv) as specified in Section 276(7) of the SFA; or

    (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Singapore SFA Product Classification – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Securities are "**prescribed capital markets products**" (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The People's Republic of China

Each Joint Lead Manager has represented and agreed that the Securities are not being offered or sold and may not be offered or sold, directly or indirectly, in the People's Republic of China (the "**PRC**") (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by applicable laws of the PRC.

Thailand

Each Joint Lead Manager has represented, warranted and agreed that: (a) it has not offered or sold and will not offer or sell, whether directly or indirectly, any Securities in Thailand; (b) it has not made and will not make, whether directly or indirectly, any advertisement, invitation or document in Thailand to subscribe for the Securities; and (c) it has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of such Securities in Thailand, except where in compliance with the applicable laws and regulations of Thailand.

No invitation will be made to any person in Thailand to subscribe for any Securities. The Securities may not be resold, pledged, transferred or otherwise, whether directly or indirectly, in Thailand.

General

Each Joint Lead Manager has undertaken that it will comply with all applicable laws and regulations in each country or jurisdiction in which it purchases, offers, sells or delivers the Securities or has in its possession or distributes this Offering Circular (in preliminary, proof or final form) or any other offering material related to the Securities.

No action has been taken or will be taken in any jurisdiction by the Issuer or the Joint Lead Managers that would permit a public offering of the Securities, or the possession, circulation or distribution of this Offering Circular or any other material relating to the Securities, in any jurisdiction where action for that purpose is required. Accordingly, the Securities may not be offered or sold, directly or indirectly, and neither this Offering Circular nor such other material may be distributed or published, in or from any country or jurisdiction, except in compliance with any applicable rules and regulations of such country or jurisdiction.

SUMMARY OF PRINCIPAL DIFFERENCES BETWEEN TFRS AND IFRS

The following is a general summary of certain principal differences between TFRS and IFRS as applicable to the Group.

The financial statements comprise the consolidated financial statements of the Company and its subsidiaries and the separate financial statements of the Company.

For the purposes of this Offering Circular, a summary of certain significant differences between TFRS and IFRS which are relevant to the Group's financial statements is provided below. The differences identified below are limited to those significant differences that are appropriate to the Group's financial statements for the years ended 31 December 2020 and 2019 and for the three months ended 31 March 2021. However, they should not be construed as being exhaustive. The International Accounting Standard Board ("**IASB**") and the Federation of Accounting Professions ("**TFAC**") in Thailand have issued new pronouncements that may impact subsequent periods and have significant on-going projects that could affect the differences between TFRS and IFRS described below and the impact of these differences relative to the Group's financial statements in the future. Accordingly, no attempt has been made to identify future differences between TFRS and IFRS as a result of prescribed changes in accounting standards or to identify all future differences that may affect the Group's financial statements as a result of transactions or events that may occur in the future.

TFRS and accounting interpretations are issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

In making an investment decision, investors must rely on their own examination of the Group, the terms of the offering and the financial information. Potential investors should consult their own professional advisers for an understanding of the differences between TFRS and IFRS and how these differences might affect the financial information in this Offering Circular.

For the years ended 31 December 2019, the significant differences between financial reporting standards adopted by the Group and IFRS are financial reporting standards related to financial instruments, where TFRS 9, TAS 32 and TFRS 7 have not become effective in Thailand, also lease accounting, where TFRS 16 has not become effective in Thailand..

For the year ended 31 December 2020, the new financial reporting standards related to financial instruments and lease were adopted in Thailand to close major differences between financial reporting standards of the Group and IFRS, including TFRS 9, TAS 32, TFRS 7 and TFRS 16.

Nevertheless, in response to COVID-19 situation during the year ended 31 December 2020, the Thai Federation of Accounting Professions (TFAC) has announced the temporary exemption guidance to relieve the impact from COVID – 19 to be applied for Thai companies, which were adopted by the Group as disclosed under topic 'ACCOUNTING RELIEF' under section 'SUMMARY HISTORICAL FINANCIAL AND OTHER INFORMATION FOR MINT'.

As at 31 December 2020, the Group ceases applying the temporary exemption guidance to relieve the impact from COVID-19 (temporary measures to relieve the impact from COVID-19) announced by The Federation of Accounting Professions (TFAC) which were effective for reporting periods ending between 1 January 2020 and 31 December 2020.

Since 1 January 2021, the Group has not applied temporary measure to relieve and return to apply general accounting standard in conformity with TAS 36. In the quarter ended 31 March 2021, the Group recognised an impairment in the context of COVID-19 of Baht 2,350 million which related to property, plant and equipment and intangible assets.

The Group's accounting policies related to financial instruments and lease accounting are stated below.

Other investments

Investments other than investments in subsidiaries, associates and interests in joint ventures are classified into the following three categories: trading investment, available-for-sale investments and general investments. The classification in dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

1. Trading investments are investments acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.

2. Available-for-sale investments are investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale.

3. General investments are investments in non-marketable equity securities are classified as general investments.

All categories of investments are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gains and losses of trading investments are recognised in profit or loss. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income.

General investments are carried at cost less impairment loss.

A test for impairment is carried out when there is a factor indicating that such investment might be impaired.

If the carrying value of the investment is higher than its recoverable amount, an impairment loss is charged to the income statement.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Group's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by weighted average carrying amount of the total holding of the investment.

Perpetual debentures

Perpetual debentures are recognised as equity when the Group has the sole right and discretion to early redemption as stipulated in terms and conditions of debentures, and the interest and cumulative interest payment are unconditionally deferred without time and number limitation and payable at the Group's discretion. Accordingly, any interest payments are recognised similar as dividends and directly in equity when payment obligation arises. Interest payments are presented in the statement of cash flows at the same way as dividends paid to ordinary shareholders.

Cross currency interest rate swap contracts

Cross currency interest rate swap contracts are recognised at the inception date.

In cross currency interest rate swap contracts, the Group agrees with a counterparty to exchange their respective currency and interest rate positions between an agreed pair of currencies. An exchange of

principal in the different currencies occurs at the inception of the cross-currency swap contracts at a predetermined exchange rate, with an equal but opposite exchange of principal during interim periods and at the maturity of the contracts. The cross-currency receivable/payable under these contracts is translated at the period-end exchange rate and the unrealised gains or losses are recognised in the statement of income. Each party also pays and receives interest on a predetermined amount of principal in different currencies over the contract periods. Any differential to be paid or received on the cross-currency swap contracts is recognised as a component of interest income or expenses over the period of the contracts.

Forward foreign exchange contracts

Foreign exchange forward contracts are recognised at the inception date.

Forward foreign exchange contracts protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised, or a foreign currency liability settled. Any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the foreign exchange forward contract. The gains and losses on the derivative instruments are offset for financial reporting purposes. Expenses incurred from each contract will be amortised throughout the contract period. The Group does not oblige to pay any fee upon entering forward foreign exchange contract.

Interest rate swap contracts

Interest rate swap contracts protect the Group from movements in interest rates. Any differential to be paid or received on an interest rate swap agreement is recognised as a component of interest expense over the period of the agreement.

Leases

Leases – where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant and equipment where the Group has substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the present value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit and loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. Assets acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.

Leases – where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised 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 initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in investment properties 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 recognised on a straight-line basis over the lease term.

Under TFRS, for the three-month ended 31 March 2020, the Group has adopted TAS 32 – Financial instrument: Presentation, TFRS 7 – Financial Instruments: Disclosures, TFRS 9 – Financial Instruments and TFRS 16 – Lease Accounting, which became effective from 1 January 2020 and was based on IAS 32, IFRS 7, IFRS 9 and IFRS 16, respectively, with no differences.

In addition, for the three-month ended 31 March 2020, the Group has chosen to apply temporary exemption guidance to relieve the impact from COVID-19 (temporary measures to relieve the impact from COVID-19) announced by the Federation of Accounting Professions (TFAC) for the reporting periods ending between 1 January 2020 and 31 December 2020.

For the three-month ended 31 March 2021, the Group has chosen to apply a practical expedient where the lessee receives a rent concession as a direct consequence of COVID-19. A lessee may elect not to assess whether a rent concession that reducing or refraining of lease payments from 1 June 2020 to 30 June 2021 is a lease modification.

The Group's accounting policies related to the new adoption and temporary measures to relieve the impact from COVID-19 are stated below.

Classification and measurement of investments in equity instruments (previously called general investments)

All equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss, or ii) at fair value through other comprehensive income without subsequent recycling to profit or loss.

Classification of financial liabilities and equity

Financial instruments issued by the Group must be classified as financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.

- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

In accordance with TAS 32, Financial Instruments: Presentation, the perpetual bonds must be presented as financial liabilities. However, the Federation of Accounting Professions (TFAC) issued an announcement no. 95/2562 to provide a relief on classification of perpetual bonds that was issued before 31 December 2019. The relief enables the Group to classify its existing perpetual bonds as equity, instead of liability. The relief is granted until 31 December 2022.

Classification and measurement of derivatives assets and derivatives liabilities

The derivative instruments such as interest rate swap, cross currency interest swap and foreign exchange rate are measured at fair value through profit or loss. The related assets and liabilities are presented in "**Derivatives assets**" and "**Derivatives liabilities**".

Leases

Leases – where the Group is the lessee

On adoption of TFRS 16, The Group recognised lease liabilities in relation to leases which had previously been classified as "**operating leases**" under the principles of TAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was around 3.00% – 12.76%.

For leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right-of-use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied. Other right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2019.

Impairment

The Group assesses expected credit loss on a forward-looking basis for its financial assets carried at FVOCI and at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk, except trade and other receivables which the Group applies the simplified approach in determining its expected credit loss.

GENERAL INFORMATION

Authorisation

The Company has obtained all necessary consents, approvals and authorisation in connection with the issue and performance of the Securities. The issue of the Securities was authorised by the resolutions of the shareholders' meeting of the Company on 19 June 2020 and the resolutions of the Board of Directors on 25 February 2021. The Guarantor has obtained or will obtain on or prior to the Issue Date all necessary consents, approvals and authorisations in connection with the giving and performance of the Guarantee.

Listing

Approval in-principle has been received from the SGX-ST for the listing of and quotation for the Securities on the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Offering Circular. Admission to the Official List of the SGX-ST and quotation of the Securities on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Guarantor, the Issuer's or the Guarantor's subsidiaries, associated companies, jointly-controlled entities or the Securities. The Securities will be traded on the SGX-ST in a minimum board lot size of S$200,000 (or its equivalent in other currencies) for so long as the Securities are listed on the SGX-ST and the rules of the SGX-ST so require.

For so long as any Securities are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a Paying Agent in Singapore, where the Securities may be presented or surrendered for payment or redemption, in the event that the Global Certificate is exchanged for Definitive Certificates. In addition, in the event that a Global Certificate is exchanged for Definitive Certificates, an announcement of such exchange will be made by the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive Securities, including details of the Paying Agent in Singapore.

Clearing Systems

The Securities have been accepted for clearance through Euroclear and Clearstream, Luxembourg under Common Code 236278565 and ISIN XS2362785656.

Legal Entity Identifier

The legal entity identifier of the Issuer is 254900T4WB2UF9XPX041.

No Material Adverse Change

Save as disclosed in this Offering Circular, there has been no material adverse change, or any development likely to involve an adverse change, in the financial or trading position or to the condition (financial or otherwise), prospects, results of operation, capitalisation, profitability, business, general affairs or management of the Company or the Group since 31 March 2021.

Litigation

Save for as disclosed in this Offering Circular, the Company nor any member of the Group is or has been involved in any governmental, legal or arbitration proceedings that the Company or any member of the Group believes are material in the context of the Securities nor is the Company or any member of the Group aware that any such proceeding is pending or threatened.

Independent Auditors

The Group's audited consolidated and separate financial statements as at and for the years ended 31 December 2020 and 31 December 2019 included in this Offering Circular have been audited by, and the Group's unaudited interim consolidated and separate financial information as at and for the three months ended 31 March 2021 included in this Offering Circular have been reviewed by PricewaterhouseCoopers ABAS Ltd, the Group's independent auditors, each as stated in their respective reports appearing herein.

Documents Available

So long as any of the Securities are outstanding, copies of the following documents will be available for inspection by the Securityholders upon prior written request and proof of holding and identity to the satisfaction of the Trustee or, as the case may be, the Principal Paying Agent, from the Issue Date at all reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m.), at the principal office of the Trustee (being at the Issue Date at One Canada Square, London E14 5AL, United Kingdom) and at the specified office of the Principal Paying Agent:

- the Trust Deed; and

- the Agency Agreement.

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MINOR INTERNATIONAL PUBLIC COMPANY LIMITED

INTERIM CONSOLIDATED AND SEPARATE FINANCIAL INFORMATION (UNAUDITED)

31 MARCH 2021

AUDITOR'S REPORT ON THE REVIEW OF THE INTERIM FINANCIAL INFORMATION

To the Shareholders and the Board of Directors of Minor International Public Company Limited

I have reviewed the interim consolidated financial information of Minor International Public Company Limited and its subsidiaries, and the interim separate financial information of Minor International Public Company Limited. These comprise the consolidated and separate statements of financial position as at 31 March 2021, the related consolidated and separate statements of comprehensive income, changes in equity, and cash flows for the three-month period then ended, and the condensed notes to the interim financial information. Management is responsible for the preparation and presentation of this interim consolidated and separate financial information in accordance with Thai Accounting Standard 34, "Interim Financial Reporting". My responsibility is to express a conclusion on this interim consolidated and separate financial information based on my review.

Scope of review

I conducted my review in accordance with the Thai Standard on Review Engagements 2410, "Review of interim financial information performed by the independent auditor of the entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim consolidated and separate financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34, "Interim Financial Reporting".

PricewaterhouseCoopers ABAS Ltd.

Paiboon Tunkoon
Certified Public Accountant (Thailand) No. 4298
Bangkok
13 May 2021

Minor International Public Company Limited
Statement of Financial Position
As at 31 March 2021

	Notes	Consolidated financial information (Unaudited) 31 March 2021 Baht'000	Consolidated financial information (Audited) 31 December 2020 Baht'000	Separate financial information (Unaudited) 31 March 2021 Baht'000	Separate financial information (Audited) 31 December 2020 Baht'000
Assets					
Current assets					
Cash and cash equivalents		22,079,463	26,188,115	9,658,683	10,645,335
Trade and other receivables	10	12,560,738	12,285,894	5,610,475	4,778,266
Inventories		3,667,674	3,682,608	2,676	3,188
Land and real estates project for sales		1,162,394	1,957,656	-	-
Derivative assets	7	-	136,369	-	136,369
Other current assets		3,222,235	3,670,620	68,664	79,701
Non-current assets classified as held-for-sale	11	4,337,957	4,143,208	-	-
Total current assets		47,030,461	52,064,470	15,340,498	15,642,859
Non-current assets					
Trade and other receivables	10	2,160,641	2,238,026	591,367	241,557
Investments in subsidiaries	12	-	-	8,102,339	8,102,339
Investments in associates	12	8,331,777	8,413,477	2,787,459	2,787,459
Interests in joint ventures	12	2,453,917	2,437,175	-	-
Long-term loans to related parties	9	5,553,540	5,201,234	127,350,438	127,012,396
Investment properties		1,278,535	1,286,544	-	-
Property, plant and equipment	13	119,872,222	122,718,225	146,216	151,323
Right-of-use assets		86,502,523	89,076,419	762,483	383,362
Intangible assets	14	67,688,288	67,232,896	22,149	23,314
Derivative assets	7	193,823	559,776	193,823	559,776
Deferred tax assets		8,363,853	7,731,939	-	-
Other non-current assets		3,573,300	3,366,337	38,088	36,159
Total non-current assets		305,972,419	310,262,048	139,994,362	139,297,685
Total assets		353,002,880	362,326,518	155,334,860	154,940,544

Director _____

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Statement of Financial Position
As at 31 March 2021

	Notes	Consolidated financial information (Unaudited) 31 March 2021 Baht'000	Consolidated financial information (Audited) 31 December 2020 Baht'000	Separate financial information (Unaudited) 31 March 2021 Baht'000	Separate financial information (Audited) 31 December 2020 Baht'000
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term borrowings from financial institutions	15	3,832,575	140,440	3,700,000	-
Trade and other payables		15,245,522	15,310,438	334,756	681,786
Short-term borrowings from related parties	9, 15	160,946	-	6,112,744	5,379,402
Current portion of long-term borrowings from financial institutions	15	1,451,791	1,705,670	-	-
Current portion of debentures	15	7,951,072	4,596,224	7,951,072	4,596,224
Current portion of deferred income		422,115	353,730	407	178
Income tax payable		614,633	430,303	-	-
Current portion of lease liabilities		11,521,971	12,782,363	168,599	170,802
Derivative liabilities		575,610	1,044,483	575,610	963,409
Other current liabilities		5,628,775	4,874,350	52,833	32,783
Total current liabilities		47,405,010	41,238,001	18,896,021	11,824,584
Non-current liabilities					
Long-term borrowings from financial institutions	15	70,662,056	70,097,858	25,614,536	25,351,716
Debentures	15	51,223,292	59,798,678	38,855,064	46,665,829
Lease liabilities		81,473,255	81,819,643	1,255,935	548,106
Employee benefit obligations		1,447,397	1,407,946	26,363	28,032
Derivative liabilities		3,536,506	3,492,479	3,441,589	3,465,463
Deferred tax liabilities		25,070,968	25,122,430	217,151	203,222
Other non-current liabilities		2,764,658	3,025,580	6,482	6,368
Total non-current liabilities		236,178,132	244,764,614	69,417,120	76,268,736
Total liabilities		283,583,142	286,002,615	88,313,141	88,093,320

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Statement of Financial Position
As at 31 March 2021

	Notes	Consolidated financial information (Unaudited) 31 March 2021 Baht'000	Consolidated financial information (Audited) 31 December 2020 Baht'000	Separate financial information (Unaudited) 31 March 2021 Baht'000	Separate financial information (Audited) 31 December 2020 Baht'000
Liabilities and equity (Cont'd)					
Equity					
Share capital	16				
Authorised share capital					
5,887,815,947 ordinary shares of Baht 1 each (2020: 5,887,815,947 ordinary shares of Baht 1 each)		5,887,816	5,887,816	5,887,816	5,887,816
Issued and paid-up share capital					
5,191,597,430 ordinary shares of Baht 1 each (2020: 5,182,334,589 ordinary shares of Baht 1 each)	16	5,191,597	5,182,335	5,191,597	5,182,335
Share premium ordinary shares	16	24,386,904	24,195,693	24,361,252	24,170,041
Expired warrants in a subsidiary		104,789	104,789	-	-
Retained earnings					
Appropriated - legal reserve		588,782	588,782	588,782	588,782
Unappropriated		7,323,631	15,087,318	7,558,754	6,775,515
Other components of equity		(9,169,257)	(10,247,162)	(2,747,810)	(1,938,593)
Total		28,426,446	34,911,755	34,952,575	34,778,080
Perpetual debentures		32,069,144	32,069,144	32,069,144	32,069,144
Equity attributable to owners of the parent		60,495,590	66,980,899	67,021,719	66,847,224
Non-controlling interests		8,924,148	9,343,004	-	-
Total equity		69,419,738	76,323,903	67,021,719	66,847,224
Total liabilities and equity		353,002,880	362,326,518	155,334,860	154,940,544

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Income Statement (Unaudited)
For the three-month period ended 31 March 2021

	Notes	Consolidated financial information		Separate financial information	
		2021	2020	2021	2020
		Baht'000	Baht'000	Baht'000	Baht'000
Revenues	8				
Revenues from hotel and related services operations		4,915,299	14,311,317	59,096	113,291
Revenues from mixed use operations		1,445,834	1,129,501	-	-
Sales of food and beverage		4,943,421	5,412,150	-	-
Sales from distribution and manufacturing		742,436	989,076	-	-
Interest income		137,777	164,429	1,060,075	952,832
Other income		469,091	569,847	776	16,018
Total revenues		12,653,858	22,576,320	1,119,947	1,082,141
Expenses					
Direct cost of hotel and related services operations		7,215,770	11,647,139	26,973	62,660
Direct cost of mixed use operations		878,894	601,464	-	-
Cost of sales of food and beverage		1,455,107	1,689,182	-	-
Cost of sales from distribution and manufacturing		506,000	605,691	-	-
Selling expenses		3,635,204	5,374,890	22,423	25,411
Administrative expenses		5,787,629	4,379,177	58,563	105,279
Other (gains) losses, net		(544,671)	(1,279,162)	(705,628)	(1,374,208)
Finance costs		1,994,858	1,808,047	485,910	451,567
Total expenses		20,928,791	24,826,428	(111,759)	(729,291)
Operating profit (loss)		(8,274,933)	(2,250,108)	1,231,706	1,811,432
Share of profit (loss) of investments in associates and joint ventures	12	(35,773)	(43,175)	-	-
Profit (loss) before income tax		(8,310,706)	(2,293,283)	1,231,706	1,811,432
Income tax	18	512,033	337,271	(13,325)	(11,731)
Profit (loss) for the period		(7,798,673)	(1,956,012)	1,218,381	1,799,701
Profit (loss) attributable to:					
Owners of the parent		(7,249,723)	(1,773,522)	1,218,381	1,799,701
Non-controlling interests		(548,950)	(182,490)	-	-
		(7,798,673)	(1,956,012)	1,218,381	1,799,701
Earnings (loss) per share (Baht)	19				
Basic earnings (loss) per share		(1.4733)	(0.4549)	0.1592	0.3187
Diluted earnings (loss) per share		(1.4576)	(0.4549)	0.1575	0.3187

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the three-month period ended 31 March 2021

	Consolidated financial information		Separate financial information	
	2021	2020	2021	2020
	Baht'000	Baht'000	Baht'000	Baht'000
Profit (loss) for the period	(7,798,673)	(1,956,012)	1,218,381	1,799,701
Other comprehensive income (expense):				
Items that will not be reclassified subsequently to income statement				
Gain (loss) on remeasurement of equity investments at fair value through other comprehensive income (expense)	2,644	(6,903)	2,415	(6,661)
Remeasurements of post-employment benefit obligations	(78,822)	-	-	-
Items that will be reclassified subsequently to income statement				
Cash flow hedges	10,260	(16,003)	(934,327)	-
Cost of hedging reserve	137,152	-	122,695	-
Exchange differences on translation	970,639	152,892	-	-
Other comprehensive income (expense) for the period, net of tax	1,041,873	129,986	(809,217)	(6,661)
Total comprehensive income (expense) for the period	(6,756,800)	(1,826,026)	409,164	1,793,040
Total comprehensive income (expense) attributable to:				
Owners of the parent	(6,250,640)	(1,937,921)	409,164	1,793,040
Non-controlling interests	(506,160)	111,895	-	-
	(6,756,800)	(1,826,026)	409,164	1,793,040

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited

Statement of Changes in Equity

For the three-month period ended 31 March 2021

	Consolidated financial information (Baht'000)															
	Attributable to owners of the parent															
						Other components of equity										
									Other comprehensive income (expense)							
	Issued and paid-up share capital	Share premium ordinary shares	Expired warrants in a subsidiary	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Impact from hyperinflationary economy	Remeasuring of equity investments at fair value through other comprehensive income (expense)	Cash flow hedges	Translation adjustment	Total other components of equity	Perpetual debentures	Total owners of the parent	Non-controlling interests	Total equity
Opening balance as at 1 January 2020																
(as previously reported)	4,619,005	15,018,401	104,789	484,986	40,916,450	(755,413)	(1,841,755)	267,927	4,067	-	(7,144,865)	(9,470,039)	23,787,658	75,461,250	10,406,596	85,867,846
Impact from changes in accounting policy	-	-	-	-	(2,909,459)	-	-	-	-	(41,675)	-	(41,675)	-	(2,951,134)	(216,519)	(3,167,653)
Opening balance after adjustment	4,619,005	15,018,401	104,789	484,986	38,006,991	(755,413)	(1,841,755)	267,927	4,067	(41,675)	(7,144,865)	(9,511,714)	23,787,658	72,510,116	10,190,077	82,700,193
Changes in equity for the period																
Issuance of ordinary shares	-	13	-	-	-	-	-	-	-	-	-	-	-	13	-	13
Business combination	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(38,197)	(38,197)
Dividend paid - subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3,685)	(3,685)
Interest paid on perpetual debentures	-	-	-	-	(437,548)	-	-	-	-	-	-	-	-	(437,548)	-	(437,548)
Total comprehensive income (expense)																
for the period	-	-	-	-	(1,773,522)	-	-	-	(6,903)	(16,003)	(141,493)	(164,399)	-	(1,937,921)	111,895	(1,826,026)
Closing balance as at 31 March 2020	4,619,005	15,018,414	104,789	484,986	35,795,921	(755,413)	(1,841,755)	267,927	(2,836)	(57,678)	(7,286,358)	(9,676,113)	23,787,658	70,134,660	10,260,090	80,394,750

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited

Statement of Changes in Equity

For the three-month period ended 31 March 2021

		Consolidated financial information (Baht'000)																
		Attributable to owners of the parent																
							Other components of equity											
										Other comprehensive income (expense)								
	Notes	Issued and paid-up share capital	Share premium ordinary shares	Expired warrants in a subsidiary	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Impact from hyperinflationary economy	Remeasuring of equity investments at fair value through other comprehensive income (expense)	Cash flow hedges	Cost of hedging reserve	Translation adjustment	Total other components of equity	Perpetual debentures	Total owners of the parent	Non-controlling interests	Total equity
Opening balance as at 1 January 2021		5,182,335	24,195,693	104,789	588,782	15,087,318	(755,413)	(1,841,755)	267,927	2,511	(44,415)	(535,166)	(7,340,851)	(10,247,162)	32,069,144	66,980,899	9,343,004	76,323,903
Changes in equity for the period																		
Issuance of ordinary shares	16	9,262	191,211	-	-	-	-	-	-	-	-	-	-	-	-	200,473	-	200,473
Changes status of investment	21	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	94,424	94,424
Dividend paid - subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7,120)	(7,120)
Interest paid on perpetual debentures		-	-	-	-	(435,142)	-	-	-	-	-	-	-	-	-	(435,142)	-	(435,142)
Total comprehensive income (expense) for the period		-	-	-	-	(7,328,545)	-	-	-	2,644	10,260	137,152	927,849	1,077,905	-	(6,250,640)	(506,160)	(6,756,800)
Closing balance as at 31 March 2021		5,191,597	24,386,904	104,789	588,782	7,323,631	(755,413)	(1,841,755)	267,927	5,155	(34,155)	(398,014)	(6,413,002)	(9,169,257)	32,069,144	60,495,590	8,924,148	69,419,738

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited

Statement of Changes in Equity

For the three-month period ended 31 March 2021

	Separate financial information (Baht'000)								
					Other components of equity				
						Other comprehensive income (expense)			
	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Remeasuring of equity investments at fair value through other comprehensive income (expense)	Total other components of equity	Perpetual debentures	Total equity
Opening balance as at 1 January 2020 (as previously reported)	4,619,005	14,992,748	484,986	5,916,610	(587,398)	2,835	(584,563)	23,787,658	49,216,444
Retrospective adjustment from changes in accounting policy	-	-	-	871,874	-	-	-	-	871,874
Opening balance after adjustment	4,619,005	14,992,748	484,986	6,788,484	(587,398)	2,835	(584,563)	23,787,658	50,088,318
Changes in equity for the period									
Issuance of ordinary shares	-	13	-	-	-	-	-	-	13
Interest paid on perpetual debentures	-	-	-	(437,548)	-	-	-	-	(437,548)
Total comprehensive income (expense) for the period	-	-	-	1,799,701	-	(6,661)	(6,661)	-	1,793,040
Closing balance as at 31 March 2020	4,619,005	14,992,761	484,986	8,150,637	(587,398)	(3,826)	(591,224)	23,787,658	51,443,823

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Statement of Changes in Equity
For the three-month period ended 31 March 2021

		Separate financial information (Baht'000)										
						Other components of equity						
							Other comprehensive income (expense)					
	Note	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Remeasuring of equity investments at fair value through other comprehensive income (expense)	Cash flow hedges	Cost of hedging reserve	Total other components of equity	Perpetual debentures	Total equity
Opening balance as at 1 January 2021		5,182,335	24,170,041	588,782	6,775,515	(587,398)	957	(783,341)	(568,811)	(1,938,593)	32,069,144	66,847,224
Changes in equity for the period												
Issuance of ordinary shares	16	9,262	191,211	-	-	-	-	-	-	-	-	200,473
Interest paid on perpetual debentures		-	-	-	(435,142)	-	-	-	-	-	-	(435,142)
Total comprehensive income (expense) for the period		-	-	-	1,218,381	-	2,415	(934,327)	122,695	(809,217)	-	409,164
Closing balance as at 31 March 2021		5,191,597	24,361,252	588,782	7,558,754	(587,398)	3,372	(1,717,668)	(446,116)	(2,747,810)	32,069,144	67,021,719

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Statement of Cash Flows (Unaudited)
For the three-month period ended 31 March 2021

	Notes	Consolidated financial information		Separate financial information	
		2021	2020	2021	2020
		Baht'000	Baht'000	Baht'000	Baht'000
Cash flows from operating activities					
Profit (loss) before income tax		(8,310,706)	(2,293,283)	1,231,706	1,811,432
Adjustments for:					
Depreciation and amortisation		4,800,535	4,886,920	21,179	29,785
Amortisation of borrowing cost	15	92,599	60,568	44,703	22,064
Expected credit loss of receivables (reversal)		43,207	94,294	16	(14)
Inventory obsolescence (reversal)		(1,337)	39,749	-	-
Share of (profit) loss of investments in associates and interests in joint ventures	12	35,773	43,175	-	-
Finance costs		1,994,858	1,808,047	485,910	451,567
Interest income		(137,777)	(164,429)	(1,060,075)	(952,832)
Dividend income		(600)	(702)	(600)	(702)
Translation adjustment		167,605	(4,925,389)	-	-
Unrealised (gain) loss on exchange rate		(20,539)	1,514,930	(213,165)	(3,293,290)
(Gain) loss on disposals, write-off and impairment of property, plant and equipment, intangible assets and right-of-use assets		2,017,615	72,734	-	-
Unrealised (gain) loss from fair value adjustment to derivatives		(498,048)	2,234,267	(513,529)	2,234,267
Changes in operating assets and liabilities					
Trade and other receivables		(460,309)	2,040,863	(862,581)	(899,696)
Inventories		(23,635)	(65,163)	512	1,453
Land and real estates project for sales		795,262	30,786	-	-
Other current assets		430,295	(139,101)	(1,012)	(667)
Non-current assets classified as held-for-sale		(129,225)	(23,697)	-	-
Other non-current assets		(84,686)	239,825	1,090	(4,275)
Trade and other payables		987,368	(2,006,452)	23,790	(63,965)
Other current liabilities		655,241	322,338	20,278	4,793
Employee benefit obligations		(38,607)	47,016	(1,669)	(1,036)
Other non-current liabilities		(128,494)	(607,379)	118	252
Cash generated from (used in) operations		2,186,395	3,209,917	(823,329)	(660,864)
Interest paid		(1,574,571)	(1,259,281)	(834,350)	(761,478)
Income tax paid		(18,769)	(52,912)	(2,344)	(6,548)
Net cash generated from (used in) operating activities		593,055	1,897,724	(1,660,023)	(1,428,890)

The accompanying notes are an integral part of these interim financial information.

Minor International Public Company Limited
Statement of Cash Flows (Unaudited)
For the three-month period ended 31 March 2021

	Notes	Consolidated financial information		Separate financial information	
		2021	2020	2021	2020
		Baht'000	Baht'000	Baht'000	Baht'000
Cash flows from investing activities					
Cash paid for long-term loans to related parties	9	(75,000)	(81,520)	(1,254,374)	(4,832,091)
Cash received from long-term loans to related parties	9	71,389	84,849	1,295,209	1,924,820
Decrease (increase) in loan to other company		(207,062)	(10,982)	14,391	-
Acquisition of subsidiary, net cash acquired		-	(2,500,366)	-	-
Cash invested in investment in associates		-	(3,693)	-	(3,693)
Cash invested in interests in joint ventures		-	(2,500)	-	-
Interest received		151,299	164,429	965,368	952,832
Dividends received		600	41,501	600	702
Purchases of investment properties		(9,735)	(3,631)	-	-
Purchases of property, plant and equipment		(958,469)	(2,636,326)	(20,430)	(162)
Purchases of intangible assets	14	(298,640)	(256,851)	-	(24)
Proceeds from disposals of property, plant and equipment, intangible assets and right-of-use assets		5,505	178,035	-	-
Net cash receipt from (used in) investing activities		(1,320,113)	(5,027,055)	1,000,764	(1,957,616)
Cash flows from financing activities					
Increase (decrease) in short-term borrowings from related parties	9	160,946	-	558,051	(2,937)
Receipts of short-term borrowings from financial institutions		6,912,937	13,981,076	6,900,000	13,906,949
Repayments of short-term borrowings from financial institutions		(3,292,191)	(10,295,000)	(3,200,000)	(10,295,000)
Receipts from long-term borrowings from financial institutions	15	11,121	10,134,318	-	178,296
Repayments of long-term borrowings from financial institutions	15	(242,834)	(351,878)	(40,963)	(57,283)
Repayments of debentures	15	(4,300,000)	-	(4,300,000)	-
Repayments of lease liabilities		(2,463,405)	(3,250,856)	(9,812)	(80,291)
Receipts from issuance of ordinary shares by exercise warrant	16	200,473	13	200,473	13
Interest paid on perpetual debentures		(435,142)	(437,548)	(435,142)	(437,548)
Dividends paid to non-controlling interests		(7,120)	(3,685)	-	-
Net cash receipt from (used in) financing activities		(3,455,215)	9,776,440	(327,393)	3,212,199
Net increase (decrease) in cash and cash equivalents		(4,182,273)	6,647,109	(986,652)	(174,307)
Cash and cash equivalents, opening balance		26,166,145	13,330,821	10,645,335	302,184
Gain (loss) on exchange rate		(36,984)	652,910	-	-
Cash and cash equivalents, closing balance		21,946,888	20,630,840	9,658,683	127,877

The accompanying notes are an integral part of these interim financial information.

	Consolidated financial information		Separate financial information	
	2021	2020	2021	2020
	Baht'000	Baht'000	Baht'000	Baht'000
Cash and cash equivalents as at 31 March				
Cash and deposits with banks	22,079,463	20,711,671	9,658,683	127,877
Bank overdrafts	(132,575)	(80,831)	-	-
	21,946,888	20,630,840	9,658,683	127,877

Supplementary information for cash flows

Non-cash transaction

Significant non-cash transactions for the periods ended 31 March 2021 and 2020 are as follows:

	Consolidated financial information		Separate financial information	
	2021	2020	2021	2020
	Baht'000	Baht'000	Baht'000	Baht'000
Acquisition of property, plant and equipment by payable	555,906	162,555	-	210

The accompanying notes are an integral part of these interim financial information.

1 General information

Minor International Public Company Limited ("the Company") is a public limited company which is listed on the Stock Exchange of Thailand in October 1988 and is incorporated and domiciled in Thailand. The addresses of the Company's registered offices are as follows:

Bangkok: 88 The Parq Building, 12th Floor, Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110.

Pattaya: 218/2-4, Moo 10, Beach Road, Nongprue, Banglamung, Chonburi 20260.

For the reporting purposes, the Company, ultimate parent, and its subsidiaries are referred to as "the Group".

The Group engages in investment activities, hotel, restaurant operations, and distribution and manufacturing. The Group mainly operates in Thailand and also has operations in other countries such as countries in Europe, Singapore, People's Republic of China, The Republic of Maldives, The United Arab Emirates, Sri Lanka, Australia, The Federative Republic of Brazil, and countries in South Africa, etc.

The interim consolidated and separate financial information are presented in Thai Baht and rounded to the nearest thousand, unless otherwise stated.

The interim consolidated and separate financial information were authorised for issue by the Audit Committee on 13 May 2021.

2 Significant events during the current period

In the first quarter of 2021, continuing outbreak of COVID-19 has impacts on each part of the Group's business as follows;

Hotel business

After re-opening during the mid of 2020, hotels in Thailand continue to be impacted by the COVID-19 situation, with the second wave hitting the first quarter of 2021. COVID-19 spreading situation is still fluid and its impact will be closely monitored and mitigated by management.

In Europe, most hotels continue to re-open then temporarily close depending on the evolving situation. Hotels in Australia and New Zealand remain operational as normal.

2 **Significant events during the current period** (Cont'd)

Food business

Most of restaurants in Thailand remain open and continue to focus on the delivery and takeaway channels.

In People's Republic of China, Australia and New Zealand, most outlets open as the situation is almost back to normal.

Retail business

Retail business are in normal operations. The Group also focus on e-commerce sales to catch up with changing behaviour of consumers.

For all business segments, the Group is now paying close attention to the development of the COVID-19 situation, evaluating its impact on the operation while strategising effective solutions.

3 **Basis of preparation**

The interim consolidated and separated financial information has been prepared in accordance with Thai Accounting Standard (TAS) No. 34, Interim Financial Reporting and other financial reporting requirements issued under the Securities and Exchange Act.

The interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2020.

An English version of the interim consolidated and separate financial information has been prepared from the interim financial information that is in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language interim financial information shall prevail.

3 **Basis of preparation** (Cont'd)

Reclassification

Certain figures in the comparative information have been reclassified in order to be comparable to the presentation of the current period and to comply with the nature of business.

	Consolidated financial information		
	As previously reported Baht Million	Reclassifications Baht Million	As reclassified Baht Million
Income statement for three-month period ended 31 March 2020			
Revenues from hotel and related services operations	14,722	(411)	14,311
Revenues from mixed use operations	719	411	1,130
Direct cost of hotel and related services operations	12,083	(436)	11,647
Direct cost of mixed use operations	165	436	601

4 **Accounting policies**

The accounting policies used in the preparation of the interim financial information are consistent with those used in the annual financial statements for the year ended 31 December 2020, except for the following:

1) As at 31 December 2020, the Group ceases applying the temporary exemption guidance to relieve the impact from COVID-19 (temporary measures to relieve the impact from COVID-19) announced by The Federation of Accounting Professions (TFAC) which were effective for reporting periods ending between 1 January 2020 and 31 December 2020.

   In 2020, The Group has chosen to apply temporary measures to relieve the impact from COVID-19 as announced by TFAC. The Group chose to exclude information related to COVID-19 as an impairment indicator and as assumptions in the financial projections to consider for impairment assets under TAS 36 Impairment of Assets. Those temporary measure to relieve was expired since 31 December 2020.

   Since 1 January 2021, the Group did not apply temporary measure to relieve and return to apply general accounting standard in conformity with TAS 36. In this quarter, The Group recognised an impairment in the context of COVID-19 of Baht 2,350 million which related to property, plant and equipment and intangible assets.

2) The adoption of the new and amended financial reporting standards as described in Note 5.

5 Adoption of new financial reporting standards and changes in accounting policies

5.1) New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2021 and have impacts to the Group

a) Amendment to TFRS 3 - Business Combinations

Since 1 January 2021, the Group adopt the amendment to TFRS 3 - Business Combinations. The amended definition of business requires a business acquisition to include, at least an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, and it excludes returns in the form of lower costs and other economic benefits. The amendments will likely result in more acquisitions being accounted for as asset acquisitions.

b) Amendment to TFRS 16 - Leases

At 1 January 2021, the Group choose to apply a practical expedient where the lessee receives a rent concession as a direct consequence of the COVID-19. A lessee may elect not to assess whether a rent concession that reducing or refraining of lease payments from 1 June 2020 to 30 June 2021 is a lease modification. The impact for the first-time adoption of the practical expedient is not material to the consolidated and separate financial information.

5.2) Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 and have impacts to the Group

Certain amended financial reporting standards have been issued that are not mandatory for current reporting period.

a) Amendment to TFRS 16 - Leases

Amended to include a practical expedient for leases that are modified as a direct consequence of IBOR reform (e.g. replacement of THBFIX as a benchmark interest rate due to the cancellation of LIBOR) for lessee to remeasure the lease liability by discounting the revised lease payments using a discount rate that reflects the change in the interest rate. An early application of the amendment is permitted. However, the Group and the Company has chosen not to early apply the exemption for the current reporting period.

6 Estimates

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2020.

7 Fair value measurements

The measurement categories of financial assets and financial liabilities are as follows:

	Consolidated financial information	Separate financial information
Current financial assets		
Cash and cash equivalents	Amortised cost	Amortised cost
Trade and other receivables	Amortised cost	Amortised cost
Derivative assets	FVPL - Level 2	FVPL - Level 2
Non-current financial assets		
Trade and other receivables	Amortised cost	Amortised cost
Long-term loan to related parties	Amortised cost	Amortised cost
Derivative assets	FVPL - Level 2	FVPL - Level 2
Other non-current assets - equity investments	FVOCI - Level 1 and 3	FVOCI - Level 1
	FVPL - Level 3	
Current financial liabilities		
Bank overdrafts and short-term borrowings from financial institutions	Amortised cost	Amortised cost
Trade and other payables	Amortised cost	Amortised cost
Short-term borrowings from related parties	Amortised cost	Amortised cost
Current portion of long-term borrowings from financial institutions	Amortised cost	Amortised cost
Current portion of debentures	Amortised cost	Amortised cost
	FVPL - Level 2	
Derivative liabilities	FVOCI - Level 2	FVOCI - Level 2
	FVPL - Level 2	FVPL - Level 2
Non-current financial liabilities		
Long-term borrowings from financial institutions	Amortised cost	Amortised cost
Debentures	Amortised cost	Amortised cost
	FVPL - Level 2	
Derivative liabilities	FVOCI - Level 2	FVOCI - Level 2
	FVPL - Level 2	FVPL - Level 2

7 **Fair value measurements** (Cont'd)

Items that are measured at fair value with significant movements from changes in market value were as follows:

	Consolidated financial information		Separate financial information	
	31 March 2021 Baht Million	31 December 2020 Baht Million	31 March 2021 Baht Million	31 December 2020 Baht Million
Assets				
Derivative assets	194	696	194	696
Total	194	696	194	696
Liabilities				
Derivative liabilities	4,112	4,537	4,017	4,429
Debentures (portion under hedge accounting)	10,929	11,665	-	-
Total	15,041	16,202	4,017	4,429

Items with significant effect between carrying amount and fair value can be presented as follows:

	Consolidated financial information		Separate financial information	
	Carrying amount Baht Million	Fair value Baht Million	Carrying amount Baht Million	Fair value Baht Million
As at 31 March 2021				
Liability				
Debentures	59,174	59,664	46,806	46,721
Total	59,174	59,664	46,806	46,721

8 Segment information

The Group discloses four operating segments which include Hotel, Mixed use, Restaurant and Retail. The four segments are determined pursuant to business activities and operating results that are regularly reviewed by Chief Operating Decision Makers and aggregation criteria as disclosed in the consolidated financial information as follows:

8.1 Financial information by operating segments

	For the three-month periods ended 31 March (Baht Million)											
	Hotel		Mixed use		Restaurant		Retail		Elimination		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenues												
Total revenues	5,063	14,528	1,724	1,430	5,155	5,731	749	988	(37)	(101)	12,654	22,576
Costs												
Total costs	(3,458)	(7,873)	(794)	(533)	(1,445)	(1,679)	(500)	(593)	51	29	(6,146)	(10,649)
Gross profit and other income	1,605	6,655	930	897	3,710	4,052	249	395	14	(72)	6,508	11,927
Selling and administrative expenses	(4,435)	(3,444)	(499)	(631)	(2,838)	(3,070)	(204)	(402)	(11)	64	(7,987)	(7,483)
EBITDA	(2,830)	3,211	431	266	872	982	45	(7)	3	(8)	(1,479)	4,444
Depreciation and amortisation	(3,912)	(3,887)	(124)	(136)	(713)	(777)	(52)	(86)	-	-	(4,801)	(4,886)
Finance costs	(1,768)	(1,534)	(92)	(134)	(124)	(139)	(8)	(9)	(3)	8	(1,995)	(1,808)
Share of profit (loss) from associates and joint ventures	(29)	24	23	(15)	(30)	(52)	-	-	-	-	(36)	(43)
Result before tax	(8,539)	(2,186)	238	(19)	5	14	(15)	(102)	-	-	(8,311)	(2,293)
Tax	745	554	(153)	(139)	(67)	(88)	(13)	10	-	-	512	337
Net profit (loss)	(7,794)	(1,632)	85	(158)	(62)	(74)	(28)	(92)	-	-	(7,799)	(1,956)
Timing of revenue recognition												
At a point in time	163	167	1,517	740	4,825	5,087	749	988	-	-	7,254	6,982
Over time	4,900	14,361	207	690	330	644	-	-	(37)	(101)	5,400	15,594
Total revenues	5,063	14,528	1,724	1,430	5,155	5,731	749	988	(37)	(101)	12,654	22,576

8 Segment information (Cont'd)

8.2 Financial information by geographical segments

	For the three-month periods ended 31 March (Baht Million)											
	Hotel		Mixed use		Restaurant		Retail		Elimination		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenues												
Thailand	480	1,988	1,047	167	2,951	4,264	749	988	(38)	(101)	5,189	7,306
Europe	2,376	9,818	17	404	6	56	-	-	-	-	2,399	10,278
Australia and New Zealand	1,316	1,335	-	-	597	524	-	-	-	-	1,913	1,859
Maldives and Middle East	451	546	5	6	-	-	-	-	-	-	456	552
The People's Republic of China	3	-	-	-	1,001	345	-	-	-	-	1,004	345
Latin America	244	358	-	-	-	-	-	-	-	-	244	358
Others	193	483	655	853	600	542	-	-	1	-	1,449	1,878
Total	5,063	14,528	1,724	1,430	5,155	5,731	749	988	(37)	(101)	12,654	22,576
Net profit (loss)												
Thailand	(342)	302	219	(18)	(106)	186	(28)	(92)	(1)	-	(258)	378
Europe	(7,083)	(1,958)	(162)	(94)	(22)	(17)	-	-	-	-	(7,267)	(2,069)
Australia and New Zealand	(165)	(77)	-	-	(18)	32	-	-	-	-	(183)	(45)
Maldives and Middle East	188	211	-	1	(1)	(1)	-	-	-	-	187	211
The People's Republic of China	1	(22)	-	-	61	(234)	-	-	-	-	62	(256)
Latin America	(85)	80	-	-	-	-	-	-	-	-	(85)	80
Others	(308)	(168)	28	(47)	24	(40)	-	-	1	-	(255)	(255)
Total	(7,794)	(1,632)	85	(158)	(62)	(74)	(28)	(92)	-	-	(7,799)	(1,956)

9 Related party transactions

The following material transactions were carried out with related parties:

	For the three-month periods ended 31 March			
	Consolidated financial information		Separate financial information	
	2021 Baht Million	2020 Baht Million	2021 Baht Million	2020 Baht Million
Subsidiaries				
Sales of goods and services	-	-	4	11
Interest income	-	-	957	940
Other income	-	-	-	16
Services expenses	-	-	(9)	(18)
Interest expenses	-	-	(42)	(15)
Associates				
Sales of goods and services	10	51	-	-
Interest income	11	14	-	-
Purchases	(12)	(26)	-	-
Joint ventures				
Sales of goods and services	61	37	36	4
Interest income	21	36	7	12
Purchases	(8)	(21)	-	-
Related parties				
Sales of goods and services	1	1	-	-
Purchases	(5)	(30)	-	-
Services expenses	(1)	(5)	-	-
Other expenses	(5)	(9)	(1)	(7)

9 Related party transactions (Cont'd)

Management remuneration

Management benefit expenses of the Group and the Company for the three-month period ended 31 March 2021 were Baht 27 million and Baht 21 million, respectively (31 March 2020: Baht 128 million and Baht 31 million, respectively). Management remuneration comprised of short-term benefits such as salaries, bonus and other allowances.

Outstanding balances arising from sales/purchases of goods/services

		Consolidated financial information		Separate financial information	
		31 March 2021 Baht Million	31 December 2020 Baht Million	31 March 2021 Baht Million	31 December 2020 Baht Million
a)	Receivables from related parties:				
	Subsidiaries	-	-	6,087	4,902
	Associates	353	401	-	-
	Joint ventures	700	512	94	89
	Related parties	22	1	-	-
	Total receivables from related parties (Note 10)	1,075	914	6,181	4,991
b)	Payables to related parties:				
	Subsidiaries	-	-	89	43
	Associates	18	8	-	-
	Joint ventures	38	31	-	-
	Related parties	23	5	2	-
	Total payables to related parties	79	44	91	43

9 Related party transactions (Cont'd)

	Consolidated financial information		Separate financial information	
	31 March 2021 Baht Million	31 December 2020 Baht Million	31 March 2021 Baht Million	31 December 2020 Baht Million
c) Long-term loans to related parties:				
Subsidiaries	-	-	126,739	126,224
Associates	1,267	1,164	-	-
Joint ventures	4,287	4,037	611	788
Total long-term loans to related parties	5,554	5,201	127,350	127,012

The movements of long-term loans to related parties can be analysed as below:

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Subsidiaries		
Beginning balance	-	126,224
Additions	-	1,239
Settlements	-	(1,091)
Unrealised gain (loss) on exchange rate	-	367
Ending balance	-	126,739
Associates		
Beginning balance	1,164	-
Additions	60	-
Translation adjustment	43	-
Ending balance	1,267	-

9 Related party transactions (Cont'd)

	Consolidated financial information Baht Million	Separate financial information Baht Million
Joint ventures		
Beginning balance	4,037	788
Additions	15	15
Settlements	(71)	(204)
Change of investment in subsidiary to interests in joint venture	176	-
Unrealised gain (loss) on exchange rate	5	12
Translation adjustment	125	-
Ending balance	4,287	611

Long-term loans to related parties are unsecured and denominated in Thai Baht and foreign currencies. The loans carry interest rate at the market rates with reference to the interest rate quoted by commercial banks. The loans are due for repayment at call but the Group will not call the loans for settlement within the next 12 months.

	Consolidated financial information		Separate financial information	
	31 March 2021 Baht Million	31 December 2020 Baht Million	31 March 2021 Baht Million	31 December 2020 Baht Million
d) **Short-term borrowings from related parties:**				
Subsidiaries	-	-	6,113	5,379
Associates	161	-	-	-
Total short-term borrowings from related parties	161	-	6,113	5,379

9 **Related party transactions** (Cont'd)

The movement in borrowings from related parties can be analysed as below:

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Subsidiaries		
Beginning balance	-	5,379
Additions	-	618
Settlements	-	(60)
Unrealised (gain) loss on exchange rate	-	176
Ending balance	-	6,113
Associates		
Beginning balance	-	-
Additions	161	-
Ending balance	161	-

Short-term borrowings from related parties are unsecured and denominated in Thai Baht and foreign currencies. They are due at call and carry a market rate of interest as referenced by the interest rates quoted by commercial banks.

10 Trade and other receivables

	Consolidated financial information		Separate financial information	
	31 March 2021 Baht Million	31 December 2020 Baht Million	31 March 2021 Baht Million	31 December 2020 Baht Million
Current				
Trade receivables - third parties, gross	3,558	4,000	2	4
Less Expected credit loss	(842)	(822)	(1)	(1)
Trade receivables - third parties, net	2,716	3,178	1	3
Current portion of trade receivables long-term contracts, net	3,723	3,513	-	-
Current portion of lease receivables	559	562	-	-
Prepayments	1,098	900	12	16
Receivables from others, net	3,390	3,219	7	10
Receivables from related parties, net (Note 9)	1,075	914	5,590	4,749
Total trade and other receivables	12,561	12,286	5,610	4,778
Non-current				
Trade receivables long-term contracts	2,423	2,355	-	-
Less Unearned interest income	(187)	(192)	-	-
Less Expected credit loss	(908)	(870)	-	-
Trade receivables long-term contracts, net	1,328	1,293	-	-
Lease receivables	833	945	-	-
Receivables from related parties (Note 9)	-	-	591	242
Total trade and other receivables	2,161	2,238	591	242

11 Non-current assets classified as held-for-sale

Details of assets and liabilities of disposal group classified as held-for-sale were as follows:

	Consolidated financial information	
	31 March 2021	31 December 2020
	Baht Million	Baht Million
Property, plant and equipment	3,952	3,960
Intangible assets	88	85
Others	298	98
Total assets	4,338	4,143
Trade and other payables	97	101
Long-term borrowings	325	326
Others	285	194
Total liabilities (included in "Other current liabilities")	707	621

Non-current assets held-for-sale during the period were measured at the lower of its carrying amount and fair value less costs to sell at the time of the reclassification. The fair valuation is non-recurring, was determined using the market approach.

12 Investments in subsidiaries, associates and interests in joint ventures

	Consolidated financial information		Separate financial information	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
	Baht Million	Baht Million	Baht Million	Baht Million
Subsidiaries	-	-	8,102	8,102
Associates	8,332	8,413	2,787	2,787
Interests in joint ventures	2,454	2,437	-	-
Total investments in subsidiaries, associates and interests in joint ventures	10,786	10,850	10,889	10,889

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Movements during the period can be presented as follows:

a) Investments in subsidiaries

	Separate financial information Baht Million
For the three-month period ended 31 March 2021	
Opening net book amount	8,102
Closing net book amount	8,102

b) Investments in associates

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Opening net book amount	8,413	2,787
Share of profit (loss) of investments in associates	(52)	-
Translation adjustment	(29)	-
Closing net book amount	8,332	2,787

c) Interests in joint ventures

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Opening net book amount	2,437	-
Share of profit (loss) of interests in joint ventures	17	-
Closing net book amount	2,454	-

13 Property, plant and equipment

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Opening net book amount	122,718	151
Additions	631	2
Disposals, net	(8)	-
Write-offs, net	(115)	-
Transfer from other accounts	119	-
Change of investment in subsidiary to interests in joint venture	(39)	-
Depreciation charge	(1,867)	(7)
Impairment charge, net	(1,897)	-
Translation adjustment	330	-
Closing net book amount	119,872	146

Subsidiaries of the Group have mortgaged land and building with book value amounting to Baht 15,594 million (31 December 2020: Baht 15,520 million) to secure related borrowings from banks.

The Group had commitments as follows:

	Consolidated financial information	
	Baht Million	EUR Million
Commitments in respect of construction contracts and purchases of assets as at 31 March 2021	291	21
Commitments in respect of construction contracts and purchases of assets as at 31 December 2020	312	17

14 Intangible assets

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Opening net book amount	67,233	23
Additions	299	-
Adjustment of fair value as at acquisition date (Note 21)	101	-
Write-offs, net	(4)	-
Transfer from other accounts	1	-
Change of investment in subsidiary to interests in joint venture	(65)	-
Amortisation charge	(305)	(1)
Reversal of impairment charge, net	1	-
Translation adjustment	427	-
Closing net book amount	67,688	22

A subsidiary of the Group has pledged asset management rights with book value amounting to Baht 3,598 million (31 December 2020: Baht 3,493 million) to secure related borrowings from banks.

15 Borrowings

	Consolidated financial information		Separate financial information	
	31 March 2021 Baht Million	31 December 2020 Baht Million	31 March 2021 Baht Million	31 December 2020 Baht Million
Current				
Bank overdrafts	133	22	-	-
Short-term borrowings from financial institutions	3,700	118	3,700	-
Sub-total	3,833	140	3,700	-
Borrowings from related parties (Note 9)	161	-	6,113	5,379
Current portion of long-term borrowings from financial institutions	1,452	1,706	-	-
Current portion of debentures	7,951	4,596	7,951	4,596
Total current borrowings	13,397	6,442	17,764	9,975
Non-current				
Long-term borrowings from financial institutions	70,662	70,098	25,615	25,352
Debentures	51,223	59,799	38,855	46,666
Total non-current borrowings	121,885	129,897	64,470	72,018
Total borrowings	135,282	136,339	82,234	81,993

15 **Borrowings** (Cont'd)

The movements in long-term borrowings from financial institutions can be analysed as below:

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Opening amount	71,804	25,352
Additions	11	-
Repayments	(243)	(41)
Amortisation of financial fees	44	16
Unrealised (gain) loss on exchange rate	282	288
Translation adjustment	216	-
Closing amount	72,114	25,615

The movements in debentures can be analysed as below:

	Consolidated financial information Baht Million	Separate financial information Baht Million
For the three-month period ended 31 March 2021		
Opening amount	64,395	51,262
Repayments	(4,300)	(4,300)
Amortisation of underwriting fees	49	29
Unrealised (gain) loss on exchange rate	(185)	(185)
Adjusted fair value from hedging	(736)	-
Translation adjustment	(49)	-
Closing amount	59,174	46,806

16 Share capital and share premium

	Consolidated financial information			
	Number of ordinary shares Million shares	Ordinary shares Baht Million	Share premium Baht Million	Total Baht Million
For the three-month period ended 31 March 2021				
Opening balance	5,182	5,182	24,196	29,378
Exercise warrants	9	9	191	200
Closing balance	5,191	5,191	24,387	29,578

	Separate financial information			
	Number of ordinary shares Million shares	Ordinary shares Baht Million	Share premium Baht Million	Total Baht Million
For the three-month period ended 31 March 2021				
Opening balance	5,182	5,182	24,170	29,352
Exercise warrants	9	9	191	200
Closing balance	5,191	5,191	24,361	29,552

As at 31 March 2021, the authorised shares comprise 5,888 million ordinary shares (31 December 2020: 5,888 million ordinary shares) at par value of Baht 1 each. The issued and fully paid-up shares comprise 5,191 million ordinary shares (31 December 2020: 5,182 million ordinary shares) at par value of Baht 1 each.

