

Siam Wellness Group Public Company Limited
and its subsidiaries
Report and consolidated financial statements
31 December 2023

Independent Auditor's Report

To the Shareholders of Siam Wellness Group Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Siam Wellness Group 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 Siam Wellness Group 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 Siam Wellness Group Public Company Limited and its subsidiaries and of Siam Wellness Group 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 Matter

Key audit matter is the matter that, in my professional judgement, was of most significance in my audit of the financial statements of the current period. This matter was 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 this matter.

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 this matter. 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 matter below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

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

Revenue from Services

The revenue from services related to spa business of the Company is the main revenue of the Group, representing 89% of the Group's total revenues for the year 2023. Such revenue is derived from provision of services to a large number of individual customers through a variety of sales channels and many spa branches for the spa business. Therefore, I addressed the occurrence and accuracy of the revenue from services as a key audit matter.

I have examined the revenue recognition of the Company by

- Assessing and testing the Company's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting samples to test the operation of the designed controls and assess whether revenue recognition was consistent with the conditions, and whether it was in compliance with the Company's policy.
- On a sampling basis, examining supporting documents for actual service transactions occurring during the year and near the end of the accounting period.
- Reviewing credit notes that the Company issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in revenue from services transactions throughout the period.

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 matter communicated with those charged with governance, I determine that matter that was of most significance in the audit of the financial statements of the current period and is therefore the key audit matter. I describe this matter 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.

Wilaiporn Chaowiwatkul

Wilaiporn Chaowiwatkul

Certified Public Accountant (Thailand) No. 9309

EY Office Limited

Bangkok: 23 February 2024

Siam Wellness Group Public Company Limited and its subsidiaries

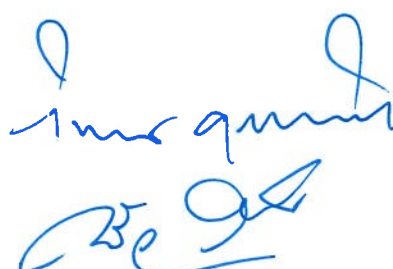
Statement of financial position

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Assets					
Current assets					
Cash and cash equivalents	7	252,305,278	184,902,914	189,425,600	146,321,833
Trade and other receivables	6, 8	29,579,640	30,153,013	27,107,947	30,968,844
Lease receivables - current portion	6	54,999	-	296,973	347,286
Share return receivables - current portion	9	26,295,087	8,944,794	26,295,087	8,944,794
Inventories	10	43,076,167	37,793,860	34,704,854	30,487,270
Other current assets		12,083,538	9,936,550	11,029,696	7,773,398
Total current assets		363,394,709	271,731,131	288,860,157	224,843,425
Non-current assets					
Lease receivables - net of current portion	6	178,607	-	21,563,883	22,507,677
Share return receivables - net of current portion	9	8,526,572	31,089,341	8,526,572	31,089,341
Investments in subsidiaries	11	-	-	101,705,464	101,705,464
Investment in joint venture	12	4,196,474	424,019	-	-
Property, plant and equipment	13	953,805,712	1,030,820,443	890,466,262	959,458,415
Right-of-use assets	18	470,936,895	970,788,019	452,013,749	947,267,794
Goodwill	14	24,535,709	24,535,709	20,340,000	20,340,000
Intangible assets	15	5,625,711	7,244,019	5,504,386	7,185,378
Deferred tax assets	23	46,522,967	905,097	43,247,764	-
Deposits		80,916,415	75,983,873	79,848,220	74,927,112
Advance payment for purchase of assets		10,998,338	2,987,923	10,998,338	2,987,923
Other non-current assets		3,379,907	2,593,272	3,319,963	2,482,496
Total non-current assets		1,609,623,307	2,147,371,715	1,637,534,601	2,169,951,600
Total assets		1,973,018,016	2,419,102,846	1,926,394,758	2,394,795,025

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



Siam Wellness Group Public Company Limited and its subsidiaries

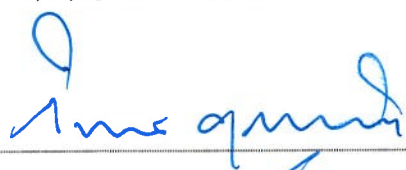
Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	6, 16	123,699,025	94,139,856	133,176,711	113,847,325
Current portion of long-term loans	17	42,744,000	169,918,000	40,008,000	159,180,000
Current portion of lease liabilities	6, 18	142,926,103	179,702,490	141,361,068	176,681,109
Income tax payable		458,592	1,764,971	-	-
Advance received - current portion	25	55,901,627	57,193,992	54,615,992	55,056,675
Other current liabilities		9,822,316	7,409,498	8,445,113	6,339,478
Total current liabilities		375,551,663	510,128,807	377,606,884	511,104,587
Non-current liabilities					
Long term loans - net of current portion	17	70,952,000	441,717,301	66,656,000	408,305,301
Long-term loans from related parties	6	200,000,000	-	200,000,000	28,000,000
Lease liabilities - net of current portion	6, 18	400,793,202	863,745,239	400,710,176	862,202,332
Advance received - net of current portion	25	-	970,923	-	970,923
Provision for long-term employee benefits	19	5,009,518	5,512,935	4,203,197	4,436,375
Deferred tax liabilities	23	-	10,869,892	-	10,869,892
Other non-current liabilities		19,573,072	17,157,415	18,440,387	16,211,792
Total non-current liabilities		696,327,792	1,339,973,705	690,009,760	1,330,996,615
Total liabilities		1,071,879,455	1,850,102,512	1,067,616,644	1,842,101,202
Shareholders' equity					
Share capital					
Registered					
855,000,000 ordinary shares of Baht 0.25 each		213,750,000	213,750,000	213,750,000	213,750,000
Issued and paid-up					
854,999,928 ordinary shares of Baht 0.25 each		213,749,982	213,749,982	213,749,982	213,749,982
Share premium		278,905,854	278,905,854	278,905,854	278,905,854
Discount on business combination under common control		(46,226,479)	(46,226,479)	-	-
Retained earnings					
Appropriated - statutory reserve	20	21,374,998	14,250,000	21,374,998	14,250,000
Unappropriated		307,949,550	(17,060,494)	219,369,380	(79,589,913)
Other components of shareholders' equity		125,377,900	125,377,900	125,377,900	125,377,900
Equity attributable to shareholders' of the Company		901,131,805	568,996,763	858,778,114	552,693,823
Non-controlling interests of the subsidiaries		6,756	3,571	-	-
Total shareholders' equity		901,138,561	569,000,334	858,778,114	552,693,823
Total liabilities and shareholders' equity		1,973,018,016	2,419,102,846	1,926,394,758	2,394,795,025

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




Directors

Slam Wellness Group Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Profit or loss:					
Revenues					
Revenue from services	25	1,350,244,222	613,458,987	1,317,460,309	600,383,773
Revenue from sales	25	95,884,983	97,823,132	44,759,997	31,537,189
Interest income		2,097,141	1,569,419	4,680,351	2,208,238
Other income		25,063,328	8,514,640	30,396,149	12,016,367
Total revenues		1,473,289,674	721,366,178	1,397,296,806	646,145,567
Expenses					
Cost of services		943,779,005	573,701,867	955,530,806	567,352,287
Cost of sales		66,279,412	57,130,040	28,057,532	22,548,232
Selling and distribution expenses		48,342,159	35,006,305	37,939,245	25,744,823
Administrative expenses		90,348,691	92,153,473	77,823,826	81,354,787
Total expenses		1,148,749,267	757,991,685	1,099,351,409	697,000,129
Profit (loss) from operating activities		324,540,407	(36,625,507)	297,945,397	(50,854,562)
Share of loss from investment in joint venture	12	(1,327,545)	(85,981)	-	-
Finance cost	21	(46,115,500)	(50,351,098)	(45,978,762)	(49,490,281)
Profit (loss) before income tax		277,097,362	(87,062,586)	251,966,635	(100,344,843)
Income tax revenue (expense)	23	55,041,445	(966,274)	54,117,656	1,717,877
Profit (loss) for the year		332,138,807	(88,028,860)	306,084,291	(98,626,966)
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain - net of income tax	19, 23	-	3,726,999	-	3,441,809
Changes in revaluation of assets - net of income tax	13, 23	-	34,810,465	-	34,810,465
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		-	38,537,464	-	38,252,274
Total other comprehensive income for the year		-	38,537,464	-	38,252,274
Total comprehensive income for the year		332,138,807	(49,491,396)	306,084,291	(60,374,692)

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

Siam Wellness Group Public Company Limited and its subsidiaries
Statement of comprehensive income (continued)
For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Profit attributable to:					
Equity holders of the Company		332,135,042	(88,029,558)	306,084,291	(98,626,966)
Non-controlling interests of the subsidiaries		3,765	698		
		<u>332,138,807</u>	<u>(88,028,860)</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		332,135,042	(49,492,109)	306,084,291	(60,374,692)
Non-controlling interests of the subsidiaries		3,765	713		
		<u>332,138,807</u>	<u>(49,491,396)</u>		
(Unit: Baht per share)					
Earnings per share					
24					
Basic earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		<u>0.388</u>	<u>(0.103)</u>	<u>0.358</u>	<u>(0.115)</u>

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



Siam Wellness Group 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 shareholders of the Company									
	Other components of shareholders' equity									
	Issued and fully paid-up share capital	Share premium	Discount on business combination under common control	Retained earnings		Surplus on revaluation of assets	Total components of shareholders' equity	Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Appropriated - statutory reserve				Unappropriated						
Balance as at 1 January 2022	213,749,982	278,905,854	(46,226,479)	14,250,000	67,242,080	90,567,435	618,488,872	2,858	618,491,730	
Loss for the year	-	-	-	-	(88,029,558)	-	(88,029,558)	698	(88,028,860)	
Other comprehensive income	-	-	-	-	3,726,984	34,810,465	38,537,449	15	38,537,464	
Total comprehensive income for the year	-	-	-	-	(84,302,574)	34,810,465	(49,492,109)	713	(49,491,396)	
Balance as at 31 December 2022	213,749,982	278,905,854	(46,226,479)	14,250,000	(17,060,494)	125,377,900	568,996,763	3,571	569,000,334	
Balance as at 1 January 2023	213,749,982	278,905,854	(46,226,479)	14,250,000	(17,060,494)	125,377,900	568,996,763	3,571	569,000,334	
Profit for the year	-	-	-	-	332,135,042	-	332,135,042	3,765	332,138,807	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	332,135,042	-	332,135,042	3,765	332,138,807	
Appropriation of retained earnings to statutory reserve (Note 20)	-	-	-	7,124,998	(7,124,998)	-	-	-	-	
Subsidiaries paid dividend to non-controlling	-	-	-	-	-	-	-	(580)	(580)	
Balance as at 31 December 2023	213,749,982	278,905,854	(46,226,479)	21,374,998	307,949,550	125,377,900	901,131,805	6,756	901,138,561	

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

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Siam Wellness Group 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									
	Other components of shareholders' equity									
	Other comprehensive									
	income									
	Issued and fully paid-up share capital	Share premium	Appropriated - statutory reserve	Retained earnings	Surplus on revaluation of assets	Other components of shareholders' equity	Total	Other components of shareholders' equity	Total	shareholders' equity
Balance as at 1 January 2022	213,749,982	278,905,854	14,250,000	15,595,244	90,567,435	90,567,435	34,810,465	34,810,465	125,377,900	613,068,515
Loss for the year	-	-	-	(98,626,966)	-	-	-	-	-	(98,626,966)
Other comprehensive income	-	-	-	3,441,809	34,810,465	34,810,465	34,810,465	34,810,465	34,810,465	38,252,274
Total comprehensive income for the year	-	-	-	(95,185,157)	34,810,465	34,810,465	34,810,465	34,810,465	34,810,465	(60,374,692)
Balance as at 31 December 2022	213,749,982	278,905,854	14,250,000	(79,589,913)	125,377,900	125,377,900	125,377,900	125,377,900	125,377,900	552,693,823
Balance as at 1 January 2023	213,749,982	278,905,854	14,250,000	(79,589,913)	125,377,900	125,377,900	125,377,900	125,377,900	125,377,900	552,693,823
Profit for the year	-	-	-	306,084,291	-	-	-	-	-	306,084,291
Other comprehensive income	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	306,084,291	-	-	-	-	-	306,084,291
Appropriation of retained earnings to statutory reserve (Note 20)	-	-	7,124,998	(7,124,998)	-	-	-	-	-	-
Balance as at 31 December 2023	213,749,982	278,905,854	21,374,998	219,369,380	125,377,900	125,377,900	125,377,900	125,377,900	125,377,900	858,778,114

