

Boutique Corporation Company Limited and its subsidiaries
Report and consolidated financial statements
31 December 2023

Independent Auditor's Report

To the Shareholders of Boutique Corporation Public Company Limited

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

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

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

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

Revaluation of land

The Group measured its land at revaluation model. The fair value of land was determined by independent professional valuers by applying the market comparison valuation technique. Since the assessment of fair value requires the management to exercise judgements and estimates and the carrying value balance of land is significant to the Group's financial statements as described in Note 15 to the consolidated financial statements, I focused on the audit and evaluation of the land revaluation.

I gained an understanding of procedures for fair value appraisal of land determined by the independent professional valuers by inquiring, understanding and assessing the procedures.

I also assessed the qualification, competency and independence of the independent professional valuers, taking into account their professional qualifications and related documents. In addition, I reviewed the key assumptions, related information and methods applied in the determination of fair value of land specified in the reports, and assessed the adequacy of the disclosure in accordance with Thai Financial Reporting Standards.

Other Information

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

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

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

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

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

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

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

Kessirin Pinpuvadol

Certified Public Accountant (Thailand) No. 7325

EY Office Limited

Bangkok: 23 February 2024

Boutique Corporation Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Assets					
Current assets					
Cash and cash equivalents	7	68,668,377	556,583,629	603,984	10,090,471
Trade accounts receivable	6,8	19,146,419	18,443,629	77,884,430	95,096,056
Other receivables	6,9	43,683,985	46,527,386	23,581,126	28,655,842
Inventories		1,164,675	951,735	-	-
Other current assets		32,305,033	24,730,928	18,714,879	12,801,615
Total current assets		164,968,489	647,237,307	120,784,419	146,643,984
Non-current assets					
Deposits pledged as collateral	10	3,500,000	3,500,000	3,000,000	3,000,000
Investments in subsidiaries	11	-	-	1,058,032,123	328,654,005
Investments in joint ventures	12	70,263,223	51,221,041	-	-
Investments in associates	13	8,785,089	12,803,567	-	-
Long-term loans to related parties	6	52,884,650	50,584,650	180,781,055	536,962,660
Interest receivables from related parties	6	18,148,963	8,119,823	30,204,596	139,829,251
Investment properties	14	443,950,324	382,411,668	-	-
Property, plant and equipment	15	3,020,269,100	2,590,300,537	2,257,724	3,043,618
Right-of-use assets	22	12,393,383	19,936,295	6,612,075	12,401,044
Intangible assets	16	5,338,449	5,789,681	945,972	834,694
Deferred tax assets	28	17,941,933	14,026,906	26,310,721	24,544,176
Deposit for land		5,000,000	46,485,000	5,000,000	46,485,000
Other non-current assets		27,490,764	31,640,815	16,994,807	3,133,641
Total non-current assets		3,685,965,878	3,216,819,983	1,330,139,073	1,098,888,089
Total assets		3,850,934,367	3,864,057,290	1,450,923,492	1,245,532,073

The accompanying notes are an integral part of financial statements.

Boutique Corporation Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	17	134,410,520	116,618,948	39,134,773	27,199,643
Trade and other payables	6, 19	130,485,113	232,954,553	29,168,732	29,004,396
Construction payables		38,137,608	28,406,601	-	-
Dividend payable		-	59,002,185	-	-
Short-term loan from related party	6	-	-	101,400,000	101,700,000
Short-term loan from other party	18	18,000,000	-	18,000,000	-
Interest payable to related party	6	-	-	8,296,447	7,639,892
Interest payable to other party		-	2,324,202	-	2,324,202
Current portion of long-term loans					
from financial institutions	20	65,579,596	67,754,549	-	-
Interest payable to financial institutions	20	17,372,438	10,395,298	-	-
Current portion of lease liabilities	22	6,696,023	7,140,167	4,181,465	5,090,136
Income tax payable		1,698,230	2,271,523	-	-
Other current liabilities		11,722,556	11,721,585	8,069,063	9,819,881
Total current liabilities		424,102,084	538,589,611	208,250,480	182,778,150
Non-current liabilities					
Long-term loans from financial institutions, net					
of current portion	20	1,870,793,814	1,683,112,746	-	-
Interest payable to financial institutions	20	159,225,604	122,171,183	-	-
Long-term loans from related parties	6	-	-	102,906,394	97,706,394
Long-term loans from other parties	21	358,604,226	556,274,883	103,162,800	104,200,500
Interest payable to related party	6	-	-	17,739,609	12,099,063
Interest payable to other parties	21	60,056,402	154,688,320	-	-
Lease liabilities, net of current portion	22	179,727,643	184,319,299	1,545,310	7,380,151
Provision for long-term employee benefits	23	26,919,294	22,968,087	23,489,252	20,632,558
Deferred tax liabilities	28	135,579,004	115,532,300	-	-
Obligation in respect to losses of joint ventures	12	3,360,329	5,683,438	-	-
Other non-current liabilities		24,997,880	16,350,080	-	-
Total non-current liabilities		2,819,264,196	2,861,100,336	248,843,365	242,018,666
Total liabilities		3,243,366,280	3,399,689,947	457,093,845	424,796,816

The accompanying notes are an integral part of financial statements.

Boutique Corporation Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Shareholders' equity					
Share capital	24				
Registered					
869,089,090 ordinary shares of Baht 1 each					
(2022: 857,180,433 ordinary shares of Baht 1 each)		<u>869,089,090</u>	<u>857,180,433</u>	<u>869,089,090</u>	<u>857,180,433</u>
Issued and fully paid-up share capital					
570,311,745 ordinary shares of Baht 1 each					
(2022: 569,123,179 ordinary shares of Baht 1 each)		570,311,745	569,123,179	570,311,745	569,123,179
Share premium		346,934,724	346,474,136	346,934,724	346,474,136
Surplus from changes interests in subsidiaries		228,748,047	228,748,047	-	-
Difference on business combination					
under common control		(86,101,940)	(86,101,940)	-	-
Surplus from share-based payments		4,549,625	4,549,625	4,549,625	4,549,625
Retained earnings (Deficits)					
Appropriated - statutory reserve	25	9,749,326	6,279,397	9,749,326	6,279,397
Unappropriated (deficits)		(962,379,322)	(764,903,576)	65,928,643	(101,680,061)
Other components of shareholders' equity		<u>487,597,956</u>	<u>442,089,122</u>	<u>(3,644,416)</u>	<u>(4,011,019)</u>
Equity attributable to owners of the Company		599,410,161	746,257,990	993,829,647	820,735,257
Non-controlling interests of the subsidiaries	11	<u>8,157,926</u>	<u>(281,890,647)</u>	-	-
Total shareholders' equity		<u>607,568,087</u>	<u>464,367,343</u>	<u>993,829,647</u>	<u>820,735,257</u>
Total liabilities and shareholders' equity		<u>3,850,934,367</u>	<u>3,864,057,290</u>	<u>1,450,923,492</u>	<u>1,245,532,073</u>
		-	-	-	-

The accompanying notes are an integral part of financial statements.

Directors

Boutique Corporation Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Profit or loss:					
Revenue					
Revenue from hotel operation and community mall		363,389,297	215,816,942	-	-
Management income		28,037,894	26,716,810	125,831,809	98,485,022
Revenue from storage business		2,368,934	82,407	-	-
Exit and termination fee income		-	445,500	-	7,645,500
Gain on sales of investments in subsidiaries		-	295,120,852	-	-
Gain on post-closing adjustments from sale of investment	33	5,029,985	-	-	-
Dividend income	11	-	-	211,000,000	78,571,799
Other income		9,846,873	11,867,045	6,028,470	6,854,936
Total revenue		408,672,983	550,049,556	342,860,279	191,557,257
Expenses					
Cost of hotel operation and community mall		120,648,718	82,929,766	-	-
Cost of renderring of services		17,341,110	11,748,833	135,498,047	129,193,618
Depreciation and amortisation		71,691,970	66,222,864	5,635,950	6,508,251
Distribution costs		43,781,144	24,838,017	470,505	1,008,530
Administrative expenses		241,192,232	218,682,949	29,000,852	33,308,755
Total expenses	27	494,655,174	404,422,429	170,605,354	170,019,154
Profit (loss) from operating activities		(85,982,191)	145,627,127	172,254,925	21,538,103
Share of loss from investments in joint ventures and associates	12, 13	(33,817,728)	(37,930,662)	-	-
Reversal impairment (loss) on financial assets		155,642	1,731,809	(3,081,122)	(5,067,705)
Impairment loss on investment in subsidiary	11	-	-	(5,754,985)	-
Finance income		5,654,785	3,556,504	29,939,315	26,170,796
Finance costs	26	(178,015,516)	(140,937,349)	(24,137,696)	(19,444,597)
Profit (loss) before income tax expenses		(292,005,008)	(27,952,571)	169,220,437	23,196,597
Tax income (expenses)	28	(6,901,007)	(23,408,267)	1,858,196	(16,097,179)
Profit (loss) for the year		(298,906,015)	(51,360,838)	171,078,633	7,099,418
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Changes in revaluation of assets - net of income tax		49,065,688	-	-	-
Actuarial gain - net of income tax		497,872	4,879,246	366,603	4,214,702
Share of other comprehensive income of joint ventures and associates - net of income tax	12, 13	13,815,367	319,866	-	-
Other comprehensive income for the year		63,378,927	5,199,112	366,603	4,214,702
Total comprehensive income for the year		(235,527,088)	(46,161,726)	171,445,236	11,314,120

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

Boutique Corporation Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Profit (loss) attributable to					
Equity holders of the Company		(194,005,817)	(50,037,728)	171,078,633	7,099,418
Non-controlling interests of the subsidiaries		<u>(104,900,198)</u>	<u>(1,323,110)</u>	-	-
		<u>(298,906,015)</u>	<u>(51,360,838)</u>	<u>171,078,633</u>	<u>7,099,418</u>
		-	-	-	-
Total comprehensive income attributable to					
Equity holders of the Company		(148,496,983)	(45,580,017)	171,445,236	11,314,120
Non-controlling interests of the subsidiaries		<u>(87,030,105)</u>	<u>(581,709)</u>	-	-
		<u>(235,527,088)</u>	<u>(46,161,726)</u>	<u>171,445,236</u>	<u>11,314,120</u>
		-	-	-	-
Earnings (loss) per share					
	30				
Basic earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		<u>(0.3405)</u>	<u>(0.0901)</u>	<u>0.3002</u>	<u>0.0128</u>
Diluted earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		<u>(0.3405)</u>	<u>(0.0901)</u>	<u>0.3002</u>	<u>0.0128</u>

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

Boutique Corporation Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2023

(Unit: Baht)

Consolidated financial statements															
Equity attributable to owners of the Company															
Other components of shareholders' equity															
Other comprehensive income															
Share of other comprehensive income															
Total equity															
attributable to															
Non-controlling															
interests of															
the subsidiaries															
Total shareholders' equity															
Issued and fully paid-up share capital	Share premium	Surplus from changes interests in subsidiaries	Advance received for share subscription	Surplus from share-based payments	Differences on business combination under common control	Retained earnings (deficits)		Losses on remeasurements of defined benefit plan	Surplus on revaluation of assets	Share of other comprehensive income from joint ventures and associates	Total of shareholders' equity other components	Total equity attributable to owners of the Company	Non-controlling interests of the subsidiaries	Total shareholders' equity	
						Appropriated - statutory reserve	Deficits								
Balance as at 1 January 2022	507,000,000	294,620,000	226,237,344	7,049,000	3,711,500	(86,101,940)	6,279,397	(727,905,848)	(5,477,413)	371,322,184	81,597,440	447,442,211	678,331,664	(84,465,488)	593,866,176
Increase share capital (Note 24)	62,123,179	51,854,136	-	(7,049,000)	-	-	-	-	-	-	-	-	106,928,315	-	106,928,315
Share-based payments	-	-	-	-	838,125	-	-	-	-	-	-	-	838,125	-	838,125
Loss for the year	-	-	-	-	-	-	-	(50,037,728)	-	-	-	-	(50,037,728)	(1,323,110)	(51,360,838)
Other comprehensive income for the year	-	-	-	-	-	-	-	-	4,283,783	-	173,928	4,457,711	4,457,711	741,401	5,199,112
Total comprehensive income for the year	-	-	-	-	-	-	-	(50,037,728)	4,283,783	-	173,928	4,457,711	(45,580,017)	(581,709)	(46,161,726)
Increase share capital of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	45,199,539	45,199,539
Decrease share capital of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(139,724,994)	(139,724,994)
Disposal of interest in subsidiaries without change in control	-	-	2,510,703	-	-	-	-	-	-	-	-	-	2,510,703	(2,510,703)	-
Sales of investments in subsidiary	-	-	-	-	-	-	-	13,040,000	-	(9,810,800)	-	(9,810,800)	3,229,200	(3,229,200)	-
Dividend paid of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(96,578,092)	(96,578,092)
Balance as at 31 December 2022	569,123,179	346,474,136	228,748,047	-	4,549,625	(86,101,940)	6,279,397	(764,903,576)	(1,193,630)	361,511,384	81,771,368	442,089,122	746,257,990	(281,890,647)	464,367,343
Balance as at 1 January 2023	569,123,179	346,474,136	228,748,047	-	4,549,625	(86,101,940)	6,279,397	(764,903,576)	(1,193,630)	361,511,384	81,771,368	442,089,122	746,257,990	(281,890,647)	464,367,343
Increase share capital (Note 24)	1,188,566	460,588	-	-	-	-	-	-	-	-	-	-	1,649,154	-	1,649,154
Loss for the year	-	-	-	-	-	-	-	(194,005,817)	-	-	-	-	(194,005,817)	(104,900,198)	(298,906,015)
Other comprehensive income for the year	-	-	-	-	-	-	-	-	360,932	38,068,836	7,079,066	45,508,834	45,508,834	17,870,093	63,378,927
Total comprehensive income for the year	-	-	-	-	-	-	-	(194,005,817)	360,932	38,068,836	7,079,066	45,508,834	(148,496,983)	(87,030,105)	(235,527,088)
Increase share capital of subsidiaries (Note 11)	-	-	-	-	-	-	-	-	-	-	-	-	-	293,771,167	293,771,167
Transfer retained earnings to statutory reserve (Note 25)	-	-	-	-	-	-	3,469,929	(3,469,929)	-	-	-	-	-	-	-
Capital contributions from non-controlling interests of subsidiaries (Note 11)	-	-	-	-	-	-	-	-	-	-	-	-	-	83,311,111	83,311,111
Decrease share capital of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(3,600)	(3,600)
Balance as at 31 December 2023	570,311,745	346,934,724	228,748,047	-	4,549,625	(86,101,940)	9,749,326	(962,379,322)	(832,698)	399,580,220	88,850,434	487,597,956	599,410,161	8,157,926	607,568,087

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

Boutique Corporation Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

(Unit: Baht)

Separate financial statements								
	Issued and fully paid-up share capital	Share premium	Advance received for share subscription	Surplus from share-based payments	Retained earnings (deficits)		Other comprehensive income	Total shareholders' equity
					Appropriated - statutory reserve	Unappropriated (deficits)	Losses on	
							remeasurements of defined benefit plan	
Balance as at 1 January 2022	507,000,000	294,620,000	7,049,000	3,711,500	6,279,397	(108,779,479)	(8,225,721)	701,654,697
Increase share capital (Note 24)	62,123,179	51,854,136	(7,049,000)	-	-	-	-	106,928,315
Share-based payments	-	-	-	838,125	-	-	-	838,125
Profit for the year	-	-	-	-	-	7,099,418	-	7,099,418
Other comprehensive income for the year	-	-	-	-	-	-	4,214,702	4,214,702
Total comprehensive income for the year	-	-	-	-	-	7,099,418	4,214,702	11,314,120
Balance as at 31 December 2022	<u>569,123,179</u>	<u>346,474,136</u>	<u>-</u>	<u>4,549,625</u>	<u>6,279,397</u>	<u>(101,680,061)</u>	<u>(4,011,019)</u>	<u>820,735,257</u>
Balance as at 1 January 2023	569,123,179	346,474,136	-	4,549,625	6,279,397	(101,680,061)	(4,011,019)	820,735,257
Increase share capital (Note 24)	1,188,566	460,588	-	-	-	-	-	1,649,154
Profit for the year	-	-	-	-	-	171,078,633	-	171,078,633
Other comprehensive income for the year	-	-	-	-	-	-	366,603	366,603
Total comprehensive income for the year	-	-	-	-	-	171,078,633	366,603	171,445,236
Transfer retained earnings to statutory reserve (Note 25)	-	-	-	-	3,469,929	(3,469,929)	-	-
Balance as at 31 December 2023	<u>570,311,745</u>	<u>346,934,724</u>	<u>-</u>	<u>4,549,625</u>	<u>9,749,326</u>	<u>65,928,643</u>	<u>(3,644,416)</u>	<u>993,829,647</u>