In the first quarter of 2021, warrants of 9.26 million units were exercised at total of Baht 200 million, resulting in 9.26 million new ordinary shares, at par value of Baht 1 each, totaling Baht 9.26 million and share premium of Baht 191 million. The newly issued shares were fully paid-up.

17 Warrants

The Group has outstanding warrants to subscribe for ordinary shares to existing shareholders of the Company, which have been approved by shareholders' meeting. The Group does not recognise warrant compensation costs for the fair value or intrinsic value of the warrant granted in this interim financial information.

					As at 31 December 2020	Decrease during the period					As at 31 March 2021
			Determined exercising date				Exercise ratio	Issue of ordinary			
Issued by	Allotted to	Approval date	First exercise	Last exercise	Outstanding warrant Million units	Exercise Million units	for ordinary shares per 1 warrant	shares during the period Million shares	Exercise price Baht	Amount Baht Million	Outstanding warrant Million units
The Company	Existing-shareholder (MINT-W6)	4 June 2019	15 August 2019	30 September 2021	231	0.02	1.027	0.02	41.878	0.9	231
The Company	Existing-shareholder (MINT-W7)	19 June 2020	16 November 2020	31 July 2023	236	9.24	1.000	9.24	21.600	199.6	227
	Total issuance by the Company				467	9.26		9.26		200.5	458

18 Income tax

Income tax expense is recognised based on management's best estimate of annual income tax rate expected for the full year calculated from the pre-tax income of the interim period. The effective tax rate in respect of operations for the three-month period ended 31 March 2021 for the Group is presented in income due to the subsidiaries did not recognise the deferred tax assets from the tax loss for the period.

19 Earnings per share for profit attributable to the shareholders of the parent

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the parent for the period by the weighted average number of paid-up ordinary shares in issue during the period.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares is adjusted to assume conversion of all dilutive potential ordinary shares.

A calculation is done to determine the number of shares that could have been acquired at market price (determined as the average share price of the Company's shares during the period) based on the outstanding warrants to determine the number of potential ordinary shares would have been additionally issued. The potential shares are added to the ordinary shares outstanding.

	Consolidated and Separate financial information	
	For the three-month periods ended 31 March	
	2021	2020
	Million Shares	Million Shares
Weighted average number of ordinary shares for earnings per share	5,187	4,619
Dilutive potential ordinary shares	56	-
Weighted average number of ordinary shares for diluted earnings	5,243	4,619

19 Earnings per share for profit attributable to the shareholders of the parent (Cont'd)

	Consolidated financial information	
	For the three-month periods ended 31 March	
	2021	2020
Profit (loss) for the period attributable to ordinary shareholders (Baht Million)	(7,250)	(1,774)
Less Cumulative interest expense for the period on perpetual debentures (net of tax) (Baht Million)	(392)	(327)
Profit (loss) for the period used to determine basic earnings per share (Baht Million)	(7,642)	(2,101)
Basic earnings (loss) per share (Baht)	(1.4733)	(0.4549)
Diluted earnings (loss) per share (Baht)	(1.4576)	(0.4549)

	Separate financial information	
	For the three-month periods ended 31 March	
	2021	2020
Profit (loss) for the period attributable to ordinary shareholders (Baht Million)	1,218	1,800
Less Cumulative interest expense for the period on perpetual debentures (net of tax) (Baht Million)	(392)	(327)
Profit (loss) for the period used to determine basic earnings per share (Baht Million)	826	1,471
Basic earnings (loss) per share (Baht)	0.1592	0.3187
Diluted earnings (loss) per share (Baht)	0.1575	0.3187

20 Guarantees

The Group and the Company have given the following guarantees in the normal courses of business.

	31 March 2021																			
	Consolidated financial information											Separate financial information								
	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	CNY Million	AED Million	SGD Million	BRL Million	MYR Million	LKR Million	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	SGD Million	BRL Million	MYR Million	LKR Million
Letters of guarantees issued by banks on behalf of the Group	1,384.3	17.2	-	20.9	45.3	-	-	-	-	0.5	-	894.7	-	-	-	-	-	-	0.5	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	6,367.6	118.3	6.2	34.1	604.2	125.0	-	55.0	5.0	100.2	50.0	3,499.5	118.3	6.1	34.1	603.0	55.0	5.0	100.2	50.0

	31 December 2020																			
	Consolidated financial information											Separate financial information								
	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	CNY Million	AED Million	SGD Million	BRL Million	MYR Million	LKR Million	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	SGD Million	BRL Million	MYR Million	LKR Million
Letters of guarantees issued by banks on behalf of the Group	1,410.4	-	-	20.9	32.2	-	30.0	-	-	0.5	-	908.8	-	-	-	-	-	-	0.5	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	6,367.6	121.1	6.2	138.7	604.2	125.0	-	55.0	5.0	100.2	50.0	3,499.5	121.1	6.1	138.7	603.0	55.0	5.0	100.2	50.0

21 Business acquisitions

21.1 Spoonful Pte. Ltd. and Spoonful (Thailand) Limited

The Group completed the measurement the fair value of identified assets acquired and liabilities assumed of Spoonful Pte. Ltd. and Spoonful (Thailand) Limited within the time period defined in TFRS 3 - Combination in the current period. In consideration of fair value of assets, the Group determined the measurement of the identified assets acquired and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	2,575
Adjusted purchase price considerations	(12)
Total purchase price considerations	2,563
Fair value of net assets under interest acquired	530
Goodwill	2,033
Goodwill - as previously reported	2,537
Adjustment of fair value	(504)

Fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Spoonful Baht Million	Spoonful (Thailand) Baht Million	Total Baht Million
Cash	39	36	75
Receivables	9	-	9
Other current assets	8	2	10
Property, plant and equipment	-	8	8
Intangible assets	596	-	596
Other non-current assets	2	-	2
Payables	(10)	(37)	(47)
Other current liabilities	(1)	(5)	(6)
Other non-current liabilities	(101)	-	(101)
Total	542	4	546
Non-controlling interests			(16)
Fair value of net assets under interest acquired			530

21 **Business acquisitions** (Cont'd)

21.2 **Scomadi Group and Marin Engineering Co., Ltd.**

The Group completed the measurement of fair value of identified assets acquired and liabilities assumed for Scomadi Group and Marin Engineering Co., Ltd. within the time period defined in TFRS 3 - Combination in the current period. In consideration of fair value of assets, the Group determined the measurement of the identified assets acquired and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	-
Fair value of net liabilities under interest acquired	(65)
Goodwill	65
Goodwill - as previously reported	56
Adjustment of fair value	9

Fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Scomadi Group Baht Million	Marin Engineering Baht Million	Total Baht Million
Cash	5	24	29
Receivables	8	37	45
Other current assets	1	19	20
Property, plant and equipment	5	13	18
Other non-current assets	1	35	36
Bank overdraft	-	(29)	(29)
Payables	(27)	(118)	(145)
Borrowings	-	(82)	(82)
Other liabilities	(16)	(4)	(20)
Total	(23)	(105)	(128)
Non-controlling interests	10	53	63
Fair value of net liabilities under interest acquired			(65)

21 **Business acquisitions** (Cont'd)

21.2 **Scomadi Group and Marin Engineering Co., Ltd.** (Cont'd)

In the first quarter of 2021, the Group had partially disposed ownership interest in Scomadi Group and Marin Engineering Co., Ltd., as well as changed its controlling power in those entities, which impact to changes in status of the investments from investment in subsidiaries to interest in joint venture. Net liabilities were derecognised from this transaction together with non-controlling interests adjustment of Baht 94 million.

22 **Events after the reporting period**

22.1 **Issuance of debenture**

On 7 April 2021, the Company issues a new unsecured debenture in the amount of Baht 350 million. The debenture carries interest rate at 3.1% and is due for repayment in April 2023.

22.2 **Issuance of warrants for ordinary shares and changes in authorised share capital**

On 22 April 2021, the Annual General Meeting of the Shareholders of the Company passed a resolution to approve the following matters:

a) The issuance of the Company's warrants for ordinary shares (MINT-W8 and MINT-W9) not exceeding 341,258,022 units for offering to existing shareholders of the Company.

b) The decrease in the registered capital from Baht 5,887,815,947 to Baht 5,656,670,003 by cancelling 231,145,944 authorised but unissued shares, at par value of Baht 1 each.

c) The increase in the registered capital from Baht 5,656,670,003 to Baht 5,997,928,025 by issuing 341,258,022 new ordinary shares, at par value of Baht 1 each.

MINOR INTERNATIONAL PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

31 DECEMBER 2020

Independent Auditor's Report

To the shareholders of Minor International Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Minor International Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2020, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2020;
- the consolidated and separate income statements for the year then ended;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

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 consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. 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 period. 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.

Key audit matter	How my audit addressed the key audit matter
Recoverable amount of brand Refer to Note 22 to the consolidated financial statements for critical accounting estimates and judgements related to brand. The Group has brand of Baht 45,800 million as at 31 December 2020, which mainly related to 2 business segments which were Hotel & Spa and Restaurant. The Group was required to, at least annually, test brand for impairment. For the year ended 31 December 2020, the management has performed an impairment assessment of the brand balance by: 1. Calculating the value in use for each Cash Generating Unit ("CGU") using a discounted cash flow model. These models used cash flows (revenues and expenses) for each CGU for 5 years, with constant terminal growth rate applied after the 5th year. These cash flows were then discounted to net present value using the weighted average cost of capital (WACC). For this, the Group adopted the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19, in performing an impairment assessment of the brand.	The audit procedures included the followings; • Understanding and evaluating the composition of management's cash flow forecasts and the process by which they were developed, including testing of the mathematical accuracy by the management. • Comparing the current year actual operating results with the figures included in the prior year forecast to consider whether any forecasts included assumptions that, with hindsight, have been optimistic. • Assessing management's key assumptions by comparing them to historical results and economic and industry outlook. Those assumptions included growth rate of the business, estimated cost and estimated expenses in the future, and also excluded the COVID-19 impact that might affect financial forecasts in the impairment assessment, following the framework of the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19. • Testing parameters used to determine the discount rate applied and re-performing the calculations.

Key audit matter	How my audit addressed the key audit matter
2. Comparing the resulting value in use of each CGU to their respective book values. Based on the annual brand impairment test, the management concluded there was no brand impairment as at 31 December 2020. The key assumptions were disclosed in Note 22 to the financial statements. I focused on this area due to the size of brand balance of around 13% of total assets and the annual assessment process involved significant management judgement, which was based on assumptions that were affected by expected future market and economic conditions.	• Assessing an adequacy of their sensitivity calculations over their CGUs. The valuation of brand was sensitive to changes in key assumptions, in case they were not achieved, could reasonably be expected to give rise to impairment charge in the future. • Evaluating the adequacy of the disclosures made in notes of the financial statements, including those regarding the key assumptions and sensitivity of those assumptions. Based on the above procedures, I considered management's key assumptions used in assessing the brand impairment were reasonable based on available evidences, also in compliance with the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19.
Adoption of TFRS 16 - Leases Refer to Note 5 to the consolidated financial statements for the adoption of TFRS 16 - Leases. The Group has adopted TFRS 16 - Leases, with effect on 1 January 2020, for all contracts that were identified as leases under the framework of TFRS 16.	The audit procedures included the followings; • Understanding and assessment of the accounting policies applied by management to adopt the standard as from 1 January 2020. • Testing of the completeness of information, checking the inclusion of all the contracts to identify the effect from the standard. • Evaluating the reasonableness of assumptions considered by the management to estimate the discount rates and lease terms applied on the lease contracts that were affected by the adoption of the standard.

Key audit matter	How my audit addressed the key audit matter
As stated in Note 6.15 to the consolidated financial statements, TFRS 16 lays down the principles for recognising, measuring, presenting and disclosing leases. The standard stipulated that a liability must be recognised at lease inception equalled to the present value of the lease instalments. The liability will include fixed instalments and those that are in substance fixed instalments, as well as variable instalments depending on an index or interest rate. In turn, an asset will be recognised representing the right of use of the underlying asset during the lease term. The Group has applied the modified retrospective approach, involving the recognition of right of use at the adoption date, as indicated in Note 5, amounting to Baht 84,735 million and a lease liability of Baht 88,641 million. The management has taken necessary steps to adopt the standard, which included analysing all the contracts affected by TFRS 16, considering the specific implications of each contract type to which it was applicable, determining lease terms, estimating discount rates and adapting systems to correctly recognise the first-time adoption of the standard. I focused on this area due to the implementation of the new standard has had considerable accounting impacts on the Group as regards the total value of its assets and liabilities. In addition, there were numerous contracts containing non-homogeneous clauses, which involved the assessment of management's judgements in interpreting the terms of the leases and the estimation of discount rates.	• Performing the tests of detail on the information relating to the leases recorded in the systems, checking, based on a sample of leases, their existence, the determination of lease terms and the amount, in accordance with the framework of the standards. • Performing the assessment on the sufficiency and appropriateness of the information disclosed in the consolidated financial statements in relation to the first-time adoption of the standard. Based on the above procedures, I considered management's reporting on TFRS 16 related balances, as well as the key assumptions, were completed and reasonable based on available evidences.

Emphasis of matter

I draw attention to note 6.27 of the financial statements, which describes the accounting policies in relation to adopting the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19 for the reporting periods ending between 1 January 2020 and 31 December 2020. My conclusion is not modified in respect to this matter.

Other information

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

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

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available 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 the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company'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 the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate 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 consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism 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 and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' 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 and the Company'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 consolidated and separate 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 and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate 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 the audit committee 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 the audit committee 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 the audit committee, 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.

PricewaterhouseCoopers ABAS Ltd.

Anothai Leekitwattana
Certified Public Accountant (Thailand) No. 3442
Bangkok
25 February 2021

Minor International Public Company Limited
Statements of Financial Position
As at 31 December 2020

	Notes	Consolidated financial statements 2020 Baht	Consolidated financial statements 2019 Baht	Separate financial statements 2020 Baht	Separate financial statements 2019 Baht
Assets					
Current assets					
Cash and cash equivalents	11	26,188,115,177	13,330,821,335	10,645,335,382	302,184,102
Trade and other receivables	12	12,285,893,681	15,554,016,990	4,778,266,452	1,626,296,403
Inventories	14	3,682,607,692	4,139,131,141	3,187,774	4,455,702
Land and real estates project for sales	15	1,957,656,021	1,427,789,963	-	-
Derivative assets	8	136,369,251	-	136,369,251	-
Other current assets	16	3,670,620,477	2,665,312,921	79,701,170	42,107,098
Non-current assets classified as held-for-sale	17	4,143,208,288	1,481,717,622	-	-
Total current assets		52,064,470,587	38,598,789,972	15,642,860,029	1,975,043,305
Non-current assets					
Trade and other receivables	12	2,238,025,949	3,087,693,029	241,557,170	-
Available-for-sale investments		-	25,631,724	-	23,661,565
Investments in subsidiaries	18	-	-	8,102,339,365	8,071,408,665
Investments in associates	18	8,413,477,152	6,359,569,618	2,787,458,871	2,783,765,824
Interests in joint ventures	18	2,437,174,867	2,614,326,059	-	-
Other long-term investments		-	166,326,237	-	-
Long-term loans to related parties	19	5,201,233,785	5,677,839,953	127,012,395,852	113,868,224,914
Investment properties	20	1,286,543,740	1,252,329,153	-	-
Property, plant and equipment	21	122,718,224,797	123,129,060,909	151,323,248	164,876,724
Right-of-use assets	23	89,076,419,349	-	383,362,105	-
Intangible assets	22	67,232,896,238	59,706,815,690	23,314,109	26,151,575
Prepaid rents		-	2,174,694,504	-	9,240,000
Derivative assets	8	559,775,675	-	559,775,675	-
Deferred tax assets	36	7,731,939,377	5,503,259,677	-	-
Other non-current assets	24	3,366,336,923	5,887,430,494	36,158,625	2,167,485,131
Total non-current assets		310,262,047,852	215,584,977,047	139,297,685,020	127,114,814,398
Total assets		362,326,518,439	254,183,767,019	154,940,545,049	129,089,857,703

Director _____

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

	Notes	Consolidated financial statements 2020 Baht	Consolidated financial statements 2019 Baht	Separate financial statements 2020 Baht	Separate financial statements 2019 Baht
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term borrowings from financial institutions	25	140,440,279	300,000,000	-	300,000,000
Trade and other payables	26	15,310,437,933	20,036,179,357	681,785,891	713,649,472
Short-term borrowings from related parties	19, 25	-	-	5,379,401,907	4,338,917,425
Current portion of long-term borrowings from financial institutions	25	1,705,669,746	5,659,718,000	-	2,935,438,202
Current portion of debentures	25	4,596,224,129	4,000,000,000	4,596,224,129	4,000,000,000
Current portion of deferred income		353,730,137	251,942,817	178,600	120,538
Income tax payable		430,302,737	1,859,595,861	-	-
Current portion of lease liabilities		12,782,363,002	-	170,802,720	-
Current portion of finance lease liabilities		-	11,500,436	-	-
Derivative liabilities	8	1,044,482,878	-	963,409,113	-
Other current liabilities	27	4,874,349,707	3,472,707,737	32,783,420	28,824,148
Total current liabilities		41,238,000,548	35,591,644,208	11,824,585,780	12,316,949,785
Non-current liabilities					
Long-term borrowings from financial institutions	25	70,097,857,804	39,010,772,801	25,351,716,289	16,268,952,920
Debentures	25	59,798,677,975	63,375,519,560	46,665,828,580	51,064,612,531
Lease liabilities		81,819,643,110	-	548,106,084	-
Finance lease liabilities		-	15,841,420	-	-
Employee benefit obligations	28	1,407,946,345	1,322,469,480	28,032,394	17,613,950
Derivative liabilities	8	3,492,479,390	-	3,465,462,817	-
Deferred tax liabilities	36	25,122,429,640	24,144,264,318	203,221,909	200,138,201
Other non-current liabilities	29	3,025,579,841	4,855,410,499	6,368,649	5,146,756
Total non-current liabilities		244,764,614,105	132,724,278,078	76,268,736,722	67,556,464,358
Total liabilities		286,002,614,653	168,315,922,286	88,093,322,502	79,873,414,143

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

	Notes	Consolidated financial statements 2020 Baht	Consolidated financial statements 2019 Baht	Separate financial statements 2020 Baht	Separate financial statements 2019 Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital	30				
Authorised share capital					
5,887,815,947 ordinary shares at par value of Baht 1 each (2019: 4,849,860,006 ordinary shares at par value of Baht 1 each)		5,887,815,947	4,849,860,006	5,887,815,947	4,849,860,006
Issued and paid-up share capital					
5,182,334,589 ordinary shares paid-up at Baht 1 each (2019: 4,619,004,550 ordinary shares paid-up at Baht 1 each)	30	5,182,334,589	4,619,004,550	5,182,334,589	4,619,004,550
Share premium ordinary shares	30	24,195,693,420	15,018,400,595	24,170,041,044	14,992,748,219
Expired warrants in a subsidiary		104,788,723	104,788,723	-	-
Retained earnings					
Appropriated - legal reserve	32	588,781,595	484,986,001	588,781,595	484,986,001
Unappropriated		15,087,318,549	40,916,449,877	6,775,514,981	5,916,609,913
Other components of equity		(10,247,161,732)	(9,470,039,126)	(1,938,593,387)	(584,563,325)
Total		34,911,755,144	51,673,590,620	34,778,078,822	25,428,785,358
Perpetual debentures	39	32,069,143,725	23,787,658,202	32,069,143,725	23,787,658,202
Equity attributable to owners of the parent		66,980,898,869	75,461,248,822	66,847,222,547	49,216,443,560
Non-controlling interests		9,343,004,917	10,406,595,911	-	-
Total equity		76,323,903,786	85,867,844,733	66,847,222,547	49,216,443,560
Total liabilities and equity		362,326,518,439	254,183,767,019	154,940,545,049	129,089,857,703

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited
Income Statement
For the year ended 31 December 2020

	Notes	Consolidated financial statements 2020 Baht	Consolidated financial statements 2019 Baht	Separate financial statements 2020 Baht	Separate financial statements 2019 Baht
Revenues	10				
Revenues from hotel and related services operations		30,749,218,993	85,550,647,727	192,481,321	608,293,580
Revenues from mixed use operations		2,077,714,937	5,889,120,670	-	-
Sales of food and beverage		19,474,448,092	22,665,775,128	-	-
Sales from distribution and manufacturing		3,652,594,396	4,917,109,983	-	-
Dividends income		701,700	2,016,240	129,030,749	2,458,006,000
Interest income		576,293,763	721,974,306	4,307,746,852	4,035,684,539
Other income	33	2,164,663,174	9,314,957,011	26,915,884	564,590,457
Total revenues		58,695,635,055	129,061,601,065	4,656,174,806	7,666,574,576
Expenses	35				
Direct cost of hotel and related services operations		38,190,441,891	53,573,740,969	152,717,620	220,131,606
Direct cost of mixed use operations		698,841,047	2,267,462,854	-	-
Cost of sales of food and beverage		6,020,272,440	6,581,115,203	-	-
Cost of sales from distribution and manufacturing		2,344,425,172	2,771,653,077	-	-
Selling expenses		15,571,714,309	23,802,014,964	68,822,747	100,878,850
Administrative expenses		12,476,934,963	22,631,813,694	370,774,445	633,899,048
Other (gains) losses, net	34	625,215,095	892,767,946	363,334,330	778,449,170
Financial costs		7,452,436,707	4,081,485,853	2,235,140,515	1,998,208,723
Total expenses		83,380,281,624	116,602,054,560	3,190,789,657	3,731,567,397
Operating profit (loss)		(24,684,646,569)	12,459,546,505	1,465,385,149	3,935,007,179
Share of profit (loss) of investments in associates and joint ventures	18	(463,901,650)	827,509,233	-	-
Profit (loss) before income tax		(25,148,548,219)	13,287,055,738	1,465,385,149	3,935,007,179
Income tax	36	2,445,312,131	(2,292,951,302)	84,334,413	(88,850,806)
Profit (loss) for the year		(22,703,236,088)	10,994,104,436	1,549,719,562	3,846,156,373
Profit (loss) attributable to:					
Owners of the parent		(21,407,335,947)	10,697,926,668	1,549,719,562	3,846,156,373
Non-controlling interests		(1,295,900,141)	296,177,768	-	-
		(22,703,236,088)	10,994,104,436	1,549,719,562	3,846,156,373
Earnings (loss) per share (Baht)	37				
Basic earnings (loss) per share		(4.7077)	2.0371	0.0183	0.5537
Diluted earnings (loss) per share		(4.7077)	2.0371	0.0183	0.5537

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited
Statement of comprehensive income
For the year ended 31 December 2020

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
Profit (loss) for the year		(22,703,236,088)	10,994,104,436	1,549,719,562	3,846,156,373
Other comprehensive income (expense):					
Item that will not be reclassified subsequently to income statement					
Gain (loss) on remeasuring of equity investments at fair value through other comprehensive income (expense)		(1,554,405)	-	(1,877,420)	-
Remeasurements of post-employment benefit obligations		46,509,293	-	(3,842,895)	-
Total item that will not be reclassified subsequently to income statement		44,954,888	-	(5,720,315)	-
Items that will be reclassified subsequently to income statement					
Cash flow hedges	7	(2,740,220)	-	(783,341,281)	-
Cost of hedging reserve	7	(535,165,928)	-	(568,811,361)	-
Gain (loss) on remeasuring of available-for-sale investments		-	(430,485)	-	(956,500)
Currency translation differences		300,031,856	(3,809,349,170)	-	-
Total items that will be reclassified subsequently to income statement		(237,874,292)	(3,809,779,655)	(1,352,152,642)	(956,500)
Other comprehensive income (expense) for the year, net of tax		(192,919,404)	(3,809,779,655)	(1,357,872,957)	(956,500)
Total comprehensive income (expense) for the year		(22,896,155,492)	7,184,324,781	191,846,605	3,845,199,873
Total comprehensive income (expense) attributable to:					
Owners of the parent		(22,096,274,260)	7,641,448,253	191,846,605	3,845,199,873
Non-controlling interests		(799,881,232)	(457,123,472)	-	-
		(22,896,155,492)	7,184,324,781	191,846,605	3,845,199,873

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2020

		Consolidated financial statements (Baht)														
		Attributable to owners of the parent														
							Other components of equity									
										Other comprehensive income (expense)						
	Notes	Issued and paid-up share capital	Share premium ordinary shares	Expired warrants in a subsidiary	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Impact from hyperinflationary economy	Remeasuring of available-for-sale investments	Translation adjustment	Total other components of equity	Perpetual debentures	Total owners of the parent	Non-controlling interests	Total equity
Opening balance as at 1 January 2019 (as previously reported)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	34,624,841,755	(755,412,590)	(1,841,755,212)	-	4,497,090	(4,088,817,307)	(6,681,488,019)	23,777,899,602	71,923,744,976	11,150,377,544	83,074,122,520
Retrospective adjustment from completion of fair value measurement		-	-	-	-	(708,000,000)	-	-	-	-	-	-	-	(708,000,000)	(65,129,077)	(773,129,077)
Application adjustment of TAS 29		-	-	-	-	(229,102,812)	-	-	229,102,812	-	-	229,102,812	-	-	-	-
Opening balance after adjustment (restated)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	33,687,738,943	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)	23,777,899,602	71,215,744,976	11,085,248,467	82,300,993,443
Impact from changes in accounting policy		-	-	-	-	(288,721,383)	-	-	-	-	-	-	-	(288,721,383)	(26,029,795)	(314,751,178)
Opening balance after adjustment		4,618,914,291	15,014,609,717	104,788,723	464,178,907	33,399,017,560	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)	23,777,899,602	70,927,023,593	11,059,218,672	81,986,242,265
Changes in equity for the year																
Exercise warrants		90,259	3,790,878	-	-	-	-	-	-	-	-	-	-	3,881,137	-	3,881,137
Legal reserve	32	-	-	-	20,807,094	(20,807,094)	-	-	-	-	-	-	-	-	-	-
Adjustment fair value of subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	4,439,003	4,439,003
Disposal of investment in a subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	48,915,760	48,915,760
Results from hyperinflation		-	-	-	-	-	-	-	38,824,496	-	-	38,824,496	-	38,824,496	26,209,064	65,033,560
Dividend paid	38	-	-	-	-	(1,847,544,926)	-	-	-	-	-	-	-	(1,847,544,926)	(275,063,116)	(2,122,608,042)
Interest paid on perpetual debentures	39	-	-	-	-	(1,312,142,331)	-	-	-	-	-	-	-	(1,312,142,331)	-	(1,312,142,331)
Discount on transaction of perpetual debentures		-	-	-	-	-	-	-	-	-	-	-	9,758,600	9,758,600	-	9,758,600
Total comprehensive income (expense) for the year		-	-	-	-	10,697,926,668	-	-	-	(430,485)	(3,056,047,930)	(3,056,478,415)	-	7,641,448,253	(457,123,472)	7,184,324,781
Closing balance as at 31 December 2019		4,619,004,550	15,018,400,595	104,788,723	484,986,001	40,916,449,877	(755,412,590)	(1,841,755,212)	267,927,308	4,066,605	(7,144,865,237)	(9,470,039,126)	23,787,658,202	75,461,248,822	10,406,595,911	85,867,844,733

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited

Statement of Changes in Equity

For the year ended 31 December 2020

		Consolidated financial statements (Baht)																
		Attributable to owners of the parent																
							Other components of equity											
										Other comprehensive income (expense)								
	Notes	Issued and paid-up share capital	Share premium ordinary shares	Expired warrants in a subsidiary	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Impact from hyperinflationary economy	Remeasuring of equity investments at fair value through other comprehensive income (expense)	Cash flow hedges	Cost of hedging reserve	Translation adjustment	Total other components of equity	Perpetual debentures	Total owners of the parent	Non-controlling interests	Total equity
Opening balance as at 1 January 2020																		
(as previously reported)		4,619,004,550	15,018,400,595	104,788,723	484,986,001	40,916,449,877	(755,412,590)	(1,841,755,212)	267,927,308	4,066,605	-	-	(7,144,865,237)	(9,470,039,126)	23,787,658,202	75,461,248,822	10,406,595,911	85,867,844,733
Impact from changes in accounting policy	5	-	-	-	-	(2,909,458,826)	-	-	-	-	(41,675,000)	-	-	(41,675,000)	-	(2,951,133,826)	(216,519,000)	(3,167,652,826)
Opening balance after adjustment		4,619,004,550	15,018,400,595	104,788,723	484,986,001	38,006,991,051	(755,412,590)	(1,841,755,212)	267,927,308	4,066,605	(41,675,000)	-	(7,144,865,237)	(9,511,714,126)	23,787,658,202	72,510,114,996	10,190,076,911	82,700,191,907
Changes in equity for the year																		
Additional ordinary shares	30	563,330,039	9,177,292,825	-	-	-	-	-	-	-	-	-	-	-	-	9,740,622,864	-	9,740,622,864
Legal reserve	32	-	-	-	103,795,594	(103,795,594)	-	-	-	-	-	-	-	-	-	-	-	-
Business combination	40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(38,197,319)	(38,197,319)
Adjustment fair value of subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,355,487)	(2,355,487)
Dividend paid - subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(6,637,956)	(6,637,956)
Issuance of perpetual debentures	39	-	-	-	-	-	-	-	-	-	-	-	-	-	8,281,485,523	8,281,485,523	-	8,281,485,523
Interest paid on perpetual debentures	39	-	-	-	-	(1,455,050,254)	-	-	-	-	-	-	-	-	-	(1,455,050,254)	-	(1,455,050,254)
Total comprehensive income (expense) for the year		-	-	-	-	(21,360,826,654)	-	-	-	(1,555,825)	(2,740,220)	(535,165,928)	(195,985,633)	(735,447,606)	-	(22,096,274,260)	(799,881,232)	(22,896,155,492)
Closing balance as at 31 December 2020		5,182,334,589	24,195,693,420	104,788,723	588,781,595	15,087,318,549	(755,412,590)	(1,841,755,212)	267,927,308	2,510,780	(44,415,220)	(535,165,928)	(7,340,850,870)	(10,247,161,732)	32,069,143,725	66,980,898,869	9,343,004,917	76,323,903,786

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2020

		Separate financial statements (Baht)								
						Other components of equity				
							Other comprehensive income (expense)			
	Notes	Issued and paid-up share capital	Share premium ordinary share	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Remeasuring of available-for-sale investments	Total other components of equity	Perpetual debentures	Total equity
Opening balance as at 1 January 2019		4,618,914,291	14,988,957,341	464,178,907	5,250,947,891	(587,397,515)	3,790,690	(583,606,825)	23,777,899,602	48,517,291,207
Changes in equity for the year										
Exercise warrants		90,259	3,790,878	-	-	-	-	-	-	3,881,137
Legal reserve	32	-	-	20,807,094	(20,807,094)	-	-	-	-	-
Dividend paid	38	-	-	-	(1,847,544,926)	-	-	-	-	(1,847,544,926)
Interest paid on perpetual debentures	39	-	-	-	(1,312,142,331)	-	-	-	-	(1,312,142,331)
Discount on transaction of perpetual debentures		-	-	-	-	-	-	-	9,758,600	9,758,600
Total comprehensive income (expense) for the year		-	-	-	3,846,156,373	-	(956,500)	(956,500)	-	3,845,199,873
Closing balance as at 31 December 2019		4,619,004,550	14,992,748,219	484,986,001	5,916,609,913	(587,397,515)	2,834,190	(584,563,325)	23,787,658,202	49,216,443,560

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2020

		Separate financial statements (Baht)										
						Other components of equity						
							Other comprehensive income (expense)					
	Notes	Issued and paid-up share capital	Share premium ordinary share	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Remeasuring of equity investments at fair value through other comprehensive income (expense)	Cash flow hedges	Cost of hedging reserve	Total other components of equity	Perpetual debentures	Total equity
Opening balance as at 1 January 2020 (as previously reported)		4,619,004,550	14,992,748,219	484,986,001	5,916,609,913	(587,397,515)	2,834,190	-	-	(584,563,325)	23,787,658,202	49,216,443,560
Impact from changes in accounting policy	5	-	-	-	871,874,249	-	-	-	-	-	-	871,874,249
Opening balance after adjustment		4,619,004,550	14,992,748,219	484,986,001	6,788,484,162	(587,397,515)	2,834,190	-	-	(584,563,325)	23,787,658,202	50,088,317,809
Changes in equity for the year												
Additional ordinary shares	30	563,330,039	9,177,292,825	-	-	-	-	-	-	-	-	9,740,622,864
Legal reserve	32	-	-	103,795,594	(103,795,594)	-	-	-	-	-	-	-
Issuance of perpetual debentures	39	-	-	-	-	-	-	-	-	-	8,281,485,523	8,281,485,523
Interest paid on perpetual debentures	39	-	-	-	(1,455,050,254)	-	-	-	-	-	-	(1,455,050,254)
Total comprehensive income (expense) for the year		-	-	-	1,545,876,667	-	(1,877,420)	(783,341,281)	(568,811,361)	(1,354,030,062)	-	191,846,605
Closing balance as at 31 December 2020		5,182,334,589	24,170,041,044	588,781,595	6,775,514,981	(587,397,515)	956,770	(783,341,281)	(568,811,361)	(1,938,593,387)	32,069,143,725	66,847,222,547

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited

Statement of Cash Flows

For the year ended 31 December 2020

	Notes	Consolidated financial statements 2020 Baht	Consolidated financial statements 2019 Baht	Separate financial statements 2020 Baht	Separate financial statements 2019 Baht
Cash flows from operating activities					
Profit (loss) before income tax		(25,148,548,219)	13,287,055,738	1,465,385,149	3,935,007,179
Adjustments for:					
Depreciation and amortisation	20 - 23	18,241,204,124	8,914,429,018	90,064,881	36,039,395
Amortisation of borrowing cost	25	361,181,959	267,046,117	108,172,155	165,625,989
Allowance for impairment loss of receivables (reversal)		198,637,494	16,726,464	275,572	(12,023)
Inventory obsolescence (reversal)	14	124,436,871	13,989,207	-	-
Share of (profit) loss of investments in associates and joint ventures	18	463,901,650	(827,509,233)	-	-
Financial costs		7,452,436,707	4,081,485,853	2,235,140,515	1,998,208,723
Interest income		(576,293,763)	(721,974,306)	(4,307,746,852)	(4,035,684,539)
Dividends income		(701,700)	(2,016,240)	(129,030,749)	(2,458,006,000)
Translation adjustment		(6,829,760,288)	6,777,556,918	-	-
Unrealised (gain) loss on exchange rate		2,316,127,106	(4,258,934,038)	(3,695,387,779)	1,860,594,628
Reversal of impairment of general investments		-	(29,750,152)	-	-
Impairment of investment in associates	18	-	352,714,715	-	-
Gain on sales and leaseback	33	-	(4,743,436,894)	-	-
Loss from change status to investment in subsidiaries		52,542,589	-	-	-
Gain on disposal of investment in subsidiary and interests in joint venture		-	(1,350,340,011)	-	-
(Gain) loss on disposals, write-off and impairment charge of property, plant and equipment, investment properties, intangible assets and right-of-use assets		940,363,996	821,934,713	(196,767)	(5,437,511)
Employee benefits obligations	28	138,744,492	142,071,180	7,270,870	5,894,030
Unrealised (gain) loss from fair value adjustment to derivatives		4,742,332,539	-	4,599,899,683	-
Changes in operating assets and liabilities					
Trade and other receivables		4,252,311,024	(729,735,400)	(3,014,645,001)	(80,741,691)
Inventories		327,842,922	(426,114,490)	1,267,928	2,533,703
Land and real estates project for sales		(534,652,504)	457,578,048	-	-
Other current assets		(91,106,385)	(42,975,592)	(133,614)	29,119,275
Non-current assets classified as held-for-sale		143,215,264	575,352,101	-	-
Other non-current assets		1,028,567,132	(1,116,408,942)	(3,437,065)	(151,872)
Trade and other payables		(3,510,906,547)	(2,282,488,616)	(67,127,691)	(72,260,564)
Other current liabilities		(1,626,084,309)	350,800,658	11,804,410	(10,452,691)
Employee benefit paid	28	(86,668,753)	(74,885,257)	(1,656,045)	(4,597,790)
Other non-current liabilities		(325,253,283)	(229,730,849)	1,217,047	863,694
Cash generated from (used in) operations		2,053,870,118	19,222,440,710	(2,698,863,353)	1,366,541,935
Interest paid		(4,078,164,915)	(3,456,676,228)	(2,255,051,307)	(1,750,602,435)
Income tax paid		(475,381,431)	(1,000,007,321)	(18,290,234)	(59,791,072)
Net cash generated from (used in) operating activities		(2,499,676,228)	14,765,757,161	(4,972,204,894)	(443,851,572)

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

Minor International Public Company Limited

Statement of Cash Flows

For the year ended 31 December 2020

	Notes	Consolidated financial statements 2020 Baht	Consolidated financial statements 2019 Baht	Separate financial statements 2020 Baht	Separate financial statements 2019 Baht
Cash flows from investing activities					
Cash paid for long-term loans to related parties	19	(160,732,252)	(485,023,522)	(11,728,727,360)	(7,241,168,337)
Cash received from long-term loans to related parties	19	342,374,443	224,574,276	4,586,044,854	26,997,452,615
Decrease (Increase) in loans to other companies		253,121,277	95,537,145	(19,811,944)	(60,000)
Acquisition of subsidiaries, net cash acquired	40	(4,024,145,570)	(2,500,459,422)	-	-
Proceed from disposal of assets under sale and leaseback arrangement, net cash paid		-	9,544,612,082	-	-
Repayment of loans related to acquisition of subsidiary		-	(182,490,206)	-	-
Cash invested in available-for-sale investments		-	(207,600)	-	(102,400)
Cash invested in investments in subsidiaries		-	-	(3,000,000)	(1,899,829,375)
Cash invested in investments in associate	18	(1,090,160,763)	(4,867,780)	(3,693,047)	(4,102,648)
Cash invested in interests in joint ventures	18	(16,230,807)	(29,336,893)	-	-
Cash received from disposal of investments		-	1,350,323,530	-	-
Cash received from disposal of interests in joint venture	18	-	85,212,890	-	-
Proceeds from sale of general investments		-	331,847,806	-	-
Interest received		613,058,573	721,974,306	4,059,857,872	4,035,684,539
Dividends received		160,602,512	1,459,061,876	101,100,049	2,458,006,000
Purchases for investment properties		(20,661,194)	(251,724,173)	-	-
Purchases of property, plant and equipment		(6,003,449,226)	(13,611,198,155)	(3,282,018)	(16,219,494)
Purchases of intangible assets	22	(721,320,766)	(841,950,701)	(1,933,326)	(17,182,642)
Proceeds from disposals of property, plant and equipment, investment properties, intangible assets and right-of-use assets		136,306,939	313,285,742	274,238	22,101,660
Net cash generated from (used in) investing activities		(10,531,236,834)	(3,780,828,799)	(3,013,170,682)	24,334,579,918
Cash flows from financing activities					
Increase (decrease) in short-term borrowings from related parties	19	-	-	1,065,426,420	2,276,435,570
Receipts from short-term borrowings from financial institutions		35,730,521,876	52,397,768,414	35,641,329,668	52,397,768,414
Repayments of short-term borrowings from financial institutions		(35,976,640,876)	(55,439,250,625)	(35,976,640,876)	(55,433,441,875)
Receipts from long-term borrowings from financial institutions	25	30,457,389,799	19,883,384,288	8,056,865,615	4,588,452,254
Repayments of long-term borrowings from financial institutions	25	(6,762,319,419)	(53,134,380,336)	(2,962,917,133)	(52,767,568,958)
Repayments of lease liabilities		(11,107,191,747)	-	(109,701,646)	-
Repayments of finance lease liabilities		-	(28,178,916)	-	-
Receipts from issuance of debentures		-	32,894,070,000	-	32,894,070,000
Repayments of debentures	25	(4,000,000,000)	(4,500,000,000)	(4,000,000,000)	(4,500,000,000)
Receipts from issuance of ordinary shares	30	9,787,729,539	3,881,137	9,787,729,539	3,881,137
Receipts from issuance of perpetual bond	39	8,281,485,523	-	8,281,485,523	-
Interest paid on perpetual debentures	39	(1,455,050,254)	(1,312,142,331)	(1,455,050,254)	(1,312,142,331)
Dividends paid to shareholders	38	-	(1,847,544,926)	-	(1,847,544,926)
Dividends paid to non-controlling interests		(6,637,956)	(275,063,116)	-	-
Net cash receipted from (used in) financing activities		24,949,286,485	(11,357,456,411)	18,328,526,856	(23,700,090,715)

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
	Notes	Baht	Baht	Baht	Baht
Net increase (decrease) in cash and cash equivalents		11,918,373,423	(372,528,049)	10,343,151,280	190,637,631
Cash and cash equivalents at the beginning		13,330,821,335	12,712,987,630	302,184,102	111,546,471
Gain on exchange rate		916,950,672	990,361,754	-	-
Cash and cash equivalents, closing balance		26,166,145,430	13,330,821,335	10,645,335,382	302,184,102

Cash and cash equivalents as at 31 December

		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
Cash and deposits with banks	11	26,188,115,177	13,330,821,335	10,645,335,382	302,184,102
Bank overdrafts	25	(21,969,747)	-	-	-
		26,166,145,430	13,330,821,335	10,645,335,382	302,184,102

Supplementary information for cash flows

Non-cash transactions

Significant non-cash activities for the years ended 31 December 2020 and 2019 are as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Acquisition of property, plant and equipment by payable	883,941,689	111,249,023	18,918,655	1,356,315
Contingent asset from adjustment to purchase price	253,115,460	-	-	-

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

1 General information

Minor International Public Company Limited ("the Company") is a public limited company which is listed on the Stock Exchange of Thailand since October 1988 and is incorporated and domiciled in Thailand. The addresses of the Company's registered offices are as follows:

Bangkok: 88 The Parq Building, 12th Floor, Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110.

Pattaya: 218/2-4 Moo 10 Beach Road, Nongprue, Banglamung, Chonburi 20260.

For reporting purposes, the Company and its subsidiaries are referred to as the Group.

The principal business operations of the Group are summarised as follows:

The Group engages in investment activities, hotel, restaurant operations, and distribution and manufacturing. The Group mainly operates in Thailand and also has operations in other countries such as countries in Europe, Singapore, People's Republic of China, The Republic of Maldives, The United Arab Emirates, Sri Lanka, Australia, the Federative Republic of Brazil and countries in Southern Africa, etc.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 25 February 2021.

2 Significant events during the current year

In the beginning of 2020, the outbreak of Coronavirus Disease 2019 ("COVID-19") throughout 2020 has effects on the overall markets.

Hotel business

Most of hotel business in Thailand and several regions gradually restarted its operations since the second quarter of 2020. While Europe was hit with the second wave of COVID-19 in September, and therefore the hotels which had been re-opened then, temporarily closed depending on the evolving situation. Hotels in Australia and New Zealand remained operational throughout the pandemic outbreak.

Food business

Since the second quarter of 2020, most of restaurants in Thailand started to re-open and continued to focus on the delivery and takeaway channels.

In People's Republic of China, after temporarily closing of most of the outlets in February, the Group has re-opened most outlets in the beginning of March. As the situation is almost back to normal with some isolated second wave cases, the Group has started to open new outlets in China.

2 **Significant events during the current year** (Cont'd)

Retail business

Retail business re-opened almost all outlets in May 2020. Present, all outlets are back to normal operations. The Group also focus on e-commerce sales to catch up with changing behaviour of consumers.

For all business segments, the Group is now paying close attention to the development of the COVID-19 situation, evaluating its impact on the operation while strategising effective solutions.

3 **Basis of preparation**

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except some financial assets which are carried at fair value as disclosed in the accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 9.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

4 New and amended financial reporting standards

4.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2020 and have significant impacts to the Group

a) Financial instruments

The new financial standards related to financial instruments are as follows:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial instruments: Disclosures
TFRS 9	Financial instruments
TFRIC 16	Hedges of a net investment in a foreign operation
TFRIC 19	Extinguishing financial liabilities with equity instruments

The new financial reporting standards related to financial instruments introduce new classification and measurement requirements for financial instruments as well as provide derecognition guidance on financial assets and financial liabilities. The new guidance also provides an option for the Group to apply hedge accounting to reduce accounting mismatch between hedged item and hedging instrument. In addition, the new rule provides detailed guidance on financial instruments issued by the Group whether it is a liability or an equity. Among other things, they require extensive disclosure on financial instruments and related risks.

The new classification requirements of financial assets require the Group to assess both i) business model for holding the financial assets; and ii) cash flow characteristics of the asset whether the contractual cash flows represent solely payments of principal and interest (SPPI). The classification affects the financial assets' measurement. The new guidance requires assessment of impairment of financial assets and recognition of expected credit loss from initial recognition.

On 1 January 2020, the Group has adopted the financial reporting standards related to financial instruments in its financial statements. The impact from the first-time adoption has been disclosed in Note 5.

4 **New and amended financial reporting standards** (Cont'd)

b) **TFRS 16, Leases**

Where the Group is a lessee, TFRS 16, Leases will result in almost all leases being recognised on the balance sheet as the distinction between operating and finance leases is removed. A right-of-use asset and a lease liability will be recognised, with exception on short-term and low-value leases.

On 1 January 2020, the Group has adopted the new lease standard in its financial statements. The impact from the first-time adoption has been disclosed in Note 5.

c) **Amendment to TAS 12, Income tax** clarified that the income tax consequences of dividends of financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.

d) **Amendment to TAS 19, Employee benefits (plan amendment, curtailment or settlement)** clarified accounting for defined benefit plan amendments, curtailments and settlements that the updated assumptions on the date of change are applied to determine current service cost and net interest for the remainder of the reporting period after the plan amendment, curtailment or settlement.

e) **Amendment to TAS 23, Borrowing costs** clarified that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

f) **Amendment to TAS 28, Investments in associates and joint ventures (long-term interests in associates and joint ventures)** clarified the accounting for long-term interests in an associate or joint venture, which is in substance form part of the net investment in the associate or joint venture, but to which equity accounting is not applied. The Group must account for such interests under TFRS 9, Financial instruments before applying the loss allocation and impairment requirements in TAS 28, Investments in associates and joint ventures.

g) **Amendment to TFRS 3, Business combinations** clarified that obtaining control of a business that is a joint operation is a business combination achieved in stages. The previously held interest is therefore re-measured.

h) **Amendment to TFRS 11, Joint arrangements** clarified that the party obtaining joint control of a business that is a joint operation should not remeasure its previously held interest in the joint operation.

4 **New and amended financial reporting standards** (Cont'd)

i) **TFRIC 23, Uncertainty over income tax treatments** explained how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- that the Group should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, i.e. that detection risk should be ignored.
- that the Group should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment.
- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.

4.2 **New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2021 and have significant impacts to the Group**

Certain amended financial reporting standards have been issued that are not mandatory for current reporting period and have not been early adopted by the Group.

a) **Revised Conceptual Framework for Financial Reporting** added the following key principals and guidance:

- Measurement basis, including factors in considering difference measurement basis;
- Presentation and disclosure, including classification of income and expenses in other comprehensive income;
- Definition of a reporting entity, which maybe a legal entity, or a portion of an entity; and
- Derecognition of assets and liabilities.

The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.

b) **Amendment to TFRS 3, Business combinations** amended the definition of a 'business' which requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers and to exclude returns in the form of lower costs and other economic benefits.

4 **New and amended financial reporting standards** (Cont'd)

c) **Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: Disclosures** amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.

d) **Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors** amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

e) **Amendment to TFRS 16, Leases** amended to provide a practical expedient where lessees are exempted from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications. It applies to rent concessions that reduce lease payments due from 1 June 2020 to 30 June 2021. The amendment is effective for the annual accounting period beginning on or after 1 June 2020 where early application is permitted.

The Group has chosen not to early apply the exemption for the current reporting period.

4.3 **Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 and have significant impacts to the Group**

Certain amended financial reporting standards have been issued that are not mandatory for current reporting period and have not been early adopted by the Group.

Amendment to TFRS 16, Leases amended to include a practical expedient for leases that are modified as a direct consequence of IBOR reform (e.g. replacement of THBFIX as a benchmark interest rate due to the cancellation of LIBOR) for lessee to remeasure the lease liability by discounting the revised lease payments using a discount rate that reflects the change in the interest rate. An early application of the amendment is permitted.

The Group has chosen not to early apply the exemption for the current reporting period.

5 Impacts from initial application of the new and revised financial reporting standards

This note explains the impact of the adoption of TAS 32 Financial Instruments: Presentation, TFRS 7 Financial Instruments: Disclosures, TFRS 9 Financial Instruments and TFRS 16 Leases on the Group's consolidated financial statements and the Company's separate financial statements.

The Group and the Company have adopted those accounting policies from 1 January 2020 by applying the modified retrospective approach. The comparative figures have not been restated. The reclassifications and the adjustments arising from the changes in accounting policies were therefore recognised in the statement of financial position as of 1 January 2020.

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

The impact of first-time adoption of new financial reporting standards on the consolidated and separate statements of financial position are as follows:

	Consolidated financial statements			
	As at 31 December 2019 Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	As at 1 January 2020 Baht Million
Assets				
Current assets				
Trade and other receivables	15,554	(492)	594	15,656
Land and real estates project for sales	1,428	-	33	1,461
Derivative assets	-	486	-	486
Total current assets	16,982	(6)	627	17,603
Non-current assets				
Trade and other receivables	3,088	(727)	1,274	3,635
Available-for-sale investments	26	(26)	-	-
Other investments	166	(166)	-	-
Long-term loan to related parties	5,678	(284)	-	5,394
Property, plant and equipment	123,129	-	(44)	123,085
Right-of-use assets	-	-	84,735	84,735
Intangible assets	59,707	-	(1,002)	58,705
Prepaid rents	2,175	-	(2,175)	-
Derivative assets	-	3,436	-	3,436
Deferred tax assets	5,503	17	1,505	7,025
Other non-current assets	5,887	(1,964)	(379)	3,544
Total non-current assets	205,359	286	83,914	289,559
Total assets	222,341	280	84,541	307,162

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

	Consolidated financial statements			
	As at 31 December 2019 Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	As at 1 January 2020 Baht Million
Liabilities and equity				
Current liabilities				
Trade and other payables	20,036	2	(681)	19,357
Current portion of lease liabilities	-	-	14,944	14,944
Current portion of finance lease liabilities	12	-	(12)	-
Derivative liabilities	-	9	-	9
Other current liabilities	3,473	(7)	-	3,466
Total current liabilities	23,521	4	14,251	37,776
Non-current liabilities				
Lease liabilities	-	-	73,697	73,697
Finance lease liabilities	16	-	(16)	-
Derivative liabilities	-	883	-	883
Deferred tax liabilities	24,144	94	699	24,937
Other non-current liabilities	4,855	(36)	(1,587)	3,232
Total non-current liabilities	29,015	941	72,793	102,749
Total liabilities	52,536	945	87,044	140,525
Equity				
Retained earnings	40,916	(623)	(2,286)	38,007
Other components of equity	(9,470)	(42)	-	(9,512)
Total equity attribute to owners of the parent	31,446	(665)	(2,286)	28,495
Non-controlling interests	10,407	-	(217)	10,190
Total equity	41,853	(665)	(2,503)	38,685
Total liabilities and equity	94,389	280	84,541	179,210

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

	Separate financial statements			
	As at 31 December 2019 Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	As at 1 January 2020 Baht Million
Assets				
Current assets				
Trade and other receivables	1,626	(5)	80	1,701
Derivative assets	-	486	-	486
Total current assets	1,626	481	80	2,187
Non-current assets				
Trade and other receivables	-	-	310	310
Available-for-sale investments	24	(24)	-	-
Right-of-use assets	-	-	394	394
Prepaid rents	9	-	(9)	-
Derivative assets	-	3,436	-	3,436
Deferred tax assets	-	-	2	2
Other non-current assets	2,167	(2,132)	-	35
Total non-current assets	2,200	1,280	697	4,177
Total assets	3,826	1,761	777	6,364

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

	Separate financial statements			
	As at 31 December 2019 Baht Million	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Million	TFRS 16 Reclassifications and adjustments Baht Million	As at 1 January 2020 Baht Million
Liabilities and equity				
Current liabilities				
Trade and other payables	714	2	(4)	712
Current portion of lease liabilities	-	-	159	159
Derivative liabilities	-	9	-	9
Other current liabilities	29	(7)	-	22
Total current liabilities	743	4	155	902
Non-current liabilities				
Lease liabilities	-	-	626	626
Derivative liabilities	-	788	-	788
Deferred tax liabilities	200	94	-	294
Total non-current liabilities	200	882	626	1,708
Total liabilities	943	886	781	2,610
Equity				
Retained earnings	5,917	875	(4)	6,788
Total equity	5,917	875	(4)	6,788
Total liabilities and equity	6,860	1,761	777	9,398

5 **Impacts from initial application of the new and revised financial reporting standards** (Cont'd)

5.1 **Financial instruments**

The total impact on the Group's and the Company's unappropriated retained earnings as of 1 January 2020 are as follows:

	Consolidated financial statements Baht Million	Separate financial statements Baht Million
Unappropriated retained earnings as of 31 December 2019 (as previously reported)	40,916	5,917
Increase in provision for trade and other receivables	(1,219)	(5)
Increase in provision for loans to related parties	(284)	-
Fair value adjustments on derivatives	974	974
Increase in deferred tax assets / deferred tax liabilities related to the above adjustments	(94)	(94)
Total adjustments to opening unappropriated retained earnings from adoption of TFRS 9	(623)	875
Unappropriated retained earnings as of 1 January 2020 after reflecting TFRS 9 adoption (before impact from TFRS 16)	40,293	6,792

On 1 January 2020 (the date of initial application), the management has assessed which business models apply to the financial assets and financial liabilities and has classified its financial instruments into the appropriate TFRS 9 categories and related fair values were as disclosed in Note 13.

5 **Impacts from initial application of the new and revised financial reporting standards** (Cont'd)

a) Available-for-sale equity investments classified as FVOCI

As of 1 January 2020, the Group and the Company elected to present in OCI changes in the fair value of all its equity investments previously classified as available-for-sale because these investments are held as long-term strategic investments. As a result, the Group's and the Company's assets with a fair value of Baht 26 million and Baht 24 million, respectively were reclassified from available-for-sale investment to financial assets at FVOCI, which are presented in the other non-current assets.

b) General investments classified as FVPL and FVOCI

As of 1 January 2020, the Group reclassified general investments in equity instruments to investments at FVPL of Baht 70 million and at FVOCI of Baht 96 million. Those are presented in the other non-current assets.

c) Recognition of derivative at fair value through profit or loss

As of 1 January 2020, net derivative assets and liabilities were recognised at their fair values of Baht 3,030 million and Baht 3,125 million, respectively in the consolidated and separate financial statements.

The Group and the Company recognised derivatives at their fair values with a corresponding adjustment to opening retained earnings of Baht 974 million.

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

d) Reclassifications of financial instruments on adoption of TFRS 9

On 1 January 2020 (the date of initial application), the measurement categories and carrying amounts of financial assets and financial liabilities were as follows.

