

Central Plaza Hotel Public Company Limited and its subsidiaries

Condensed notes to interim financial statements

For the three-month and nine-month periods ended 30 September 2024

1. General information

1.1 Basis of preparation of interim financial statements

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

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

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

1.2 Basis of consolidation

These interim consolidated financial statements include the financial statements of Central Plaza Hotel Public Company Limited ("the Company") its subsidiaries ("the subsidiaries") (collectively as "the Group") on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2023 with no change in shareholding structure of subsidiaries during the current period.

1.3 Accounting policies

The interim financial statements are prepared by using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2023.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2024, do not have any significant impact on the Group's financial statements.

1.4 New financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2025

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 2025. 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.

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

2. Related party transactions

During the periods, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties. There were no significant changes in the transfer pricing policy of transactions with related parties during the current period.

(Unit: Thousand Baht)

For the three-month periods ended 30 September					
	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2024	2023	2024	2023	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Rental income	-	-	300	733	Contractually agreed prices
Interest income	-	-	111,470	75,747	Bank interest rate
Management fee income	-	-	40,250	31,250	Contractually agreed prices
Income from loan guarantee	-	-	494	1,235	Contractually agreed prices
Interest expense	-	-	16,290	8,386	Bank interest rate
Other expenses	-	-	1,048	1,041	Agreed prices
Rental expense	-	-	1,094	1,094	Contractually agreed prices
Management fee expense	-	-	21,223	30,157	Contractually agreed prices
<u>Transactions with associated company</u>					
Rental income	25,263	25,290	12,652	12,687	Contractually agreed prices
Rental expense	45,886	45,886	-	-	Contractually agreed prices
<u>Transactions with joint ventures</u>					
Interest income	64,128	61,736	-	-	Contractually agreed prices
Rental income	1,396	-	-	-	Contractually agreed prices
Service income	1,461	-	-	-	Contractually agreed prices
Rental expense	50,267	53,180	-	-	Contractually agreed prices
<u>Transactions with related companies</u>					
Rental income	3,569	3,569	-	-	Contractually agreed prices
Management fee income	2,071	1,764	-	-	Contractually agreed prices
Other income	-	844	-	-	Agreed prices
Rental expense	209,262	207,641	46,867	44,907	Contractually agreed prices
Electricity expense	9,628	10,825	9,628	10,825	Contractually agreed prices
Management fee expense	9,886	9,432	4,887	4,432	Contractually agreed prices
Finance and accounting service expense	19,951	13,552	3,542	960	Contractually agreed prices

(Unit: Thousand Baht)

For the nine-month periods ended 30 September					
	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2024	2023	2024	2023	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Rental income	-	-	900	2,198	Contractually agreed prices
Interest income	-	-	310,402	205,139	Bank interest rate
Management fee income	-	-	102,750	93,750	Contractually agreed prices
Income from loan guarantee	-	-	1,781	3,656	Contractually agreed prices
Dividend income	-	-	703,050	273,600	Dividend announcement
Interest expense	-	-	52,113	18,754	Bank interest rate
Other expenses	-	-	3,130	3,029	Agreed prices
Rental expense	-	-	3,283	3,283	Contractually agreed prices
Management fee expense	-	-	78,252	97,037	Contractually agreed prices
<u>Transactions with associated company</u>					
Rental income	75,103	75,044	37,681	37,647	Contractually agreed prices
Rental expense	137,568	137,659	-	-	Contractually agreed prices
<u>Transactions with joint ventures</u>					
Interest income	194,631	180,053	-	-	Contractually agreed prices
Dividend income	51,000	30,600	-	-	Dividend announcement
Rental income	2,035	-	-	-	Contractually agreed prices
Service income	1,461	-	-	-	Contractually agreed prices
Rental expense	152,905	107,877	-	-	Contractually agreed prices
<u>Transactions with related companies</u>					
Rental income	10,709	10,709	-	-	Contractually agreed prices
Management fee income	7,876	6,219	-	-	Contractually agreed prices
Other income	987	1,522	-	-	Agreed prices
Rental expense	633,381	614,007	141,131	134,856	Contractually agreed prices
Electricity expense	28,930	33,866	28,930	33,866	Contractually agreed prices
Management fee expense	29,658	28,295	14,660	13,297	Contractually agreed prices
Finance and accounting service expense	59,075	41,332	10,132	6,172	Contractually agreed prices