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



Slam Wellness Group Public Company Limited and its subsidiaries

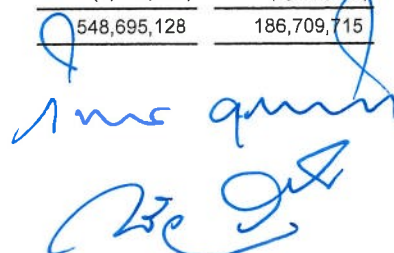
Statement of cash flows

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Profit (loss) before tax	277,097,362	(87,062,586)	251,966,635	(100,344,843)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	275,988,116	311,686,850	262,068,288	298,623,113
Unrealised loss on the change in fair value of share return receivables	212,476	1,355,373	212,476	1,355,373
Unrealised gain on the change in fair value of trading securities	(53)	(13)	(14)	(3)
Share of loss from investment in joint venture	1,327,545	85,981	-	-
Reversal of expected credit losses	(898,709)	(388,532)	(853,837)	(97,579)
Reduction of inventories to net realisable value (reversal)	416,346	(5,802,264)	(30,316)	(5,843,141)
Gain on disposal of property, plant and equipment	(1,052,722)	(22,869)	(983,483)	(19,212)
Loss on write-off of property, plant and equipment, right-of-use assets and intangible assets	3,741,708	9,650,753	3,725,906	9,648,823
Impairment of property, plant and equipment and right-of-use assets (reversal)	3,592,270	(4,651,409)	3,592,270	(4,651,409)
Gain on lease agreements cancellation	(18,001,866)	(1,721,686)	(18,001,866)	(1,721,686)
Loss (gain) from sublease agreement, net	(107,261)	-	127,755	-
Gain from rental discount - lease liabilities	(9,086,113)	(79,425,466)	(9,086,113)	(77,912,735)
Gain from rental discount - interest expenses	(1,359,461)	(10,934,328)	(1,359,461)	(10,401,990)
Loss from rental discount given to the lessees	-	-	-	222,946
Long-term employee benefit expenses	709,005	1,416,005	578,812	1,240,755
Write-off of withholding taxes deducted at source	609,756	393,116	609,756	327,251
Dividend income	-	-	(3,732,194)	-
Interest income	(2,086,233)	(1,534,621)	(4,669,524)	(2,177,883)
Interest expenses	46,115,500	50,351,098	45,978,762	49,490,281
Profit from operating activities before changes in operating assets and liabilities	577,217,666	183,395,402	530,143,852	157,738,061
Decrease (increase) in operating assets				
Trade and other receivables	1,472,083	(14,504,572)	4,714,735	(18,388,089)
Inventories	(5,698,653)	(4,179,186)	(4,187,268)	(1,623,867)
Other current assets	123,522	(756,789)	(1,110,067)	(148,218)
Deposit	(6,003,763)	(2,702,778)	(6,003,763)	(2,257,778)
Other non-current assets	(957,586)	3,278,884	(990,490)	3,269,226
Increase (decrease) in operating liabilities				
Trade and other payables	30,429,813	51,054,149	20,252,929	57,691,425
Advance received	(2,263,288)	7,035,886	(1,411,607)	5,862,864
Other current liabilities	2,412,818	5,629,249	2,105,635	5,205,579
Other non-current liabilities	2,006,422	201,048	1,831,132	70,017
Provision for long-term employee benefits	(1,212,422)	(1,201,338)	(811,990)	(1,201,338)
Cash flows from operating activities	597,526,612	227,249,955	544,533,098	206,217,882
Cash paid for interest expenses	(43,992,647)	(38,903,440)	(43,897,238)	(38,453,973)
Cash paid for income tax	(4,838,837)	(1,636,800)	(1,938,947)	(609,757)
Net cash flows from operating activities	548,695,128	186,709,715	498,696,913	167,154,152

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



Siam Wellness Group Public Company Limited and its subsidiaries
Statement of cash flows (continued)
For the year ended 31 December 2023

(Unit: Baht)

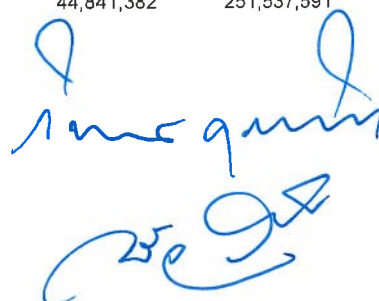
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from investing activities				
Cash paid for investing in joint venture	(5,100,000)	(510,000)	-	-
Cash paid for acquisition and paid in advance for acquisition of property, plant and equipment	(59,578,210)	(116,913,783)	(57,830,262)	(106,382,414)
Cash paid for acquisition of intangible assets	(245,649)	(1,318,414)	(149,399)	(1,318,414)
Cash received from lease receivables	52,911	-	400,197	70,493
Proceed from disposal of property, plant and equipment	1,165,010	27,290	1,101,722	23,551
Cash received from share return receivables	5,000,000	-	5,000,000	-
Cash received from dividend from investment in subsidiaries	-	-	3,732,194	-
Cash received from interest income	980,930	133,194	3,578,476	789,737
Net cash flows used in investing activities	(57,725,008)	(118,581,713)	(44,167,072)	(106,817,047)
Cash flows from financing activities				
Repayment in liabilities under financial lease agreements	(125,627,875)	(83,079,269)	(122,604,773)	(81,644,133)
Cash received from long-term loans from financial institution	130,000,000	90,000,000	130,000,000	90,000,000
Cash received from long-term loans from related parties	200,000,000	-	200,000,000	-
Cash paid for repayment of long-term loan from financial institution	(627,939,301)	-	(590,821,301)	-
Cash paid for repayment of long-term loan from related parties	-	-	(28,000,000)	(2,000,000)
Cash paid for Dividend	(580)	-	-	-
Net cash flows from (used in) financing activities	(423,567,756)	6,920,731	(411,426,074)	6,355,867
Net increase in cash and cash equivalents	67,402,364	75,048,733	43,103,767	66,692,972
Cash and cash equivalents at beginning of year	184,902,914	109,854,181	146,321,833	79,628,861
Cash and cash equivalents at end of year	252,305,278	184,902,914	189,425,600	146,321,833

Supplemental cash flows information

Non-cash transactions

Decrease (increase) in liabilities from acquisition of property, plant and equipment	870,644	(6,046,552)	923,543	(5,809,716)
Increase in provision for dismantling, removing and restoring of leasehold improvements	329,449	330,158	317,677	319,606
Increase in surplus on revaluation of lands	-	43,513,081	-	43,513,081
Actuarial gain	-	4,652,500	-	4,302,262
Decrease in non-current assets classified as held for sale due to reclassification	-	32,294,702	-	32,294,702
Decrease in right-of-use assets from the effect of changes from agreements	15,628,027	24,772,048	15,628,027	21,716,813
Decrease in right-of-use assets from the effect of changes from lease agreements cancellation	376,344,127	17,264,244	376,344,127	17,264,244
Increase in right-of-use assets from new agreements	44,921,168	251,833,826	44,814,293	251,833,826
Decrease in lease liabilities from the effect of changes from lease agreements	15,628,027	24,772,048	15,628,027	24,682,946
Decrease in lease liabilities from the effect of changes from lease agreements cancellation	394,227,792	18,952,522	394,227,792	18,952,522
Increase in lease liabilities from new agreements	44,841,382	251,537,591	44,734,507	251,537,591

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



Siam Wellness Group Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2023

1. General information

1.1 General information of the Company

Siam Wellness Group Public Company Limited (“the Company”) was incorporated as limited company under the laws of Thailand on 28 November 2001. The Company operates in Thailand and principally engages in spa services business. Its registered head office is at No. 565, 567 B.U. Place Building, 22nd Floor, Soi Suthiporn, Pracha-Songkroh Road, Dindang, Dindang, Bangkok. As at 31 December 2023, the Company has a total of 70 branches in Bangkok and upcountry (2022: 68 branches) and 2 foreign branches according to the franchise agreement (2022: 2 foreign branches).

The Company registered in the Stock Exchange of Thailand on 31 October 2014 and its common shares had been approved to be listed in the MAI (MAI: Market of Alternative Investment).

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 Siam Wellness Group Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):


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Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2023 (Percent)	2022 (Percent)
<u>Held by the Company</u>				
Siam Wellness Resort Co., Ltd.	Hotel and restaurant operations	Thailand	99.99	99.99
Siam Wellness Lab Co., Ltd.	Manufacturing and distributing spa products	Thailand	99.99	99.99
Siam Wellness Education Co., Ltd.	A school for Thai massage	Thailand	99.97	99.97
Siam Wellness Group (Hong Kong) Co., Ltd.	Investment for overseas expansion of the spa business	Hong Kong	100.00	100.00
<u>Held by subsidiaries</u>				
Tiger Eyes Trading (Thailand) Co., Ltd. (Held by Siam Wellness Lab Co., Ltd. 99.99 percent)	Import and sale of spa products	Thailand	99.99	99.99
Shanghai Jia Tai Health Management Co., Ltd. (Held by Siam Wellness Group (Hong Kong) Co., Ltd. 100.00 percent)	Nutritional health and beauty consulting and management service	China	100.00	100.00

- 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.



SIAM WELLNESS² GROUP
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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.

2.3 The separate financial statements present investments in subsidiaries 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 became effective for fiscal years beginning on or after 1 January 2024

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

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

4. Significant accounting policies

4.1 Revenue and expense recognition

a) Revenues from contracts with customers

The Group accounts for a contract with a customer when it has entered into an agreement between counter parties that creates enforceable rights and obligations. The Group has to identify its performance obligations and allocate a transaction price to each obligation on an appropriate basis.

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, net of value added tax ("VAT"). Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time.

Detail of revenue recognition of the Group are as follows:

Revenue from spa service

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

Revenue from franchise agreement

Initial fee from franchise agreement is recognised throughout the period of the agreement. In addition, monthly revenue sharing is recognised in the amount to which the Company has a right to invoice as it corresponds directly with the franchisee's revenues in accordance with the substance of the relevant franchise agreement.

Revenue from other services that the control of services are transferred to customers at a point in time

The Group recognises revenue from other services that the contract of services are transferred to customers at a point in time upon completion of the services.

Revenue from services and revenue from sales - Customer loyalty programmes

The Group operates a loyalty program which allows customers to accumulate points when they use the services or purchase products from the Group. The points can then be redeemed for discount of services or products purchase in the future. Certain sales consideration is allocated to the points issued, at their fair value. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed and the Group fulfill their obligations.

Revenue from sale

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

b) 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).

c) Finance cost

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

d) Other expenses

Other expenses are recognised on an accrual basis.

e) Dividend income

Dividend income is recognised when the right to receive the dividends is established.

4.2 Cost to fulfill a contract with customer

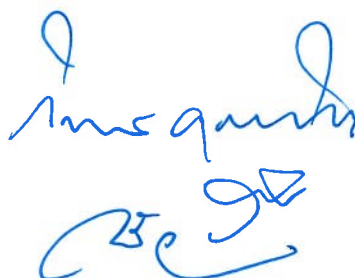
The Group recognises costs that relate to satisfied performance obligations in the contract in profit or loss when incurred except that the Group can identify that the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify, the costs generate or enhance resources of the Group that will be used in satisfying performance obligations in the future, and the costs are expected to be recovered. Therefore, the Group recognises an asset from the costs incurred to fulfil a contract and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An allowance for loss on impairment of assets is recognised to the extent that the carrying amount of assets exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

4.3 Balances of contracts with customers

Contract assets

Trade receivables

Trade receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.



Contract liabilities

Advance received from customers

The Group recognises a contract liability when the billings to date exceed the cumulative revenue earned which presented under the caption of “Advance received from customers” in the statements of financial position and the Group has an obligation to transfer goods or services to a customer. Contract liabilities are recognised as revenue when the Group fulfils their performance obligations under the contracts.

4.4 Cash and cash equivalents

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

4.5 Inventories

Inventories are valued at the lower of cost under the first-in, first-out method and net realisable value.

4.6 Investments in subsidiaries and joint venture

Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

Investment in joint venture is accounted for in the consolidated financial statements using the equity method.