	Consolidated financial statements				
	Measurement categories		Carrying value		
	Previously reported (TAS 105 and other TAS)	New (TFRS 9)	Previously reported Baht Million	New Baht Million	Difference Baht Million
Current financial assets					
Cash and cash equivalents	Amortised cost	Amortised cost	13,331	13,331	-
Trade and other receivables	Amortised cost	Amortised cost	15,554	15,062	(492)
Derivative assets	Recognised at ending market rate	FVPL	-	486	486
Non-current financial assets					
Trade and other receivables	Amortised cost	Amortised cost	3,088	2,361	(727)
Available-for-sale investments	FVOCI	FVOCI	26	26	-
Other investments	Cost less impairment	FVOCI/FVPL	166	166	-
Long-term loan to related parties	Amortised cost	Amortised cost	5,678	5,394	(284)
Derivative assets	Recognised at ending market rate	FVPL	-	3,436	3,436
Current financial liabilities					
Bank overdrafts and short-term borrowings from financial institutions	Amortised cost	Amortised cost	300	300	-
Trade and other payables	Amortised cost	Amortised cost	20,036	20,038	2
Current portion of long-term borrowings from financial institutions	Amortised cost	Amortised cost	5,660	5,660	-
Current portion of debentures	Amortised cost	Amortised cost	4,000	4,000	-
Derivative liabilities	Recognised at ending market rate	FVPL	-	9	9
Non-current financial liabilities					
Long-term borrowings from financial institutions	Amortised cost	Amortised cost	39,011	39,011	-
Debentures	Amortised cost	Amortised cost	63,376	63,376	-
Derivative liabilities	Recognised at ending market rate	FVOCI/FVPL	-	883	883

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

	Separate financial statements				
	Measurement categories		Carrying value		
	Previously reported (TAS 105 and other TAS)	New (TFRS 9)	Previously reported Baht Million	New Baht Million	Difference Baht Million
Current financial assets					
Cash and cash equivalents	Amortised cost	Amortised cost	302	302	-
Trade and other receivables	Amortised cost	Amortised cost	1,626	1,621	(5)
Derivative assets	Recognised at ending market rate	FVPL	-	486	486
Non-current financial assets					
Available-for-sale investments	FVOCI	FVOCI	24	24	-
Long-term loans to related parties	Amortised cost	Amortised cost	113,868	113,868	-
Derivative assets	Recognised at ending market rate	FVPL	-	3,436	3,436
Current financial liabilities					
Bank overdrafts and short-term borrowings from financial institutions	Amortised cost	Amortised cost	300	300	-
Trade and other payables	Amortised cost	Amortised cost	714	716	2
Short-term borrowings from related parties	Amortised cost	Amortised cost	4,339	4,339	-
Current portion of long-term borrowings from financial institutions	Amortised cost	Amortised cost	2,935	2,935	-
Current portion of debentures	Amortised cost	Amortised cost	4,000	4,000	-
Derivative liabilities	Recognised at ending market rate	FVPL	-	9	9
Non-current financial liabilities					
Long-term borrowings from financial institutions	Amortised cost	Amortised cost	16,269	16,269	-
Debentures	Amortised cost	Amortised cost	51,065	51,065	-
Derivative liabilities	Recognised at ending market rate	FVPL	-	788	788

5 **Impacts from initial application of the new and revised financial reporting standards** (Cont'd)

e) Impairment of financial assets

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- trade and other receivables
- loans to related parties and other companies

Trade and other receivables

The Group applies the simplified approach in measuring expected credit losses, which uses a lifetime expected loss allowance for trade and other receivables.

To measure the expected credit losses, trade and other receivables have been grouped based on shared credit risk characteristics and the days past due. The Group has therefore concluded that the expected loss rates for trade and other receivables are a reasonable approximation of the loss rates. The expected loss rates are based on the historical payment profiles of sales, the corresponding historical credit losses experienced as well as forward-looking information that may affect the ability of the customers to settle the receivables.

Loans to related parties and other companies

The Group assessed impairment of loans to related parties and other companies by considering the followings as indicators evidence of impairment; significant financial difficulties of the debtor, default or late payments, etc.

f) Derivatives and hedging activities

Before 1 January 2020, the Group and the Company recognised receivables and payables related to derivatives in the financial statements and recognised changes in the derivatives value by offsetting with corresponding gain or loss from exchange rate and interest expense.

On 1 January 2020, the Group recognised derivative assets and liabilities with the corresponding adjustment to retained earnings in the consolidated and separate financial statements, and applied hedge accounting for the first time. The cross currency interest swap and interest rate swaps qualified as cash flow hedges as disclosed in Note 7.

5 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

The Group and the Company recognises adjustments of the fair value of the derivatives in cash flow hedges reserve and retained earnings as follows:

	Consolidated financial statements		Separate financial statements	
	Cash flow hedges reserve Baht Million	Retained earnings Baht Million	Cash flow hedges reserve Baht Million	Retained earnings Baht Million
As at 1 January 2020				
Current assets				
Cross currency interest rate swaps - not applied hedge accounting	-	444	-	444
Interest rate swaps - not applied hedge accounting	-	42	-	42
Total derivative assets - current	-	486	-	486
Non-current assets				
Cross currency interest rate swaps - not applied hedge accounting	-	3,348	-	3,348
Interest rate swaps - not applied hedge accounting	-	88	-	88
Total derivative assets - non-current	-	3,436	-	3,436
Current liabilities				
Foreign currency forwards - not applied hedge accounting	-	9	-	9
Total derivative liabilities - current	-	9	-	9
Non-current liabilities				
Cross currency interest rate swaps - not applied hedge accounting	-	260	-	260
Interest rate swaps - not applied hedge accounting	-	563	-	528
Interest rate swaps - apply cash flow hedges	42	-	-	-
Total derivative liabilities - non-current	42	823	-	788

5 **Impacts from initial application of the new and revised financial reporting standards** (Cont'd)

5.2 **Leases**

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of TAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was around 3.00% - 12.76%.

Some of the associated right-of-use assets were measured on a retrospective basis as if the new rules had always been applied in which the incremental borrowing rate for the whole lease term is applied. Other right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

For leases previously classified as finance leases, the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right-of-use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

	Consolidated financial statements Baht Million	Separate financial statements Baht Million
Operating lease commitments disclosed as at 31 December 2019	96,754	852
Less: Discounted using the lessee's incremental borrowing rate of at the date of initial application	(6,537)	(67)
Add: Finance lease liabilities recognised as at 31 December 2019	27	-
Less: Short-term leases recognised on a straight-line basis as expense	(740)	-
Less: Low-value leases recognised on a straight-line basis as expense	(5)	-
Less: Service portion included in leases	(858)	-
Lease liability recognised as at 1 January 2020	**88,641**	**785**
Current lease liabilities	14,944	159
Non-current lease liabilities	73,697	626

5 **Impacts from initial application of the new and revised financial reporting standards** (Cont'd)

In applying TFRS 16 for the first time, the Group used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2020 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application;
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease; and
- elect not to reassess whether a contract is, or contains a lease as defined under TFRS 16 at the date of initial application but relied on its assessment made applying TAS 17 and TFRIC 4 Determining whether an arrangement contains a Lease.

6 **Accounting policies**

6.1 **Principles of consolidation and equity accounting**

a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method.

6 **Accounting policies** (Cont'd)

c) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements.

Joint ventures

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

In the separate financial statements, investments in joint ventures are accounted for using cost method.

d) Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates and joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

e) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in associates and joint ventures is reduced but significant influence and joint control is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in associates and joint ventures is recognised in profit or loss.

When the Group losses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

6 **Accounting policies** (Cont'd)

f) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

6.2 Business combination

The Group applies the acquisition method to account for business combinations with an exception on business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises.

- fair value of the assets transferred;
- liabilities incurred to the former owners of the acquiree; and
- equity interests issued by the Group.

Identifiable assets and liabilities acquired and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group initially recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related cost

Acquisition-related cost are recognised as expenses in the consolidated financial statements.

Step-up acquisition

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognised in profit or loss.

6 **Accounting policies** (Cont'd)

Changes in fair value of contingent consideration paid/received

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed of by transferred to retained earnings.

6.3 Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Group's and the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

6 **Accounting policies** (Cont'd)

c) Group companies

The operational results and financial position of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a different functional currency from the Group's presentation currency are translated into the presentation currency as follows.

- Assets and liabilities are translated at the closing rate at the date of respective statement of financial position;
- Income and expenses for income statement and statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

6.4 Segment reporting

Segment information is presented by operating segments and geographical areas of the Group's operations.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company's CEO and Board of Directors that makes strategic decisions.

6.5 Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months from acquisition date or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

6.6 Trade accounts receivable

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the profit or loss within administrative expenses.

Trade receivables long-term contracts are receivables from sales of hotel time-sharing points, which will be paid in installments which covers over one year. The amount is carried at the original invoice amount and deducted by installment payment. The amount is subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivables and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the profit or loss within administrative expenses.

6 **Accounting policies** (Cont'd)

6.7 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the moving average method for food and beverage, by the weighted average method for raw materials and finished goods for manufacturing and spa products and by the first-in, first-out method for fashion. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

6.8 Land and real estates project for sales

Land and real estates project are stated at the lower of cost or net realisable value. Cost is determined by the weighted average method. The project cost consists of cost of land, development cost, construction cost, miscellaneous expenses of the project and interest expenses. Capitalisation of interest will be discontinued when the construction completes.

6.9 (Group of) non-current assets held-for-sale and discontinued operation

Non-current assets (or disposal groups) are classified as assets held-for-sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of the carrying amount and fair value less cost to sell.

6.10 Financial asset

For the year ended 31 December 2020

a) Classification

From 1 January 2020, the Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value either through other comprehensive income or through profit or loss and
- those to be measured at amortised cost.

6 **Accounting policies** (Cont'd)

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

b) Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, 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.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

d) Subsequent measurement of equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as dividend income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the income statement.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

6 **Accounting policies** (Cont'd)

e) Impairment

From 1 January 2020, the Group applies the TFRS 9 simplified approach in measuring the impairment of trade and other receivables, which applies lifetime expected credit loss, from initial recognition, for all receivables.

To measure the expected credit losses, trade and other receivables has been grouped based on shared credit risk characteristics and the days past due. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

The expected loss rates are based on the payment profiles of sales over a period of 36 and 60 months, varied on the business before 1 January 2020 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

For other financial assets carried at amortised cost and FVOCI, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

Nevertheless, the Group applied COVID-19 accounting relief as disclosed in Note 6.27.

6 **Accounting policies** (Cont'd)

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts;
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss.

Classification and measurement of financial assets for the year ended 31 December 2020 is disclosed in Note 5.

For the year ended 31 December 2019

Investments in debt and equity securities

Investments other than investments in subsidiaries, associates and joint ventures are initially recognised at fair value of consideration paid plus direct transaction cost.

Trading and available-for-sale investments

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gains and losses of trading investments are recognised in profit or loss. The unrealised gains and losses of available-for-sale investments are recognised in other comprehensive income and are subsequently reclassified to profit or loss when the investment is disposed.

General investments

General investments are carried at cost less impairment.

Disposal of investments

On a disposal of an investment, the difference between the net disposal proceeds and the carrying amount (including cumulative changes in fair value recognised in equity) is recognised to the profit or loss. When the Group disposes an investment partially, the carrying amount of the disposed part is determined by the weighted average method.

6 **Accounting policies** (Cont'd)

6.11 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at cost less any accumulated depreciation and any accumulated impairment losses.

Land is not depreciated. Depreciation on other investment properties is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Land improvement	lease period
Building and building improvement	lease period and 20 years

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

6 **Accounting policies** (Cont'd)

6.12 **Property, plant and equipment**

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items, including an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, when the entity has the obligation to do so.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated on the straight-line method of depreciation to allocate their cost to their residual values over their estimated useful lives as follows:

Leasehold improvement	lease period and 5 - 30 years
Building and building improvement	lease period and 5 - 60 years
Machines, furniture and other equipment	3 - 15 years
Vehicles	4 - 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Hotel operating equipment is stated at cost less accumulated depreciation. Additions are recorded as hotel operating equipment and expensed on issue or use.

Operating equipment and kitchen supplies for restaurant operations are recorded at cost upon purchases and are depreciated on first issue or use. The depreciation is calculated on the straight-line method with the estimated useful life of 5 years. When new items are issued to replace the operating equipment, the replacement cost of operating equipment and kitchen supplies are recognised as expense when issued.

When existing outlets are re-modernised, the related expenditures will be capitalised as building improvements or leasehold improvements and will be depreciated using the straight-line method over the shorter of the remaining lease term or the estimated useful life of 5 years.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised in the income statement.

6 Accounting policies (Cont'd)

6.13 Intangible assets

Asset management rights

Asset management rights are recognised at cost less any accumulated amortisation and any accumulated impairment losses. The cost of the right is amortised on a straight-line basis over the contract period or the useful life of the building, which has been assessed to be not in excess of 40 years.

The rights are not revalued in the accounts as they are not traded in an active market. The amortisation period and amortisation method are reviewed at each statement of financial position date.

Intellectual property

Intellectual property is measured at purchased cost and represents ownership rights of the systems used by the Group to efficiently manage and operate its asset management rights portfolio and in-house developed recipes and equipments that give the Group a relative advantage over its competitors. Intellectual properties are amortised over their estimated useful lives during 10 - 40 years.

Franchise development cost

Costs incurred on development of franchises relating to the design of restaurants and the testing of new products are recognised as intangible assets to the extent that such expenditure is expected to generate future economic benefits. Other development expenditure is recognised as an expense as incurred. Development costs previously recognised as expenses are not recognised as assets in a subsequent period. Development costs that have been capitalised are amortised from the commencement of the commercial launch of the franchise on a straight-line method over the period of its expected benefit, generally over 3 - 30 years. Capitalised development cost is not revalued, Its carrying amount is reviewed annually and adjusted for impairment where it is considered necessary.

Initial franchise fees

Expenditure on acquired patents, trademarks and licences relating to restaurant franchises is capitalised as an intangible asset and amortised using the straight-line method over the related agreement periods, generally over 10 - 20 years. The intangible asset is not revalued, its carrying amount is reviewed annually and adjusted for impairment where it is considered necessary.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary, associates and joint ventures undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is reported in the consolidated statement of financial position. Goodwill on acquisitions of associates and joint ventures is included in investments in associates and joint ventures and is tested for impairment as part of the overall balance.

6 **Accounting policies** (Cont'd)

Goodwill is tested annually for impairment and carried at cost less impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or group of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

Brand

Trademarks, trade names, service marks or collective marks that have achieved consumer awareness and recognition through continuous use in commerce are not subject to amortisation; however, its carrying amount is annually tested and adjusted for impairment where it is considered necessary.

Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives during 3 - 10 years.

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use or sell;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an intangible asset in a subsequent period.

Computer software development costs are recognised as assets are amortised over their useful lives, which does not exceed 3 - 10 years.

6 **Accounting policies** (Cont'd)

6.14 **Impairment of assets**

Assets that have an indefinite useful life, for example goodwill and brand, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

6.15 **Leases**

For the year ended 31 December 2020

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

6 **Accounting policies** (Cont'd)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT-equipment and small items of office furniture.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

For the year ended 31 December 2019

Leases - where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant and equipment where the Group has substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit and loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. Assets acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.

6 **Accounting policies** (Cont'd)

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised 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 initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in investment properties 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 recognised on a straight-line basis over the lease term.

6.16 Financial liabilities

For the year ended 31 December 2020

a) Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.

- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

As at 31 December 2020, the Group had perpetual bonds of Baht 23,788 million in equity. In accordance with TAS 32, Financial Instruments: Presentation, these perpetual bonds must be presented as financial liabilities. However, the Federation of Accounting Professions (TFAC) issued an announcement no. 95/2562 to provide a relief from reclassification of the perpetual bonds that was issued and paid-up before 31 December 2019. The relief is granted until 31 December 2022.

6 **Accounting policies** (Cont'd)

b) Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost and fair value.

c) Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in profit or loss.

For the year ended 31 December 2019

Borrowings

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowings are recognised initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective yield method; any difference between proceeds (net of transaction costs) and the redemption valve is recognised in the income statement over the period of the borrowings.

6.17 **Borrowing costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

6 **Accounting policies** (Cont'd)

6.18 **Provisions**

Provisions, which exclude the provisions relating to employee benefits, are recognised when the Group has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

6.19 **Employee benefits**

The Group operates various retirement benefits schemes which has both defined benefit and defined contribution plans.

A defined contribution plan is a retirement plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due.

A defined benefit plan is a legal severance pay that is not a defined contribution plan. Typically defined benefit plans define an amount of employee benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of legal severance pay is the present value of the defined benefit obligation at the end of the reporting period, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

6 **Accounting policies** (Cont'd)

6.20 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the subsidiaries and associates of the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising from investments in subsidiaries, associates and joint arrangements, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

6 **Accounting policies** (Cont'd)

6.21 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Where any companies within the Group purchase the Company's equity share capital (treasury shares), the consideration paid including directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company' s equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transact costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

6.22 Perpetual debentures

Perpetual debentures are recognised as equity when the Group has the sole right and discretion to early redemption as stipulated in terms and conditions of debentures, and the interest and cumulative interest payment are unconditionally deferred without time and number limitation and payable at the Group's discretion. Accordingly, any interest payments are recognised similar as dividends and directly in equity when payment obligation arises. Interest payments are presented in the statement of cash flows at the same way as dividends paid to ordinary shareholders.

The Group and the company apply a relief from reclassification of the perpetual bonds as disclosed in Note 6.16.

6.23 Revenue recognition

Revenue from hotel operations consists of room sales, food and beverage sales and revenue from auxiliary activities which is recognised when the service is rendered, and presented net of sales taxes and discounts.

Revenue from accommodation rentals is recognised when the rental period is commenced at which time it is brought to account over the rental period on a straight line basis. The fixed portion of asset management rights revenue is recognised on a pro rata basis over the course of the asset management rights agreement. The variable portion of income arising from asset management rights is recognised as it is earned through either the sale of goods as they are supplied or through the provision of services as they are performed.

Revenue from sales of foods and beverages is recognised upon delivery and service rendered, and presented net of sales taxes and discounts.

Rental income from shopping plaza and property is recognised at the rate specified in rental contract. Rental received in advance is recognised as revenue evenly over the period of the lease.

6 **Accounting policies** (Cont'd)

Revenue from sales of real estate and sales of furniture and fixtures are recognised when transferring of real estate, furniture and fixtures to the buyer.

Revenue from sales of time sharing resort is recognised when the Group transfers ownership of such right to the buyers and the construction of the resort is completed and ready for use. The Group will not recognise revenue from sales if the resort is not ready for use.

Revenue from distribution and manufacturing is recognised as revenue when the goods are delivered to customers. Sales of goods to department stores are recognised as revenue only when the goods are sold to end customers. All revenues are shown net of sales taxes and discounts.

Revenue from management service is recognised as revenue when the service is rendered.

Other revenues earned by the Group are recognised on the following bases:

- Royalty and franchise fee	- With a continuous service provision on straight line basis over the contract term
- Interest and commission income	- As it accrues unless collectibility is in doubt.
- Dividend income	- When the shareholder's right to receive payment is established.

6.24 Hyperinflationary economies

The Group recognised all cumulative effects of hyperinflationary on non-monetary items as part of acquisition transaction. Any results from exposure to hyperinflation after the acquisition were recorded to income statement and other components of equity.

In 2018, a subsidiary of the Group located in Argentina was declared a hyperinflationary economy due to, among other causes, the fact that the accumulated inflation rate of its economy exceeded 100% over a continuous period of three years. As a result, the Group has applied TAS 29 - Financial Reporting in Hyperinflationary economies to the financial statements of Argentine companies.

6.25 Dividend distribution

Annual dividends are recorded in the consolidated and separate financial statements in the period in which they are approved by the shareholders meetings of the Company and subsidiaries.

Interim dividends are recorded in consolidated and separate financial statements in the period in which they are approved by the board of directors meetings.

6 **Accounting policies** (Cont'd)

6.26 Derivatives and hedging activities

a) Embedded derivative and derivatives that do not qualify for hedge accounting

Embedded derivative that is separately accounted for and derivatives that do not qualify for hedge accounting is initially recognised at fair value. Changes in the fair value are included in other gains (losses).

Fair value of derivatives is classified as a current or non-current following its remaining maturity.

b) Hedge accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The Group designates certain derivatives as either:

- hedges of the fair value of i) recognised assets or liabilities or ii) unrecognised firm commitments (fair value hedges);
- hedges of a particular risk associated with the cash flows of i) recognised assets and liabilities and ii) highly probable forecast transactions (cash flow hedges); or
- hedges of a net investment in a foreign operation (net investment hedges).

At inception of the hedge relationship, the Group documents i) the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items and ii) its risk management objective and strategy for undertaking its hedge transactions.

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.

The fair values of derivative financial instruments designated in hedge relationships are disclosed in Note 8. Movements in the hedging reserve in shareholders' equity are shown in the statement of changes in equity.

6 Accounting policies (Cont'd)

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of foreign currency purchases, ineffectiveness may arise if the timing of the forecast transaction changes from what was originally estimated, or if there are changes in the credit risk of the derivative counterparty.

The Group enters into interest rate swaps that have similar critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. The Group does not hedge 100% of its loans, therefore the hedged item is identified as a proportion of the outstanding loans up to the notional amount of the swaps. As all critical terms matched during the year, there is an economic relationship.

Hedge ineffectiveness for interest rate swaps is assessed using the same principles as for hedges of foreign currency purchases. It may occur due to:

- the credit value/debit value adjustment on the interest rate swaps which is not matched by the loan; and
- differences in critical terms between the interest rate swaps and loans.

6 **Accounting policies** (Cont'd)

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in other gain (losses).

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- The gain or loss relating to the effective portion of the interest rate swaps hedging variable rates borrowings is recognised in profit or loss within finance costs at the same time as the interest expense on the hedged borrowings.

6.27 COVID-19 accounting relief

The Group has chosen to apply temporary measures to relieve the impact from COVID-19 as announced by TFAC as follows:

(a) Not to include information related to COVID-19 as an impairment indicator and as assumptions in the financial projections to consider for impairment testing for property, plant and equipment, goodwill and brand under TAS 36 Impairment of Assets.

(b) Not to include forward-looking information in valuing expected credit loss of receivables under simplified model.

(c) For exemption and discount received on rental fee as a result of COVID-19 situation, reducing lease liabilities on the exempted portion throughout the year that the Group has received the exemption and discount of rental fee. The Group also reversed depreciation charges on the right-of-use assets and interest expense on the lease liabilities. The differences between the reduction of the lease liabilities and the reversal of the depreciation expenses are recognised in the income statement instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification.

(d) The unquoted equity investments at the end of the reporting period was presented at the same amount as their fair values on 1 January 2020.

(e) Not to taking into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties as at 31 December 2020.

6 **Accounting policies** (Cont'd)

(f) Excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

The Group believes that upon the expiration of the temporary accounting relief, which is after 31 December 2020, there could be an impact on the carrying value of assets in the financial statements that apply the relief. Management is in the process to assess the impact, which will be recorded in the following financial reporting period. However, the Group is in the process of securing an impairment carve out from its financial covenants for the next 4 years.

7 Financial risk management

7.1 Financial risk

Financial risks and how these risks could affect the future financial performance are as follows:

Risk	Exposure arising from	Measurement	Management
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Thai Baht	Cash flow forecasts Sensitivity analysis	Foreign currency forwards Cross currency interest rate swaps ("CCIRS")
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps ("IRS")
Market risk - security prices	Investment in equity securities	Sensitivity analysis	Portfolio diversification
Credit risk	Cash and cash equivalents, trade and other receivables, derivative financial instruments	Aging analysis Credit ratings	Credit limits and letter of credit
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

The Group's risk management is controlled by a central treasury department under policies approved by the board of directors. Group treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and other financial instruments as well as investment of excess liquidity.

Where all relevant criteria are met, hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. This will effectively result in recognising exchange gain (loss) according to fixed contract rate and recognising interest expense at the contract rate as specified in each CCIRS and IRS contracts.

7 Financial risk management (Cont'd)

Hedging reserve

The Group and the Company's hedging reserves are shown in the statement of changes in equity relate to the following hedging instruments:

	Consolidated financial statements			
		Cash flow hedge reserve		
	Cost of hedging reserve Baht Million	Cross currency interest rate swaps Baht Million	Interest rate swaps Baht Million	Total hedge reserves Baht Million
Opening balance 1 January 2020 - as restated	-	-	(42)	(42)
Add: Change in fair value of hedging instrument recognised in OCI	-	10	(20)	(10)
Add: Costs of hedging deferred and recognised in OCI	(535)	-	-	-
Less: Deferred tax	-	-	8	8
Closing balance 31 December 2020	(535)	10	(54)	(44)

	Separate financial statements		
		Cash flow hedge reserve	
	Cost of hedging reserve Baht Million	Cross currency interest rate swaps Baht Million	Total hedge reserves Baht Million
Opening balance 1 January 2020 - as restated	-	-	-
Add: Change in fair value of hedging instrument recognised in OCI	-	(783)	(783)
Add: Costs of hedging deferred and recognised in OCI	(569)	-	-
Closing balance 31 December 2020	(569)	(783)	(783)

There were no reclassifications from the cash flow hedge reserve to profit or loss during the year in relation to the CCIRS and IRS.

7 **Financial risk management** (Cont'd)

7.1.1 **Market risk**

a) Foreign exchange risk

The Group is exposed to foreign exchange risk from future commercial transactions, net investments in foreign operations, and net monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group uses CCIRS and forward foreign exchange contracts in a consistent manner to hedge firm and anticipated foreign exchange commitments and manage their foreign exchange risk arising from future commercial transactions. The Group is required to manage its foreign exchange risk against its functional currency. Foreign currency borrowings are swapped into the entity's functional currency using cross currency swaps except where the foreign currency borrowings are repaid with cash flows generated in the same foreign currency. The purpose of these hedges is to mitigate the impact of movements in foreign exchange rates on assets and liabilities and the profit and loss account of the Group.

The Group uses CCIRS to hedge its exposure to foreign currency risk. Under the Group's policy, the critical terms of the CCIRS must align with the hedged items.

7 Financial risk management (Cont'd)

Exposures

The Group and the Company's significant exposures to foreign currency risk at the end of the reporting period, expressed in Baht are as follows:

	Consolidated financial statements		
	As at 31 December 2020		
	USD	EUR	AUD
	Baht Million	Baht Million	Baht Million
Assets			
Cash and cash equivalents	985	-	-
Trade and other receivables	510	8	-
Loans to related parties	749	-	-
Loans to other companies	130	-	-
Liabilities			
Long-term loans from financial institutions	10,138	13,474	742
Debentures	1,502	2,950	-
Equity			
Perpetual debentures	17,165	-	-

7 Financial risk management (Cont'd)

	Separate financial statements		
	As at 31 December 2020		
	USD	EUR	AUD
	Baht Million	Baht Million	Baht Million
Assets			
Cash and cash equivalents	985	-	-
Loans to related parties	10,519	69,657	3,238
Liabilities			
Loans from related parties	3,467	-	-
Long-term loans from financial institutions	8,050	13,474	742
Debentures	1,502	2,950	-
Equity			
Perpetual debentures	17,165	-	-

The Group uses financial instrument to hedge against foreign exchange rate risk. Details are disclosed in the following sections.

7 Financial risk management (Cont'd)

Effects of hedge accounting on the financial position and performance

	Consolidated financial statements
	2020
	Baht Million
Cross currency interest rate swaps	
Carrying amount (liabilities)	(63)
Notional amount	24,000
Maturity date	March 2022 - March 2034
Hedge ratio	1:1
Change in spot value of outstanding hedging instruments since 1 May	(2,406)
Change in value of hedged item used to determine hedge effectiveness	(1,143)
Change in value of hedged item used to determine hedge ineffectiveness	(69)
Foreign currency exchange rate and interest rate for outstanding hedging instruments	
- Foreign currency exchange rate (THB: 1 EUR)	35.55 - 35.70
- Interest rate	3.1% - 4.62%

7 **Financial risk management** (Cont'd)

	Separate financial statements
	2020
	Baht Million
Cross currency interest rate swap	
Carrying amount (liabilities)	(63)
Notional amount	24,000
Maturity date	March 2022 - March 2034
Hedge ratio	1:1
Change in spot value of outstanding hedging instruments since 1 May	(2,406)
Change in value of hedged item used to determine hedge effectiveness	(1,649)
Change in value of hedged item used to determine hedge ineffectiveness	(148)
Foreign currency exchange rate and interest rate for outstanding hedging instruments	
- Foreign currency exchange rate (THB: 1 EUR)	35.55 - 35.70
- Interest rate	3.1% - 4.62%

7 Financial risk management (Cont'd)

Sensitivity

As shown in the table above, the Group is primarily exposed to changes in Baht and USD, Euro, and AUD exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from financial assets and financial liabilities that were not hedged against foreign exchange rate risk.

	Consolidated financial statements		
	As at 31 December 2020		
	USD	EUR	AUD
	Baht Million	Baht Million	Baht Million
Impact to net profit			
- to Baht exchange rate - increase 1%	(93)	(164)	(7)
- to Baht exchange rate - decrease 1%	93	164	7

	Separate financial statements		
	As at 31 December 2020		
	USD	EUR	AUD
	Baht Million	Baht Million	Baht Million
Impact to net profit			
- to Baht exchange rate - increase 1%	(15)	283	25
- to Baht exchange rate - decrease 1%	15	(283)	(25)

7 **Financial risk management** (Cont'd)

b) Cash flow and fair value interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing liabilities and assets. These exposures are managed through the use of derivative financial instruments such as CCIRS and IRS. Management monitors interest rate exposures on a monthly basis by currency and business unit, taking into consideration proposed financing and hedging arrangements.

The effects of the foreign currency-related hedging instruments on the Group and the Company's financial position and performance are as follows:

	Consolidated financial statements
	2020
	Baht Million
Interest rate swap	
Carrying amount (liability)	(81)
Notional amount	2,292
Maturity date	15 December 2022
Hedge ratio	1:1
Change in intrinsic value of outstanding hedge instruments since 1 January	22
Change in value of hedged item used to determine hedge effectiveness	22
Change in value of hedged item used to determine hedge ineffectiveness	-
Interest rate for outstanding hedging instruments	1.90%

As at 31 December 2020, the Group's interest rate hedge was 3% of its total borrowings with an average tenor of 6 years.

Cash flow interest rate risk is the risk that changes in market interest rates will impact cash flows arising from variable rate financial instruments. Some borrowings at floating rates therefore expose the Group to cash flow interest rate risk. The Group manages this risk by using interest rate swaps converting borrowings from floating rate to fixed rate.

7 **Financial risk management** (Cont'd)

Fair value interest rate risk is the risk that the value of a financial asset or liability and derivative financial instruments will fluctuate because of changes in market interest rates. The Group manages its fair value interest rate risk by entering into interest rate swaps which have the effect of converting borrowings from fixed rate to floating rate, to maintain the Group's fixed rate instruments within the Group's guideline.

c) Price risk

The Group and the Company's exposure to equity securities price risk arises from investments held by the Group which are classified either as at fair value through other comprehensive income (FVOCI) or at fair value through profit or loss (FVPL). Total investments of this type totaling Baht 183 million and Baht 21 million, respectively, which their fair valuation are disclosed in Note 13.

7.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of derivative financial instruments as well as credit exposures to customers, including outstanding receivables.

a) Risk management

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on the assessments in accordance with limits set by the Company. The compliance with credit limits by customers is regularly monitored by line management.

7 **Financial risk management** (Cont'd)

b) Impairment of financial assets

Consideration of impairment of financial assets is disclosed in Note 5.

The reconciliations of loss allowance for trade and other receivables for the year ended 31 December 2020 are as follows:

	Consolidated financial statements	Separate financial statements
	2020	2020
	Baht Million	Baht Million
Opening loss allowance as at 1 January - calculated under TFRS 9 (2019: TAS 101)	(1,762)	(5)
Loss allowance recognised in profit or loss during the year	(200)	-
As of 31 December - calculated under TFRS 9	(1,962)	(5)

Impairment losses on trade and other receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Previous accounting policy for impairment of trade receivables for comparative period

In year 2019, the Group assesses impairment of trade receivables based on incurred loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. Other receivables were assessed collectively to determine whether there was objective evidence that an impairment had been incurred but not yet been identified. For these receivables, the estimated impairment losses were recognised in a separate provision for impairment. The Group considered the following indicators evidence of impairment:

- significant financial difficulties of the debtor;
- probability that the debtor will enter bankruptcy or financial restructuring; and
- default or late payments.

Receivables for which an impairment provision was recognised were written off against the provision when there was no expectation of recovering additional cash.

7 Financial risk management (Cont'd)

Loans to related parties and loans to other companies

Loans to related parties and loans to other companies measured at amotised cost are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Lifetime expected credit losses is recognised for the loans that the credit risk is significant increased.

7.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 24,757 million (2019: Baht 12,289 million) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and ii) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary, monitoring balance sheet liquidity ratios and maintaining financing plans.

a) Financing arrangements

The Group has access to the undrawn credit facilities as at 31 December 2020 in Note 25.

b) Maturity of financial liabilities

The tables shown in Note 25 analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For CCIRS and IRS, the cash flows have been estimated using forward interest rates applicable at the end of the reporting period.

7 **Financial risk management** (Cont'd)

7.2 **Capital management**

The objectives when managing capital are to:

- safeguard their ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on gearing ratio which is determined by dividing net debt with equity.

Loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the gearing ratio not more than 1.75.

However, The Group has obtained waivers with respect to its credit facilities and debentures, which each waive any failure of the Company to be in compliance with its financial convenants through 31 December 2020.

8 **Fair value**

Fair values and carrying amounts of financial assets and liabilities by category, excluding those with the carrying amount approximates fair value, are disclosed in Note 13.

Proportion of the financial instruments' contract value grouped by counterparties are as follows:

	Consolidated and separate financial statements	
	2020	2019
	%	%
Financial institutions	100	100

8 **Fair value** (Cont'd)

The following table presents fair value of financial assets and liabilities recognised or disclosed by their fair value hierarchy as at 31 December 2020.

	Consolidated financial statements (Baht Million)				
	Level 1	Level 2	Level 3	Fair value total	Carrying amounts
Assets					
Financial assets at fair value through profit or loss					
Equity securities	-	-	73	73	73
Interest rate swaps	-	153	-	153	153
Cross currency interest rate swaps	-	307	-	307	307
Financial assets at fair value through other comprehensive income					
Equity securities	21	-	89	110	110
Hedging derivatives					
Cross currency interest rate swaps	-	236	-	236	236
Total assets	21	696	162	879	879
Liabilities					
Financial liabilities at fair value through profit or loss					
Foreign exchange contracts	-	22	-	22	22
Interest rate swaps	-	854	-	854	854
Cross currency interest rate swaps	-	3,283	-	3,283	3,283
Debentures	-	11,665	-	11,665	11,665
Hedging derivatives					
Interest rate swaps	-	80	-	80	80
Cross currency interest rate swaps	-	298	-	298	298
Total liabilities	-	16,202	-	16,202	16,202

8 **Fair value** (Cont'd)

	Separate financial statements (Baht Million)				
	Level 1	Level 2	Level 3	Fair value total	Carrying amounts
Assets					
Financial assets at fair value through profit or loss					
Interest rate swaps	-	153	-	153	153
Cross currency interest rate swaps	-	307	-	307	307
Financial assets at fair value through other comprehensive income					
Listed equity securities	21	-	-	21	21
Hedging derivatives					
Cross currency interest rate swaps	-	236	-	236	236
Total assets	21	696	-	717	717
Liabilities					
Financial liabilities at fair value through profit or loss					
Trading derivatives - Foreign exchange contracts	-	22	-	22	22
Interest rate swaps	-	826	-	826	826
Cross currency interest rate swaps	-	3,283	-	3,283	3,283
Hedging derivatives					
Cross currency interest rate swaps	-	298	-	298	298
Total liabilities	-	4,429	-	4,429	4,429

Fair values are categorised into hierarchy based on inputs used as follows:

Level 1 : The fair value of financial instruments is based on the closing price by reference to the Stock Exchange of Thailand and other countries.

Level 2 : The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.

Level 3 : The fair value of financial instruments is not based on observable market data.

8 **Fair value** (Cont'd)

The Group's valuation processes

Chief Financial Officer (CFO) and a valuation team discuss valuation processes and results at least every quarter.

Significant unobservable input of fair value hierarchy level 3 is risk adjusted discount rate. It is estimated based on public companies' weighted average cost of capital that, are in opinion of the Group, in a comparable financial position with the counterparty in the contract.

9 **Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Fair value of certain financial assets and derivatives

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses judgement to select a variety of methods and makes assumptions that are mainly based on market conditions existing at the end of each reporting period.

b) Goodwill and brand impairment

The recoverable amounts of cash-generating units (CGUs) have been determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in Note 22. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

9 **Critical accounting estimates and judgements** (Cont'd)

c) Determination of lease terms

Critical judgement in determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the most relevant factors are historical lease durations, the costs and conditions of leased assets.

Most extension options on offices and vehicles leases have not been included in the lease liability, because the Group considers i) the underlying asset condition and ii) insignificant cost to replace the leased assets.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstance affecting this assessment occur, and that it is within the control of the Group.

d) Determination of discount rate applied to leases

The Group determines the incremental borrowing rate as follows:

- Where possible, use recent third-party financing received by the individual lessee as a starting point, adjusting to reflect changes in its financing conditions; and
- Make adjustments specific to the lease, e.g. term, country, currency and security.

e) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about default risk and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs used in the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

10 Segment information

The Group discloses four operating segments which include Hotel & Spa, Mixed use, Restaurant and Retail. The four segments are determined pursuant to business activities and operating results that are regularly reviewed by the chief operating decision makers ("CODM") which is CEO and Board of Directors and aggregation criteria as disclosed in Note 6.4 Set out below is the information which CODM use for evaluating the segment's performance.

10 Segment information (Cont'd)

10.1 Financial information by operating segments

	For the year ended 31 December (Baht Million)											
	Hotel & Spa		Mixed use		Restaurant		Retail		Elimination		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Revenues												
Total revenues	31,323	92,939	3,003	7,305	20,923	24,082	3,647	4,932	(200)	(196)	58,696	129,062
Costs												
Total costs	(24,197)	(46,679)	(689)	(2,413)	(5,958)	(6,533)	(2,309)	(2,733)	-	-	(33,153)	(58,358)
Gross profit and other income	7,126	46,260	2,314	4,892	14,965	17,549	1,338	2,199	(200)	(196)	25,543	70,704
Selling and administrative expenses	(10,348)	(25,881)	(2,017)	(3,179)	(10,818)	(14,442)	(1,551)	(1,901)	200	196	(24,534)	(45,207)
EBITDA	(3,222)	20,379	297	1,713	4,147	3,107	(213)	298	-	-	1,009	25,497
Depreciation and amortisation	(14,698)	(7,005)	(241)	(170)	(3,004)	(1,587)	(298)	(195)	-	-	(18,241)	(8,957)
Financial costs	(6,472)	(3,406)	(311)	(247)	(617)	(391)	(52)	(37)	-	-	(7,452)	(4,081)
Sharing profit (loss) from associates and joint ventures	(348)	621	68	(36)	(184)	243	-	-	-	-	(464)	828
Result before tax	(24,740)	10,589	(187)	1,260	342	1,372	(563)	66	-	-	(25,148)	13,287
Tax	2,653	(1,851)	(65)	(144)	(174)	(292)	31	(6)	-	-	2,445	(2,293)
Net profit (loss)	(22,087)	8,738	(252)	1,116	168	1,080	(532)	60	-	-	(22,703)	10,994
Timing of revenue recognition												
At a point of time	66	4,884	1,942	5,584	18,332	21,274	3,647	4,917	-	-	23,987	36,659
Overtime	31,257	88,055	1,061	1,721	2,591	2,808	-	15	(200)	(196)	34,709	92,403
Total revenue	31,323	92,939	3,003	7,305	20,923	24,082	3,647	4,932	(200)	(196)	58,696	129,062

10 Segment information (Cont'd)

10.2 Financial information by geographical segments

	For the year ended 31 December (Baht Million)											
	Hotel & Spa		Mixed use		Restaurant		Retail		Elimination		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Revenues												
Thailand	3,472	9,791	803	3,050	13,952	15,485	3,647	4,932	(200)	(196)	21,674	33,062
Europe	19,937	65,863	-	-	224	334	-	-	-	-	20,161	66,197
Australia and New Zealand	4,028	5,596	-	-	2,090	2,563	-	-	-	-	6,118	8,159
Maldives and Middle East	1,124	1,945	-	-	166	438	-	-	-	-	1,290	2,383
The People's Republic of China	11	23	12	17	2,817	3,392	-	-	-	-	2,840	3,432
Latin America	1,681	5,884	-	-	-	-	-	-	-	-	1,681	5,884
Others	1,070	3,837	2,188	4,238	1,674	1,870	-	-	-	-	4,932	9,945
Total	31,323	92,939	3,003	7,305	20,923	24,082	3,647	4,932	(200)	(196)	58,696	129,062
Net profit (loss)												
Thailand	(1,892)	157	283	897	287	1,031	(532)	60	-	-	(1,854)	2,145
Europe	(16,657)	6,510	-	-	2	(57)	-	-	-	-	(16,655)	6,453
Australia and New Zealand	(622)	45	-	-	52	117	-	-	-	-	(570)	162
Maldives and Middle East	120	836	-	-	6	26	-	-	-	-	126	862
The People's Republic of China	(5)	28	3	9	(106)	138	-	-	-	-	(108)	175
Latin America	(1,484)	116	-	-	-	-	-	-	-	-	(1,484)	116
Others	(1,547)	1,046	(538)	210	(73)	(175)	-	-	-	-	(2,158)	1,081
Total	(22,087)	8,738	(252)	1,116	168	1,080	(532)	60	-	-	(22,703)	10,994
Total assets											362,327	254,184
Total liabilities											286,003	168,316

10 **Segment information** (Cont'd)

The Group's business segments are managed on a worldwide basis, and they operate in the following geographical areas:

Thailand is the home country of the parent company and also its main operations. The areas of operation include hotels, entertainment venues, food and beverage outlets, real estates for sales, distribution, manufacturing, property rental business, spa services and management operations.

Countries in Europe - The Group operates hotel and restaurant businesses.

Australia and New Zealand - The Group operates hotels and food and beverage outlets.

Republic of Maldives and Middle East - The Group operates hotels, spa and food and beverage outlets.

The People's Republic of China - The Group operates food and beverage outlets, spa services and real estates for sales.

Latin America - The Group operates hotel business.

Others - The main activities are hotel operations, spa, and food and beverage outlets. Other countries in which the Group operates are Sri Lanka, Vietnam, Indonesia and countries in South Africa, etc.

11 **Cash and cash equivalents**

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Cash on hand	231,460,302	449,424,590	629,324	189,042
Cash at banks	24,756,653,857	12,288,550,950	9,444,705,040	301,995,060
Time deposits (maturity less than 3 months)	1,200,001,018	592,845,795	1,200,001,018	-
Total cash and cash equivalents	26,188,115,177	13,330,821,335	10,645,335,382	302,184,102

As at 31 December 2020, the average effective interest rate of time deposits was 0.4% per annum and had a maturity less than 3 months (2019: 3.8% per annum and had a maturity less than 3 months).

12 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Current				
Trade receivables - third parties, gross	3,999,583,278	7,077,631,596	3,732,787	14,512,279
Less Provision for impairment of trade receivables	(822,491,590)	(420,000,909)	(796,387)	(92,352)
Trade receivables - third parties, net	3,177,091,688	6,657,630,687	2,936,400	14,419,927
Current portion of trade receivables long-term contracts	3,512,996,812	3,301,521,326	-	-
Current portion of lease receivables	562,217,233	-	-	-
Prepayments	900,247,941	1,104,857,750	16,463,456	9,472,333
Receivables from others	3,218,970,654	3,501,144,443	9,724,062	28,105,125
Receivables from related parties, net (Note 19)	914,369,353	988,862,784	4,749,142,534	1,574,299,018
Total trade and other receivables	12,285,893,681	15,554,016,990	4,778,266,452	1,626,296,403

Outstanding trade receivables - third parties as at 31 December can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Not yet due	2,303,638,682	4,805,122,447	3,412,957	13,964,164
Overdue				
Under 90 days	1,021,142,419	1,681,115,545	12,786	46,223
91 days to 180 days	186,661,132	256,897,807	950	196,802
181 days to 365 days	234,876,760	149,897,257	3,688	3,879
Over 365 days	253,264,285	184,598,540	302,406	301,211
Trade receivables - third parties, gross	3,999,583,278	7,077,631,596	3,732,787	14,512,279
Less Provision for impairment of trade receivables	(822,491,590)	(420,000,909)	(796,387)	(92,352)
Trade receivables - third parties, net	3,177,091,688	6,657,630,687	2,936,400	14,419,927

12 Trade and other receivables (Cont'd)

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Non-current				
Trade receivables long-term contracts	2,355,049,751	3,467,516,612	-	-
Less Unearned interest income	(192,138,069)	(256,337,188)	-	-
Less Provision for impairment of trade receivables	(870,373,147)	(123,486,395)	-	-
Trade receivables long-term contracts, net	1,292,538,535	3,087,693,029	-	-
Lease receivables	945,487,414	-	-	-
Receivables from related parties (Note 19)	-	-	241,557,170	-
Total trade and other receivables	2,238,025,949	3,087,693,029	241,557,170	-

13 Financial assets and liabilities

Financial assets and liabilities can be analysed by valuation method, together with fair value as follows:

	Consolidated financial statements									
	31 December 2020					1 January 2020				
	FVPL Baht Million	FVOCI Baht Million	Amortised cost Baht Million	Total carrying amounts Baht Million	Fair value Baht Million	FVPL Baht Million	FVOCI Baht Million	Amortised cost Baht Million	Total carrying amounts Baht Million	Fair value Baht Million
Current assets										
Cash and cash equivalents	-	-	26,188	26,188	26,188	-	-	13,331	13,331	13,331
Trade and other receivables	-	-	13,328	13,328	13,328	-	-	16,568	16,568	16,568
Less: Provision for impairment of trade receivables	-	-	(1,042)	(1,042)	(1,042)	-	-	(912)	(912)	(912)
Derivative asset	136	-	-	136	136	486	-	-	486	486
Other current assets	-	-	3,671	3,671	3,671	-	-	2,665	2,665	2,665
Non-current assets										
Trade and other receivables	-	-	3,108	3,108	3,108	-	-	4,485	4,485	4,485
Less: Provision for impairment of trade receivables	-	-	(870)	(870)	(870)	-	-	(850)	(850)	(850)
Loans to related parties	-	-	5,485	5,485	5,485	-	-	5,678	5,678	5,678
Less: Provision for loans to related parties	-	-	(284)	(284)	(284)	-	-	(284)	(284)	(284)
Derivative asset	324	236	-	560	560	3,436	-	-	3,436	3,436
Other non-current assets										
- Long-term investments	73	110	-	183	183	70	122	-	192	192
- Other non-current assets	-	-	3,183	3,183	3,183	-	-	3,352	3,352	3,352

13 Financial assets and liabilities (Cont'd)

	Consolidated financial statements									
	31 December 2020					1 January 2020				
	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value
	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million
Current liabilities										
Bank overdrafts and short-term borrowings from financial institutions	-	-	140	140	140	-	-	300	300	300
Trade and other payables	-	-	15,310	15,310	15,310	-	-	19,357	19,357	19,357
Current portion of long-term borrowings from financial institutions	-	-	1,706	1,706	1,706	-	-	5,660	5,660	5,660
Current portion of debentures	-	-	4,596	4,596	4,596	-	-	4,000	4,000	4,000
Income tax payable	-	-	430	430	430	-	-	1,860	1,860	1,860
Derivative liabilities	964	80	-	1,044	1,044	9	-	-	9	9
Other current liabilities	-	-	4,874	4,874	4,874	-	-	3,466	3,466	3,466
Non-current liabilities										
Long-term borrowings from financial institutions	-	-	70,098	70,098	70,098	-	-	39,011	39,011	39,011
Debentures										
- Recognised through profit or loss	11,665	-	-	11,665	11,665	-	-	-	-	-
- Recognised at amortised cost	-	-	48,134	48,134	48,134	-	-	63,376	63,376	63,376
Derivative liabilities	3,195	298	-	3,493	3,493	883	-	-	883	883
Other non-current liabilities	-	-	3,026	3,026	3,026	-	-	3,232	3,232	3,232

13 Financial assets and liabilities (Cont'd)

	Separate financial statements									
	31 December 2020					1 January 2020				
	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value
	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million
Current assets										
Cash and cash equivalents	-	-	10,645	10,645	10,645	-	-	302	302	302
Trade and other receivables	-	-	4,783	4,783	4,783	-	-	1,706	1,706	1,706
Less: Provision for impairment of trade receivables	-	-	(5)	(5)	(5)	-	-	(5)	(5)	(5)
Derivative assets	136	-	-	136	136	486	-	-	486	486
Other current assets	-	-	80	80	80	-	-	42	42	42
Non-current assets										
Trade and other receivables	-	-	242	242	242	-	-	-	-	-
Loans to related parties	-	-	127,012	127,012	127,012	-	-	113,868	113,868	113,868
Derivative asset	324	236	-	560	560	3,436	-	-	3,436	3,436
Other non-current assets										
- Long-term investments	-	21	-	21	21	-	24	-	24	24
- Other non-current assets	-	-	15	15	15	-	-	11	11	11

13 Financial assets and liabilities (Cont'd)

	Separate financial statements									
	31 December 2020					1 January 2020				
	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value
	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million
Current liabilities										
Bank overdrafts and short-term borrowings from financial institutions	-	-	-	-	-	-	-	300	300	300
Trade and other payables	-	-	682	682	682	-	-	712	712	712
Short-term borrowings from related parties	-	-	5,379	5,379	5,379	-	-	4,339	4,339	4,339
Current portion of long-term borrowings from financial institutions	-	-	-	-	-	-	-	2,935	2,935	2,935
Current portion of debentures	-	-	4,596	4,596	4,596	-	-	4,000	4,000	4,000
Derivative liabilities	964	-	-	964	964	9	-	-	9	9
Other current liabilities	-	-	33	33	33	-	-	22	22	22
Non-current liabilities										
Long-term borrowings from financial institutions	-	-	25,352	25,352	25,352	-	-	16,269	16,269	16,269
Debentures	-	-	46,666	46,666	46,666	-	-	51,065	51,065	51,065
Derivative liabilities	3,167	298	-	3,465	3,465	788	-	-	788	788
Other non-current liabilities	-	-	6	6	6	-	-	5	5	5

13 Financial assets and liabilities (Cont'd)

Amounts recognised in profit or loss and other comprehensive income

	Consolidated financial statements			
	2020		2019	
	Profit or loss Baht Million	Other comprehensive income Baht Million	Profit or loss Baht Million	Other comprehensive income Baht Million
Fair value gains (losses) on equity investments at FVOCI (2019: relating to available-for-sale investments)	-	(2)	-	(1)
Fair value gains (losses) on equity investments at FVPL (2019: relating to general investment)	3	-	11	-
Dividends from equity investments held at FVOCI recognised in profit or loss				
- Related to investments held at the end of the reporting year	1	-	2	-

	Separate financial statements			
	2020		2019	
	Profit or loss Baht Million	Other comprehensive income Baht Million	Profit or loss Baht Million	Other comprehensive income Baht Million
Fair value gains (losses) on equity investments at FVOCI (2019: relating to available-for-sale investments)	-	(2)	-	(1)
Dividends from equity investments held at FVOCI recognised in profit or loss				
- Related to investments held at the end of the reporting year	1	-	2	-

Significant acquisitions and disposals during the year

During the year 2020, the Group and the Company do not acquire and dispose investments in listed securities.

Expected credit losses for the year

During the year 2020, the Group and the Company recognised impairment of financial assets at amortised cost, loans to related parties as disclosed in Note 5, and trade and other receivables as disclosed in Note 7.

14 Inventories

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Food and beverage	469,543,708	564,876,219	1,747,073	2,954,139
Finished goods (net with allowance)	1,426,096,992	1,878,143,114	81,299	89,602
Raw materials (net with allowance)	1,253,891,445	1,001,325,894	-	-
Work in process	12,561,953	13,852,529	-	-
Goods in transit	113,428,290	221,244,116	-	-
Supplies and others	407,085,304	459,689,269	1,359,402	1,411,961
Total inventories	3,682,607,692	4,139,131,141	3,187,774	4,455,702

The cost of inventories recognised as expense and included in cost of sales amounted to Baht 10,968 million (2019: Baht 15,299 million).

During 2020, Baht 124 million was recorded to the income statement for allowance for obsolete and damaged inventories (2019: Baht 14 million).

15 Land and real estates project for sales

	Consolidated financial statements	
	2020 Baht	2019 Baht
Residential units	1,919,150,021	1,293,988,105
Time sharing resort	38,506,000	133,801,858
Total land and real estates project for sales	1,957,656,021	1,427,789,963

The cost of land and real estates project sold recognised during the year amounting to Baht 467 million (2019: Baht 2,032 million).

16 Other current assets

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Tax receivables	3,187,754,120	2,325,393,686	58,572,531	40,924,017
Deposits	38,220,936	49,403,237	-	-
Advance payments	9,943,617	7,262,074	-	-
Current portion of loans to other companies	102,071,305	86,153,450	20,451,944	-
Others	332,630,499	197,100,474	676,695	1,183,081
Total other current assets	3,670,620,477	2,665,312,921	79,701,170	42,107,098

17 Non-current assets classified as held-for-sale

Details of assets and liabilities of disposal group classified as held-for-sale were as follows:

	Consolidated financial statements	
	2020	2019
	Baht	Baht
Property, plant and equipment	3,959,581,172	354,007,894
Intangible assets	84,961,874	-
Investments	-	1,125,989,442
Others	98,665,242	1,720,286
Total assets	4,143,208,288	1,481,717,622
Trade and other payables	100,697,832	87,161,162
Long-term borrowings	326,301,637	-
Others	194,286,633	-
Total liabilities	621,286,102	87,161,162

Loss related to discontinued operations was Baht 2.4 million (2019: Profit of Baht 1.7 million).

Non-current assets held-for-sale during the year was measured at the lower of its carrying amount and fair value less costs to sell at the time of the reclassification. The fair valuation is non-recurring, was determined using the market approach.

18 Investments in subsidiaries, associates and interests in joint ventures

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Investment in subsidiaries	-	-	8,102,339,365	8,071,408,665
Investment in associates	8,413,477,152	6,359,569,618	2,787,458,871	2,783,765,824
Interests in joint ventures	2,437,174,867	2,614,326,059	-	-
Total investments in subsidiaries, associates and interests in joint ventures	10,850,652,019	8,973,895,677	10,889,798,236	10,855,174,489

a) Investments in subsidiaries

	Separate financial statements	
	2020	2019
	Baht	Baht
At 1 January	8,071,408,665	6,171,579,290
Additions	80,930,700	1,899,829,375
Decrease in investment from liquidation of subsidiary	(50,000,000)	-
At 31 December	8,102,339,365	8,071,408,665

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Subsidiaries which are directly held by the Company are as follows:

	Separate financial statements			
			Investment portion held by the Company (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Chao Phaya Resort Limited	Hotel operation and shopping mall	Thailand	81.2	81.2
Hua Hin Resort Limited	Sale of property	Thailand	100	100
Maerim Terrace Resort Limited ("MTR")	Hotel operation	Thailand	45.3[(1)]	45.3[(1)]
Samui Resort and Spa Limited	Hotel operation	Thailand	100	100
Rajadamri Hotel Public Company Limited	Hotel operation	Thailand	99.2	99.2
MI Squared Limited	Hotel operation	Thailand	100	100
Hua Hin Village Limited	Hotel operation	Thailand	100	100
Baan Boran Chiangrai Limited	Hotel operation	Thailand	100	100
Samui Village Limited	Under liquidation process	Thailand	100	100
Coco Palm Hotel & Resort Limited	Hotel operation	Thailand	100	100
Coco Recreation Limited	Hotel operation	Thailand	100	100
Samui Beach Club Owner Limited	Hotel operation & property developer	Thailand	100	100
The Minor Food Group Public Company Limited	Sale of food and beverage	Thailand	99.7	99.7
Royal Garden Plaza Limited	Shopping mall	Thailand	100	100
M Spa International Limited	Spa services	Thailand	100	100
Samui Beach Residence Limited	Sale of property	Thailand	100	100
Coco Residence Limited	Sale of property	Thailand	100	100

(1) Investment portion of 45.3% represents direct holding in MTR another 25.7% indirect holding is invested through a subsidiary.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

	Separate financial statements			
			Investment portion held by the Company (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Minor Hotel Group Limited ("MHG")	Hotel management	Thailand	100	27.8[2]
Minor Supply Chain Solutions Limited	Supply chain management	Thailand	100	100
Minor Global Solutions Limited	Liquidation	Thailand	-	100
Chao Phaya Resort and Residence Limited	Hospitality business school	Thailand	100	100
Minor Corporation Public Company Limited ("MINOR")	Distribution	Thailand	91.4[3]	91.4[3]
RGR International Limited	Management	British Virgin Islands	100	100
R.G.E. (HKG) Limited	Management	Hong Kong	100	100
M&H Management Limited	Management	Republic of Mauritius	100	100
Lodging Investment (Labuan) Limited	Holding investment	Malaysia	100	100
Minor International (Labuan) Limited	Hotel operation	Malaysia	100	100
AVC Club Developer Limited	Vacation club point sale	Republic of Mauritius	100	100
AVC Vacation Club Limited	Vacation club point sale	Republic of Mauritius	100	100
Phuket Beach Club Owner Limited	Management	Thailand	100	100
MHG Phuket Limited ("MHGP")	Hotel operation	Thailand	96.9[4]	96.9[4]
Minor Sky Rider Limited	Entertainment operation	Thailand	100	100
Minor Continental Holding (Mauritius)	Holding investment	Republic of Mauritius	100	100

[2] Investment portion of 27.8% represent direct holding in MHG. Another 72.2% indirect holding is invested through a subsidiary.