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

Boutique Corporation Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from operating activities				
Profit (loss) before tax	(292,005,008)	(27,952,571)	169,220,437	23,196,597
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	71,691,970	66,222,864	5,635,950	6,508,251
Long-term employee benefits expenses	4,972,327	4,526,805	3,475,728	3,545,495
(Reversal) Loss on write-off of long-term loan and interest receivable from subsidiaries	-	-	606,053	85,638
(Reversal) Impairment loss on financial assets	(155,642)	(1,731,809)	2,475,069	4,982,067
Unrealised loss (gain) on foreign exchange	(1,037,700)	3,421,800	(1,037,700)	3,421,800
Loss (gain) on fair value adjustments of derivatives	(2,364,135)	134,801	(2,364,135)	134,801
Share of loss from investments in joint ventures and associates	33,817,728	37,930,662	-	-
Gain on lease modification	(450,705)	(1,478,007)	(450,705)	(1,478,007)
Loss on sales and write-off of equipment	459,716	420,741	-	-
Loss on liquidation of subsidiary	-	-	1,221	-
Dividend income	-	-	(211,000,000)	(78,571,799)
Finance income	(5,654,785)	(3,556,504)	(29,939,315)	(26,170,796)
Impairment loss on investment in subsidiary	-	-	5,754,985	-
Gain on sales of investments in subsidiaries	-	(295,120,852)	-	-
Gain on post-closing adjustments from sale of investment	(5,029,985)	-	-	-
Expense from share-based payments	-	838,125	-	838,125
Finance costs	<u>178,015,516</u>	<u>140,937,349</u>	<u>24,137,696</u>	<u>19,444,597</u>
Loss from operating activities before changes in operating assets and liabilities	(17,740,703)	(75,406,596)	(33,484,716)	(44,063,231)
Operating assets (increase) decrease				
Trade and other receivables	2,296,252	(14,901,899)	24,989,314	(45,666,229)
Inventories	(212,940)	(328,339)	-	-
Other current assets	2,316,183	(4,750,998)	1,285,222	(105,063)
Other non-current assets	3,938,395	(23,562,444)	5,188	(3,761,800)
Operating liabilities increase (decrease)				
Trade and other payables	(26,485,204)	54,104,128	365,453	2,551,171
Other current liabilities	972	3,562,281	(1,750,818)	3,666,128
Provision for long-term employee benefits	(398,780)	(348,856)	(160,780)	-
Other non-current liabilities	<u>8,647,801</u>	<u>(323,672)</u>	<u>-</u>	<u>-</u>
Cash flows used in operating activities	(27,638,024)	(61,956,395)	(8,751,137)	(87,379,024)
Cash paid for corporate income tax	<u>(11,460,785)</u>	<u>(2,707,759)</u>	<u>(5,035,469)</u>	<u>(1,633,372)</u>
Net cash flows used in operating activities	<u>(39,098,809)</u>	<u>(64,664,154)</u>	<u>(13,786,606)</u>	<u>(89,012,396)</u>

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

Boutique Corporation Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from investing activities				
Cash received from post-closing adjustments from sale of investment	5,029,985	-	-	-
Cash received from sales of investments in subsidiaries, net	-	1,036,442,063	-	-
Cash paid for acquisition of investments in subsidiaries	-	-	(327,378,966)	(41,317,270)
Cash paid for advance payments of investments in subsidiaries	-	-	(16,366,354)	(2,500,000)
Cash received from liquidation of subsidiary	-	-	5,179	-
Cash paid for acquisition of investments in joint ventures	(24,071,985)	-	-	-
Cash paid for acquisition of investments in associates	(14,989,664)	(23,485,000)	-	-
Cash paid for advance payments of investments in associates	-	(3,015,000)	-	-
Cash received from sales of equipment	35,290	19,260	-	-
Cash paid for acquisition of investment properties	(62,998,253)	(110,530)	-	-
Cash paid for advance payments of investment properties	(3,209,440)	-	-	-
Cash paid for acquisition of property, plant and equipment	(380,098,619)	(243,969,780)	(355,035)	(405,663)
Cash paid for acquisition of intangible assets	(391,000)	(2,252,500)	(331,000)	(90,000)
Cash paid for deposit of land	-	(7,000,000)	-	(7,000,000)
Cash received from deposit of land from subsidiary	-	-	41,485,000	-
Cash received from long-term loans to related parties	-	-	176,290,221	14,362
Cash paid for long-term loans to related parties	(2,300,000)	(11,500,000)	(188,591,533)	(48,640,245)
Dividend received	-	-	211,000,000	78,571,799
Cash received from interest income	353,121	151,395	97,002,257	80,995
Net cash flows from (used in) investing activities	<u>(482,640,565)</u>	<u>745,279,908</u>	<u>(7,240,231)</u>	<u>(21,286,022)</u>
Cash flows from financing activities				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	17,791,572	(1,487,100)	11,935,130	(10,534,496)
Cash paid for lease liabilities	(14,513,207)	(11,275,548)	(5,355,701)	(6,472,483)
Cash received from loans from financial institutions	253,669,441	225,422,810	-	-
Repayment of loans from financial institutions	(63,684,000)	(525,000,000)	-	-
Cash received from loans from related party	-	-	21,900,000	21,000,000
Cash paid for loans from related party	-	-	(17,000,000)	-
Cash received from short-term loans from other party	18,000,000	-	18,000,000	-
Cash received from long-term loans from other parties	54,626,780	5,585,330	-	-
Cash paid for long-term loans from other parties	(245,064,737)	-	-	-
Proceeds from increase in share capital	1,649,154	106,928,315	1,649,154	106,928,315
Cash received from increase in capital and advance received for share subscription of subsidiaries	317,014,442	21,376,660	-	-
Dividend paid of the subsidiaries	(59,002,185)	(37,575,907)	-	-
Cash paid for decrease in share capital of subsidiaries attributable to non-controlling interests	(105,224,995)	(34,499,999)	-	-
Cash paid for finance cost	(141,438,143)	(56,328,456)	(19,588,233)	(8,026,562)
Net cash flows from (used in) financing activities	<u>33,824,122</u>	<u>(306,853,895)</u>	<u>11,540,350</u>	<u>102,894,774</u>
Net increase (decrease) in cash and cash equivalents	<u>(487,915,252)</u>	<u>373,761,859</u>	<u>(9,486,487)</u>	<u>(7,403,644)</u>
Cash and cash equivalents at beginning of year	<u>556,583,629</u>	<u>182,821,770</u>	<u>10,090,471</u>	<u>17,494,115</u>
Cash and cash equivalents at end of year	<u>68,668,377</u>	<u>556,583,629</u>	<u>603,984</u>	<u>10,090,471</u>
	-	-	-	-

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

Boutique Corporation Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Supplemental cash flows information				
Non-cash transactions:				
Increase in payables from acquisition of property, plant and equipment and investment properties	9,731,007	3,327,000	-	-
Increase in receivable from sales of investment in subsidiary	-	132,300	-	132,300
Convert and offset long-term loans to and interest receivables from related parties into investments in subsidiaries (Note 11)	-	-	405,260,537	-
Transfer advance payments for investments in associate and subsidiary to investments in associate and subsidiary	3,015,000	4,000,000	2,500,000	-
Transfer long-term loans from other parties to ordinary shares of subsidiary	6,195,000	25,686,339	-	-
Increase in payables from decrease in share capital of subsidiaries to non-controlling interests	-	105,224,995	-	-
Dividend payable of the subsidiaries to non-controlling interests	-	59,002,185	-	-
Capital contributions by non-controlling interests of subsidiaries (Note 11)	83,311,111	-	-	-

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

Boutique Corporation Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2023

1. Corporate information

Boutique Corporation Public Company Limited (“the Company”) and its subsidiary companies (collectively as “the Group”) is principally engaged in real estate development, ranging from serviced residences, hotel operations, community mall, sale of real estate projects and real estate investment management services.

The Company’s major shareholders during the period were B Corporation Holdings Ltd., which is incorporated in Thailand (22.70 percent of shareholding), Mr. Prabsharan Singh Thakral (16.76 percent of shareholding), and Element Capital Mauritius Ltd., which is incorporated in Republic of Mauritius (14.33 percent of shareholding). The ultimate shareholder during the financial period was Thakral family.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Boutique Corporation Public Company Limited (“the Company”) and the subsidiary companies (“the subsidiaries”) (collectively as “the Group”). The details of the subsidiaries are described in Note 11.
- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
 - f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
 - g) A change in the ownership interest of subsidiaries of the Group, without a loss of control, are recorded as “Surplus (deficit) from changes interests in subsidiaries” within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Revenue from hotel operations

Revenue from hotel business, room and other service income are recognised over time as the services are provided. Revenue from sales of food and beverages is recognised when a customer obtains control of the goods, generally on delivery of the goods to the customers.

Rental income

Rental income from retail space in community mall and office building are recognised based on a straight-line basis over the lease term.

Rendering of services

Other service revenue is recognised at a point in time upon completion of the service.

Management income

Management income is recognised in profit or loss over time as the services are provided.

Exit and termination fee income

Exit and termination fees are recognised in profit or loss upon completion of the service.

Dividends

Dividends are recognised when the right to receive the dividends is established.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Inventories

Inventories are valued at the lower of cost (under the average method) and net realisable value and are charged to cost of sales whenever consumed.

4.4 Investments in subsidiaries, joint ventures and associates

Investments in subsidiaries are accounted for in the separate financial statements using the cost method and allowance for loss on impairment (if any).

When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

The Group recognised investments in associates and joint ventures using the equity method in the consolidated financial statements in which the equity method is applied. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements in which the equity method is applied include the Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

4.5 Business combination and goodwill

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

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

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

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

Goodwill is initially recorded at cost, which equals the excess of cost of the business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of the business combination, the excess is immediately recognised as a gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Business combination under common control

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

4.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 5 - 34 years. Depreciation of the investment properties is included in determining income.

No depreciation is provided for land and investment properties under construction.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.7 Property, plant and equipment/Depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus" in respect of the same asset.

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Land improvement	20 years
Buildings and Buildings improvement	10 - 60 years
Equipment	5 - 20 years
Furniture, fixtures and operating equipment	3 - 20 years
Vehicles	5 - 10 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation and construction.

Hotel operating equipment consists of linen, crockery, glass, silver and kitchen utensils purchased to meet the normal requirements of the hotel operations have been regarded as a base stock and subsequent purchases are expense when incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.9 Intangible assets

The Group is initially recognise intangible assets at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

The useful life of computer software is 10 years.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually either individually or at the cash-generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

4.10 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the shorter of their estimated useful lives and the lease term or remaining lease term.

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate. Moreover, the lease payments include payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

4.11 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.13 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss. However, in cases where property, plant and equipment were previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.14 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plan. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plan are determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.15 Share-based payments

The Company recognises equity-settled share-based payment transactions when services are rendered by employees, based on the fair value of the share options at the grant date. The expenses, together with a corresponding increase in “Share-based payment reserve” in shareholders’ equity, are recognised over the service period as specified in the plan.

The fair value of the share-based payment transactions is determined by taking into consideration market performance conditions and non-vesting conditions. At the end of each reporting period, the Company reassesses its estimates of the number of share options that will ultimately vest.

4.16 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.17 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.18 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost and fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group’s financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.19 Derivatives

The Group uses derivatives, such as forward currency contracts to hedge its foreign currency risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

4.20 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Consolidation of subsidiaries that the Group holds less than half of shares

The management of the Group determined that the Group has control over subsidiaries, even though the Group holds less than half of shares and voting rights. This is because the Group is shareholder that has control and the ability to direct the significant activities, while other shareholders are only minor shareholders. As a result, these entities are deemed to be subsidiaries of the Group and have to be included in the consolidated financial statements from the date on which the Group assumed control.

Allowance for expected credit losses of trade accounts receivable and other receivables

In determining an allowance for expected credit losses of trade accounts receivable and other receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Allowance for expected credit losses of loans and interest receivables from the related parties

The Group recognises an allowance for expected credit losses for loans and interest receivable from the related parties which require management to make estimates based upon cash flows to be received from such loans.

Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

The Group measures land at revalued amounts. Such amounts are determined by the independent professional valuer using the market approach for land. The valuation involves certain assumptions and estimates as described in Note 15.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Allowance for impairment on investments in subsidiaries, joint ventures and associates

The Company treats investment in subsidiaries, joint ventures and associates as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment of the management.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties

Relationships with subsidiaries, joint ventures and associates are described in notes 11, 12 and 13. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
Mr. Prabsharan Singh Thakral	Thai	Shareholder, Director and key managerial person
Mr. Manmohan Singh Thakral	Thai	Director and close member of key managerial person's family
Ms. Rasmi Thakral	Thai	Shareholder and close member of key managerial person's family
Ms. Raisa Thakral	Thai	Shareholder and close member of key managerial person's family
Ms. Suraiya Narula	Thai	Shareholder and close member of key managerial person's family
Mr. Utpalendu Gupta	Indian	Director and consultant
Mr. Richard Peter Neville	Canadian	Director and consultant
B Corporation Holdings Ltd.	Thailand	Major shareholder and common directors
Element Capital Mauritius Limited	Republic of Mauritius	Major shareholder and common directors
Zenith Holding Mauritius Limited	Republic of Mauritius	Shareholder and common directors
Elevhold Pte. Ltd.	Republic of Singapore	Shareholder and common directors
B Assets Management Ltd.	Thailand	Common directors
B North 2 Ltd.	Thailand	Common directors
BL 4 Ltd.	Thailand	Common directors
Bangkok Post Public Company Limited	Thailand	Common directors
Key management personnel	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

The pricing policies for transactions with related parties are explained further below:

Transactions	Pricing policies
Revenue from hotel operation	Market price
Management income	Contractual price
Dividend income	Right to receive dividend
Dividend paid	Shareholding portion
Interest income	MLR minus 1 and MLR minus 1.5 per annum
Exit and termination fee income	Contractual price
Consultancy fees	Contractual price
Interest expense	MLR minus 1 and MLR minus 1.5 per annum
Cost of services	Contractual price
Other expenses	Cost of expense reimbursement and contractual price
Directors' remuneration	Contractual price

Summaries significant business transactions with related parties as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Transactions with subsidiaries</u>				
(eliminated from the consolidated financial statements)				
Management income	-	-	97,794	71,768
Termination fee income	-	-	-	7,200
Dividend income	-	-	211,000	78,572
Other income	-	-	130	544
Interest income	-	-	29,896	26,091
Interest expenses	-	-	10,783	8,081
Other expenses	-	-	580	6
<u>Transactions with joint ventures</u>				
Management income	17,283	16,283	17,283	16,283
Interest income	4,356	3,311	-	-
Other income	12	-	12	-
<u>Transactions with associates</u>				
Management income	6,970	5,400	6,970	5,400
Revenue from hotel operation	84	97	-	-
Revenue from community mall	2,824	-	-	-
Interest income	946	94	-	-
Other income	843	783	394	-

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Transactions with related persons and parties</u>				
Directors' remuneration	4,100	4,100	4,100	4,100
Share-based payments	-	396	-	396
Consultancy fees	8,100	6,900	1,500	6,900
Dividend paid	-	7	-	-
Other expenses	33	30	-	-

As at 31 December 2023 and 2022, the balances of the accounts between the Group and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade accounts receivable - related parties (Note 8)</u>				
Subsidiaries	-	-	89,537	107,498
Joint ventures	1,070	1,452	1,070	1,452
Associates	1,518	2,029	749	1,969
Total	2,588	3,481	91,356	110,919
Less: Allowance for expected credit losses	(112)	(267)	(14,384)	(17,121)
Trade accounts receivable - net	2,476	3,214	76,972	93,798
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	10,117	24,763
Joint ventures	-	48	-	48
Associates	245	2,173	-	1,873
Other related parties	10	23	-	23
Total	255	2,244	10,117	26,707
Less: Allowance for expected credit losses	-	-	(34)	-
Other receivables - net	255	2,244	10,083	26,707

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Other payables - related parties (Note 19)</u>				
Subsidiaries	-	-	-	9
Joint ventures	2	-	2	-
Associates	-	463	-	-
Directors	206	181	206	181
Other related parties	3	3	-	-
Total	<u>211</u>	<u>647</u>	<u>208</u>	<u>190</u>

Long-term loans to related parties and interest receivables

As at 31 December 2023 and 2022, the balances of long-term loans to and interest receivables between the Group and those related parties and the movements are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Balance as at 31 December 2022	Increase	Decrease	Balance as at 31 December 2023
<u>Joint ventures</u>				
Long-term loans	76,507	-	-	76,507
Less: Obligation in respect to losses of joint ventures	(37,422)	-	-	(37,422)
Net	<u>39,085</u>	<u>-</u>	<u>-</u>	<u>39,085</u>
Interest receivables from long-term loans	16,732	4,356	-	21,088
Less: Obligation in respect to losses of joint ventures	(8,706)	-	4,728	(3,978)
Net	<u>8,026</u>	<u>4,356</u>	<u>4,728</u>	<u>17,110</u>
<u>Associates</u>				
Long-term loans	<u>11,500</u>	<u>2,300</u>	<u>-</u>	<u>13,800</u>
Interest receivables from long-term loans	<u>94</u>	<u>945</u>	<u>-</u>	<u>1,039</u>

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at			Balance as at
	31 December			31 December
	2022	Increase	Decrease	2023
<u>Subsidiaries</u>				
Long-term loans	582,383	188,592	(545,138)	225,837
Less: Allowance for expected credit				
losses	(45,421)	-	365	(45,056)
Net	536,962	188,592	(544,773)	180,781
Interest receivables from long-term loans	162,200	29,896	(133,977)	58,119
Less: Allowance for expected credit				
losses	(22,371)	(5,543)	-	(27,914)
Net	139,829	24,353	(133,977)	30,205

During the year 2023, the Company invested in new ordinary shares of Boutique International Holdings Ltd. (“BIH”) and Boutique Bangkok Sukhumvit 5 Holdings Ltd. (“BBS5H”) by converting long-term loans to and interest receivables from BIH and BBS5H into investments in BIH and BBS5H totaling of Baht 230.0 million as described in Note 11.1.2 and 11.1.3.

In addition, the Company acquired new ordinary shares of Sukhumvit 5 Holdings Mauritius 1 Ltd. (“S5HM1”) from Boutique Bangkok Sukhumvit 5 Holdings Ltd. (“BBS5H”) by offsetting long-term loans to and interest receivables from BBS5H amounting to Baht 175.2 million as described in Note 11.1.2.

Set out below is the movements in the allowance for expected credit losses of loans to related parties and interest receivables.

	Separate financial statements	
	2023	2022
Beginning balance	67,792	69,850
Provision for expected credit losses	5,543	-
Reversal	(365)	(2,058)
Ending balance	72,970	67,792

Long-term loans to related parties are unsecured loans, carrying interest at a rate MLR minus 1 and MLR minus 1.5 per annum with repayable at call.

However, the Group has no intention to require those related parties to repay the loans until those related parties have any excess cash flow from operation or excess sale proceeds from sale of asset or refinancing of debt of the borrower. The Group therefore reclassified the loans to and interest receivables as non-current assets in the statement of financial position.