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 is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to its fair value. 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 "Surplus on revaluation of assets". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Surplus on revaluation of assets" 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	-	5 years
Buildings and building on rental land	-	20 years and a period of lease
Buildings improvement	-	5 and 20 years and a period of lease
Furniture, fixtures and office equipment	-	5 years
Motor vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

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 Intangible assets

Intangible 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 a systematic 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.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Licenses	5 and 10 years
Trademark	10 years
Computer software	5 and 10 years

4.9 Goodwill

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

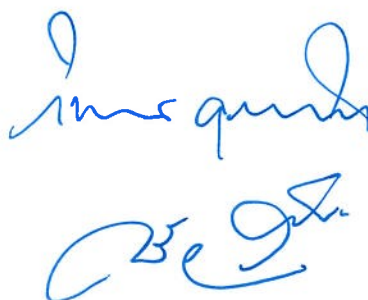
Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

The recoverable amount of each cash generating unit is determined based on a value-in-use calculation, using cash flow projections extracted from financial budgets approved by the management. The cash flow projections based on key assumptions regarding revenue growth rates and discount rates.

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, lease payments made at or before the commencement date of the lease, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

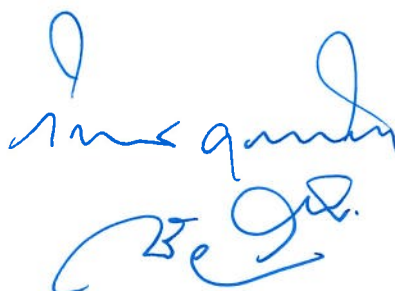
Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land and land improvement	4 - 24 years
Buildings and building improvement	2 - 12 years
Furniture, fixtures and office equipment	3 years

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

Lease liabilities

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



The Group discounts 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 that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

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 individuals or enterprises that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

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


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4.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

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.

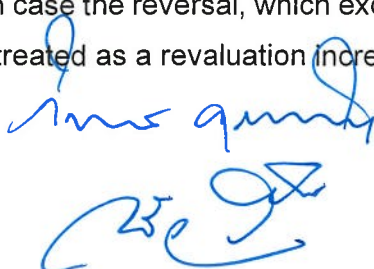
Gains and losses on exchange are included in determining income.

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

An impairment loss is recognised in profit or loss. However, in cases where property, plant and equipment 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

Defined contribution plans

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

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

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

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 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.

4.16 Income tax

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

Current tax

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

Deferred tax

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

The Group recognised deferred tax liabilities for all taxable temporary differences while they recognised 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.

4.17 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 are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial assets 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 fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

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

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

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group 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:

5.1 Unearned revenue from a customer loyalty program

The Group has launched a customer loyalty program for registered members, under which the customers earn points when using services or making purchases at the specified amount. The points can be redeemed for goods or services. The Group estimates standalone selling price of the option by allocating the transaction price to the performance obligations by reference to the price of goods expected to be provided to the customers if the customers exercise the option, adjusted for the likelihood that the customers would exercise the option. This requires management to make subjective judgements.

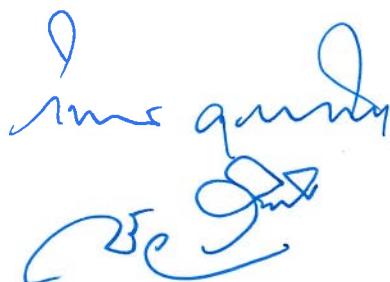
5.2 Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.



Lease classification - The Group as lessor

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to exercise judgement as to whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

5.3 Allowance for expected credit losses of trade receivables

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

5.4 Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercises judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

5.5 Non-consolidation of the Group in which the subsidiary's shareholding is more than half of the total shares

Even though the subsidiary hold shares and voting rights in the joint venture, which are more than half (as described in Note 12 to the consolidated financial statements) the subsidiary entered into shareholder agreement to incorporate this joint venture. The agreement stipulates that key matters, as defined in the agreement, must be approved by at least one member appointed by each venturer in writing. The Group decided that they have no control over this joint venture. As a result, the Group classified this investment as "Investment in joint venture" and not to be included in the consolidated financial statements.



5.6 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 value using the comparable market approach.

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.

5.7 Goodwill and intangible assets

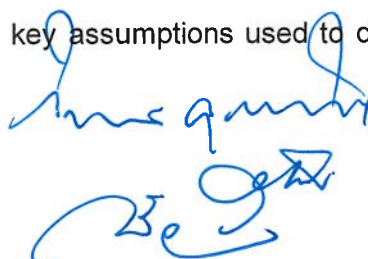
The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

5.8 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.

5.9 Allowance for impairment of non-financial assets

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to property, plant and equipment, right-of-use assets and goodwill recognised by the Group. The key assumptions used to determine the recoverable



amount, including a sensitivity analysis, are disclosed and further explained in Notes 13 and 14 to the consolidated financial statements.

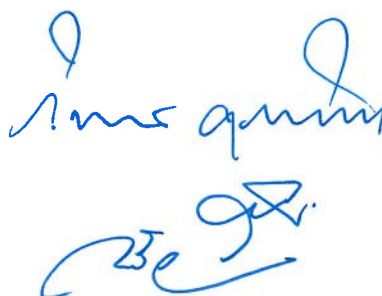
5.10 Post-employment benefits under defined benefit plans

The obligation under the defined benefit is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

The relationships between the Company and its related parties are summarised below.

Name of related parties	Type of business	Type of relationship
Siam Wellness Lab Co., Ltd.	Manufacturer and sale of spa products	A subsidiary
Siam Wellness Education Co., Ltd.	A school for Thai massage	A subsidiary
Siam Wellness Resort Co., Ltd.	Hotel and restaurant operations	A subsidiary
Siam Wellness Group (Hong Kong) Co., Ltd.	Investment for overseas expansion of the spa business	A subsidiary
Tiger Eyes Trading (Thailand) Co., Ltd.	Import and sale of spa products	A subsidiary (held by a subsidiary)
Shanghai Jia Tai Health Management Co., Ltd.	Nutritional health and beauty consulting and management service	A subsidiary (held by a subsidiary)
Siam Wellness Amara Co., Ltd.	Sleep clinics and distribute medical-grade cannabis products	Joint venture (held by a subsidiary)
Blooming Intergift Co., Ltd.	Property rental	Common shareholders
Blooming Co., Ltd.	Sale of gift, a blessed card and a notebook	Common shareholders
B.U. Enterprise Co., Ltd.	Property rental	Common shareholders
Cyberprint Group Co., Ltd.	Printing business	Common shareholders
Asian Fortune Property Co., Ltd.	Real estate development	Common shareholders
Klom Kliao Pattana Co., Ltd.	Property rental	Common directors
G.G.P. Property Co., Ltd.	Property rental	Common directors
Sawangasuk Co., Ltd.	Food and beverages products	Close family member of director
Directors of the Company and its subsidiaries	-	Directors of the Company and its subsidiaries
A related person	-	Close family member of director



During the years, the Group had significant business transactions with related parties, which have been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Company and those related parties. Below is a summary of those transactions.


					(Unit: Million Baht)
	Consolidated		Separate		Transfer pricing Policy
	financial statements	financial statements	financial statements	financial statements	
2023	2022	2023	2022		
<u>Transactions with subsidiaries</u>					
(Being eliminated from the consolidated financial statements)					
Revenue from sales and services	-	-	1.2	1.3	Contract price
Revenue from rental and utilities	-	-	6.5	3.8	Contract price
Other income	-	-	4.5	4.6	Contract price
Purchase of goods	-	-	24.3	23.8	Contract price
Service and other expenses	-	-	23.4	11.1	Contract price
Rental and utilities expenses	-	-	0.6	0.8	Contract price
Interest expenses	-	-	0.5	0.8	1.52, 2.25, MLR (%per annum)
<u>Transactions with related parties</u>					
Revenue from sales and services	0.7	2.4	0.5	0.4	Contract price
Revenue from rental and utilities	0.3	-	0.3	-	Contract price
Other income	5.5	2.6	0.5	-	Actual price
Purchase of goods	17.8	6.4	16.8	5.2	Contract price
Service and other expenses	8.2	3.3	7.0	1.8	Contract price
Rental and utilities expenses	31.6	12.7	26.6	8.8	Contract price
Interest expenses	6.7	-	6.7	-	4 (%per annum)

The balances of the accounts as at 31 December 2023 and 2022 between the Company, subsidiaries and those related companies are as follows:

					(Unit: Thousand Baht)
	Consolidated		Separate		
	financial statements	financial statements	financial statements	financial statements	
2023	2022	2023	2022		
<u>Trade receivables - related parties (Note 8)</u>					
Subsidiaries	-	-	9,245	11,233	
Related companies	10,334	7,770	57	7	
Director of subsidiaries	13	34	13	32	
Total	10,347	7,804	9,315	11,272	

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<u>Other receivables - related parties (Note 8)</u>				
Subsidiaries	-	-	620	551
Related companies	-	1,051	-	-
Total	-	1,051	620	551
<u>Lease receivables - related parties</u>				
Subsidiaries	-	-	21,627	22,855
Related company	234	-	234	-
Total	234	-	21,861	22,855
Current	55	-	297	347
Non-current	179	-	21,564	22,508
Total	234	-	21,861	22,855
<u>Trade payables - related parties (Note 16)</u>				
Subsidiaries	-	-	19,009	29,515
Related company	29,164	7,470	26,856	6,622
Total	29,164	7,470	45,865	36,137
<u>Other payables - related parties (Note 16)</u>				
Subsidiary	-	-	3	-
Directors of the Company	1,720	494	1,698	488
Total	1,720	494	1,701	488
<u>Accrued interest - related parties (Note 16)</u>				
Subsidiaries	-	-	-	140
Total	-	-	-	140
<u>Lease liabilities - related parties</u>				
Subsidiary	-	-	348	932
Related companies	94,334	96,943	92,443	91,446
Related directors of the Company	7,008	6,676	7,008	6,676
Total	101,342	103,619	99,799	99,054
Current	22,484	20,789	20,941	17,767
Non-Current	78,858	82,830	78,858	81,287
	101,342	103,619	99,799	99,054




Long-term loans from related parties

As at 31 December 2023 and 2022, the balance of long-term loan between subsidiaries and those related parties and the movement is as follows:

(Unit: Thousand Baht)

Lender	Consolidated financial statements				
	Interest rate (%per annum)	Balance as at	During the year		Balance as at
		31 December 2022	Increase	Decrease	31 December 2023
Cyberprint Group Co., Ltd. ⁽¹⁾	4.00	-	200,000	-	200,000
Total		-	200,000	-	200,000

(Unit: Thousand Baht)

Lender	Separate financial statements				
	Interest rate (%per annum)	Balance as at	During the year		Balance as at
		31 December 2022	Increase	Decrease	31 December 2023
Siam Wellness Resort Co., Ltd.	Year 1-2 2.25 and Year 3-5 MLR	15,000	-	15,000	-
Siam Wellness Lab Co., Ltd.	Year 1-2 1.52 and Year 3-5 MLR	10,000	-	10,000	-
Siam Wellness Education Co., Ltd.	Year 1-2 2.25 and Year 3-5 MLR	3,000	-	3,000	-
Cyberprint Group Co., Ltd. ⁽¹⁾	4.00	-	200,000	-	200,000
Total		28,000	200,000	28,000	200,000

- ⁽¹⁾ Long-term loans from related party are unsecured loans in the form of promissory note and due in 1 year (in February 2024). The lender issued a promise in written to allow the Company to have the right to extend the repayment schedule for another 1 year since the maturity date. The Company intended to exercise such right to extend the repayment.



Directors and management's benefits

During the years 2023 and 2022, employee benefit expense payable to their directors and management of the Company and its subsidiaries are as follows:

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	2023	2022
Short-term employee benefits	21.7	15.8
Post-employment benefits	0.3	0.6
Total	22.0	16.4

Guarantee obligations with related parties

The Company has guarantee obligations to subsidiaries as disclosed in Note 17 to the consolidated financial statements.