The balances of the accounts as at 30 September 2024 and 31 December 2023 between the Group and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023
Trade and other receivables - related parties (Note 3)				
Subsidiaries	-	-	68,209	74,595
Joint ventures	22,785	16,720	37	37
Related companies (related by common directors)	50,957	232,853	12,346	12,124
Total trade and other receivables - related parties	73,742	249,573	80,592	86,756
Dividend receivables - related parties				
Subsidiaries	-	-	-	152,700
Total dividend receivables - related parties	-	-	-	152,700
Trade and other payables - related parties (Note 11)				
Subsidiaries	-	-	23,562	24,800
Related companies (related by common directors)	188,187	382,966	5,891	12,572
Total trade and other payables - related parties	188,187	382,966	29,453	37,372

Loans to related parties

As at 30 September 2024 and 31 December 2023, the balance of short-term and long-term loans to related parties are as follows:

Loans to related parties	(Unit: Thousand Baht)					
	Interest rate		Consolidated		Separate	
			financial statements		financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023	30 September 2024	31 December 2023
	(Percent per annum)					
Short-term loans						
Subsidiaries	4.0	4.0	-	-	59,447	-
Joint venture	2.0 - 3.0	2.0	18,870	15,300	-	-
Long-term loans						
Subsidiaries	4.0	4.0	-	-	10,205,304	8,667,806
Total			18,870	15,300	10,264,751	8,667,806

Movements during the nine-month periods ended 30 September 2024 and 2023 of loans to related parties were as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term loans to related parties				
Subsidiaries/joint venture				
As at 1 January	15,300	15,300	-	-
Additions	3,570	-	82,955	-
Decrease	-	-	(22,408)	-
Total	18,870	15,300	60,547	-
Less: Allowance for expected credit losses	-	-	(1,100)	-
As at 30 September	18,870	15,300	59,447	-
Long-term loans to related parties				
Subsidiaries				
As at 1 January	-	-	9,721,389	9,416,045
Increase	-	-	4,862,982	2,777,455
Decrease	-	-	(3,326,584)	(3,024,201)
Total	-	-	11,257,787	9,169,299
Less: Allowance for expected credit losses	-	-	(1,052,483)	(1,053,583)
As at 30 September	-	-	10,205,304	8,115,716

Short-term loans to joint venture

As at 30 September 2024, a subsidiary has short-term loans totalling of Baht 18.9 million to joint venture in form of promissory notes. The principal and interest are due for repayment at call.

Loans from related parties

As at 30 September 2024 and 31 December 2023, the balance of short-term and long-term loans from related individuals/parties are as follows:

(Unit: Thousand Baht)

Loans from related individuals/parties	Interest rate		Consolidated financial statements		Separate financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023	30 September 2024	31 December 2023
	(Percent per annum)					
Short-term loans						
Subsidiaries	2.4 - 2.7	2.4	-	-	1,250,000	1,050,000
Related individual	2.0	2.0	11,930	11,930	-	-
Long-term loans						
Subsidiaries	2.3 - 4.0	2.3 - 4.0	-	-	964,385	943,343
Related individuals	3.0	3.0	57,665	60,525	-	-
Total			69,595	72,455	2,214,385	1,993,343

Movements during the nine-month periods ended 30 September 2024 and 2023 of loans from related individuals/parties were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term loans				
Subsidiaries/related individual				
As at 1 January	11,930	8,930	1,050,000	300,000
Increase	-	-	550,000	850,000
Decrease	-	-	(350,000)	(300,000)
As at 30 September	11,930	8,930	1,250,000	850,000
Long-term loans				
Subsidiaries/related individual				
As at 1 January	60,525	61,125	943,343	248,322
Increase	-	-	2,227,719	3,187,213
Decrease	-	-	(2,206,677)	(2,686,459)
Total	60,525	61,125	964,385	749,076
Effect on exchange rate	(2,860)	3,530	-	-
As at 30 September	57,665	64,655	964,385	749,076

Short-term loans from related individuals

As at 30 September 2024, the two subsidiaries have short-term loans with a related individual of Baht 11.9 million. These loans are uncollateralised and due for repayment at call.

