

**S&P SYNDICATE PUBLIC COMPANY LIMITED**

**CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

**31 DECEMBER 2021**

## **Independent Auditor's Report**

To the shareholders of S&P Syndicate Public Company Limited

### **My opinion**

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of S&P Syndicate Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

### **What I have audited**

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2021;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

### **Basis for opinion**

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

## Key audit matters

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

Key audit matter	How my audit addressed the key audit matter
<p><b><i>Recoverable amount of investment in joint venture</i></b></p> <p>Refer to Note 8 to the consolidated financial statements for critical accounting estimates and judgements related to investment in joint venture.</p> <p>The Group has investment in joint venture with carrying amount of Baht 206 million on the consolidated financial statements as at 31 December 2021, which mainly related to restaurant business in the United Kingdom. The Group was required to test cash generating unit impairment of investment when there is indicator of impairment.</p> <p>For the year ended 31 December 2021, the management has performed an impairment assessment of the investment in joint venture balance by:</p> <ol style="list-style-type: none"><li>1. Calculating the value in use for each Cash Generating Unit ("CGU") using a discounted cash flow model. These models used cash flows (revenues and expenses) for each CGU for 5 years, with constant terminal growth rate applied after the 5th year. These cash flows were then discounted to net present value using the weighted average cost of capital (WACC).</li><li>2. Comparing the resulting value in use of each CGU to their respective book values.</li></ol> <p>Based on the impairment test, the management concluded that no further impairment was required to be recorded in the current year as the value in use computed higher than net book value. The key assumptions were disclosed in note 14.</p> <p>I focused on this area because the impairment assessment process involved significant management judgement, which was based on assumptions that were affected by expected future market and economic conditions.</p>	<p>The audit procedures included the followings;</p> <ul style="list-style-type: none"><li>• Understanding and evaluating the composition of management's cash flow forecasts and the process by which they were developed, including testing of the mathematical accuracy by the management.</li><li>• Assessing management's key assumptions by comparing them to historical results and economic and industry outlook. Those assumptions included growth rate of the business, estimated cost and estimated expenses in the future.</li><li>• Testing parameters used to determine the discount rate applied and re-performing the calculations.</li><li>• Assessing an adequacy of their sensitivity calculations over their CGUs. The valuation of investment in joint venture was sensitive to changes in key assumptions, in case they were not achieved, could reasonably be expected to give rise to impairment charge in the future.</li><li>• Evaluating the adequacy of the disclosures made in notes of the financial statements, including those regarding the key assumptions and sensitivity of those assumptions.</li></ul> <p>Based on the above procedures, I considered management's key assumptions used in assessing the impairment was reasonable based on available evidences.</p>

### **Other information**

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

### **Responsibilities of the directors for the consolidated and separate financial statements**

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated and separate financial statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

PricewaterhouseCoopers ABAS Ltd.