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	3,039	3,268	2,626	2,800
Bank deposits	249,266	181,635	186,800	143,522
Total	252,305	184,903	189,426	146,322

As at 31 December 2023, bank deposits in saving accounts carried interests between 0.00 and 2.00 percent per annum (2022: between 0.00 and 0.35 percent per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<u>Trade receivables - related parties</u> (Note 6)				
Aged on the basis of due dates				
Not yet due	1,564	6	1,345	918
Past due				
Up to 3 months	1,644	2,298	1,874	4,767
3 - 6 months	1,099	1,049	1,664	1,535
6 - 12 months	1,310	2,066	2,019	2,120
Over 12 months	4,730	2,385	2,413	1,932
Total trade receivables - related parties, net	10,347	7,804	9,315	11,272
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	5,945	6,177	4,421	4,847
Past due				
Up to 3 months	13,119	14,360	12,677	13,774
3 - 6 months	27	243	27	267
6 - 12 months	6	81	1	75
Over 12 months	7,922	8,757	7,603	8,396
Total	27,019	29,618	24,729	27,359
Less: Allowance for expected credit loss	(7,978)	(8,877)	(7,659)	(8,513)
Total trade receivables - unrelated parties, net	19,041	20,741	17,070	18,846
Total trade receivable - net	29,388	28,545	26,385	30,118
<u>Other receivables</u>				
Other receivables - related parties (Note 6)	-	1,051	620	551
Other receivables - unrelated parties	505	870	416	613
Total	505	1,921	1,036	1,164
Less: Allowance for expected credit loss	(313)	(313)	(313)	(313)
Total other receivables, net	192	1,608	723	851
Total trade and other receivables - net	29,580	30,153	27,108	30,969



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

	(Unit: Thousand Baht)	
	Consolidated financial statement	Separate financial statement
As at 1 January 2023	9,190	8,826
Expected credit losses	191	166
Reversal during the year	(1,048)	(676)
Write-off during the year	(42)	(344)
As at 31 December 2023	8,291	7,972

9. Share return receivables

On 17 December 2018, the meeting of the Company's Board of Directors No. 7/2018 passed the resolutions approving the acquisition of 349,600 ordinary shares of Chaba Elegance Co., Ltd. which principally engaged in nails polish, hand and foot spa, and eyelash extension business, or 76% of total share capital, in order to beneficially expand the Company's current business. This investment acquisition was approximately amounting to Baht 125 million. The Company made partial payment for the shares totalling Baht 93.75 million during the first and second quarter of 2019. The Company had the remaining amount of the shares totaling Baht 31.25 million. The Company received shares of Chaba Elegance Co., Ltd. from the former shareholders on 1 January 2019.

Later, on 4 October 2019, the meeting of the Company's Board of Directors No. 7/2019 passed a resolution approving the cancellation of investment in Chaba Elegance Co., Ltd. since such business needs a high expertise and competency level, resulting in the slowing down of the business expansion which does not follow the Company's objective. The Company entered into the separation agreement for the investment in Chaba Elegance Co., Ltd. with the former shareholders on 6 October 2019.

Under the separation agreement, the former shareholders agreed to cancel the remaining amount of shares totaling Baht 31.25 million that the Company has not yet paid according to the share purchase agreement and the former shareholders agreed to return the Company amount of Baht 93.75 million that the former shareholders received to the Company in 8 installments i.e., within 2019 totaling Baht 43.75 million, within 2020 totaling Baht 35 million, and within 2021 totaling 15 million. The former shareholders agreed to pay the Company with

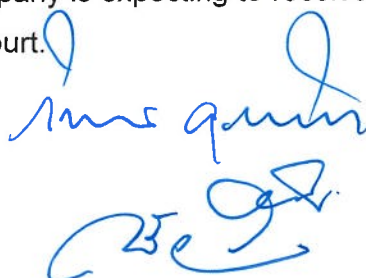
8 advance dated cheques with amounts and at due dates specified in the separation agreement.

Subsequently, the Company could not draw the money from the cheques which were due on 30 June 2020, 30 September 2020, 31 December 2020, 31 March 2021, and 30 June 2021 totaling Baht 45 million (cheques No. 4 to No. 8). The management of the Company has followed up and filed a lawsuit against the former shareholders for these five cheques that cannot be drawn on August 2020, October 2020, January 2021, May 2021, and July 2021 respectively, both for criminal cases and civil suit. The former shareholders informed that they are in the process of arranging their assets and following procedures in order to pay for such amounts due to the Company. The progress of these cases are summarised below.

Criminal cases

For cheque No. 4 (Baht 10 million), the defendants lost the case as per the judgment of the Court of First Instance in January 2022. Currently, the case is under consideration by the Appeal Court. However, on 2 May 2023, the defendants made a payment of Baht 3.5 million into the Court. Consequently, the Court issued an order demanding the defendants to make the remaining payments of Baht 6.5 million, with at least Baht 0.5 million per month until fully paid, starting from the end of May 2023 and concluding by the end of the year 2023. However, the defendants only made a single payment of Baht 0.5 million on 27 July 2023. This resulted in a total payment of Baht 4 million by the defendants, leaving a balance of Baht 6 million. Subsequently, on 31 July 2023, the defendants wishes to make a confession. Therefore, the Court of First Instance must send the documents, along with the testimony and the judgment envelope, back to the Appeal Court for further consideration. The Appeal Court is schedule to pronounce the judgment on 5 March 2024.

For the cheques No.5 to No.8 (Baht 35 million), the Court allowed the consolidation of cases, with the Court of First Instance rendering judgments against the defendants in June 2022. Currently, these cases are consideration by the Appeal Court. However, before the scheduled pronouncement of the judgment, the defendants made a payment of Baht 5 million into the Court to settle cheque No.8. Consequently, the Appeal Court postponed the pronouncement of judgment. On 28 April 2023, the Company requested the Court to disburse the payment of Baht 5 million, which the Company received on 16 May 2023. On 31 January 2024, the defendants made a payment of Baht 10 million into the Court to settle cheque No.5. Subsequently, the Company requested the Court to disburse this payment, and it was received on 7 February 2024. This leaves an outstanding amount of Baht 20 million for cheques No. 6 and 7, which the Company is expecting to receive. At present, the cases are under consideration by the Appeal Court.



Civil case

On 12 May 2023, the defendants lost the case relating to cheques No.4 to No.8, as per the judgment of the Court of First Instance. Subsequently, the defendants filed an appeal with the Court. However, the defendants failed to pay the court fees. Consequently, the Court ruled not to accept the appeal, and the judgment was finalised. At present, the case is in the process of enforcement.

The management of the Company considers that the former shareholders have an ability to pay for such share returns to the Company in full amount. As of 31 December 2023, the Company expected the amount to be received within one year amounting to Baht 26 million. Subsequent to the end of the period, the Company received a partial payment of Baht 10 million for Cheque No. 5, as stated above.

The movement of share return receivables from the former shareholders for the year ended 31 December 2023 are as detailed below.

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
Net book value as at 1 January 2023	40,034
Decrease from allowance for expected credit loss during the year	(212)
Decrease from repayment during the year	(5,000)
Share return receivables as at 31 December 2023	34,822
Less: Current portion	(26,295)
Share return receivables - net of current portion	8,527

10. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Finished goods	23,115	20,611	(3,959)	(3,711)	19,156	16,900
Service materials and supplies	23,003	21,165	(1,250)	(1,082)	21,753	20,083
Food and beverage	705	687	(2)	(2)	703	685
Products during packaging and packages	1,647	309	(183)	(183)	1,464	126
Total	48,470	42,772	(5,394)	(4,978)	43,076	37,794



(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Finished goods	11,078	10,310	(924)	(1,124)	10,154	9,186
Service materials and supplies	24,712	22,353	(1,231)	(1,061)	23,481	21,292
Food and beverage	8	11	(2)	(2)	6	9
Product during packaging and packages	1,064	-	-	-	1,064	-
Total	36,862	32,674	(2,157)	(2,187)	34,705	30,487

During the current year, the Group reduced cost of inventories by Baht 2.6 million (2022: Baht 2.3 million) (The Company only: Baht 0.9 million (2022: Baht 0.5 million)), to reflect the net realisable value. This was included in cost of sales. In addition, the Group reversed the write-down of cost of inventories by Baht 2.2 million (2022: Baht 8.1 million) (The Company only: Baht 0.9 million (2022: Baht 6.3 million)), and reduced the amount of inventories recognised as expenses during the year.

11. Investments in subsidiaries

Details of investments in subsidiaries as presented in the separate financial statements as at 31 December 2023 and 2022 are as follows:

Company's name	Country of incorporation	Called-up share capital		Shareholding percentage		Cost		Dividend received during the year	
		2023	2022	2023	2022	2023	2022	2023	2022
				(%)	(%)				
Siam Wellness Lab Co., Ltd.	Thailand	1,000	1,000	99.99	99.99	2,000	2,000	3,732	-
Siam Wellness Education Co., Ltd.	Thailand	1,000	1,000	99.97	99.97	1,000	1,000	-	-
Siam Wellness Resort Co., Ltd.	Thailand	60,000	60,000	99.99	99.99	98,705	98,705	-	-
Siam Wellness Group (Hong Kong) Co., Ltd.	Hong Kong	1 (Hong Kong Dollar)	1 (Hong Kong Dollar)	100.00	100.00	-	-	-	-
Total						101,705	101,705	3,732	-



On 10 November 2023, the Board of Directors of the Company passed a resolution to dissolve Tiger Eyes Trading (Thailand) Company Limited (a subsidiary) and transfer its entire business to Siam Wellness Lab Company Limited (a subsidiary) (Entire Business Transfer). The transfer is intended to enhance the business operations and reduce associated costs. The transfer process is currently underway. The entire business transfer is not expected to have any impact on the Company's consolidated financial statements.

12. Investment in joint venture

12.1 Details of investment in joint venture

Investment in joint venture represents investment in entity which is jointly controlled by a subsidiary and another company. Details of the investment as at 31 December 2023 and 2022 is as follows:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			2023	2022	2023	2022	2023	2022
		(%)	(%)					
<u>Held by Siam Wellness Lab Co., Ltd.</u>								
Siam Wellness Amara Co., Ltd.	Sleep clinics, develop and distribute medical - grade cannabis products	Thailand	51.00	51.00	5,610	510	4,196	424
Total					5,610	510	4,196	424

On 25 May 2023, Siam Wellness Lab Co., Ltd. (the subsidiary) additionally invested in 51,000 ordinary shares of Siam Wellness Amara Co., Ltd., at a price of Baht 100 per share, for a total of Baht 5.1 million. The capital increase has no effect to the subsidiary's shareholding in that joint venture.

12.2 Share of comprehensive income and dividend received

During the years 2023 and 2022, the Company recognised its share of loss and comprehensive income from investment in the joint venture and dividend income in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint venture	Share of loss from		Share of other		Dividend received	
	investment in joint venture		comprehensive income from		during the year	
	during the year		investment in joint venture		during the year	
	2023	2022	2023	2022	2023	2022
Siam Wellness						
Amara Co., Ltd.	(1,328)	(86)	-	-	-	-
Total	(1,328)	(86)	-	-	-	-

12.3 Summarised financial information about material joint venture of Siam Wellness Amara Co., Ltd.

Summarised information about financial position as at 31 December 2023 and 2022 is as follow.

(Unit: Thousand Baht)

	2023	2022
Cash and cash equivalents	4,363	1,049
Other current assets	1,612	462
Non-current assets	3,396	997
Trade and other payables	(709)	(1,560)
Other current liabilities	(131)	(102)
Non-current liabilities	(212)	(15)
Net assets	8,336	831
Shareholding percentage (%)	51	51
Share of net assets	4,251	424
Elimination entries	(55)	-
Carrying amounts of joint venture based on equity method	4,196	424

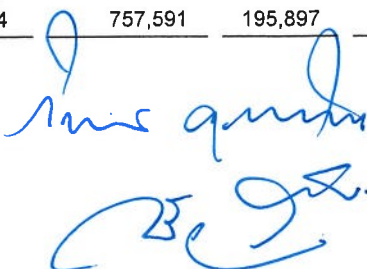
Summarised information about comprehensive income for the years ended 31 December 2023 and 2022 is as follow.