[3] Investment portion of 91.4% represents direct holding in MINOR. Another 8.6% indirect holding is invested through a subsidiary.

[4] Investment portion of 96.9% represents direct holding in MHGP. Another 3.1% indirect holding is invested through a subsidiary.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Significant subsidiaries not directly held by the Company included in the preparation of the consolidated financial statements are:

	Consolidated financial statements			
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
MHG Continental Holding (Singapore) Pte. Ltd.	Holding investment	Singapore	100	100
Lodging Management (Mauritius) Limited	Hotel management	Republic of Mauritius	100	100
Minor Hotel Group MEA DMCC	Hotel management	The United Arab Emirates	100	100
NH Hotel Group S.A. and its subsidiaries[1]	Hotel operation	Countries in Europe and Latin America	94.1	94.1
Minor Hotels Portugal, S.A. and its subsidiaries	Hotel operation	Portuguese Republic	100	100
Rajadamri Lodging Limited	Hotel operation and sale of property	Thailand	100	100
Swensen's (Thai) Limited	Sale of food and beverage	Thailand	100	100
Minor Cheese Limited	Manufacturing and sale of cheese	Thailand	100	100
Minor Dairy Limited	Manufacturing and sale of ice-cream	Thailand	100	100
Minor DQ Limited	Sale of food and beverage	Thailand	100	100
Burger (Thailand) Limited	Sale of food and beverage	Thailand	97	97
SLRT Limited	Sale of food and beverage	Thailand	100	100
Over Success Enterprise Pte. Ltd. and its subsidiaries	Sale of food and beverage	People's Republic of China	100	100
Minor Food Group (Singapore) Pte. Ltd. and its subsidiaries	Sale of food and beverage	Singapore	92	92
Oaks Hotels & Resorts Limited ("OAKS") and its subsidiaries	Providing services for accommodation	Australia and New Zealand	100	100
Minor DKL Food Group Pty. Ltd.	Holding investment	Australia and New Zealand	70	70
Minor Food Holding Limited	Holding investment	Thailand	100	100

[1] NH Hotel Group S.A. has disclosed its financial statements in the public.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

	Consolidated financial statements			
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Minor DKL Food Group Pty. Ltd.'s subsidiaries				
Espresso Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Investment Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club Franchising Company Pty. Ltd.	Franchise business	Australia	100	100
The Coffee Club (Technology) Pty. Ltd.	Holding investment	Australia	100	100
First Avenue Company Pty. Ltd.	Sale of food and beverage	Australia	100	100
Ribs and Rumps Holding Pty. Ltd.	Holding investment	Australia	-	100
Minor DKL Construction Pty. Ltd.	Management services	Australia	100	100
Minor DKL Management Pty. Ltd.	Management services	Australia	100	100
Minor DKL Stores Pty. Ltd.	Sale of food and beverage	Australia	100	100
Nomad Coffee Group Pty. Ltd.	Holding investment	Australia	70	70
Espresso Pty. Ltd.'s subsidiaries				
The Coffee Club (Vic) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club (Properties) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Properties (NSW) Pty. Ltd.	Property investment	Australia	100	100

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

	Consolidated financial statements			
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Ribs and Rumps Holding Pty. Ltd.'s subsidiaries				
Ribs and Rumps Operating Company Pty. Ltd.	Sale of food and beverage	Australia	-	100
Ribs and Rumps Properties Pty. Ltd.	Sale of food and beverage	Australia	-	100
Ribs and Rumps International Pty. Ltd.	Sale of food and beverage	Australia	-	100
Ribs and Rumps System Pty. Ltd.	Franchise owner	Australia	-	100
Minor DKL Stores Pty. Ltd. 's subsidiaries				
TCC Operations Pty. Ltd.	Sale of food and beverage	Australia	100	100
TGT Operations Pty. Ltd.	Sale of food and beverage	Australia	100	100
The Coffee Club Investment Pty. Ltd.'s subsidiaries				
The Coffee Club Pty. Ltd. (as trustee for The Coffee Club Unit Trust)	Franchise owner	Australia	100	100
The Coffee Club Pty. Ltd. (as trustee for The Coffee Club Unit Trust) 's subsidiaries				
The Coffee Club (International) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (International) Pty. Ltd. 's subsidiaries				
The Coffee Club (Korea) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (Mena) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (NZ) Pty. Ltd.	Franchise owner	Australia	100	100

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Consolidated financial statements	
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Nomad Coffee Group Pty. Ltd.'s subsidiaries				
Veneziano Coffee Roasters Holdings Pty. Ltd.	Holding investment	Australia	100	100
Coffee Hit Holdings Pty. Ltd.	Holding investment	Australia	100	100
Nomad Coffee management Pty. Ltd.	Management services	Australia	100	100
Inigo Montoya Limited	Holding investment	New Zealand	70	70
Inigo Montoya Limited's subsidiaries				
Flight Coffee Limited	Sale of food and beverage	New Zealand	100	100
The Hanger Limited	Sale of food and beverage	New Zealand	100	100
Good Time Gang Limited	Sale of food and beverage	New Zealand	100	100
Veneziano Coffee Roasters Holdings Pty. Ltd.'s subsidiaries				
Veneziano (SA) Pty. Ltd.	Sale of food and beverage	Australia	57.5	57.5
Veneziano Coffee Roasters Pty. Ltd.	Sale of food and beverage	Australia	100	100
Veneziano Coffee Assets Pty. Ltd.	Assets investment	Australia	100	100
Black Bag Roasters Pty. Ltd.	Sale of food and beverage	Australia	100	100
Nitro Coffee Pty. Ltd.	Holding investment	Australia	70	70
Coffee Hit Holdings Pty. Ltd. 's subsidiaries				
Coffee Hit System Pty. Ltd.	Franchise owner	Australia	100	100
Coffee Hit Properties Pty. Ltd.	Property investment	Australia	100	100
Minor Food Holding Limited's subsidiaries				
Chicken Time Co., Ltd.	Sale of food and beverage	Thailand	100	100
Spoonful (Thailand) Limited	Sale of food and beverage	Thailand	70	-

The Group has pledged a subsidiary's shares together with hotel properties at book value approximately Baht 12,514 million, to secure borrowings and guarantor's performance from a financial institution as disclosed in Note 25.

18 **Investments in subsidiaries, associates and interests in joint ventures** (Cont'd)

Significant changes in investments in subsidiaries for the year ended 31 December 2020 comprise:

- A subsidiary of the Group acquired Spoonful Pte. Ltd. and Spoonful (Thailand) Co., Ltd. Details of the acquisition are described in Note 40.
- A subsidiary of the Group acquired Roco Hospitality Group S.r.l., New York Palace Kft and AGAGA s.r.o. Details of the acquisition are described in Note 40.
- During the year 2020, the liquidation process of Minor Global Solutions Limited ("MGS") was completed. The Company disposed the investment in this subsidiary at cost of Baht 50 million and received the ordinary shares of Minor Hotel Group Limited ("MHG") which was held by MGS in return, comprising 779,305 shares representing net assets value of Baht 78 million. The investment portion has increased from 27.8% to 100%.

Summarised financial information for subsidiaries

Set out below is summarised financial information for each subsidiary that has non-controlling interests ("NCI") that are material to the Group. The amounts disclosed for each subsidiary are before intercompany eliminations.

Summarised statement of financial position

	As at 31 December 2020		
	NH Hotel Group S.A. Baht Million	Minor DKL Food Group Pty. Ltd. Baht Million	Total Baht Million
Current			
Assets	16,064	1,210	17,274
Liabilities	19,287	1,043	20,330
Total current net assets	(3,223)	167	(3,056)
Non-current			
Assets	146,156	3,285	149,441
Liabilities	111,389	2,814	114,203
Total non-current net assets	34,767	471	35,238
Net assets	31,544	638	32,182
Accumulated NCI	7,086	1,076	8,162

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of comprehensive income

	For the year ended 31 December 2020		
	NH Hotel Group S.A. Baht Million	Minor DKL Food Group Pty. Ltd. Baht Million	Total Baht Million
Revenue	18,950	2,085	21,035
Post-tax profit (loss) from continuing operations	(13,765)	82	(13,683)
Total comprehensive income (loss)	(13,765)	82	(13,683)
Total comprehensive income (loss) allocated to non-controlling interests	(967)	31	(936)

Summarised statement of cash flows

	For the year ended 31 December 2020		
	NH Hotel Group S.A. Baht Million	Minor DKL Food Group Pty. Ltd. Baht Million	Total Baht Million
Net cash generated from (used in) operating activities	(8,344)	338	(8,006)
Net cash generated from (used in) investing activities	(8,703)	(171)	(8,874)
Net cash generated from (used in) financing activities	19,119	(80)	19,039
Net increase (decrease) in cash and cash equivalents	2,072	87	2,159

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

b) Investments in associates

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
At 1 January	6,359,569,618	7,159,591,855	2,783,765,824	2,779,663,176
Additions	1,090,160,763	4,867,780	3,693,047	4,102,648
Transfer from other accounts	1,224,618,622	-	-	-
Share of profit (loss) of investments in associates	(329,425,281)	984,928,899	-	-
Dividends received	(159,900,812)	(1,432,045,636)	-	-
Impairment charge	-	(352,714,715)	-	-
Translation adjustment	228,454,242	(5,058,565)	-	-
At 31 December	8,413,477,152	6,359,569,618	2,787,458,871	2,783,765,824

Investments in associates are as follows:

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Arabian Spa (Dubai) (LLC)	Spa services	United Arab Emirates	49	49
Eutopia Private Holding Limited	Hotel operation	Republic of Maldives	50	50
Tanzania Tourism and Hospitality Investment Limited	Holding investment	British Virgin Islands	50	50
Zanzibar Tourism and Hospitality Investment Limited	Holding investment	British Virgin Islands	50	50
Sizzler China Pte. Ltd.	Franchise owner	Singapore	50	50
Select Service Partner Limited	Sale of food and beverage	Thailand	51(1)	51(1)
Harbour View Corporation Limited	Hotel operation	Vietnam	30.4	30.4
Zuma Bangkok Limited	Sale of food and beverage	Thailand	51(2)	51(2)

(1) The Group does not have control over Select Service Partner Limited although the Group holds equity interest of 51%. This investment is classified as investment in associate and applies equity method of accounting in the consolidated financial statements.

(2) Investment portion in Zuma Bangkok Limited is 51% but the Group has voting right only at 35%.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
S&P Syndicate Public Company Limited	Sale of food and beverage	Thailand	35.9	35.9
Rani Minor Holding Limited	Hotel operation	United Arab Emirates	25	25
Serendib Hotels PLC	Hotel operation	Sri Lanka	25	25
MHG Lesotho (Proprietary) Limited	Hotel operation	Lesotho	46.9	46.9
NYE and RGP Development Co., Ltd.	Sale of property	Thailand	40	40
Breadtalk Group Limited	Sale of food and beverage	Singapore	-	14.2[3]
BTG Holding Company Pte. Ltd.	Holding investment	Singapore	25.1	-
Cardamom Tented Camp Co., Ltd.	Hotel operation	The Kingdom of Cambodia	35	35
Borakay Beach, S.L.	Hotel operation	Spain	50	50
Consorcio Grupo Hotelero T2, S. A. de C. V.	Hotel operation	Mexico	10	10
Hotelera del Mar, S.A.	Hotel operation	Argentina	20	20
Inmobiliaria 3 Poniente, S.A. De C.V.	Hotel operation	Mexico	27	27
Mil Novecientos Doce, S.A. de C.V.	Hotel operation	Mexico	25	25
Sotocaribe Sl	Hotel operation	Spain	35.5	35.5

[3] Investment portion in Breadtalk Group Limited is 14.2% but the Group has significant influence over this associate.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Separate financial statements	
			Investment portion (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
S&P Syndicate Public Company Limited	Sale of food and beverage	Thailand	35.9	35.9

Significant changes in investments in associates for the year ended 31 December 2020 comprise:

- During the year of 2020, BTG Holding Company Pte. Ltd., an associate of the Group, has completed a voluntary conditional cash offer to acquire share of Breadtalk Group Limited. As a result, the Group has the investment portion in Breadtalk Group Limited through BTG Holding Company Pte. Ltd. from 14.2% to 25.1%. The change does not affect to the preparation of consolidated financial statements.

- During the year of 2020, a subsidiary of the Group has reclassified from "Non-current assets classified as held-for-sale" of Sotocaribe Sl to "Investment in associates" amounting to Baht 1,245 million. The investment portion is 35.5%.

Summarised financial information for associates

The following information is the summarised financial information of the associates that are material to the Group. They have been amended to reflect adjustments made by the Group when using equity method, including modifications for differences in accounting policies.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of financial position

	As at 31 December 2020		
	S&P Syndicate Public Company Limited Baht Million	BTG Holding Company Pte.Ltd. Baht Million	Total Baht Million
Current assets			
Cash and cash equivalents	577	2,372	2,949
Other current assets	971	2,118	3,089
Total current assets	1,548	4,490	6,038
Non-current assets	3,841	25,238	29,079
Total assets	5,389	29,728	35,117
Current liabilities			
Trade and other payables	647	2,367	3,014
Financial liabilities	89	2,119	2,208
Other current liabilities	550	6,031	6,581
Total current liabilities	1,286	10,517	11,803
Non-current liabilities			
Financial liabilities	93	5,136	5,229
Other non-current liabilities	1,615	4,863	6,478
Total non-current liabilities	1,708	9,999	11,707
Total liabilities	2,994	20,516	23,510
Net assets	2,395	9,212	11,607

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

As at 31 December 2020, the fair value of S&P Syndicate Public Company Limited shares held by the Group which is computed by using closing price announced by SET is Baht 2,256 million (2019: Baht 2,762 million).

Other companies are private companies and there are no quoted market prices available for their shares.

Summarised statement of comprehensive income

	For the year ended 31 December 2020		
	S&P Syndicate Public Company Limited Baht Million	BTG Holding Company Pte.Ltd. Baht Million	Total Baht Million
Revenue	5,199	10,411	15,610
Post-tax profit (loss) from continuing operations	182	(672)	(490)
Other comprehensive income (loss)	3	14	17
Total comprehensive income (loss)	185	(658)	(473)
Dividends received from associates	100	-	100

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates:

	For the year ended 31 December 2020		
	S&P Syndicate Public Company Limited Baht Million	BTG Holding Company Pte.Ltd. Baht Million	Total Baht Million
Summarised financial information			
Opening net assets 1 January	2,536	-	2,536
Impact from change in accounting policy	(45)	-	(45)
Issuance of ordinary shares	-	9,844	9,844
Profit (loss) for the period	182	(672)	(490)
Other component of equity	3	26	29
Foreign exchange differences	-	14	14
Dividend paid	(281)	-	(281)
Closing net assets	2,395	9,212	11,607
Interest portion as a Group	35.9%	25.1%	
Interest in associates	861	2,312	3,173
Goodwill	2,099	-	2,099
Carrying amount	2,960	2,312	5,272

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Individually immaterial associates

In addition to the interests in associates disclosed above, the Group also has interests in a number of individually immaterial associates that are accounted for using the equity method.

	2020 Baht Million
Aggregate carrying amount of individually immaterial associates	3,141
Aggregate amounts of the reporting entity's share of:	
Post-tax profit (loss) from continuing operations	(328)
Total comprehensive income (loss)	(328)

c) Interests in joint ventures

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
At 1 January	2,614,326,059	2,801,463,271	-	-
Additions	16,230,807	29,336,893	-	-
Change status to investment in subsidiaries	(56,408,782)	-	-	-
Disposal	-	(85,212,890)	-	-
Share of profit (loss) of interests in joint ventures	(134,476,369)	(157,419,666)	-	-
Adjustment of fair value	-	55,487,531	-	-
Dividends received	-	(25,000,000)	-	-
Translation adjustment	(2,496,848)	(4,329,080)	-	-
At 31 December	2,437,174,867	2,614,326,059	-	-

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

The jointly controlled entities are:

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
PH Resorts (Private) Ltd.	Hotel operation	Sri Lanka	49.9	49.9
MHG Deep Blue Financing	Management	Republic of Mauritius	50	50
O Plus E Holdings Private Limited	Holding company	The Republic of the Maldives	50	50
Pecan Deluxe (Thailand) Co. Ltd.	Manufacturing food ingredients	Thailand	49.9	49.9
Liwa Minor Food & Beverage LLC	Sale of food and beverage	The United Arab Emirates	49	49
Rani Minor Holding II Limited	Holding company	The United Arab Emirates	49	49
MSC Thai Cuisine Co., Ltd.	Food academy	Thailand	50	43.8
MHG Npark Development Company Limited	Sale of property	Thailand	50	50
MHG Signity Assets Holding (Mauritius) Limited	Holding company	Republic of Mauritius	50	50
Patara Fine Thai Cuisine Limited	Sale of food and beverage	The United Kingdom	50	50
PT Wika Realty Minor Development	Hotel operation	Republic of Indonesia	50	50
MHG GP Pte. Ltd.	Holding company	Singapore	50	50

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2020	31 December 2019
Avadina Hills Limited	Sale of property	Thailand	50	50
Layan Hill Residence Limited	Sale of property	Thailand	50	50
Layan Bang Tao Development Limited	Sale of property	Thailand	50	50
Plexus Maldives Private Limited	Hotel operation	The Republic of Maldives	50	50
H&A Park Limited	Hotel operation	Thailand	50	50
Art of Baking Co., Ltd.	Manufacturing food ingredients	Thailand	51[(1)]	51[(1)]
Ya Hua International Pte. Ltd.	Sale of food and beverage	Singapore	-	50
Barbarons Beach Hotel MHG Limited	Airport lounge	Seychelles	40	40
TCC Holding Joint Stock Company	Sale of food and beverage	Vietnam	50	50
Dining Collective Pte. Ltd.	Sale of food and beverage	Singapore	50	50
Le Kein Investment Co., Ltd.	Sale of food and beverage	Singapore	50	50
City Donut Pte. Ltd.	Sale of food and beverage	Singapore	50	-
Verita MHG Co., Ltd.	Healthcare business	Thailand	50	-

(1) Although the Group holds equity interest of 51%, the Group has the jointly control as agreed in the agreement; therefore, this investment is still classified as interests in joint venture.

18 **Investments in subsidiaries, associates and interests in joint ventures** (Cont'd)

Significant changes in interests in joint ventures for the year ended 31 December 2020 comprise:

A subsidiary of the Group additionally acquired 350,000 shares of Ya Hua International Pte. Ltd. ("Ya Hua") totalling SGD 1 or equivalent to Baht 23, representing the increase in investment portion from 50% to 100% interest. The investment in Ya Hua changed status from "Interests in joint ventures" to "Investments in subsidiaries" at the date that the Group has significant control of Ya Hua. The Group adjusted fair value of this investment at that date and recognise loss on fair value adjustment of Baht 56 million in the consolidated income statement for the year ended 31 December 2020.

Commitments and contingent liabilities in respect of joint ventures

The Group has no commitments and contingent liabilities relating to its joint ventures.

Summarised financial information for joint ventures

Set out below are the summarised financial information of joint ventures as at 31 December 2020, which in the opinion of the management, are material to the Group. They have amended the reflect adjustments made by the Group when using equity method, including modifications for difference in accounting policy.

All joint ventures are private companies and there is no quoted market price available for their shares.

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of financial position

	As at 31 December 2020		
	PH Resorts (Private) Ltd. Baht Million	PT Wika Realty Minor Development Baht Million	Total Baht Million
Current assets			
Cash and cash equivalents	107	15	122
Other current assets (excluding cash)	20	52	72
Total current assets	127	67	194
Non-current assets	920	1,089	2,009
Total assets	1,047	1,156	2,203
Current liabilities			
Trade and other payables	139	223	362
Other current liabilities	6	1	7
Total current liabilities	145	224	369
Non-current liabilities			
Financial liabilities	635	571	1,206
Other non-current liabilities	15	-	15
Total non-current liabilities	650	571	1,221
Total liabilities	795	795	1,590
Net assets	252	361	613

18 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of comprehensive income

	For the year ended 31 December 2020		
	PH Resorts (Private) Ltd. Baht Million	PT Wika Realty Minor Development Baht Million	Total Baht Million
Revenue	127	-	127
Interest expense	38	-	38
Profit (loss) from continuing operations	(76)	(1)	(77)
Income tax expense	(4)	-	(4)
Post-tax profit (loss) from continuing operations	(80)	(1)	(81)
Other comprehensive income (loss)	(12)	-	(12)
Total comprehensive income (loss)	(92)	(1)	(93)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interests in joint ventures:

	For the year ended 31 December 2020		
	PH Resorts (Private) Ltd. Baht Million	PT Wika Realty Minor Development Baht Million	Total Baht Million
Opening net assets 1 January	344	362	706
Loss for the year	(80)	(1)	(81)
Other component of equity	(12)	-	(12)
Closing net assets	252	361	613
Interests in joint venture	50%	50%	
Carrying amount	126	181	307
Goodwill	158	44	202
Carrying amount, net	284	225	509

18 **Investments in subsidiaries, associates and interests in joint ventures** (Cont'd)

Individually immaterial joint ventures

In addition to the interests in joint ventures disclosed above, the Group also has interests in a number of individually immaterial joint ventures that are accounted for using the equity method.

	2020 Baht Million
Aggregate carrying amount of individually immaterial associates	1,928
Aggregate amounts of the reporting entity's share of:	
Post-tax profit (loss) from continuing operations	(113)
Total comprehensive income (loss)	(113)

19 **Related party transactions**

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.

The Company is the ultimate parent company.

The Minor Food Group Public Company Limited ("MFG") and Minor Corporation Public Company Limited ("MINOR") are subsidiaries. Therefore, the companies under MFG and MINOR are considered as related parties of the Group.

19 Related party transactions (Cont'd)

19.1 Sales and purchase of goods and services

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
For the year ended 31 December				
Subsidiaries				
Sales of goods and services	-	-	36,248,496	66,160,359
Dividend income	-	-	27,930,764	2,329,518,091
Interest income	-	-	3,981,779,775	3,993,092,315
Other income	-	-	19,787,195	1,440,000
Purchases	-	-	(304,262)	(1,048,136)
Services expenses	-	-	(45,137,841)	(87,062,704)
Interest expenses	-	-	(67,978,357)	(58,484,419)
Associates				
Sales of goods and services	89,512,474	440,723,473	-	-
Dividend income	-	-	100,398,284	126,486,374
Interest income	51,850,903	58,390,788	-	-
Other income	993,942	2,268,275	-	-
Purchases	(48,687,884)	(87,912,340)	-	-
Joint ventures				
Sales of goods and services	89,031,015	119,851,277	7,361,175	23,651,028
Interest income	115,947,491	107,635,988	44,945,375	39,138,834
Other income	11,889,199	1,437,246	8,502,291	-
Purchases	(67,233,959)	(89,052,459)	-	-
Service expenses	(598,380)	-	-	-
Related parties				
Sales of goods and services	3,874,306	3,708,834	-	-
Other income	-	234,262	-	-
Purchases	(72,417,736)	(78,835,888)	-	-
Services expenses	(7,882,694)	(25,196,356)	-	-
Other expenses	(27,312,701)	(37,157,720)	(9,227,150)	(21,751,917)

19 Related party transactions (Cont'd)

Management remuneration

Management benefit expenses of the Group and the Company for the year ended 31 December 2020 amounted to Baht 280 million and Baht 121 million, respectively (2019: Baht 349 million and Baht 143 million, respectively). Management remuneration comprised short-term benefits such as salaries, bonus and other allowances.

19.2 Outstanding balance arising from sales/purchases of goods/service

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 31 December				
a) Receivables from:				
Subsidiaries	-	-	4,902,057,759	1,506,826,226
Associates	401,283,453	464,794,814	-	3,972,574
Joint ventures	512,484,276	521,594,226	88,609,918	62,534,456
Related parties	601,624	2,473,744	32,027	965,762
Total receivables from related parties, net (Note 12)	914,369,353	988,862,784	4,990,699,704	1,574,299,018
b) Payables to:				
Subsidiaries	-	-	42,887,273	21,580,860
Associates	7,496,339	16,630,692	3,162	3,162
Joint ventures	31,358,167	15,676,408	32	161,465
Related parties	5,020,569	32,475,418	-	13,454,855
Total payables to related parties (Note 26)	43,875,075	64,782,518	42,890,467	35,200,342

19 Related party transactions (Cont'd)

19.3 Long-term loans to related parties

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 31 December				
Long-term loans to related parties:				
Subsidiaries	-	-	126,224,653,759	113,003,327,166
Associates	1,164,433,964	1,268,639,086	-	-
Joint ventures	4,036,799,821	4,409,200,867	787,742,093	864,897,748
Total long-term loans to related parties	5,201,233,785	5,677,839,953	127,012,395,852	113,868,224,914

The movement in loans to related parties can be analysed as below:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Subsidiaries				
At 1 January	-	-	113,003,327,166	140,904,047,306
Additions	-	-	11,617,915,415	6,984,168,337
Settlements	-	-	(4,398,544,854)	(26,997,452,615)
Unrealised gain (loss) on exchange rate	-	-	6,001,956,032	(7,887,435,862)
At 31 December	-	-	126,224,653,759	113,003,327,166
Associates				
At 1 January	1,268,639,086	1,172,642,707	-	-
Impact from changes in accounting policy (Note 5)	(100,800,000)	-	-	-
Beginning balance after adjustment	1,167,839,086	1,172,642,707	-	-
Additions	-	193,116,951	-	-
Settlements	-	(7,959,737)	-	-
Translation adjustment	(3,405,122)	(89,160,835)	-	-
At 31 December	1,164,433,964	1,268,639,086	-	-

19 **Related party transactions** (Cont'd)

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Joint ventures				
At 1 January	4,409,200,867	4,587,185,099	864,897,748	617,080,948
Impact from changes in accounting policy (Note 5)	(183,346,000)	-	-	-
Beginning balance after adjustment	4,225,854,867	4,587,185,099	864,897,748	617,080,948
Additions	160,732,252	291,906,571	110,811,945	257,000,000
Settlements	(342,374,443)	(216,614,539)	(187,500,000)	-
Unrealised gain (loss) on exchange rate	(467,600)	(9,183,200)	(467,600)	(9,183,200)
Translation adjustment	(6,945,255)	(244,093,064)	-	-
At 31 December	4,036,799,821	4,409,200,867	787,742,093	864,897,748

Long-term loans to related parties are unsecured and denominated in Thai Baht and foreign currency. The loans carry interest rate at the market interest with reference to the interest rate quoted by commercial banks. The loans are due for repayment at call but the Group will not call the loans for settlement within the next 12 months. Loans to associates and joint ventures are granted pursuant to the shareholders' agreements based on the percentage of shares holding.

Treasury Center

The Company, as a Treasury Center in accordance with the Notification of the Ministry of Finance, provides an array of financial management services to the Group, including the provision of loan facilities to promote the Group liquidity, and acting as a financial facilitator on behalf of the Group in Thailand and overseas.

In 2020, the provision of loan facilities of the Treasury Center to the oversea entities in the Group is Baht 49 million or equivalent to USD 1.5 million. In addition, the permission from the Bank of Thailand for the Company to be able to lend to its subsidiaries with the loan facility agreement in Thai Baht has ended on 15 March 2020. Conclusively, the accumulated loan facilities balance is Baht 1,696 million or equivalent to USD 51 million, which will be repaid in align with condition in loan facility agreements. The Bank of Thailand, however, still permits the Company to be able to lend to its subsidiaries with the loan facility agreement made in foreign currencies.

The Company has no use of any financial derivative or financial instruments on such loans.

19 Related party transactions (Cont'd)

19.4 Borrowings from related parties

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
As at 31 December				
Short-term borrowings from related parties				
Subsidiaries	-	-	5,379,401,907	4,338,917,425
Total short-term borrowings from related parties (Note 25)	-	-	5,379,401,907	4,338,917,425

The movement in borrowings from related parties can be analysed as below:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Subsidiaries				
At 1 January	-	-	4,338,917,425	2,089,180,139
Additions	-	-	1,761,657,717	2,427,394,263
Settlements	-	-	(696,231,297)	(150,958,693)
Unrealised (gain) loss on exchange rate	-	-	(24,941,938)	(26,698,284)
At 31 December	-	-	5,379,401,907	4,338,917,425

Short-term borrowings from subsidiaries are unsecured and denominated in Thai Baht. They are due at call and carry interest rate at the market interest with reference to the interest rate quoted by commercial banks.

20 Investment properties

	Consolidated financial statements		
	Land and land improvement Baht	Building and building improvement Baht	Total Baht
At 1 January 2019			
Cost	24,360,515	2,470,589,789	2,494,950,304
Less Accumulated depreciation	(1,261,576)	(1,307,443,814)	(1,308,705,390)
Net book amount	23,098,939	1,163,145,975	1,186,244,914
Fair value			1,372,195,000
For the year ended 31 December 2019			
Opening net book amount	23,098,939	1,163,145,975	1,186,244,914
Additions	43,617,316	208,106,857	251,724,173
Write-offs, net	-	(337,326)	(337,326)
Disposals, net	-	(90,845)	(90,845)
Depreciation charge	(9,712)	(69,574,313)	(69,584,025)
Impairment charge	-	(109,288,764)	(109,288,764)
Translation adjustment	(1,284,786)	(5,054,188)	(6,338,974)
Closing net book amount	65,421,757	1,186,907,396	1,252,329,153
As at 31 December 2019			
Cost	66,693,045	2,671,118,758	2,737,811,803
Less Accumulated depreciation	(1,271,288)	(1,374,922,598)	(1,376,193,886)
Provision for impairment	-	(109,288,764)	(109,288,764)
Net book amount	65,421,757	1,186,907,396	1,252,329,153
Fair value			1,347,339,320

20 **Investment properties** (Cont'd)

	Consolidated financial statements		
	Land and land improvement Baht	Building and building improvement Baht	Total Baht
For the year ended 31 December 2020			
Opening net book amount	65,421,757	1,186,907,396	1,252,329,153
Additions	176,000	20,485,194	20,661,194
Write-offs, net	-	(613,703)	(613,703)
Reclassification	44,337,508	(44,337,508)	-
Transferred from other accounts	-	80,097,827	80,097,827
Depreciation charge	(11,796)	(78,280,005)	(78,291,801)
Impairment reversal	-	3,171,370	3,171,370
Translation adjustment	3,947,353	5,242,347	9,189,700
Closing net book amount	113,870,822	1,172,672,918	1,286,543,740
As at 31 December 2020			
Cost	182,102,618	2,670,765,976	2,852,868,594
Less Accumulated depreciation	(68,231,796)	(1,381,784,892)	(1,450,016,688)
Provision for impairment	-	(116,308,166)	(116,308,166)
Net book amount	113,870,822	1,172,672,918	1,286,543,740
Fair value			1,424,022,538

The fair values are measured by independent professionally qualified valuers who hold a recognised relevant professional qualification and has recent experience in the locations and categories of the investment properties valued.

The Group applies the Income Approach and the Market Approach in calculating fair values of investment properties. The fair value is within Level 3 of the fair value hierarchy.

20 **Investment properties** (Cont'd)

Fair value measurements using significant unobservable inputs (Level 3)

The Group disclosed the balance of investment property which is reclassified as Level 3. The Group engaged external valuer for revaluation periodically according to the Group's policy.

For the year ended 31 December 2020, the Group does not taking into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties.

There were no other changes in valuation techniques during the year.

Group's valuation processes

Finance and accounting department engages an independent valuer to perform the valuations of assets required for financial reporting purposes, including Level 3 fair values. This team reports directly to Chief Financial Officer. Discussions of valuation processes and results are held between the finance department and the CFO at least once every year, in line with the Group's annually reporting dates.

The main Level 3 input used by the Group pertains to the discount rate for investment property is estimated based on discounted cash flow projections which reflects rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the property. The discount rate is estimated based on a yield rate, considering capital structure and cost of fund of the Company that are, in the opinion of the management, considered appropriate, including the appropriate risk premium and reflects current market assessments of the time value of money and risk adjusted which mainly are at the rates of 12% per annum.

Amount recognised in the income statement which relates to investment property is as follows:

	2020 Baht	2019 Baht
Rental income	136,069,979	304,978,543
Direct operating expense arised from investment property that generated rental income	78,291,801	69,584,025

21 Property, plant and equipment

	Consolidated financial statements (Baht)					
	Land and land improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
At 1 January 2019 (restated)						
Cost	51,600,777,239	116,009,193,036	37,951,009,338	458,947,569	6,048,711,213	212,068,638,395
Less Accumulated depreciation	(370,780,681)	(51,203,983,372)	(26,553,247,034)	(336,338,549)	-	(78,464,349,636)
Provision for impairment	-	(452,968,950)	(104,169,641)	-	-	(557,138,591)
Net book amount	51,229,996,558	64,352,240,714	11,293,592,663	122,609,020	6,048,711,213	133,047,150,168
For the year ended 31 December 2019						
Opening net book amount (as previously reported)	51,229,996,558	64,352,240,714	11,371,341,711	122,609,020	6,048,711,213	133,124,899,216
Retrospective adjustment of fair value	-	-	(77,749,048)	-	-	(77,749,048)
Opening net book amount (as restated)	51,229,996,558	64,352,240,714	11,293,592,663	122,609,020	6,048,711,213	133,047,150,168
Additions	39,825,698	5,384,175,091	2,961,600,023	45,867,765	5,827,188,644	14,258,657,221
Acquisition from investment in subsidiaries, net	-	315,770,752	87,244,746	2,320,700	8,033,441	413,369,639
Disposals of assets under sale and leaseback	(1,511,649,075)	(3,719,415,667)	(348,626,817)	-	-	(5,579,691,559)
Disposals, net	(1,763,280)	(940,752,561)	(163,459,407)	(1,216,135)	(3,128,818)	(1,110,320,201)
Write-offs, net	-	(281,425,893)	(123,349,239)	(927,217)	(1,109,057)	(406,811,406)
Reclassification	787,735,348	3,520,600,005	1,304,872,853	11,696,381	(5,624,904,587)	-
Transfer from (to) other accounts	(879,773)	99,609,878	(102,306,175)	-	(37,083,447)	(40,659,517)
Depreciation charge	(18,437,564)	(4,568,313,712)	(2,702,862,166)	(41,799,485)	-	(7,331,412,927)
Impairment reversal (charge)	(160,655,260)	75,871,766	(139,552,536)	-	-	(224,336,030)
Translation adjustment	(4,360,260,989)	(4,594,984,175)	(593,520,255)	(2,264,133)	(345,854,927)	(9,896,884,479)
Closing net book amount	46,003,911,663	59,643,376,198	11,473,633,690	136,286,896	5,871,852,462	123,129,060,909
At 31 December 2019						
Cost	46,538,088,441	108,330,846,707	36,469,890,499	482,166,906	5,871,852,462	197,692,845,015
Less Accumulated depreciation	(378,253,756)	(48,342,364,612)	(24,764,510,635)	(345,880,010)	-	(73,831,009,013)
Provision for impairment	(155,923,022)	(345,105,897)	(231,746,174)	-	-	(732,775,093)
Net book amount	46,003,911,663	59,643,376,198	11,473,633,690	136,286,896	5,871,852,462	123,129,060,909

21 Property, plant and equipment (Cont'd)

	Consolidated financial statements (Baht)					
	Land and land improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
For the year ended 31 December 2020						
Opening net book amount (as previously reported)	46,003,911,663	59,643,376,198	11,473,633,690	136,286,896	5,871,852,462	123,129,060,909
Impact from changes in accounting policy (Note 5)	-	(149,567,537)	-	-	105,445,418	(44,122,119)
Opening net book amount after adjustment	46,003,911,663	59,493,808,661	11,473,633,690	136,286,896	5,977,297,880	123,084,938,790
Additions	522,374	2,082,798,524	1,535,181,695	5,819,773	2,585,600,064	6,209,922,430
Acquisition from investment in subsidiaries, net (Note 40)	-	8,495,882	47,126,208	3,359,003	15,115,889	74,096,982
Disposals, net	(308,212,595)	(168,223,691)	(88,951,235)	(164,160)	(2,346,172)	(567,897,853)
Write-offs, net	(87,073,790)	(435,196,423)	(26,837,228)	(519,809)	(70,203,327)	(619,830,577)
Reclassification	546,903,868	766,052,054	826,705,192	35,329,494	(2,174,990,608)	-
Transfer from (to) other accounts	(1,823,345,784)	(1,841,517,862)	(487,526,815)	127,705	(536,424,421)	(4,688,687,177)
Depreciation charge	(14,481,948)	(4,641,629,007)	(2,879,955,266)	(47,704,658)	-	(7,583,770,879)
Impairment reversal (charge)	-	(31,303,241)	165,732,380	-	-	134,429,139
Translation adjustment	968,850,596	4,131,498,950	1,058,289,364	(2,265,931)	518,650,963	6,675,023,942
Closing net book amount	45,287,074,384	59,364,783,847	11,623,397,985	130,268,313	6,312,700,268	122,718,224,797
At 31 December 2020						
Cost	45,797,842,707	112,613,620,208	38,574,022,165	501,118,368	6,312,855,739	203,799,459,187
Less Accumulated depreciation	(340,306,058)	(53,106,962,893)	(26,583,823,725)	(370,850,055)	-	(80,401,942,731)
Provision for impairment	(170,462,265)	(141,873,468)	(366,800,455)	-	(155,471)	(679,291,659)
Net book amount	45,287,074,384	59,364,783,847	11,623,397,985	130,268,313	6,312,700,268	122,718,224,797

Depreciation expense has been charged in cost of sales and services of Baht 5,696 million (2019: Baht 5,733 million), in selling expenses of Baht 1,299 million (2019: Baht 1,343 million) and in administrative expenses of Baht 589 million (2019: Baht 255 million).

21 Property, plant and equipment (Cont'd)

	Separate financial statements (Baht)					
	Land and land Improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
At 1 January 2019						
Cost	10,034,983	757,509,178	667,593,139	19,747,739	5,631,669	1,460,516,708
Less Accumulated depreciation	(486,177)	(705,137,110)	(544,957,302)	(13,146,773)	-	(1,263,727,362)
Net book amount	9,548,806	52,372,068	122,635,837	6,600,966	5,631,669	196,789,346
For the year ended 31 December 2019						
Opening net book amount	9,548,806	52,372,068	122,635,837	6,600,966	5,631,669	196,789,346
Additions	99,899	5,458,646	10,660,949	-	-	16,219,494
Write-offs, net	-	(10,040)	(135,136)	-	-	(145,176)
Disposals, net	-	(4,463,390)	(11,437,875)	-	(352,999)	(16,254,264)
Reclassification	-	285,000	1,796,020	-	(2,081,020)	-
Depreciation charge	(13,701)	(8,918,312)	(19,491,942)	(3,044,012)	-	(31,467,967)
Impairment charge	-	-	(264,709)	-	-	(264,709)
Closing net book amount	9,635,004	44,723,972	103,763,144	3,556,954	3,197,650	164,876,724
At 31 December 2019						
Cost	10,134,883	695,067,750	523,505,064	19,747,739	3,197,650	1,251,653,086
Less Accumulated depreciation	(499,879)	(650,343,778)	(419,477,211)	(16,190,785)	-	(1,086,511,653)
Provision for impairment	-	-	(264,709)	-	-	(264,709)
Net book amount	9,635,004	44,723,972	103,763,144	3,556,954	3,197,650	164,876,724

21 Property, plant and equipment (Cont'd)

	Separate financial statements (Baht)					
	Land and land Improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
For the year ended 31 December 2020						
Opening net book amount	9,635,004	44,723,972	103,763,144	3,556,954	3,197,650	164,876,724
Additions	-	9,226,814	11,656,427	-	-	20,883,241
Write-offs, net	-	(56,099)	(5)	-	-	(56,104)
Disposals, net	-	(68)	(21,299)	-	-	(21,367)
Depreciation charge	(24,762)	(10,190,838)	(21,099,634)	(3,044,012)	-	(34,359,246)
Closing net book amount	9,610,242	43,703,781	94,298,633	512,942	3,197,650	151,323,248
At 31 December 2020						
Cost	10,134,883	667,931,845	523,226,449	19,747,739	3,197,650	1,224,238,566
Less Accumulated depreciation	(524,641)	(624,228,064)	(428,663,107)	(19,234,797)	-	(1,072,650,609)
Provision for impairment	-	-	(264,709)	-	-	(264,709)
Net book amount	9,610,242	43,703,781	94,298,633	512,942	3,197,650	151,323,248

21 **Property, plant and equipment** (Cont'd)

Borrowing cost amounting to Baht 507 million from loan for construction of building was recorded as part of cost of the asset and included in addition of assets. The Group applied capitalised interest rate of 3% per annum in calculation of borrowing cost to be included in cost of the assets.

Subsidiaries of the Group have mortgaged land and building amounting to Baht 15,520 million (31 December 2019: Baht 8,747 million) to secure loans with banks (Note 25).

Capital commitments

	Consolidated financial statements	
	Baht Million	EUR Million
Commitments in respect of building renovation and construction contracts and purchases of assets as at 31 December 2020	312	17
Commitments in respect of building renovation and construction contracts and purchases of assets as at 31 December 2019	634	38

22 Intangible assets

	Consolidated financial statements (Baht)								
	Asset management rights	Intellectual property rights	Franchise development expenses	Initial franchise fees	Goodwill	Brand	Computer software	Computer software under installation	Total
At 1 January 2019 (restated)									
Cost	9,721,927,070	586,361,615	166,931,768	240,903,297	8,522,475,650	46,313,478,908	4,663,905,482	321,101,513	70,537,085,303
Less Accumulated amortisation	(3,264,714,120)	(114,297,058)	(164,128,158)	(158,260,676)	(396,493,478)	-	(2,771,093,180)	-	(6,868,986,670)
Provision for impairment	(2,969,343)	(3,224,124)	-	(2,646,334)	-	(35,439,131)	(396,139,683)	-	(440,418,615)
Net book amount	6,454,243,607	468,840,433	2,803,610	79,996,287	8,125,982,172	46,278,039,777	1,496,672,619	321,101,513	63,227,680,018
For the year ended 31 December 2019									
Opening net book amount (as previously reported)	6,702,741,526	468,840,433	2,803,610	79,996,287	7,383,394,841	45,865,745,546	1,496,672,619	321,101,513	62,321,296,375
Retrospective adjustment of fair value	(248,497,919)	-	-	-	742,587,331	412,294,231	-	-	906,383,643
Opening net book amount (as restated)	6,454,243,607	468,840,433	2,803,610	79,996,287	8,125,982,172	46,278,039,777	1,496,672,619	321,101,513	63,227,680,018
Additions	47,414,844	5,060,899	4,688,654	10,119,901	-	-	575,808,544	147,556,614	790,649,456
Acquisition from investment in subsidiaries	412,540,958	-	-	6,926,120	1,840,479,311	-	6,069,454	-	2,266,015,843
Adjust fair value as at acquisition date	-	-	-	-	(58,149,129)	13,931,760	-	-	(44,217,369)
Disposals, net	(39,709,157)	(2,073,545)	-	-	-	-	(4,982,475)	(204,125)	(46,969,302)
Write-offs, net	-	-	(276,829)	(4,945,596)	-	-	(3,465,041)	(40,624)	(8,728,090)
Reclassification	(394,726,492)	-	-	-	-	-	553,933,504	(159,207,012)	-
Transfer from (to) other accounts	41,304,371	-	-	-	-	-	5,288,616	(6,150,791)	40,442,196
Amortisation charge	(575,900,253)	(1,865,155)	(286,135)	(11,669,649)	-	-	(731,596,792)	-	(1,321,317,984)
Impairment reversal (charge)	-	2,137,397	-	818,279	-	(142,502,223)	810,505	-	(138,736,042)
Translation adjustment	(855,894,623)	(40,472,462)	1,204,710	1,432,196	(350,363,577)	(3,825,805,574)	13,973,742	(2,077,448)	(5,058,003,036)
Closing net book amount	5,089,273,255	431,627,567	8,134,010	82,677,538	9,557,948,777	42,323,663,740	1,912,512,676	300,978,127	59,706,815,690
At 31 December 2019									
Cost	7,986,780,665	540,432,920	171,343,593	253,003,721	9,954,442,255	42,468,608,101	5,088,875,673	300,978,127	66,764,465,055
Less Accumulated amortisation	(2,894,771,014)	(107,793,707)	(163,209,583)	(168,498,128)	(396,493,478)	-	(3,175,760,311)	-	(6,906,526,221)
Provision for impairment	(2,736,396)	(1,011,646)	-	(1,828,055)	-	(144,944,361)	(602,686)	-	(151,123,144)
Net book amount	5,089,273,255	431,627,567	8,134,010	82,677,538	9,557,948,777	42,323,663,740	1,912,512,676	300,978,127	59,706,815,690

22 Intangible assets (Cont'd)

	Consolidated financial statements (Baht)								
	Asset management rights	Intellectual property right	Franchise development expenses	Initial franchise fees	Goodwill	Brand	Computer software	Computer software under installation	Total
For the year ended 31 December 2020									
Opening net book amount (as previously reported)	5,089,273,255	431,627,567	8,134,010	82,677,538	9,557,948,777	42,323,663,740	1,912,512,676	300,978,127	59,706,815,690
Impact from changes in accounting policy (Note 5)	(1,002,186,101)	-	-	-	-	-	-	-	(1,002,186,101)
Opening net book amount after adjustment	4,087,087,154	431,627,567	8,134,010	82,677,538	9,557,948,777	42,323,663,740	1,912,512,676	300,978,127	58,704,629,589
Additions	91,841,826	68,527,175	1,340,352	9,217,250	-	-	477,803,775	72,590,388	721,320,766
Acquisition from investment in subsidiaries (Note 40)	1,890,919,220	-	-	-	3,002,593,754	-	590,001	-	4,894,102,975
Adjust fair value as at acquisition date (Note 40)	-	-	-	-	(293,361,390)	-	-	-	(293,361,390)
Disposals, net	(27,920,235)	-	-	-	-	-	(2,324,868)	(395,050)	(30,640,153)
Write-offs, net	(1,081,913)	(903,916)	-	(6,939,964)	-	-	(4,463,030)	(26,993,771)	(40,382,594)
Reclassification	-	-	-	-	-	-	118,274,933	(118,274,933)	-
Transfer from (to) other accounts	41,455,599	-	-	-	-	-	32,469,372	(478,470)	73,446,501
Amortisation charge	(393,868,542)	(20,787,924)	(320,054)	(15,494,402)	-	-	(744,797,345)	-	(1,175,268,267)
Impairment reversal (charge)	-	903,920	-	1,828,055	-	-	(809,842)	-	1,922,133
Translation adjustment	481,362,553	29,326,745	(3,500,702)	4,967,029	311,647,815	3,475,844,486	77,210,487	268,265	4,377,126,678
Closing net book amount	6,169,795,662	508,693,567	5,653,606	76,255,506	12,578,828,956	45,799,508,226	1,866,466,159	227,694,556	67,232,896,238
At 31 December 2020									
Cost	7,955,112,379	614,723,552	8,655,659	264,666,537	12,945,195,364	45,946,651,636	5,816,629,528	227,694,556	73,779,329,211
Less Accumulated amortisation	(1,782,337,273)	(106,029,985)	(3,002,053)	(188,411,031)	(366,366,408)	-	(3,948,750,841)	-	(6,394,897,591)
Provision for impairment	(2,979,444)	-	-	-	-	(147,143,410)	(1,412,528)	-	(151,535,382)
Net book amount	6,169,795,662	508,693,567	5,653,606	76,255,506	12,578,828,956	45,799,508,226	1,866,466,159	227,694,556	67,232,896,238

Amortisation has been charged in the cost of sales and services of Baht 889 million (2019: Baht 854 million), in selling expenses of Baht 53 million (2019: Baht 49 million) and in administrative expenses of Baht 233 million (2019: Baht 418 million).

22 Intangible assets (Cont'd)

	Separate financial statements (Baht)		
	Computer software	Computer software under installation	Total
At 1 January 2019			
Cost	44,478,716	19,642,645	64,121,361
Less Accumulated amortisation	(41,341,000)	-	(41,341,000)
Net book amount	3,137,716	19,642,645	22,780,361
For the year ended 31 December 2019			
Opening net book amount	3,137,716	19,642,645	22,780,361
Additions	3,748,622	2,346,020	6,094,642
Reclassification	21,988,665	(21,988,665)	-
Amortisation charge	(2,723,428)	-	(2,723,428)
Closing net book amount	26,151,575	-	26,151,575
At 31 December 2019			
Cost	72,120,745	-	72,120,745
Less Accumulated amortisation	(45,969,170)	-	(45,969,170)
Net book amount	26,151,575	-	26,151,575
For the year ended 31 December 2020			
Opening net book amount	26,151,575	-	26,151,575
Additions	1,933,326	-	1,933,326
Amortisation charge	(4,770,792)	-	(4,770,792)
Closing net book amount	23,314,109	-	23,314,109
At 31 December 2020			
Cost	72,645,539	-	72,645,539
Less Accumulated amortisation	(49,331,430)	-	(49,331,430)
Net book amount	23,314,109	-	23,314,109

A subsidiary of the Group has mortgaged asset management rights amounting to AUD 152 million or equivalent to Baht 3,493 million (2019: AUD 162 million or equivalent to Baht 3,417 million) to secure loans with banks (Note 25).

22 **Intangible assets** (Cont'd)

Goodwill and brand

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

Goodwill and brand are allocated to the Group's CGUs identified according to business segment.

A segment-level summary of the goodwill and brand allocation are presented below:

	Consolidated financial statements (Baht million)							
	31 December 2020				31 December 2019			
	Hotel & Spa	Restaurant	Retail	Total	Hotel & Spa	Restaurant	Retail	Total
Goodwill	3,697	8,826	56	12,579	3,043	6,514	-	9,557
Brand	39,242	6,558	-	45,800	36,148	6,176	-	42,324

For the year ended 31 December 2020, the Group applied COVID-19 accounting relief on impairment as announced by the TFAC, as disclosed in Note 6.27.

The key assumptions used for value-in-use calculations are as follows:

	Hotel and Spa	Restaurant
Gross margin[1]	29% - 68%	39% - 67%
Growth rate[2]	1% - 20%	2% - 19%
Discount rate[3]	5% - 12%	5% - 12%

[1] Budgeted gross margin

[2] Weighted average growth rate used to extrapolate cash flows beyond the budget period

[3] Pre-tax discount rate applied to the cash flow projections

22 **Intangible assets** (Cont'd)

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The key assumption that will affect the value in use is discount rate. The management has considered the sensitivity of the change in the discount rate to some CGUs under the hotel, spa and restaurant business which have value in use higher than the carrying value of approximately Baht 2,492 million. In this case, if the pre-tax discount had been 1% per annum higher than management's estimate, the Group would have recognised impairment loss of approximately Baht 480 million. However, other cash generating units still have their value in use higher than the carrying value.

23 **Right-of-use assets**

As at 31 December 2020, right-of-use assets balance are as follows:

	Consolidated financial statements Baht	Separate financial statements Baht
Land and properties	88,938,087,182	377,243,309
Machinery and equipment	108,904,361	459,744
Vehicles	29,427,806	5,659,052
Total	89,076,419,349	383,362,105

23 **Right-of-use assets** (Cont'd)

For the year ended 31 December 2020, amounts charged to profit or loss and cash flows relating to leases are as follows:

	Consolidated financial statements Baht	Separate financial statements Baht
Amortisation charge of right-of-use assets:		
Land and properties	9,362,065,222	48,785,053
Machinery and equipment	18,146,821	253,987
Vehicles	23,661,134	1,895,803
Total	9,403,873,177	50,934,843
Addition to the right-of-use assets during the year	9,192,704,043	73,951,739
Total cash outflow for leases	11,107,191,747	109,701,646
Expense relating to short-term leases	132,386,092	-
Expense relating to leases of low-value assets	8,126,644	-
Expense relating to variable lease payments	365,340,464	-

24 **Other non-current assets**

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Loans to other companies	977,889,691	1,240,863,823	-	-
Deposits	1,886,181,281	1,788,990,285	11,988,551	10,868,546
Deferred charges	100,459,738	108,256,422	218,276	538,641
Financial assets measured at FVPL	73,274,322	-	-	-
Financial assets measured at FVOCI	109,544,392	-	21,314,790	-
Others	218,987,499	2,749,319,964	2,637,008	2,156,077,944
Total other non-current assets	3,366,336,923	5,887,430,494	36,158,625	2,167,485,131

25 Borrowings

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Current				
Bank overdrafts	21,969,747	-	-	-
Short-term borrowings				
from financial institutions	118,470,532	300,000,000	-	300,000,000
Sub-total	140,440,279	300,000,000	-	300,000,000
Borrowings from related parties (Note 19)	-	-	5,379,401,907	4,338,917,425
Current portion of long-term				
borrowings from financial institutions	1,705,669,746	5,659,718,000	-	2,935,438,202
Current portion of debenture	4,596,224,129	4,000,000,000	4,596,224,129	4,000,000,000
Total current borrowings	6,442,334,154	9,959,718,000	9,975,626,036	11,574,355,627
Non-current				
Long-term borrowings				
from financial institutions	70,097,857,804	39,010,772,801	25,351,716,289	16,268,952,920
Debentures	59,798,677,975	63,375,519,560	46,665,828,580	51,064,612,531
Total non-current borrowings	129,896,535,779	102,386,292,361	72,017,544,869	67,333,565,451
Total borrowings	136,338,869,933	112,346,010,361	81,993,170,905	78,907,921,078

25 **Borrowings** (Cont'd)

The movement in long-term borrowings from financial institutions can be analysed as follows:

	Consolidated financial statements Baht	Separate financial statements Baht
For the year ended 31 December 2020		
Opening amount	44,670,490,801	19,204,391,122
Additions	30,457,389,799	8,056,865,615
Repayments	(6,762,319,419)	(2,962,917,133)
Transfer to other account	(326,301,637)	-
Amortisation of financial fees	229,728,047	53,600,856
Unrealised (gain) loss on exchange rate	994,367,533	999,775,829
Translation adjustment	2,540,172,426	-
Closing amount	71,803,527,550	25,351,716,289

25 **Borrowings** (Cont'd)

Borrowings from financial institutions

As at 31 December 2020, significant long-term borrowings from financial institutions by the Group and the Company comprise:

		Consolidated financial statements	Separate financial statements		
		31 December 2020	31 December 2020		
Due date	Currency	Million	Million	Condition	Interest rate
During 2023 - 2025	THB	4,000.0	4,000.0	Secured, use a subsidiary's properties and shares as collateral (Note 18 and Note 21)	Variable, BIBOR plus a margin
In 2022	USD	30.0	30.0	Unsecured	Variable, LIBOR plus a margin
In 2023	USD	238.0	238.0	Unsecured	Variable, LIBOR plus a margin
In 2023	EUR	168.9	168.9	Unsecured	Variable, EURIBOR plus a margin
In 2026	EUR	196.5	196.5	Unsecured	Variable, EURIBOR plus a margin
During 2018 - 2022	AUD	32.4	-	Secured	Variable, BBSY plus a margin
In 2021	USD	19.5	-	Secured	Variable, LIBOR plus a margin
During 2021 - 2022	LKR	50.0	-	Secured	Fixed
In 2022	AUD	171.8	-	Secured, use a subsidiary's assets as collateral (Note 21 and Note 22)	Variable, BBSY plus a margin
In 2023	AUD	18.7	-	Secured, use a subsidiary's properties as collateral (Note 21)	Variable, BBSY plus a margin
During 2018 - 2039	EUR	10.9	-	Secured	Variable, EURIBOR plus a margin
During 2019 - 2025	USD	4.4	-	Secured	Variable, cost of fund plus margin
During 2021 - 2026	MYR	132.8	-	Secured	Variable, KLIBOR plus a margin
During 2020 - 2023	MYR	50.9	-	Secured	Variable, KLIBOR plus a margin
During 2020 - 2036	EUR	263.8	-	Secured, use a subsidiary's properties as collateral (Note 21)	Variable and fixed
During 2020 - 2037	EUR	381.1	-	Unsecured	Variable
In 2024	EUR	345.3	-	Secured	Variable, EURIBOR plus a margin
During 2022 - 2031	THB	1,007.8	-	Secured, use a subsidiary's properties as collateral (Note 21)	Variable, MLR plus margin
During 2021 - 2025	GBP	4.0	-	Secured	Variable, LIBOR plus a margin
During 2020 - 2021	AUD	9.6	-	Secured	Variable, BBSY plus a margin
In 2023	SGD	42.2	-	Secured	Variable, SOR plus a margin

The carrying amounts of long-term borrowings from financial institutions as of 31 December 2020 approximate to their fair values.