Loans from related party and interest payables

As at 31 December 2023 and 2022, the balances of loans from and interest payables between the Company and the subsidiary and the movements are as follows:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at			Balance as at
	31 December 2022	Increase	Decrease	31 December 2023
Short-term loans	101,700	16,700	(17,000)	101,400
Interest payables of short-term loans	7,640	656	-	8,296
Long-term loans	97,706	5,200	-	102,906
Interest payables of long-term loans	12,099	5,641	-	17,740
Total	219,145	28,197	(17,000)	230,342

Loans from related party are unsecured loans, carrying interest at a rate loan MLR minus 1 per annum with repayable at call.

Principal and related interests are payable on demand with at least 15 days' notice.

However, the subsidiary has no intention to require the Company to repay the loans until the Company has any excess cash flow from operation or excess sale proceeds from sale of asset or refinancing of debt of the borrower. The Company therefore reclassified the loans from and interest payable as non-current liabilities in the statement of financial position.

Key management's benefits

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits	62,210	57,605	62,210	57,605
Post-employment benefits	1,877	2,862	1,877	2,862
Share-based payments	-	172	-	172
Total	64,087	60,639	64,087	60,639

Management agreements

The Company entered into management agreements with related parties whereby the Company will provide services in relation to asset management and administrative works. The agreement is for an indefinite term with a fee charged at stipulated condition.

Hotel management agreements

In December 2023, the Company entered into a hotel management agreement with Boutique Mid Tier 2 Ltd., which is the Company's indirect subsidiary, whereby the Company is to provide assistance in managing the subsidiary's hotel and grant permission to use "Journeyhub" brand and logo. The five-year agreement is effective from the date that project commences, with an option to extend for another five years, subject to mutual agreements of both parties. The Company is to received various fees at a percentage of gross operating revenue and gross operating profit of the project, as stated in the agreement.

In December 2023, the Company entered into a hotel management agreement with Boutique Patong Sai3 Ltd., which is the Company's indirect subsidiary, whereby the Company is to provide assistance in managing the subsidiary's hotel and grant permission to use "Journeyhub" brand and logo. The five-year agreement is effective from the date that project commences, with an option to extend for another five years, subject to mutual agreements of both parties. The Company is to received various fees at a percentage of gross operating revenue and gross operating profit of the project, as stated in the agreement.

In November 2022, the Company entered into a hotel management agreement with Boutique Bangkok Sukhumvit 16-2 Ltd., which is the Company's indirect subsidiary, whereby the Company is to provide assistance in managing the subsidiary's hotel and grant permission to use "JONO" brand and logo. The five-year agreement is effective from the date that project commences, with an option to extend for another five years, subject to mutual agreements of both parties. The Company is to received various fees at a percentage of gross operating revenue and gross operating of the project, as stated in the agreement.

Guarantee obligations and commitments with related parties

The Company has outstanding guarantee obligations and service commitments with its related parties, as described in Note 33.

7. Cash and cash equivalents

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash	655	635	35	30
Bank deposits	68,013	555,949	569	10,060
Total	68,668	556,584	604	10,090

As at 31 December 2023, bank deposits in saving accounts and fixed deposits carried interests between 0.15 percent and 0.95 percent per annum (2022: between 0.13 percent and 0.62 percent per annum).

8. Trade accounts receivable

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade accounts receivable - related parties</u>				
<u>(Note 6)</u>				
Aged on the basis of due dates				
Not yet due	253	60	822	60
Past due				
Up to 3 months	2,288	2,736	16,213	14,783
3 - 6 months	46	685	9,235	13,347
6 - 12 months	1	-	8,557	22,379
Over 12 months	-	-	56,529	60,350
Total trade accounts receivable - related parties	2,588	3,481	91,356	110,919
Less: Allowance for expected credit losses	(112)	(267)	(14,384)	(17,121)
Total trade accounts receivable				
- related parties, net	2,476	3,214	76,972	93,798
<u>Trade accounts receivable - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	14,214	13,289	550	612
Past due				
Up to 3 months	1,891	1,284	362	686
3 - 6 months	176	56	-	-
6 - 12 months	13	-	-	-
Over 12 months	376	2,030	-	-
Total trade accounts receivable				
- unrelated parties	16,670	16,659	912	1,298
Less: Allowance for expected credit losses	-	(1,429)	-	-
Total trade accounts receivable				
- unrelated parties, net	16,670	15,230	912	1,298
Total trade accounts receivable - net	19,146	18,444	77,884	95,096

Set out below is the movements in the allowance for expected credit losses of trade accounts receivable.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	1,696	3,847	17,121	8,098
(Reversal) provision for expected credit losses	(1,584)	(2,151)	(2,737)	9,023
Ending balance	<u>112</u>	<u>1,696</u>	<u>14,384</u>	<u>17,121</u>

The normal credit term ranges from 15 days to 30 days.

9. Other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Other receivables</u>				
Other related parties (Note 6)	255	2,244	10,117	26,707
Unrelated parties	20,444	9,276	13,498	1,949
Revenue Department receivable	22,985	35,007	-	-
Total other receivables	43,684	46,527	23,615	28,656
Less: Allowance for expected credit losses	-	-	(34)	-
Total other receivables - net	<u>43,684</u>	<u>46,527</u>	<u>23,581</u>	<u>28,656</u>

Set out below is the movement in the allowance for expected credit losses of other receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	-	80	-	1,982
(Reversal) provision for expected credit losses	-	(80)	34	(1,982)
Ending balance	<u>-</u>	<u>-</u>	<u>34</u>	<u>-</u>

10. Restricted bank deposits

These represent fixed deposits pledged with the banks to secure credit facilities.

11. Investments in subsidiaries

11.1 Details of investments in subsidiaries as presented in separate financial statements

(Unit: Thousand Baht)

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
Direct subsidiaries												
Boutique Serviced Apartments Ltd.	Hotel and serviced apartment	Thailand	100.00	100.00	138,000	138,000	-	-	138,000	138,000	-	-
Boutique SA2 Ltd.	Dormant	Thailand	100.00	100.00	2,625	2,625	(2,625)	(2,625)	-	-	-	-
- Hyatt hotel, Villa1 and Villa2 Project												
Indirect subsidiaries held through Boutique Phuket Ltd. and BT Phuket Ltd.												
Boutique Phuket 2 Ltd.	Villa	Thailand	21.55	21.55	-	-	-	-	-	-	-	-
Boutique Phuket 3 Ltd.	Villa	Thailand	21.55	21.55	-	-	-	-	-	-	-	-
Direct subsidiaries												
Boutique Phuket Land Ltd.	Holding company	Thailand	100.00	100.00	11,310	10	-	-	11,310	10	-	-
Square Root Phuket Investment Ltd.	Holding company	Republic of Mauritius	100.00	100.00	3	3	-	-	3	3	-	-
Indirect subsidiaries held through Boutique Phuket Land Ltd.												
Boutique Phuket Holdings 3 Ltd.	Holding company	Thailand	65.00	65.00	-	-	-	-	-	-	-	-
Boutique Phuket Holdings 2 Ltd.	Holding company	Thailand	33.15	33.15	-	-	-	-	-	-	-	-
Boutique Phuket Holdings 1 Ltd.	Holding company	Thailand	21.55	21.55	-	-	-	-	-	-	-	-
Boutique Phuket Holdings Ltd.	Holding company	Thailand	21.55	21.55	-	-	-	-	-	-	-	-
Boutique Phuket Ltd.	Holding company	Thailand	21.55	21.55	-	-	-	-	-	-	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
Indirect subsidiaries held through Square Root Phuket Investment Ltd.												
BT Phuket Holdings 3 Ltd.	Holding company	Republic of Seychelles	65.00	65.00	-	-	-	-	-	-	-	-
BT Phuket Holdings 2 Ltd.	Holding company	Republic of Seychelles	33.15	33.15	-	-	-	-	-	-	-	-
BT Phuket Holdings 1 Ltd.	Holding company	Republic of Seychelles	21.55	21.55	-	-	-	-	-	-	-	-
BT Phuket Holdings Ltd.	Holding company	Republic of Mauritius	21.55	21.55	-	-	-	-	-	-	-	-
BT Phuket Ltd.	Holding company	Republic of Mauritius	21.55	21.55	-	-	-	-	-	-	-	-
- Pattaya Bay Resort Project												
Indirect subsidiary held through Boutique Eco Holdings 2 Ltd.												
Boutique Mid Tier 2 Ltd.	Hotel	Thailand	51.00	51.00	-	-	-	-	-	-	-	-
Direct subsidiary												
- Boutique Eco Holdings 2 Ltd.	Holding company	Thailand	51.00	51.00	158	158	-	-	158	158	-	-
Indirect subsidiary held through Boutique Eco Holdings 2 Ltd.												
Boutique Eco Holdings Ltd.	Holding company	Thailand	51.00	51.00	-	-	-	-	-	-	-	-
- Boutique Patong Sai3 Project												
Indirect subsidiary held through Boutique PS3 Holdings Ltd.												
Boutique Patong Sai3 Ltd.	Hotel	Thailand	35.10	35.10	-	-	-	-	-	-	-	-
Direct subsidiary												
Boutique PS3 Holdings Ltd.	Holding company	Thailand	54.00	54.00	5	5	-	-	5	5	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
Indirect subsidiaries held through Boutique International Holdings Ltd.												
PS3 Holdings Mauritius	Holding company	Republic of Mauritius	35.10	35.10	-	-	-	-	-	-	-	-
Patong Hotel Pte., Ltd. (Under liquidation)	Holding company	Republic of Singapore	-	35.10	-	-	-	-	-	-	-	-
Indirect subsidiaries held through Boutique PS3 Holdings Ltd.												
Boutique PS3 Ltd.	Holding company	Thailand	35.10	35.10	-	-	-	-	-	-	-	-
Boutique Patong Sai3 Holdings Ltd.	Holding company	Thailand	35.10	35.10	-	-	-	-	-	-	-	-
- Prakhnong 1 and Prakhnong 2 Project (Project sold)												
Direct subsidiaries												
Boutique International Holdings Ltd.	Holding company	Republic of Mauritius	100.00	100.00	403,531	100 Baht	-	-	403,531	100 Baht	211,000	72,000
Boutique PKN 3 Ltd.	Holding company	Thailand	68.00	68.00	68	68	-	-	68	68	-	6,572
Indirect subsidiaries held through Boutique International Holdings Ltd.												
Mid Tier Holdings Mauritius Ltd.	Holding company	Republic of Mauritius	51.00	51.00	-	-	-	-	-	-	-	-
BT PKN Holdings 3 Ltd.	Holding company	Republic of Mauritius	68.00	68.00	-	-	-	-	-	-	-	-
Indirect subsidiaries held through BT PKN Holdings 3 Ltd.												
BT PKN Holdings 2 Ltd.	Holding company	Republic of Mauritius	44.88	44.88	-	-	-	-	-	-	-	-
BT PKN Holdings 1 Ltd.	Holding company	Republic of Mauritius	26.03	26.03	-	-	-	-	-	-	-	-
BT PKN Holdings Ltd.	Holding company	Republic of Mauritius	26.03	26.03	-	-	-	-	-	-	-	-
Indirect subsidiaries held through Boutique PKN 3 Ltd.												
Boutique PKN 2 Ltd.	Holding company	Thailand	44.88	44.88	-	-	-	-	-	-	-	-
Boutique PKN 1 Ltd.	Holding company	Thailand	26.03	26.03	-	-	-	-	-	-	-	-
Boutique PKN Ltd.	Holding company	Thailand	26.03	26.03	-	-	-	-	-	-	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
- Prakhanong 3 Project												
<i>Indirect subsidiary held through Boutique PKNS 2 Ltd. and Boutique International Holdings Ltd.</i>												
Boutique Prakhanong 3 Ltd.	Community mall and office building	Thailand	38.28	38.28	-	-	-	-	-	-	-	-
<i>Direct subsidiary</i>												
Boutique PKNS 2 Ltd.	Holding company	Thailand	66.00	66.00	37,092	66	-	-	37,092	66	-	-
<i>Indirect subsidiaries held through Boutique PKNS 2 Ltd .</i>												
Boutique PKNS 1 Ltd.	Holding company	Thailand	38.28	38.28	-	-	-	-	-	-	-	-
Boutique PKNS Ltd.	Holding company	Thailand	38.28	38.28	-	-	-	-	-	-	-	-
<i>Indirect subsidiaries held through Boutique International Holdings Ltd.</i>												
BT PKNS 2 Holdings Limited	Holding company	Republic of Seychelles	66.00	66.00	-	-	-	-	-	-	-	-
BT PKNS 1 Holdings Limited	Holding company	Republic of Seychelles	38.28	38.28	-	-	-	-	-	-	-	-
BT PKNS Holdings Limited	Holding company	Republic of Seychelles	38.28	38.28	-	-	-	-	-	-	-	-
- Chiang Mai Nimman 1 Project												
<i>Indirect subsidiary held through Chiang Mai Holdings Mauritius 1 Ltd.</i>												
Boutique Chiang Mai Nimman 1 Ltd.	Hotel	Thailand	26.00	26.00	-	-	-	-	-	-	-	-
<i>Direct subsidiary</i>												
Chiang Mai Holdings Mauritius 1 Ltd.	Holding company	Republic of Mauritius	26.00	26.00	70,529	70,529	-	-	70,529	70,529	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
Indirect subsidiary held through Chiang Mai Holdings Mauritius 1 Ltd.												
Chiang Mai Holdings Mauritius Ltd.	Holding company	Republic of Mauritius	26.00	26.00	-	-	-	-	-	-	-	-
- Chiang Mai Nimman 2 Project												
Indirect subsidiary held through Boutique International Holdings Ltd.												
Boutique Chiang Mai Nimman 2 Ltd.	Hotel	Thailand	63.00	63.00	-	-	-	-	-	-	-	-
Indirect subsidiaries held through Boutique International Holdings Ltd.												
Boutique Offshore Holdings Limited	Holding company	Republic of Seychelles	63.00	63.00	-	-	-	-	-	-	-	-
Nimman 2 Holdings Mauritius Ltd.	Holding company	Republic of Mauritius	63.00	63.00	-	-	-	-	-	-	-	-
- Chiang Mai Nimman 3 Project												
Indirect subsidiary held through Boutique Nimman Holdings 1 Ltd.												
Boutique Chiang Mai Nimman 3 Ltd.	Hotel (under construction)	Thailand	99.99	99.99	-	-	-	-	-	-	-	-
Direct subsidiaries												
Boutique Nimman Holdings 1 Ltd.	Holding company	Thailand	99.99	99.99	400	400	-	-	400	400	-	-
Indirect subsidiary held through Boutique Nimman Holdings 1 Ltd.												
Boutique Nimman Holdings Ltd.	Holding company	Thailand	99.99	99.99	-	-	-	-	-	-	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
- Rainhill Project (Project sold)												
Direct subsidiaries												
Boutique Retail Holdings Ltd.	Liquidate	Thailand	-	65.00	-	7	-	-	-	7	-	-
Kalarain Ltd.	Holding company	Republic of Seychelles	65.00	65.00	2	2	-	-	2	2	-	-
Indirect subsidiaries held through Boutique Retail Holdings Ltd. (Liquidate)												
Boutique Retail PKN Holdings Ltd.	Liquidate	Thailand	-	65.00	-	-	-	-	-	-	-	-
Boutique MT Holdings Ltd.	Liquidate	Thailand	-	65.00	-	-	-	-	-	-	-	-
Indirect subsidiary held through Kalarain Ltd. (Under liquidation)												
Chinese Panda Ltd.	Holding company	Republic of Mauritius	65.00	65.00	-	-	-	-	-	-	-	-
- Bangkok Sukhumvit 16-2 Project												
Indirect subsidiary held through Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd.												
Boutique Bangkok Sukhumvit 16-2 Ltd.	Hotel	Thailand	51.00	51.00	-	-	-	-	-	-	-	-
Direct subsidiary												
Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd.	Holding company	Thailand	51.00	51.00	75,072	52,326	-	-	75,072	52,326	-	-
Indirect subsidiary held through Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd.												
Boutique Bangkok Sukhumvit 16-2 Holdings Ltd.	Holding company	Thailand	51.00	51.00	-	-	-	-	-	-	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
- Kamala Project												
<i>Indirect subsidiaries held through Boutique International Holdings Ltd.</i>												
Boutique Kamala 1 Ltd.	Hotel (under construction)	Thailand	50.04	49.96	-	-	-	-	-	-	-	-
Boutique Kamala 2 Ltd.	Hotel (under construction)	Thailand	49.61	49.72	-	-	-	-	-	-	-	-
<i>Direct subsidiary</i>												
Boutique Kamala Holdings Ltd.	Holding company	Thailand	75.00	75.00	375	375	-	-	375	375	-	-
<i>Indirect subsidiaries held through Boutique International Holdings Ltd.</i>												
Boutique Overseas Holdings 1 Limited	Holding company	Republic of Seychelles	50.04	49.96	-	-	-	-	-	-	-	-
Boutique Overseas Holdings 2 Limited	Holding company	Republic of Seychelles	50.04	49.96	-	-	-	-	-	-	-	-
Boutique Overseas Holdings 3 Limited	Holding company	Republic of Seychelles	49.61	49.72	-	-	-	-	-	-	-	-
Boutique Overseas Holdings 4 Limited	Holding company	Republic of Seychelles	49.61	49.72	-	-	-	-	-	-	-	-
- Bangkok Sukhumvit 36 Project (Project sold)												
<i>Indirect subsidiaries held through Boutique International Holdings Ltd.</i>												
Boutique Overseas Holdings 5 Limited	Holding company	Republic of Seychelles	59.50	59.50	-	-	-	-	-	-	-	-
Boutique Overseas Holdings 6 Limited	Holding company	Republic of Seychelles	59.50	59.50	-	-	-	-	-	-	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
- Bangkok Sukhumvit 5 Project												
<i>Indirect subsidiaries held through Boutique International Holdings Ltd.</i>												
Sukhumvit 5 Holdings Mauritius 2 Ltd.	Holding company	Republic of Mauritius	100.00	-	-	-	-	-	-	-	-	-
Sukhumvit 5 Holdings Mauritius 1 Ltd.	Holding company	Republic of Mauritius	100.00	-	-	-	-	-	-	-	-	-
Sukhumvit 5 Holdings Mauritius Ltd.	Holding company	Republic of Mauritius	100.00	-	-	-	-	-	-	-	-	-
Boutique Bangkok Sukhumvit 5 Ltd.	Hotel (under construction)	Thailand	99.99	99.99	-	-	-	-	-	-	-	-
<i>Direct subsidiary</i>												
Boutique Bangkok Sukhumvit 5 Holdings Ltd.	Holding company	Thailand	99.99	99.99	5,755	255	(5,755)	-	-	255	-	-
- Charoenkrung Project												
<i>Indirect subsidiary held through Boutique Charoenkrung Holdings Ltd.</i>												
Boutique Charoenkrung Ltd.	Community mall (under construction)	Thailand	99.99	99.99	-	-	-	-	-	-	-	-
<i>Direct subsidiary</i>												
Boutique Charoenkrung Holdings Ltd.	Holding company	Thailand	100.00	100.00	37,280	5,200	-	-	37,280	5,200	-	-
- Wellness hospitality Project												
<i>Direct subsidiary</i>												
Bespoke Synergies Ltd.	Holding Company	Thailand	78.26	78.26	42,982	36,000	-	-	42,982	36,000	-	-

(Unit: Thousand Baht)

Separate financial statements

Separate financial statements												
Company name	Nature of business	Country of incorporation and operation	Ownership interest*		Cost		Allowance for impairment of investments		At cost - net		Dividend income for the year	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)								
- Citadines Project												
Direct subsidiary												
Boutique Group Ltd.	Holding company	Thailand	51.00	51.00	217,975	12,750	-	-	217,975	12,750	-	-
Indirect subsidiary held through Boutique International Holdings Ltd.												
Boutique Realty Mauritius Ltd.	Holding company	Republic of Mauritius	51.00	51.00	-	-	-	-	-	-	-	-
- Storage business												
Direct subsidiary												
Boutique Logistics Ltd.	Storage service	Thailand	100.00	100.00	21,250	12,500	-	-	21,250	12,500	-	-
- Food & Beverage business												
Direct subsidiary												
Boutique Gastronomy Ltd.	Food & Beverage	Thailand	99.99	-	2,000	-	-	-	2,000	-	-	-
Total					1,066,412	331,279	(8,380)	(2,625)	1,058,032	328,654	211,000	78,572

* Ownership interest is calculated from shareholding percentage in direct and indirect subsidiaries.