	(Unit: Thousand Baht)	
	2023	2022
Revenue from sales and services	1,626	124
Other Revenue	84	-
Expenses	(4,206)	(293)
Net loss	(2,496)	(169)

13. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements							
	Revaluation basis	Cost basis					Assets under installation and under construction	Total
	Land	Land improvements	Buildings and building improvements	Furniture, fixtures and equipment	Motor vehicles			
Cost/Revalued amount:								
1 January 2022	278,766	2,684	1,181,307	204,200	20,440	12,294	1,699,691	
Additions	-	-	2,623	14,798	1,288	118,244	136,953	
Revaluations	43,513	-	-	-	-	-	43,513	
Transferred from non-current assets classified as held for sale	-	-	32,295	-	-	-	32,295	
Disposals/Write-off	-	-	(18,829)	(497)	-	-	(19,326)	
Transfer in (out)	-	-	122,025	1,244	-	(123,269)	-	
31 December 2022	322,279	2,684	1,319,421	219,745	21,728	7,269	1,893,126	
Additions	-	-	3,530	10,453	3,568	33,146	50,697	
Disposals/Write-off	-	-	(7,204)	(1,906)	(5,094)	-	(14,204)	
Transfer in (out)	-	-	22,368	663	-	(23,031)	-	
31 December 2023	322,279	2,684	1,338,115	228,955	20,202	17,384	1,929,619	
Accumulated depreciation:								
1 January 2022	-	2,684	567,143	160,227	17,985	-	748,039	
Depreciation for the year	-	-	102,085	20,105	1,422	-	123,612	
Depreciation on disposals/write-off	-	-	(9,217)	(487)	-	-	(9,704)	
31 December 2022	-	2,684	660,011	179,845	19,407	-	861,947	
Depreciation for the year	-	-	101,183	17,840	1,377	-	120,400	
Depreciation on disposals/write-off	-	-	(3,603)	(1,788)	(5,094)	-	(10,485)	
31 December 2023	-	2,684	757,591	195,897	15,690	-	971,862	


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(Unit: Thousand Baht)

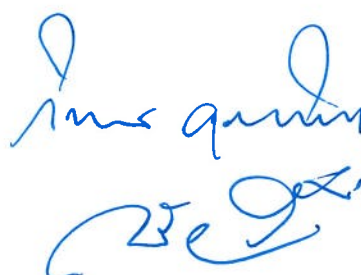
Consolidated financial statements

	Revaluation basis		Cost basis				Assets under installation and under construction	Total
	Land	Land improvements	Buildings and building improvements	Furniture, fixtures and equipment	Motor vehicles			
Allowance for impairment loss								
1 January 2022	-	-	3,559	9	4	1,438	5,010	
Reversal during the year	-	-	(3,213)	-	-	(1,438)	(4,651)	
31 December 2022	-	-	346	9	4	-	359	
Increase during the year	-	-	3,592	-	-	-	3,592	
31 December 2023	-	-	3,938	9	4	-	3,951	
Net book value:								
31 December 2022	322,279	-	659,064	39,891	2,317	7,269	1,030,820	
31 December 2023	322,279	-	576,586	33,049	4,508	17,384	953,806	
Depreciation for the year								
2022 (Baht 118.9 million included in cost of sales and cost of services, and the balance in selling and administrative expenses)							123,612	
2023 (Baht 119.2 million included in cost of sales and cost of services, and the balance in selling and administrative expenses)							120,400	

(Unit: Thousand Baht)

Separate financial statements

	Revaluation basis		Cost basis			Assets under installation and under construction	Total
	Land	Buildings and building improvements	Furniture, fixtures and equipment	Motor vehicles			
Cost/Revalued amount:							
1 January 2022	278,766	1,028,871	177,290	18,230	12,294	1,515,451	
Additions	-	1,911	11,114	-	113,160	126,185	
Revaluations	43,513	-	-	-	-	43,513	
Transferred from non-current assets classified as held for sale	-	32,295	-	-	-	32,295	
Disposals/write-off	-	(18,829)	(404)	-	-	(19,233)	
Transfer in (out)	-	117,043	1,142	-	(118,185)	-	
31 December 2022	322,279	1,161,291	189,142	18,230	7,269	1,698,211	
Additions	-	3,050	9,132	3,568	33,146	48,896	
Disposals/write-off	-	(7,204)	(1,314)	(5,094)	-	(13,612)	
Transfer in (out)	-	22,368	663	-	(23,031)	-	
31 December 2023	322,279	1,179,505	197,623	16,704	17,384	1,733,495	



(Unit: Thousand Baht)

Separate financial statements

	Revaluation	Cost basis				Total
	basis	Buildings and building improvements	Furniture, fixtures and equipment	Motor vehicles	Assets under installation and under construction	
	Land					
Accumulated depreciation:						
1 January 2022	-	480,437	136,800	16,130	-	633,367
Depreciation for the year	-	94,800	18,673	1,167	-	114,640
Depreciation on disposals/write-off	-	(9,217)	(396)	-	-	(9,613)
31 December 2022	-	566,020	155,077	17,297	-	738,394
Depreciation for the year	-	93,626	15,950	994	-	110,570
Depreciation on disposals/write-off	-	(3,603)	(1,189)	(5,094)	-	(9,886)
31 December 2023	-	656,043	169,838	13,197	-	839,078
Allowance for impairment loss						
1 January 2022	-	3,559	9	4	1,438	5,010
Reversal during the year	-	(3,213)	-	-	(1,438)	(4,651)
31 December 2022	-	346	9	4	-	359
Increase during the year	-	3,592	-	-	-	3,592
31 December 2023	-	3,938	9	4	-	3,951
Net book value:						
31 December 2022	322,279	594,925	34,056	929	7,269	959,458
31 December 2023	322,279	519,524	27,776	3,503	17,384	890,466
Depreciation for the year						
2022 (Baht 110.1 million included in cost of sales and cost of services, and the balance in selling and administrative expenses)						114,640
2023 (Baht 109.4 million included in cost of sales and cost of services, and the balance in selling and administrative expenses)						110,570

The Company arranged for an independent professional value to appraise the value of land in 2022. Land was revalued using the comparable market approach for the basis of the revaluation. The Company considered that revalued amount of land in 2023 was not significant difference from 2022.

Had the lands carried in the financial statements on a historical cost basis, their net book value as of 31 December 2023 and 2022 would have been as follows:

(Unit: Thousand Baht)

Consolidated and Separate
financial statements

	2023	2022
Land	165,557	165,557



A breakdown of the land carried on a revaluation basis is as follows:

	(Unit: Thousand Baht)	
	Consolidated and Separate financial statements	
	2023	2022
Original costs	165,557	165,557
Surplus from revaluations	156,722	156,722
Revalued amount	<u>322,279</u>	<u>322,279</u>

As at 31 December 2023, certain items of building and building improvements, furniture, fixtures and equipment and motor vehicles were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 413.8 million (2022: Baht 300.8 million) (The Company only: Baht 334.7 million (2022: Baht 223.5 million)).

As at 31 December 2023, the Company has pledged its land and structures thereon with net book value of Baht 97.2 million (2022: the Company has pledged its land and structure thereon and non-current assets classified as held for sale with net book value of Baht 389.3 million) as collateral against its bank overdrafts facilities and long-term loans facilities as disclosed in Note 17 to the consolidated financial statements.

During the year 2023, the Company performed impairment review for its property, plant and equipment for some group of assets to ensure that the carrying amount of the assets presented at their recoverable amounts due to the indicator of the impairment loss. The Company has determined the recoverable amounts of its assets based on value in use using cash flow projections from financial estimation approved by management.

Key assumption used in value in use calculation is discount rate for which 2023 using at the rate of 13.0% (2022: 10.5%). The sensitivity analysis of impairment losses of property, plant and equipment and right-of-use assets for 2023 increased of Baht 0.8 million (2022: Baht 1.7 million) for the increasing of 0.5% of discount rate.

14. Goodwill

A reconciliation of net book value of goodwill for the years ended 31 December 2023 and 2022 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2022	24,536	20,340
Net book value as at 31 December 2022	24,536	20,340
Net book value as at 31 December 2023	24,536	20,340

The Company allocated goodwill acquired in business combination to group of cash generating units for the purpose of impairment testing as follows.

(Unit: Thousand Baht)

	Consolidated financial statements					
	Spa services business under "Baan Suan Massage" brand		Spa services and sale of spa products business		Total	
	2023	2022	2023	2022	2023	2022
Goodwill	20,340	20,340	4,196	4,196	24,536	24,536

(Unit: Thousand Baht)

	Separate financial statements Spa services business under "Baan Suan Massage" brand	
	2023	2022
Goodwill	20,340	20,340

The Company estimates the recoverable amount of group of cash-generating units from value in use. In determining value in use, the estimated future cash flows are referred from financial estimation with significant assumptions using in relating to revenue growth rate and discount rate approved by the management. The discount rate used for this year was 13.0% (2022: 10.5%).


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15. Intangible assets

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

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements			
	Computer				Computer			
	Licenses	software	Trademark	Total	Licenses	software	Trademark	Total
As at 31 December 2023:								
Cost	10,598	3,352	4,798	18,748	10,431	2,576	4,798	17,805
Less: Accumulated amortization	(7,261)	(1,872)	(3,989)	(13,122)	(7,207)	(1,105)	(3,989)	(12,301)
Net book value	3,337	1,480	809	5,626	3,224	1,471	809	5,504
As at 31 December 2022:								
Cost	10,352	3,383	4,798	18,533	10,282	2,576	4,798	17,656
Less: Accumulated amortization	(6,134)	(1,647)	(3,508)	(11,289)	(6,093)	(870)	(3,508)	(10,471)
Net book value	4,218	1,736	1,290	7,244	4,189	1,706	1,290	7,185

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	7,244	8,005	7,185	7,924
Acquisition during the year	246	1,318	149	1,318
Write-off during the year	(16)	-	-	-
Amortization for the year	(1,848)	(2,079)	(1,830)	(2,057)
Net book value at end of year	5,626	7,244	5,504	7,185

16. Trade and other payables

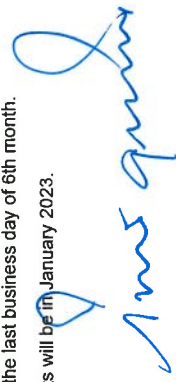

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2023	2022	2023	2022
Trade accounts payable - unrelated parties	30,029	38,359	25,399	32,172
Trade accounts payable - related parties (Note 6)	29,164	7,470	45,865	36,137
Payables for purchase of fixed assets - unrelated parties	4,878	639	4,878	639
Payables for construction and retention	7,048	12,607	6,797	12,365
Other payables - unrelated parties	2,742	3,075	2,650	2,847
Other payables - related parties (Note 6)	1,720	494	1,701	488
Accrued interest - related parties (Note 6)	-	-	-	140
Accrued payroll expenses and bonus	30,523	18,888	29,507	17,791
Other accrued expenses - unrelated parties	17,595	12,608	16,380	11,268
Total trade and other payables	123,699	94,140	133,177	113,847

Signature

17. Long-term loans

Loan no.	Facility amount (Million Baht)	Loan agreement date	Interest rate (% per annum)	Repayment	Consolidated financial statements		Separate financial statements	
					2023	2022	2023	2022
1	240	27 April 2016	1st-2nd year: MLR - 3 and 3rd year onwards: MLR - 2.2	-	56,900	-	56,900	
		27 March 2020		Pay the interest every month since the first drawdown and repayment of principle and interests within 60 periods after January 2017. The last repayment of principle and interests will be in December 2021. Revised its principle repayment condition since March 2020 onwards, with the first repayment will be proceeded in March 2021. The last repayment of principle and interests will be in March 2022.				
		24 February 2021		Revised its principle repayment condition since March 2021 onwards, with the first repayment will be proceeded in March 2022. The last repayment of principle and interests will be in March 2023.				
		22 March 2022		Revised its principle repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in March 2024.				
		27 March 2023		Revised its principle repayment condition since March 2023 onwards, with the first repayment will be proceeded in March 2024.				
2	80	31 August 2017	1st-2nd year: MLR - 3 and 3rd year onwards: MLR - 2.2	-	47,600	-	47,600	
				Repayment of principle and interests within 65 periods since the first drawdown, which the first principle repayment is since the last business day of 6th month. The last repayment of principle and interests will be in January 2023.				

(Unit: Thousand Baht)

Loan no.	Facility amount (Million Baht)	Loan agreement date	Interest rate (% per annum)	Repayment	Consolidated financial statements		Separate financial statements	
					2023	2022	2023	2022

Revised its principle repayment condition since March 2020 onwards, with the first repayment will be proceeded in March 2021. The last repayment of principle and interests will be in February 2024.

Revised its principle repayment condition since March 2021 onwards, with the first repayment will be proceeded in March 2022. The last repayment of principle and interests will be in February 2025.

Revised its principle repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in February 2026.

Revised its principle repayment condition since March 2023 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in February 2026.

Pay the interest every month since the first drawdown and repayment of principle and interests within 60 periods after each drawdown. The last repayment of principle and interests will be in March 2025.