25 **Borrowings** (Cont'd)

Debentures

Debentures comprise:

Issued date	Due date	Period (Years)	Consolidated financial statements 31 December 2020 Baht Million	Consolidated financial statements 31 December 2019 Baht Million	Separate financial statements 31 December 2020 Baht Million	Separate financial statements 31 December 2019 Baht Million	Interest rate	Condition
Oct 2011	Oct 2021	10	300	300	300	300	Fixed	Unsecured, senior and without a debenture holders' representative
Aug 2012	Aug 2022	10	2,700	2,700	2,700	2,700	Fixed	Unsecured, senior and without a debenture holders' representative
May 2015	May 2025	10	4,000	4,000	4,000	4,000	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2016	Mar 2021	5	2,800	2,800	2,800	2,800	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2016	Mar 2031	15	1,200	1,200	1,200	1,200	Fixed	Unsecured, senior and without a debenture holders' representative
Apr 2017	Oct 2023	6	13,590	12,311	-	-	Fixed	Secured, senior and with a debenture holders' representative
Jul 2017	Jul 2027	10	1,502	1,508	1,502	1,508	Fixed	Unsecured, senior and without a debenture holders' representative
Sep 2017	Sep 2024	7	1,000	1,000	1,000	1,000	Fixed	Unsecured, senior and without a debenture holders' representative
Sep 2017	Sep 2032	15	1,000	1,000	1,000	1,000	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2018	Mar 2028	10	1,000	1,000	1,000	1,000	Fixed	Unsecured, senior and without a debenture holders' representative
Oct 2018	Oct 2033	15	2,950	2,698	2,950	2,698	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2021	2	1,500	1,500	1,500	1,500	Fixed	Unsecured, senior and with a debenture holders' representative
Mar 2019	Mar 2022	3	7,700	7,700	7,700	7,700	Fixed	Unsecured, senior and with a debenture holders' representative
Mar 2019	Mar 2024	5	6,800	6,800	6,800	6,800	Fixed	Unsecured, senior and with a debenture holders' representative
Mar 2019	Mar 2029	10	7,500	7,500	7,500	7,500	Fixed	Unsecured, senior and with a debenture holders' representative
Mar 2019	Mar 2031	12	4,000	4,000	4,000	4,000	Fixed	Unsecured, senior and with a debenture holders' representative
Mar 2019	Mar 2034	15	5,500	5,500	5,500	5,500	Fixed	Unsecured, senior and with a debenture holders' representative

The movements in debentures can be analysed as below:

	Consolidated financial statements Baht	Separate financial statements Baht
For the year ended 31 December 2020		
Opening amount	67,375,519,560	55,064,612,531
Repayments	(4,000,000,000)	(4,000,000,000)
Amortisation of underwriting fees	131,453,912	54,571,299
Unrealised (gain) loss on exchange rate	142,868,880	142,868,879
Adjusted fair value from hedging	(335,024,535)	-
Translation adjustment	1,080,084,287	-
Closing amount	64,394,902,104	51,262,052,709

25 **Borrowings** (Cont'd)

All of the above debentures have certain terms and conditions of the debentures holders' rights and contain certain covenants, including the maintenance of a certain debt to equity ratio, and limits on the payment of cash dividends and the disposal, transfer and mortgage of certain operating assets of the Company which are used in its main operations.

Total aggregated amount of all outstanding debentures issued by the Company at any time of not exceeding Baht 120,000 million (Revolving Principal Basis). As at 31 December 2020, a total amount of Baht 35,526 million debentures remains available for issuance under this shareholders' resolutions.

The carrying amounts and fair values of debentures of the Group as at 31 December are as follows:

	Consolidated financial statements			
	Carrying amounts		Fair values	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Debentures	64,395	67,376	65,525	71,390

	Separate financial statements			
	Carrying amounts		Fair values	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Debentures	51,262	55,065	52,452	59,039

The fair values are based on the discounted cash flows using discount rates based upon market yield rates which are quoted by the Thai Bond Market Association at date of statement of financial position. The fair values are within Level 2 of the fair value hierarchy.

25 **Borrowings** (Cont'd)

The interest rate exposure on the borrowings of the Group and the Company is as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Borrowings:				
- at fixed rates	64,866	54,810	51,452	45,922
- at floating rates	71,473	57,536	30,541	32,986
Total borrowings	136,339	112,346	81,993	78,908

The effective interest rates at the statement of financial position date were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	%	%	%	%
Borrowings from financial institutions	2.05	2.36	1.95	2.99
Debentures	3.80	3.17 - 3.76	3.81	3.76

The fair values of long-term borrowings are based on the discounted cash flows using a discount rate based upon the borrowing rate which the management expects would be available to the Group and the Company at the statement of financial position date. The fair values are within Level 2 of the fair value hierarchy. The carrying amounts of short-term borrowings approximate their fair values.

Maturity of long-term borrowings can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht Million	Baht Million	Baht Million	Baht Million
Next year	1,706	5,660	-	2,935
Between 2 and 5 years	60,474	32,567	18,122	13,626
Over 5 years	9,624	6,443	7,230	2,643
Total long-term borrowings	71,804	44,670	25,352	19,204

25 Borrowings (Cont'd)

Borrowing facilities

The Group and the Company have the following undrawn borrowing facilities:

	31 December 2020								
	Consolidated financial statements							Separate financial statements	
	USD Million	EUR Million	CNY Million	BRL Million	AUD Million	MYR Million	Baht Million	USD Million	Baht Million
Floating interest rate									
Short-term	248	18	50	5	4	-	8,920	248	8,700
Long-term	-	3	-	-	10	6	692	-	-
	248	21	50	5	14	6	9,612	248	8,700

	31 December 2019								
	Consolidated financial statements							Separate financial statements	
	USD Million	EUR Million	CNY Million	BRL Million	INR Million	MYR Million	Baht Million	USD Million	Baht Million
Floating interest rate									
Short-term	339	15	125	5	65	-	8,200	339	8,200
Long-term	-	121	-	-	-	3	1,028	-	4,097
	339	136	125	5	65	3	9,228	339	12,297

26 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Trade payables - third parties	8,486,579,718	11,242,774,344	2,241,855	8,187,742
Trade payables - related parties (Note 19)	40,038,689	45,685,687	11,822,512	24,817,993
Amounts due to related parties (Note 19)	3,836,386	19,096,831	31,067,955	10,382,349
Accrued expenses	4,986,888,391	6,831,586,650	588,783,250	657,212,788
Account payable - contractors	202,138,653	286,783,023	38,884	38,884
Other payables	1,590,956,096	1,610,252,822	47,831,435	13,009,716
Total trade and other payables	15,310,437,933	20,036,179,357	681,785,891	713,649,472

27 Other current liabilities

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Booking deposits	1,387,891,196	774,675,094	16,294,051	16,466,170
Other tax payable	860,381,246	351,766,510	1,724,126	1,520,987
Others	2,626,077,265	2,346,266,133	14,765,243	10,836,991
Total other current liabilities	4,874,349,707	3,472,707,737	32,783,420	28,824,148

28 Employee benefits obligations

The plans are final salary retirement plans, which provide benefits to members in the form of a guaranteed level of pension payable. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Employee benefit obligations	1,407,946,345	1,322,469,480	28,032,394	17,613,950

The movement in the defined obligations during the year can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
At 1 January	1,322,469,480	1,367,807,578	17,613,950	16,317,710
Actuarial (gain) loss	(58,136,616)	-	4,803,619	-
Past service cost	-	47,802,962	-	3,554,720
Current service cost	132,028,126	85,982,529	6,808,467	1,854,258
Interest expense	6,716,366	8,285,689	462,403	485,052
Benefit payment	(86,668,753)	(74,885,257)	(1,656,045)	(4,597,790)
Translation adjustment	91,537,742	(112,524,021)	-	-
At 31 December	1,407,946,345	1,322,469,480	28,032,394	17,613,950

28 **Employee benefits obligations** (Cont'd)

The amounts recognised in the income statements are as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Past service cost	-	47,802,962	-	3,554,720
Current service cost	132,028,126	85,982,529	6,808,467	1,854,258
Interest cost	6,716,366	8,285,689	462,403	485,052
Total (included in staff costs)	138,744,492	142,071,180	7,270,870	5,894,030

The defined benefit obligations are composed by country as follows:

	Consolidated financial statements (Baht Million)												
	2020							2019					
	Thailand	UAE	South Africa	Australia	Sri Lanka	Europe	Total	Thailand	South Africa	Australia	Sri Lanka	Europe	Total
Present value of obligation	303	9	6	8	3	1,079	1,408	324	9	8	3	978	1,322
Total	303	9	6	8	3	1,079	1,408	324	9	8	3	978	1,322

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Discount rate	1.4% - 1.6%	1.2% - 4.0%	1.4%	1.4% - 4.0%
Inflation rate	2.5%	2.5%	2.5%	2.5%
Salary growth rate	0.0% - 5.0%	0.5% - 7.0%	0.0% - 5.0%	3.0% - 7.0%

28 **Employee benefits obligations** (Cont'd)

Sensitivity analysis

	Consolidated financial statements					
			Impact on defined benefit obligation			
	Change in assumption		Increase in assumption		Decrease in assumption	
	2020	2019	2020	2019	2020	2019
Discount rate	0.5%	1.0%	Decrease by 15.88%	Decrease by 31.19%	Increase by 18.62%	Increase by 27.17%
Salary growth rate	0.5%	1.0%	Increase by 3.67%	Increase by 7.30%	Decrease by 2.53%	Decrease by 5.32%
Withdrawn rate	10.0%	20.0%	Decrease by 8.94%	Decrease by 15.95%	Increase by 10.44%	Increase by 21.36%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statements of financial position.

	Hotel & Spa	Restaurant	Retail
The weighted average duration of the defined benefit obligation	9 years	11 years	10 years

Expected maturity analysis of undiscounted retirement plans for key business units in Thailand:

	Consolidated financial statements		
	Less than a year Baht Million	Between 1-2 years Baht Million	Between 2-5 years Baht Million
At 31 December 2020			
Defined benefit obligations	20	18	78
Total	20	18	78
At 31 December 2019			
Defined benefit obligations	13	22	121
Total	13	22	121

29 Other non-current liabilities

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Deferred income	315,962,018	351,432,632	419,905	38,680
Rental deposits	134,314,076	114,813,023	2,181,455	2,233,305
Accrued land rental	-	453,432,729	-	-
Accrued decommissioning	332,933,351	359,560,054	887,672	-
Others	2,242,370,396	3,576,172,061	2,879,617	2,874,771
Total other non-current liabilities	3,025,579,841	4,855,410,499	6,368,649	5,146,756

30 Share capital and premium on share capital

	Consolidated financial statements			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2019	4,618,914,291	4,618,914,291	15,014,609,717	19,633,524,008
Issuance of shares	90,259	90,259	3,790,878	3,881,137
At 31 December 2019	4,619,004,550	4,619,004,550	15,018,400,595	19,637,405,145
Additional ordinary shares	563,293,156	563,293,156	9,176,526,401	9,739,819,557
Exercise warrants	36,883	36,883	766,424	803,307
At 31 December 2020	5,182,334,589	5,182,334,589	24,195,693,420	29,378,028,009

	Separate financial statements			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2019	4,618,914,291	4,618,914,291	14,988,957,341	19,607,871,632
Issuance of shares	90,259	90,259	3,790,878	3,881,137
At 31 December 2019	4,619,004,550	4,619,004,550	14,992,748,219	19,611,752,769
Additional ordinary shares	563,293,156	563,293,156	9,176,526,401	9,739,819,557
Exercise warrants	36,883	36,883	766,424	803,307
At 31 December 2020	5,182,334,589	5,182,334,589	24,170,041,044	29,352,375,633

30 **Share capital and premium on share capital** (Cont'd)

At the Annual General Meeting of Shareholders of the Company held on 19 June 2020, the shareholders passed a resolution to approve the allocation of new ordinary shares for an offering to the existing shareholders. The Company allotted 563,293,276 new ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offerings) at the ratio of 8.2 existing ordinary shares to 1 new ordinary share with the offering price of 17.50 Baht per share during 17 July 2020 - 23 July 2020 (5 business days in total). On 30 July 2020, the Company reported the result which 563,293,156 shares were subscribed with the net amount received of Baht 9,739.8 million. Issuance of shares are presented net of issuance cost of Baht 117.81 million.

As at 31 December 2020, the registered shares comprise 5,887,815,947 ordinary shares (2019: 4,849,860,006 ordinary shares) at a par value of Baht 1 each. The issued and fully paid-up shares comprise 5,182,334,589 ordinary shares (2019: 4,619,004,550 ordinary shares).

31 Warrants

The Group has outstanding warrants to subscribe for ordinary shares to existing shareholders of the Company, which have been approved by shareholders' meeting. The Group does not recognise warrant compensation costs for the fair value or intrinsic value of the warrant granted in this financial statements.

					As at 31 December 2019	Increase during the year	Decrease during the year					As at 31 December 2020
			Determined exercising date		Outstanding warrant	Warrant	Exercise	Exercise ratio for ordinary shares per	Issue of ordinary shares during the period	Exercise price	Amount	Outstanding warrant
Issued by	Allocated to	Approval date	First exercise	Last exercise	Million unit	Million unit	Million unit	1 warrant	Share	Baht	Baht	Million unit
The Company	Existing-shareholder (MINT-W6)	4 June 2019	15 August 2019	30 September 2021	231	-	0.0003	1	310	43	13,330	231
The Company	Existing-shareholder (MINT-W7)	19 June 2020	16 November 2020	31 July 2023	-	236	0.0366	1	36,573	21.6	789,977	236
	Total issuance by the Company				231	236	0.0369		36,883		803,307	467

At the Annual General Meeting of the Shareholders of the Company held on 22 April 2019, the shareholders passed a resolution to approve the issuance of the Company's warrants on ordinary shares (MINT-W6), not exceeding 230,945,715 units for offering to existing shareholders, having a term of not exceeding 2 years from the initial issuance date, and having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of Baht 43 per share.

On 25 June 2020, the Company have notified the adjustment of exercise price and exercise ratio of MINT-W6 warrants to subscribe for ordinary shares from Baht 43 to Baht 41.878 per share and from 1 ordinary share to 1.027 ordinary share per 1 unit of warrant. The adjustment is effective on 26 June 2020.

At the Annual General Meeting of the Shareholders of the Company held on 19 June 2020, the shareholders passed a resolution to approve the issuance of the Company's warrants on ordinary shares (MINT-W7), not exceeding 313,831,156 units for offering to existing shareholders, having a term of not exceeding 3 years from the initial issuance date, and having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of Baht 21.6 per share.

32 Legal reserve

	Consolidated and Separate financial statements	
	2020	2019
	Baht	Baht
At 1 January	484,986,001	464,178,907
Appropriation during the year	103,795,594	20,807,094
At 31 December	588,781,595	484,986,001

Under the Public Limited Company Act, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

33 Other income

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Rental income	85,833,359	255,571,676	-	-
Premium sales income	124,085,939	163,540,321	-	-
Freight charges	191,890,966	200,418,875	-	-
Subsidy income	147,238,880	177,507,930	-	-
Advisory income	113,112,849	133,144,205	-	-
Sales of raw material to franchisees	58,335,154	27,248,025	-	-
Maintenance fee income	67,341,039	61,316,967	-	-
Property tax	24,539,757	13,787,586	-	-
Trademark fee income	98,074,492	109,992,303	-	-
Gain on sale and leaseback	-	4,743,436,894	-	-
Gain on disposals of investments	-	1,350,340,011	-	-
Others	1,254,210,739	2,078,652,218	26,915,884	564,590,457
Total other income	2,164,663,174	9,314,957,011	26,915,884	564,590,457

34 Other (gains) losses, net

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
(Gain) loss on exchange rate, net	(3,554,997,131)	892,767,946	(3,654,098,708)	778,449,170
(Gain) loss on measurement of financial instruments, net	4,180,212,226	-	4,017,433,038	-
Total other (gains) losses, net	625,215,095	892,767,946	363,334,330	778,449,170

35 Expenses by nature

The following expenditure items, classified by nature, have been charged in arriving at operating profit:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Depreciation on investment properties (Note 20)	78,291,801	69,584,025	-	-
Depreciation on property, plant and equipment (Note 21)	7,583,770,879	7,331,412,927	34,359,246	31,467,967
Impairment charge (reversal) of property, plant and equipment (Note 21)	(134,429,139)	224,336,030	-	264,709
Write-off of property, plant and equipment (Note 21)	619,830,577	406,811,406	56,104	145,176
Amortisation of intangible assets (Note 22)	1,175,268,267	1,321,317,984	4,770,792	2,723,428
Impairment charge (reversal) of intangible assets (Note 22)	(1,922,133)	138,736,042	-	-
Amortisation of right-of-use assets (Note 23)	9,403,873,177	-	50,934,843	-
Amortisation of prepaid rents	-	192,114,082	-	1,848,000
Impairment of investment in associates (Note 18)	-	352,714,715	-	-
Doubtful account (reversal)	198,637,494	16,726,464	275,572	(12,023)
Staff costs	22,169,850,822	32,053,420,438	324,700,205	407,545,194

36 Deferred income taxes and income taxes

Deferred income taxes

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Deferred income tax assets	7,731,939,377	5,503,259,677	-	-
Deferred income tax liabilities	(25,122,429,640)	(24,144,264,318)	(203,221,909)	(200,138,201)
Deferred income taxes, net	(17,390,490,263)	(18,641,004,641)	(203,221,909)	(200,138,201)

Deferred income tax assets and deferred income tax liabilities are offset when the income taxes related to the same fiscal authority. Deferred tax assets and deferred tax liabilities in the consolidated financial positions are presented at net amount of assets and liabilities incurred in each entity.

36 **Deferred income taxes and income taxes** (Cont'd)

The gross movements in deferred tax assets and liabilities during the years are as follows:

	Consolidated financial statements					
	1 January 2019 Baht	Charged/ (Credited) to profit or loss Baht	Charged/ (Credited) to other comprehensive income Baht	Business acquisitions Baht	Translation adjustment Baht	31 December 2019 Baht
Deferred tax assets						
Consignment sales	88,705,660	14,551,793	-	-	-	103,257,453
Provision for impairment of assets	158,679,601	53,567,257	-	-	-	212,246,858
Employee benefit obligations	287,285,970	64,133,146	-	-	-	351,419,116
Depreciation	66,632,228	7,710,013	-	-	-	74,342,241
Unearned income	16,634,215	3,500,565	-	-	-	20,134,780
Tax loss carried forward	3,738,280,201	(537,528,535)	-	-	-	3,200,751,666
Translation adjustment	329,991,354	-	-	-	117,585,456	447,576,810
Others	(67,600)	-	-	-	-	(67,600)
	4,686,141,629	(394,065,761)	-	-	117,585,456	4,409,661,324
Deferred tax liabilities						
Accounts receivable	(168,810,363)	168,754,696	-	-	-	(55,667)
Asset management right	(1,102,557,806)	52,386,834	-	-	-	(1,050,170,972)
Financial lease revenue	(622,652,233)	21,870,735	-	-	-	(600,781,498)
Unrealised gain on available-for-sale securities	(211,161,547)	-	184,661	-	-	(210,976,886)
Unrealised gain on sale of assets in the Group	(26,842,591)	(1,576,709)	-	-	-	(28,419,300)
Fair value adjustment of net assets at acquisition date	(24,212,546,690)	347,593,593	-	102,511,825	-	(23,762,441,272)
Translation adjustment	1,070,731,559	-	-	-	1,590,321,290	2,661,052,849
Others	235,657,652	(294,530,871)	-	-	-	(58,873,219)
	(25,038,182,019)	294,498,278	184,661	102,511,825	1,590,321,290	(23,050,665,965)
Deferred tax liabilities, net	(20,352,040,390)	(99,567,483)	184,661	102,511,825	1,707,906,746	(18,641,004,641)

36 Deferred income taxes and income taxes (Cont'd)

	Consolidated financial statements					
	1 January 2020 Baht	Charged/ (Credited) to profit or loss Baht	Charged/ (Credited) to other comprehensive income Baht	Business acquisitions Baht	Translation adjustment Baht	31 December 2020 Baht
Deferred tax assets						
Consignment sales	103,257,453	(7,294,581)	-	-	-	95,962,872
Provision for impairment of assets	212,246,858	129,268,353	-	-	-	341,515,211
Employee benefit obligations	351,419,116	7,428,820	(11,627,323)	-	-	347,220,613
Depreciation	74,342,241	7,730,754	-	-	-	82,072,995
Unearned income	20,134,780	1,862,671	-	-	-	21,997,451
Tax loss carried forward	3,200,751,666	2,168,042,275	-	-	-	5,368,793,941
Lease liabilities	804,343,009	1,106,062,872	-	-	-	1,910,405,881
Translation adjustment	447,576,810	-	-	-	(143,663,863)	303,912,947
Cash flow hedge reserve	17,860,642	-	6,461,488	-	-	24,322,130
Others	(67,600)	-	-	-	-	(67,600)
	5,231,864,975	3,413,101,164	(5,165,835)	-	(143,663,863)	8,496,136,441
Deferred tax liabilities						
Accounts receivable	(55,667)	(13,190,193)	-	-	-	(13,245,860)
Asset management right	(1,050,170,972)	(46,221,058)	-	-	-	(1,096,392,030)
Financial lease revenue	(600,781,498)	10,891,595	-	-	-	(589,889,903)
Unrealised gain on available-for-sale securities	(210,976,886)	-	403,195	-	-	(210,573,691)
Unrealised gain on sale of assets in the Group	(28,419,300)	4,253,412	-	-	-	(24,165,888)
Fair value adjustment of net assets at acquisition date	(23,762,441,272)	924,542,054	-	(220,834,068)	-	(23,058,733,286)
Unrealised gain from derivatives	(93,735,689)	87,654,546	-	-	-	(6,081,143)
Translation adjustment	2,661,052,849	-	-	-	(3,512,662,134)	(851,609,285)
Others	(58,873,219)	22,937,601	-	-	-	(35,935,618)
	(23,144,401,654)	990,867,957	403,195	(220,834,068)	(3,512,662,134)	(25,886,626,704)
Deferred tax liabilities, net	(17,912,536,679)	4,403,969,121	(4,762,640)	(220,834,068)	(3,656,325,997)	(17,390,490,263)

36 Deferred income taxes and income taxes (Cont'd)

	Separate financial statements			
	1 January 2019 Baht	Charged/ (Credited) to profit or loss Baht	Charged/(Credited) to other comprehensive income Baht	31 December 2019 Baht
Deferred income tax assets				
Provision for impairment of assets	1,399,960	18,470	-	1,418,430
Provisions	3,263,542	2,382,780	-	5,646,322
Tax loss carried forward	65,480,609	(61,162,914)	-	4,317,695
Effective interest rate	2,470,240	(2,470,240)	-	-
	72,614,351	(61,231,904)	-	11,382,447
Deferred income tax liabilities				
Unrealised gain on available-for-sales securities	(211,759,773)	-	239,125	(211,520,648)
Deferred income tax liabilities, net	(139,145,422)	(61,231,904)	239,125	(200,138,201)

	Separate financial statements			
	1 January 2020 Baht	Charged/ (Credited) to profit or loss Baht	Charged/(Credited) to other comprehensive income Baht	31 December 2020 Baht
Deferred income tax assets				
Provision for impairment of assets	1,418,430	1,095,232	-	2,513,662
Provisions	5,646,322	(1,597,979)	960,724	5,009,067
Unearned income	-	91,482	-	91,482
Tax loss carried forward	4,317,695	3,022,722	-	7,340,417
Lease liabilities	1,892,200	1,660,095	-	3,552,295
	13,274,647	4,271,552	960,724	18,506,923
Deferred income tax liabilities				
Unrealised gain on available-for-sales securities	(211,520,648)	-	469,355	(211,051,293)
Derivatives	(93,735,690)	83,058,151	-	(10,677,539)
	(305,256,338)	83,058,151	469,355	(221,728,832)
Deferred income tax liabilities, net	(291,981,691)	87,329,703	1,430,079	(203,221,909)

36 **Deferred income taxes and income taxes** (Cont'd)

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax loss carried forward of Baht 2,742 million will be expired during 2021 - 2025, and Baht 4,115 million will be expired after 2025 onward, according applicable tax regulations in relevant country. The Company has uncecognised tax loss carried forward of Baht 1,680 million will be expired during 2021 - 2025.

Income taxes

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Current tax:				
Current tax on profits for the year	1,974,862,089	2,230,497,004	-	24,315,722
Adjustments in respect of prior year	(16,205,099)	(37,113,185)	2,995,290	3,303,180
Total current tax	1,958,656,990	2,193,383,819	2,995,290	27,618,902
Deferred tax:				
Origination and reversal of temporary differences	(4,403,969,121)	99,567,483	(87,329,703)	61,231,904
Total deferred tax	(4,403,969,121)	99,567,483	(87,329,703)	61,231,904
Total income tax	(2,445,312,131)	2,292,951,302	(84,334,413)	88,850,806

36 **Deferred income taxes and income taxes** (Cont'd)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the Company as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Profit (loss) before tax	(25,148,548,219)	13,287,055,738	1,465,385,149	3,935,007,179
Tax calculated at a tax rate of 20%	(5,029,709,644)	2,657,411,148	293,077,030	787,001,436
Tax effect of:				
Associates' results reported net of tax	92,780,330	(736,255,423)	-	-
Effect of different tax rate	(1,211,273,643)	(2,586,501,750)	(267,456,534)	(178,286,190)
Additional tax deductible	(100,260,105)	(41,046,753)	(100,260,105)	(41,046,753)
Expenses not deductible for tax purpose	3,004,463,767	4,634,322,632	1,867,996	1,517,351
Income not subject to tax	(45,561,400)	(1,878,971,049)	(25,806,150)	(491,601,200)
Adjustments in respect of prior year	(16,205,099)	(37,113,185)	2,995,290	3,303,181
Tax incentive expenses	(160,182,795)	(41,771,830)	(2,984,353)	(1,770,822)
Change in unrecognized deductible temporary differences	(25,817,042)	(32,956,079)	-	-
Utilisation of previously unrecognized tax losses	-	(5,727,316)	-	-
Adjustment or tax loss in respect of prior year	36,187,929	165,515,729	3,817,556	-
Recognise of previously unrecognised tax losses	(3,186,319)	-	(6,840,278)	-
Adjustment related to fair value of derivatives	(83,058,151)	-	(83,058,151)	-
Tax losses for which no deferred income tax asset was recognised	1,096,510,041	196,045,178	100,313,286	9,733,803
Tax charge	(2,445,312,131)	2,292,951,302	(84,334,413)	88,850,806

36 **Deferred income taxes and income taxes** (Cont'd)

The tax charge relating to component of other comprehensive income is as follows:

	Consolidated financial statements					
	2020			2019		
	Before tax Baht	Tax charge Baht	After tax Baht	Before tax Baht	Tax charge Baht	After tax Baht
Remeasurement of post-employment benefit obligations	58,136,616	(11,627,323)	46,509,293	-	-	-
Unrealised gain (loss) on available-for-sale securities	(1,957,600)	403,195	(1,554,405)	(615,146)	184,661	(430,485)
Cash flow hedge reserve	(9,201,708)	6,461,488	(2,740,220)	-	-	-
Other comprehensive income (loss)	46,977,308	(4,762,640)	42,214,668	(615,146)	184,661	(430,485)

	Separate financial statements					
	2020			2019		
	Before tax Baht	Tax charge Baht	After tax Baht	Before tax Baht	Tax charge Baht	After tax Baht
Remeasurement of post-employment benefit obligations	(4,803,619)	960,724	(3,842,895)	-	-	-
Unrealised gain (loss) on available-for-sale securities	(2,346,775)	469,355	(1,877,420)	(1,195,625)	239,125	(956,500)
Other comprehensive income (loss)	(7,150,394)	1,430,079	(5,720,315)	(1,195,625)	239,125	(956,500)

37 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares is adjusted to assume conversion of all dilutive potential ordinary shares.

A calculation is done to determine the number of shares that could have been acquired at market price (determined as the average share price of the Company's shares during the period) based on the outstanding warrants to determine the number of potential ordinary shares would have been additionally issued. The potential shares are added to the ordinary shares outstanding but no adjustment is made to net profit.

	Consolidated and Separate financial statements	
	For the year ended 31 December	
	2020	2019
	Shares	Shares
Weighted average number of ordinary shares in issue, net	4,857,562,529	4,618,941,721
Dilutive potential ordinary shares	-	-
Weighted average number of ordinary shares for diluted earnings	4,857,562,529	4,618,941,721

	Consolidated financial statements	
	For the year ended 31 December	
	2020	2019
	Baht	Baht
Profit (loss) for the year attributable to ordinary shareholders	(21,407,335,947)	10,697,926,668
Cumulative interest expenses on perpetual debentures (net of tax)	(1,460,595,046)	(1,288,685,030)
Profit (loss) for the year used to determine diluted earnings per share	(22,867,930,993)	9,409,241,638
Basic earnings (loss) per share	(4.7077)	2.0371
Diluted earnings (loss) per share	(4.7077)	2.0371

37 **Earnings per share** (Cont'd)

	Separate financial statements	
	For the year ended 31 December	
	2020	2019
	Baht	Baht
Profit for the year attributable to ordinary shareholders	1,549,719,562	3,846,156,373
Cumulative interest expenses on perpetual debentures (net of tax)	(1,460,595,046)	(1,288,685,030)
Profit for the year used to determine diluted earnings per share	89,124,516	2,557,471,343
Basic earnings per share	0.0183	0.5537
Diluted earnings per share	0.0183	0.5537

38 **Dividend**

At the Annual General Meeting of Shareholders of the Company held on 19 June 2020, the shareholders passed a resolution to omit the dividend payment for the operating results of the year 2019.

At the Annual General Meeting of Shareholders of the Company held on 22 April 2019, the shareholders passed a resolution to approve the cash dividend in the amount of Baht 0.4 per share for existing shareholders of no more than 4,619 million ordinary shares, total dividends to be paid were in the amount of not exceeding Baht 1,848 million and dividends were paid to shareholders in May 2019.

39 **Perpetual debentures**

In June 2020, the Company issued the senior perpetual debentures of totalling USD 300 million or equivalent to Baht 9,269 million, before issuance cost of Baht 988 million, which were recognised as a part of equity in the consolidated and separate financial statements. Such senior perpetual debentures carry a fixed interest rate coupon of 3.10% per annum for the first three years, after which the coupon will be adjusted every three years as per the stated terms and conditions. The debentures involve guarantor's performance by a financial institution, where the financial institution guarantees redemption according to terms and conditions of the debentures.

As at 31 December 2020, the Company has perpetual debentures of Baht 34,091 million, net of issuance cost of Baht 2,022 million, which were presented as a part of equity in the consolidated and separate financial statements.

In 2020, the Company paid interest to the debentures holders of Baht 1,455 million (2019: Baht 1,312 million).

The Group and the Company apply a relief from reclassification of the perpetual bonds as disclosed in Note 6.16.

40 Business acquisitions

40.1 New acquisitions

Spoonful Pte. Ltd. and Spoonful (Thailand) Limited

During the first quarter of 2020, subsidiaries of the Group acquired 70% of issued shares in Spoonful Pte. Ltd. and Spoonful (Thailand) Limited for initial purchase price of Baht 2,575 million. Initial purchase price is determined by estimated completion statements and will be subsequently adjusted when final completion statements is available. This acquisition is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	2,575
Provisional fair value of net assets under interest acquired	38
Goodwill	2,537

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Spoonful Baht Million	Spoonful (Thailand) Baht Million	Total Baht Million
Cash	39	36	75
Receivables	9	-	9
Other current assets	8	2	10
Property, plant and equipment	-	8	8
Payables	(5)	(37)	(42)
Other current liabilities	(1)	(5)	(6)
Total	50	4	54
Non-controlling interests			(16)
Provisional fair value of net assets under interest acquired			38

As at 31 December 2020, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value and price considerations will be made upon the completion of the process.

40 **Business acquisitions** (Cont'd)

Scomadi Group and Marin Engineering Co., Ltd.

During the first quarter of 2020, a subsidiary of the Group acquired Scomadi (Thailand) Co., Ltd., Scomadi Asia-Pacific Co., Ltd. and Scomadi Worldwide Holding Limited, referred to as "Scomadi Group" for 55% of issued shares and Marin Engineering Co., Ltd. for 49.5% issued shares without purchase price consideration which is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	-
Provisional fair value of net assets under interest acquired	(56)
Goodwill	56

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Scomadi Group Baht Million	Marin Engineering Baht Million	Total Baht Million
Cash	5	24	29
Receivables	8	37	45
Other current assets	1	19	20
Property, plant and equipment	7	28	35
Other non-current assets	1	35	36
Bank overdraft	-	(29)	(29)
Payables	(27)	(118)	(145)
Borrowings	-	(82)	(82)
Other non-current liabilities	(16)	(3)	(19)
Total	(21)	(89)	(110)
Non-controlling interests	10	44	54
Provisional fair value of net assets under interest acquired			(56)

As at 31 December 2020, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value will be made upon the completion of the process.

40 **Business acquisitions** (Cont'd)

Roco Hospitality Group S.r.l., New York Palace Kft and AGAGA s.r.o.

During the third quarter of 2020, a subsidiary of the Group acquired 100% of issued shares of Roco Hospitality Group S.r.l., New York Palace Kft and AGAGA s.r.o. Initial purchase price is determined by estimating completion statements and will be subsequently adjusted once completed condition of the deal. This acquisition is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	1,931
Provisional adjustment to purchase price	(253)
Provisional fair value of net assets under interest acquired	1,268
Goodwill	410

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Cash	100
Receivables	58
Other current assets	19
Property, plant and equipment	31
Intangible assets	1,891
Right-of-use assets	1,931
Other non-current assets	211
Payables	(424)
Other current liabilities	(165)
Lease liabilities	(1,931)
Other non-current liabilities	(453)
Provisional fair value of net assets under interest acquired	1,268

As at 31 December 2020, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value and price considerations will be made upon the completion of the process.

40 **Business acquisitions** (Cont'd)

40.2 **Prior year acquisition**

Elysia Retreat

For the acquisition of Elysia Retreat during the third quarter of 2019, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	106
Fair value of net assets under interest acquired	96
Goodwill	10
Goodwill - as previously reported	10
Adjustment of fair value	-

The fair value of identified assets acquired and liabilities assumed from this acquisition was as follow:

	Baht Million
Inventory	6
Building	68
Asset management rights	32
Deferred tax liabilities	(10)
Fair value of net assets	96

40 **Business acquisitions** (Cont'd)

Chicken Time Co., Ltd.

The Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed of Chicken Time Co., Ltd. within the time period defined in TFRS 3 - Business Combination in 2020. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	1,931
Adjusted purchase price considerations	(293)
Total purchase price considerations	1,638
Fair value of net assets under interest acquired	120
Goodwill	1,518
Goodwill - as previously reported	1,811
Adjustment of goodwill from adjusted purchase price considerations	(293)

The fair value of identifiable assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Cash and cash equivalents	78
Current assets	26
Property, plant and equipment	196
Intangible assets	13
Other assets	78
Current liabilities	(66)
Non-current liabilities	(205)
Fair value of net assets	120

40 **Business acquisitions** (Cont'd)

Crowne Plaza

For the acquisition of Crowne Plaza during the fourth quarter of 2019, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	82
Fair value of net assets under interest acquired	62
Goodwill	20
Goodwill - as previously reported	20
Adjustment of fair value	-

The fair value of identified assets acquired and liabilities assumed from this acquisition was as follow:

	Baht Million
Land	15
Asset management rights	66
Deferred tax liabilities	(19)
Fair value of net assets	62

40 **Business acquisitions** (Cont'd)

GCS Hotel Limited

For the acquisition of GCS Hotel Limited during the fourth quarter of 2019, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	455
Fair value of net assets under interest acquired	455
Goodwill	-
Goodwill - as previously reported	-
Adjustment of fair value	-

The fair value of identified assets acquired and liabilities assumed from this acquisition was as follow:

	Baht Million
Current assets	75
Property, plant and equipment	134
Asset management rights	314
Other current liabilities	(68)
Fair value of net assets	455

41 Commitments

As at 31 December 2020, the Group has commitments as follows:

Separate financial statments

- The Company has entered into a trademark agreement and a hotel management agreement with a subsidiary. The Company has an obligation to pay trademark fees and hotel management fees at certain percentages of revenue generated as indicated in the agreement. The agreement is valid for 10 years and will be terminated in 2026.

- The Company has entered into the agreement for technical assistance and the agreement for use of trademarks and trade names with an overseas company. Under the terms of the agreements, fees are calculated at a percentage of gross sales as specified in the agreements. The agreements were effective since February 1994 and will be continued until any party terminates the contract. According to the agreements, a subsidiary must pay franchise fees based on certain percentage of sales and must comply with certain terms and conditions.

Consolidated financial statements

Hotel operations

- Subsidiaries in hotel business normally enter into trademark and hotel management agreements to operate hotel business under the trademark. The contract period ranges from 10 to 20 years, by paying fee calculated as specified in each contract.

Food franchise operations

- Subsidiaries in food franchise business normally enter into franchise agreement to operate restaurants under trademark. The contract period is 10 years on average with extension clause. The fee is calculated from percentage of revenue, with certain conditions in each contract.

41 **Commitments** (Cont'd)

Retail operations

- Subsidiaries in retail segment who distribute branded products are a party to distribution agreements, to distribute products of the brands. The term of the agreements ranges from 2 to 10 years. In most cases, the fees are variable, and comply with terms and conditions.

Commitment from other contracts

- Remaining major items of commitment are services related to rental of space for office, restaurants and product distribution shops, which are charged on fixed-per-month basis. Periods of agreements ranges from 2 to 30 years. Detail of commitments can be presented as follows:

	2020	2019	
	Baht Million	Baht Million	AUD Million
Next year	771	1,695	35
Between 2 and 5 years	537	1,322	76
Over 5 years	50	4	20
Total	1,358	3,021	131

42 Guarantees

Guarantees in the normal courses of business are as follows:

	31 December 2020																			
	Consolidated financial statements											Separate financial statements								
	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	CNY Million	AED Million	SGD Million	BRL Million	MYR Million	LKR Million	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	SGD Million	BRL Million	MYR Million	LKR Million
Letters of guarantees issued by banks on behalf of the Group	1,410.4	-	-	20.9	32.2	-	30.0	-	-	0.5	-	908.8	-	-	-	-	-	-	0.5	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	6,367.6	121.1	6.2	138.7	604.2	125.0	-	55.0	5.0	100.2	50.0	3,499.5	121.1	6.1	138.7	603.0	55.0	5.0	100.2	50.0

	31 December 2019																			
	Consolidated financial statements											Separate financial statements								
	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	CNY Million	AED Million	SGD Million	BRL Million	MYR Million	LKR Million	Baht Million	USD Million	GBP Million	AUD Million	EUR Million	SGD Million	BRL Million	MYR Million	LKR Million
Letters of guarantees issued by banks on behalf of the Group	1,174.4	4.0	13.7	31.7	-	26.0	-	0.6	797.0	-	-	-	26.0	-	0.6					
Guarantee given by the Group to financial institution to guarantee for credit facilities	5,336.1	124.6	138.9	604.2	125.0	-	5.0	100.2	3,499.5	124.6	138.7	400.0	-	5.0	100.2					

43 Post statement of financial position event

- On 12 February 2021, a hotel group subsidiary in Spain has announced to its employees about its intention to manage collective redundancy of employees. Documentation of the plan will be submitted to the local labour authority and a committee that are set up for negotiations of compensation to be paid, according to applicable local law.

- On 15 February 2021, the Company issued 9,262,841 ordinary shares from the exercises of MINT-W6 and MINT-W7 warrants amounting to Baht 200 million.

MINOR INTERNATIONAL PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

31 DECEMBER 2019

Independent Auditor's Report

To the shareholders of Minor International Public Company Limited

My opinion

In my opinion, the consolidated financial statements of Minor International Public Company Limited ("the Company") and its subsidiaries ("the Group") and the separate financial statements of the Company present fairly, in all material respects, the consolidated and separate financial position of the Group and of the Company as at 31 December 2019, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2019;
- the consolidated and separate income statements for the year then ended;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies.

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 consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. 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 period. 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.

Key audit matter	How my audit addressed the key audit matter
Recoverable amount of brand Refer to Note 5 to the consolidated financial statements for critical accounting estimates and judgements related to brand. The Group has brand of Baht 38,421 million as at 31 December 2019, which mainly relates to 2 business segments which are Hotel & Spa and Restaurant. The Group is required to, at least annually, test brand for impairment. For the year ended 31 December 2019, the management have performed an impairment assessment over the brand balance by: 1. Calculating the value in use for each Cash Generating Unit ("CGU") using a discounted cash flow model. These models used cash flows (revenues and expenses) for each CGU for 5 years, with constant terminal growth rate applied after the 5th year. These cash flows were then discounted to net present value using the weighted average cost of capital (WACC); and 2. Comparing the resulting value in use of each CGU to their respective book values. Based on the annual brand impairment test, the management concluded there is no brand impairment as at 31 December 2019. The key assumptions are disclosed in Note 19 to the financial statements.	The audit procedures included the followings; • Obtained, understood and evaluated the composition of management's cash flow forecasts and the process by which they were developed, including tests the mathematical accuracy of the management. • Compared current year actual results with the figures included in the prior year forecast to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. • Assessed management's key assumptions by comparing them to historical results and economic and industry outlook. Those assumptions include growth rate of the business, estimated cost and estimated expenses in the future. • Reviewed parameters used to determine the discount rate applied and re-performed the calculations. • Assessed management on the adequacy of their sensitivity calculations over all their CGUs. The valuation of brand is sensitive to changes in key assumptions, in case they are not achieved, could reasonably be expected to give rise to impairment charge in the future. • Evaluated the adequacy of the disclosures made in notes of the financial statements, including those regarding the key assumptions and sensitivity of those assumptions.

Key audit matter	How my audit addressed the key audit matter
I focused on this area due to the size of brand balance of around 15% of total assets and the annual assessment process involves significant management judgement, which is based on assumptions that are affected by expected future market and economic conditions.	Based on the above procedures, I considered management's key assumptions used in assessing the brand impairment are reasonable based on available evidences.
Sale and leaseback arrangement Refer to Note 31 to the financial statements related to other income. During the year ended 31 December 2019, the Group entered into sale and leaseback arrangement, where total common shares of overseas subsidiaries, together with all of their assets were sold. Gross selling price of the assets are Baht 10,679 million, with related transaction cost of Baht 955 million. Net book value of assets sold at the transaction date are Baht 4,981 million. As a result, the transaction has resulted in gain on sale of Baht 4,743 million. Following completion of sale transactions, the Group then entered into lease agreements, to lease back all of the properties for an initial term of 20 years, with options to extend lease term for a combined period of up to 60 years. Under the lease agreement, the Group pays annual variable rent for the leased premises based on revenue generated from hotel operations, which is not less than base rent level set forth in the agreements, until it reaches capped basket level.	The audit procedures included the followings; • Obtained understanding of the transactions by inquiries with management and review of significant terms in the sales agreements and the lease agreements, in order to identify accounting impact from such terms and decide appropriate audit procedures. • Reviewed management's assessment on transfer of controls over the assets sold in accordance with relating Thai Financial Reporting Standard, by referencing to relevant facts and terms under the sales and the lease agreements. • Reviewed management's assessment of sales price, whether it approximates fair value of the assets sold. Assessed the competence and objectivity of the external valuation expert engaged by management. • Assessed key assumptions applied in determining fair value of the assets sold, by comparing management's assumptions to data from other independent sources to assess appropriateness of key assumptions applied in the valuation. In performing such work, I also involved my auditor's expert to support my assessment of the reasonableness of the assumptions. • Tested the calculation of the gain on sale, being the difference between the net selling price and net book value of the assets sold.

Key audit matter	How my audit addressed the key audit matter
An important element of auditing this sale and leaseback transaction related to the consideration whether controls over the assets were transferred to the buyer at point of sales, such that sales of the assets and gain on sales were recognised accordingly. This also involved review of management's assessment whether sales price of the assets approximated fair value. Management engaged external valuation expert to perform the fair value assessment based on several key assumptions. I focused on this transaction as it was material in amount to the consolidated financial statements. It also related to significant judgement that management exercised on the fair valuation of the assets sold.	• Tested consideration received and related accounting records with supporting evidences. • Reviewed management's assessment of lease terms and lease classification, in accordance to framework in accordance with relating Thai Financial Reporting Standard. Based on the above procedures, I considered that management's assessment of transfer of control of Asset at point of sales and key assumptions applied in determining fair value of the assets sold are reasonable based on available evidences.

Other information

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

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

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available 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 the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company'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 the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate 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 consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional scepticism 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 and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' 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 and the Company'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 consolidated and separate 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 and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate 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 the audit committee 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 the audit committee 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 the audit committee, 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.

PricewaterhouseCoopers ABAS Ltd.

Anothai Leekitwattana
Certified Public Accountant (Thailand) No. 3442
Bangkok
27 February 2020

	Notes	Consolidated financial statements		Separate financial statements	
		2019	(Restated) 2018	2019	2018
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	8	13,330,821,335	12,759,883,522	302,184,102	111,546,471
Trade and other receivables	9	15,554,016,990	14,941,370,577	1,626,296,403	1,545,542,689
Inventories	10	4,139,131,141	3,704,741,879	4,455,702	6,989,405
Land and real estates project for sales	11	1,427,789,963	1,895,809,186	-	-
Other current assets	12	2,665,312,921	2,616,040,458	42,107,098	60,104,226
Non-current assets classified as held-for-sale	13	1,481,717,622	2,057,069,723	-	-
Total current assets		38,598,789,972	37,974,915,345	1,975,043,305	1,724,182,791
Non-current assets					
Trade receivables long-term contracts	9	3,087,693,029	3,383,355,977	-	-
Available-for-sale investments	14	25,631,724	26,166,370	23,661,565	24,754,790
Investments in subsidiaries	15	-	-	8,071,408,665	6,171,579,290
Investments in associates	15	6,359,569,618	7,159,591,855	2,783,765,824	2,779,663,176
Interests in joint ventures	15	2,614,326,059	2,801,463,271	-	-
Other long-term investments	14	166,326,237	531,658,469	-	-
Long-term loans to related parties	16	5,677,839,953	5,759,827,806	113,868,224,914	141,521,128,254
Investment properties	17	1,252,329,153	1,186,244,914	-	-
Property, plant and equipment	18	123,129,060,909	133,047,150,168	164,876,724	196,789,346
Intangible assets	19	59,706,815,690	63,227,680,018	26,151,575	22,780,361
Prepaid rents	20	2,174,694,504	2,393,678,961	9,240,000	-
Deferred tax assets	33	5,503,259,677	6,276,639,636	-	-
Other non-current assets	21	5,887,430,494	4,312,742,216	2,167,485,131	418,659,374
Total non-current assets		215,584,977,047	230,106,199,661	127,114,814,398	151,135,354,591
Total assets		254,183,767,019	268,081,115,006	129,089,857,703	152,859,537,382

Director _____

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

	Notes	Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term borrowings from financial institutions	22	300,000,000	3,480,538,468	300,000,000	3,427,833,826
Trade and other payables	23	20,036,179,357	19,782,213,957	713,649,472	538,303,747
Short-term borrowings from related parties	22	-	-	4,338,917,425	2,089,180,139
Current portion of finance lease liabilities	22	11,500,436	13,998,602	-	-
Current portion of long-term borrowings from financial institutions	22	5,659,718,000	9,635,759,029	2,935,438,202	9,303,839,271
Current portion of debentures	22	4,000,000,000	4,502,710,140	4,000,000,000	4,500,000,000
Current portion of deferred income		251,942,817	189,907,543	120,538	1,377,745
Income tax payable		1,859,595,861	2,698,723,295	-	21,110,020
Other current liabilities	24	3,472,707,737	3,349,044,103	28,824,148	38,015,572
Total current liabilities		35,591,644,208	43,652,895,137	12,316,949,785	19,919,660,320
Non-current liabilities					
Finance lease liabilities	22	15,841,420	21,823,896	-	-
Long-term borrowings	22	39,010,772,801	73,231,947,709	16,268,952,920	61,687,828,310
Debentures	22	63,375,519,560	36,007,094,338	51,064,612,531	22,575,011,352
Employee benefits obligations	25	1,322,469,480	1,367,807,578	17,613,950	16,317,710
Deferred tax liabilities	33	24,144,264,318	26,628,680,026	200,138,201	139,145,422
Other non-current liabilities	26	4,855,410,499	4,869,872,879	5,146,756	4,283,061
Total non-current liabilities		132,724,278,078	142,127,226,426	67,556,464,358	84,422,585,855
Total liabilities		168,315,922,286	185,780,121,563	79,873,414,143	104,342,246,175

	Notes	Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital	27				
Authorised share capital					
4,849,860,006 ordinary shares					
of Baht 1 each (2018: 4,618,914,291					
ordinary shares of Baht 1 each)		4,849,860,006	4,618,914,291	4,849,860,006	4,618,914,291
Issued and paid-up share capital					
4,619,004,550 ordinary shares					
of Baht 1 each (2018: 4,618,914,291					
ordinary shares of Baht 1 each)	27	4,619,004,550	4,618,914,291	4,619,004,550	4,618,914,291
Share premium ordinary shares	27	15,018,400,595	15,014,609,717	14,992,748,219	14,988,957,341
Expired warrants in a subsidiary		104,788,723	104,788,723	-	-
Retained earnings					
Appropriated - legal reserve	29	484,986,001	464,178,907	484,986,001	464,178,907
Unappropriated		40,916,449,877	33,687,738,943	5,916,609,913	5,250,947,891
Other components of equity	30	(9,470,039,126)	(6,452,385,207)	(584,563,325)	(583,606,825)
Total		51,673,590,620	47,437,845,374	25,428,785,358	24,739,391,605
Perpetual debentures	36	23,787,658,202	23,777,899,602	23,787,658,202	23,777,899,602
Equity attributable to owners of the parent		75,461,248,822	71,215,744,976	49,216,443,560	48,517,291,207
Non-controlling interests		10,406,595,911	11,085,248,467	-	-
Total equity		85,867,844,733	82,300,993,443	49,216,443,560	48,517,291,207
Total liabilities and equity		254,183,767,019	268,081,115,006	129,089,857,703	152,859,537,382

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

Minor International Public Company Limited
Income Statement
For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Revenues	7				
Revenues from hotel and related services operations		85,550,647,727	44,245,956,139	608,293,580	588,112,376
Revenues from mixed use operations		5,889,120,670	4,230,119,476	-	92,555,926
Sales of food and beverage		22,665,775,128	22,080,498,673	-	-
Sales from distribution and manufacturing		4,917,109,983	4,380,956,478	-	-
Dividends income		2,016,240	456,386,734	2,458,006,000	1,227,496,853
Interest income		721,974,306	605,175,207	4,035,684,539	3,050,277,921
Other income	31	9,314,957,011	2,132,966,464	564,590,457	154,323,924
Total revenues		129,061,601,065	78,132,059,171	7,666,574,576	5,112,767,000
Expenses	32				
Direct cost of hotel and related services operations		53,573,740,969	22,749,174,678	220,131,606	234,674,060
Direct cost of mixed use operations		2,267,462,854	1,054,522,199	-	67,141,336
Cost of sales of food and beverage		6,581,115,203	6,488,540,286	-	-
Cost of sales from distribution and manufacturing		2,771,653,077	2,474,610,493	-	-
Selling expenses		23,802,014,964	18,513,730,373	100,878,850	145,272,932
Administrative expenses		23,524,581,640	18,431,011,968	1,412,348,218	599,558,547
Financial costs		4,081,485,853	2,868,581,300	1,998,208,723	1,900,566,429
Total expenses		116,602,054,560	72,580,171,297	3,731,567,397	2,947,213,304
Operating profit		12,459,546,505	5,551,887,874	3,935,007,179	2,165,553,696
Share of profit of investments in associates and joint ventures	15	827,509,233	487,939,496	-	-
Profit before income tax		13,287,055,738	6,039,827,370	3,935,007,179	2,165,553,696
Income tax	33	(2,292,951,302)	(1,288,549,673)	(88,850,806)	(42,117,088)
Profit for the year		10,994,104,436	4,751,277,697	3,846,156,373	2,123,436,608
Profit attributable to:					
Owners of the parent		10,697,926,668	4,507,667,947	3,846,156,373	2,123,436,608
Non-controlling interests		296,177,768	243,609,750	-	-
		10,994,104,436	4,751,277,697	3,846,156,373	2,123,436,608
Earnings per share	34				
Basic earnings per share		2.0371	0.9303	0.5537	0.4141
Diluted earnings per share		2.0371	0.9303	0.5537	0.4141

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of comprehensive income
For the year ended 31 December 2019

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Profit for the year	10,994,104,436	4,751,277,697	3,846,156,373	2,123,436,608
Other comprehensive (expense) income:				
Item that will not be reclassified subsequently to income statement				
Remeasurements of post-employment benefit obligations, net of tax	-	(34,875,888)	-	2,767,083
Total item that will not be reclassified subsequently to income statement	-	(34,875,888)	-	2,767,083
Items that will be reclassified subsequently to income statement				
Gain (loss) on remeasuring of available-for-sale investments, net of tax	(430,485)	106,751,208	(956,500)	(3,037,255)
Exchange differences on translating financial statements, net of tax	(3,809,349,170)	(2,083,895,857)	-	-
Total items that will be reclassified subsequently to income statement	(3,809,779,655)	(1,977,144,649)	(956,500)	(3,037,255)
Other comprehensive (expense) income for the year, net of tax	(3,809,779,655)	(2,012,020,537)	(956,500)	(270,172)
Total comprehensive income for the year	7,184,324,781	2,739,257,160	3,845,199,873	2,123,166,436
Total comprehensive income attributable to:				
Owners of the parent	7,641,448,253	2,679,191,856	3,845,199,873	2,123,166,436
Non-controlling interests	(457,123,472)	60,065,304	-	-
	7,184,324,781	2,739,257,160	3,845,199,873	2,123,166,436

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2019

		Consolidated financial statements (Baht)														
		Attributable to owners of the parent														
							Other components of equity									
										Other comprehensive income (expense)						
	Notes	Issued and paid-up share capital	Share premium	Expired warrants in a subsidiary	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Application of TAS 29	Remeasuring of available-for-sale investments	Translation adjustment	Total other components of equity	Perpetual debentures	Total owners of the parent	Non-controlling interests	Total equity
Opening balance as at 1 January 2018 (as previously reported)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	31,062,493,233	(755,412,590)	(890,258,685)	-	(102,254,118)	(2,188,465,896)	(3,936,391,289)	-	47,328,593,582	2,692,334,840	50,020,928,422
Retrospective adjustment from completion of fair value measurement		-	-	-	-	-	-	-	-	-	-	-	-	-	483,196,621	483,196,621
Opening balance after adjustment (restated)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	31,062,493,233	(755,412,590)	(890,258,685)	-	(102,254,118)	(2,188,465,896)	(3,936,391,289)	-	47,328,593,582	3,175,531,461	50,504,125,043
Changes in equity for the year																
Additional ordinary shares		-	-	-	-	-	-	-	-	-	-	-	-	-	75,285,515	75,285,515
Restatement of results from hyperinflation	3	-	-	-	-	-	-	-	229,102,812	-	-	229,102,812	-	229,102,812	28,221,900	257,324,712
Business combination		-	-	-	-	-	-	-	-	-	-	-	-	-	7,981,966,364	7,981,966,364
Additional investment in subsidiary		-	-	-	-	-	-	(951,496,527)	-	-	-	(951,496,527)	-	(951,496,527)	(12,425,224)	(963,921,751)
Dividend paid	35	-	-	-	-	(1,847,546,349)	-	-	-	-	-	-	-	(1,847,546,349)	(223,396,853)	(2,070,943,202)
Issuance of perpetual debentures		-	-	-	-	-	-	-	-	-	-	-	23,777,899,602	23,777,899,602	-	23,777,899,602
Total comprehensive income (expense) for the year (restated)		-	-	-	-	4,472,792,059	-	-	-	106,751,208	(1,900,351,411)	(1,793,600,203)	-	2,679,191,856	60,065,304	2,739,257,160
Closing balance as at 31 December 2018 (restated)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	33,687,738,943	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)	23,777,899,602	71,215,744,976	11,085,248,467	82,300,993,443