**Paiboon Tunkoon**

Certified Public Accountant (Thailand) No. 4298

Bangkok

21 February 2022

**S&P Syndicate Public Company Limited and its subsidiaries**

**Statements of Financial Position**

**As at 31 December 2021**

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	10	980,417,445	577,281,733	865,681,128	478,902,962
Financial assets measured at fair value through profit or loss	7	360,295,976	479,410,915	360,295,976	479,396,556
Trade and other receivables	11	245,333,878	241,717,606	228,306,555	217,893,047
Short-term loans to related party	31	25,458,139	2,824,501	22,323,800	-
Current portion of long-term loans to subsidiaries	31	-	-	7,598,933	26,928,960
Inventories	13	272,193,885	224,609,120	263,094,941	213,801,878
Other current assets		14,105,322	22,231,566	8,419,117	15,547,161
<b>Total current assets</b>		<b>1,897,804,645</b>	<b>1,548,075,441</b>	<b>1,755,720,450</b>	<b>1,432,470,564</b>
<b>Non-current assets</b>					
Deposits used as collateral		810,007	809,407	784,924	784,324
Financial assets measured at amortised cost	12	10,000,000	-	10,000,000	-
Investments in subsidiaries	15	-	-	170,750,669	220,750,669
Investments in associate	14	73,239,251	66,570,176	4,997,000	4,997,000
Investments in joint ventures	14	205,900,922	200,111,174	35,000,000	35,000,000
Long-term loans to subsidiaries	31	-	-	37,481,707	46,983,330
Property, plant and equipment	16	1,486,349,139	1,397,449,424	1,428,145,799	1,329,421,559
Right-of-use assets	17	1,306,441,431	1,826,690,679	1,066,132,918	1,551,860,923
Intangible assets	18	16,755,747	18,796,671	16,713,874	18,748,619
Deferred tax assets	19	67,961,117	55,900,754	63,727,071	53,415,531
Other non-current assets		680,773	4,456,176	665,521	2,465,981
<b>Total non-current assets</b>		<b>3,168,138,387</b>	<b>3,570,784,461</b>	<b>2,834,399,483</b>	<b>3,264,427,936</b>
<b>Total assets</b>		<b>5,065,943,032</b>	<b>5,118,859,902</b>	<b>4,590,119,933</b>	<b>4,696,898,500</b>

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

**S&P Syndicate Public Company Limited and its subsidiaries**

**Statements of Financial Position (Cont'd)**

**As at 31 December 2021**

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Short-term borrowings from financial institutions	20	7,658,175	57,032,015	-	55,000,000
Current portion of long-term borrowings from financial institutions	20	53,953,320	31,357,160	53,953,320	31,357,160
Current portion of long-term borrowings from related party	31	1,065,955	619,306	-	-
Trade and other payables	21	760,006,858	646,955,158	714,665,999	603,870,485
Current portion of lease liabilities		442,871,332	472,067,614	399,425,035	428,753,431
Corporate income tax payable		44,699,622	30,423,802	42,739,487	29,934,940
Employee benefit obligations - current portion	22	8,273,082	1,810,867	8,273,082	1,810,867
Other current liabilities		38,781,054	45,445,576	27,474,477	29,750,823
<b>Total current liabilities</b>		<b>1,357,309,398</b>	<b>1,285,711,498</b>	<b>1,246,531,400</b>	<b>1,180,477,706</b>
<b>Non-current liabilities</b>					
Long-term borrowings from financial institutions	20	195,633,610	90,535,650	195,633,610	90,535,650
Long-term borrowings from related party	31	1,114,739	2,180,694	-	-
Lease liabilities		653,014,872	1,114,672,720	477,377,969	908,602,013
Employee benefit obligations - non-current portion	22	167,061,202	151,893,812	160,147,464	145,933,249
Other non-current liabilities		75,787,106	78,380,183	44,014,637	45,508,388
<b>Total non-current liabilities</b>		<b>1,092,611,529</b>	<b>1,437,663,059</b>	<b>877,173,680</b>	<b>1,190,579,300</b>
<b>Total liabilities</b>		<b>2,449,920,927</b>	<b>2,723,374,557</b>	<b>2,123,705,080</b>	<b>2,371,057,006</b>

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

**S&P Syndicate Public Company Limited and its subsidiaries**

**Statements of Financial Position (Cont'd)**

**As at 31 December 2021**

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital					
Authorized share capital					
514,928,784 ordinary shares					
at par value of Baht 1 each					
(2020: 490,408,365 ordinary shares					
at par value of Baht 1 each)					
		514,928,784	490,408,365	514,928,784	490,408,365
Issued and paid-up share capital					
511,512,758 ordinary shares					
fully paid-up of Baht 1 each					
(2020: 490,408,365 ordinary shares					
fully paid-up of Baht 1 each)					
23	511,512,758	490,408,365	511,512,758	490,408,365	
Premium on ordinary shares	23	689,980,549	689,980,549	689,980,549	689,980,549
Surplus on gain from transfer of business					
to a joint venture entity					
	79,905,178	79,905,178	-	-	
Retained earnings					
Appropriated - Legal reserve					
25	52,343,137	52,343,137	52,343,137	52,343,137	
Unappropriated					
	1,257,830,351	1,064,932,904	1,167,374,199	1,047,905,233	
Other components of shareholders' equity					
	(13,853,507)	(18,083,871)	45,204,210	45,204,210	
Equity attributable to owners of the parent					
	2,577,718,466	2,359,486,262	2,466,414,853	2,325,841,494	
Non-controlling interests					
	38,303,639	35,999,083	-	-	
Total equity					
	2,616,022,105	2,395,485,345	2,466,414,853	2,325,841,494	
Total liabilities and equity					
	5,065,943,032	5,118,859,902	4,590,119,933	4,696,898,500	