Long-term loans from related individual

A subsidiary has long-term loans from related individuals in form of promissory notes and repayable within 31 December 2020. On 1 December 2019, the subsidiary renewed the promissory notes to extend the payment term to be the earlier of 31 December 2022 or the loss of a controlling interest in the borrower by the parent company of the borrower. On 1 November 2022, the subsidiary renewed the promissory note to extend the payment term to be the earlier of 31 December 2025.

In 2021, the subsidiary obtained additional loans at USD 0.3 million from related individual in form of promissory notes which are repayable within 31 December 2024. On 15 December 2023, the subsidiary renewed the promissory note to extend the payment term to be the earlier of 1 October 2027.

Financial liabilities from long-term leases

Movements during the nine-month periods ended 30 September 2024 and 2023 of financial liabilities from long-term leases were as follows:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2024</u>	<u>2023</u>
<i>Financial liabilities from long-term leases</i>		
Associated		
As at 1 January	1,720,612	1,770,945
Decrease	(44,084)	(37,363)
Total	1,676,528	1,733,582
Less: portion due within one year	(77,086)	(71,537)
As at 30 September	<u>1,599,442</u>	<u>1,662,045</u>

Directors and management's benefits

During the three-month and nine-month periods ended 30 September 2024 and 2023, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements and separate financial statements			
	For the three-month periods ended 30 September		For the nine-month periods ended 30 September	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term employee benefits	22	28	83	88
Post-employment benefits	1	-	3	1
Total	23	28	86	89

3. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September	31 December	30 September	31 December
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<u>Trade accounts receivable - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	199,310	333,782	32,716	34,600
Past due				
Not over 3 months	66,618	100,613	12,147	7,108
3 - 6 months	13,045	26,264	423	213
6 - 12 months	8,994	5,074	245	74
Over 12 months	13,937	12,606	4,260	3,872
Total trade accounts receivable - unrelated parties	301,904	478,339	49,791	45,867
Less: Allowance for expected credit losses	(36,824)	(33,337)	(6,663)	(5,630)
Total trade account receivable - unrelated parties, net	265,080	445,002	43,128	40,237
Total trade accounts receivable - net	265,080	445,002	43,128	40,237

(Unaudited but reviewed)

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023
<u>Other receivables</u>				
Other receivables - related parties	73,742	249,573	80,592	86,756
Other receivables - unrelated parties	387,401	451,432	43,497	36,993
Prepaid expense	159,984	99,021	31,859	38,770
Prepayment for purchase of goods	57,968	41,524	-	-
Total other receivables	679,095	841,550	155,948	162,519
Less: Allowance for expected credit losses	(82,884)	(90,979)	(14,642)	(17,642)
Total other receivables - net	596,211	750,571	141,306	144,877
Total trade and other receivables	861,291	1,195,573	184,434	185,114

The normal credit terms granted by the Group ranges from 30 days to 45 days.

4. Investment in an associate

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
As at 1 January	444,538	486,292	438,627	480,298
Share of profit of investment in an associate	21,494	20,832	-	-
Unit redeemed	(32,356)	(31,667)	(32,356)	(31,667)
Reversal of impairment loss	-	-	21,000	20,700
As at 30 September	433,676	475,457	427,271	469,331

There were no acquisition and disposal of investment in an associate during the nine-month periods ended 30 September 2024 and 2023.

As at 30 September 2024, the closing price of Centara Hotels & Resorts Leasehold Property Fund was Baht 4.64 (31 December 2023: Baht 4.28). The fair value of investment in Centara Hotels & Resorts Leasehold Property Fund was Baht 376 million (31 December 2023: Baht 347 million).