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

		Consolidated financial statements (Baht)														
		Attributable to owners of the parent														
							Other components of equity									
										ther comprehensive income (expens						
	Notes	Issued and paid-up share capital	Share premium	Expired warrants in a subsidiary	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Application of TAS 29	Remeasuring of available-for-sale investments	Translation adjustment	Total other components of equity	Perpetual debentures	Total owners of the parent	Non-controlling interests	Total equity
Opening balance as at 1 January 2019																
(as previously reported)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	34,624,841,755	(755,412,590)	(1,841,755,212)	-	4,497,090	(4,088,817,307)	(6,681,488,019)	23,777,899,602	71,923,744,976	11,150,377,544	83,074,122,520
Retrospective adjustment from																
completion of fair value measurement	37	-	-	-	-	(708,000,000)	-	-	-	-	-	-	-	(708,000,000)	(65,129,077)	(773,129,077)
Application adjustment of TAS 29	3	-	-	-	-	(229,102,812)	-	-	229,102,812	-	-	229,102,812	-	-	-	-
Opening balance after adjustment																
(restated)		4,618,914,291	15,014,609,717	104,788,723	464,178,907	33,687,738,943	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)	23,777,899,602	71,215,744,976	11,085,248,467	82,300,993,443
Retrospective adjustments from																
changes in accounting policy	2	-	-	-	-	(288,721,383)	-	-	-	-	-	-	-	(288,721,383)	(26,029,795)	(314,751,178)
Opening balance after adjustment		4,618,914,291	15,014,609,717	104,788,723	464,178,907	33,399,017,560	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)	23,777,899,602	70,927,023,593	11,059,218,672	81,986,242,265
Changes in equity for the year																
Exercise warrants	28	90,259	3,790,878	-	-	-	-	-	-	-	-	-	-	3,881,137	-	3,881,137
Legel reserve	29	-	-	-	20,807,094	(20,807,094)	-	-	-	-	-	-	-	-	-	-
Adjustment fair value of subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	4,439,003	4,439,003
Disposal of investment in a subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	-	48,915,760	48,915,760
Results from hyperinflation		-	-	-	-	-	-	-	38,824,496	-	-	38,824,496	-	38,824,496	26,209,064	65,033,560
Dividend paid	35	-	-	-	-	(1,847,544,926)	-	-	-	-	-	-	-	(1,847,544,926)	(275,063,116)	(2,122,608,042)
Interest paid on perpetual debentures	36	-	-	-	-	(1,312,142,331)	-	-	-	-	-	-	-	(1,312,142,331)	-	(1,312,142,331)
Discount on transaction																
of perpetual debentures		-	-	-	-	-	-	-	-	-	-	-	9,758,600	9,758,600	-	9,758,600
Total comprehensive income (expense)																
for the year		-	-	-	-	10,697,926,668	-	-	-	(430,485)	(3,056,047,930)	(3,056,478,415)	-	7,641,448,253	(457,123,472)	7,184,324,781
Closing balance as at 31 December 2019		4,619,004,550	15,018,400,595	104,788,723	484,986,001	40,916,449,877	(755,412,590)	(1,841,755,212)	267,927,308	4,066,605	(7,144,865,237)	(9,470,039,126)	23,787,658,202	75,461,248,822	10,406,595,911	85,867,844,733

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2019

		Separate financial statements (Baht)								
						Other components of equity				
							Other comprehensive income (expense)			
	Notes	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Remeasuring of available-for-sale investments	Total other components of equity	Perpetual debentures	Total equity
Opening balance as at 1 January 2018		4,618,914,291	14,988,957,341	464,178,907	4,972,290,549	(587,397,515)	6,827,945	(580,569,570)	-	24,463,771,518
Changes in equity for the year										
Dividend paid	35	-	-	-	(1,847,546,349)	-	-	-	-	(1,847,546,349)
Issuance of perpetual debentures		-	-	-	-	-	-	-	23,777,899,602	23,777,899,602
Total comprehensive income (expense) for the year		-	-	-	2,126,203,691	-	(3,037,255)	(3,037,255)	-	2,123,166,436
Closing balance as at 31 December 2018		4,618,914,291	14,988,957,341	464,178,907	5,250,947,891	(587,397,515)	3,790,690	(583,606,825)	23,777,899,602	48,517,291,207

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2019

		Separate financial statements (Baht)								
						Other components of equity				
							Other comprehensive income (expense)			
	Notes	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated retained earnings	Discount on business combination under common control	Remeasuring of available-for-sale investments	Total other components of equity	Perpetual debentures	Total equity
Opening balance as at 1 January 2019		4,618,914,291	14,988,957,341	464,178,907	5,250,947,891	(587,397,515)	3,790,690	(583,606,825)	23,777,899,602	48,517,291,207
Changes in equity for the year										
Exercise warrants	28	90,259	3,790,878	-	-	-	-	-	-	3,881,137
Legel reserve	29	-	-	20,807,094	(20,807,094)	-	-	-	-	-
Dividend paid	35	-	-	-	(1,847,544,926)	-	-	-	-	(1,847,544,926)
Interest paid on perpetual debentures	36	-	-	-	(1,312,142,331)	-	-	-	-	(1,312,142,331)
Discount on transaction of perpetual debentures		-	-	-	-	-	-	-	9,758,600	9,758,600
Total comprehensive income (expense) for the year		-	-	-	3,846,156,373	-	(956,500)	(956,500)	-	3,845,199,873
Closing balance as at 31 December 2019		4,619,004,550	14,992,748,219	484,986,001	5,916,609,913	(587,397,515)	2,834,190	(584,563,325)	23,787,658,202	49,216,443,560

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

	Notes	Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax		13,287,055,738	6,039,827,370	3,935,007,179	2,165,553,696
Adjustments for:					
Depreciation and amortisation	17 - 20	8,914,429,018	5,725,168,750	36,039,395	59,572,585
Amortisation of borrowing cost	22	267,046,117	130,007,576	165,625,989	90,698,522
Gain from fair value of short-term investment	14	-	(25,664,856)	-	-
Gain from bargain purchases		-	(120,802,405)	-	-
Doubtful accounts (Reversal)		16,726,464	193,524,111	(12,023)	(190,123)
Inventory obsolescence (Reversal)	10	13,989,207	(8,165,652)	-	-
Share of profit of investments in associates and joint ventures	15	(827,509,233)	(487,939,496)	-	-
Financial costs		4,081,485,853	2,868,581,300	1,998,208,723	1,900,566,429
Interest income		(721,974,306)	(605,175,207)	(4,035,684,539)	(3,050,277,921)
Dividends income		(2,016,240)	(456,386,734)	(2,458,006,000)	(1,227,496,853)
Translation adjustment		6,777,556,918	230,842,599	-	-
Unrealised (gain) loss on exchange rate		(4,258,934,038)	(1,803,128,847)	1,860,594,628	287,267,421
Reversal of impairment of general investments	14	(29,750,152)	-	-	-
Impairment of investment in associates	15	352,714,715	280,000,000	-	-
Gain on sales and leaseback	31	(4,743,436,894)	-	-	-
Gain on disposal of investment in subsidiary and interests in joint venture		(1,350,340,011)	-	-	-
Loss (gain) on disposals, impairment charge and write-off of property, plant and equipment and investment properties		673,093,189	264,450,915	(5,437,511)	199,181
Loss (gain) on disposals, impairment charge and write-off of intangible assets and prepaid rents		148,841,524	94,206,826	-	(7,000)
Employee benefit obligations	25	142,071,180	44,833,062	5,894,030	3,496,666
Changes in operating assets and liabilities					
Trade and other receivables		(729,735,400)	(97,742,191)	(80,741,691)	(424,216,975)
Inventories		(426,114,490)	(267,770,613)	2,533,703	(179,057)
Land and real estates project for sales		457,578,048	14,407,426	-	-
Other current assets		(42,975,592)	(549,759,923)	29,119,275	18,466,921
Non-current assets classified as held-for-sale		575,352,101	-	-	-
Other non-current assets		(1,116,408,942)	933,918,968	(151,872)	(749,347,214)
Trade and other payables		(2,282,488,616)	1,875,802,142	(72,260,564)	(215,032,321)
Other current liabilities		350,800,658	(3,592,472,726)	(10,452,691)	(17,792,245)
Employee benefits paid	25	(74,885,257)	(50,609,157)	(4,597,790)	(543,520)
Other non-current liabilities		(229,730,849)	421,440,944	863,694	(158,305,028)
Cash generated from (used in) operations		19,222,440,710	11,051,394,182	1,366,541,935	(1,317,566,836)
Interest paid		(3,456,676,228)	(2,519,098,390)	(1,750,602,435)	(1,876,847,675)
Income tax paid		(1,000,007,321)	(1,171,987,690)	(59,791,072)	(44,479,824)
Net cash generated from (used in) operating activities		14,765,757,161	7,360,308,102	(443,851,572)	(3,238,894,335)

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

	Notes	Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Cash flows from investing activities					
Cash paid for loans to related parties	16	(485,023,522)	(344,569,180)	(7,241,168,337)	(94,672,566,718)
Cash received from loans to related parties	16	224,574,276	677,092,208	26,997,452,615	6,846,348,368
Decrease (Increase) in loans to other companies		95,537,145	(1,418,256,237)	(60,000)	(10,000)
Acquisition of subsidiaries, net cash acquired		(2,500,459,422)	(77,607,780,651)	-	-
Proceed from disposal of assets under sale and leaseback arrangment, net cash received		9,544,612,082	-	-	-
Repayment of loans related to acquisition of subsidiary		(182,490,206)	-	-	-
Cash invested in general investment	14	-	(105,656,426)	-	-
Cash invested in available-for-sale investments	14	(207,600)	-	(102,400)	-
Cash invested in investments in subsidiaries	15	-	-	(1,899,829,375)	(98,086,992)
Cash invested in investments in associate	15	(4,867,780)	(26,403,478)	(4,102,648)	(12,596,278)
Cash invested in interests in joint ventures	15	(29,336,893)	(187,993,764)	-	-
Cash received from disposal of investments		1,350,323,530	-	-	-
Cash received from disposal of interests in joint venture	15	85,212,890	-	-	-
Proceeds from sale of general investments	14	331,847,806	1,669,054,659	-	10,000
Redemption of interests in joint ventures	15	-	1,049,433,834	-	5,484,460
Interest received		721,974,306	605,175,207	4,035,684,539	3,050,277,921
Dividends received		1,459,061,876	833,402,133	2,458,006,000	1,227,496,853
Purchases for investment properties		(251,724,173)	(129,964,361)	-	-
Purchases of property, plant and equipment		(13,611,198,155)	(8,809,345,739)	(16,219,494)	(22,049,781)
Purchases of intangible assets and prepaid rents		(841,950,701)	(784,983,566)	(17,182,642)	(19,943,218)
Proceeds from disposals of property, plant and equipment and investment properties		266,316,440	299,331,176	22,101,660	9,346
Proceeds from disposals of intangible assets		46,969,302	1,136,161,381	-	7,000
Net cash generated from (used in) investing activities		(3,780,828,799)	(83,145,302,804)	24,334,579,918	(83,695,619,039)
Cash flows from financing activities					
Increase in short-term borrowings from related parties	16	-	-	2,276,435,570	527,091,503
Receipts from short-term borrowings from financial institutions		52,397,768,414	64,867,969,500	52,397,768,414	64,742,203,170
Repayments of short-term borrowings from financial institutions		(55,439,250,625)	(62,538,247,058)	(55,433,441,875)	(62,051,944,909)
Receipts from long-term borrowings from financial institutions	22	19,883,384,288	85,537,786,106	4,588,452,254	84,110,365,470
Repayments of long-term borrowings from financial institutions	22	(53,134,380,336)	(27,014,972,713)	(52,767,568,958)	(26,340,990,799)
Repayments of financial lease liabilities		(28,178,916)	(1,615,151)	-	-
Receipts from issuance of debentures	22	32,894,070,000	4,006,242,548	32,894,070,000	4,006,242,548
Repayments of debentures	22	(4,500,000,000)	(3,682,811,066)	(4,500,000,000)	(2,000,000,000)
Interset paid on perpetual debentures	36	(1,312,142,331)	-	(1,312,142,331)	-
Receipts from issuance of ordinary shares by exercise of warrants	28	3,881,137	-	3,881,137	-
Cash received from non-controlling interest for disposal of investments in subsidiary		-	75,285,515	-	-
Cash paid to non-controlling interest for capital increase in subsidiaries	15	-	(1,029,604,075)	-	-
Dividends paid to shareholders	35	(1,847,544,926)	(1,847,546,349)	(1,847,544,926)	(1,847,546,349)
Dividends paid to non-controlling interests	35	(275,063,116)	(223,396,853)	-	-
Cash received from issuance of perpetual debentures	36	-	24,821,505,000	-	24,821,505,000
Net cash receipted from (used in) financing activities		(11,357,456,411)	82,970,595,404	(23,700,090,715)	85,966,925,634

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

	Notes	Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Net increase (decrease) in cash and cash equivalents		(372,528,049)	7,185,600,702	190,637,631	(967,587,740)
Cash and cash equivalents at the beginning		12,712,987,630	5,291,559,556	111,546,471	1,079,134,211
Gain on exchange rate		990,361,754	235,827,372	-	-
Cash and cash equivalents, closing balance		13,330,821,335	12,712,987,630	302,184,102	111,546,471

Cash and cash equivalents as at 31 December

		Consolidated financial statements		Separate financial statements	
			(Restated)		
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Cash and deposits with banks	8	13,330,821,335	12,759,883,522	302,184,102	111,546,471
Bank overdrafts	22	-	(46,895,892)	-	-
		13,330,821,335	12,712,987,630	302,184,102	111,546,471

Supplementary information for cash flows

Non-cash transactions

Significant non-cash activities for the years ended 31 December 2019 and 2018 are as follows:

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Acquisition of property, plant and equipment by payable	111,249,023	504,343,869	1,356,315	384,280

The notes to the consolidated and separate financial statements on pages 19 to 147 form an integral part of the financial statements.

1 General information

Minor International Public Company Limited ("the Company") is a public limited company which is listed on the Stock Exchange of Thailand since October 1988 and is incorporated and domiciled in Thailand. The addresses of the Company's registered offices are as follows:

Bangkok: 16th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Thailand.

Pattaya: 218/2-4 Moo 10 Beach Road, Nongprue, Banglamung, Chonburi 20260 Thailand.

For reporting purposes, the Company and its subsidiaries are referred to as the Group.

The principal business operations of the Group are summarised as follows:

The Group engages in investment activities, hotel, restaurant operations, and distribution and manufacturing. The Group mainly operates in Thailand and also has operations in other countries such as countries in Europe, Singapore, People's Republic of China, The Republic of Maldives, The United Arab Emirates, Sri Lanka, Australia, the Federative Republic of Brazil and countries in Southern Africa, etc.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 27 February 2020.

2 Accounting policies

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below:

2.1 Basis for preparation

The consolidated and separate financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except some investments which are carried at fair value as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated and separate financial statements are disclosed in Note 5.

2 Accounting policies (Cont'd)

2.2 Revised financial reporting standards and related interpretations

2.2.1 Revised financial reporting standards are effective for annual periods beginning on or after 1 January 2019.

a) Thai Financial Reporting Standard No.15 (TFRS 15), Revenue from contracts with customers

The standard provides principle and approach of revenue recognition under five-step process. The underlying principle is that the Group will recognise revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. It replaces the principles of transferring the significant risks and rewards of ownership of the goods or services to the buyer in accordance with TAS 11, *Construction contracts,* TAS 18, *Revenue* and related interpretations.

The Group has adopted the new TFRS 15, Revenue from contracts with customers from 1 January 2019 (initial application date) by applying the modified retrospective approach and the comparative figures have not been restated. The Group applies practical expedient relates to completed contracts and contract modifications as allowed by TFRS 15.

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of TFRS 15.

	Consolidated financial statements		
	As at 31 December 2018 As reported, Baht Million	Adjustments Baht Million	As at 1 January 2019 As adjusted under TFRS15 Baht Million
Statement of financial position			
Trade and other receivables	14,941	(138)	14,803
Deferred tax assets	6,277	37	6,314
Current portion of deferred income	190	64	254
Other non-current liabilities	4,870	150	5,020
Retained earnings - unappropriated	33,688	(289)	33,399
Non-controlling interests	11,085	(26)	11,059

2 **Accounting policies** (Cont'd)

The following tables show the amounts of affected line items in the current year from the adoption of TFRS 15 compared to the previous revenue recognition standards.

	Consolidated financial statements		
	Amounts as reported Baht Million	Impacts from TFRS 15 Baht Million	Amounts under the previous revenue standards Baht Million
Statement of financial position as at 31 December 2019			
Deferred tax assets	5,503	34	5,537
Current portion of deferred income	252	65	317
Other non-current liabilities	4,855	112	4,967
Retained earnings - unappropriated	40,916	(121)	40,795
Non-controlling interests	10,407	(25)	10,382
Statement of comprehensive income for the year ended 31 December 2019			
Sales of food and beverage	22,666	6	22,672
Other income	9,315	(1)	9,314
Income tax	(2,293)	(2)	(2,295)

The adoption of TFRS 15 mainly affects the Group's accounting treatment as follows:

Accounting for customer loyalty programme

In previous reporting periods, the consideration received from the sale of goods was allocated to points and the goods sold using the reverse residual method. Under this method, the fair value of the points was allocated to the points and the residual part of the consideration was allocated to the goods sold.

Under TFRS 15, the total consideration must be allocated to the points and goods based on the relative stand-alone selling prices. Using this new method, the amounts allocated to the goods sold are, on average, higher than the amounts allocated under the reverse residual value method.

2 **Accounting policies** (Cont'd)

b) **Thai Financial Reporting Standard No.2 (TFRS 2) (revised 2018), Share-based payment**

TFRS 2 clarify:

- the measurement basis for cash-settled share-based payments; and
- the accounting for modifications that change an award from cash-settled to equity-settled.

They also introduce an exception to the classification principles in TFRS 2. Where an employer is obliged to withhold an amount for the employee's tax obligation associated with a share-based payment and pay that amount to the tax authority, the whole amount will be treated as if it is equity-settled. Previously the tax portion was accounted for as cash-settled.

c) **Thai Accounting Standard No.28 (revised 2018), Investments in associates and joint ventures**

TAS 28 clarifies that the election by venture capital organisations, mutual funds, unit trusts and similar entities to measure investments in associates or joint ventures at fair value through profit or loss should be made separately for each associate or joint venture at initial recognition.

d) **Thai Accounting Standard No.40 (revised 2018), Investment property**

TAS 40 clarifies that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer.

e) **Thai Financial Reporting Interpretation No.22 (TFRIC 22), Foreign currency transactions and advance consideration**

TFRIC 22 clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

2 **Accounting policies** (Cont'd)

f) **Thai Financial Reporting Standard No.1 (TFRS 1), First-time adoption of Thai Financial Reporting Standards**

TFRS 1 addresses the treatment when the Group adopts, for the first time, Thai Financial Reporting Standards (TFRSs) as a basis for preparing its financial statements. TFRS 1 grants specific optional exemptions and mandatory exceptions from TFRSs' general requirements. It also requires certain disclosures explaining how the transition from previous GAAP to TFRSs affects the Group's financial position, financial performance and cash flows.

2.2.2 **New financial reporting standards and interpretation which have been issued but not yet effective.**

The Group has assessed impact of new and revised financial standards which have not been effective for the period ended 31 December 2019 as follow:

a) **Financial instruments**

The new financial standards relate to financial instruments are:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These new standards address the classification, measurement, derecognition of financial assets and financial liabilities, impairment of financial assets, hedge accounting, and presentation and disclosure of financial instruments.

2 **Accounting policies** (Cont'd)

On 1 January 2020, the Group will apply the new financial reporting standards. The management expects that the adoption of these standards will affect on these following areas.

Classification of financial liabilities and equity

Financial instruments issued by the Group must be classified as financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

The Group has perpetual bonds of Baht 23,788 million in equity. In accordance with TAS 32, Financial Instruments: Presentation, the perpetual bonds must be presented as financial liabilities. However, the Federation of Accounting Professions (TFAC) issued an announcement no. 95/2562 to provide a relief from reclassification of the perpetual bonds that was issued and paid-up before 31 December 2019. The relief is granted until 31 December 2022.

Classification and measurement of investments in equity instruments (previously called general investments)

All equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss, or ii) at fair value through other comprehensive income without recycling to profit or loss.

Impairment

The management is currently assessing the impact of initial adoption of these financial reporting standards.

2 **Accounting policies** (Cont'd)

b) **TFRS 16, Leases**

Where the Group is a lessee, TFRS 16, Leases will result in almost all leases being recognised on the balance sheet as the distinction between operating and finance leases is removed. A right-of-use asset and a lease liability will be recognised, with exception on short-term and low-value leases.

On 1 January 2020, the Group will apply TFRS 16, Leases and adjust cumulative impact to opening retained earnings (modified retrospective approach). From the preliminary impact assessment, the management expect that the Group will be affected by significant lease liabilities on rental contracts, previously classified as operating leases under TAS 17, Leases. The following items will be recognised upon adoption of TFRS 16.

- Liabilities under lease agreements are recognised in accordance with the obligations and discounting to present values with incremental borrowing rates of the lessees as of 1 January 2020.
- Right-of-use assets are recognised equal to the present value of liabilities under the lease agreements as of 1 January 2020 adjusted by prepaid rent, leasehold rights and accrued lease expenses which previously recognised.

In certain cases, the entity choose, on a lease-by-lease basis, to recognise right-of-use asset at the initial application date at its carrying amount as if TFRS 16 has been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the initial application date.

The management is currently assessing the impact of initial adoption of this financial reporting standard.

2 **Accounting policies** (Cont'd)

c) **Other new/amended standards**

The new and amended financial reporting standards that will have significant impact on the Group are:

TAS 12	Income taxes
TAS 19	Employee benefits
TAS 23	Borrowing costs
TAS 28	Investments in associates and joint ventures
TFRS 3	Business combinations
TFRS 9	Financial instruments
TFRS 11	Joint arrangements
TFRIC 23	Uncertainty over income tax treatments

Amendment to TAS 12, Income taxes - clarified that the income tax consequences of dividends of financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.

Amendment to TAS 19, Employee benefits (plan amendment, curtailment or settlement) - clarified accounting for defined benefit plan amendments, curtailments and settlements that the updated assumptions on the date of change are applied to determine current service cost and net interest for the remainder of the reporting period after the plan amendment, curtailment or settlement.

Amendment to TAS 23, Borrowing costs - clarified that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

Amendment to TAS 28, Investments in associates and joint ventures (long-term interests in associates and joint ventures) - clarified the accounting for long-term interests in an associate or joint venture, which is in substance form part of the net investment in the associate or joint venture, but to which equity accounting is not applied. Entities must account for such interests under TFRS 9, *Financial instruments* before applying the loss allocation and impairment requirements in TAS 28, *Investments in associates and joint ventures.*

Amendment to TFRS 9, Financial instruments (prepayment features with negative compensation) - enabling entities to measure certain prepayable financial assets with negative compensation at amortised cost instead of fair value through profit or loss. These assets include some loan and debt securities. To qualify for amortised cost measurement, the negative compensation must be 'reasonable compensation for early termination of the contract' and the asset must be held within a 'held to collect' business model.

2 Accounting policies (Cont'd)

Amendment to TFRS 3, Business combinations - clarified that obtaining control of a business that is a joint operation is a business combination achieved in stages. The previously held interest is therefore re-measured.

Amendment to TFRS 11, Joint arrangements - clarified that the party obtaining joint control of a business that is a joint operation should not remeasure its previously held interest in the joint operation.

TFRIC 23, Uncertainty over income tax treatments - explained how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- that the Group should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, ie that detection risk should be ignored.
- that the Group should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment.
- that the judgments and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgments.

2 **Accounting policies** (Cont'd)

2.3 Group accounting - Investments in subsidiaries, associates and interests in joint ventures

(1) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations except business combination under common control. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of acquiree and the equity interests issued by the Group.

The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised loss is also eliminated unless the transaction provides evidence of an impairment of the transferred assets. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Company's principal subsidiaries is set out in Note 15.

2 **Accounting policies** (Cont'd)

(2) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(3) Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquire in the proportion of interests under common control at the carrying values of the acquiree presented in the highest level of the consolidation prior to the business combination under common control at the acquisition date. The Group retrospectively adjusted the business combination under common control transactions as if the combination occurred from the beginning of period of which the financial statements in the previous period are comparatively presented in accordance with the guidance of business combination under common control as issued by the Federation of Accounting Professions.

Costs of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs. Other costs directly attribute to business combination under common control, such as professional fees of legal advisors and other advisors, registration fees, and costs relating to preparation of information for shareholders, are capitalised as an investment in the separate financial statements while immediately recognised as expenses in the consolidated financial statements in the period of which the business combination occurs.

The difference between costs of business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "Surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed (transfer to retained earnings).

(4) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting in the consolidated financial statements.

A list of the Group's principal associates is set out in Note 15.

2 **Accounting policies** (Cont'd)

(5) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method in the consolidated financial statements.

A list of the Group's principal joint ventures is set out in Note 15.

(6) Accounting under equity method

Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identifies on acquisition.

If the ownership interest in associates and joint ventures is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in an associates and joint ventures is recognised in profit or loss.

The Group's share of its associates and joint ventures' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, together with any long-term interests that, in substance, form part of the entity's net investment in the associates or joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associates and joint ventures are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the investments and its carrying value and recognises the amount adjacent to share of profit (loss) of associates and joint ventures in profit or loss.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates and joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 **Accounting policies** (Cont'd)

(7) Separate financial statement

In the separate financial statements, investments in subsidiaries, associates and joint ventures are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Thai Baht, which is the Company's functional and the Group's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rate prevailing at the statement of financial position date. Gains and losses resulting from the settlement of foreign currency transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the profit or loss.

Translation differences on non-monetary items such as investments in equity securities held for trading are reported as part of the fair value gain or loss. Translation differences on available-for-sale investments in equity securities are included in the revaluation reserve in equity.

The statement of comprehensive income and cash flows of foreign entities are translated into Group's reporting currency at the weighted average exchange rates for the year and statement of financial position are translated at the exchange rates ruling on the end of reporting period. Currency translation differences arising from the retranslation of the net investment in foreign entities are taken to shareholders' equity. On disposal of a foreign entity, accumulated exchange differences are recognised in the statement of comprehensive income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 **Accounting policies** (Cont'd)

2.5 Segment reporting

Segment information is presented by operating segments and geographical areas of the Group's operations.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company's CEO and Board of Directors that makes strategic decisions.

2.6 Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.7 Trade accounts receivable

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the profit or loss within administrative expenses.

Trade receivables long-term contracts are receivables from sales of hotel time-sharing points, which will be paid in installments which covers over one year. The amount is carried at the original invoice amount and deducted by installment payment. The amount is subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivables and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the profit or loss within administrative expenses.

2 **Accounting policies** (Cont'd)

2.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the moving average method for food and beverage, by weighted average method for raw materials and finished goods for manufacturing and spa products and by first-in, first-out method for fashion and cosmetic products. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

2.9 Land and real estates project for sales

Land and real estates project are stated at the lower of cost or net realisable value. Cost is determined by the weighted average method. The project cost consists of cost of land, development cost, construction cost, miscellaneous expenses of the project and interest expenses. Capitalisation of interest will be discontinued when the construction completes.

2.10 Non-current assets (or disposal groups) held-for-sale

Non-current assets (or disposal groups) are classified as assets held-for-sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of the carrying amount and fair value less cost to sell.

2.11 Other investments

Investments other than investments in subsidiaries, associates and interests in joint ventures are classified into the following three categories: trading investment, available-for-sale investments and general investments. The classification in dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

1. Trading investments are investments acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.

2. Available-for-sale investments are investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale.

3. General investments are investments in non-marketable equity securities are classified as general investments.

2 **Accounting policies** (Cont'd)

All categories of investments are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gains and losses of trading investments are recognised in profit or loss. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income.

General investments are carried at cost less impairment loss.

A test for impairment is carried out when there is a factor indicating that such investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, an impairment loss is charged to the income statement.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Group's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by weighted average carrying amount of the total holding of the investment.

2.12 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at cost less any accumulated depreciation and any accumulated impairment losses.

2 **Accounting policies** (Cont'd)

Land is not depreciated. Depreciation on other investment properties is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Land improvement	lease period
Buildings and building improvement	lease period and 20 years

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.13 Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items, including an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, when the entity has the obligation to do so.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated on the straight-line method of depreciation to allocate their cost to their residual values over their estimated useful lives as follows:

Leasehold improvement	lease period and 5 - 30 years
Building and building improvement	lease period and 5 - 60 years
Machines, furniture and other equipment	3 - 15 years
Vehicles	4 - 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

2 **Accounting policies** (Cont'd)

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Hotel operating equipment is stated at cost less accumulated depreciation. Additions are recorded as hotel operating equipment and expensed on issue or use.

Operating equipment and kitchen supplies for restaurant operations are recorded at cost upon purchases and are depreciated on first issue or use. The depreciation is calculated on the straight-line method with the estimated useful life of 5 years. When new items are issued to replace the operating equipment, the replacement cost of operating equipment and kitchen supplies are recognised as expense when issued.

When existing outlets are re-modernised, the related expenditures will be capitalised as buildings improvements or leasehold improvements and will be depreciated using the straight-line method over the shorter of the remaining lease term or the estimated useful life of 5 years.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised in the income statement.

2.14 Intangible assets

Asset management rights

Asset management rights are recognised at cost less any accumulated amortisation and any accumulated impairment losses. The cost of the right is amortised on a straight line basis over the contract period or the useful life of the buildings, which has been assessed to be not in excess of 40 years.

The rights are not revalued in the accounts as they are not traded in an active market. The amortisation period and amortisation method are reviewed at each statement of financial position date.

Intellectual property

Intellectual property is measured at purchased cost and represents ownership rights of the systems used by the Group to efficiently manage and operate its asset management rights portfolio and in-house developed recipes and equipments that give the Group a relative advantage over its competitors. Intellectual properties are amortised over 20 years and 40 years.

2 **Accounting policies** (Cont'd)

Franchise development cost

Costs incurred on development of franchises relating to the design of restaurants and the testing of new products are recognised as intangible assets to the extent that such expenditure is expected to generate future economic benefits. Other development expenditure is recognised as an expense as incurred. Development costs previously recognised as expenses are not recognised as assets in a subsequent period. Development costs that have been capitalised are amortised from the commencement of the commercial launch of the franchise on a straight-line method over the period of its expected benefit, generally over 3 - 20 years. Capitalised development cost is not revalued. Its carrying amount is reviewed annually for impairment where it is considered necessary.

Initial franchise fees

Expenditure on acquired patents, trademarks and licences relating to restaurant franchises is capitalised as an intangible asset and amortised using the straight-line method over the related agreement periods, generally over 10 - 20 years. The intangible assets are not revalued. The carrying amount of intangible asset is reviewed annually and adjusted for impairment where it is considered necessary.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary, associates and joint ventures undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is reported in the consolidated statement of financial position. Goodwill on acquisitions of associates and joint ventures is included in investments in associates and joint ventures and is tested for impairment as part of the overall balance.

Goodwill is tested annually for impairment and carried at cost less impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or group of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

Brand

Trademarks, trade names, service marks or collective marks that have achieved consumer awareness and recognition through continuous use in commerce are not subject to amortisation; however, its carrying amount is annually tested for impairment.

2 **Accounting policies** (Cont'd)

Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives during 3 - 10 years.

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an intangible asset in a subsequent period.

Computer software development costs are recognised as assets are amortised over their useful lives, which does not exceed 3 - 10 years.

2.15 **Impairment of assets**

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 **Accounting policies** (Cont'd)

2.16 Leases

Leases - where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant and equipment where the Group has substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the present value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit and loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. Assets acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised 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 initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in investment properties 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 recognised on a straight-line basis over the lease term.

2.17 Borrowings

Borrowings are recognised initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption valve is recognised in the income statement over the period of the borrowings using the effective yield method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting date.

2 **Accounting policies** (Cont'd)

2.18 Provisions

Provisions, which exclude the provisions relating to employee benefits, are recognised when the Group has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

2.19 Employee benefits

The Group companies operate various retirement benefits schemes. The Group has both defined benefit and defined contribution plans.

A defined contribution plan is a retirement plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due.

A defined benefit plan is a legal severance pay that is not a defined contribution plan. Typically defined benefit plans define an amount of employee benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of legal severance pay is the present value of the defined benefit obligation at the end of the reporting period, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

2 **Accounting policies** (Cont'd)

2.20 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the subsidiaries and associates of the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising from investments in subsidiaries, associates and joint arrangements, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 **Accounting policies** (Cont'd)

2.21 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any companies within the Group purchase the Company's equity share capital (treasury shares), the consideration paid including directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the company' s equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transact costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2.22 Perpetual debentures

Perpetual debentures are recognised as equity when the Group has the sole right and discretion to early redemption as stipulated in terms and conditions of debentures, and the interest and cumulative interest payment are unconditionally deferred without time and number limitation and payable at the Group's discretion. Accordingly, any interest payments are recognised similar as dividends and directly in equity when payment obligation arises. Interest payments are presented in the statement of cash flows at the same way as dividends paid to ordinary shareholders.

2.23 Revenue recognition

Revenue from hotel operations consists of room sales, food and beverage sales and revenue from auxiliary activities which is recognised when the service is rendered, and presented net of sales taxes and discounts.

Revenue from accommodation rentals is recognised when the rental period is commenced at which time it is brought to account over the rental period on a straight line basis. The fixed portion of asset management rights revenue is recognised on a pro rata basis over the course of the asset management rights agreement. The variable portion of income arising from asset management rights is recognised as it is earned through either the sale of goods as they are supplied or through the provision of services as they are performed.

Revenue from sales of foods and beverages is recognised upon delivery and service rendered, and presented net of sales taxes and discounts.

2 **Accounting policies** (Cont'd)

Rental income from shopping plaza and property is recognized at the rate specified in rental contract. Rental received in advance is recognised as revenue evenly over the period of the lease.

Revenue from sales of real estate and sales of furniture and fixtures are recognised when transferring of real estate, furniture and fixtures to the buyer.

Revenue from sales of time sharing resort is recognised when the Group transfers ownership of such right to the buyers and the construction of the resort is completed and ready for use. The Group will not recognise revenue from sales if the resort is not ready for use.

Revenue from distribution and manufacturing is recognised as revenue when the goods are delivered to customers. Sales of goods to department stores are recognised as revenue only when the goods are sold to end customers. All revenues are shown net of sales taxes and discounts.

Revenue from management service is recognised as revenue when the service is rendered.

Other revenues earned by the Group are recognised on the following bases:

- Royalty and franchise fee	- With a continuous service provision on straight line basis over the contract term
- Interest and commission income	- As it accrues unless collectibility is in doubt.
- Dividend income	- When the shareholder's right to receive payment is established.

2.24 Hyperinflationary economies

The Group recognised all cumulative effects of hyperinflationary on non-monetary items as part of acquisition transaction. Any results from exposure to hyperinflation after the acquisition were recorded to income statement and other components of equity.

In 2018, a subsidiary of the Group located in Argentina was declared a hyperinflationary economy due to, among other causes, the fact that the accumulated inflation rate of its economy exceeded 100% over a continuous period of three years. As a result, the Group has applied TAS 29 - Financial Reporting in Hyperinflationary economies to the financial statements of Argentine companies.

2 **Accounting policies** (Cont'd)

2.25 **Dividend distribution**

Annual dividends are recorded in the consolidated and separate financial statements in the period in which they are approved by the shareholders meetings of the Company and subsidiaries.

Interim dividends are recorded in consolidated and separate financial statements in the period in which they are approved by the board of directors meetings of the separate and subsidiaries.

3 **Accounting correction**

Restatement of hyperinflation transaction

During the year 2019, a situation was detected in the consolidated financial statements as at 31 December 2018 in relation to the accounting for hyperinflation in the Argentine subsidiaries of in accordance with TAS 29.

This situation corresponded to the recording of a higher consolidated profit in 2018, amounting to Baht 229 million to owners of the parent and Baht 28 million to non-controlling interests. Such amount should have been recorded directly in other component of equity ('Application of TAS 29' component). This is therefore a restatement of presentation between the income statement and changes in equity, while ending balance of consolidated total equity is not impacted.

Based on the foregoing, the consolidated financial statements of 2018 has been restated, which has resulted in higher consolidated other component of equity of Baht 229 million and a lower consolidated profit by the same amount. On the other hand, the effect of the restatement on non-controlling interests is Baht 28 million decrease in sharing of consolidated profit and zero effect on non-controlling interests component of equity. In addition, the correction results in decrease of basic and diluted earnings per share by Baht 0.0556 per share.

4 **Financial risk management**

4.1 **Financial risk factors**

The Group's activities expose it to a variety of financial risks including currency risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments such as cross currency swap contracts, forward foreign exchange contracts and interest rate swap contracts to hedge certain exposures.

Risk management is carried out by a central group treasury department. The central group treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Group follows written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, use of derivative financial instruments. The Group does not have policy to use financial instruments for speculative or trading purposes.

4 **Financial risk management** (Cont'd)

4.1.1 Cross currency interest rate swap contracts

Cross currency interest rate swap contracts are recognised at the inception date.

In cross currency interest rate swap contracts, the Group agrees with a counterparty to exchange their respective currency and interest rate positions between an agreed pair of currencies. An exchange of principal in the different currencies occurs at the inception of the cross currency swap contracts at a predetermined exchange rate, with an equal but opposite exchange of principal during interim periods and at the maturity of the contracts. The cross currency receivable/payable under these contracts is translated at the period-end exchange rate and the unrealised gains or losses are recognised in the statement of income. Each party also pays and receives interest on a predetermined amount of principal in different currencies over the contract periods. Any differential to be paid or received on the cross currency swap contracts is recognised as a component of interest income or expenses over the period of the contracts.

4.1.2 Forward foreign exchange contracts

Foreign exchange forward contracts are recognised at the inception date.

Forward foreign exchange contracts protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised or a foreign currency liability settled. Any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the foreign exchange forward contract. The gains and losses on the derivative instruments are offset for financial reporting purposes. Expenses incurred from each contract will be amortised throughout the contract period. The Group does not oblige to pay any fee upon entering forward foreign exchange contract.

4.1.3 Interest rate swap contracts

Interest rate swap contracts protect the Group from movements in interest rates. Any differential to be paid or received on an interest rate swap agreement is recognised as a component of interest expense over the period of the agreement.

4.1.4 Credit risk

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution.

4 **Financial risk management** (Cont'd)

4.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

5 **Critical accounting estimates and judgments**

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The result of accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

5.1 Fair value estimation on business combination

The Group estimates fair value of net assets acquired under business combination by engaging professional valuer, applying appropriate valuation method based on financial assumptions to derive fair value of net assets acquired. These calculations require the use of management judgment.

5.2 Estimated impairment of goodwill and brand

The Group tests annually whether goodwill and brand have suffered any impairment, in accordance with the accounting policy stated in Note 2.15. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 19).

6 Fair value measurements

Assets measured at fair value are classified by level of the following fair value measurement hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (that is unobservable inputs).

The following tables present the Group's and Company's assets that are measured at fair value at 31 December 2019.

	Consolidated financial statements			
	Level 1	Level 2	Level 3	Total
	Baht Million	Baht Million	Baht Million	Baht Million
At 31 December 2019				
Available-for-sale investments	26	-	-	26

	Separate financial statements			
	Level 1	Level 2	Level 3	Total
	Baht Million	Baht Million	Baht Million	Baht Million
At 31 December 2019				
Available-for-sale investments	24	-	-	24

Financial instruments in Level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available. Instruments included in Level 1 comprise primarily equity securities classified as available-for-sale.

7 Segment information

The Group discloses four operating segments which include Hotel & Spa, Mixed use, Restaurant and Retail. The four segments are determined pursuant to business activities and operating results that are regularly reviewed by the chief operating decision makers ("CODM") which is CEO and Board of Directors and aggregation criteria as disclosed in Note 2.5. Set out below is the information which CODM use for evaluating the segment's performance.

7 Segment information (Cont'd)

7.1 Financial information by operating segments

	For the year ended 31 December (Baht Million)											
	Hotel & Spa		Mixed use		Restaurant		Retail		Elimination		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenues												
Total revenues	92,939	45,491	7,305	5,236	24,082	23,450	4,932	4,426	(196)	(471)	129,062	78,132
Costs												
Total costs	(46,679)	(18,872)	(2,413)	(1,060)	(6,533)	(6,440)	(2,733)	(2,456)	-	-	(58,358)	(28,828)
Gross profit and other income	46,260	26,619	4,892	4,176	17,549	17,010	2,199	1,970	(196)	(471)	70,704	49,304
Selling and administrative expenses	(25,881)	(17,368)	(3,179)	(2,954)	(14,442)	(13,643)	(1,901)	(1,664)	196	471	(45,207)	(35,158)
EBITDA	20,379	9,251	1,713	1,222	3,107	3,367	298	306	-	-	25,497	14,146
Depreciation and amortisation	(7,005)	(3,956)	(170)	(166)	(1,587)	(1,430)	(195)	(174)	-	-	(8,957)	(5,726)
Financial costs	(3,406)	(2,188)	(247)	(215)	(391)	(440)	(37)	(25)	-	-	(4,081)	(2,868)
Sharing profit from associates and joint ventures	621	116	(36)	96	243	276	-	-	-	-	828	488
Result before tax	10,589	3,223	1,260	937	1,372	1,773	66	107	-	-	13,287	6,040
Tax	(1,851)	(934)	(144)	(130)	(292)	(248)	(6)	23	-	-	(2,293)	(1,289)
Net profit	8,738	2,289	1,116	807	1,080	1,525	60	130	-	-	10,994	4,751
Timing of revenue recognition												
At a point of time	4,884	33	5,584	3,895	21,274	20,627	4,917	4,381	-	-	36,659	28,936
Overtime	88,055	45,458	1,721	1,341	2,808	2,823	15	45	(196)	(471)	92,403	49,196
Total revenue	92,939	45,491	7,305	5,236	24,082	23,450	4,932	4,426	(196)	(471)	129,062	78,132

7 Segment information (Cont'd)

7.2 Financial information by geographical segments

	For the year ended 31 December (Baht Million)											
	Hotel & Spa		Mixed use		Restaurant		Retail		Elimination		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenues												
Thailand	9,791	9,702	3,050	1,501	15,485	15,316	4,932	4,426	(196)	(471)	33,062	30,474
Europe	65,863	21,203	-	-	334	279	-	-	-	-	66,197	21,482
Australia and New Zealand	5,596	6,129	-	-	2,563	2,443	-	-	-	-	8,159	8,572
Maldives and Middle East	1,945	1,912	-	-	438	490	-	-	-	-	2,383	2,402
The People's Republic of China	23	202	17	-	3,392	3,147	-	-	-	-	3,432	3,349
Latin America	5,884	3,279	-	-	-	-	-	-	-	-	5,884	3,279
Others	3,837	3,064	4,238	3,735	1,870	1,775	-	-	-	-	9,945	8,574
Total	92,939	45,491	7,305	5,236	24,082	23,450	4,932	4,426	(196)	(471)	129,062	78,132
Net profit												
Thailand	157	481	897	564	1,031	1,542	60	130	-	-	2,145	2,717
Europe	6,510	553	-	-	(57)	(206)	-	-	-	-	6,453	347
Australia and New Zealand	45	139	-	-	117	170	-	-	-	-	162	309
Maldives and Middle East	836	563	-	-	26	26	-	-	-	-	862	589
The People's Republic of China	28	143	9	(12)	138	138	-	-	-	-	175	269
Latin America	116	617	-	-	-	-	-	-	-	-	116	617
Others	1,046	(207)	210	255	(175)	(145)	-	-	-	-	1,081	(97)
Total	8,738	2,289	1,116	807	1,080	1,525	60	130	-	-	10,994	4,751
Total assets											254,184	268,081
Total liabilities											168,316	185,780

7 **Segment information** (Cont'd)

The Group's business segments are managed on a worldwide basis and, they operate in the following geographical areas:

Thailand is the home country of the parent company and also its main operations. The areas of operation include hotels, entertainment venues, food and beverage outlets, real estates for sales, distribution, manufacturing, property rental business, spa services and management operations.

Countries in Europe - The Group operates hotel and restaurant businesses.

Australia and New Zealand - The Group operates hotels and food and beverage outlets.

Republic of Maldives and Middle East - The Group operates hotels, spa and food and beverage outlets.

The People's Republic of China - The Group operates food and beverage outlets, spa services and real estates for sales.

Latin America - The Group operates hotel business.

Others - The main activities are hotel operations, spa, and food and beverage outlets. Other countries in which the Group operates are Sri Lanka, Vietnam, Indonesia and countries in South Africa, etc.

8 **Cash and cash equivalents**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Cash on hand	449,424,590	783,785,912	189,042	3,776,994
Cash at banks	12,288,550,950	11,849,424,132	301,995,060	107,769,477
Time deposits				
(maturity less than 3 months)	592,845,795	126,673,478	-	-
Total cash and cash equivalents	13,330,821,335	12,759,883,522	302,184,102	111,546,471

As at 31 December 2019, the average effective interest rate of time deposits was 3.8% per annum and had a maturity less than 3 months (2018: 0.05% - 3.85% per annum).

9 Trade and other receivables and trade receivables long-term contracts

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Current				
Trade receivables - third parties, gross	7,077,631,596	7,565,963,039	14,512,279	19,446,125
Less Provision for impairment of trade receivables	(420,000,909)	(427,478,402)	(92,352)	(104,375)
Trade receivables - third parties, net	6,657,630,687	7,138,484,637	14,419,927	19,341,750
Current portion of trade receivables long-term contracts, net	3,301,521,326	3,087,415,868	-	-
Prepayments	1,104,857,750	1,150,453,772	9,472,333	24,417,741
Receivables from others	3,501,144,443	2,714,193,825	28,105,125	36,984,414
Receivables from related parties (Note 16)	988,862,784	850,822,475	1,574,299,018	1,464,798,784
Total trade and other receivables	15,554,016,990	14,941,370,577	1,626,296,403	1,545,542,689

Outstanding trade receivables - third parties as at 31 December can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Not yet due	4,805,122,447	4,401,717,263	13,964,164	18,807,635
Overdue				
Under 90 days	1,681,115,545	2,317,089,814	46,223	342,667
91 days to 180 days	256,897,807	433,088,151	196,802	38,903
181 days to 365 days	149,897,257	249,381,024	3,879	34,300
Over 365 days	184,598,540	164,686,787	301,211	222,620
Trade receivables - third parties	7,077,631,596	7,565,963,039	14,512,279	19,446,125
Less Provision for impairment of trade receivables	(420,000,909)	(427,478,402)	(92,352)	(104,375)
Trade receivables - third parties, net	6,657,630,687	7,138,484,637	14,419,927	19,341,750

9 Trade and other receivables and trade receivables long-term contracts (Cont'd)

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Non-current				
Trade receivables long-term contracts	3,467,516,612	3,903,280,477	-	-
Less Unearned interest income	(256,337,188)	(394,332,938)	-	-
Less Provision for impairment of trade receivables	(123,486,395)	(125,591,562)	-	-
Trade receivables long-term contracts, net	3,087,693,029	3,383,355,977	-	-

10 Inventories

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Food and beverage	564,876,219	590,316,367	2,954,139	3,091,545
Finished goods (net with allowance)	1,878,143,114	1,466,925,416	89,602	125,127
Raw materials (net with allowance)	1,001,325,894	860,618,097	-	-
Work in process	13,852,529	39,713,972	-	-
Goods in transit	221,244,116	215,628,368	-	-
Supplies and others	459,689,269	531,539,659	1,411,961	3,772,733
Total inventories	4,139,131,141	3,704,741,879	4,455,702	6,989,405

The cost of inventories recognised as expense and included in cost of sales amounted to Baht 15,299 million (2018: Baht 15,418 million).

During 2019, Baht 14 million was recorded to the income statement for allowance for obsolete and damaged inventories (2018: Reversal of Baht 8 million).

11 Land and real estates project for sales

	Consolidated financial statements	
	2019	2018
	Baht	Baht
Residential units	1,293,988,105	1,656,794,039
Time sharing resort	133,801,858	239,015,147
Total land and real estates project for sales	1,427,789,963	1,895,809,186

The cost of land and real estates project sold recognised during the year amounting to Baht 2,032 million (2018: Baht 796 million).

12 Other current assets

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Tax receivables	2,325,393,686	1,716,595,536	40,924,017	57,369,983
Deposits	49,403,237	42,295,956	-	-
Advance payments	7,262,074	45,901,582	-	-
Current portion of loans to other companies	86,153,450	455,949,148	-	-
Others	197,100,474	355,298,236	1,183,081	2,734,243
Total other current assets	2,665,312,921	2,616,040,458	42,107,098	60,104,226

13 Non-current assets classified as held-for-sale

Details of assets and liabilities of disposal group classified as held-for-sale were as follows:

	Consolidated financial statements	
		(Restated)
	2019	2018
	Baht	Baht
Property, plant and equipment	354,007,894	838,806,769
Investments	1,125,989,442	1,216,109,692
Others	1,720,286	2,153,262
Total assets	1,481,717,622	2,057,069,723
Trade and other payables	87,161,162	91,179,491
Total liabilities	87,161,162	91,179,491

Loss related to discontinued operations was Baht 1.7 million (2018: Profit of Baht 9.7 million).

14 General investments

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Long-term investments				
Available-for-sale investments	25,631,724	26,166,370	23,661,565	24,754,790
General investments, net	166,326,237	531,658,469	-	-
Total long-term investments	191,957,961	557,824,839	23,661,565	24,754,790

14 General investments (Cont'd)

a) Trading investment

	Consolidated financial statements	
	2019	2018
	Baht	Baht
Opening net book amount	-	1,695,238,408
Disposals	-	(1,669,044,659)
Change in fair value of trading investment	-	25,664,856
Translation adjustment	-	(51,858,605)
Closing net book amount	-	-

b) Available-for-sale investments

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Opening net book amount	26,166,370	29,940,218	24,754,790	28,554,770
Additions	207,600	44,253,544,931	102,400	-
Disposals	-	(10,000)	-	(10,000)
Change status of investments	-	(43,561,728,356)	-	-
Changes in fair value of investments	(615,146)	(3,754,711)	(1,195,625)	(3,789,980)
Translation adjustment	(127,100)	(691,825,712)	-	-
Closing net book amount	25,631,724	26,166,370	23,661,565	24,754,790

Available-for-sale investments as at 31 December comprise:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Available-for-sale investments, cost	20,917,224	20,709,624	20,118,828	20,016,428
Changes in fair value of investments	4,714,500	5,456,746	3,542,737	4,738,362
Available-for-sale investments	25,631,724	26,166,370	23,661,565	24,754,790

14 General investments (Cont'd)

c) General investments

	Consolidated financial statements	
	2019	2018
	Baht	Baht
Opening net book amount	531,658,469	67,325
Acquisition from investment in subsidiaries	-	430,916,451
Addition	-	105,656,426
Disposal	(331,847,806)	-
Transfer to other accounts	(26,445,993)	-
Impairment reversal	29,750,152	-
Translation adjustment	(36,788,585)	(4,981,733)
Closing net book amount	166,326,237	531,658,469

General investments as at 31 December comprise:

	Consolidated financial statements	
	2019	2018
	Baht	Baht
General investments, cost	242,837,880	647,382,379
Less Provision for impairment	(76,511,643)	(115,723,910)
General investments, net	166,326,237	531,658,469

15 Investments in subsidiaries, associates and interests in joint ventures

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Subsidiaries	-	-	8,071,408,665	6,171,579,290
Associates	6,359,569,618	7,159,591,855	2,783,765,824	2,779,663,176
Interests in joint ventures	2,614,326,059	2,801,463,271	-	-
Total investments in subsidiaries, associates and interests in joint ventures	8,973,895,677	9,961,055,126	10,855,174,489	8,951,242,466

a) Investments in subsidiaries

	Separate financial statements	
	2019	2018
	Baht	Baht
At 1 January	6,171,579,290	6,073,492,298
Additions	1,899,829,375	98,086,992
At 31 December	8,071,408,665	6,171,579,290

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Subsidiaries which are directly held by the Company are as follows:

			Separate financial statements	
			Investment portion held by the Company (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
Chao Phaya Resort Limited	Hotel operation and shopping mall	Thailand	81.2	81.2
Hua Hin Resort Limited	Sales of property	Thailand	100	100
Maerim Terrace Resort Limited	Hotel operation	Thailand	45.3[(1)]	45.3[(1)]
Samui Resort and Spa Limited	Hotel operation	Thailand	100	100
Rajadamri Hotel Public Company Limited	Hotel operation	Thailand	99.2	99.2
MI Squared Limited	Hotel operation	Thailand	100	100
Hua Hin Village Limited	Hotel operation	Thailand	100	100
Baan Boran Chiangrai Limited	Hotel operation	Thailand	100	100
Samui Village Limited	Under liquidation process	Thailand	100	100
Coco Palm Hotel & Resort Limited	Hotel operation	Thailand	100	100
Coco Recreation Limited	Hotel operation	Thailand	100	100
Samui Beach Club Owner Limited	Hotel operation & rent of property	Thailand	100	100
The Minor Food Group Public Company Limited	Sales of food and beverage	Thailand	99.7	99.7
Royal Garden Plaza Limited	Shopping mall	Thailand	100	100
M Spa International Limited	Spa services	Thailand	100	100
Samui Beach Residence Limited	Sales of property	Thailand	100	100
Coco Residence Limited	Sales of property	Thailand	100	100

(1) Investment portion of 45.3% represents direct holding in Maerim Terrace Resort Limited another 25.7% indirect holding is invested through a subsidiary.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

	Separate financial statements			
			Investment portion held by the Company (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
Minor Hotel Group Limited ("MHG")	Hotel management	Thailand	27.8[2]	27.8[2]
Minor Supply Chain Solutions Limited	Supply chain management	Thailand	100	100
Minor Global Solutions Limited	Under liquidation process	Thailand	100	100
Chao Phaya Resort and Residence Limited	Hotel operation & sales of property	Thailand	100	100
Minor Corporation Public Company Limited ("MINOR")	Distribution	Thailand	91.4[3]	91.4[3]
RGR International Limited	Management	British Virgin Islands	100	100
R.G.E. (HKG) Limited	Management	Hong Kong	100	100
M&H Management Limited	Management	Republic of Mauritius	100	100
Lodging Investment (Labuan) Limited	Holding investment	Malaysia	100	100
Minor International (Labuan) Limited	Hotel operation	Malaysia	100	100
AVC Club Developer Limited	Vacation club point sales	Republic of Mauritius	100	100
AVC Vacation Club Limited	Vacation club point sales	Republic of Mauritius	100	100
Phuket Beach Club Owner Limited	Management	Thailand	100	100
MHG Phuket Limited ("MHGP")	Hotel operation	Thailand	96.9[4]	77.8[4]
Minor Sky Rider Limited	Entertainment operation	Thailand	100	100
Minor Continental Holding (Mauritius)	Holding investment	Republic of Mauritius	100	100

[2] Investment portion of 27.8% represent direct holding in MHG. Another 72.2% indirect holding is invested through a subsidiary.

[3] Investment portion of 91.4% represents direct holding in MINOR. Another 8.6% indirect holding is invested through a subsidiary.