The notes to the consolidated and separate financial statements are an integral part of the financial statements.



**S&P Syndicate Public Company Limited and its subsidiaries**

**Statement of Comprehensive Income**

**For the year ended 31 December 2021**

	Notes	Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
Revenues from sales	9	4,817,123,674	5,198,652,171	4,556,447,878	4,879,626,638
Cost of sales		(2,296,068,081)	(2,458,954,476)	(2,201,994,502)	(2,325,004,256)
<b>Gross Profit</b>		2,521,055,593	2,739,697,695	2,354,453,376	2,554,622,382
Other income		96,250,323	86,946,932	107,884,598	102,449,024
Distribution costs		(1,722,568,504)	(1,992,380,711)	(1,591,040,529)	(1,843,769,447)
Administrative expenses		(444,123,529)	(499,869,955)	(502,473,874)	(504,005,168)
Gain (Loss) on exchange rate		14,203,995	2,485,141	9,189,116	1,621,787
Share of profit (loss) from investments in associate and joint ventures		2,272,633	(45,938,537)	-	-
Finance costs	26	(67,223,899)	(72,955,852)	(56,274,427)	(62,458,197)
<b>Profit (loss) before income tax expense</b>		399,866,612	217,984,713	321,738,260	248,460,381
Income tax expense	28	(58,599,715)	(36,236,151)	(55,146,809)	(35,536,026)
<b>Profit (loss) for the year</b>		341,266,897	181,748,562	266,591,451	212,924,355
<b>Other comprehensive income (expense)</b>					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of employee benefits obligation - net of tax		-	7,656,508	-	2,519,076
Items that will be reclassified subsequently to profit or loss					
Currency translation difference		5,287,955	(4,888,372)	-	-
<b>Total other comprehensive income (expense) for the year - net of tax</b>		5,287,955	2,768,136	-	2,519,076
<b>Total other comprehensive income (expense) for the year</b>		346,554,852	184,516,698	266,591,451	215,443,431
<b>Profit (loss) attributable to:</b>					
Owners of the parent		340,019,932	183,024,792	266,591,451	212,924,355
Non-controlling interests		1,246,965	(1,276,230)	-	-
		341,266,897	181,748,562	266,591,451	212,924,355
<b>Total comprehensive income (expense) attributable to:</b>					
Owners of the parent		344,250,296	185,427,725	266,591,451	215,443,431
Non-controlling interests		2,304,556	(911,027)	-	-
		346,554,852	184,516,698	266,591,451	215,443,431
<b>Earnings (loss) per share</b>	29				
Basic earnings (loss) per share (baht)		0.69	0.37	0.54	0.43
Diluted earnings (loss) per share (baht)		0.69	0.37	0.54	0.43

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

S&P Syndicate Public Company Limited and its subsidiaries  
Statements of Changes in Equity  
For the year ended 31 December 2021