5. Investments in subsidiaries

On 22 January 2024, Central Restaurants Group (HK) Limited (an indirectly-held foreign subsidiary) paid for the additional called-up ordinary shares of USD 1.2 million to Central Restaurants Group (Vietnam) Company Limited, which is an indirect subsidiary of the Group, accounting for 100 percent of the registered capital.

On 1 March 2024, Centara Singapore Private Limited (an indirectly-held foreign subsidiary) paid for the additional called-up ordinary shares of JPY 50 million to Centara Osaka Japan Kabushiki Kaisha, which is an indirect subsidiary of the Group, accounting for 100 percent of the registered capital.

On 11 June 2024, the Extraordinary General Meeting of shareholders of Central Samui Hotel Management Co., Ltd. (the subsidiary) passed a resolution to increase its registered share capital from Baht 100 million (1 million ordinary shares of Baht 100 each) to Baht 670 million (6.7 million ordinary shares of Baht 100 each) by issuing 5.7 million new ordinary shares with a par value of Baht 100 per share which were fully called up. The subsidiary registered the share capital increase with the Ministry of Commerce on 18 June 2024. The Company made the full payment of the new shares amounting to Baht 570 million. As a result, the Company has investment in ordinary shares of the subsidiary as at 30 September 2024 at the amount of Baht 670 million.

On 21 June 2024, the Company received dividends from Central Samui Beach Resort Co., Ltd. (a subsidiary), Central World Hotel Co., Ltd. (a subsidiary), Central Krabi Bay Resort Co., Ltd. (a subsidiary), Central Karon Village Co., Ltd. (a subsidiary) and Centara Management Headquarter Limited (a subsidiary) of Baht 194.3 million, Baht 270 million, Baht 55 million, Baht 11.2 million and Baht 172.5 million, respectively, totalling Baht 703 million.

6. Investments in joint venture

Long-term loans to joint venture

On 28 September 2017, Centara Capital Limited (an indirectly-held foreign subsidiary) entered into a loan agreement with Centara Mirage Beach Resort - Dubai FZCO (formerly known as "Nakheel CT Deira Islands Hotel- FZCO") (joint venture). The subsidiary provided loans to the joint venture for land acquisition, hotel construction, and other purposes specified in the joint venture agreement, as notified from time to time, in proportion to its shareholding. The loans carry interest at a rate specified in the agreement and full repayment of principal, together with interest, is to be made within 2115.

Movements during the nine-month periods ended 30 September 2024 and 2023 of loans to joint venture were as follows:

	(Unit: Thousand Baht)	
	Consolidate financial statement	
	<u>2024</u>	<u>2023</u>
As at 1 January	2,011,876	2,031,811
Effect on exchange rate	(113,579)	117,333
As at 30 September	<u>1,898,297</u>	<u>2,149,144</u>

On 23 January 2024, ORC COFFEE PASSION GROUP JOINT STOCK COMPANY registered the share capital increase. Central Restaurants Group (Vietnam) Company Limited (an indirectly-held foreign subsidiary) paid for the additional ordinary shares of VND 27,851.4 million or equivalent to Baht 41.6 million. Thus, as at 30 September 2024, the subsidiary's shareholding was 40 percent of issued and paid-up capital, totalling VND 128,880.7 million equivalent to Baht 189.6 million.

On 26 June 2024, Central Restaurants Group Co., Ltd. (a subsidiary) received a dividend from The Food Selection Group Co., Ltd. (a joint venture) totalling Baht 51.0 million.

7. Investment properties, property, plant and equipment and other intangible assets

During the nine-month period ended 30 September 2024, property, plant and equipment and other intangible assets of the Group was increased at a total cost of Baht 4,843 million, mostly from renovation and construction of hotel and branch expansion of food business.