[4] Investment portion of 96.9% represents direct holding in MHGP. Another 3.1% indirect holding is invested through a subsidiary.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Significant subsidiaries not directly held by the company included in the preparation of the consolidated financial statements are:

	Consolidated financial statements			
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
MHG Continental Holding (Singapore) Pte. Ltd.	Holding investment	Singapore	100	100
Lodging Management (Mauritius) Limited	Hotel management	Republic of Mauritius	100	100
Minor Hotel Group MEA DMCC	Hotel management	The United Arab Emirates	100	100
NH Hotel Group S.A. and its subsidiaries[1]	Hotel operation	Countries in Europe and Latin America	94.1	94.1
Minor Hotels Portugal, S.A. and its subsidiaries	Hotel operation	Portuguese Republic	100	-
Rajadamri Lodging Limited	Hotel operation	Thailand	100	100
Swensen's (Thai) Limited	Sales of food and beverage	Thailand	100	100
Minor Cheese Limited	Manufacturing and sales of cheese	Thailand	100	100
Minor Dairy Limited	Manufacturing and sales of ice-cream	Thailand	100	100
Minor DQ Limited	Sales of food and beverage	Thailand	100	100
Burger (Thailand) Limited	Sales of food and beverage	Thailand	97	97
SLRT Limited	Sales of food and beverage	Thailand	100	100
Over Success Enterprise Pte. Ltd. and its subsidiaries	Sales of food and beverage	People's Republic of China	100	100
Minor Food Group (Singapore) Pte. Ltd. and its subsidiaries	Sale of food and beverage	Singapore	92	92
Oaks Hotels & Resorts Limited ("OAKS") and its subsidiaries	Providing services for accommodation	Australia and New Zealand	100	100
Minor DKL Food Group Pty. Ltd.	Holding investment	Australia	70	70

[1] NH Hotel Group S.A. has disclosed its financial information in the public.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

	Consolidated financial statements			
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
Minor DKL Food Group Pty. Ltd.'s subsidiaries				
Espresso Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Investment Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club Franchising Company Pty. Ltd.	Franchise business	Australia	100	100
The Coffee Club (Technology) Pty. Ltd.	Holding investment	Australia	100	100
First Avenue Company Pty. Ltd.	Sale of food and beverage	Australia	100	100
Ribs and Rumps Holding Pty. Ltd.	Holding investment	Australia	100	100
Minor DKL Construction Pty. Ltd.	Management services	Australia	100	100
Minor DKL Management Pty. Ltd.	Management services	Australia	100	100
Minor DKL Stores Pty. Ltd.	Sale of food and beverage	Australia	100	100
Nomad Coffee Group Pty. Ltd.	Holding investment	Australia	70	70
Espresso Pty. Ltd.'s subsidiaries				
The Coffee Club (Vic) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club (Properties) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Properties (NSW) Pty. Ltd.	Property investment	Australia	100	100

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Company	Nature of business	Country of incorporation	Consolidated financial statements: Investment portion held by the Group (%) 31 December 2019	31 December 2018
Ribs and Rumps Holding Pty. Ltd.'s subsidiaries				
Ribs and Rumps Operating Company Pty. Ltd.	Sales of food and beverage	Australia	100	100
Ribs and Rumps Properties Pty. Ltd.	Sales of food and beverage	Australia	100	100
Ribs and Rumps International Pty. Ltd.	Sales of food and beverage	Australia	100	100
Ribs and Rumps System Pty. Ltd.	Franchise owner	Australia	100	100
Minor DKL Stores Pty. Ltd. 's subsidiaries				
TCC Operations Pty. Ltd.	Sale of food and beverage	Australia	100	100
TGT Operations Pty. Ltd.	Sale of food and beverage	Australia	100	100
The Coffee Club Investment Pty. Ltd.'s subsidiaries				
The Coffee Club Pty. Ltd. (as trustee for The Coffee Club Unit Trust)	Franchise owner	Australia	100	100
The Coffee Club Pty. Ltd. (as trustee for The Coffee Club Unit Trust) 's subsidiaries				
The Coffee Club (International) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (International) Pty. Ltd. 's subsidiaries				
The Coffee Club (Korea) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (Mena) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (NZ) Pty. Ltd.	Franchise owner	Australia	100	100

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Consolidated financial statements	
			Investment portion held by the Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
Nomad Coffee Group Pty. Ltd.'s subsidiaries				
Veneziano Coffee Roasters Holdings Pty. Ltd.	Holding investment	Australia	100	100
Coffee Hit Holdings Pty. Ltd.	Holding investment	Australia	100	100
Nomad Coffee management Pty. Ltd.	Management service	Australia	100	100
Inigo Montoya Limited	Holding investment	New Zealand	70	70
Inigo Montoya Limited's subsidiaries				
Flight Coffee Limited	Sales of food and beverage	New Zealand	100	100
The Hanger Limited	Sales of food and beverage	New Zealand	100	100
Good Time Gang Limited	Sales of food and beverage	New Zealand	100	100
Veneziano Coffee Roasters Holdings Pty. Ltd.'s subsidiaries				
Veneziano (SA) Pty. Ltd.	Sales of food and beverage	Australia	57.5	57.5
Veneziano Coffee Roasters Pty. Ltd.	Sales of food and beverage	Australia	100	100
Veneziano Coffee Assets Pty. Ltd.	Assets investment	Australia	100	100
Black Bag Roasters Pty. Ltd.	Sales of food and beverage	Australia	100	100
Nitro Coffee Pty. Ltd.	Holding investment	Australia	70	70
Coffee Hit Holdings Pty. Ltd. 's subsidiaries				
Coffee Hit System Pty. Ltd.	Franchise owner	Australia	100	100
Coffee Hit Properties Pty. Ltd.	Property investment	Australia	100	100

15 **Investments in subsidiaries, associates and interests in joint ventures** (Cont'd)

Significant changes in investments in subsidiaries for the year ended 31 December 2019 comprise:

- The Company acquired the newly-issued share capital of Minor Sky Rider Limited of 0.22 million shares with a par value of Baht 100, totalling Baht 22 million. The investment portion has still been 100% interest.
- The Company acquired the newly-issued share capital of MHG Phuket Limited of 15 million shares with a par value of Baht 100, totalling Baht 1,500 million. The investment portion has changed from 77.8% to 96.9%.
- The Company acquired the newly-issued share capital of Minor International (Labuan) Limited of 12.5 million shares with a par value of USD 1, totalling USD 12.5 million or equivalent to Baht 378 million. The investment portion has still been 100% interest.
- A subsidiary of the Group invested in Minor Food Holding Co., Ltd., a new established company, of 2 million shares with a par value of Baht 100, totalling Baht 200 million, representing 100% interest.
- A subsidiary of the Group acquired Chicken Time Co., Ltd. Details of the acquisition are described in Note 37.
- The Group sold 100% ownership in a subsidiary, S&S Holding Co., Ltd. for consideration of USD 11.3 million or equivalent to Baht 342.1 million. The disposal of this investment is a part of investment structuring to support disposal of hotel properties owned by an associate.

Summarised financial information for subsidiaries

Set out below is summarised financial information for each subsidiary that has non-controlling interests ("NCI") that are material to the Group. The amounts disclosed for each subsidiary are before intercompany eliminations.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of financial position

	As at 31 December 2019		
	NH Hotel Group S.A. Baht Million	Minor DKL Food Group Pty. Ltd. Baht Million	Total Baht Million
Current			
Assets	17,571	579	18,150
Liabilities	(12,221)	(604)	(12,825)
Total current net assets	5,350	(25)	5,325
Non-current			
Assets	71,543	1,839	73,382
Liabilities	(24,956)	(1,284)	(26,240)
Total non-current net assets	46,587	555	47,142
Net assets	51,937	530	52,467
Accumulated NCI	7,715	957	8,672

Summarised statement of comprehensive income

	For the year ended 31 December 2019		
	NH Hotel Group S.A. Baht Million	Minor DKL Food Group Pty. Ltd. Baht Million	Total Baht Million
Revenue	59,662	2,627	62,289
Post-tax profit from continuing operations	4,161	161	4,322
Total comprehensive income	4,161	161	4,322
Total comprehensive income allocated to non-controlling interests	(238)	(31)	(269)

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of cash flows

	For the year ended 31 December 2019		
	NH Hotel Group S.A. Baht Million	Minor DKL Food Group Pty. Ltd. Baht Million	Total Baht Million
Net cash generated from operating activities	7,071	254	7,325
Net cash used in investing activities	(3,944)	(73)	(4,017)
Net cash used in financing activities	(1,302)	(120)	(1,422)
Net increase in cash and cash equivalents	1,825	61	1,886

b) Investments in associates

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
At 1 January	7,159,591,855	7,087,166,244	2,779,663,176	2,767,066,898
Acquisition from investment in subsidiaries	-	271,942,090	-	-
Additions	4,867,780	26,403,478	4,102,648	12,596,278
Change status to investment in subsidiaries	-	(3,821,580)	-	-
Share of profit of investments in associates	984,928,899	440,046,562	-	-
Dividends received	(1,432,045,636)	(376,477,848)	-	-
Impairment charge	(352,714,715)	(280,000,000)	-	-
Translation adjustment	(5,058,565)	(5,667,091)	-	-
At 31 December	6,359,569,618	7,159,591,855	2,783,765,824	2,779,663,176

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Investments in associates are as follows:

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
Arabian Spa (Dubai) (LLC)	Spa services	United Arab Emirates	49	49
Eutopia Private Holding Limited	Hotel operation	Republic of Maldives	50	50
Tanzania Tourism and Hospitality Investment Limited	Holding investment	British Virgin Islands	50	50
Zanzibar Tourism and Hospitality Investment Limited	Holding investment	British Virgin Islands	50	50
Sizzler China Pte. Ltd.	Franchise owner	Singapore	50	50
Select Service Partner Limited	Sales of food and beverage	Thailand	51[(1)]	51[(1)]
Harbour View Corporation Limited	Hotel operation	Vietnam	30.4	30.4
Zuma Bangkok Limited	Sales of food and beverage	Thailand	51[(2)]	51[(2)]

(1) The Group does not have control over Select Service Partner Limited although the Group holds equity interest of 51%. This investment is classified as investment in associate and applies equity method of accounting in the consolidated financial statements.

(2) Investment portion in Zuma Bangkok Limited is 51% but the Group has voting right only at 35%.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
S&P Syndicate Public Company Limited	Sales of food and beverage	Thailand	35.9	35.8
Rani Minor Holding Limited	Hotel operation	United Arab Emirates	25	25
Serendib Hotels PLC	Hotel operation	Sri Lanka	25	25
MHG Lesotho (Proprietary) Limited	Hotel operation	Lesotho	46.9	46.9
NYE and RGP Development Co., Ltd.	Sale of property	Thailand	40	40
Breadtalk Group Limited	Sales of food and beverage	Singapore	14.2[(3)]	14.2[(3)]
Cardamom Tented Camp Co., Ltd.	Hotel operation	The Kingdom of Cambodia	35	35
Borakay Beach, S.L.	Hotel operation	Spain	50	50
Consorcio Grupo Hotelero T2, S. A. de C. V.	Hotel operation	Mexico	10	10
Hotelera del Mar, S.A.	Hotel operation	Argentina	20	20
Inmobiliaria 3 Poniente, S.A. De C.V.	Hotel operation	Mexico	27	27
Losan Investment, Ltd.	Hotel operation	United Kingdom	30	30
Mil Novecientos Doce, S.A. de C.V.	Hotel operation	Mexico	25	25
Sotocaribe Sl	Hotel operation	Spain	36	36

(3) Investment portion in Breadtalk Group Limited is 14.2% but the Group has significant influence over this associate.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Separate financial statements	
			Investment portion (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
S&P Syndicate Public Company Limited	Sales of food and beverage	Thailand	35.9	35.8

Significant changes in investments in associates for the year ended 31 December 2019 comprise:

The Group acquired additional shares of S&P Syndicate Public Company Limited of 254,300 shares, totalling Baht 4 million. The investment portion has increased from 35.8% to 35.9%.

Summarised financial information for associates

Set out below is the summarised financial information of the associates that are material to the Group. They have been amended to reflect adjustments made by the Group when using equity method, including modifications for differences in accounting policies.

The Group use the most recent publicly available financial information of S&P Syndicate Public Company Limited and Breadtalk Group Limited which is the information for the year ended 31 December 2019.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of financial position

	As at 31 December 2019		
	S&P Syndicate Public Company Limited Baht Million	Breadtalk Group Limited Baht Million	Total Baht Million
Current assets			
Cash and cash equivalents	674	3,518	4,192
Other current assets	978	3,221	4,199
Total current assets	1,652	6,739	8,391
Non-current assets	2,239	21,328	23,567
Total assets	3,891	28,067	31,958
Current liabilities			
Financial liabilities (excluding trade payables)	34	7,749	7,783
Other current liabilities (including trade payables)	912	8,395	9,307
Total current liabilities	946	16,144	17,090
Non-current liabilities			
Financial liabilities	125	2	127
Other non-current liabilities	284	7,836	8,120
Total non-current liabilities	409	7,838	8,247
Total liabilities	1,355	23,982	25,337
Net assets	2,536	4,085	6,621

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

As at 31 December 2019, the fair value of S&P Syndicate Public Company Limited shares held by the Group which is computed by using closing price announced by SET is Baht 2,762 million (2018: Baht 3,426 million) and the carrying amount of the Group's interest was Baht 3,035 million (2018: Baht 3,028 million).

As at 31 December 2019, the fair value of Breadtalk Group Limited (in Singapore) shares held by the Group which is computed by using closing price announced by SGX is Baht 1,151 million (2018: Baht 1,533 million) and the carrying amount of the Group's interest was Baht 1,305 million (2018: Baht 1,305 million).

Other companies are private companies and there are no quoted market prices available for their shares.

Summarised statement of comprehensive income

	For the year ended 31 December 2019		
	S&P Syndicate Public Company Limited	Breadtalk Group Limited	Total
	Baht Million	Baht Million	Baht Million
Revenue	7,312	15,138	22,450
Post-tax profit (loss) from continuing operations	304	(88)	216
Other comprehensive income	6	974	980
Total comprehensive income	310	886	1,196
Dividends received from associates	126	28	154

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates:

	For the year ended 31 December 2019		
	S&P Syndicate Public Company Limited Baht Million	Breadtalk Group Limited Baht Million	Total Baht Million
Summarised financial information			
Opening net assets 1 January	2,589	3,856	6,445
Profit (loss) for the year	304	(88)	216
Other component of equity	6	599	605
Foreign exchange differences	-	(30)	(30)
Dividend paid	(363)	(252)	(615)
Closing net assets	2,536	4,085	6,621
Interest portion as a Group	35.87%	14.19%	
Interest in associates	910	580	1,490
Goodwill	2,126	725	2,851
Carrying amount	3,036	1,305	4,341

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Individually immaterial associates

In addition to the interests in associates disclosed above, the Group also has interests in a number of individually immaterial associates that are accounted for using the equity method.

	2019 Baht Million
Aggregate carrying amount of individually immaterial associates	2,019
Aggregate amounts of the reporting entity's share of:	
Post-tax profit from continuing operations	827
Total comprehensive income	827

c) Interests in joint ventures

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Opening net book amount	2,801,463,271	3,542,424,779	-	5,484,460
Acquisition from investment in subsidiaries	-	83,810,842	-	-
Additions	29,336,893	187,993,764	-	-
Disposal	(85,212,890)	-	-	-
Redemption of interests in joint ventures	-	(1,049,433,834)	-	(5,484,460)
Change status to investment in subsidiaries	-	(11,126,427)	-	-
Share of profit of interests in joint ventures	(157,419,666)	47,892,934	-	-
Adjustment of fair value (Note 37)	55,487,531	-	-	-
Dividends received	(25,000,000)	(537,551)	-	-
Share of other comprehensive loss of interest in joint venture	-	109,757,940	-	-
Reclassification	-	(110,023,778)	-	-
Translation adjustment	(4,329,080)	704,602	-	-
At 31 December	2,614,326,059	2,801,463,271	-	-

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

The jointly controlled entities are:

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
PH Resorts (Private) Ltd.	Hotel operation	Sri Lanka	49.9	49.9
MHG Deep Blue Financing	Management	Republic of Mauritius	50	50
O Plus E Holdings Private Limited	Holding company	The Republic of the Maldives	50	50
Pecan Deluxe (Thailand) Co. Ltd.	Manufacturing food ingredients	Thailand	49.9	49.9
Liwa Minor Food & Beverage LLC	Sales of food and beverage	The United Arab Emirates	49	49
Rani Minor Holding II Limited	Holding company	The United Arab Emirates	49	49
MSC Thai Cuisine Co., Ltd.	Food academy	Thailand	43.8	43.8
BTM (Thailand) Ltd.	Sales of food and beverage	Thailand	-	50
MHG Npark Development Company Limited	Sales of property	Thailand	50	50
MHG Signity Assets Holding (Mauritius) Limited	Holding company	Republic of Mauritius	50	50
Patara Fine Thai Cuisine Limited	Sales of food and beverage	The United Kingdom	50	50
PT Wika Realty Minor Development	Hotel operation	Republic of Indonesia	50	50
MHG GP Pte. Ltd.	Holding company	Singapore	50	50

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

			Consolidated financial statements	
			Interests portion as a Group (%)	
Company	Nature of business	Country of incorporation	31 December 2019	31 December 2018
Avadina Hills Limited	Sales of property	Thailand	50	50
Layan Hill Residence Limited	Sales of property	Thailand	50	50
Layan Bang Tao Development Limited	Sales of property	Thailand	50	50
Plexus Maldives Private Limited	Hotel operation	The Republic of Maldives	50	50
H&A Park Limited	Hotel operation	Thailand	50	50
Art of Baking Co., Ltd.	Manufacturing food ingredients	Thailand	51[(1)]	99[(1)]
Ya Hua International Pte. Ltd.	Sales of food and beverage	Singapore	50	50
Beijing NH Grand China Hotel Management Co., Ltd.	Hotel operation	China	-	49
Barbarons Beach Hotel MHG Limited	Airport lounge	Seychelles	40	-
TCC Holding Joint Stock Company	Sales of food and beverage	Vietnam	50	-
Dining Collective Pte. Ltd.	Sales of food and beverage	Singapore	50	-

(1) Although the Group holds equity interest of 51%, the Group has the jointly control as agreed in the agreement; therefore, this investment is still classified as interests in joint venture.

15 **Investments in subsidiaries, associates and interests in joint ventures** (Cont'd)

Significant changes in interests in joint ventures for the year ended 31 December 2019 comprise:

- A subsidiary of the Group disposed the investment in Beijing NH Grand China Hotel Management Co., Ltd., a joint venture, in an amount of Euro 1.9 million or equivalent to Baht 63.8 million.
- Art of Baking Co., Ltd. received additional share capital injection from the other shareholder for the newly issued share of 900,000 shares with a par value of Baht 100, totalling Baht 90 million. The additional share capital resulted in decrease in the Group investment portion from 99% to 51%.
- The Group has sold 50% interest in a joint venture, Lagoon Holding Co., Ltd. for consideration of USD 34.1 million or equivalent to Baht 1,031.1 million. The disposal of this investment is a part of investment structuring to support disposal of hotel properties owned by an associate.

Commitments and contingent liabilities in respect of joint ventures

The Group has no commitments and contingent liabilities relating to its joint ventures.

Summarised financial information for joint ventures

Set out below are the summarised financial information of joint ventures as at 31 December 2019, which in the opinion of the management, are material to the Group. They have amended the reflect adjustments made by the Group when using equity method, including modifications for difference in accounting policy.

All joint ventures are private companies and there is no quoted market price available for their shares.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of financial position

	As at 31 December 2019		
	PH Resorts (Private) Ltd. Baht Million	Avadina Hills Co., Ltd Baht Million	Total Baht Million
Current assets			
Cash and cash equivalents	99	13	112
Other current assets (excluding cash)	45	448	493
Total current assets	144	461	605
Non-current assets	966	698	1,664
Total assets	1,110	1,159	2,269
Current liabilities			
Other current liabilities (including trade payables)	133	87	220
Total current liabilities	133	87	220
Non-current liabilities			
Financial liabilities (excluding trade payables)	641	705	1,346
Other liabilities	14	31	45
Total non-current liabilities	655	736	1,391
Total liabilities	788	823	1,611
Net assets	322	336	658

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Summarised statement of comprehensive income

	For the year ended 31 December 2019		
	PH Resorts (Private) Ltd. Baht Million	Avadina Hills Co., Ltd Baht Million	Total Baht Million
Revenue	308	2	298
Interest expense	(38)	(19)	(56)
Profit or loss from continuing operations	(3)	(29)	(32)
Income tax expense	(6)	-	(6)
Post-tax profit or loss from continuing operations	(9)	(29)	(38)
Other comprehensive income	(1)	-	(1)
Total comprehensive income	(10)	(29)	(39)

The information above reflects the amounts presented in the financial statements of the joint venture adjusted for differences in accounting policies between the Group and the joint ventures.

15 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interests in joint ventures

	For the year ended 31 December 2019		
	PH Resorts (Private) Ltd. Baht Million	Avadina Hills Co., Ltd Baht Million	Total Baht Million
Opening net assets 1 January	389	700	1,089
Loss for the year	(9)	(29)	(38)
Other component of equity	(1)	-	(1)
Closing net assets	379	671	1,050
Interests in joint venture	50%	50%	
Carrying amount	190	336	526
Goodwill	132	-	133
Carrying amount, net	322	336	659

Individually immaterial joint ventures

In addition to the interests in joint ventures disclosed above, the Group also has interests in a number of individually immaterial joint ventures that are accounted for using the equity method.

	2019 Baht Million
Aggregate carrying amount of individually immaterial associates	1,956
Aggregate amounts of the reporting entity's share of:	
Post-tax profit from continuing operations	(138)
Total comprehensive income	(138)

16 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.

The Company is the ultimate parent company.

The Minor Food Group Public Company Limited ("MFG") and Minor Corporation Public Company Limited ("MINOR") are subsidiaries. Therefore, the companies under MFG and MINOR are considered as related parties of the Group.

16 Related party transactions (Cont'd)

16.1 Sales and purchase of goods and services

	Consolidated financial statements		Separate financial statement	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
For the year ended 31 December				
Subsidiaries				
Sales of goods and services	-	-	66,160,359	75,945,839
Dividend income	-	-	2,329,518,091	980,000,632
Interest income	-	-	3,993,092,315	3,014,932,287
Other income	-	-	1,440,000	3,735,900
Purchases	-	-	(1,048,136)	(1,217,741)
Services expenses	-	-	(87,062,704)	(124,324,037)
Interest expenses	-	-	(58,484,419)	(43,551,816)
Other expenses	-	-	(1,300)	(2,231,598)
Associates				
Sales of goods and services	440,723,473	424,881,343	-	-
Dividend income	-	-	126,486,374	149,094,832
Interest income	58,390,788	51,873,355	-	-
Other income	2,268,275	1,637,561	-	-
Purchases	(87,912,340)	(95,943,535)	-	-
Joint ventures				
Sales of goods and services	119,851,277	139,483,512	23,651,028	20,000,000
Interest income	107,635,988	99,751,595	39,138,834	30,254,060
Other income	1,437,246	1,031,286	-	-
Purchases	(89,052,459)	(90,225,109)	-	-
Related parties				
Sales of goods and services	3,708,834	321,871,919	-	-
Other income	234,262	-	-	-
Purchases	(78,835,888)	(74,897,616)	-	-
Services expenses	(25,196,356)	(28,825,542)	-	-
Other expenses	(37,157,720)	(55,266,167)	(21,751,917)	(27,986,539)

16 Related party transactions (Cont'd)

Management remuneration

Management benefit expenses of the Group and the Company for the year ended 31 December 2019 Baht 349 million and Baht 143 million, respectively (2018: Baht 310 million and Baht 117 million, respectively). Management remuneration comprised short-term benefits such as salaries, bonus and other allowances.

16.2 Outstanding balance arising from sales/purchases of goods/service

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
As at 31 December				
a) Receivables from:				
Subsidiaries	-	-	1,506,826,226	1,438,114,870
Associates	464,794,814	414,513,532	3,972,574	4,039,417
Joint ventures	521,594,226	434,563,919	62,534,456	22,619,144
Related parties	2,473,744	1,745,024	965,762	25,353
Total receivables from related parties (Note 9)	988,862,784	850,822,475	1,574,299,018	1,464,798,784
b) Payables to:				
Subsidiaries	-	-	21,580,860	30,311,746
Associates	16,630,692	9,755,408	3,162	-
Joint ventures	15,676,408	11,867,513	161,465	31
Related parties	32,475,418	6,230,201	13,454,855	-
Total payables to related parties (Note 23)	64,782,518	27,853,122	35,200,342	30,311,777

16 Related party transactions (Cont'd)

16.3 Long-term loans to related parties

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
As at 31 December				
Long-term loans to related parties:				
Subsidiaries	-	-	113,003,327,166	140,904,047,306
Associates	1,268,639,086	1,172,642,707	-	-
Joint ventures	4,409,200,867	4,587,185,099	864,897,748	617,080,948
Total long-term loans to related parties	5,677,839,953	5,759,827,806	113,868,224,914	141,521,128,254

The movement in loans to related parties can be analysed as below:

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Subsidiaries				
At 1 January	-	-	140,904,047,306	55,516,550,059
Additions	-	-	6,984,168,337	94,454,855,238
Settlement	-	-	(26,997,452,615)	(6,831,348,368)
Unrealised loss on exchange rate	-	-	(7,887,435,862)	(2,236,009,623)
At 31 December	-	-	113,003,327,166	140,904,047,306
Associates				
At 1 January	1,172,642,707	1,163,188,910	-	-
Additions	193,116,951	56,191,650	-	-
Settlement	(7,959,737)	(50,581,331)	-	-
Translation adjustment	(89,160,835)	3,843,478	-	-
At 31 December	1,268,639,086	1,172,642,707	-	-

16 Related party transactions (Cont'd)

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Joint ventures				
At 1 January	4,587,185,099	5,011,194,406	617,080,948	414,932,988
Additions	291,906,571	288,377,530	257,000,000	217,711,480
Reclassification	-	(46,556,717)	-	-
Settlement	(216,614,539)	(626,510,877)	-	(15,000,000)
Unrealised loss on exchange rate	(9,183,200)	(3,230,000)	(9,183,200)	(563,520)
Translation adjustment	(244,093,064)	(36,089,243)	-	-
At 31 December	4,409,200,867	4,587,185,099	864,897,748	617,080,948

Long-term loans to related parties are unsecured and denominated in Thai Baht and foreign currency. The loans carry interest rate at the market interest with reference to the interest rate quoted by commercial banks. The loans are due for repayment at call but the Group will not call the loans for settlement within the next 12 months. Loans to associates and joint ventures are granted pursuant to the shareholders' agreements based on the percentage of shares holding.

Treasury Center

The Company, as a Treasury Center in accordance with the Notification of the Ministry of Finance, provides an array of financial management services to the Group, including the provision of loan facilities to promote the Group liquidity, and acting as a financial facilitator on behalf of the Group, in Thailand and overseas. In 2019, the provision of loan facilities of the Treasury Center to the oversea entities in the Group is Baht 358 million or equivalent to USD 11.9 million. The accumulated loan facilities from 2016 to 2019 is Baht 1,648 million or equivalent to USD 49 million.

The Company has no use of any financial derivative or financial instruments on such loans.

16 Related party transactions (Cont'd)

16.4 Borrowings from related parties

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
As at 31 December				
Short-term borrowings from related parties				
Subsidiaries	-	-	4,338,917,425	2,089,180,139
Total short-term borrowings from related parties (Note 22)	-	-	4,338,917,425	2,089,180,139

The movement in borrowings from related parties can be analysed as below:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Subsidiaries				
At 1 January	-	-	2,089,180,139	1,707,306,993
Additions	-	-	2,427,394,263	1,014,949,381
Settlements	-	-	(150,958,693)	(487,857,878)
Unrealised gain on exchange rate	-	-	(26,698,284)	(145,218,357)
At 31 December	-	-	4,338,917,425	2,089,180,139

Short-term borrowings from subsidiaries are unsecured and denominated in Thai Baht. They are due at call and carry interest rate at the market interest with reference to the interest rate quoted by commercial banks.

17 Investment properties

	Consolidated financial statements		
	Land and land improvement Baht	Buildings and building improvement Baht	Total Baht
At 1 January 2018			
Cost	57,227,186	2,392,365,978	2,449,593,164
Less Accumulated depreciation	(1,251,852)	(1,258,628,284)	(1,259,880,136)
Net book amount	55,975,334	1,133,737,694	1,189,713,028
Fair value			1,453,063,409
For the year ended 31 December 2018			
Opening net book amount	55,975,334	1,133,737,694	1,189,713,028
Additions	-	129,964,362	129,964,362
Disposals, net	(32,866,671)	(39,459,959)	(72,326,630)
Depreciation charge	(9,724)	(61,096,122)	(61,105,846)
Closing net book amount	23,098,939	1,163,145,975	1,186,244,914
As at 31 December 2018			
Cost	24,360,515	2,470,589,789	2,494,950,304
Less Accumulated depreciation	(1,261,576)	(1,307,443,814)	(1,308,705,390)
Net book amount	23,098,939	1,163,145,975	1,186,244,914
Fair value			1,372,195,000
For the year ended 31 December 2019			
Opening net book amount	23,098,939	1,163,145,975	1,186,244,914
Additions	43,617,316	208,106,857	251,724,173
Written off, net	-	(337,326)	(337,326)
Disposals, net	-	(90,845)	(90,845)
Depreciation charge	(9,712)	(69,574,313)	(69,584,025)
Impairment charge	-	(109,288,764)	(109,288,764)
Translation adjustment	(1,284,786)	(5,054,188)	(6,338,974)
Closing net book amount	65,421,757	1,186,907,396	1,252,329,153
As at 31 December 2019			
Cost	66,693,045	2,671,118,758	2,737,811,803
Less Accumulated depreciation	(1,271,288)	(1,374,922,598)	(1,376,193,886)
Provision for impairment	-	(109,288,764)	(109,288,764)
Net book amount	65,421,757	1,186,907,396	1,252,329,153
Fair value			1,347,339,320

17 **Investment properties** (Cont'd)

The fair values are measured by independent professionally qualified valuers who hold a recognised relevant professional qualification and has recent experience in the locations and categories of the investment properties valued.

The Group applies the Income Approach and the Market Approach in calculating fair values of investment properties. The fair value is within Level 3 of the fair value hierarchy.

Fair value measurements using significant unobservable inputs (Level 3)

The Group disclosed the balance of investment property which is reclassified as Level 3. The Group engaged external valuer for revaluation periodically according to the Group's policy.

There were no other changes in valuation techniques during the year.

Group's valuation processes

Finance and accounting department engages an independent valuer to perform the valuations of assets required for financial reporting purposes, including Level 3 fair values. This team reports directly to Chief Financial Officer. Discussions of valuation processes and results are held between the finance department and the CFO at least once every year, in line with the Group's annually reporting dates.

The main Level 3 input used by the Group pertains to the discount rate for investment property is estimated based on discounted cash flow projections which reflects rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the property. The discount rate is estimated based on a yield rate, considering capital structure and cost of fund of the company that are, in the opinion of the management, considered appropriate, including the appropriate risk premium and reflects current market assessments of the time value of money and risk adjusted which mainly are at the rates of 12% per annum.

Amount recognised in the income statement which relates to investment property is as follows:

	2019 Baht	2018 Baht
Rental income	304,978,543	335,045,679
Direct operating expense arised from investment property that generated rental income	69,584,025	53,968,613

18 Property, plant and equipment

	Consolidated financial statements - Baht					
	Land and land improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
At 1 January 2018						
Cost	11,366,123,778	45,446,088,208	21,210,983,737	395,343,726	2,886,988,878	81,305,528,327
Less Accumulated depreciation	(357,851,034)	(16,050,969,083)	(13,147,424,379)	(273,442,935)	-	(29,829,687,431)
Less Provision for impairment	-	(94,337,941)	(5,194,546)	-	-	(99,532,487)
Net book amount	11,008,272,744	29,300,781,184	8,058,364,812	121,900,791	2,886,988,878	51,376,308,409
For the year ended 31 December 2018						
Opening net book amount	11,008,272,744	29,300,781,184	8,058,364,812	121,900,791	2,886,988,878	51,376,308,409
Additions	283,142,393	2,410,239,071	1,741,351,915	29,662,115	4,480,269,435	8,944,664,929
Acquisition from investment in subsidiaries, net	40,985,953,264	36,249,806,773	2,810,146,693	1,606,334	1,659,678,365	81,707,191,429
Retrospective adjustment of fair value (Note 37)	-	-	(77,749,048)	-	-	(77,749,048)
Disposals, net	(52,255)	(76,153,404)	(138,186,829)	(4,698,994)	(18,795,805)	(237,887,287)
Write-offs, net	-	(240,373,292)	(101,367,899)	(52,405)	(4,913,299)	(346,706,895)
Reclassification	(2,444,718)	944,852,452	1,399,951,537	17,072,965	(2,359,432,236)	-
Transfer to non-current assets classified as held-for-sale	(106,556,721)	-	-	-	(372,684,515)	(479,241,236)
Transfer from (to) other accounts	(204,776,750)	(91,062,743)	32,091,334	-	(37,007,050)	(300,755,209)
Depreciation charge	(24,912,976)	(2,809,999,492)	(2,074,345,627)	(40,917,625)	-	(4,950,175,720)
Impairment reversal (charge)	-	193,237,064	(100,098,343)	-	-	93,138,721
Translation adjustment	(708,628,423)	(1,529,086,899)	(256,565,882)	(1,964,161)	(185,392,560)	(2,681,637,925)
Closing net book amount	51,229,996,558	64,352,240,714	11,293,592,663	122,609,020	6,048,711,213	133,047,150,168
At 31 December 2018 (restated)						
Cost	51,600,777,239	116,009,193,036	37,951,009,338	458,947,569	6,048,711,213	212,068,638,395
Less Accumulated depreciation	(370,780,681)	(51,203,983,372)	(26,553,247,034)	(336,338,549)	-	(78,464,349,636)
Less Provision for impairment	-	(452,968,950)	(104,169,641)	-	-	(557,138,591)
Net book amount	51,229,996,558	64,352,240,714	11,293,592,663	122,609,020	6,048,711,213	133,047,150,168

18 Property, plant and equipment (Cont'd)

	Consolidated financial statements - Baht					
	Land and land improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
For the year ended 31 December 2019						
Opening net book amount (as previously reported)	51,229,996,558	64,352,240,714	11,371,341,711	122,609,020	6,048,711,213	133,124,899,216
Retrospective adjustment of fair value (Note 37)	-	-	(77,749,048)	-	-	(77,749,048)
Opening net book amount (as restated)	51,229,996,558	64,352,240,714	11,293,592,663	122,609,020	6,048,711,213	133,047,150,168
Additions	39,825,698	5,384,175,091	2,961,600,023	45,867,765	5,827,188,644	14,258,657,221
Acquisition from investment in subsidiaries, net (Note 37)	-	315,770,752	87,244,746	2,320,700	8,033,441	413,369,639
Disposals of assets under sale and leaseback	(1,511,649,075)	(3,719,415,667)	(348,626,817)	-	-	(5,579,691,559)
Disposals, net	(1,763,280)	(940,752,561)	(163,459,407)	(1,216,135)	(3,128,818)	(1,110,320,201)
Write-offs, net	-	(281,425,893)	(123,349,239)	(927,217)	(1,109,057)	(406,811,406)
Reclassification	787,735,348	3,520,600,005	1,304,872,853	11,696,381	(5,624,904,587)	-
Transfer from (to) other accounts	(879,773)	99,609,878	(102,306,175)	-	(37,083,447)	(40,659,517)
Depreciation charge	(18,437,564)	(4,568,313,712)	(2,702,862,166)	(41,799,485)	-	(7,331,412,927)
Impairment reversal (charge)	(160,655,260)	75,871,766	(139,552,536)	-	-	(224,336,030)
Translation adjustment	(4,360,260,989)	(4,594,984,175)	(593,520,255)	(2,264,133)	(345,854,927)	(9,896,884,479)
Closing net book amount	46,003,911,663	59,643,376,198	11,473,633,690	136,286,896	5,871,852,462	123,129,060,909
At 31 December 2019						
Cost	46,538,088,441	108,330,846,707	36,469,890,499	482,166,906	5,871,852,462	197,692,845,015
Less Accumulated depreciation	(378,253,756)	(48,342,364,612)	(24,764,510,635)	(345,880,010)	-	(73,831,009,013)
Less Provision for impairment	(155,923,022)	(345,105,897)	(231,746,174)	-	-	(732,775,093)
Net book amount	46,003,911,663	59,643,376,198	11,473,633,690	136,286,896	5,871,852,462	123,129,060,909

Depreciation expense of Baht 5,733 million (2018: Baht 3,431 million) has been charged in cost of sales and services, Baht 1,343 million (2018: Baht 1,273 million) in selling expenses and Baht 255 million (2018: Baht 246 million) in administrative expenses.

18 Property, plant and equipment (Cont'd)

	Separate financial statements - Baht					
	Land and land improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
At 1 January 2018						
Cost	10,011,983	755,673,470	651,881,622	20,579,369	9,013,369	1,447,159,813
Less Accumulated depreciation	(483,380)	(696,449,454)	(505,801,452)	(11,412,365)	-	(1,214,146,651)
Net book amount	9,528,603	59,224,016	146,080,170	9,167,004	9,013,369	233,013,162
For the year ended 31 December 2018						
Opening net book amount	9,528,603	59,224,016	146,080,170	9,167,004	9,013,369	233,013,162
Additions	23,000	3,326,063	17,829,752	601,028	153,213	21,933,056
Write-offs, net	-	(83,145)	(72,977)	(52,405)	-	(208,527)
Reclassification	-	695,813	2,839,100	-	(3,534,913)	-
Depreciation charge	(2,797)	(10,790,679)	(44,040,208)	(3,114,661)	-	(57,948,345)
Closing net book amount	9,548,806	52,372,068	122,635,837	6,600,966	5,631,669	196,789,346
At 31 December 2018						
Cost	10,034,983	757,509,178	667,593,139	19,747,739	5,631,669	1,460,516,708
Less Accumulated depreciation	(486,177)	(705,137,110)	(544,957,302)	(13,146,773)	-	(1,263,727,362)
Net book amount	9,548,806	52,372,068	122,635,837	6,600,966	5,631,669	196,789,346

18 Property, plant and equipment (Cont'd)

	Separate financial statements - Baht					
	Land and land improvement	Building and building improvement	Machines, furniture and other equipment	Vehicles	Construction in progress	Total
For the year ended 31 December 2019						
Opening net book amount	9,548,806	52,372,068	122,635,837	6,600,966	5,631,669	196,789,346
Additions	99,899	5,458,646	10,660,949	-	-	16,219,494
Write-offs, net	-	(10,040)	(135,136)	-	-	(145,176)
Disposals, net	-	(4,463,390)	(11,437,875)	-	(352,999)	(16,254,264)
Reclassification	-	285,000	1,796,020	-	(2,081,020)	-
Depreciation charge	(13,701)	(8,918,312)	(19,491,942)	(3,044,012)	-	(31,467,967)
Impairment charge	-	-	(264,709)	-	-	(264,709)
Closing net book amount	9,635,004	44,723,972	103,763,144	3,556,954	3,197,650	164,876,724
At 31 December 2019						
Cost	10,134,883	695,067,750	523,505,064	19,747,739	3,197,650	1,251,653,086
Less Accumulated depreciation	(499,879)	(650,343,778)	(419,477,211)	(16,190,785)	-	(1,086,511,653)
Less Provision for impairment	-	-	(264,709)	-	-	(264,709)
Net book amount	9,635,004	44,723,972	103,763,144	3,556,954	3,197,650	164,876,724

18 **Property, plant and equipment** (Cont'd)

Borrowing cost amounting to Baht 453 million from loan for construction of building was recorded as part of cost of the asset and included in addition of assets. The Group applied capitalised interest rate of 4% per annum in calculation of borrowing cost to be included in cost of the assets.

Leased assets included above, where the Group and the Company is a lessee under a finance lease, comprise other equipment:

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Cost - capitalised finance leases	35,821,301	38,004,097	-	-
Less Accumulated depreciation	(16,175,042)	(11,325,227)	-	-
Net book amount	19,646,259	26,678,870	-	-

Subsidiaries of the Group have mortgaged land and building amounting to AUD 95 million and EUR 200 million or equivalent to Baht 8,747 million (2018: AUD 92 million and EUR 237 million or equivalent to Baht 10,888 million) to secure loans with foreign banks (Note 22).

Capital commitments

	Consolidated financial statements		
	Baht Million	AUD Million	EUR Million
Commitments in respect of building renovation and construction contracts and purchases of assets as at 31 December 2019	634	-	38
Commitments in respect of building renovation and construction contracts and purchases of assets and purchases of equipment as at 31 December 2018	1,860	1	67

19 Intangible assets

	Consolidated financial statements (Baht)								
	Asset management rights	Intellectual property right	Franchise development expenses	Initial franchise fees	Goodwill	Brand	Computer software	Computer software under installation	Total
At 1 January 2018									
Cost	4,700,183,655	601,051,866	166,931,768	222,284,601	8,001,398,985	6,960,083,257	1,668,201,627	229,608,944	22,549,744,703
Less Accumulated amortisation	(789,189,537)	(97,545,586)	(164,038,577)	(144,196,623)	(391,808,039)	-	(1,080,924,718)	-	(2,667,703,080)
Less Provision for impairment	(3,312,035)	(1,086,727)	-	(1,855,372)	-	(801)	(43,676)	-	(6,298,611)
Net book amount	3,907,682,083	502,419,553	2,893,191	76,232,606	7,609,590,946	6,960,082,456	587,233,233	229,608,944	19,875,743,012
For the year ended 31 December 2018									
Opening net book amount	3,907,682,083	502,419,553	2,893,191	76,232,606	7,609,590,946	6,960,082,456	587,233,233	229,608,944	19,875,743,012
Additions	206,264,189	1,952,882	-	19,014,742	-	175,793	278,468,973	226,905,231	732,781,810
Acquisition from investment in subsidiaries	4,455,982,832	-	-	-	261,970,194	39,788,267,833	849,314,858	-	45,355,535,717
Retrospective adjustment of fair value (Note 37)	(248,497,919)	-	-	-	742,587,331	412,294,231	-	-	906,383,643
Disposals, net	(1,128,299,799)	-	-	-	-	-	(264,071)	(1,713,733)	(1,130,277,603)
Write-offs, net	(3,689,240)	(518,130)	-	(1,148,759)	-	-	(2,707,009)	(108,500)	(8,171,638)
Reclassification	-	-	-	-	-	-	139,473,882	(139,473,882)	-
Transfer (to) from other account	(251,252)	-	-	(1,356,572)	-	-	12,365,728	5,883,453	16,641,357
Amortisation charge	(216,170,333)	(2,015,912)	(81,837)	(10,626,004)	-	-	(315,442,110)	-	(544,336,196)
Impairment charge	-	(2,137,397)	-	(790,962)	-	(35,438,330)	(28,317,954)	-	(66,684,643)
Translation adjustment	(518,776,954)	(30,860,563)	(7,744)	(1,328,764)	(488,166,299)	(847,342,206)	(23,452,911)	-	(1,909,935,441)
Closing net book amount	6,454,243,607	468,840,433	2,803,610	79,996,287	8,125,982,172	46,278,039,777	1,496,672,619	321,101,513	63,227,680,018
At 31 December 2018 (restated)									
Cost	9,721,927,070	586,361,615	166,931,768	240,903,297	8,522,475,650	46,313,478,908	4,663,905,482	321,101,513	70,537,085,303
Less Accumulated amortisation	(3,264,714,120)	(114,297,058)	(164,128,158)	(158,260,676)	(396,493,478)	-	(2,771,093,180)	-	(6,868,986,670)
Less Provision for impairment	(2,969,343)	(3,224,124)	-	(2,646,334)	-	(35,439,131)	(396,139,683)	-	(440,418,615)
Net book amount	6,454,243,607	468,840,433	2,803,610	79,996,287	8,125,982,172	46,278,039,777	1,496,672,619	321,101,513	63,227,680,018

19 Intangible assets (Cont'd)

	Consolidated financial statements (Baht)								
	Asset management rights	Intellectual property right	Franchise development expenses	Initial franchise fees	Goodwill	Brand	Computer software	Computer software under installation	Total
For the year ended 31 December 2019									
Opening net book amount (as previously reported)	6,702,741,526	468,840,433	2,803,610	79,996,287	7,383,394,841	45,865,745,546	1,496,672,619	321,101,513	62,321,296,375
Retrospective adjustment of fair value (Note 37)	(248,497,919)	-	-	-	742,587,331	412,294,231	-	-	906,383,643
Opening net book amount (as restated)	6,454,243,607	468,840,433	2,803,610	79,996,287	8,125,982,172	46,278,039,777	1,496,672,619	321,101,513	63,227,680,018
Additions	47,414,844	5,060,899	4,688,654	10,119,901	-	-	575,808,544	147,556,614	790,649,456
Acquisition from investment in subsidiaries (Note 37)	412,540,958	-	-	6,926,120	1,840,479,311	-	6,069,454	-	2,266,015,843
Adjust fair value as at acquisition date (Note 37)	-	-	-	-	(58,149,129)	13,931,760	-	-	(44,217,369)
Disposals, net	(39,709,157)	(2,073,545)	-	-	-	-	(4,982,475)	(204,125)	(46,969,302)
Write-offs, net	-	-	(276,829)	(4,945,596)	-	-	(3,465,041)	(40,624)	(8,728,090)
Reclassification	(394,726,492)	-	-	-	-	-	553,933,504	(159,207,012)	-
Transfer (to) from other account	41,304,371	-	-	-	-	-	5,288,616	(6,150,791)	40,442,196
Amortisation charge	(575,900,253)	(1,865,155)	(286,135)	(11,669,649)	-	-	(731,596,792)	-	(1,321,317,984)
Impairment charge	-	2,137,397	-	818,279	-	(142,502,223)	810,505	-	(138,736,042)
Translation adjustment	3,046,892,571	(40,472,462)	1,204,710	1,432,196	(350,363,577)	(7,728,592,768)	13,973,742	(2,077,448)	(5,058,003,036)
Closing net book amount	8,992,060,449	431,627,567	8,134,010	82,677,538	9,557,948,777	38,420,876,546	1,912,512,676	300,978,127	59,706,815,690
At 31 December 2019 (restated)									
Cost	11,889,567,859	540,432,920	171,343,593	253,003,721	9,954,442,255	38,565,820,907	5,088,875,673	300,978,127	66,764,465,055
Less Accumulated amortisation	(2,894,771,014)	(107,793,707)	(163,209,583)	(168,498,128)	(396,493,478)	-	(3,175,760,311)	-	(6,906,526,221)
Less Provision for impairment	(2,736,396)	(1,011,646)	-	(1,828,055)	-	(144,944,361)	(602,686)	-	(151,123,144)
Net book amount	8,992,060,449	431,627,567	8,134,010	82,677,538	9,557,948,777	38,420,876,546	1,912,512,676	300,978,127	59,706,815,690

Amortisation of Baht 854 million (2018: Baht 368 million) has been charged in the cost of sales and services, Baht 49 million (2018: Baht 47 million) in selling expenses and Baht 418 million (2018: Baht 129 million) in administrative expenses.

19 Intangible assets (Cont'd)

	Separate financial statements (Baht)		
	Computer software	Computer software under installation	Total
At 1 January 2018			
Cost	43,404,029	784,113	44,188,142
Less Accumulated amortisation	(40,349,608)	-	(40,349,608)
Net book amount	3,054,421	784,113	3,838,534
For the year ended 31 December 2018			
Opening net book amount	3,054,421	784,113	3,838,534
Additions	220,248	19,722,970	19,943,218
Reclassification	864,438	(864,438)	-
Amortisation charge	(1,001,391)	-	(1,001,391)
Closing net book amount	3,137,716	19,642,645	22,780,361
At 31 December 2018			
Cost	44,478,716	19,642,645	64,121,361
Less Accumulated amortisation	(41,341,000)	-	(41,341,000)
Net book amount	3,137,716	19,642,645	22,780,361
For the year ended 31 December 2019			
Opening net book amount	3,137,716	19,642,645	22,780,361
Additions	3,748,622	2,346,020	6,094,642
Reclassification	21,988,665	(21,988,665)	-
Amortisation charge	(2,723,428)	-	(2,723,428)
Closing net book amount	26,151,575	-	26,151,575
At 31 December 2019			
Cost	72,120,745	-	72,120,745
Less Accumulated amortisation	(45,969,170)	-	(45,969,170)
Net book amount	26,151,575	-	26,151,575

A subsidiary of the Group has mortgaged asset management rights amounting to AUD 162 million or equivalent to Baht 3,417 million (2018: AUD 163 million or equivalent to Baht 3,723 million) to secure loans with foreign banks (Note 22).

19 **Intangible assets** (Cont'd)

Goodwill and brand

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

Goodwill and brand are allocated to the Group's cash-generating units (CGUs) identified according to business segment.

A segment-level summary of the goodwill and brand allocation are presented below:

	Consolidated financial statements					
	31 December 2019			31 December 2018		
	Hotel & Spa Baht Million	Restaurant Baht Million	Total Baht Million	Hotel & Spa Baht Million	Restaurant Baht Million	Total Baht Million
Goodwill	3,043	6,514	9,557	4,271	3,854	8,125
Brand	32,245	6,176	38,421	39,510	6,768	46,278

The key assumptions used for value-in-use calculations are as follows:

	Hotel and Spa	Restaurant
Gross margin[1]	39% - 67%	27% - 76%
Growth rate[2]	2% - 19%	2% - 24%
Discount rate[3]	5% - 12%	5% - 9%

[1] Budgeted gross margin.

[2] Weighted average growth rate used to extrapolate cash flows beyond the budget period.

[3] Pre-tax discount rate applied to the cash flow projections.

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The key assumption that will affect the value in use is discount rate. The management has considered the sensitivity of the change in the discount rate to some cash generating units (CGUs) under the hotel business and spa which have value in use higher than the carrying value of approximately Baht 399 million. In this case, if the pre-tax discount had been 1% per annum higher than management's estimate, the Group would have recognised impairment loss of approximately Baht 486 million. However, other cash generating units still have their value in use higher than the carrying value.

20 Prepaid rents

	Consolidated financial statements Baht	Separate financial statements Baht
At 1 January 2018		
Cost	4,851,710,778	18,690,531
Less Accumulated amortisation	(2,393,229,629)	(18,067,682)
Net book amount	2,458,481,149	622,849
For the year ended 31 December 2018		
Opening net book amount	2,458,481,149	622,849
Additions	52,201,756	-
Disposals, net	(5,883,778)	-
Write-offs, net	(11,029,826)	-
Transfer from other account	139,101,501	-
Amortisation charge	(169,550,988)	(622,849)
Translation adjustment	(69,640,853)	-
Closing net book amount	2,393,678,961	-
At 31 December 2018		
Cost	4,995,236,349	18,690,531
Less Accumulated amortisation	(2,601,557,388)	(18,690,531)
Net book amount	2,393,678,961	-
For the year ended 31 December 2019		
Opening net book amount	2,393,678,961	-
Additions	51,301,245	11,088,000
Write-offs, net	(1,377,392)	-
Transfer to other account	(25,092,935)	-
Amortisation charge	(192,114,082)	(1,848,000)
Translation adjustment	(51,701,293)	-
Closing net book amount	2,174,694,504	9,240,000
At 31 December 2019		
Cost	4,838,075,326	29,778,531
Less Accumulated amortisation	(2,663,380,822)	(20,538,531)
Net book amount	2,174,694,504	9,240,000

Amortisation of 103 million (2018: Baht 101million) has been charged in the cost of sales and services, Baht 75 million (2018: Baht 49 million) in selling expenses and Baht 14 million (2018: Baht 18 million) in administrative expenses.

21 Other non-current assets

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Loans to other companies	1,240,863,823	1,170,018,798	-	-
Deposits	1,788,990,285	1,746,885,224	10,868,546	10,966,209
Deferred charges	108,256,422	124,758,053	538,641	285,038
Others	2,749,319,964	1,271,080,141	2,156,077,944	407,408,127
Total other non-current assets	5,887,430,494	4,312,742,216	2,167,485,131	418,659,374

22 Borrowings

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Current				
Bank overdrafts	-	46,895,892	-	-
Short-term borrowings				
from financial institutions	300,000,000	3,433,642,576	300,000,000	3,427,833,826
Sub-total	300,000,000	3,480,538,468	300,000,000	3,427,833,826
Borrowings from related parties (Note 16)	-	-	4,338,917,425	2,089,180,139
Current portion of long-term borrowings				
Finance lease liabilities	11,500,436	13,998,602	-	-
Borrowings from financial institutions	5,659,718,000	9,635,759,029	2,935,438,202	9,303,839,271
Sub-total	5,671,218,436	9,649,757,631	2,935,438,202	9,303,839,271
Current portion of debentures	4,000,000,000	4,502,710,140	4,000,000,000	4,500,000,000
Total current borrowings	9,971,218,436	17,633,006,239	11,574,355,627	19,320,853,236
Non-current				
Finance lease liabilities	15,841,420	21,823,896	-	-
Borrowings from financial institutions	39,010,772,801	73,231,947,709	16,268,952,920	61,687,828,310
Debentures	63,375,519,560	36,007,094,338	51,064,612,531	22,575,011,352
Total non-current borrowings	102,402,133,781	109,260,865,943	67,333,565,451	84,262,839,662
Total borrowings	112,373,352,217	126,893,872,182	78,907,921,078	103,583,692,898

22 **Borrowings** (Cont'd)

The movement in long-term borrowings from financial institutions can be analysed as below:

	Consolidated financial statements Baht	Separate financial statements Baht
For the year ended 31 December 2019		
Opening amount	82,867,706,738	70,991,667,581
Additions	19,883,384,288	4,588,452,254
Repayments	(53,134,380,336)	(52,767,568,958)
Amortisation of underwriting fees	240,704,765	139,284,637
Unrealised gain on exchange rate	(3,745,146,700)	(3,747,444,392)
Translation adjustment	(1,441,777,954)	-
Closing amount	44,670,490,801	19,204,391,122

22 **Borrowings** (Cont'd)

Borrowings from financial institutions

As at 31 December 2019, significant long-term borrowings from financial institutions by the Group and the Company comprise:

		Consolidated financial statements	Separate financial statements		
		31 December 2019	31 December 2019		
Due date	Currency	Million	Million	Condition	Interest rate
In 2020	THB	2,000	2,000	Unsecured	Fixed
During 2018-2020	AUD	21	21	Unsecured	Variable, BBSY plus a margin
In 2023	USD	238	238	Unsecured	Variable, LIBOR plus a margin
During 2018-2020	GBP	12.5	12.5	Unsecured	Variable, LIBOR plus a margin
In 2026	EUR	78.5	78.5	Unsecured	Variable, EURIBOR plus a margin
In 2023	EUR	168.9	168.9	Unsecured	Variable, EURIBOR plus a margin
In 2022	USD	30	30	Unsecured	Variable, LIBOR plus a margin
In 2020	AUD	104.5	-	Secured	Variable, BBSY plus a margin
During 2018-2022	AUD	33.3	-	Secured	Variable, BBSY plus a margin
In 2021	AUD	18.6	-	Secured, use a subsidiary's properties as collateral (Note 18)	Variable, BBSY plus a margin
During 2017-2020	USD	19.5	-	Secured	Variable, LIBOR plus a margin
During 2020-2021	AUD	12.1	-	Secured	Variable, BBSY plus a margin
During 2018-2022	EUR	12.1	-	Secured	Variable, EURIBOR plus a margin
During 2018-2020	AUD	176.3	-	Secured, use a subsidiary's properties as collateral (Note 18 and 19)	Variable, BBSY plus a margin
During 2019-2025	USD	4.5	-	Secured	Variable, cost of fund plus a margin
During 2021-2026	MYR	116.8	-	Secured	Variable, KLIBOR plus a margin
During 2020-2023	MYR	47.2	-	Secured	Variable, KLIBOR plus a margin
During 2020-2036	EUR	109.3	-	Secured, use a subsidiary's properties as collateral (Note 18)	Variable and Fixed
In 2024	EUR	350	-	Secured	Variable, EURIBOR plus a margin
During 2022-2031	THB	672.4	-	Secured	Variable, MLR plus a margin

The carrying amounts of long-term bank borrowings as of 31 December 2019 approximate to their fair values.