Movements of investments in subsidiaries are summaries below:

	(Unit: Thousand Baht)
	Separate financial statements
For the year ended 31 December 2023	
Book value as at beginning of the year	328,654
Additional investments	735,140
Impairment loss	(5,755)
Liquidation	(7)
Book value as at end of the year	1,058,032

Details of significant change of investments in subsidiaries during the year 2023 are as follows:

11.1.1 Establishment new subsidiaries

Boutique Gastronomy Ltd. (direct subsidiary)

In May 2023, the Company established a new subsidiary in Thailand, Boutique Gastronomy Ltd., to operating food and beverage services for hotels, with a registered share capital of Baht 2 million. The Company has shareholding at 99.99 percent.

Sukhumvit 5 Holdings Mauritius 2 Ltd. (indirectly held through BIH)

In April 2023, the Group established a new subsidiary in Republic of Mauritius, Sukhumvit 5 Holdings Mauritius 2 Ltd. ("S5HM2"), to investing in other company, with a registered share capital of Baht 0.1 million. The Group has shareholding at 100 percent.

Sukhumvit 5 Holdings Mauritius 1 Ltd. (indirectly held through S5HM2)

In April 2023, the Group established a new subsidiary in Republic of Mauritius, Sukhumvit 5 Holdings Mauritius 1 Ltd. ("S5HM1"), to investing in other company, with a registered share capital of Baht 0.1 million. The Group has shareholding at 100 percent.

Sukhumvit 5 Holdings Mauritius Ltd. (indirectly held through S5HM1)

In May 2023, the Group established a new subsidiary in Republic of Mauritius, Sukhumvit 5 Holdings Mauritius Ltd. ("S5HM"), to investing in other company, with a registered share capital of Baht 0.1 million. The Group has shareholding at 100 percent.

11.1.2 Restructuring of Sukhumvit 5 Project

In July 2023, the Company restructured of Sukhumvit 5 Project through shareholding structure of the subsidiaries by Sukhumvit 5 Holdings Mauritius Ltd. (“S5HM”), an indirect subsidiary of the Company, acquired all investment in Boutique Bangkok Sukhumvit 5 Ltd. (“BBS5”) from Boutique Bangkok Sukhumvit 5 Holdings Ltd. (“BBS5H”), and by increasing share capital in subsidiaries by offsetting and converting loans to subsidiaries and related interest receivables totaling Baht 175.2 million and Baht 5.3 million, respectively, into investments in subsidiaries. The shareholding in subsidiaries related to Sukhumvit 5 Project remains unchanged at 100 percent and no effect to the consolidated financial statements.

After the restructuring of Sukhumvit 5 Project, the share capital of subsidiaries are as follows.

Company's name	(Unit: Million Baht)	
	Share capital before restructuring	Share capital after restructuring
Sukhumvit 5 Holdings Mauritius 2 Ltd. (“S5HM2”) (indirectly held through BIH)	0.1	175.3
Sukhumvit 5 Holdings Mauritius 1 Ltd. (“S5HM1”) (indirectly held through S5HM2)	0.1	175.3
Sukhumvit 5 Holdings Mauritius Ltd. (“S5HM”) (indirectly held through S5HM1)	0.1	175.3
Boutique International Holdings Ltd. (“BIH”) (direct subsidiary)	224.7	399.9
Boutique Bangkok Sukhumvit 5 Holdings Ltd. (“BBS5H”) (direct subsidiary)	0.2	5.5

11.1.3 Call up additional paid-up capital and increase in capital of the subsidiaries

Boutique Logistics Ltd. (direct subsidiary)

Boutique Logistics Ltd. called up additional paid-up capital totaling Baht 7.5 million from the Company, which was paid in full.

In September 2023, Boutique Logistics Ltd. increase its registered share capital by issuing new ordinary shares totaling Baht 5 million, resulting in total registered share capital of Baht 25 million, and called up a partial payment for the share from the Company. The Company made partial payment for the shares amounting to Baht 1.3 million, the percentage of ownership remains unchanged at 100 percent.

Boutique Kamala 1 Ltd. (indirectly held through Boutique International Holdings Ltd.)

Boutique Kamala 1 Ltd. called up additional paid-up capital for a number of times totaling Baht 3.8 million. The Group paid in full amount, resulting in the increase in the percentage of ownership from 49.96 percent to 50.04 percent.

Boutique Kamala 2 Ltd. (indirectly held through Boutique International Holdings Ltd.)

Boutique Kamala 2 Ltd. called up additional paid-up capital for a number of times totaling Baht 5.8 million. The Group paid in full amount, resulting in the decrease in the percentage of ownership from 49.72 to 49.61 percent.

Boutique International Holdings Ltd. (direct subsidiary)

In March 2023, the Company invested in new ordinary shares of Boutique International Holdings Ltd. ("BIH") by converting long-term loans to BIH and interest receivables as investments in BIH amounting to Baht 224.7 million.

After restructuring of Sukhumvit 5 Project, subsequently in September 2023, BIH increased its registered share capital totaling Baht 3.6 million, resulting in the total registered share capital of Baht 403.5 million and called up a full payment for the shares from the Company. The Company paid in full amount, and the percentage of ownership remains unchanged at 100 percent.

Boutique Bangkok Sukhumvit 5 Holdings Ltd. (direct subsidiary)

After restructuring of Sukhumvit 5 Project, subsequently in July 2023, Boutique Bangkok Sukhumvit 5 Holdings Ltd. ("BBS5H") called up additional paid-up capital totaling Baht 0.2 million from the Company. The Company paid in full amount, and the percentage of ownership remains unchanged at 99.99 percent.

Boutique Bangkok Sukhumvit 5 Ltd. (indirectly held through Boutique International Holdings Ltd.)

In January 2023, Boutique Bangkok Sukhumvit 5 Ltd. ("BBS5") increased its registered share capital by issuing new ordinary shares totaling Baht 440 million, resulting in the total registered share capital of Baht 440.1 million, and called up a partial payment for the shares from shareholders. The Group partially paid Baht 175.1 million for the shares.

In December 2023, BBS5 called up additional paid-up capital totaling Baht 53.2 million. The Company paid in full amount, and the percentage of ownership remains unchanged at 99.99 percent.

Boutique Charoenkrung Holdings Ltd. (direct subsidiary)

In May 2023, Boutique Charoenkrung Holdings Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 58 million, resulting in the total registered share capital of Baht 78.2 million, and called up a partial payment for the shares from the Company. The Company partially paid Baht 30.1 million for the shares.

In July 2023, Boutique Charoenkrung Holdings Ltd. called up additional paid-up capital totaling Baht 2 million. The Company paid in full amount, and the percentage of ownership remains unchanged at 100 percent.

Boutique Charoenkrung Ltd. (indirectly held through Boutique Charoenkrung Holdings Ltd.)

In May 2023, Boutique Charoenkrung Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 58 million, resulting in the total registered share capital of Baht 77.7 million, and called up a partial payment for the shares from shareholders. The Group partially paid Baht 33.8 million for the shares.

In July 2023, Boutique Charoenkrung Ltd. called up additional paid-up capital totaling Baht 2 million. The Group paid in full amount, and the percentage of ownership remains unchanged at 99.99 percent.

Boutique Patong Sai3 Ltd. (indirectly held through Boutique PS3 Holdings Ltd.)

In October 2023, Boutique Patong Sai3 Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 10 million, resulting in the total registered share capital of Baht 110 million, and called up a partial payment for the shares from the Group. The Group partially paid Baht 4.5 million for the shares, and the percentage of ownership remains unchanged at 35.1 percent.

Bespoke Synergies Ltd. (direct subsidiary)

During the year 2023, Bespoke Synergies Ltd. increased its registered share capital a number of times, totaling Baht 9.3 million, resulting in the total registered share capital of Baht 47.8 million, and called up for full payment capital from shareholders. The Company paid in full amount totaling Baht 7 million, and the percentage of ownership remains unchanged at 78.26 percent.

Boutique Group Ltd. (direct subsidiary)

In October 2023, Boutique Group Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 24 million, resulting in a total registered share capital of Baht 49 million, and called up a partial payment for the shares from shareholders. The Company made partial payment for the shares amounting to Baht 3.1 million.

In November 2023, Boutique Group Ltd. further increased its registered share capital by issuing new ordinary shares totaling Baht 226.5 million, resulting in a total registered share capital of Baht 275.5 million, and called up full payment for the newly issued shares, including share premiums totaling Baht 313.2 million from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Company paid in full amount totaling Baht 202.2 million, and the ownership percentage remained unchanged at 51 percent. Furthermore, the non-controlling interests of Boutique Group Ltd. voluntarily waived interest receivables from Boutique Group Ltd., amounting to Baht 83.3 million, which was then recognised in equity.

Boutique PS3 Ltd. (indirectly held through Boutique PS3 Holdings Ltd.)

In November 2023, Boutique PS3 Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 313.5 million, resulting in the total registered share capital of Baht 313.5 million, and called up full payment for the newly issued shares, including share premiums totaling Baht 316.1 million from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and percentage of ownership remains unchanged at 35.1 percent.

Boutique Mid tier 2 Ltd. (indirectly held through Boutique Eco Holdings 2 Ltd.)

In December 2023, Boutique Mid tier 2 Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 69 million, resulting in the total registered share capital of Baht 119 million, and called up full payment for the newly issued shares from shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 51 percent.

Boutique Eco Holdings Ltd. (indirectly held through Boutique Eco Holdings 2 Ltd.)

In December 2023, Boutique Eco Holdings Ltd. increased its registered share capital by issuing new ordinary totaling Baht 136 million, resulting in the total registered share capital of Baht 136 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 51 percent.

Boutique Nimman Holdings Ltd. (indirectly held through Boutique Nimman Holdings 1 Ltd.)

In December 2023, Boutique Nimman Holdings Ltd. increased its registered share capital by issuing new ordinary totaling Baht 93 million, resulting in the total registered share capital of Baht 93.3 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 99.99 percent.

Boutique Bangkok Sukhumvit 16-2 Ltd. (indirectly held through Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd.)

In December 2023, Boutique Bangkok Sukhumvit 16-2 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 42.3 million, resulting in the total registered share capital of Baht 142.9 million, and called up for full payment capital from shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 51 percent.

Boutique Bangkok Sukhumvit 16-2 Holdings Ltd. (indirectly held through Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd.)

In December 2023, Boutique Bangkok Sukhumvit 16-2 Holdings Ltd. increased its registered share capital by issuing new ordinary totaling Baht 45 million, resulting in the total registered share capital of Baht 146.6 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 51 percent.

Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd. (direct subsidiary)

In November 2023, Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd. increased its registered share capital by issuing new ordinary shares totaling Baht 44.6 million, resulting in a total registered share capital of Baht 147.2 million, and called on full payment for the newly issued shares, including share premiums totaling Baht 45.1 million from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Company paid in full amount totaling Baht 22.7 million, and the percentage of ownership remains unchanged at 51 percent.

Boutique Chiang Mai Nimman 1 Ltd. (indirectly held through Chiang Mai Holdings Mauritius 1 Limited)

In December 2023, Boutique Chiang Mai Nimman 1 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 42.5 million, resulting in the total registered share capital of Baht 264 million, and called up for full payment capital from shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 26 percent.

Boutique Chiang Mai Nimman 2 Ltd. (indirectly held through Boutique International Holdings Ltd.)

In December 2023, Boutique Chiang Mai Nimman 2 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 7 million, resulting in the total registered share capital of Baht 134.4 million, and called up for full payment capital from shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 63 percent.

Boutique Chiang Mai Nimman 3 Ltd. (indirectly held through Boutique Nimman Holdings 1 Ltd.)

In April 2023, Boutique Chiang Mai Nimman 3 Ltd. called up additional paid-up capital totaling Baht 2.1 million, the Group paid in full amount.

In December 2023, Boutique Chiang Mai Nimman 3 Ltd. called up additional paid-up capital totaling Baht 0.6 million, the Group paid in full amount. Subsequently, the subsidiary increased its registered share capital by issuing new ordinary totaling Baht 12.2 million, resulting in the total registered share capital of Baht 87.4 million, and called up for full payment capital from shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 99.99 percent.

Boutique Phuket 2 Ltd. (indirectly held through Square Root Phuket Investment Ltd. and Boutique Phuket Land Ltd.)

In December 2023, Boutique Phuket 2 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 26.5 million, resulting in the total registered share capital of Baht 28.5 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 21.55 percent.

Boutique Phuket 3 Ltd. (indirectly held through Square Root Phuket Investment Ltd. and Boutique Phuket Land Ltd.)

In December 2023, Boutique Phuket 3 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 25.1 million, resulting in the total registered share capital of Baht 27.1 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 21.55 percent.

Boutique Phuket Ltd. (indirectly held through Boutique Phuket Land Ltd.)

In December 2023, Boutique Phuket Ltd. increased its registered share capital by issuing new ordinary totaling Baht 41 million, resulting in the total registered share capital of Baht 41 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 21.55 percent.

Boutique Phuket Holdings 1 Ltd. (indirectly held Boutique Phuket Land Ltd.)

In December 2023, Boutique Phuket Holdings 1 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 46.4 million, resulting in the total registered share capital of Baht 46.4 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 21.55 percent.

Boutique Phuket Holdings Ltd. (indirectly held through Boutique Phuket Land Ltd.)

In December 2023, Boutique Phuket Holdings Ltd. increased its registered share capital by issuing new ordinary totaling Baht 44.5 million, resulting in the total registered share capital of Baht 44.5 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 21.55 percent.

Boutique Phuket Land Ltd. (direct subsidiary)

In December 2023, Boutique Phuket Land Ltd. increased its registered share capital by issuing new ordinary totaling Baht 11.3 million, resulting in the total registered share capital of Baht 11.3 million, and called up for full payment capital the Company, with the proceeds primarily designated for repaying loans from the Company. The Company paid in full amount, and the percentage of ownership remains unchanged at 100 percent.

Boutique Prakhanong 3 Ltd. (indirectly held through Boutique International Holdings Ltd. and Boutique PKNS 2 Ltd.)

In December 2023, Boutique Prakhanong 3 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 48.7 million, resulting in the total registered share capital of Baht 111.9 million, and called up for full payment capital from shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 38.28 percent.

Boutique PKNS Ltd. (indirectly held through Boutique PKNS 2 Ltd.)

In December 2023, Boutique PKNS Ltd. increased its registered share capital by issuing new ordinary totaling Baht 86 million, resulting in the total registered share capital of Baht 86.1 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Group paid in full amount, and the percentage of ownership remains unchanged at 38.28 percent.

Boutique PKNS 2 Ltd. (direct subsidiary)

In December 2023, Boutique PKNS 2 Ltd. increased its registered share capital by issuing new ordinary totaling Baht 56.1 million, resulting in the total registered share capital of Baht 56.2 million, and called up for full payment capital from shareholders, with the proceeds primarily designated for repaying loans from its shareholders. The Company paid in full amount totaling Baht 37 million, and the percentage of ownership remains unchanged at 66 percent.

In summary, the consolidated financial statements for the year ended 31 December 2023, the non-controlling interests of subsidiaries increased by additional investments in subsidiaries totaling of Baht 293.8 million and capital contributions from voluntarily waived interest receivable from subsidiary totaling of Baht 83.3 million, respectively.

11.1.4 Dissolution and liquidation of the subsidiaries

Boutique MT Holdings Ltd. (indirectly held through Boutique Retail Holdings Ltd.)

In April 2023, Boutique MT Holdings Ltd. had registered the completion of liquidation process with the Ministry of Commerce.

Boutique Retail PKN Holdings Ltd. (indirectly held through Boutique Retail Holdings Ltd.)

In May 2023, Boutique Retail PKN Holdings Ltd. had registered the completion of liquidation process with the Ministry of Commerce.