Revised its principle repayment condition since April 2020 onwards, with the first repayment will be proceeded in January 2021. The last repayment of principle and interests will be in November 2025.

3 160 22 May 2019 1st-2nd year: 140,985 - 140,985

MLR - 3.75 and 3rd year onwards: - - 140,985
MLR - 3

26 October 2020



(Unit: Thousand Baht)

Loan no.	Facility amount (Million Baht)	Loan agreement date	Interest rate (% per annum)	Repayment	Consolidated financial statements		Separate financial statements	
					2023	2022	2023	2022

19 May 2021

Revised its principle repayment condition since May 2020 onwards, with the first repayment will be proceeded in May 2022. The last repayment of principle and interests will be in December 2026.

6 May 2022

Revised its principle repayment condition since May 2022 onwards, with the first repayment will be proceeded in January 2023. The last repayment of principle and interests will be in August 2027.

4

20

9 April 2020

1st-2nd year: 2 and
3rd year onwards:
MLR

Pay the interest every month since the first drawdown and repayment of principle and interests within 36 periods since April 2022. The last repayment of principle and interests will be in March 2025.

20,000

20,000

22 March 2022

Revised its principle repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in February 2026.

5

10

9 April 2020

1st-2nd year: 2 and
3rd year onwards:
MLR

Pay the interest every month since the first drawdown and repayment of principle and interests within 36 periods since April 2022. The last repayment of principle and interests will be in March 2025.

10,000

-

22 March 2022

Revised its principle repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in February 2026.

6

5

11 April 2020

1st-2nd year: 2 and
3rd year onwards:
MLR

Pay the interest every month since the first drawdown and repayment of principle and interests within 36 periods since April 2022. The last repayment of principle and interests will be in March 2025.

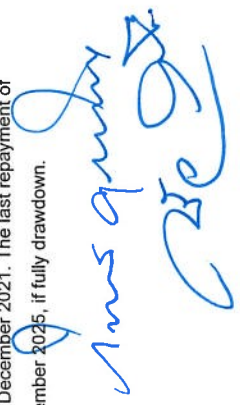
5,000

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(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022

Loan no.	Facility amount (Million Baht)	Loan agreement date	Interest rate (% per annum)	Repayment	2023	2022	2023	2022
7	10	11 April 2020	1st-2nd year: 2 and 3rd year onwards: MLR	Revised its principle repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in February 2026. Pay the interest every month since the first drawdown and repayment of principle and interests within 36 periods since April 2022. The last repayment of principle and interests will be in March 2025.	-	10,000	-	-
8	23	18 November 2020	1st-2nd year: 2 and 3rd year onwards: MLR-2	Revised its principle repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in February 2026. Pay the interest every month since the first drawdown and repayment of principle and interests monthly basis within 48 periods since December 2021. The last repayment of principle and interests will be in November 2025.	-	23,000	-	23,000
9	89	20 November 2020	MLR-2	Revised its principle repayment condition since November 2021 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in November 2025. Revised its principle repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in October 2026. Pay the interest every month since the first drawdown and repayment of principle and interests within 48 periods since December 2021. The last repayment of principle and interests will be in November 2025, if fully drawdown.	-	89,000	-	89,000



(Unit: Thousand Baht)

Consolidated financial statements		Separate financial statements	
2023	2022	2023	2022

Loan no.	Facility amount (Million Baht)	Loan agreement date	Interest rate (% per annum)	Repayment	2023	2022	2023	2022
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29 November 2021
 Revised its principle repayment condition since November 2021 onwards, with the first repayment will be proceeded in March 2022. The last repayment of principle and interests will be in November 2025.

22 March 2022
 Revised its principle repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principle and interests will be in November 2026.

10	80	24 February 2021	1st-2nd year: 2 and 3rd year onwards: MLR - 2	Pay the interest every month since the first drawdown and repayment of principle and interests within 60 periods after March 2023. The last repayment of principle and interests will be in February 2028.	-	80,000	-	80,000
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11	10	24 February 2021	1st-2nd year: 2 and 3rd year onwards: MLR - 2	Pay the interest every month since the first drawdown and repayment of principle and interests within 60 periods after March 2023. The last repayment of principle and interests will be in February 2028.	-	10,000	-	-
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12	6.15	7 June 2021	1st-2nd year: 2, 3rd-5th: 2.95 and year onwards: MLR - 1.5	Pay the interest every month since January 2022 and repayment of principle and interests within 60 periods since July 2023. The last repayment of principle and interests will be in June 2028.	5,532	6,150	-	-
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(Unit: Thousand Baht)
Separate financial statements

Consolidated financial statements

Loan no.	Facility amount (Million Baht)	Loan agreement date	Interest rate (% per annum)	Repayment	2023		2022	
					2023	2022	2023	2022
13	3	7 June 2021	1st-2nd year: 2 and 3rd year: 2.95	Pay the interest every month since January 2022 and repayment of principle and interests within 60 periods since July 2023. The last repayment of principle and interests will be in June 2024.	1,500	3,000	-	-
14	120	23 September 2021	MLR-1.5	Pay the interest every month since the first drawdown and repayment of principle and interests within 55 periods. The first repayment will be proceeded in January 2023. The last repayment of principle and interests will be in July 2027.	-	110,000	-	110,000
15	120	24 August 2023	1 st year MLR - 3 2 nd year MLR - 2.75 3 rd year MLR - 2.5	Pay the interest every month since the first drawdown and repayment of principle and interests within 36 periods. The first repayment will be proceeded in September 2023. The last repayment of principle and interests will be in August 2026.	106,664	-	106,664	-
Total					113,696	661,635	106,664	567,485
Less: Current portion					(42,744)	(169,918)	(40,008)	(159,180)
Long-term loans, net of current portion					70,952	441,717	66,656	408,305



The loan facilities No. 12 and No. 13 which are also long-term loans of its subsidiaries are guaranteed by Thai Credit Guarantee Corporation and the Company. And for loan facility No. 15 is secured by the mortgage of land and structures thereon of the Company as disclosed in the Note 13 to the consolidated financial statements.

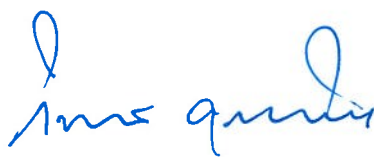
The loan agreements contain several covenants which, among other things, require the Company and subsidiaries to maintain debt-to-equity ratio (the Company only) and debt service coverage ratio at the rate prescribed in the agreements.

As at 31 December 2023, the Company has no long-term credit facilities which have not yet been drawn down (31 December 2022: Baht 22 million).

Movements in the long-term loans from financial institution during the year ended 31 December 2023 is summarised below:

(Unit: Thousand Baht)

	Consolidated financial statement	Separate financial statement
Balance as at 1 January 2023	611,635	567,485
Add: Increase during the year	130,000	130,000
Less: Repayment during the year	(627,939)	(590,821)
Balance as at 31 December 2023	<u>113,696</u>	<u>106,664</u>




18. Leases

18.1 The Group as a lessee

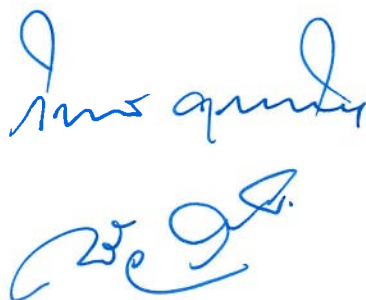
The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 2-30 years.

a) Right-of-use assets

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

(Unit: Thousand Baht)

	Consolidated financial statement			
	Land	Buildings	Machinery and equipment	Total
1 January 2022	82,158	855,518	7,899	945,575
Additions	-	251,505	329	251,834
Effect of modification of lease agreements	(8,643)	(16,076)	(53)	(24,772)
Effect from cancellation of lease agreement	-	(17,264)	-	(17,264)
Depreciation for the year	(5,897)	(176,214)	(2,474)	(184,585)
31 December 2022	67,618	897,469	5,701	970,788
Additions	92	44,331	498	44,921
Effect of modification of lease agreements	-	(13,721)	(1,907)	(15,628)
Effect from cancellation of lease agreement	-	(376,317)	(27)	(376,344)
Decrease from sublease agreement	-	(179)	-	(179)
Depreciation for the year	(5,904)	(145,102)	(1,615)	(152,621)
31 December 2023	61,806	406,481	2,650	470,937



(Unit: Thousand Baht)

	Separate financial statement			
	Land	Buildings	Machinery and equipment	Total
1 January 2022	59,988	847,798	7,157	914,943
Additions	-	251,505	329	251,834
Effect of modification of lease agreements	(5,766)	(15,951)	-	(21,717)
Effect from cancellation of lease agreement	-	(17,264)	-	(17,264)
Depreciation for the year	(4,875)	(173,412)	(2,241)	(180,528)
31 December 2022	49,347	892,676	5,245	947,268
Additions	92	44,331	391	44,814
Effect of modification of lease agreements	-	(13,721)	(1,907)	(15,628)
Effect from cancellation of lease agreement	-	(376,317)	(27)	(376,344)
Decrease from sublease agreement	-	(179)	-	(179)
Effect from cancellation of sublease agreement	-	645	-	645
Depreciation for the year	(5,748)	(141,435)	(1,379)	(148,562)
31 December 2023	43,691	406,000	2,323	452,014

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2023	2022	2023	2022
Lease payments	609,603	1,238,849	607,916	1,234,205
Less: Deferred interest expenses	(65,884)	(195,402)	(65,845)	(195,322)
Total	543,719	1,043,447	542,071	1,038,883
Less: Portion due within one year	(142,926)	(179,702)	(141,361)	(176,681)
Lease liabilities - net of current portion	400,793	863,745	400,710	862,202

Movements of liabilities under finance lease agreements account during the year ended 31 December 2023 and 2022 are summarised below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Balance at beginning of year	1,043,447	998,139	1,038,883	990,538
Additions	44,841	251,538	44,735	251,538
Accretion of interest	24,550	21,309	24,477	21,696
Repayments	(150,177)	(104,388)	(147,082)	(103,340)
Decrease from rental discount received during the year	(9,086)	(79,426)	(9,086)	(77,913)
Effect of changes from cancellation of lease agreements	(394,228)	(18,953)	(394,228)	(18,953)
Effect of changes from modification of lease agreements	(15,628)	(24,772)	(15,628)	(24,683)
Balance at end of year	543,719	1,043,447	542,071	1,038,883

A maturity analysis of lease payments is disclosed in Note 29 to the consolidated financial statements 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	
	2023	2022	2023	2022
Depreciation expenses of right-of-use assets	152,621	184,584	148,562	180,528
Interest expenses on lease liabilities	25,909	32,243	25,836	32,098
Expenses relating to short-term leases	288	359	288	359
Expenses relating to variable lease payments	84,060	26,614	83,002	26,049
Rental discount - lease liabilities	(9,086)	(79,425)	(9,086)	(77,913)
Rental discount - interest expenses	(1,359)	(10,934)	(1,359)	(10,402)
Gain on lease agreements cancellation	(18,002)	(1,722)	(18,002)	(1,722)
Loss (gain) from sublease agreement	(107)	-	128	-

The Group has lease contracts for building space that contains variable payments based on sales. The lease term is 4 - 15 years.

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 243 million (The Company only: Baht 240 million) (2022: Baht 136 million (The Company only: Baht 134 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.

18.2 The Company as a lessor

The Company entered into lease agreements of land and office spaces with related parties and also entered into sub-lease agreements for partial leased assets with its subsidiaries. (the lease period was between 12 years to 30 years).

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Undiscounted sub-lease payments receivable under finance leases				
Within 1 year	63	-	2,860	3,080
Over 1 and up to 5 years	189	-	11,578	12,782
Over 5 years	-	-	40,187	42,766
Total	252	-	54,625	58,628
Less: Deferred interest income	(18)	-	(32,764)	(35,773)
Net investment in the finance leases	234	-	21,861	22,855
Less: Current portion	(55)	-	(297)	(347)
Net of current portion	179	-	21,564	22,508

19. Provision for long-term employee benefits

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

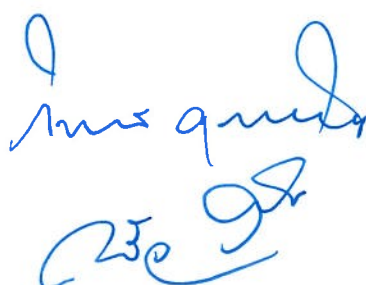
	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Provision for long-term employee benefits at beginning of year	5,513	9,951	4,436	8,699
Included in profit or loss:				
Current service cost	588	1,252	482	1,098
Interest cost	121	164	97	143
Included in other comprehensive income:				
Actuarial gains arising from				
Demographic assumptions changes	-	(1,489)	-	(1,166)
Financial assumptions changes	-	(898)	-	(720)
Experience adjustments	-	(2,266)	-	(2,417)
Benefits paid during the year	(1,212)	(1,201)	(812)	(1,201)
Provision for long-term employee benefits at end of year	5,010	5,513	4,203	4,436

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Cost of services	254	304	190	240
Selling and administrative expenses	455	1,112	389	1,001
Total expenses recognised in profit or loss	709	1,416	579	1,241

The Group expected to pay long-term employee benefits during the next year amounting to Baht 2.6 million (The Company only: Baht 1.7 million) (2022: Baht 2.9 million (The Company only: Baht 2.7 million)).