8. Right-of-use assets

Movements in the right of use assets account during the nine-month period ended 30 September 2024 were summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2024	11,807,840	970,090
Increase	1,421,113	3,900
Decrease	(90,298)	-
Lease modification	70,143	-
Depreciation for the period	(1,277,034)	(98,603)
Effect on exchange rate	(407,885)	-
Net book value as at 30 September 2024	<u>11,523,879</u>	<u>875,387</u>

9. Goodwill

Movements of the goodwill account during the nine-month period ended 30 September 2024 were summarised below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Net book value as at 1 January 2024	360,432
Allowance for impairment loss	(21,425)
Net book value as at 30 September 2024	339,007

During the current period, the Company assessed the recoverable amount of goodwill arising from the acquisition of Brown Dessert Co., Ltd. and it was concluded that the recoverable amount is lower than the carrying amount. The Company therefore recognised allowance for impairment loss on such goodwill amounting to Baht 21.4 million in profit or loss in the consolidated statement of comprehensive income for the current period.

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

Movements in bank overdrafts and short-term loans from financial institution during the nine-month period ended 30 September 2024 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2024	927,774	500,000
Add: Additional loan withdrew during the period	2,591,913	2,485,734
Amortisation of transaction costs during the year	97	97
Less: Repayment during the period	(1,421,194)	(1,100,000)
Transaction costs during the period	(170)	(170)
Effect on exchange rate	(2,901)	-
Balance as at 30 September 2024	2,095,519	1,885,661

As at 30 September 2024, the Group has unused credit facilities for bank overdrafts and short-term loans totalling Baht 2,824 million (the Company only: Baht 2,130 million) (31 December 2023: Baht 2,314 million (the Company only: Baht 1,730 million)).

The borrowings include secured liabilities in the total amount of Baht 201 million (31 December 2023: Baht 428 million) in the consolidated financial statements are guaranteed by the Company and a director of the Company.

Short-term loan of the Company

During the current period, the Company entered into the loan agreements by issuing short-term promissory notes to two local financial institutions amounting to Baht 900 million. The short-term promissory note interest at the rate specified in the promissory notes with the maturity period in October 2024.

During the current period, the Company entered into the loan agreements by issuing short-term promissory notes to one local financial institutions amounting to Baht 100 million. The short-term promissory note interest at the rate specified in the promissory notes with the maturity period at call.

During the current period, the Company entered into the loan agreements by issuing short-term bills of exchange to institutional investors amounting to Baht 1,000 million and 500 million. The short-term bills of exchange carry interest at the market rate in the bills of exchange with the maturity period in January and March 2025. As at 30 September 2024, the outstanding balance of the aforesaid loan net of transaction cost is Baht 1,486 million.

Short-term loan of the subsidiaries

During the current period, a foreign subsidiary entered into the loan agreements by issuing short-term promissory notes to two local financial institutions amounting to USD 2.8 million. The short-term promissory note interest at the rate specified in the promissory notes with the maturity period between December 2024 and March 2025.

11. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023
Trade payables - other parties	728,210	752,253	25,558	39,763
Amounts due to related parties	188,187	382,966	29,453	37,372
Other payables	122,435	140,871	27,675	39,088
Payables for purchase of buildings and equipment	477,595	103,731	8,375	2,153
Guest deposits	453,397	441,755	80,022	88,568
Accrued expenses	1,475,672	1,589,203	88,592	124,309
Interest payable	54,470	34,556	50,968	42,060
Total trade and other payables	3,499,966	3,445,335	310,643	373,313

12. Long-term loans from financial institutions

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2024	31 December 2023	30 September 2024	31 December 2023
Long-term loans from financial institutions	9,562,297	8,548,810	7,622,261	7,157,539
Less: Portion due within one year	(663,064)	(3,880,454)	(499,948)	(3,498,033)
Long-term loans from financial institutions - net of current portion	8,899,233	4,668,356	7,122,313	3,659,506

Movements in the long-term loans from financial institution during the nine-month period ended 30 September 2024 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2024	8,548,810	7,157,539
Add: Additional loan withdrew during the period	4,476,247	3,542,430
Amortisation of transaction costs during the year	1,352	4,962
Less: Repayment during the period	(3,332,382)	(3,000,000)
Transaction costs during the period	(13,500)	(13,500)
Effect on exchange rate	(118,230)	(69,170)
Balance as at 30 September 2024	9,562,297	7,622,261

The borrowings include secured liabilities in the total amount of Baht 1,436 million (31 December 2023: Baht 1,190 million) in the consolidated financial statements are guaranteed by the Company and a director of the Company.