Chinese Panda Ltd. (indirectly held through Kalarain Ltd.)

In June 2023, Chinese Panda Ltd., a subsidiary incorporated in Republic of Mauritius, had registered the dissolution process.

Boutique Retail Holdings Ltd. (direct subsidiary)

In August 2023, Boutique Retail Holdings Ltd. had registered the completion of liquidation process with the Ministry of Commerce.

The dissolution and liquidation of the subsidiaries had no significant impact to the consolidated financial statements.

11.2 Details of investments in subsidiaries that have material non-controlling interests

(Unit: Million Baht)

Company's name	Proportion of equity interest		Accumulated balance		Profit/loss allocated to non-		Other comprehensive		Dividend paid to non-	
	held by non-controlling		of non-controlling interests*		controlling interests during		income allocated to		controlling interests during	
	interests				the year		during the year		the year	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(%)	(%)								
Boutique Group Ltd. and its joint ventures	49.00	49.00	49,094	(142,422)	(12,406)	(15,053)	6,710	176	-	-
Group of Boutique PS3 Holdings Ltd. and their subsidiaries	64.90	64.90	(114,898)	(159,557)	(30,758)	(29,557)	2,528	9	-	-
Group of Boutique Overseas Holdings 4 Limited and their subsidiaries	50.50	50.50	21,544	20,762	(4,123)	(3,515)	1,798	-	-	-
Group of Boutique PKNS 2 Ltd. and their subsidiaries	61.72	61.72	(35,252)	(65,568)	(4,301)	(10,048)	(8)	1	-	-
Group of Chiang Mai Holdings Mauritius 1 Limited and their subsidiaries	74.00	74.00	26,908	38,686	(16,921)	(22,297)	5,144	567	-	-
Group of Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd. and their subsidiaries	49.00	49.00	27,925	14,623	(8,778)	(7,434)	(9)	-	-	-
Group of Boutique Overseas Holdings 6 Limited and their subsidiaries	40.50	40.50	3,084	2,720	364	110,928	-	-	-	96,578
Group of Boutique Overseas Holdings 2 Limited and their subsidiaries	50.04	50.04	30,258	28,269	(3,725)	(4,947)	1,461	-	-	-
Other individually immaterial subsidiaries			(505)	(19,404)	(24,252)	(19,400)	246	(12)	-	-
Total			<u>8,158</u>	<u>(281,891)</u>	<u>(104,900)</u>	<u>(1,323)</u>	<u>17,870</u>	<u>741</u>	<u>-</u>	<u>96,578</u>

* Accumulated balance of non-controlling interests of sub-group are derived from the above various percentages of ownership interests of indirect subsidiaries.

12. Investments in joint ventures

12.1 Details of investments in joint ventures

Investments in joint ventures represent investments in entities which are jointly controlled by the Company and other companies. Details of these investments are as follows:

(Unit: Thousand Baht)

Joint ventures	Nature of business	Consolidated financial statements					
		Ownership interest*		Cost		Carrying amounts based on equity method	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
		(%)	(%)				
- Citadines Project							
<i>Indirect investment in joint ventures (indirectly held through Boutique Group Ltd.)</i>							
Boutique Land Ltd. (held by 51.00 percent shareholding)	Hotel and serviced apartment (Citadines 16)	26.01	26.01	42,177	22,950	8,749	-
Boutique Boulevard Ltd. (held by 51.00 percent shareholding)	Hotel and serviced apartment (Citadines 8)	26.01	26.01	10,200	10,200	-	-
Boutique Realty Ltd. (held by 51.00 percent shareholding)	Hotel and serviced apartment (Citadines 11)	26.01	26.01	48,194	43,348	61,514	51,221
Total indirect investments in joint ventures				<u>100,571</u>	<u>76,498</u>	<u>70,263</u>	<u>51,221</u>

* Ownership interest is calculated from shareholding percentage in direct and indirect joint ventures.

Investments under equity method presented under “Obligation in respect to losses of investments in joint ventures” were detailed as follows:

Joint venture	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Boutique Boulevard Ltd.	3,360	5,684

Movements of investments in joint ventures are summaries below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	Equity Method	
	<u>2023</u>	<u>2022</u>
Book value as at beginning of the year	51,221	56,811
Additional investments	24,072	-
Share of loss from investments in joint ventures	(11,673)	(17,881)
Share of other comprehensive income from investments in joint ventures	13,694	360
(Reversal) provision for long-term loan and interest receivables of joint venture	(4,727)	6,247
(Reversal) obligation in respect to losses of joint ventures	(2,324)	5,684
Book value as at end of the year	<u>70,263</u>	<u>51,221</u>

All joint ventures were incorporated and mainly operated in Thailand.

None of the Group’s joint ventures are public listed and consequently do not have published price quotations.

Details of significant change of investments in joint ventures during the year 2023 are as follows:

Boutique Realty Ltd. (indirectly held through Boutique Group Ltd.)

During the year 2023, the Group transferred the share of Boutique Realty Ltd. from Boutique Realty Mauritius Ltd., a subsidiary of the Company, to Boutique Group Ltd., another subsidiary of the Company. However, there is no change in percentage of holding in the consolidated financial statements.

Boutique Realty Ltd. increased its registered share capital totaling Baht 9.5 million, resulting in the total registered share capital of Baht 94.5 million. The Group fully paid Baht 4.9 million for the shares, and the percentage of ownership remains unchanged at 26.01 percent. The joint venture registered the increase in paid-up capital with the Ministry of Commerce in 2023.

Boutique Land Ltd. (indirectly held through Boutique Group Ltd.)

Boutique Land Ltd. increased its registered share capital totaling Baht 37.7 million, resulting in the total registered share capital of Baht 82.7 million. The Group fully paid Baht 19.2 million for the shares, and the percentage of ownership remains unchanged at 26.01 percent. The joint venture registered the increase in paid-up capital with the Ministry of Commerce in 2023.

12.2 Share of comprehensive income

During the years, the Group recognised its share of profit/loss from investments in the joint ventures in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements			
	Share of loss from investments in joint ventures during the year		Share of other comprehensive income from investments in joint ventures during the year	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Boutique Land Ltd.	(6,498)	(3,523)	2,879	332
Boutique Boulevard Ltd.	(4,380)	(8,781)	4,572	41
Boutique Realty Ltd.	(795)	(5,577)	6,243	(13)
Total	<u>(11,673)</u>	<u>(17,881)</u>	<u>13,694</u>	<u>360</u>

Details of share loss from investments in joint ventures are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
- Share of loss from investments in joint ventures	5,030	5,590
- (Reversal) Increase in provision for long-term loans and interest receivables of joint ventures	(4,727)	6,247
- (Reversal) Increase in obligation in respect to losses of joint ventures	(2,324)	5,684
Total share (profit) loss from investments in joint ventures in the statement of comprehensive income	<u>(2,021)</u>	<u>17,521</u>

The Group has recognised losses of investment in Boutique Boulevard Ltd. relating to certain investments accounted for using the equity method where its share of losses exceeds the carrying amount of the investment because the Company or the Group has obligation to provide loan guarantee under the loan agreements. As at 31 December 2023, the Group has obligations in respect to losses of joint ventures totaling Baht 3.4 million.

12.3 Summarised financial information about material joint ventures

Summarised information about financial position

(Unit: Thousand Baht)						
	Boutique Land Ltd.		Boutique Boulevard Ltd.		Boutique Realty Ltd.	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Current assets	23,590	7,752	11,303	9,813	7,397	6,567
Non-current assets	217,898	188,307	320,052	313,741	405,191	400,318
Current liabilities	(34,117)	(23,675)	(38,626)	(102,300)	(58,065)	(39,739)
Non-current liabilities	(190,219)	(185,834)	(380,501)	(309,403)	(233,908)	(266,709)
Net assets (liabilities)	17,152	(13,450)	(87,772)	(88,149)	120,615	100,437
Shareholding percentage (%)	51.00	51.00	51.00	51.00	51.00	51.00
Share of net assets (liabilities)	8,749	(6,858)	(44,760)	(44,954)	61,514	51,221
<u>Less:</u>						
Provision for long-term loans						
of joint ventures	-	-	(37,422)	(37,422)	-	-
Provision for interest						
receivables of joint ventures	-	(6,858)	(3,978)	(1,848)	-	-
Obligation in respect to						
losses of joint ventures	-	-	(3,360)	(5,684)	-	-
Total	8,749	(6,858)	(44,760)	(44,954)	-	-
Carrying amounts of joint						
ventures based on equity						
method	8,749	-	-	-	61,514	51,221

Summarised information about comprehensive income

(Unit: Thousand Baht)						
For the year ended 31 December						
	Boutique Land Ltd.		Boutique Boulevard Ltd.		Boutique Realty Ltd.	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Revenue	26,593	28,553	69,188	50,905	76,420	39,245
Loss for the year	(12,742)	(6,907)	(8,588)	(17,219)	(2,575)	(10,936)
Other comprehensive income	5,645	650	8,966	81	12,240	(25)
Total comprehensive income	(7,097)	(6,257)	378	(17,138)	9,665	(10,961)

13. Investments in associates

13.1 Details of associates

(Unit: Thousand Baht)

Associates	Nature of business	Consolidated financial statements					
		Ownership interest*		Cost		Carrying amounts based on equity method	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
		(%)	(%)				
- Wellness Hospitality Project							
<i>Indirect investment in associates (indirectly held through Bespoke Synergies Ltd.)</i>							
Bespoke Life Science Ltd. (43.00 percent shareholding held by Bespoke Synergies Ltd.)	Holding Company	34.00	36.00	53,490	35,485	8,785	12,804
Bespoke Labs Ltd. (96.67 percent shareholding held by Bespoke Life Science Ltd.)	Cultivation, research and development	33.00	35.00	-	-	-	-
Bespoke Retail Co., Ltd. (100 percent shareholding held by Bespoke Life Science Ltd.)	Production of medical products	34.00	36.00	-	-	-	-
Bespoke Wellness Ltd. (100 percent shareholding held by Bespoke Life Science Ltd.)	Medical clinic and wellness center	34.00	36.00	-	-	-	-
Total indirect investments in associates				53,490	35,485	8,785	12,804

* Ownership interest is calculated from shareholding percentage in direct and indirect associates.

All associates were incorporated and mainly operated in Thailand.

None of the Group's associates are public listed and consequently do not have published price quotations.

Movements of investments in associates are summaries below:

		(Unit: Thousand Baht)	
		Consolidated financial statements	
		Equity Method	
		<u>2023</u>	<u>2022</u>
As at 1 January		12,804	5,408
Acquisition of investments		18,005	27,485
Share of net loss from investments in associates		(22,145)	(20,050)
Share of other comprehensive income from investments in associates		121	(39)
As at 31 December		<u>8,785</u>	<u>12,804</u>

Details of significant acquisition of investments in associates during the year 2023 are as follows:

Called up additional paid-up capital and increase in share capital of the associates

Bespoke Life Science Ltd. (indirectly held through Bespoke Synergies Ltd.)

In January 2023, the Group made additional payments for shares totaling Baht 3 million to Bespoke Life Science Ltd. The percentage of ownership in this associate remains unchanged at 36 percent.

In February 2023, Bespoke Life Science Ltd. increased its registered capital by issuing 1.3 million new preferred shares with a par value of Baht 5 each, totaling Baht 6.7 million, to be offered to other investors. Consequently, the associate's total registered capital increased to Baht 106.7 million, resulting in the decrease in the Group's percentage of ownership in this associate from 36 percent to 34 percent.

In July and August 2023, Bespoke Life Science Ltd. increased its registered capital for several time by issuing 0.5 million new preferred shares with a par value of Baht 5 each, totaling Baht 2.5 million, to be offered to other investors and by issuing 4.7 million new ordinary shares with a par value of Baht 5 each, totaling Baht 23.3 million. Consequently, the associate's total registered capital increased to Baht 132.4 million, resulting in the percentage of ownership in this associate remains unchanged at 34 percent.

Bespoke Labs Ltd. (directly held through Bespoke Life Science Ltd. and indirectly held through Bespoke Synergies Ltd.)

Bespoke Labs Ltd., an indirect associate, called up additional share capital from the Group amounting to Baht 1.1 million, for which the Group fully paid and its ownership interest remains unchanged. The associate registered the increase in the paid-up capital with the Ministry of Commerce in January 2023. Subsequently, in February 2023, the Group changed its ownership interest in Bespoke Life Science Ltd., resulting in the decrease in the percentage of ownership in Bespoke Labs Ltd. from 35 percent to 33 percent.

13.2 Share of comprehensive income

During the years, the Group has recognised its share of profit/loss from investments in associates in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Associates	Consolidated financial statements			
	Share of loss from investments in joint ventures during the year		Share of other comprehensive income from investments in joint ventures during the year	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Bespoke Life Science Ltd. and its subsidiaries	(22,145)	(20,050)	121	(39)

13.3 Summarised financial information about material associates

Summarised information about financial position

(Unit: Thousand Baht)

	Bespoke Life Science Ltd.	
	As at 31 December	
	<u>2023</u>	<u>2022</u>
Current assets	34,470	28,052
Non-current assets	74,435	53,321
Current liabilities	(26,238)	(33,472)
Non-current liabilities	(32,852)	(25,742)
Net assets	49,815	22,159
Shareholding percentage (%)	43.00	46.00
Share of net assets	21,420	10,193
Adjustment in the consolidated financial statements	(12,635)	2,611
Carrying amounts of associates based on equity method	<u>8,785</u>	<u>12,804</u>

Summarised information about comprehensive income

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2023</u>	<u>2022</u>
Revenue	23,515	6,943
Loss for the year	(51,704)	(47,817)
Other comprehensive income	285	(86)
Total comprehensive income	<u>(51,419)</u>	<u>(47,903)</u>

14. Investment properties

The net book value of investment properties as at 31 December 2023 and 2022 are presented below.

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Right-of-use assets - Land	Plant and equipment	Assets under construction	Total
31 December 2023				
Cost	148,227	269,427	79,316	496,970
<u>Less:</u> Accumulated depreciation	(17,801)	(35,219)	-	(53,020)
Net book value	<u>130,426</u>	<u>234,208</u>	<u>79,316</u>	<u>443,950</u>
31 December 2022				
Cost	148,227	264,028	7,684	419,939
<u>Less:</u> Accumulated depreciation	(12,841)	(24,686)	-	(37,527)
Net book value	<u>135,386</u>	<u>239,342</u>	<u>7,684</u>	<u>382,412</u>

A reconciliation of the net book value of investment properties for the years 2023 and 2022 are presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	382,412	391,944
Acquisition	74,128	3,438
Capitalised interest	2,027	1,439
Depreciation for the year	(14,617)	(14,409)
Net book value at end of year	<u>443,950</u>	<u>382,412</u>

As at 31 December 2023, the fair values of the above investment properties are approximately Baht 500 million (2022: Baht 500 million) and has been determined based on valuation performed by an accredited independent valuers. The fair values of right-of-use assets for rental has been determined using the income approach. The fair value of investment properties been categorised as a Level 3.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>Discounted cash flows</i> ; The valuation model considers the present value of net cash flows to be generated from the property, taking into account expected rental growth rate, void periods, occupancy. The expected net cash flows are discounted using risk-adjusted discount rates.	<ul style="list-style-type: none"> Expected market rental growth (0 to 4 percent). Occupancy rate (53 to 92 percent). Risk-adjusted discount rates (10 percent) 	The estimated fair value increase (decrease) if: <ul style="list-style-type: none"> Expected market rental growth were higher (lower); The occupancy rate were higher (lower); The risk-adjusted discount rate were lower (higher)

As at 31 December 2023, the Group has mortgaged investment properties amounting to approximately Baht 341 million (2022: Baht 349 million) as collateral against credit facilities received from financial institutions.

15. Property, plant and equipment

Movements of property, plant and equipment for the year ended 31 December 2023 and 2022 are summaries below:

(Unit: Thousand Baht)

	Consolidated financial statements						
	Revaluation basis	Cost basis					
	Land and land improvement	Buildings and building improvement	Vehicles	Equipment	Furniture fixture and operating equipment	Assets under construction	Total
Cost / Revalued amount:							
1 January 2022	1,598,275	1,113,071	7,799	19,568	200,936	543,448	3,483,097
Additions	-	94,239	-	174	23,653	107,879	225,945
Disposals / write-off	-	(441)	-	-	(327)	-	(768)
Decrease from disposals of subsidiary	(373,800)	(352,043)	-	(70)	(27,163)	-	(753,076)
Transfers in (out)	-	542,035	-	4,640	34,297	(580,972)	-
Transfer to intangible assets	-	-	-	-	-	(893)	(893)
Capitalised interest	-	-	-	-	-	9,449	9,449
31 December 2022	1,224,475	1,396,861	7,799	24,312	231,396	78,911	2,963,754
Additions	345,942	13,118	-	991	7,495	41,238	408,784
Disposals / write-off	-	-	-	(13)	(2,498)	-	(2,511)
Transfers in (out)	-	12	-	56	587	(655)	-
Transfers from ROU	-	-	-	-	1,364	-	1,364
Transfer to intangible assets	-	-	-	-	-	(60)	(60)
Revaluations	61,332	-	-	-	-	-	61,332
Capitalised interest	-	-	-	-	-	9,780	9,780
31 December 2023	1,631,749	1,409,991	7,799	25,346	238,344	129,214	3,442,443

(Unit: Thousand Baht)

Consolidated financial statements

	Revaluation basis	Cost basis					
	Land and land improvement	Buildings and building improvement	Vehicles	Equipment	Furniture fixture and operating equipment	Assets under construction	Total
Accumulated depreciation:							
1 January 2022	(433)	(220,440)	(6,487)	(9,863)	(94,457)	-	(331,680)
Depreciation for the year	(159)	(25,371)	(356)	(2,183)	(16,434)	-	(44,503)
Depreciation on disposals / write-off	-	26	-	-	301	-	327
Decrease from disposals of subsidiary	-	1,801	-	1	600	-	2,402
31 December 2022	(592)	(243,984)	(6,843)	(12,045)	(109,990)	-	(373,454)
Depreciation for the year	(150)	(30,218)	(318)	(1,379)	(17,827)	-	(49,892)
Depreciation on disposals / write-off	-	-	-	8	2,007	-	2,015
Transfers from ROU	-	-	-	-	(843)	-	(843)
31 December 2023	(742)	(274,202)	(7,161)	(13,416)	(126,653)	-	(422,174)
Net book value:							
31 December 2022	1,223,883	1,152,877	956	12,267	121,406	78,911	2,590,300
31 December 2023	1,631,007	1,135,789	638	11,930	111,691	129,214	3,020,269

(Unit: Thousand Baht)

	Separate financial statements			
	Office furniture	Vehicles	Asset under installation	Total
Cost:				
1 January 2022	6,993	4,851	-	11,844
Additions	346	-	60	406
31 December 2022	7,339	4,851	60	12,250
Additions	195	-	160	355
Transfer to intangible assets	-	-	(60)	(60)
31 December 2023	7,534	4,851	160	12,545
Accumulated depreciation:				
1 January 2022	(4,994)	(3,226)	-	(8,220)
Depreciation for the year	(630)	(356)	-	(986)
31 December 2022	(5,624)	(3,582)	-	(9,206)
Depreciation for the year	(762)	(319)	-	(1,081)
31 December 2023	(6,386)	(3,901)	-	(10,287)
Net book value:				
31 December 2022	1,715	1,269	60	3,044
31 December 2023	1,148	950	160	2,258

The fair value of land was determined by external, independent professional valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent professional valuers provide the fair value of the Group's land over periods of 3 to 5 years using the market approach.