As at 31 December 2023 and 2022, the weighted average duration of the liabilities for long-term employee benefit is 3 - 10 years (The Company only: 5 years).



Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Discount rate	1.73 - 2.75	1.73 - 2.75	1.98	1.98
Salary increase rate	3.55	3.55	3.55	3.55
Turnover rate	20.00 - 43.00	20.00 - 43.00	20.00 - 43.00	20.00 - 43.00

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)

	Consolidated financial statements				Separate financial statements			
	Increase 0.5%		Decrease 0.5%		Increase 0.5%		Decrease 0.5%	
	2023	2022	2023	2022	2023	2022	2023	2022
Discount rate	(0.1)	(0.1)	0.1	0.1	-	(0.1)	-	0.1
Salary increase rate	0.1	0.1	(0.1)	(0.1)	0.1	0.1	(0.1)	(0.1)
Turnover rate	(0.1)	(0.1)	0.1	0.1	(0.1)	(0.1)	0.1	1.0


20. 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.

21. Finance cost

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Interest expenses on borrowings	19,877	17,778	19,825	17,073
Interest expenses on lease liabilities	25,909	32,243	25,836	32,098
Interest expenses on provision for dismantling	330	330	318	319
Total	46,116	50,361	45,979	49,490



22. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Changes in inventories	(7,948)	(4,179)	(4,187)	(1,623)
Purchases of inventories	131,819	82,094	93,796	60,310
Depreciation of property, plant and equipment and right-of-use assets	273,021	308,196	259,133	295,168
Amortisation of intangible assets	1,848	2,079	1,830	2,057
Loss on impairment of assets (reversal)	3,592	(4,651)	3,592	(4,651)
Employee expenses	493,569	274,858	481,633	259,099
Expenses related to lease and service agreements and common area - net of discount	103,228	(41,843)	97,067	(44,991)
Public utilities	48,751	31,436	46,564	30,053
Maintenance and decorate locations expenses	30,972	17,978	30,866	18,079
Advertising and promotion expenses	29,069	20,676	22,258	14,409
Laundry expenses	31,000	16,628	30,658	16,523
Consulting fees	3,618	3,971	2,688	3,237

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23. Income tax

23.1 Income tax expenses

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Current income tax:				
Current income tax charge	1,446	2,468	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(56,487)	(1,502)	(54,118)	(1,719)
Tax expense (income) reported in profit or loss	(55,041)	966	(54,118)	(1,719)

23.2 Income tax relating to each component of other comprehensive income

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Deferred tax on actuarial gains	-	926	-	861
Deferred tax on gain from revaluation of lands	-	8,703	-	8,703
	-	9,629	-	9,564

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23.3 Reconciliation between accounting profit (loss) and tax expense (income)

The reconciliation between accounting profit (loss) and tax expense (income) is 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 (loss) before tax	277,097	(87,063)	251,967	(100,345)
Applicable tax rate	0%, 15%, 20%	0%, 15%, 20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	55,303	(17,189)	50,394	(20,069)
Utilise of tax losses	(52,746)	-	(50,294)	-
Set up deferred tax assets for previously unrecognised tax losses	(56,487)	-	(54,118)	-
Effects of:				
Tax exempted revenue	(1,756)	-	(746)	-
Non-deductible expenses	648	1,077	649	1,366
Additional expense deductions allowed	(3)	(167)	(3)	(165)
Total	(1,111)	910	(100)	1,201
Unused tax losses that may not be sufficient to allow utilisation	-	17,245	-	17,149
Tax expense (income) reported in profit or loss	(55,041)	966	(54,118)	(1,719)

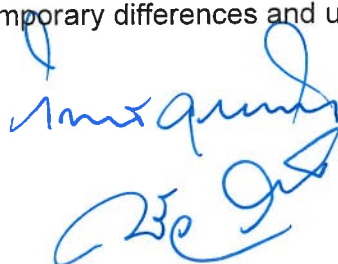
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23.4 Deferred tax assets / liabilities

The components of deferred tax assets and deferred tax liabilities as at 31 December 2023 and 2022 are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial		Separate financial	
	statements		statements	
	2023	2022	2023	2022
Deferred tax assets				
Allowance for expected credit losses	1,658	1,838	1,594	1,765
Allowance for diminution in value of inventories	1,094	1,120	431	438
Provision for long-term employee benefits	956	1,037	841	887
Lease agreements	15,283	15,441	15,283	15,441
Deferred revenue - customer loyalty program	189	151	189	151
Interest and depreciation from decommissioning estimation	788	687	788	687
Allowance for impairment loss on property, plant and equipment	790	72	790	72
Allowance for impairment loss on right-of-use assets	40	40	40	40
Allowance for expected credit losses - Share return receivables	1,036	993	1,036	993
Unused tax losses	56,033	-	53,600	-
Total	77,867	21,379	74,592	20,474
Deferred tax liabilities				
Surplus on revaluation of lands	31,344	31,344	31,344	31,344
Total	31,344	31,344	34,344	31,344
Deferred tax assets - net	46,523	905	43,248	-
Deferred tax liabilities - net	-	10,870	-	10,870

As at 31 December 2023, the Group has deductible temporary differences and unused tax losses totaling Baht 56 million (The Company only: Baht 56 million) (2022: Baht 599 million (The Company only: Baht 575 million)), on which deferred tax assets have not been recognised as the Group considers there is an uncertainty for the sufficiency of future taxable profits to allow utilisation of the temporary differences and unused tax losses.



Details of expiry date of unused tax losses are summarised as below:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
31 December 2025	-	241	-	227
31 December 2026	-	268	-	258
31 December 2027	56	90	56	90
	<u>56</u>	<u>599</u>	<u>56</u>	<u>575</u>

24. Earnings per share

Basic earnings (loss) per share is calculated by dividing 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.

The following table sets forth the computation of basic loss per share:

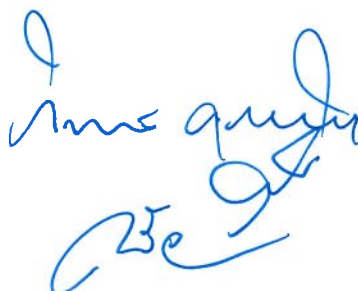
	For the year ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Profit (loss) for the year (Thousand Baht)	332,135	(88,029)	306,084	(98,627)
Weighted average number of ordinary share (Thousand shares)	855,000	855,000	855,000	855,000
Profit (loss) per share (Baht/share)	0.388	(0.103)	0.358	(0.115)

25. 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. The chief operating decision maker has been identified as the Company's Board of Directors.

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

- Spa services, which operates day spa and destination spa. Also, provides spa management and spa consultancy services.



- Sales of spa products and healthy products, which distributes natural spa products both and spa equipment for domestic and international market.
- Hotel and restaurant, which operates boutique resort and restaurant.

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

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and 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.

The following tables present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2023 and 2022, respectively.

(Unit: Million Baht)

	Spa services		Sales of spa products and healthy products		Hotel and restaurant		Elimination		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	Revenues from external Customers	1,318	600	62	74	66	37	-	-	1,446
Internal - segment revenues	22	11	28	46	2	1	(52)	(58)	-	-
Total revenues	1,340	611	90	120	68	38	(52)	(58)	1,446	711
Segment profit	385	34	29	39	22	7	-	-	436	80
Revenues and expenses which have not been allocated:										
Interest income									2	2
Other income									25	8
Selling and distribution expenses									(48)	(35)
Administrative expenses									(91)	(92)
Share of loss from investment in joint venture									(1)	-
Finance cost									(46)	(50)
Profit (loss) before tax income									277	(87)
Tax income (expense)									55	(1)
Profit (loss) for the year									332	(88)

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Contract assets / Contract liabilities

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Contract assets				
Trade receivables - net	29,388	28,545	26,385	30,118
Total contract assets - net	29,388	28,545	26,385	30,118
Contract liabilities				
Advance received - current portion	55,902	57,914	54,616	55,057
Advance received - net of current portion	-	971	-	971
Total contract liabilities	55,902	58,885	54,616	56,028

Disaggregated revenue from contracts with customers

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Timing of revenue recognition:				
Revenue recognised at a point in time				
Sale	95,885	97,823	44,760	31,537
Spa Service	1,315,862	592,824	1,315,862	592,824
Revenue recognised over time				
Hotel service	32,784	13,075	-	-
Franchise income	1,598	7,560	1,598	7,560
Management Fee	5,458	3,506	4,917	4,464
Total revenue from contracts with customers	1,451,587	714,788	1,367,137	636,385

Revenue to be recognised for the remaining performance obligations

As at 31 December 2023, revenue totaling Baht 1 million (2022: Baht 2 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied (or partially unsatisfied) The Group expects to satisfy these performance obligations within 1 year (2022: 1 - 2 years).

The above information does not include revenue to be recognised for the unsatisfied portions of performance obligations related to contracts with a duration of one year or less and where the revenue is recognised in the amount that the entity has a right to invoice.

The segment assets of the Group as at 31 December 2023 and 2022 are as follows:

(Unit: Million Baht)

	Spa services and sales of spa products and healthy products*		Hotel and restaurant		Elimination		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
	Property, plant and equipment	892	963	62	68	-	-	954
Right-of-use assets	454	954	17	18	-	(1)	471	971
Lease receivables	22	23	-	-	(22)	(23)	-	-
Investment in joint venture	4	-	-	-	-	-	4	-
Deferred tax assets	45	-	2	-	-	-	47	-
Other assets	494	457	43	40	(40)	(80)	497	417
Total assets	1,911	2,397	124	126	(62)	(104)	1,973	2,419
Other material non-cash item:								
Write-off of property, plant and equipment	(5)	(10)	-	-	1	-	(4)	(10)
Depreciation and amortisation	(268)	(303)	(8)	(8)	-	-	(276)	(311)
Loss on impairment of property, plant and income equipment and right-of-use assets	4	5	-	-	-	-	4	5
Gain on lease agreements cancellation	18	-	-	-	-	-	18	-

* Spa services business had jointly used of assets with sales of spa products and health product business.

Geographic information

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

Major Customer

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



26. 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 contributes to the fund monthly at the rate of 3 percent of basic salary. The fund, which is managed by SCB Asset Management Company Limited., will be paid to employees upon termination in accordance with the fund rules.

During the years 2023 and 2022, the contributions to the fund which were recognised as expenses are as follows:

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	2023	2022
Contributions to provident fund	1.6	1.2

27. Commitments and contingent liabilities

27.1 Capital commitments

As at 31 December 2023 and 2022, the Company has the outstanding commitments for construction, which the contracts have already been signed. These are summarised as follows:

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	2023	2022
Construction costs	7	5



27.2 Operating lease and service commitments

As at 31 December 2023 and 2022, the Group has future minimum payments under service agreement, short-term lease agreements and low-value assets lease agreement other than recorded as lease liabilities in the statements of financial position as follows:

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	2023	2022
Payable:		
In up to 1 year	24	30
In over 1 and up to 5 years	45	48
In over 5 years	4	11

27.3 Guarantees

- (1) The Company has guaranteed bank credit facilities of its subsidiaries as described in Note 17 to the consolidated financial statements.
- (2) As at 31 December 2023, there were outstanding bank guarantees of Baht 8.2 million (2022: Baht 1.7 million) (The Company only: Baht 5.2 million (2022: Baht 0.1 million)) issued by the banks on behalf of the Group as required in the normal course of business.