The Group have to maintain financial ratios and terms and conditions as stated in the loan agreements.

As at 30 September 2024, the long-term credit facilities of the Group which have not yet been drawn down amounted to Baht 4,264 million (the Company only: Baht 795 million) (31 December 2023: Baht 5,904 million (the Company only: Baht 1,338 million)).

Long-term loan of the Company

In November 2023, the Company entered into a loan agreement with a local financial institution for a loan of Baht 1,400 million. The loan was drawn down totalling of Baht 542.4 million during period. The first principal repayment commencing in the third year to seven year from the drawdown date. The loan carries interest at the rate specified in the agreement which is payable in every three months. This loan is an unsecured loan and has a condition with respect to the maintaining financial ratios that the Company must comply. As at 30 September 2024, the outstanding balance of the loan amounted to Baht 604.9 million.

In June 2024, the Company entered into a loan agreement with a local financial institution for a loan of Baht 3,000 million. The loan was fully drawn down in June 2024 and to be fully repaid within 3 years from the drawdown date. The loan carries interest at the rate specified in the agreement which is payable in every three months. This loan is an unsecured loan and has a condition with respect to maintaining financial ratios that the Company must be comply. As at 30 September 2024, the outstanding balance of the aforesaid loan is Baht 2,987.6 million.

Long-term loan of the subsidiaries

In July 2023, a subsidiary entered into a loan agreement with a local financial institution for loan of Baht 827 million. The loan was drawn down totalling Baht 412.8 million during period and repayable in quarterly installments within 7 years starting from the 24th month after the drawdown date. The loan carries interest at the rate specified in the agreement, which is payable in every three months. The loan was guaranteed by the parent company and has a condition with respect to maintaining financial ratios that the Company must comply. As at 30 September 2024, the outstanding balance of the loan is Baht 445.2 million.

In July 2023, the Company and a subsidiary entered into a loan agreement with a local financial institution for the purpose of funding hotel construction, amounting to USD 112.5 million. The subsidiary is the recipient of the loan and bears responsibility for the loan principal and interest thereon. Therefore, the subsidiary recognised all liabilities related to the loan agreement. The loan was drawn down in August 2023 totalling USD 14.6 million and repayable in quarterly installments within 13 years starting from the 38th month after the agreement signing date. The loan carried interest at the rate specified in the agreement, which was payable in every three months. This loan is an unsecured loan and has a condition with respect to maintaining financial ratios that the Company and a subsidiary must comply. As at 30 September 2024, the outstanding balance of the aforesaid loan is USD 15.6 million as equivalent of Baht 504.8 million.

13. Debentures

(Unit: Thousand Baht)						
	Interest rate	Maturity date	Consolidated financial statements		Separate financial statements	
	(Percent)		30 September	31 December	30 September	31 December
			2024	2023	2024	2023
No. 3/2016	3.39	29 September 2026	500,000	500,000	500,000	500,000
No. 1/2019	2.44	31 October 2024	600,000	600,000	600,000	600,000
2022	1.10	31 March 2024	-	42,100	-	-
2022	1.10	30 June 2024	-	42,100	-	-
No. 1/2023	3.30	22 June 2026	1,500,000	1,500,000	1,500,000	1,500,000
No. 2/2023	3.52	23 November 2025	1,500,000	1,500,000	1,500,000	1,500,000
			4,100,000	4,184,200	4,100,000	4,100,000
Debentures due within one year			(600,000)	(684,200)	(600,000)	(600,000)
Debentures due after one year			3,500,000	3,500,000	3,500,000	3,500,000

During the year, a foreign subsidiary repaid debenture amounted to JPY 347.5 million as equivalent of Baht 82.8 million.

The debentures are in the name of specific holders, unsubordinated and unsecured.

These debentures contain certain restrictions and conditions relating to financial ratios, payment of dividends, decrease in paid-up share capital, pledge, mortgage, and disposal of assets, which are material for business operations.

Movements of debentures account during the nine-month period ended 30 September 2024 are summarised below.