The fair value measurement for land has been categorised as a Level 3 fair value based on the input to the valuation technique used.

The following table shows the valuation technique used in measuring the fair value of land, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Market comparison technique	The quoted prices and actual trading price of a similar comparative land adjusted by other various factor.	The estimated fair value would increase (decrease) if the price per area were higher (lower).

Had the land been carried in the financial statements on a historical cost basis, their net book value as of 31 December 2023 would have been Baht 1,078 million (2022: Baht 732 million).

As at 31 December 2023, the weighted average rate of 6.35 percent per annum has been used to determine the amount of borrowing costs eligible for capitalisation (2022: 3.25 to 5.47 percent per annum).

The Group has certain items of building and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 65 million (2022: Baht 56 million) (the Company only: Baht 7 million, 2022: Baht 7 million).

The Group has mortgaged their property, plant and equipment amounting to approximately Baht 2,737 million (2022: Baht 2,293 million) as collateral against credit facilities received from financial institutions and short-term loan from other party.

16. Intangible assets

The net book value of intangible assets as at 31 December 2023 and 2022 are presented below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
	Computer software	Computer software
As at 31 December 2023		
Cost	11,208	2,858
<u>Less: Accumulated amortisation</u>	<u>(5,870)</u>	<u>(1,912)</u>
Net book value	<u>5,338</u>	<u>946</u>
As at 31 December 2022		
Cost	10,605	2,467
<u>Less: Accumulated amortisation</u>	<u>(4,815)</u>	<u>(1,632)</u>
Net book value	<u>5,790</u>	<u>835</u>

A reconciliation of the net book value of intangible assets for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Net book value at beginning of year	5,790	4,823	835	985
Acquisition	391	2,253	331	90
Decrease from disposals of subsidiary	-	(1,317)	-	-
Amortisation for the year	(998)	(862)	(280)	(240)
Transfers from property, plant and equipment	60	893	60	-
Transfers from ROU	95	-	-	-
Net book value at end of year	<u>5,338</u>	<u>5,790</u>	<u>946</u>	<u>835</u>

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

		(Unit: Thousand Baht)			
	Interest rate (percent per annum)	Consolidated		Separate	
		financial statements		financial statements	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Bank overdrafts	MOR and	62,818	41,619	19,135	7,200
	Maximum rate				
Short-term loans from	4.65 and	71,593	75,000	20,000	20,000
financial institutions	MLR minus fixed rate				
Total		<u>134,411</u>	<u>116,619</u>	<u>39,135</u>	<u>27,200</u>

Bank overdrafts are secured by the mortgage of the Group's land and structures thereon. A short-term loan from a financial institution is guaranteed by deposits pledged as collateral.

18. Short-term loan from other party

Short-term loan from other party carrying interest at a rate 12.5 percent per annum plus a fixed-rate service fee as stipulated in the agreement. It is due for the repayment by December 2024. The loan is secured by the mortgage of land of the subsidiaries.

19. Trade and other payables

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Trade payables - unrelated parties		12,078	7,849	-	-
Other payables - related parties (Note 6)		211	647	208	190
Other payables - unrelated parties		81,826	183,893	15,307	15,009
Accrued expenses		36,370	40,566	13,654	13,805
Total trade and other payables		<u>130,485</u>	<u>232,955</u>	<u>29,169</u>	<u>29,004</u>

20. Long-term loans from financial institutions and interest payable

As at 31 December 2023 and 2022, the Group had entered into long-term borrowing agreements with financial institutions with details as follows.

Loan	Interest rate (percent per annum)	Repayment schedule	(Unit: Thousand Baht)	
			Consolidated financial statements	
			2023	2022
1	MLR minus fixed rate	Principal is repayable monthly from January 2023 and interest is repayable monthly	177,775	323,389
2	MLR, MLR minus fixed rate	Principal is repayable monthly from January 2024 and interest is repayable monthly	341,184	339,062
3	MLR minus fixed rate	Principal is repayable monthly from January 2024 and interest is repayable monthly	211,745	342,037
4	MLR minus fixed rate	Principal is repayable monthly from January 2025 and interest is repayable monthly	157,248	-
5	MLR minus fixed rate	Principal is repayable monthly from January 2026 and interest is repayable monthly	205,904	-
6	2.00	Principal is repayable monthly from February 2023 and interest is repayable monthly	-	1,949
7	MLR minus fixed rate	Principal is repayable monthly from February 2023 and interest is repayable monthly	1,039	-
8	MLR minus fixed rate	Principal is repayable monthly from February 2025 and interest is repayable monthly	30,326	-
9	MLR minus fixed rate	Principal is repayable monthly from July 2023 and interest is repayable monthly	160,437	42,764
10	2.00	Principal is repayable monthly from December 2023 and interest is repayable monthly	827,313	834,233
Total			2,112,971	1,883,434
Less: Current portion			(82,952)	(78,150)
Long-term loans and interest payables, net of current portion			2,030,019	1,805,284

Movements of the long-term loans and interest payables account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Beginning balance	1,883,434	2,130,007
Add: Additional borrowings	253,669	225,423
Increase from interest	121,606	100,228
Others	10,062	2,194
Less: Repayments	(63,684)	(525,000)
Interest paid	(92,116)	(49,418)
Ending balance	<u>2,112,971</u>	<u>1,883,434</u>

On 27 January 2023, a subsidiary entered into a long-term loan agreement with a local financial institution for a credit facility of Baht 435 million, which carries a rate of MLR minus discount per annum as specified in the agreement and is due for the last installment repayment by December 2029. Another subsidiary provided a guarantee for the loan, which was secured by the mortgage of the subsidiary's land and buildings thereon, and the subsidiary was required to fulfill the terms and conditions set forth in the loan agreement. As at 31 December 2023, a total of Baht 208.7 million had been drawn down from the loan.

On 7 August 2023, a subsidiary entered into a loan agreement with a local financial institution for a credit facility of Baht 76.5 million, which carries a rate of MLR minus discount per annum as specified in the agreement and is due for the last installment repayment by August 2029. This agreement was pledged by the shares and land leasehold of this subsidiary. The subsidiary was required to fulfill the terms and conditions set forth in the loan agreement. As at 31 December 2023, a total of Baht 31.1 million had been drawn down from loan.

The loans are secured by the mortgage of land and construction thereon of the subsidiaries, land leasehold of the subsidiaries, deposits pledged as collateral of the subsidiaries, pledged the subsidiaries' common shares which are owned by related parties and guaranteed by the related parties.

The subsidiaries' long-term loans from financial institutions are pledged by their common shares which are owned by related parties.

The Group has entered into loan agreements with financial institutions for financing the various projects related cost. The Group must comply with certain condition stipulated in the loan agreements such as the maintenance of financial ratio, status of shareholder's equity and asset insurance benefit to financial institutions.

As at 31 December 2023, the Group obtained waiver letter of breaches the financial ratio from financial institutions for loan agreements which some subsidiaries failed to maintain their financial ratio.

As at 31 December 2023, the Company shall provide financial support to the borrowers, related companies, as stipulated in the loan agreements as described in Note 33.

As at 31 December 2023, the Group's long-term credit facilities which have not yet been drawn down amounted to Baht 1,610 million (2022: Baht 1,325 million) (the Company only: Baht 11 million, 2022: Nil).

21. Long-term loans from other parties and interest payable

21.1 Movements of the long-term loans from other parties during the years ended 31 December 2023 and 2022 are summarised below:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	556,275	547,268	104,201	100,779
Add: Additional borrowings	54,627	5,585	-	-
Unrealise loss (gain) on exchange	(1,038)	3,422	(1,038)	3,422
Less: Repayments	(245,065)	-	-	-
Conversion to investments in subsidiaries	(6,195)	-	-	-
Ending balance	<u>358,604</u>	<u>556,275</u>	<u>103,163</u>	<u>104,201</u>

Long-term loans from other parties includes loans in foreign currency of US dollar 3 million which is repayable in 2025, loans which condition are to repay at call, which are classified as long-term liabilities because both parties currently no intention to require the borrower to repay any liability due to the lender within 12 months after the end of period. For some projects, loans and unpaid interest accrual shall be repaid in full under the following circumstances:

- when the borrower has excess cash proceed resulting from the sale of either the borrower or any of their subsidiaries or any of their assets; or
- any excess cash or profits surplus to on-going funding requirements distributed from the borrower or their respective subsidiaries; or
- any excess cash surplus to on-going funding requirements resulting from a refinancing of the debt of the borrower or their respective subsidiaries.

On 15 September 2023, a subsidiary entered into a long-term loan agreement with an unrelated party to obtain a credit facility of Baht 100 million, which carries a fixed interest rate per annum plus a fixed-rate service fee as stipulated in the agreement. The loan principal is due for repayment on 15 September 2026, with interest to be paid on a semi-annual basis. The subsidiary was required to fulfill the terms and conditions set forth in the loan agreement. As at 31 December 2023, a total of Baht 25 million had been drawn down from the loan agreement and a total of Baht 75 million have not yet been drawn down from the loan agreement.

21.2 Movements of the interest payable from other parties during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	154,688	134,801	-	-
Add: Increase from interest	36,991	28,802	10,750	8,915
Less: Repayments	(47,202)	(8,915)	(10,750)	(8,915)
Capital contributions from non-controlling interests of subsidiaries	(83,311)	-	-	-
Others	(1,110)	-	-	-
Ending balance	<u>60,056</u>	<u>154,688</u>	<u>-</u>	<u>-</u>

22. Leases

22.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 3 to 30 years.

a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements				
	Buildings	Furniture and Equipment	Vehicles	Software	Total
1 January 2022	12,110	4,222	6,270	532	23,134
Additions	-	4,940	-	858	5,798
Decrease from lease modification	(77)	(48)	-	-	(125)
Decrease from cancellation of lease	(2,422)	-	-	-	(2,422)
Depreciation for the year	(3,425)	(1,711)	(1,227)	(86)	(6,449)
31 December 2022	6,186	7,403	5,043	1,304	19,936
Additions	-	52	-	720	772
Increase (decrease) from lease modification	(1,533)	84	-	-	(1,449)
Decrease from cancellation of lease	-	-	(65)	-	(65)
Transfer to PPE	-	(521)	-	-	(521)
Transfer to intangible assets	-	-	-	(95)	(95)
Depreciation for the year	(2,613)	(2,338)	(1,010)	(224)	(6,185)
31 December 2023	2,040	4,680	3,968	1,705	12,393

(Unit: Thousand Baht)

	Separate financial statements			
	Buildings	Furniture and Equipment	Vehicles	Total
1 January 2022	12,110	1,745	6,270	20,125
Additions	-	103	-	103
Decrease from lease modification	(77)	(48)	-	(125)
Decrease from lease cancellation	(2,422)	-	-	(2,422)
Depreciation for the year	(3,425)	(628)	(1,227)	(5,280)
31 December 2022	6,186	1,172	5,043	12,401
Increase (decrease) from lease modification	(1,533)	84	-	(1,449)
Decrease from lease cancellation	-	-	(65)	(65)
Depreciation for the year	(2,613)	(652)	(1,010)	(4,275)
31 December 2023	2,040	604	3,968	6,612

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Lease payments	397,843	413,835	5,806	13,402
Less: Deferred interest expenses	(211,419)	(222,376)	(80)	(932)
Total	186,424	191,459	5,726	12,470
Less: Portion due within one year	(6,696)	(7,140)	(4,181)	(5,090)
Lease liabilities - net of current portion	<u>179,728</u>	<u>184,319</u>	<u>1,545</u>	<u>7,380</u>

A maturity analysis of lease payments is disclosed in Note 35.2 under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Depreciation expense of right-of-use assets	6,185	6,449	4,275	5,280
Interest expense on lease liabilities	9,231	9,386	577	1,012
Expense relating to short-term leases	5,402	3,728	-	626
Expense relating to leases of low-value assets	2,454	2,722	1,083	1,514

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 16 million (2022: Baht 21 million) (the Company only: Baht 7 million, 2022: Baht 11 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

22.2 Group as a lessor

The leases of investment properties comprise community mall and office building that are leased to third parties under operating leases. Each of the leases contains an initial non-cancellable period of 3 years. Subsequent renewals are negotiated with the lessee. For all investment property leases, the rental income is fixed under the contracts as stipulated in the agreement.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2023 and 2022 as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Within 1 year	32,974	39,095
Over 1 and up to 3 years	36,797	34,089
Total	69,771	73,184

During the year 2023, the Group has sub-lease income amounting to Baht 55 million (2022: Baht 34 million).

23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Provision for long-term employee benefits at beginning of year	22,968	24,889	20,632	22,355
Included in profit or loss:				
Current service cost	4,148	3,802	2,748	2,897
Interest cost	811	722	728	648
Past service costs	13	3	-	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
- Demographic assumptions changes	(1,158)	-	(1,085)	-
- Financial assumptions changes	527	(2,736)	420	(2,513)
- Experience adjustments	9	(3,363)	207	(2,755)
Benefits paid during the year	(399)	(349)	(161)	-
Provision for long-term employee benefits at end of year	<u>26,919</u>	<u>22,968</u>	<u>23,489</u>	<u>20,632</u>

The Group has no expects to pay of long-term employee benefits during the next year.

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 18 years (2022: 18 years) (the Company only: 18 years, 2022: 18 years).

Significant actuarial assumptions are summarised below:

			(Unit: percent per annum)	
	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Discount rate	3.22	3.53	3.22	3.53
Salary increase rate	4.00 - 6.30	4.00 - 6.50	6.30	6.50
Turnover rate				
(dependent on age)	0.00 - 34.00	0.00 - 35.00	0.00 - 34.00	0.00 - 35.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

(Unit: Million Baht)

	As at 31 December 2023			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(4.4)	5.2	(3.7)	4.4
Salary increase rate	5.1	(4.7)	4.5	(3.8)
	Increase 10%	Decrease 10%	Increase 10%	Decrease 10%
Turnover rate	(1.5)	1.6	(1.2)	1.3

(Unit: Million Baht)

	As at 31 December 2022			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(3.9)	4.7	(3.4)	4.1
Salary increase rate	4.5	(4.3)	4.2	(3.5)
	Increase 10%	Decrease 10%	Increase 10%	Decrease 10%
Turnover rate	(1.4)	1.5	(1.2)	1.3

24. Share capital

Consolidated and Separate financial statements					
	Par value per share	Number of shares		Share capital	
		Registered	Issued and paid-up	Registered	Issued and paid-up
	(Baht)	(Thousand shares)		(Thousand baht)	
Share capital as at 1 January 2022		774,100	507,000	774,100	507,000
Decrease in share capital	1	(91,971)	-	(91,971)	-
Increase in share capital	1	175,051	-	175,051	-
Increase in paid-up capital	1	-	58,729	-	58,729
Exercised of warrant (ESOP-W1)	1	-	2,660	-	2,660
Exercised of option (BC-ESOP 2022)	1	-	734	-	734
Share capital as at 31 December 2022		<u>857,180</u>	<u>569,123</u>	<u>857,180</u>	<u>569,123</u>
Decrease in share capital	1	(178,875)	-	(178,875)	-
Increase in share capital	1	190,784	-	190,784	-
Exercised of warrant (ESOP-W1)	1	-	1	-	1
Exercised of option (BC-ESOP 2022)	1	-	155	-	155
Exercised of option (BC-ESOP 2023)	1	-	1,033	-	1,033
Share capital as at 31 December 2023		<u>869,089</u>	<u>570,312</u>	<u>869,089</u>	<u>570,312</u>

On 26 April 2023, the Company's Annual General Meeting of Shareholders approved the following resolutions:

- Approved to issue and offer not exceeding 20 million new ordinary shares, at the par value of Baht 1 per share, of the Company to the directors, executives and employees of the Company and/or the subsidiaries under BC-ESOP 2023 program. The offering price to be based on market price in accordance with the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Share with Discount. The offer is on the 25th of each month starting from May 2023 until January 2024.
- Approved the reduction of the Company's registered share capital of Baht 178.9 million by cancelling of 178.9 million unissued shares with a par value of Baht 1 per share from the existing registered capital of Baht 857.2 million to be Baht 678.3 million.
- Approved to increase of the Company's registered share capital by Baht 190.8 million from the existing registered capital of Baht 678.3 million to be Baht 869.1 million by issuing 190.8 million newly ordinary shares with a par value of Baht 1 per share.

d) Approved the allocation of not exceeding 190.8 million newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the below transactions:

- 1) To allocate not exceeding 20 million newly ordinary shares with a par value of Baht 1 per share, to the directors, executives and employees of the Company and/ or the subsidiaries under BC-ESOP 2023 program.
- 2) To allocate not exceeding 170.8 million newly ordinary shares with a par value of Baht 1 per share, in accordance with the capital increase through a general mandate as follows:
 - 2.1) Allocate not exceeding 20 percent of the paid-up capital or 113.9 million newly ordinary shares to the existing shareholders of the Company on a pro rata basis.
 - 2.2) Allocate not exceeding 10 percent of the paid-up capital or 56.9 million newly ordinary shares to specific persons (Private Placement).