28. Fair value hierarchy

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

(Unit: Million Baht)

	Consolidated financial statement			
	31 December 2023			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Lands	-	322	-	322
Liabilities disclosed fair value				
Loans from financial institution - fixed interest rate	-	2	-	2
Loans from a related party - fixed interest rate	-	200	-	200

(Unit: Million Baht)

Separate financial statement

31 December 2023

	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Lands	-	322	-	322
Liabilities disclosed fair value				
Loans from a related party - fixed interest rate	-	200	-	200

(Unit: Million Baht)

Consolidated financial statement

31 December 2022

	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Lands	-	322	-	322
Liabilities disclosed fair value				
Loans from financial institution - fixed interest rates	-	98	-	98

(Unit: Million Baht)

Separate financial statement

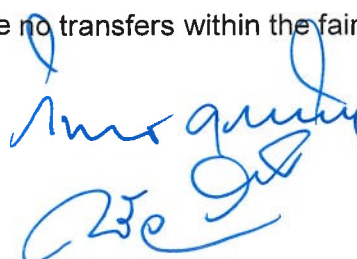
31 December 2022

	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Lands	-	322	-	322
Liabilities disclosed fair value				
Loans from financial institution - fixed interest rates	-	79	-	79

The fair value of lands was revalued using the comparable market approach appraised by an independent professional valuer.

The fair value of long-term loans from financial institutions and from a related party are disclosed in Note 29.2 (c) to the consolidated financial statements.

During the current year, there were no transfers within the fair value hierarchy.



29. Financial instruments

29.1 Financial risk management

The Group's financial instruments, principally comprise cash and cash equivalents, current investments, trade and other receivables, lease receivables, share return receivables, trade and other payables, liabilities under finance lease agreements, and loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to deposit at financial institutions trade and other receivables and share return receivables. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentrations of credit risk since their businesses are sales and services to minor customers. The maximum exposure to credit risk is limited to the carrying amounts of deposit at financial institutions, trade and other receivables, and share return receivables as stated in the statements of financial position.

Trade and other receivables

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 and does not hold collateral as security. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Cash deposits

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

Interest rate risk

The Group's exposure to interest rate risk relates primarily to their deposit at financial institutions, loans, and liabilities under lease agreements. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

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 statement								
31 December 2023								
Fixed interest rates								
	At call	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Interest rate (% per annum)
Financial assets								
Cash and cash equivalent	-	155	-	-	94	3	252	0.00 - 2.00
Trade and other receivables	-	-	-	-	-	30	30	-
Share return receivables	-	-	-	-	-	35	35	-
	-	155	-	-	94	68	317	
Financial liabilities								
Trade and other payables	-	-	-	-	-	124	124	-
Long-term loans from related parties	-	-	200	-	-	-	200	4.00
Lease liabilities	-	143	336	65	-	-	544	2.14 - 5.18
Long-term loans	-	3	2	-	109	-	114	Note 17
	-	146	538	65	109	124	982	

(Unit: Million Baht)

Separate financial statement								
31 December 2023								
Fixed interest rates								
	At call	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Interest rate (% per annum)
Financial assets								
Cash and cash equivalent	-	155	-	-	31	3	189	0.00 - 2.00
Trade and other receivables	-	-	-	-	-	27	27	-
Lease receivables	-	-	3	19	-	-	22	3.92 - 19.31
Share return receivables	-	-	-	-	-	35	35	-
	-	155	3	19	31	65	273	
Financial liabilities								
Trade and other payables	-	-	-	-	-	133	133	-
Long-term loans from related parties	-	-	200	-	-	-	200	4.00
Lease liabilities	-	141	336	65	-	-	542	2.14 - 5.18
Long-term loans	-	-	-	-	107	-	107	Note 17
	-	141	536	65	107	133	982	

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(Unit: Million Baht)

Consolidated financial statement

31 December 2022

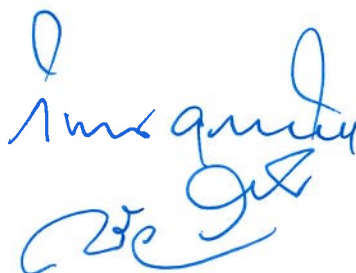
	Fixed interest rates				Floating interest rate	Non- interest bearing	Total	Interest rate (% per annum)
	At call	Within 1 year	1-5 years	Over 5 years				
Financial assets								
Cash and cash equivalent	-	-	-	-	181	4	185	0.01 - 0.35
Trade and other receivables	-	-	-	-	-	30	30	-
Share return receivables	-	-	-	-	-	40	40	-
	-	-	-	-	181	74	255	
Financial liabilities								
Trade and other payables	-	-	-	-	-	94	94	-
Lease liabilities	-	180	547	316	-	-	1,043	2.05 - 5.18
Long-term loans	-	99	-	-	513	-	612	Note 17
	-	279	547	316	513	94	1,749	

(Unit: Million Baht)

Separate financial statement

31 December 2022

	Fixed interest rates				Floating interest rate	Non- interest bearing	Total	Interest rate (% per annum)
	At call	Within 1 year	1-5 years	Over 5 years				
Financial assets								
Cash and cash equivalent	-	-	-	-	143	3	146	0.01 - 0.35
Trade and other receivables	-	-	-	-	-	31	31	-
Lease receivables	-	-	3	20	-	-	23	10.42 - 19.31
Share return receivables	-	-	-	-	-	40	40	-
	-	-	3	20	143	74	240	
Financial liabilities								
Trade and other payables	-	-	-	-	-	114	114	-
Long-term loans from related parties	-	-	-	-	28	-	28	-
Lease liabilities	-	177	546	316	-	-	1,039	2.05 - 5.18
Long-term loans	-	80	-	-	487	-	567	Note 17
	-	257	546	316	515	114	1,748	



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 market rate affected as at 31 December 2023 and 2022 with all other variables held constant.

Currency	Consolidated and Separate financial statements		Consolidated financial statement		Separate financial statement	
	Increase/decrease		Effect on profit before tax			
	2023	2022	2023	2022	2023	2022
	(%)	(%)	(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)
Baht	0.5	0.5	(0.5)	(2.9)	(0.4)	(2.8)
	(0.5)	(0.5)	0.5	2.9	0.4	2.8

The above analysis has been prepared assuming that the amounts loans from and all other variables remain constant over one year. Moreover, the floating legs of these loans are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest 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.

Foreign currency risk

The Group's exposure to foreign currency risk arises from deposit at overseas banks, purchase and service transactions that are denominated in foreign currencies. The Group does not expect to incur material losses from the exchange rates as their businesses are sales and services to minor customers. As at 31 December 2023, the Group had no forward contracts outstanding balance.

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

Foreign currencies	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2023	2022	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US Dollar	1	5	-	-	34.80	34.90
Hong Kong Dollar	710	705	-	-	4.45	4.44
Euro	-	-	68	78	37.62	37.24

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Foreign currencies	Separate financial statements			
	Financial assets		Average exchange rate	
	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US Dollar	1	1	34.80	34.90
Hong Kong Dollar	710	705	4.45	4.44

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the payment of trade and other payables, loans and lease contracts. Approximately 32% of the Group's debt will mature in less than one year at 31 December 2023 (2022: 25%) (the Company only: 32% (2022: 25%)) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and the Group's operating, the Group concluded it to be low. The Group has access to a sufficient variety of sources of funding.

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

(Unit: Million Baht)

	Consolidated financial statement				
	31 December 2023				
	On Demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	-	124	-	-	124
Lease liabilities	-	143	336	65	544
Interest on lease liabilities	-	19	31	16	66
Long-term loans	-	43	70	1	114
Interest on long-term loans	-	4	3	-	7
Long-term loans - related parties	-	-	200	-	200
Interest on long-term loans - related parties	-	8	1	-	9
Total	-	341	641	82	1,064

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(Unit: Million Baht)

Separate financial statement

31 December 2023

	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	-	133	-	-	133
Lease liabilities	-	141	336	65	542
Interest on lease liabilities	-	19	31	16	66
Long-term loans	-	-	200	-	200
Interest on long-term loans	-	8	1	-	9
Long-term loans - related parties	-	40	67	-	107
Interest on long-term loans - related parties	-	4	3	-	7
Total	-	345	638	81	1,064

(Unit: Million Baht)

Consolidated financial statement

31 December 2022

	On Demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	-	94	-	-	94
Lease liabilities	-	180	547	316	1,043
Interest on lease liabilities	-	36	90	69	195
Long-term loans	-	170	434	8	612
Interest on long-term loans	-	19	26	-	45
Total	-	499	1,097	393	1,989

(Unit: Million Baht)

Separate financial statement

31 December 2022

	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	-	114	-	-	114
Lease liabilities	-	177	546	316	1,039
Interest on lease liabilities	-	36	90	69	195
Long-term loans	-	159	401	7	567
Interest on long-term loans	-	19	23	-	42
Long-term loans - related parties	-	-	28	-	28
Interest on long-term loans - related parties	-	2	2	-	4
Total	-	507	1,090	392	1,989

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29.2 Fair values of financial instruments

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and deposit at financial institutions, trade and other receivables and trade and other payables, their carrying amounts in the statements of financial position approximate their fair values.
- For share return receivables, their carrying amounts in the statements of financial position approximates their fair values.
- Future cash flow by the current market interest rate of the loans with similar terms and conditions. As at 31 December 2023 and 2022, fixed rate long-term loans are detailed below.

(Unit: Million Baht)

	Consolidated financial statements				Separate financial statements			
	Carrying amount		Fair value		Carrying amount		Fair value	
	2023	2022	2023	2022	2023	2022	2023	2022
Long-term loans from financial institutions - fixed interest rate	2	99	1	98	-	80	-	79
Long-term loans from a related party - fixed interest rate	200	-	194	-	200	-	194	-

- For long-term loan carrying interest approximate to the market rate, their carrying amounts in the statements of financial position approximates their fair values.
- For lease receivables and lease liabilities which their interest rates are close to the market rate, their carrying amounts in the statements of financial position approximate their fair values.

During the current year, there were no transfers within the fair value hierarchy.

30. Capital management

The primary objective of the Group's capital management is to ensure that they have appropriate capital structure in order to support their businesses and maximise shareholder value. As at 31 December 2023, the Group's debt-to-equity ratio was 1.19:1 (2022: 3.25:1) and the Company's was 1.24:1 (2022: 3.33:1).

31. Events after the reporting period

31.1 On 23 February 2024, the Board of Directors of the Company passed a resolution to propose that the Annual General Meeting of shareholders to consider the following resolutions.

(1) To consider and approve the payment of a dividend from the Company's operating results for the year 2023 to the Company's shareholders, comprising a cash dividend and stock dividend totaling Baht 0.139 per share, as detailed below:

(1.1) A cash dividend of Baht 0.014 per share, or a total of Baht 11.875 million.

(1.2) A stock dividend distributed at a rate of 1 dividend share for every 2 existing shares, or a total of Baht 106.875 million. The dividend shall be converted as dividend payment at Baht 0.125 per share.

The payment of dividend shall be made on 17 May 2024.

(2) To consider and approve the decrease of the registered capital by cancellation of 72 ordinary shares with a par value of Baht 0.25 per share or Baht 18.0 from latest unallocated stock dividend.

(3) To consider and approve an increase in the Company's registered share capital from Baht 213.75 million to Baht 320.625 million by issuing Baht 106.875 of additional ordinary shares (427.50 million shares of Baht 0.25 each) to support the distribution of the stock dividend.

31.2 On 23 February 2024, the Board of Directors of the Company passed a resolution to propose that the Annual General Meeting of Siam Wellness Resort Co., Ltd. (a subsidiary) shareholders to consider the payment of a dividend for the year 2023 amounting to Baht 26.04 per share, or a total of Baht 15.63 million. The dividend payment will be paid within the second quarter of 2024.

31.3 On 23 February 2024, the Board of Directors of the Company passed a resolution to propose that the Annual General Meeting of Siam Wellness Lab Co., Ltd. (a subsidiary) shareholders to consider the payment of a dividend for the year 2023 amounting to Baht 152.82 per share, or a total of Baht 15.28 million. The dividend payment will be paid within the second quarter of 2024.

31.4 On 23 February 2024, the Board of Directors of the Company passed a resolution to propose that the Annual General Meeting of Siam Wellness Education Co., Ltd. (a subsidiary) shareholders to consider the payment of a dividend for the year 2023 amounting to Baht 701.23 per share, or a total of Baht 7.01 million. The dividend payment will be paid within the second quarter of 2024.


SIAM WELLNESS GROUP
บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

32. Approval of financial statements

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