(Unit: Thousand Baht)		
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2024	4,184,200	4,100,000
Decrease	(82,773)	-
Effect on exchange rate	(1,427)	-
Balance as at 30 September 2024	4,100,000	4,100,000

(Unaudited but reviewed)

14. Operating segment information

The Group is organised into business segments. During the current period, the Group has not changed the organisation of their reportable segments.

The following tables present revenue and profit information regarding the Group's operating segments for the three-month and nine-month periods ended 30 September 2024 and 2023, respectively.

(Unit: Million Baht)

	For the three-month periods ended 30 September									
	Hotel and related services operation		Food and ice-cream operation		Total		Adjustments and eliminations		Consolidated	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Sales and services income										
- Third parties	2,229	2,154	3,169	3,054	5,398	5,208	-	-	5,398	5,208
- Related parties	56	4	29	29	85	33	(85)	(33)	-	-
Total sales and services income	2,285	2,158	3,198	3,083	5,483	5,241	(85)	(33)	5,398	5,208
Cost of sales and services	(1,559)	(1,460)	(1,720)	(1,727)	(3,279)	(3,187)	21	25	(3,258)	(3,162)
Gross profit	726	698	1,478	1,356	2,204	2,054	(64)	(8)	2,140	2,046
Unallocated income (expenses):										
Other income	532	653	27	41	559	694	(355)	(486)	204	208
Selling expenses	(93)	(101)	(796)	(806)	(889)	(907)	35	29	(854)	(878)
Administrative expenses	(1,250)	(713)	(503)	(432)	(1,753)	(1,145)	766	214	(987)	(931)
Share of profit (loss) from investment in an associate and joint ventures	(36)	(64)	29	9	(7)	(55)	-	-	(7)	(55)
Finance cost	(451)	(400)	(20)	(10)	(471)	(410)	207	130	(264)	(280)
Income tax expenses	(46)	(31)	(35)	(26)	(81)	(57)	-	1	(81)	(56)
Profit for the period	<u>(618)</u>	<u>42</u>	<u>180</u>	<u>132</u>	<u>(438)</u>	<u>174</u>	<u>589</u>	<u>(120)</u>	<u>151</u>	<u>54</u>

(Unaudited but reviewed)

(Unit: Million Baht)

	For the nine-month periods ended 30 September									
	Hotel and related services operation		Food and ice-cream operation		Total		Adjustments and eliminations		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Sales and services income										
- Third parties	7,410	6,562	9,621	9,230	17,031	15,792	-	-	17,031	15,792
- Related parties	60	9	82	85	142	94	(142)	(94)	-	-
Total sales and services income	7,470	6,571	9,703	9,315	17,173	15,886	(142)	(94)	17,031	15,792
Cost of sales and services	(4,717)	(4,186)	(5,290)	(5,227)	(10,007)	(9,413)	53	70	(9,954)	(9,343)
Gross profit	2,753	2,385	4,413	4,088	7,166	6,473	(89)	(24)	7,077	6,449
Unallocated income (expenses):										
Other income	2,398	1,980	200	174	2,598	2,154	(1,791)	(1,417)	807	737
Selling expenses	(330)	(279)	(2,529)	(2,441)	(2,859)	(2,720)	112	116	(2,747)	(2,604)
Administrative expenses	(2,595)	(2,098)	(1,474)	(1,291)	(4,069)	(3,389)	1,111	673	(2,958)	(2,716)
Share of profit (loss) from investment in an associate and joint ventures	(26)	(54)	40	(18)	14	(72)	-	-	14	(72)
Finance cost	(1,298)	(1,045)	(46)	(32)	(1,344)	(1,077)	562	338	(782)	(739)
Income tax expenses	(251)	(135)	(101)	(88)	(352)	(223)	1	2	(351)	(221)
Profit for the period	651	754	503	392	1,154	1,146	(94)	(312)	1,060	834

15. Dividend

On 29 April 2024, the Annual General Meeting of the Company's shareholders passed a resolution to approve a dividend payment in respect of the 2023 profit at Baht 0.42 per share, totalling Baht 567 million. The dividend was paid to the Company's shareholders on 27 May 2024.