The Company registered the decrease of the registered capital and the increase of the registered capital with the Ministry of Commerce on 29 May 2023 and 30 May 2023, respectively.

Movements of warrants and options during the year end 31 December 2023 are as follows:

	(Unit: Thousand Unit)			
	BC-W1	BC-ESOP-W1	BC-ESOP 2022	BC-ESOP 2023
Balance as at 1 January 2023	101,394	5,810	19,266	-
Add: Unit issued during the year	-	-	-	20,000
Less: Unit exercised during the year	(1)	-	(155)	(1,033)
Less: Unit expired during the year	(101,393)	-	(19,111)	-
Balance as at 31 December 2023	-	5,810	-	18,967

Option BC-ESOP 2022 and warrant BC-W1 were expired on 25 February 2023 and 30 August 2023, respectively.

25. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

26. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Interest expenses on borrowings	168,785	131,551	23,561	18,433
Interest expenses on lease liabilities	9,231	9,386	577	1,012
Total	<u>178,016</u>	<u>140,937</u>	<u>24,138</u>	<u>19,445</u>

27. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Employee benefit expenses	206,007	177,919	135,498	129,194
Depreciation and amortisation	71,692	66,223	5,636	6,508
Professional fees	56,083	34,764	14,068	14,966
Utilities expenses	39,152	29,237	4,392	4,737
Advertising and sales promotion expenses	36,263	19,366	471	1,008
Others	85,458	76,913	10,540	13,606
Total expenses	<u>494,655</u>	<u>404,422</u>	<u>170,605</u>	<u>170,019</u>

28. Income tax

The Company was approved to be registered as an International Business Centre (IBC) from Revenue Department which is effective starting from 1 January 2023 to 31 December 2037. This change lead to exemption of corporate income tax on dividend income from overseas related parties and also decrease in corporate income tax for service fees from 20 percent to 3 percent to 8 percent for qualified service fees, subject to meeting the legal requirements in each tax year.

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Current income tax:	3,160	2,293	-	-
Deferred tax:	3,741	21,115	(1,858)	16,097
Tax expense (income) reported in profit or loss	<u>6,901</u>	<u>23,408</u>	<u>(1,858)</u>	<u>16,097</u>
Income tax recognised in other comprehensive income	<u>12,391</u>	<u>1,220</u>	<u>92</u>	<u>1,054</u>

The reconciliation between accounting profit (loss) and income tax for the years ended 31 December 2023 and 2022 are shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Accounting profit (losses) before tax	(292,005)	(27,952)	169,220	23,197
Applicable tax rate	20%	20%	20%	20%
Accounting profit (losses) before tax multiplied by income tax rate	(58,401)	(5,590)	33,844	4,639
Effects of:				
Effect of different tax rates	10,070	(53,596)	2,490	-
Income not subject to tax	(43,013)	(10)	(42,200)	(1,314)
Expenses not deductible for tax purposes and others	83,325	29,062	3,438	4,008
Additional expense deductions allowed	-	(761)	-	-
Unrecognised deferred tax assets on tax losses	14,920	54,303	570	8,764
Total	<u>65,302</u>	<u>28,998</u>	<u>(35,702)</u>	<u>11,458</u>
Income tax expenses (income)	<u>6,901</u>	<u>23,408</u>	<u>(1,858)</u>	<u>16,097</u>

Movement of deferred tax assets and liabilities during the year were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	As at		Other	As at
	31 December		comprehensive	31 December
	2022	Profit or loss	income	2023
Deferred tax assets				
Allowance for expected credit losses				
- investment in subsidiaries	525	1,151	-	1,676
Allowance for expected credit losses				
- trade receivables	356	(317)	-	39
Depreciation - Investment properties	6,754	1,428	-	8,182
Depreciation - Property, plant and equipment	86	28	-	114
Right-of-use assets	156	(5)	-	151
Provision for long-term employee benefits	4,317	827	(124)	5,020
Unearned revenue	2,560	-	-	2,560
Deposit	(343)	1,242	-	899
Loss on fair value adjustments of derivatives	40	(473)	-	(433)
Loss carry forward	4,756	(4,756)	-	-
Total	19,207	(875)	(124)	18,208
Deferred tax liabilities				
Revaluation surplus - land	(98,059)	-	(12,267)	(110,326)
Depreciation - Property, plant and equipment	(22,653)	(2,866)	-	(25,519)
Total	(120,712)	(2,866)	(12,267)	(135,845)
Deferred tax - net	(101,505)	(3,741)	(12,391)	(117,637)

(Unit : Thousand Baht)

	Consolidated financial statements			
Deferred tax assets and liabilities				
At 31 December	Assets		Liabilities	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Total	18,208	19,207	(135,845)	(120,712)
Set off of tax	(266)	(5,180)	266	5,180
Net deferred tax assets (liabilities)	17,942	14,027	(135,579)	(115,532)

(Unit: Thousand Baht)

	Separate financial statements			
	As at		Other	As at
	31 December		comprehensive	31 December
	2022	Profit or loss	income	2023
Deferred tax assets				
Allowance for expected credit losses -				
loans to and interest receivables from				
related parties	13,558	1,036	-	14,594
Allowance for impairment of investment in				
subsidiaries	525	1,151	-	1,676
Allowance for expected credit losses -				
trade receivables	3,424	(540)	-	2,884
Depreciation - Property, plant and equipment	86	27	-	113
Right-of-use assets	224	(6)	-	218
Provision for long-term employee benefits	4,127	663	(92)	4,698
Unearned revenue	2,560	-	-	2,560
Loss on fair value adjustments of derivatives	40	(472)	-	(432)
Total	24,544	1,859	(92)	26,311
Deferred tax assets - net	24,544	1,859	(92)	26,311

(Unit : Thousand Baht)

Deferred tax assets at 31 December	Separate financial statements			
	Assets		Liabilities	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Total	26,311	24,544	-	-
Set off of tax	-	-	-	-
Net deferred tax assets	26,311	24,544	-	-

As at 31 December 2023, the Group has unused tax losses of Baht 475 million (2022: Baht 778 million) which will not expire under current tax legislation. The tax losses expire in 2028. The Group has not recognised these items as deferred tax assets because it is not probable that the Group will have sufficient future taxable profit to utilise the benefits therefrom.

29. Promotional privileges

The subsidiaries have been granted privileges by the Board of Investment relating to hotel business. The detail of BOI certificates of subsidiaries are presented below.

No	BOI no.	Date of approval	The promoted operations
1	58-2598-1-00-0-0	8 December 2015	Boutique Patong Sai3 Ltd.
2	61-0028-1-00-0-0	8 January 2018	Boutique Chiang Mai Nimman 1 Ltd.
3	61-1485-1-00-0-0	20 December 2018	Boutique Chiang Mai Nimman 2 Ltd.
4	63-0620-1-00-0-0	12 June 2020	Boutique Chiang Mai Nimman 3 Ltd.
5	63-0168-1-00-0-0	5 February 2020	Boutique Kamala 1 Ltd.
6	63-0169-1-00-0-0	5 February 2020	Boutique Kamala 2 Ltd.

Subjected to certain imposed conditions, the privileges included among the others as follows

- (a) Subject to certain imposed conditions, the significant privileges are the rights to employ skilled foreigners to work within the scope of duties approved by the Board of Investment and for the period for which they are permitted to stay in Thailand
- (b) Permission to own land in an amount considered appropriate by the Board of Investment
- (c) Permission to transfer funds in or out of Thailand in foreign currencies.

As a promoted company, the subsidiaries must comply with certain terms and conditions prescribed in the promotional certificates.

30. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic and diluted earnings (loss) per share:

Consolidated financial statements						
		Weighted average				
Loss for the years		number of ordinary shares		Loss per share		
<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	
Basic loss per share						
Loss attributable to equity holders of the Company						
(194,006)	(50,038)	569,835	555,388	<u>(0.3405)</u>	<u>(0.0901)</u>	
Effect of dilutive potential ordinary shares						
BC-W1	-	-	-	-	-	
BC-ESOP-W1	-	-	-	-	-	
Diluted loss per share						
Loss attributable to ordinary shareholders assuming the conversion of warrants to ordinary shares						
<u>(194,006)</u>	<u>(50,038)</u>	<u>569,835</u>	<u>555,388</u>	<u>(0.3405)</u>	<u>(0.0901)</u>	
Separate financial statements						
		Weighted average		Earnings		
Profit for the years		number of ordinary shares		per share		
<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	
Basic earnings per share						
Profit attributable to equity holders of the Company						
171,079	7,099	569,835	555,388	<u>0.3002</u>	<u>0.0128</u>	
Effect of dilutive potential ordinary shares						
BC-W1	-	-	-	-	-	
BC-ESOP-W1	-	-	473	-	-	
Diluted earnings per share						
Profit attributable to ordinary shareholders assuming the conversion of warrants to ordinary shares						
<u>171,079</u>	<u>7,099</u>	<u>569,835</u>	<u>555,861</u>	<u>0.3002</u>	<u>0.0128</u>	

Exercise prices of the Warrant BC-ESOP-W1 was higher than the average market price of the Company's shares for the year ended 31 December 2023. Exercise prices of the Warrant BC-W1 was higher than the average market price of the Company's shares for the year ended 31 December 2022. Therefore, the Company has not assumed conversion of these warrants in the calculation of diluted earnings per share.

No calculation of diluted earnings per share in the consolidated financial statements for the year ended 31 December 2022 were required for the Warrant BC-ESOP-W1 since the effect of diluted per share is antidilutive.

The offering price under "BC-ESOP 2023" and "BC-ESOP 2022" program to be based on market price in accordance with the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Share with Discount. Therefore, there has no effect of dilutive potential ordinary shares.

31. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services and have three reportable segments as follows:

Segment 1 Hotel business and serviced apartment

Segment 2 Community mall and office building

Segment 3 Management services and others

No operating segments have been aggregated to form the above reportable operating segments.

The Group is managed and operates principally in Thailand. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

For the years 2023 and 2022, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

The following tables present revenue and profit (loss) and total assets / total liabilities information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Thousand Baht)

	Hotel business and serviced apartment		Community mall and office building		Management services and others		Elimination		Total	
For the years ended 31 December	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
External revenue	314,388	471,024	54,032	39,914	30,407	27,245	-	-	398,827	538,183
Inter-segment revenue	59	58	4,648	-	308,794	273,343	(313,501)	(273,401)	-	-
Total segment revenue	<u>314,447</u>	<u>471,082</u>	<u>58,680</u>	<u>39,914</u>	<u>339,201</u>	<u>300,588</u>	<u>(313,501)</u>	<u>(273,401)</u>	<u>398,827</u>	<u>538,183</u>
Timing of revenue recognition										
At a point in time	5,030	295,121	-	-	-	445	-	-	5,030	295,566
Over time	309,358	175,903	54,032	39,914	30,407	26,800	-	-	393,797	242,617
Total external revenue	<u>314,388</u>	<u>471,024</u>	<u>54,032</u>	<u>39,914</u>	<u>30,407</u>	<u>27,245</u>	<u>-</u>	<u>-</u>	<u>398,827</u>	<u>538,183</u>
Segment profit (loss)	<u>206,381</u>	<u>397,011</u>	<u>41,390</u>	<u>30,839</u>	<u>13,065</u>	<u>(23,999)</u>	<u>-</u>	<u>39,653</u>	<u>260,836</u>	<u>443,504</u>
Other income									9,847	11,867
Finance income									5,655	3,557
Finance cost									(178,016)	(140,937)
Depreciation and amortisation									(71,692)	(66,223)
Distribution costs									(43,781)	(24,838)
Administrative expenses									(241,192)	(218,683)
Share of loss from investments in joint ventures and associates									(33,818)	(37,932)
Reversal impairment (loss) on financial assets									156	1,732
Loss before income tax									(292,005)	(27,953)
Tax expenses									(6,901)	(23,408)
Loss for the year									<u>(298,906)</u>	<u>(51,361)</u>

(Unit: Thousand Baht)

	Hotel business and serviced apartment		Community mall and office building		Management services and others		Unallocated		Elimination		Total	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
For the years ended 31 December												
Segment total assets	3,082,957	2,867,650	460,744	402,625	25,555	293,331	296,053	314,825	(14,374)	(14,374)	3,850,935	3,864,057
Investment in associates and joint ventures												
accounted for by the equity method	70,263	51,221	-	-	8,785	12,804	-	-	-	-	79,048	64,025
Additions to non-current assets other than financial instruments, deferred tax assets, net defined benefit assets and rights arising under insurance contracts	424,429	(547,275)	74,349	(8,581)	(51,299)	12,330	-	-	-	-	447,479	(543,526)
Segment total liabilities	2,252,025	2,304,119	452,417	454,486	148,024	143,870	390,900	497,215	-	-	3,243,366	3,399,690

32. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 2 and 5 percent of basic salary. The fund, which is managed by K Master Pooled Registered Provident Fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2023 amounting to approximately Baht 3 million (2022: Baht 4 million) (the Company only: Baht 3 million, 2022: Baht 3 million) were recognised as expenses.

33. Commitments and contingent liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Capital commitments				
Building construction agreements	561,134	454,235	-	-
Land purchase agreements	-	303,365	-	303,365
Guarantees				
Bank guarantees	917	596	-	-
Other commitments				
Short-term lease and low-value asset				
lease commitments	2,731	2,216	1,093	1,260
Service commitments	7,437	6,706	-	-

Land purchase agreement

In January 2023, Boutique Bangkok Sukhumvit 5 Ltd. (a subsidiary) paid for the remaining portion of purchase price for a land in Sukhumvit Soi 5 amounting to Baht 303 million and completed the land ownership transfer. Moreover, this subsidiary entered into a loan agreement of Baht 435 million with a local financial institution and pledged the land as collateral for the loan, bank overdraft, and bank guarantee as described in Note 20.

Land lease agreement

In June 2022, the Company entered into a land lease agreement granting the right to use the land for future development project. The lessor must grant the leasehold rights to the Company within October 2024 as specified in the agreement. The term of the agreement is 30 years, starting within 3 years of the area improvement period, which started on the receipt of the leasehold rights. The agreement can be extended for another 10 years. Under the conditions of the agreement, the Company had to pay a deposit to the lessor on the agreement date. The Company must pay for the rental fee on the date it received the leasehold rights and the start date of the rental period. The rental fee must be paid monthly throughout the agreement period at the rate stipulated in the agreement. In addition, if the agreement is cancelled by the Company before the receipt of leasehold rights, the deposit paid by the Company on the agreement date must be seized. If the lessor fails to grant the leasehold rights as stipulated in the agreement, the Company has the right to receive the full deposit from the lessor.

Subsidiaries

Boutique Prakhanong 3 Ltd.

In 2012, a director of the Company entered into memorandum and land lease agreement with a company ("sub lessor") and paid deposit of Baht 7.7 million. In 2016, the Company's subsidiaries ("sub lessee") received the transferred of said right from the said director with compensation charge of transfer right to the sub lessor amounting to Baht 77 million. Under the policy of financial institution as the lender, the transfer of leasehold right should be made with the landlord.

In September 2016, landlord, the director of the Company and Boutique Prakhanong 1 Ltd., Boutique Prakhanong 2 Ltd., and Boutique Prakhanong 3 Ltd. have entered into memorandum and land lease agreement for a period of 3 years, starting from 15 September 2016 to 14 September 2019 (Boutique Prakhanong 1 Ltd., Boutique Prakhanong 2 Ltd. and Boutique Prakhanong 3 of Baht 1,000/month) and for a period of 30 years starting from 15 September 2019 to 14 September 2049 (totalling Baht 1,355 million) and right to extend 5 years. At the end of the lease term, the building on land will transfer to the owner of the land.

In July 2017, Boutique Prakhanong 3 Ltd., has entered into a memorandum to pay monthly additional remuneration to landlord, start from the subsidiary lease or provide service on the land to third parties until three years after lease agreement with landlord is effective or the lease or service provided to third parties have ended, whichever is earlier. The monthly additional remuneration amounting to Baht 0.08 million.

On 27 June 2019, the Group sold all ordinary shares of Boutique Prakhanong 1 Ltd. and Boutique Prakhanong 2 Ltd. As at 31 December 2023, the Group only had a land lease agreement of Boutique Prakhanong 3 Ltd.

Boutique Charoenkrung Ltd.

In March 2021, Boutique Charoenkrung Ltd. has entered into memorandum and land lease agreement with a lessor. The lessor will handover leased premise and right to ownership on 1 April 2021 for renovation. The compensation charge of transfer right to the lessor will be paid Baht 1.35 million on 1 April 2021 and on 1 April 2023. Land lease agreement has term of 30 years starting from 1 April 2023 to 31 March 2053 totaling Baht 64.30 million and right to extend 5 years. At the end of the lease term, the building on leased land will transfer to the lessor unless the lessor notify at least 1 year in advance before the termination of agreement to refuse the transfer of ownership in such building.

Hotel Management Agreement

Subsidiaries

Boutique Serviced Apartments Ltd.

In January 2005, a subsidiary entered into a management agreement with Oakwood Management Services (Thailand) Company Limited, whereby this company will provide assistance in managing the subsidiary's serviced apartment. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The subsidiary is to pay various fees at a percentage of gross revenues and / or net operating profits of the project, as stated in the agreement.

In January 2005, a subsidiary entered into a license agreement with Oakwood Asia Pacific Ltd. permitting it to use "Oakwood" brand and logo. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. A fee is charged at a percentage of gross revenues.

Boutique Chiang Mai Nimman 1 Ltd.