22 **Borrowings** (Cont'd)

Debentures

Debentures comprise:

Issued date	Due date	Period (Years)	Consolidated financial statements 31 December 2019 Baht Million	Consolidated financial statements 31 December 2018 Baht Million	Separate financial statements 31 December 2019 Baht Million	Separate financial statements 31 December 2018 Baht Million	Interest rate	Condition
Oct 2011	Oct 2021	10	300	300	300	300	Fixed	Unsecured, senior and without a debenture holders' representative
Aug 2012	Aug 2022	10	2,700	2,700	2,700	2,700	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2014	Mar 2019	5	-	4,500	-	4,500	Fixed	Unsecured, senior and without a debenture holders' representative
May 2015	May 2020	5	4,000	4,000	4,000	4,000	Fixed	Unsecured, senior and without a debenture holders' representative
May 2015	May 2025	10	4,000	4,000	4,000	4,000	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2016	Mar 2021	5	2,800	2,800	2,800	2,800	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2016	Mar 2031	15	1,200	1,200	1,200	1,200	Fixed	Unsecured, senior and without a debenture holders' representative
Apr 2017	Oct 2023	6	12,311	12,718	-	-	Fixed	Secured, senior and with a debenture holders' representative
Jul 2017	Jul 2027	10	1,508	1,622	1,508	1,622	Fixed	Unsecured, senior and without a debenture holders' representative
Sep 2017	Sep 2024	7	1,000	1,000	1,000	1,000	Fixed	Unsecured, senior and without a debenture holders' representative
Sep 2017	Sep 2032	15	1,000	1,000	1,000	1,000	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2018	Mar 2028	10	1,000	1,000	1,000	1,000	Fixed	Unsecured, senior and without a debenture holders' representative
Oct 2018	Oct 2033	15	2,698	2,970	2,698	2,970	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2021	2	1,500	-	1,500	-	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2022	3	7,700	-	7,700	-	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2024	5	6,800	-	6,800	-	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2029	10	7,500	-	7,500	-	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2031	12	4,000	-	4,000	-	Fixed	Unsecured, senior and without a debenture holders' representative
Mar 2019	Mar 2034	15	5,500	-	5,500	-	Fixed	Unsecured, senior and without a debenture holders' representative

The movements in debentures can be analysed as below:

	Consolidated financial statements Baht	Separate financial statements Baht
For the year ended 31 December 2019		
Opening amount	40,509,804,478	27,075,011,352
Additions	32,894,070,000	32,894,070,000
Repayments	(4,500,000,000)	(4,500,000,000)
Amortisation of underwriting fees	26,341,352	26,341,352
Unrealised gain on exchange rate	(430,810,173)	(430,810,173)
Translation adjustment	(1,123,886,097)	-
Closing amount	67,375,519,560	55,064,612,531

22 **Borrowings** (Cont'd)

All of the above debentures have certain terms and conditions of the debentures holders' rights and contain certain covenants, including the maintenance of a certain debt to equity ratio, and limits on the payment of cash dividends and the disposal and transfer of certain operating assets of the Company which are used in its main operations.

At the Annual General Meeting of the shareholders of the Company held on 4 April 2017, the shareholders passed a resolution to approve the total outstanding principal amount of debentures (at par value) issued by the Company at any time of not exceeding Baht 45,000 million (Revolving Principal Basis).

At the Extraordinary General Meeting of the Shareholders of the Company held on 9 August 2018, the shareholders passed a resolution to approve additional principal amount of debenture (at par value) of not exceeding Baht 50,000 million, total aggregated amount of all outstanding debentures issued by the Company at any time of not exceeding Baht 95,000 million (Revolving Principal Basis).

As at 31 December 2019, a total amount of Baht 15,748 million debentures remains available for issuance under this shareholders' resolutions.

The carrying amounts and fair values of debentures of the Group as at 31 December are as follows:

	Consolidated financial statements			
	Carrying amounts		Fair value	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Debentures	67,376	40,510	71,390	40,876

	Separate financial statements			
	Carrying amounts		Fair value	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Debentures	55,065	27,075	59,039	27,442

The fair values are based on the discounted cash flows using discount rates based upon market yield rates which are quoted by the Thai Bond Market Association at date of statement of financial position. The fair values are within Level 2 of the fair value hierarchy.

22 **Borrowings** (Cont'd)

The interest rate exposure on the borrowings of the Group and the Company is as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Borrowings:				
- at fixed rates	54,837	45,800	45,922	29,443
- at floating rates	57,536	81,094	32,986	74,141
Total borrowings	112,373	126,894	78,908	103,584

The effective interest rates at the statement of financial position date were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	%	%	%	%
Borrowings from financial institutions	2.36	2.33	2.99	2.16
Debentures	3.17 - 3.76	3.47	3.76	3.32

The fair values of long-term borrowings are based on the discounted cash flows using a discount rate based upon the borrowing rate which the management expects would be available to the Group and the Company at the statement of financial position date. The fair values are within Level 2 of the fair value hierarchy. The carrying amounts of short-term borrowings and lease obligations approximate their fair values.

Maturity of long-term borrowings can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Next year	5,660	9,636	2,935	9,304
Between 2 and 5 years	32,567	71,948	13,626	61,688
Over 5 years	6,443	1,284	2,643	-
Total long-term borrowings	44,670	82,868	19,204	70,992

22 **Borrowings** (Cont'd)

Borrowing facilities

The Group and the Company have the following undrawn committed borrowing facilities:

	31 December 2019								
	Consolidated financial statements							Separate financial statements	
	USD Million	EUR Million	CNY Million	BRL Million	INR Million	MYR Million	Baht Million	USD Million	Baht Million
Floating interest rate									
Short-term	339	15	125	5	65	-	8,200	339	8,200
Long-term	-	121	-	-	-	3	1,028	-	4,097
	339	136	125	5	65	3	9,228	339	12,297

	31 December 2018								
	Consolidated financial statements							Separate financial statements	
	USD Million	EUR Million	CNY Million	BRL Million	INR Million	MYR Million	Baht Million	USD Million	Baht Million
Floating interest rate									
Short-term	311	77	125	5	53	-	7,660	311	7,660
Long-term	37	294	-	-	-	107	3,478	-	-
	348	371	125	5	53	107	11,138	311	7,660

23 **Trade and other payables**

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Trade payables - third parties	11,242,774,344	11,968,448,191	8,187,742	8,825,672
Trade payables - related parties (Note 16)	45,685,687	18,590,565	24,817,993	24,750,765
Amounts due to related parties (Note 16)	19,096,831	9,262,557	10,382,349	5,561,012
Accrued expenses	6,831,586,650	5,589,066,391	657,212,788	416,831,522
Account payable - contractors	286,783,023	231,410,541	38,884	107,447
Other payables	1,610,252,822	1,965,435,712	13,009,716	82,227,329
Total trade and other payables	20,036,179,357	19,782,213,957	713,649,472	538,303,747

24 Other current liabilities

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Booking deposits	774,675,094	652,685,574	16,466,170	13,583,269
Other tax payable	351,766,510	396,494,745	1,520,987	1,290,061
Others	2,346,266,133	2,299,863,784	10,836,991	23,142,242
Total other current liabilities	3,472,707,737	3,349,044,103	28,824,148	38,015,572

25 Employee benefits obligations

The amounts recognised in the statements of financial position are determined as follows:

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Retirement benefits	1,322,469,480	1,367,807,578	17,613,950	16,317,710

The plans are final salary retirement plans, which provide benefits to members in the form of a guaranteed level of pension payable. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Present value of unfunded obligation	1,322,469,480	1,367,807,578	17,613,950	16,317,710

25 **Employee benefits obligations** (Cont'd)

The movement in the defined obligations during the year is as follows:

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
At 1 January	1,367,807,578	222,234,045	16,317,710	16,823,424
Retrospective adjustment of fair value (Note 37)	-	456,000,000	-	-
Actuarial loss (gain)	-	97,350,183	-	(3,458,860)
Acquisition from investment in subsidiaries (Note 37)	-	606,555,523	-	-
Past service cost	47,802,962	-	3,554,720	-
Current service cost	85,982,529	37,526,630	1,854,258	3,134,911
Interest expense	8,285,689	7,306,432	485,052	361,755
Payment from plans benefit payment	(74,885,257)	(50,609,157)	(4,597,790)	(543,520)
Translation adjustment	(112,524,021)	(8,556,078)	-	-
At 31 December	1,322,469,480	1,367,807,578	17,613,950	16,317,710

On 5 April 2019, an amendment bill to the Labour Protection Law was published in the Government Gazette. The amended law will become effective 30 days after its publication. The main amendment is that the compensation for employees who have retired and have more than or equal to 20 years of service has changed from 300 day's pay to 400 day's pay. The effects of the amendment were recognised as past service cost during the year.

The amount recognised in the income statements is as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Past service cost	47,802,962	-	3,554,720	-
Current service cost	85,982,529	37,526,630	1,854,258	3,134,911
Interest cost	8,285,689	7,306,432	485,052	361,755
Total (included in staff costs)	142,071,180	44,833,062	5,894,030	3,496,666

Of the total charge, Baht 142 million (2018: Baht 45 million) were included in administrative expenses.

25 **Employee benefits obligations** (Cont'd)

The defined benefit obligation are composed by country as follows:

	Consolidated financial statements (Baht Million)											
	2019						2018 (Restated)					
	Thailand	South Africa	Australia	Sri Lanka	Europe	Total	Thailand	South Africa	Australia	Sri Lanka	Europe	Total
Present value of obligation												
Total	324	9	8	3	978	1,322	262	19	7	3	1,077	1,368

The principal actuarial assumptions used were as follows:

	Consolidated and Separate financial statements	
	2019	2018
Discount rate	1.2% - 4.00%	1.43% - 4.00%
Inflation rate	2.5%	2.5%
Salary growth rate	0.5% - 7%	1.4% - 7%

Sensitivity analysis

	Consolidated and Separate financial statements					
			Impact on defined benefit obligation			
	Change in assumption		Increase in assumption		Decrease in assumption	
	2019	2018	2019	2018	2019	2018
Discount rate	1%	1%	Decrease by 31.19%	Decrease by 16.5%	Increase by 27.17%	Increase by 5%
Salary growth rate	1%	1%	Increase by 7.30%	Increase by 6.56%	Decrease by 5.32%	Decrease by 1.63%
Withdrawn rate	5%	5%	Decrease by 15.95%	Decrease by 15.95%	Increase by 21.36%	Increase by 21.36%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

	Hotel & Spa	Restaurant	Retail
The weighted average duration of the defined benefit obligation	13.7 years	14.3 years	13.7 years

25 **Employee benefits obligations** (Cont'd)

Expected maturity analysis of undiscounted retirement plans:

	Consolidated financial statements				
	Less than a year Baht Million	Between 1-2 years Baht Million	Between 2-5 years Baht Million	Over 5 years Baht Million	Total Baht Million
At 31 December 2019					
Defined obligation	27	99	324	1,457	1,907
Total	27	99	324	1,457	1,907
At 31 December 2018					
Defined obligation	13	35	224	1,294	1,566
Total	13	35	224	1,294	1,566

	Separate financial statements				
	Less than a year Baht Million	Between 1-2 years Baht Million	Between 2-5 years Baht Million	Over 5 years Baht Million	Total Baht Million
At 31 December 2019					
Defined obligation	0.1	3	1	46	50
Total	0.1	3	1	46	50
At 31 December 2018					
Defined obligation	0.4	2	0.8	47	50
Total	0.4	2	0.8	47	50

26 Other non-current liabilities

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Deferred income	351,432,632	184,448,959	38,680	794,341
Rental deposits	114,813,023	119,557,428	2,233,305	613,950
Accrued land rental	453,432,729	323,431,947	-	-
Accrued decommissioning	359,560,054	334,305,872	-	-
Others	3,576,172,061	3,908,128,673	2,874,771	2,874,770
Total other non-current liabilities	4,855,410,499	4,869,872,879	5,146,756	4,283,061

27 Share capital and premium on share capital

	Consolidated financial statements			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2018	4,618,914,291	4,618,914,291	15,014,609,717	19,633,524,008
Issuance of shares	-	-	-	-
At 31 December 2018	4,618,914,291	4,618,914,291	15,014,609,717	19,633,524,008
Issuance of shares	90,259	90,259	3,790,878	3,881,137
At 31 December 2019	4,619,004,550	4,619,004,550	15,018,400,595	19,637,405,145

	Separate financial statements			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2018	4,618,914,291	4,618,914,291	14,988,957,341	19,607,871,632
Issuance of shares	-	-	-	-
At 31 December 2018	4,618,914,291	4,618,914,291	14,988,957,341	19,607,871,632
Issuance of shares	90,259	90,259	3,790,878	3,881,137
At 31 December 2019	4,619,004,550	4,619,004,550	14,992,748,219	19,611,752,769

As at 31 December 2019, the registered shares comprise 4,849,860,006 ordinary shares (2018: 4,618,914,291 ordinary shares) at a par value of Baht 1 each. The issued and fully paid-up shares comprise 4,619,004,550 ordinary shares (2018: 4,618,914,291 ordinary shares).

28 Warrants

The Group has outstanding warrants to subscribe for ordinary shares to existing shareholders of the Company, which have been approved by shareholders' meeting. The Group does not recognise warrant compensation costs for the fair value or intrinsic value of the warrant granted in this financial statements.

					As at 31 December 2018	Increase during the year	Decrease during the year					As at 31 December 2019
			Determined exercising date					Exercise ratio	Issue of ordinary shares during			
Issued by	Allocated to	Approval date	First exercise	Last exercise	Outstanding warrant Million unit	Warrant Million unit	Exercise Million unit	for ordinary shares per 1 warrant	the period Share	Exercise price Baht	Amount Baht Million	Outstanding warrant Million unit
The Company	Existing-shareholder (MINT-W6)	4 June 2019	15 August 2019	30 September 2021	-	231	0.1	1:1	0.1	43	3.9	231
	Total issuance by the Company				-	231	0.1		0.1		3.9	231

At the Annual General Meeting of the Shareholders of the Company held on 22 April 2019, the shareholders passed a resolution to approve the issuance of the Company's warrants on ordinary shares (MINT-W6), not exceeding 230,945,715 units for offering to existing shareholders, having a term of not exceeding 2 years from the initial issuance date, and having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of Baht 43 per share.

29 Legal reserve

	Consolidated and Separate financial statements	
	2019	2018
	Baht	Baht
At 1 January	464,178,907	464,178,907
Appropriation during the year	20,807,094	-
At 31 December	484,986,001	464,178,907

Under the Public Limited Company Act, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

30 Other components of equity

	Consolidated financial statements					
	Discount on business combination under common control	Discount on additional in investment in subsidiary	Application of TAS 29	Remeasuring available-for-sale investment	Translation adjustment	Total
	Baht	Baht	Baht	Baht	Baht	Baht
At 1 January 2018	(755,412,590)	(890,258,685)	-	(102,254,118)	(2,188,465,896)	(3,936,391,289)
Additional investment in subsidiary	-	(951,496,527)	-	-	-	(951,496,527)
Revaluation	-	-	-	106,751,208	-	106,751,208
Impact from hyperinflation	-	-	229,102,812	-	-	229,102,812
Currency translation difference	-	-	-	-	(1,900,351,411)	(1,900,351,411)
At 31 December 2018	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)
At 1 January 2019	(755,412,590)	(1,841,755,212)	229,102,812	4,497,090	(4,088,817,307)	(6,452,385,207)
Revaluation	-	-	-	(430,485)	-	(430,485)
Impact from hyperinflation	-	-	38,824,496	-	-	38,824,496
Currency translation difference	-	-	-	-	(3,056,047,930)	(3,056,047,930)
At 31 December 2019	(755,412,590)	(1,841,755,212)	267,927,308	4,066,605	(7,144,865,237)	(9,470,039,126)

30 Other components of equity (Cont'd)

	Separate financial statements		
	Discount on business combination under common control Baht	Remeasuring of available-for-sale investment Baht	Total Baht
At 1 January 2018	(587,397,515)	6,827,945	(580,569,570)
Revaluation	-	(3,037,255)	(3,037,255)
At 31 December 2018	(587,397,515)	3,790,690	(583,606,825)
At 1 January 2019	(587,397,515)	3,790,690	(583,606,825)
Revaluation	-	(956,500)	(956,500)
At 31 December 2019	(587,397,515)	2,834,190	(584,563,325)

31 Other income

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Rental income	255,571,676	213,495,150	-	35,671,726
Premium sales income	163,540,321	157,366,394	-	-
Freight charges	200,418,875	180,574,918	-	-
Subsidy income	177,507,930	192,651,383	-	-
Advisory income	133,144,205	161,817,849	-	-
Sales of raw material to franchisees	27,248,025	39,353,720	-	-
Maintenance fee income	61,316,967	54,337,739	-	-
Property tax	13,787,586	16,303,797	-	-
Trademark fee income	109,992,303	113,995,395	-	-
Gain from bargain purchases	-	120,802,405	-	-
Gain on sale and leaseback	4,743,436,894	-	-	-
Gain on disposals of investments	1,350,340,011	-	-	-
Others	2,078,652,218	882,267,714	564,590,457	118,652,198
Total other income	9,314,957,011	2,132,966,464	564,590,457	154,323,924

31 **Other income** (Cont'd)

During the year 2019, the Group has completed sale and leaseback arrangement, which involved the following transactions;

- The Group entered into share purchase and sale agreements to sell 100% of common shares of 2 overseas subsidiaries who owned 3 hotel properties for an aggregate gross selling price of EUR 313 million (equivalent to Baht 10.7 billion), with related cost to complete the transaction of EUR 28 million (equivalent to Baht 955 million).From management's record, net asset value of these subsidiaries at closing date specified in the agreements are estimated at EUR 146 million (equivalent to Baht 4,981 million), resulted in gain on sale of EUR 139 million (equivalent to Baht 4,743 million).

- Following completion of the sale transactions, the Group entered into lease agreements of the properties which enable the Group to operate the hotels for an initial term of 20 years, with options to extend for a total combined term of up to 60 years. The Group will pay an annual variable rent for the leased premises based on revenue generated from hotels operation, which must not be less than base rent level set forth in the agreements, amounting to EUR 12 million per annum. Such lease structure includes capped guarantee basket.

32 **Expenses by nature**

The following expenditure items, classified by nature, have been charged in arriving at operating profit:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Depreciation on investment properties (Note 17)	69,584,025	61,105,846	-	-
Depreciation on property, plant and equipment (Note 18)	7,331,412,927	4,950,175,720	31,467,967	57,948,345
Impairment charge (reversal) of property, plant and equipment (Note 18)	224,336,030	(93,138,721)	-	-
Write-off of property, plant and equipment (Note 18)	406,811,406	346,706,895	145,176	208,527
Amortisation of intangible assets (Note 19)	1,321,317,984	544,336,196	2,723,428	1,001,391
Impairment of intangible assets (Note 19)	138,736,042	66,684,643	-	-
Amortisation of prepaid rents (Note 20)	192,114,082	169,550,988	1,848,000	622,849
Impairment of investment in associates (Note 15)	352,714,715	280,000,000	-	-
Doubtful account (Reversal)	16,726,464	193,524,111	(12,023)	(190,123)
Staff costs	32,053,420,438	20,217,899,338	407,545,194	336,939,229

33 Deferred income taxes and income taxes

Deferred income taxes

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Deferred income tax assets	5,503,259,677	6,276,639,636	-	-
Deferred income tax liabilities	(24,144,264,318)	(26,628,680,026)	(200,138,201)	(139,145,422)
Deferred income taxes, net	(18,641,004,641)	(20,352,040,390)	(200,138,201)	(139,145,422)

Deferred income tax assets and liabilities are offset when the income taxes related to the same fiscal authority. Deferred tax assets and deferred tax liabilities in the consolidated financial positions are presented at net amount of assets and liabilities incurred in each entity.

33 **Deferred income taxes and income taxes** (Cont'd)

The gross movements in deferred tax assets and liabilities during the years are as follows:

	Consolidated financial statements					
	1 January 2018 Baht	Charged/ (credited) to profit or loss Baht	Charged/ (credited) to other comprehensive income Baht	Business acquisitions Baht	Adjustments Baht	(Restated) 31 December 2018 Baht
Deferred tax assets						
Consignment sales	68,920,993	19,784,667	-	-	-	88,705,660
Provision for impairment of assets (reversal)	13,869,372	144,810,229	-	-	-	158,679,601
Employee benefit obligations	186,610,295	(18,568,299)	8,718,972	110,525,002	-	287,285,970
Depreciation	96,186,878	(29,554,650)	-	-	-	66,632,228
Unearned income	16,785,797	(151,582)	-	-	-	16,634,215
Tax loss carried forward	435,988,525	(27,239,244)	-	3,329,530,920	-	3,738,280,201
Translation adjustment	236,507,451	-	-	-	93,483,903	329,991,354
Others	(67,600)	-	-	-	-	(67,600)
	1,054,801,711	89,081,121	8,718,972	3,440,055,922	93,483,903	4,686,141,629
Deferred tax liabilities						
Accounts receivable	(4,828,678)	(163,981,685)	-	-	-	(168,810,363)
Asset management right	(1,138,598,108)	36,040,302	-	-	-	(1,102,557,806)
Financial lease revenue	(634,691,929)	12,039,696	-	-	-	(622,652,233)
Unrealised gain on available-for-sale securities	(229,996,663)	18,234,719	600,397	-	-	(211,161,547)
Unrealised gain on sale of assets in the group	(34,662,057)	7,819,466	-	-	-	(26,842,591)
Fair value adjustment of net assets at acquisition date	(3,956,887,966)	(252,279,840)	-	(20,003,378,883)	-	(24,212,546,689)
Translation adjustment	227,875,509	-	-	-	842,856,050	1,070,731,559
Others	(170,744,399)	(31,804,268)	-	438,206,318	-	235,657,651
	(5,942,534,291)	(373,931,610)	600,397	(19,565,172,565)	842,856,050	(25,038,182,019)
Deferred tax liabilities, net	(4,887,732,580)	(284,850,489)	9,319,369	(16,125,116,643)	936,339,953	(20,352,040,390)

33 Deferred income taxes and income taxes (Cont'd)

	Consolidated financial statements					
	1 January 2019 Baht	Charged/ (credited) to profit or loss Baht	Charged/ (credited) to other comprehensive income Baht	Business acquisitions Baht	Adjustments Baht	31 December 2019 Baht
Deferred tax assets						
Consignment sales	88,705,660	14,551,793	-	-	-	103,257,453
Provision for impairment of assets (reversal)	158,679,601	53,567,257	-	-	-	212,246,858
Employee benefit obligations	287,285,970	64,133,146	-	-	-	351,419,116
Depreciation	66,632,228	7,710,013	-	-	-	74,342,241
Unearned income	16,634,215	3,500,565	-	-	-	20,134,780
Tax loss carried forward	3,738,280,201	(537,528,535)	-	-	-	3,200,751,666
Translation adjustment	329,991,354	-	-	-	117,585,456	447,576,809
Others	(67,600)	-	-	-	-	(67,600)
	4,686,141,629	(394,065,761)	-	-	117,585,456	4,409,661,324
Deferred tax liabilities						
Accounts receivable	(168,810,363)	168,754,696	-	-	-	(55,667)
Asset management right	(1,102,557,806)	52,386,834	-	-	-	(1,050,170,972)
Financial lease revenue	(622,652,233)	21,870,735	-	-	-	(600,781,498)
Unrealised gain on available-for-sale securities	(211,161,547)	-	184,661	-	-	(210,976,886)
Unrealised gain on sale of assets in the group	(26,842,591)	(1,576,709)	-	-	-	(28,419,300)
Fair value adjustment of net assets at acquisition date	(24,212,546,690)	347,593,593	-	102,511,825	-	(23,762,441,272)
Translation adjustment	1,070,731,559	-	-	-	1,590,321,290	2,661,052,849
Others	235,657,652	(294,530,871)	-	-	-	(58,873,219)
	(25,038,182,019)	294,498,278	184,661	102,511,825	1,590,321,290	(23,050,665,965)
Deferred tax liabilities, net	(20,352,040,390)	(99,567,483)	184,661	102,511,825	1,707,906,746	(18,641,004,641)

33 Deferred income taxes and income taxes (Cont'd)

	Separate financial statements			
	1 January 2018 Baht	Charged/ (credited) to profit or loss Baht	Charged/(credited) to other comprehensive income Baht	31 December 2018 Baht
Deferred income tax assets				
Provision for impairment of assets (reversal)	5,159,960	(3,760,000)	-	1,399,960
Provisions	3,492,704	462,609	(691,771)	3,263,542
Tax loss carried forward	46,994,100	18,486,509	-	65,480,609
Effective interest rate	3,417,935	(947,695)	-	2,470,240
	59,064,699	14,241,423	(691,771)	72,614,351
Deferred income tax liabilities				
Unrealised gain on available-for-sales securities	(212,519,087)	-	759,314	(211,759,773)
Deferred income tax liabilities, net	(153,454,388)	14,241,423	67,543	(139,145,422)

	Separate financial statements			
	1 January 2019 Baht	Charged/ (credited) to profit or loss Baht	Charged/(credited) to other comprehensive income Baht	31 December 2019 Baht
Deferred income tax assets				
Provision for impairment of assets (reversal)	1,399,960	18,470	-	1,418,430
Provisions	3,263,542	2,382,780	-	5,646,322
Tax loss carried forward	65,480,609	(61,162,914)	-	4,317,695
Effective interest rate	2,470,240	(2,470,240)	-	-
	72,614,351	(61,231,904)	-	11,382,447
Deferred income tax liabilities				
Unrealised gain on available-for-sales securities	(211,759,773)	-	239,125	(211,520,648)
Deferred income tax liabilities, net	(139,145,422)	(61,231,904)	239,125	(200,138,201)

33 **Deferred income taxes and income taxes** (Cont'd)

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of Baht 215 million (2018: Baht 182 million), to carry forward against future taxable income; which no deferred taxes asset have been recognised as follows:

	Consolidated financial statements	
	2019 Baht	2018 Baht
2019	-	1,250,959
2020	23,016,015	26,597,340
2021	36,673,748	46,188,947
2022	31,075,353	52,757,297
2023	22,910,547	55,576,064
2024	101,460,730	-
	215,136,393	182,370,607

Income taxes

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Current tax:				
Current tax on profits for the year	2,230,497,003	1,100,130,635	24,315,722	57,234,862
Adjustments in respect of prior year	(37,113,185)	(96,431,451)	3,303,180	(876,351)
Total current tax	2,193,383,818	1,003,699,184	27,618,902	56,358,511
Deferred tax:				
Origination and reversal of temporary differences	(159,350,492)	364,181,636	61,231,904	(19,091,056)
Change in unrecognised deductible temporary differences	165,515,729	4,429,885	-	4,849,633
Recognised of previously unrecognised tax losses	93,402,247	(83,761,032)	-	-
Total deferred tax	99,567,484	284,850,489	61,231,904	(14,241,423)
Total income tax	2,292,951,302	1,288,549,673	88,850,806	42,117,088

33 **Deferred income taxes and income taxes** (Cont'd)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the company as follows:

	Consolidated financial statements		Separate financial statements	
		(Restated)		
	2019	2018	2019	2018
	Baht	Baht	Baht	Baht
Profit before tax	13,287,055,738	6,039,827,370	3,935,007,179	2,165,553,696
Tax calculated at a tax rate of 20%	2,657,411,148	1,207,965,474	787,001,436	433,110,739
Tax effect of:				
Associates' results reported net of tax	(736,255,423)	(364,561,004)	-	-
Effect of different tax rate in other countries	(2,162,509,517)	220,622,968	54,312,076	(99,295,009)
Additional tax deductible	(273,645,019)	(52,003,444)	(273,645,019)	(52,003,444)
Expenses not deductible for tax purpose	4,634,322,632	1,217,908,818	1,517,351	1,816,947
Income not subject to tax	(1,878,971,049)	(1,382,964,318)	(491,601,200)	(245,499,371)
Adjustments in respect of prior year	(62,991,423)	198,615,090	3,303,181	3,973,282
Tax incentive expenses	(41,771,830)	(42,306,405)	(1,770,822)	(1,819,986)
Change in unrecognised deductible temporary differences	(32,956,079)	185,333,487	-	1,833,930
Utilisation of previously unrecognised tax losses	(5,727,316)	(21,845,468)	-	-
Tax losses for which no deferred income tax asset was recognised	196,045,178	121,784,475	9,733,803	-
Tax charge	2,292,951,302	1,288,549,673	88,850,806	42,117,088

33 **Deferred income taxes and income taxes** (Cont'd)

The tax charge relating to component of other comprehensive income is as follows:

	Consolidated financial statements					
	2019			2018		
	Before tax Baht	Tax charge Baht	After tax Baht	Before tax Baht	Tax charge Baht	After tax Baht
Remeasurement of post-employment benefit obligations	-	-	-	(43,594,860)	8,718,972	(34,875,888)
Unrealised gain (loss) on available-for-sale securities	(615,146)	184,661	(430,485)	106,150,811	600,397	106,751,208
Translation adjustment	(3,809,349,170)	-	(3,809,349,170)	(2,083,895,857)	-	(2,083,895,857)
Other comprehensive income (loss)	(3,809,964,316)	184,661	(3,809,779,655)	(2,021,339,906)	9,319,369	(2,012,020,537)

	Separate financial statements					
	2019			2018		
	Before tax Baht	Tax charge Baht	After tax Baht	Before tax Baht	Tax charge Baht	After tax Baht
Remeasurement of post-employment benefit obligations	-	-	-	3,458,854	(691,771)	2,767,083
Unrealised gain (loss) on available-for-sale securities	(1,195,625)	239,125	(956,500)	(3,796,569)	759,314	(3,037,255)
Other comprehensive income (loss)	(1,195,625)	239,125	(956,500)	(337,715)	67,543	(270,172)

34 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares is adjusted to assume conversion of all dilutive potential ordinary shares.

A calculation is done to determine the number of shares that could have been acquired at market price (determined as the average share price of the Company's shares during the period) based on the outstanding warrants to determine the number of potential ordinary shares would have been additionally issued. The potential shares are added to the ordinary shares outstanding but no adjustment is made to net profit.

	Consolidated and Separate financial statements	
	For the year ended 31 December	
	2019	2018
	Shares	Shares
Weighted average number of ordinary shares in issue, net	4,618,941,721	4,618,914,291
Dilutive potential ordinary shares	-	-
Weighted average number of ordinary shares for diluted earnings	4,618,941,721	4,618,914,291

	Consolidated financial statements	
	For the year ended 31 December	
	2019	2018
	Baht	Baht
Profit for the year attributable to ordinary shareholders	10,697,926,668	4,507,667,947
Cumulative interest expenses on perpetual debentures (net of tax)	(1,288,685,030)	(210,800,219)
Profit for the year used to determine diluted earnings per share	9,409,241,638	4,296,867,728
Basic earnings per share	2.0371	0.9303
Diluted earnings per share	2.0371	0.9303

34 **Earnings per share** (Cont'd)

	Separate financial statements	
	For the year ended 31 December	
	2019	2018
	Baht	Baht
Profit for the year attributable to ordinary shareholders	3,846,156,373	2,123,436,608
Cumulative interest expenses on perpetual debentures (net of tax)	(1,288,685,030)	(210,800,219)
Profit for the year used to determine diluted earnings per share	2,557,471,343	1,912,636,389
Basic earnings per share	0.5537	0.4141
Diluted earnings per share	0.5537	0.4141

35 **Dividend**

At the Annual General Meeting of Shareholders of the Company held on 22 April 2019, the shareholders passed a resolution to approve the cash dividend in the amount of Baht 0.4 per share for existing shareholders of no more than 4,619 million ordinary shares, total dividends to be paid were in the amount of not exceeding Baht 1,848 million and dividends were paid to shareholders in May 2019.

At the Annual General Meeting of Shareholders of the Company held on 3 April 2018, the shareholders passed a resolution to approve the cash dividend in the amount of Baht 0.4 per share for existing shareholders of no more than 4,619 million ordinary shares, total dividends to be paid were in the amount of not exceeding Baht 1,848 million and dividends were paid to shareholders in April 2018.

36 **Perpetual debentures**

As at 31 December 2019, the Company has perpetual debentures of Baht 24,822 million, net of issuance cost of Baht 1,034 million, which were presented as a part of equity in the consolidated and separate financial statements.

In 2019, the Company paid interest to the debentures holders of Baht 1,312 million (2018: Nil).

37 Business acquisitions

37.1 New acquisitions

Elysia Retreat

During the third quarter of 2019, a subsidiary of the Group acquired the operating assets located in Australia in the amount of AUD 5 million or equivalent to Baht 106 million which is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	106
Provisional fair value of net assets under interest acquired	96
Goodwill	10

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Inventory	6
Buildings	68
Asset management rights	32
Deferred tax liabilities	(10)
Provisional fair value of net assets under interest acquired	96

As at 31 December 2019, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value and price considerations will be made upon the completion of the process.

37 **Business acquisitions** (Cont'd)

Chicken Time Co., Ltd.

During the fourth quarter of 2019, a subsidiary of the Group acquired 100% of issued shares in Chicken Time Co., Ltd. for consideration of Baht 1,931 million which is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	1,931
Provisional fair value of net assets under interest acquired	120
Goodwill	1,811

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follow:

	Baht Million
Cash and cash equivalents	78
Current assets	26
Property, plant and equipment	196
Intangible assets	13
Other assets	78
Current liabilities	(66)
Non-current liabilities	(205)
Provisional fair value of net assets under interest acquired	120

As at 31 December 2019, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value and price considerations will be made upon the completion of the process.

37 **Business acquisitions** (Cont'd)

Crowne Plaza

During the fourth quarter of 2019, a subsidiary of the Group acquired the operating assets located in Australia in the amount of AUD 4 million or equivalent to Baht 82 million which is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	82
Provisional fair value of net assets under interest acquired	62
Goodwill	20

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Land	15
Asset management rights	66
Deferred tax liabilities	(19)
Provisional fair value of net assets under interest acquired	62

As at 31 December 2019, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value and price considerations will be made upon the completion of the process.

37 **Business acquisitions** (Cont'd)

GCS Hotel Limited

During the fourth quarter of 2019, a subsidiary of the Group acquired 100% of issued shares in GCS Hotel Limited for consideration of EUR 14 million or equivalent to Baht 455 million which is considered as business combination.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	455
Provisional fair value of net assets under interest acquired	455
Goodwill	-

The provisional fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Current assets	75
Property, plant and equipment	134
Asset management rights	314
Other current liabilities	(68)
Provisional fair value of net assets under interest acquired	455

As at 31 December 2019, the Group is in the process of completing appraising the net assets acquired. The adjustments to fair value and price considerations will be made upon the completion of the process.

37 **Business acquisitions** (Cont'd)

37.2 **Prior year acquisition**

Harbour Residences Oaks Limited

For the acquisition of Harbour Residences Oaks Limited during the first quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	128
Fair value of net assets under interest acquired	98
Goodwill	30
Goodwill - as previously reported	30
Adjustment of fair value	-

The fair value of identified assets acquired from this acquisition was as follow:

	Baht Million
Cash and cash equivalents	2
Trade and other receivables	10
Property, plant and equipment	18
Asset management rights	106
Deferred tax liabilities	(30)
Liabilities	(8)
Fair value of net assets	98

37 **Business acquisitions** (Cont'd)

Benihana Holding Pte. Ltd.

For the acquisition of Benihana Holding Pte. Ltd. during the second quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	334
Fair value of net assets under interest acquired	455
Gain from bargain purchase	(121)
Gain from bargain purchase - as previously reported	(121)
Adjustment of fair value	-

The fair value at 75% interest of identifiable assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Cash and cash equivalents	27
Receivables and prepayments	38
Inventories	2
Property, plant and equipment	9
Intangible assets	661
Liabilities	(131)
Fair value of net assets	606
Non-controlling interests	(151)
Fair value of net assets under interest acquired	455

37 **Business acquisitions** (Cont'd)

The Food Theory Group Pte. Ltd.

For the acquisition of The Food Theory Group Pte. Ltd. during the second quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Additional purchase price considerations	65
Fair value of previously held interest	79
Total purchase price considerations	144
Fair value of net assets under interest acquired	44
Goodwill	100
Goodwill - as previously reported	155
Adjustment of fair value	55

Details of adjustment of fair value are as follows:

Increase in interest in joint venture	55
Decrease in goodwill	(55)

Fair value of identifiable assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Cash and cash equivalents	22
Receivables and other current assets	9
Interest in joint venture	65
Property, plant and equipment	10
Other assets	13
Liabilities	(75)
Fair value of net assets	44

37 **Business acquisitions** (Cont'd)

Ocean Hervey Bay

For the acquisition of Ocean Harvey Bay during the third quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	176
Fair value of net assets under interest acquired	144
Goodwill	32
Goodwill - as previously reported	32
Adjustment of fair value	-

Fair value of identified assets acquired and liabilities assumed from this acquisition was as follow:

	Baht Million
Current assets	11
Property, plant and equipment	30
Asset management rights	135
Liabilities	(32)
Fair value of net assets under interest acquired	144

37 **Business acquisitions** (Cont'd)

NH Hotel Group S.A.

The Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed of NH Hotel Group S.A. within the time period defined in TFRS 3 – Business Combination in 2019. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	86,867
Fair value of net assets under interest acquired	86,125
Goodwill	742
Gain from bargain purchase – as previously reported	(708)
Adjustment of fair value	(1,450)

Details of adjustment were as follows;

	Baht Million
Decrease in assets held for sale	(131)
Increase in intangible asset	164
Decrease in property, plant, and equipment	(78)
Decrease in other non-current assets	(336)
Increase in deferred tax assets	19
Increase in deferred tax liabilities	(41)
Decrease in other payables	2,207
Increase in income tax payable	(2,207)
Increase in other liabilities	(1,113)
Decrease in non-controlling interest	66
	(1,450)

37 **Business acquisitions** (Cont'd)

The fair value at 94.1% interest of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Cash and cash equivalents	10,216
Other current assets	9,254
Property, plant and equipment	81,507
Intangible assets	44,285
Deferred tax assets	5,773
Other non-current assets	3,226
Deferred tax liabilities	(21,848)
Liabilities	(38,459)
Fair value of net assets	93,954
Non-controlling interests	(7,829)
Fair value of net assets under interest acquired	86,125

Santai Resort

For the acquisition of Santai Resort during the fourth quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	77
Fair value of net assets under interest acquired	57
Goodwill	20
Goodwill - as previously reported	20
Adjustment of fair value	-

37 **Business acquisitions** (Cont'd)

Fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Property, plant and equipment	9
Asset management rights	68
Deferred tax liabilities	(20)
Fair value of net assets under interest acquired	57

QT Port Douglas

For the acquisition of QT Port Douglas during the fourth quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year which details of the acquisition were the same as previously reported. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Purchase price considerations	331
Fair value of net assets under interest acquired	329
Goodwill	2
Goodwill - as previously reported	2
Adjustment of fair value	-

Fair value of identified assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Property, plant and equipment	30
Inventory	299
Asset management rights	2
Deferred tax liabilities	(1)
Liabilities	(1)
Fair value of net assets under interest acquired	329

37 **Business acquisitions** (Cont'd)

Inigo Montoya Group

For the acquisition of Inigo Montoya Group during the fourth quarter of 2018, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed in the current year. In consideration of fair value of assets, the Group determined the measurement of the identifiable assets and liabilities assumed and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	Baht Million
Additional purchase price considerations	4
Purchase price considerations	29
Total purchase price consideration	33
Fair value of net assets under interest acquired	12
Goodwill	21
Goodwill - as previously reported	24
Adjustment of fair value	3

Details of adjustment of fair value are as follows:

	Baht Million
Decrease in cash and cash equivalent	(1)
Increase in intangible asset	14
Increase in other assets	6
Increase in deferred tax liabilities	(4)
Increase in liabilities	(5)
Increase in non-controlling interests	(3)
	7

The fair value at 70% interest of identifiable assets acquired and liabilities assumed from this acquisition was as follows:

	Baht Million
Cash and cash equivalents	1
Property, plant and equipment	16
Intangible assets	14
Other assets	18
Deferred tax liabilities	(4)
Liabilities	(28)
Fair value of net assets	17
Non-controlling interests	(5)
Fair value of net assets under interest acquired	12

37 **Business acquisitions** (Cont'd)

37.3 **Group's valuation processes**

The Group has mainly applied the value-in-use model in calculating fair value of property plant and equipment and intangible assets, comprising of income approach and royalty relief method. The Group applied cost approach in calculating fair value of property, plant and equipment, and the market approach in calculating fair value of prepaid rent which are considered as Level 3 of fair value measurement.

Finance and accounting department engages professional independent valuers, who hold a recognised relevant professional qualification and have experience in the locations and segments of the business, to perform the valuations of assets acquired from business combination, including Level 3 fair values. This team reports directly to Chief Financial Officer ("CFO"). Discussions of valuation processes and results are held between the finance department and the CFO at least once every quarter, in line with the Group's quarterly reporting dates.

The main Level 3 input used by the Group pertains to the discount rate and growth rate for business valuation. It is estimated based on discounted cash flow projections of revenue in the future in the light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the operation.

The discount rate is estimated based on capital structure and financial factors in overall economy that are, in the opinion of the management, appropriate including the risk premium and reflects current market assessments of the time value of money and risk adjusted which are in the range of 4% - 22% per annum (an exceptional rate of 44% per annum in one location where hyperinflationary is identified).

The growth rate is estimated based on current and future market conditions that are, in the opinion of the management, appropriate. The growth rate is generally in the range of 1.5% - 4% per annum, unless there are specific indicators for growth over average rate.

38 **Financial instruments**

Financial risk management policies

The financial risk management policies are standard sets of guidelines that the Group use in managing, but not limited to, liquidity risks, interest rate risks, foreign exchange risks and credit risks with the key objectives of managing and mitigating such risks without any means of speculation.

38 **Financial instruments** (Cont'd)

Liquidity risk

The Group manages its liquidity risks by, for example, maintaining sufficient cash and cash equivalent to support its working capital requirements, securing long term funding and diversifying funding sources in advance.

Interest rate risk

The interest rate risks arise from the volatility of market interest rates, which may have a negative impact on the Group cash flow. The Group manage such risks in accordance with its policy to reduce the Group's exposure to adverse changes in interest rates and the prevailing financial market condition. As a result, the Group keeps balancing interest rate position to align with the financial market situation. Interest rate swap is one of the key financial derivatives that the Group uses to manage interest rates volatility and exposure to mitigate negative impact to its cash flow.

As at 31 December 2019, the Group has entered into the interest rate swap contracts as follows:

a) Interest rate swap contract for loan in USD currency with principal amount of USD 238 million, which swap floating interest rate to fixed interest rate. The contract will expire in September 2023.

b) Interest rate swap contract for debenture in THB currency with principal amount of THB 4,000 million, which swap fixed interest rate to floating interest rate. The contract will expire in May 2025.

c) Interest rate swap contract for debenture in THB currency with principal amount of THB 2,000 million, which swap fixed interest rate to floating interest rate. The contract will expire in May 2020.

d) Interest rate swap contract for debenture in THB currency with principal amount of THB 1,000 million, which swap fixed interest rate to floating interest rate. The contract will expire in March 2028.

e) Interest rate swap contract for loan in EUR currency with principal amount of EUR 7.9 million, which swap fixed interest rate to floating interest rate. The contract will expire in June 2023.

f) Interest rate swap contract for loan in AUD currency with principal amount of AUD 100 million, which swap floating interest rate to fixed interest rate. The contract will expire in December 2022.

38 Financial instruments (Cont'd)

Foreign currency risk

The Groups' exposure to foreign currency risk relates primarily to the purchase or sales of goods and service, borrowing and lending in foreign currency and investments in foreign subsidiaries, associates and joint venture. In order to manage the risk arising from fluctuations in currency exchange rates, the Group uses the derivative, cross currency swap contracts and forward foreign exchange contracts, to manage the risk as follows:

Cross currency interest rate swap contracts

As at 31 December 2019, the Group has entered into the cross currency interest rate swap contracts as follows:

a) Cross currency interest rate swap contract for perpetual debenture of Baht 15,000 million with fixed interest rate converting to an equivalent fixed amount of EUR 447.8 million with fixed interest rate. The contract will expire on September 2023.

b) Cross currency interest rate swap contract for debenture of Baht 4,000 million with fixed interest rate converting to an equivalent fixed amount of EUR 106.1 million with variable interest rate. The contract will expire on May 2020.

c) Cross currency interest rate swap contract for debenture of Baht 2,800 million with fixed interest rate converting to an equivalent fixed amount of EUR 72.7 million with variable interest rate. The contract will expire on March 2021.

d) Cross currency interest rate swap contract for debenture of Baht 1,000 million with fixed interest rate converting to an equivalent fixed amount of GBP 22.9 million with variable interest rate. The contract will expire on March 2028.

e) Cross currency interest rate swap contract for perpetual debenture of USD 300 million with fixed interest rate converting to an equivalent fixed amount of EUR 271.5 million with variable rate. The contract will expire on December 2021.

f) Cross currency interest rate swap contract for debenture of Baht 2,400 million with fixed interest rate converting to an equivalent fixed amount of EUR 67.2 million with fixed interest rate. The contract will expire on March 2022.

38 Financial instruments (Cont'd)

g) Cross currency interest rate swap contract for debenture of Baht 6,800 million with fixed interest rate converting to an equivalent fixed amount of EUR 191 million with fixed interest rate. The contract will expire on March 2024.

h) Cross currency interest rate swap contract for debenture of Baht 2,500 million with fixed interest rate converting to an equivalent fixed amount of EUR 70.1 million with fixed interest rate. The contract will expire on March 2029.

i) Cross currency interest rate swap contract for debenture of Baht 2,800 million with fixed interest rate converting to an equivalent fixed amount of EUR 78.8 million with fixed interest rate. The contract will expire on March 2029.

j) Cross currency interest rate swap contract for debenture of Baht 4,000 million with fixed interest rate converting to an equivalent fixed amount of EUR 112.3 million with fixed interest rate. The contract will expire on March 2031.

k) Cross currency interest rate swap contract for debenture of Baht 5,500 million with fixed interest rate converting to an equivalent fixed amount of EUR 154.5 million with fixed interest rate. The contract will expire on March 2034.

Foreign exchange forward contracts

Foreign exchange forward contracts are used for managing exposure to fluctuations in foreign currency exchange rates for the purchase of goods. As at 31 December 2019 and 2018, the Group has outstanding foreign exchange forward contracts, with maturity less than 6 months as follows:

	Consolidated financial statements		Separate financial statements	
	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million
USD 35,800,000 (Baht 30.16-30.18/1 USD) (2018: USD 1,964,855 (Baht 32.62/1 USD))	1,080	64	1,080	-
AUD 28,077,050 (Baht 20.72-20.87/1 AUD) (2018: Nil)	583	-	583	-
SGD 5,000,000 (Baht 22.28 SGD) (2018: Nil)	111	-	111	-
SGD 796,395 (Baht 22.35/1 SGD) (2018: Nil)	18	-	-	-

38 **Financial instruments** (Cont'd)

Credit risk

The Group is exposed to normal credit risk primarily with respect to trade accounts receivable. However, due to the large number of entities comprising the Group's customer base, the Group does not anticipate material losses from its debt collection.

Fair value

The fair value of the open cross currency swap contracts and interest rate swap contracts for loans as at 31 December 2019 is favourable amounting to Baht 3,514 million (2018: unfavourable amounting to Baht 109 million).

The fair value of the open foreign exchange forward contracts for the purchase of goods as at 31 December 2019 is unfavourable amounting to Baht 9 million (2018: unfavourable amounting to Baht 0.3 million).

Financial instrument in Level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the statement of financial position date, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

All of the fair value of cross currency interest rate swap contracts and foreign exchange forward contracts of the Group are in Level 2 hierarchy.

39 Commitments

As at 31 December 2019, the Group has commitments as follows:

The Company

- The Company has extended land lease agreements for periods of 6 years, effective on 01 January 2019. The Company is committed to pay rental fees at a certain amount. As at 31 December 2019, the Company's future commitments according to the minimal rental fees stipulated in the agreement is approximately Baht 848 million.

- The Company has entered into a trademark agreement and a hotel management agreement with a subsidiary. The Company has an obligation to pay trademark fees and hotel management fees at certain percentages of revenue generated as indicated in the agreement. The agreement is valid for 10 years and will be terminated in 2026.

- The Company has entered into two agreements for technical assistance and the use of trademarks and trade names with an overseas company under the terms of the agreements, fees calculated at a percentage of gross sales as specified in the agreements. One of them was effective in February 1994 which will be continued until one of the parties terminates the contract, and the other will also be continued until one of the parties terminates the contract. According to the two agreements, a subsidiary must pay franchise fees based on a percentage of sales and must comply with certain terms and conditions.

Subsidiaries

Management and services agreements

- A subsidiary has entered into a license and royalty agreement with an overseas company. The subsidiary is committed to pay royalty fees and management hotel fees at the rate, terms and basis as specified in the agreement for a period of 20 years through 2021 and can be renewed at its expiry date for 10 years.

- A subsidiary has entered into service agreements with three companies with regards to hotel operations, whereby the subsidiary has been provided certain services and granted a license. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and bases as specified in the agreements. All agreements are effective for the period from September 2006 to June 2024 with option to extend the period up to another 20 years.

39 **Commitments** (Cont'd)

- A subsidiary has entered into service agreements with three companies with regards to hotel operations, whereby the subsidiary has been provided services and granted a license. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and bases as specified in the agreements. All agreements are effective from January 2006 to December 2017 and are renewable after expiry date for 20 years.

- A subsidiary has entered into service agreements with three companies with regards to hotel operations, whereby the subsidiary has been provided services and granted a license to operate. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and basis as specified in the agreements. All agreements are effective from February 2007 to January 2027 and are renewable after expiry date for another two periods of 20 years and 10 years, respectively.

- A subsidiary has entered into a consulting agreement regarding hotel operations with two companies, whereby the subsidiary has been provided hotel operating and marketing services, right of trademark use, technical knowledge, and other associated services. The subsidiary is to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and basis as specified in the agreements. All agreements are effective from April 2011 to December 2031.

- A subsidiary has entered into a residential license marketing agreement regarding residential operation with a company, whereby the subsidiary has been provided residential operating and marketing services, right of trademark use, technical knowledge, and other associated services. The subsidiary is to comply with certain conditions stipulated in these agreements and to pay the fees following the rates as specified in the agreements. The agreement is effective from June 2007 to May 2037.

- A subsidiary has entered into the service agreements with a company with regards to consultation, installation, repair and maintenance of computer systems, computer software and information technology systems. The subsidiary is committed to pay the fees following the rates, terms and basis as specified in the agreements. The agreements are effective from January 2019 to December 2023.

Rental agreements

- Three subsidiaries have entered into separate land lease agreements for periods between 30 to 42 years, effective on 8 May 1987, 25 January 1989 and 2 July 1994, respectively. The subsidiaries are committed to pay rental fees at a certain percentage of annual gross revenue (to be increased annually until it reaches a specified rate) or at a minimum rent stipulated in the agreement, whichever is higher. As at 31 December 2019, the subsidiaries' future payment commitments in accordance with the minimal rental fees stipulated in the agreements are approximately Baht 393 million (2018: Baht 398 million).

39 **Commitments** (Cont'd)

- A subsidiary has extended its land lease agreements for a period of 30 years, effective from 25 January 2019. The subsidiary is committed to pay rental fees at a certain percentage of annual gross revenue (to be increased annually until it reaches a specified rate) or at a minimum rent stipulated in the agreement, whichever is higher. As at 31 December 2019, the subsidiary's future payment commitments in accordance with the minimal rental fees and special remuneration stipulated in the agreements are approximately Baht 1,102 million (2018: Baht 1,132 million).

- A subsidiary has entered into the sublease land agreement of Kihavah Huravalhi Island for 23 years from 23 October 2007 for the construction of a new hotel. As at 31 December 2019, a subsidiary has a commitment to pay rental fee as stipulated in the lease agreement of approximately USD 34 million (2018: USD 36 million).

- Subsidiaries have entered into lease agreements covering the land where their hotels are situated. Under the lease agreements, the subsidiaries have transferred the ownership of the hotel buildings and improvements to the landlord. The subsidiaries committed to pay rental fees at the rates specified in the lease agreements. The lease agreements are for a period of 30 years up to the years 2043 and 2047. As at 31 December 2019, the subsidiaries have commitments to pay minimal rental fees as stipulated in the agreement as follows:

Year	Baht Million
Within 1 year	49
Between 2 and 5 years	224
After 5 years	1,850
	2,123

- On 3 July 2007, a subsidiary entered into an agreement with the Privy Purse Bureau to lease land and construct a building. Under this agreement, the Privy Purse Bureau agrees and permits the subsidiary to undertake building construction, and the subsidiary agreed to construct a residential and hotel building situated on land owned by the Privy Purse Bureau. The building construction permit was under the name of the Privy Purse Bureau and the ownership of the building and other constructions on this land are transferred to the landlord on completion. In addition, the subsidiary was required to pay all expenses with respect to the construction of the building. The construction period was 4 years from the date of receipt of the permit to construct the building from the Bangkok Metropolitan Authority. The Privy Purse agreed with the subsidiary to lease the land and building for the residential, hotel and related commerce for a period of 30 years commencing 1 March 2011. As at 31 December 2019, the subsidiary has a commitment to pay land and building rental fee to the Privy Purse Bureau at the rates stipulated in the agreement amounting to Baht 434 million by which the subsidiary has recorded a part of the rental fee as accrued project cost in the statement of financial position amounting to Baht 272 million.

39 **Commitments** (Cont'd)

- A subsidiary has entered into a land rental agreement of which the location is on timeshare residence. The subsidiary has a commitment to pay rental fees as stated in the agreement. The agreement are for a period of 30 years and will end in January 2039. As at 31 December 2019, the subsidiary has commitments to pay Baht 108 million as stipulated, by which Baht 47 million has been included as accrued project cost in the statement of financial position.

- As at 31 December 2019 and 2018, there were lease commitments for the lease and service agreements for restaurant outlets, office spaces, shops, motor vehicles, computer equipment, and office equipment committed by subsidiaries for periods ranging from 1 year to 30 years payable as follows:

	2019		2018	
	Baht Million	AUD Million	Baht Million	AUD Million
Within 1 year	1,695	35	1,610	25
Between 2 and 5 years	1,322	76	1,793	61
After 5 years	4	20	9	8
Total	3,021	131	3,412	94

In addition to these amounts, restaurant rental fees are payable based on a percentage of either gross or net sales as specified in the relevant agreements.

- A subsidiary has entered into lease agreements covering the land and building. A subsidiary committed to pay rental fees at the rates specified in the lease agreements. As at 31 December 2019, a subsidiary has a commitment to pay rental fee as stipulated in the lease agreement of approximately EUR 0.11 million.

- A subsidiary has entered into lease agreement for periods between 5 to 40 years. The subsidiary is committed to pay rental fee at a certain percentage of annual gross revenue or at a minimum rent stipulated in the agreement. As at 31 December 2019, a subsidiary has commitment to pay rental fee as stipulated in the lease agreement approximately of EUR 3,375 million.

39 **Commitments** (Cont'd)

Trademark, franchise and license agreements

- Subsidiaries have entered into a number of franchise agreements in order to obtain rights to operate food restaurants. According to the agreements, those subsidiaries must pay franchise fees based on a percentage of sales and must comply with certain terms and conditions. The payments of franchise fees are included in selling expenses.

- Subsidiaries of the Group's distribution and manufacturing businesses have entered into distribution agreements, franchise agreements and to use trademarks and to receive marketing technical assistance with overseas companies. These agreements have terms of 2 - 10 years and can be renewed unless terminated by either party. The agreements are subject to certain conditions with which the subsidiaries have to comply throughout the agreement periods.

- A subsidiary has entered into a license agreement with an overseas company in order to obtain rights to use a trademark in selling residences. According to the agreement, the subsidiary must pay trademark and royalty fees based on a percentage of sales and must comply with certain terms and conditions.

- Under a one year license agreement ending in 2008 to operate a theatre with an overseas company on a yearly renewal basis, a subsidiary is committed to pay certain fees as specified in the agreement. The agreement is automatically renewed at its expiry date for one year each.

40 **Guarantees**

Guarantees in the normal courses of business are as follows:

	31 December 2019														
	Consolidated financial statements								Separate financial statements						
	Baht Million	US$ Million	AUD Million	EUR Million	CNY Million	AED Million	BRL Million	MYR Million	Baht Million	US$ Million	AUD Million	EUR Million	AED Million	BRL Million	MYR Million
Letters of guarantees issued by banks on behalf of the Group	1,174.4	4.0	13.7	31.7	-	26.0	-	0.6	797.0	-	-	-	26.0	-	0.6
Guarantee given by the Group to financial institution to guarantee for credit facilities	5,336.1	124.6	138.9	604.2	125.0	-	5.0	100.2	3,499.5	124.6	138.7	400.0	-	5.0	100.2

	31 December 2018													
	Consolidated financial statements								Separate financial statements					
	Baht Million	US$ Million	AUD Million	EUR Million	CNY Million	BRL Million	INR Million	MYR Million	Baht Million	US$ Million	AUD Million	EUR Million	BRL Million	MYR Million
Letters of guarantees issued by banks on behalf of the Group	1,092.1	4.9	12.6	39.3	12.6	-	-	-	614.8	0.9	-	-	-	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	3,499.0	136.3	138.7	219.2	125.0	5.0	65.0	100.2	1,835.3	136.3	138.7	15.0	5.0	100.2

41 Post statement of financial position event

A subsidiary of the Group, Minor BT Holding (Singapore) Pte. Ltd., has invested in 25.1% interest of a newly established company, BTG Holding Company Pte. Ltd., by purchasing 1,000 common shares at par value of SGD 1 per share, totaling SGD 1,000. As part of the Group's plan, BTG Holding will be the offeror to make a voluntary conditional cash offer to acquire all shares of BreadTalk Group Limited ('BTG'), a listed company in the Singapore Exchange, which currently the Group holds 14.2% interest in BTG.

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