16. Commitments and contingent liabilities**16.1 Capital commitments**

As at 30 September 2024, the Group and joint ventures had capital commitments as follows:

	(Unit: Million Baht)	
	Consolidated financial statements	Separate financial statements
	30 September 2024	30 September 2024
Hotel construction and renovation	1,538	509
Machinery, equipment and computer software	28	-
Total	1,566	509

As at 30 September 2024, the above capital commitment of the Group included the share of capital commitment jointly had with other investors in joint ventures of Baht 6 million.

16.2 Guarantees**16.2.1 Bank guarantees**

As at 30 September 2024, there were outstanding bank guarantees issued by banks on behalf of the Group, in respect of the normal course of certain performance bonds as required in their business. The details of bank guarantees were as follows:

	(Unit: Million Baht)	
	Consolidated financial statements	Separate financial statements
	30 September 2024	30 September 2024
Guarantees for rental	217	59
Guarantee electricity use, among others	48	8
Guarantee for land purchase and sale agreement	392	-
Total	657	67

16.2.2 Related parties guarantees

The Company

As at 30 September 2024, the Company and a director of the Company provided guarantees with specific proportion to local financial institutions for loans facility of a subsidiary in the amount of Baht 542 million. As at 30 September 2024, the outstanding balance of these loans are Baht 260 million.

As at 30 September 2024, the Company provided guarantees to local financial institutions for loans facility of three subsidiaries in the amount of Baht 1,786 million. As at 30 September 2024, the outstanding of these loans are Baht 1,377 million.

Subsidiary

As at 30 September 2024, Central Restaurants Group Co., Ltd. had commitments to a financial institution for guarantees of bank overdraft and long-term loan facility of a subsidiary totalling Baht 65.8 million.

16.3 Other service commitments

- a) A subsidiary entered into agreements with respect to purchases of raw materials with a local supplier for a period of 12 months starting from the agreement date. The subsidiary agreed to purchase raw materials in accordance with the price and quantity specified in the agreements and agreed to pay advance payment at the amount specified in the agreements. The advance payment will be returned in full when the agreements expired.
- b) A subsidiary entered into food license agreements with many local food businesses whereby the subsidiary has been permitted to use those businesses' logos to operate the subsidiary's business. In consideration thereof, the subsidiary has agreed to pay various fees as stipulated in the agreements. The subsidiary has to comply with the terms and conditions as prescribed in the agreements.
- c) A subsidiary entered into an agreement to obtain the transfer trademark license "Arigato" from a related company. Under this agreement, the subsidiary has a right to use this trademark to operate bakery and beverage restaurants and agreed to pay the license transfer fee at the amount specified in the agreement.
- d) A foreign joint venture entered into franchise agreements with its related company to obtain the right to business operate under trademark. The joint venture is required to pay a fee at the amount specified in the agreements.

17. Financial Instrument

17.1 Fair value of financial instrument

Most of the Group's financial instruments are classified as short-term or have interest rates that are close to market rate. Therefore, the carrying amounts of these financial instruments is estimated to approximate their fair value.

17.2 Fair value hierarchy

As at 30 September 2024, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows

(Unit: Million Baht)

	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	30	31	30	31	30	31	30	31
	September	December	September	December	September	December	September	December
	2024	2023	2024	2023	2024	2023	2024	2023
Financial assets measured at fair value								
Investments available-for-sale securities								
- equity instruments	1	1	-	-	-	-	1	1
Land	-	-	-	-	14,394	14,394	14,394	14,394
Financial assets disclosure of fair value								
Investment properties	-	-	-	-	1,300	1,300	1,300	1,300

(Unit: Million Baht)

	Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	30	31	30	31	30	31	30	31
	September	December	September	December	September	December	September	December
	2024	2023	2024	2023	2024	2023	2024	2023
Financial assets measured at fair value								
Land	-	-	-	-	4,211	4,211	4,211	4,211
Financial assets disclosure of fair value								
Investment properties	-	-	-	-	823	845	823	845

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

18. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 14 November 2024.