In August 2018, a subsidiary entered into a management agreement with AAPC (Thailand) Limited, whereby this company will provide assistance in managing the subsidiary's hotel. The fifteen-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The subsidiary is to pay various fees at a percentage of gross revenues and / or as stated in the agreement.

Boutique Kamala 1 Ltd.

In December 2018, a subsidiary entered into a management agreement with MH&R MAN (Thailand) Limited, whereby this company will provide assistance in managing the subsidiary's hotel. The fifteen-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The subsidiary is to pay various fees at a percentage of gross revenues and / or as stated in the agreement.

Boutique Patong Sai3 Ltd.

In October 2018, the Company entered into a management agreement with Oakwood Management Services (Thailand) Company Limited, whereby this company will provide assistance in managing the subsidiary's hotel and permitting it to use "Oakwood" brand and logo. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The Company is to pay various fees at a percentage of gross revenues of the project, as stated in the agreement.

In February 2019, the Company and a subsidiary entered into an addendum to agreement with Oakwood Management Services (Thailand) Company Limited to obtain assistance in managing the subsidiary's hotel and permitting them to use "Oakwood" brand and logo under conditions stated in the main agreement.

In December 2023, the Company and a subsidiary entered into "Settlement Agreement" with Oakwood Management Services (Thailand) Company Limited to terminate the management agreement of hotel in Phuket. The hotel's brand were subsequently changed to "Journeyhub" which is the Company's own brand.

Boutique Mid Tier 2 Ltd.

In October 2018, the Company entered into a management agreement with Oakwood Management Services (Thailand) Company Limited, whereby this company will provide assistance in managing the subsidiary's hotel and permitting it to use "Oakwood" brand and logo. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The Company is to pay various fees at a percentage of gross revenues of the project, as stated in the agreement.

In February 2019, the Company and a subsidiary entered into an addendum to agreement with Oakwood Management Services (Thailand) Company Limited to obtain assistance in managing the subsidiary's hotel and permitting them to use "Oakwood" brand and logo under conditions stated in the main agreement.

In December 2023, the Company and a subsidiary entered into "Settlement Agreement" with Oakwood Management Services (Thailand) Company Limited to terminate the management agreement of hotel in Pattaya. The hotel's brand were subsequently changed to "Journeyhub" which is the Company's own brand.

Boutique Chiang Mai Nimman 2 Ltd.

In December 2022, the Company entered into a management agreement with AAPC (Thailand) Limited, whereby this company will provide assistance in managing the subsidiary's hotel and permitting it to use "IBIS" brand and logo. The fifteen-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The Company is to pay various fees at a percentage of gross revenues of the project, as stated in the agreement.

Financial support

As stipulated in the loan agreements, the Company and its subsidiaries shall provide financial support to the borrower companies and shall make their best effort to provide financial support to the borrower companies.

As at 31 December 2023 and 2022, details of financial supporter, borrower and outstanding loan are presented below.

(Unit: Thousand Baht)				
Financial supporter	Borrower	Relationship with the Company	2023	2022
The Company and Boutique Group Ltd.	Boutique Boulevard Ltd., Boutique Land Ltd. and Boutique Realty Ltd.	Joint ventures	416,777	442,547
Boutique Patong Sai3 Holdings Ltd.	Boutique Patong Sai3 Ltd.	Subsidiary	320,586	319,783
Boutique PKNS Ltd.	Boutique Prakhanong 3 Ltd.	Subsidiary	173,339	193,739
Boutique Bangkok Sukhumvit 16-2 Holdings Ltd.	Boutique Bangkok Sukhumvit 16-2 Ltd.	Subsidiary	127,428	124,060
Boutique Kamala Holdings Ltd.	Boutique Kamala 1 Ltd.	Subsidiary	38,300	44,300
The Company	Boutique Serviced Apartments Ltd.	Subsidiary	5	33,000
Boutique Bangkok Sukhumvit 5 Holdings Ltd.	Boutique Bangkok Sukhumvit 5 Ltd.	Subsidiary	208,725	-
Boutique Charoenkrung Holdings Ltd.	Boutique Charoenkrung Ltd.	Subsidiary	31,056	-
Total contingent liabilities arising from financial support			1,316,216	1,157,429

Agreement to sell investments in subsidiaries

Oakwood Studio Sukhumvit Bangkok

Boutique Overseas Holdings 5 Limited (“Seller”) has contingent liabilities under an agreement to sell investments in subsidiaries. These include contingent liabilities if the Seller were to breach conditions as stipulated in the agreement, such as its warranties and representation concerning information of the disposed subsidiaries. In such a case, the aggregate liability of the Seller shall not exceed 20 percent the purchase price and the Purchaser was to provide the Seller with written notice of the claims within 23 November 2024 (within 2 years following the closing date) for any claim other than claims in respect of tax liabilities and within 23 November 2027 (within 5 years following the closing date) for any claim relating to tax liabilities.

In addition, according to the Sale and Purchase Agreement (SPA), the Seller and the Purchaser agree that the purchase price is subject to post-closing adjustments as to be conducted and calculated by the Seller, with the coordination and review by the Purchaser.

During the year, the Group recognised gain on post-closing adjustments from sale of investment of Baht 5 million in the consolidated statement of comprehensive income.

As at 31 December 2023, the Seller (a subsidiary) has not received written notice of any claim from the Purchaser.

Agreement to sell investment in joint venture

Citadines Bangkok Sukhumvit 23 project

Mid Tier Holding Mauritius Ltd. (“Seller”) and Boutique International Holdings Ltd. (“Guarantor”) have contingent liabilities under an agreement to sell investment in joint venture. This includes liabilities that may arise if the Seller breaches conditions set forth in the agreement, such as its warranties and representation concerning the target company. In such event, the Seller’s total liability shall not exceed the purchase price and the purchaser must provide written notice by 23 November 2026 (within 5 years from the closing date) for any claim other than claims in respect of tax obligations and within 23 November 2024 (within 3 years from the closing date) for any claim related to tax obligations.

As of 31 December 2023, the seller and the guarantor (the Company’s subsidiaries) have not received a written notice of such liabilities from the purchaser.

Guarantees

As at 31 December 2023, the Group has outstanding bank guarantees to guarantee electricity.

34. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

Consolidated financial statements				
As at 31 December 2023				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Land	-	-	1,628,880	1,628,880
Derivatives				
Foreign exchange forward contracts	-	2,163	-	2,163
Assets for which fair value are disclosed				
Investment properties	-	-	500,000	500,000

(Unit: Thousand Baht)

Consolidated financial statements				
As at 31 December 2022				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Land	-	-	1,221,610	1,221,610
Liabilities measured at fair value				
Derivatives				
Foreign exchange forward contracts	-	201	-	201
Assets for which fair value are disclosed				
Investment properties	-	-	500,000	500,000

(Unit: Thousand Baht)

Separate financial statements				
As at 31 December 2023				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Derivatives				
Foreign exchange forward contracts	-	2,163	-	2,163

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
Liabilities measured at fair value				
Derivatives				
Foreign exchange forward contracts	-	201	-	201

During the year, the Group has no changes in the methods and the assumptions used to estimate the fair value of financial instruments and there were no transfers between the levels of the fair value hierarchy.

35. Financial Instruments

35.1 Derivatives

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	<u>2023</u>	<u>2022</u>
Derivative assets		
Derivatives assets not designated as hedging instruments		
Foreign exchange forward contracts	2,163	-
Total derivative assets	<u>2,163</u>	<u>-</u>
Derivative liabilities		
Derivatives liabilities not designated as hedging instruments		
Foreign exchange forward contracts	-	201
Total derivative liabilities	<u>-</u>	<u>201</u>

Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from 3 months to 12 months.

35.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans to and interest receivables to related parties, investments, trade and other payables, finance leases, short-term and long-term loans. The financial risks associated with these financial instruments and how the Group are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, deposits with banks and financial institutions and other financial instruments. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

Trade and other receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. The Group limits its exposure to credit risk from trade accounts receivable by establishing a maximum payment period of 3 months and outstanding trade accounts receivable are regularly monitored by the Group.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

Loans and interest receivables to related parties

The Group monitors changes in credit risk by tracking published external credit ratings. To determine whether published ratings remain up to date and to assess whether there has been a significant increase in credit risk at the reporting date that has not been reflected in published ratings.

Cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. The approval is set to mitigate financial loss that might occur in the future.

Financial struments

The credit risk on financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are two types of market risk comprising foreign currency risk and interest rate risk. The Group enters into a variety of derivatives to manage its risk exposure, including:

Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its trading transactions and loans that are denominated in foreign currencies. Mostly the Group seeks to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2023 and 2022, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Consolidated financial statements						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	95	197	3,000	3,000	34.2233	34.5624

Separate financial statements						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	-	-	3,000	3,000	34.3876	34.7335

Foreign currency sensitivity

The following tables demonstrate the sensitivity of the Group's profit before tax to a reasonably possible change in US dollar exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives as at 31 December 2023 and 2022. The Group's exposure to foreign currency changes for all other currencies is not material.

Consolidated financial statements				
Currency	2023		2022	
	Change in	Effect on profit	Change in	Effect on profit
	FX rate	before tax	FX rate	before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
US dollar	+ 1.00	(999)	+ 1.00	(974)
	- 1.00	999	- 1.00	974

Separate financial statements				
Currency	2023		2022	
	Change in	Effect on profit	Change in	Effect on profit
	FX rate	before tax	FX rate	before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
US dollar	+ 1.00	(1,032)	+ 1.00	(1,042)
	- 1.00	1,032	- 1.00	1,042

This information is not a forecast or prediction of future market conditions and should be used with care.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its long-term loans to related parties and long-term loans from financial institutions, related party and other parties. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

The Group manages its interest rate risk by maintain a proper debt to equity ratio.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements	Fixed interest rates						Floating		Non- interest		Total		Effective
	Within 1 year		1-5 years		Over 5 years		interest rate		bearing				Interest rate
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	(percent per annum)
Financial assets													
Cash and cash equivalent	-	-	-	-	-	-	68	556	1	1	69	557	Note 7
Trade and other receivables	-	-	-	-	-	-	-	-	63	65	63	65	-
Deposits pledged as collateral	-	-	-	-	-	-	4	4	-	-	4	4	0.95
Long-term loans to related parties	-	-	-	-	-	-	53	51	-	-	53	51	Note 6
Interest receivables from related parties	-	-	-	-	-	-	-	-	18	8	18	8	-
	-	-	-	-	-	-	125	611	82	74	207	685	
Financial liabilities													
Bank overdrafts and short-term loans													
from financial institutions	-	-	-	-	-	-	134	117	-	-	134	117	Note 17
Short-term loan from other party	18	-	-	-	-	-	-	-	-	-	18	-	12.5
Trade and other payables	-	-	-	-	-	-	-	-	130	233	130	233	-
Construction payables	-	-	-	-	-	-	-	-	38	28	38	28	-
Long-term loans from financial institutions	802	810	-	-	-	-	1,134	941	-	-	1,936	1,751	Note 20
Interest payable from financial institutions	-	-	-	-	-	-	-	-	177	133	177	133	-
Long-term loans from other parties	-	-	146	135	-	-	255	421	-	-	401	556	5.00, 8.50, 15.00, MLR minus fixed rate
Interest payable to other parties	-	-	-	-	-	-	-	-	60	157	60	157	-
Lease liabilities	7	7	2	11	177	173	-	-	-	-	186	191	4.78 - 12.49
	<u>827</u>	<u>817</u>	<u>148</u>	<u>146</u>	<u>177</u>	<u>173</u>	<u>1,523</u>	<u>1,479</u>	<u>405</u>	<u>551</u>	<u>3,080</u>	<u>3,166</u>	

(Unit: Million Baht)

Separate financial statements	Fixed interest rates						Floating		Non- interest		Total		Effective
	Within 1 year		1-5 years		Over 5 years		interest rate		bearing				interest rate
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	(percent per annum)
Financial assets													
Cash and cash equivalent	-	-	-	-	-	-	1	10	-	-	1	10	Note 7
Trade and other receivables	-	-	-	-	-	-	-	-	101	124	101	124	-
Deposits pledged as collateral	-	-	-	-	-	-	3	3	-	-	3	3	0.95
Long-term loans to related parties	-	-	-	-	-	-	181	537	-	-	181	537	Note 6
Interest receivables from related parties	-	-	-	-	-	-	-	-	30	140	30	140	-
	-	-	-	-	-	-	185	550	131	264	316	814	
Financial liabilities													
Bank overdrafts and short-term loans													
from financial institutions	-	-	-	-	-	-	39	27	-	-	39	27	Note 17
Short-term loan from other party	18	-	-	-	-	-	-	-	-	-	18	-	12.5
Trade and other payables	-	-	-	-	-	-	-	-	29	29	29	29	-
Loans from related parties	-	-	-	-	-	-	204	199	-	-	204	199	Note 6
Interest payable to related parties	-	-	-	-	-	-	-	-	26	20	26	20	-
Long-term loans from other parties	-	-	103	104	-	-	-	-	-	-	103	104	8.50
Interest payable to other parties	-	-	-	-	-	-	-	-	-	2	-	2	-
Lease liabilities	4	5	2	7	-	-	-	-	-	-	6	12	4.78 - 12.49
	22	5	105	111	-	-	243	226	55	51	425	393	

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to and loans from affected as at 31 December 2023 and 2022.

Consolidated financial statements			
2023		2022	
Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
(%)	(Thousand Baht)	(%)	(Thousand Baht)
+ 1.00	(14,292)	+ 1.00	(14,278)
- 1.00	14,292	- 1.00	14,278

Separate financial statements			
2023		2022	
Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
(%)	(Thousand Baht)	(%)	(Thousand Baht)
+ 1.00	(627)	+ 1.00	3,104
- 1.00	627	- 1.00	(3,104)

The above analysis has been prepared assuming that the amounts of the floating rate loans to and loans from and all other variables remain constant over one year. Moreover, the floating legs of these loans to and loans from are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

Liquidity risk

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from financial institutions	-	134,411	-	-	134,411
Short-term loan from other party	-	18,000	-	-	18,000
Trade and other payables	-	130,485	-	-	130,485
Construction payables	-	38,138	-	-	38,138
Long-term loans from financial institutions	-	67,008	914,320	987,348	1,968,676
Interest payables to financial institution	-	17,372	159,226	-	176,598
Long-term loans from other parties	-	-	358,604	-	358,604
Interest payables to other parties	-	-	60,056	-	60,056
Lease liabilities	-	12,638	32,285	356,524	401,447
Total	-	418,052	1,524,491	1,343,872	3,286,415

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from financial institutions	-	116,619	-	-	116,619
Trade and other payables	-	232,955	-	-	232,955
Construction payables	-	28,407	-	-	28,407
Long-term loans from financial institutions	-	75,000	841,596	850,895	1,767,491
Interest payables to financial institution	-	10,395	122,171	-	132,566
Long-term loans from other parties	-	-	556,275	-	556,275
Interest payables to other parties	-	2,324	154,689	-	157,013
Lease liabilities	-	8,177	40,992	364,666	413,835
Total	-	473,877	1,715,723	1,215,561	3,405,161

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from financial institutions	-	39,135	-	-	39,135
Short-term loan from related party	-	101,400	-	-	101,400
Short-term loan from other party	-	18,000	-	-	18,000
Trade and other payables	-	29,169	-	-	29,169
Long-term loans from related parties	-	-	102,906	-	102,906
Long-term loans from other parties	-	-	103,163	-	103,163
Interest payables to related party	-	8,296	17,740	-	26,036
Lease liabilities	-	4,475	1,625	-	6,100
Total	-	200,475	225,434	-	425,909

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from financial institutions	-	27,200	-	-	27,200
Short-term loan from related party	-	101,700	-	-	101,700
Trade and other payables	-	29,004	-	-	29,004
Long-term loan from related party	-	-	97,706	-	97,706
Long-term loans from other parties	-	-	104,201	-	104,201
Interest payables to related party	-	7,640	12,099	-	19,739
Interest payable to other parties	-	2,324	-	-	2,324
Lease liabilities	-	5,660	7,742	-	13,402
Total	-	173,528	221,748	-	395,276

36. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value and it meets financial covenants attached to the loan agreements. The Group has complied with these covenants throughout the reporting periods.

As at 31 December 2023, the Group's debt-to-equity ratio was 5.3:1 (2022: 7.3:1) (the Company 0.5:1, 2022: 0.5:1).

37. Other information

On 18 November 2022, the Extraordinary General Meeting of Shareholders of the Company passed a resolution to issuance and offering of debentures in the amount of not exceeding Baht 500 million both domestically and internationally.

38. Events after the reporting period

38.1 In January 2024, Patong Hotel Pte., Ltd. a subsidiary incorporated in Republic of Singapore, had registered the completion of liquidation process.

38.2 On 23 February 2024, the Board of Director's meeting approved to propose to the Company's Annual General Meeting of Shareholders for approval the following resolutions:

- a) Approved the reduction of the Company's registered share capital of Baht 295.0 million by cancelling of 295.0 million unissued shares with a par value of Baht 1 per share from the existing registered capital of Baht 869.1 million to be Baht 574.1 million.
- b) Approved to increase of the Company's registered share capital by Baht 248.2 million from the existing registered capital of Baht 574.1 million to be Baht 822.3 million by issuing 248.2 million newly ordinary shares with a par value of Baht 1 per share.
- c) Approved the allocation of not exceeding 248.2 million newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the below transactions:
 - 1) To allocate not exceeding 20.0 million newly ordinary shares with a par value of Baht 1 per share, to the directors, executives and employees of the Company and/ or the subsidiaries under BC-ESOP 2024 program.
 - 2) To allocate not exceeding 57.0 million newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the exercise of the warrants to purchase the newly issued ordinary shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 2 (BC-W2); and

- 3) To allocate not exceeding 171.1 million newly issued ordinary shares, with a par value of 1 Baht per share in accordance with the capital increase through a general mandate as follows:
 - 3.1) To allocate not exceeding 20% of the paid-up capital of the Company or 114.1 million newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis.
 - 3.2) To allocate not exceeding 10% of the paid-up capital of the Company or 57.0 million newly issued ordinary shares to specific persons (Private Placement).

39. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2024.