Consolidated financial statements											
Attributable to owners of the Parent											
Notes	Issued and paid-up share capital Baht	Premium on ordinary shares Baht	Surplus on gain from transfer of business to joint-venture entity Baht	Retained earnings		Other components of equity			Total Owners of the parent Baht	Non-controlling interests Baht	Total equity Baht
				Appropriated legal reserve Baht	Unappropriated Baht	Translation of financial statements Baht	Remeasurement of employee benefit obligations Baht	Total other components of equity Baht			
Beginning balances as at 1 January 2020	490,408,365	689,980,549	79,905,178	52,343,137	1,197,689,561	(61,333,595)	40,846,791	(20,486,804)	2,489,839,986	46,226,111	2,536,066,097
Effect of initial application for new TFRS	-	-	-	-	(36,248,876)	-	-	-	(36,248,876)	(8,032,673)	(44,281,549)
Balance as at 1 January 2020 - As restated	490,408,365	689,980,549	79,905,178	52,343,137	1,161,440,685	(61,333,595)	40,846,791	(20,486,804)	2,453,591,110	38,193,438	2,491,784,548
Changes in equity for the year											
Total comprehensive income (expense) for the year	-	-	-	-	183,024,792	(4,357,676)	6,760,609	2,402,933	185,427,725	(911,027)	184,516,698
Dividend paid	30	-	-	-	(279,532,573)	-	-	-	(279,532,573)	(1,283,328)	(280,815,901)
Ending balances as at 31 December 2020	490,408,365	689,980,549	79,905,178	52,343,137	1,064,932,904	(65,691,271)	47,607,400	(18,083,871)	2,359,486,262	35,999,083	2,395,485,345
Beginning balances as at 1 January 2021	490,408,365	689,980,549	79,905,178	52,343,137	1,064,932,904	(65,691,271)	47,607,400	(18,083,871)	2,359,486,262	35,999,083	2,395,485,345
Changes in equity for the year											
Warrants exercised	24	21,104,393	-	-	-	-	-	-	21,104,393	-	21,104,393
Total comprehensive income (expense) for the year	-	-	-	-	340,019,932	4,230,364	-	4,230,364	344,250,296	2,304,556	346,554,852
Dividend paid	30	-	-	-	(147,122,485)	-	-	-	(147,122,485)	-	(147,122,485)
Ending balances as at 31 December 2021	511,512,758	689,980,549	79,905,178	52,343,137	1,257,830,351	(61,460,907)	47,607,400	(13,853,507)	2,577,718,466	38,303,639	2,616,022,105

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

**S&P Syndicate Public Company Limited and its subsidiaries**

**Statements of Changes in Equity**

**For the year ended 31 December 2021**

Separate financial statements							
	Notes	Issued and paid-up share capital Baht	Premium on ordinary shares Baht	Retained earnings		Other components of equity	Total shareholders' equity Baht
				Appropriated legal reserve Baht	Unappropriated Baht	Other comprehensive income (expense)	
						Remeasurement of employee benefit obligations Baht	
Beginning balances as at 1 January 2020		490,408,365	689,980,549	52,343,137	1,124,632,241	42,685,134	2,400,049,426
Effect of initial application for new TFRS		-	-	-	(10,118,790)	-	(10,118,790)
Balance as at 1 January 2020 - As restated		490,408,365	689,980,549	52,343,137	1,114,513,451	42,685,134	2,389,930,636
Changes in equity for the year							
Total comprehensive income (expense) for the year		-	-	-	212,924,355	2,519,076	215,443,431
Dividend paid	30	-	-	-	(279,532,573)	-	(279,532,573)
Ending balances as at 31 December 2020		490,408,365	689,980,549	52,343,137	1,047,905,233	45,204,210	2,325,841,494
Beginning balances as at 1 January 2021		490,408,365	689,980,549	52,343,137	1,047,905,233	45,204,210	2,325,841,494
Changes in equity for the year							
Warrants exercised	24	21,104,393	-	-	-	-	21,104,393
Total comprehensive income (expense) for the year		-	-	-	266,591,451	-	266,591,451
Dividend paid	30	-	-	-	(147,122,485)	-	(147,122,485)
Ending balances as at 31 December 2021		511,512,758	689,980,549	52,343,137	1,167,374,199	45,204,210	2,466,414,853

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

**S&P Syndicate Public Company Limited and its subsidiaries**

**Statement of Cash Flows**

**For the year ended 31 December 2021**

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
<b>Profit (loss) before income tax</b>		399,866,612	217,984,713	321,738,260	248,460,381
Adjustments:					
Depreciation and amortisation	27	706,877,865	698,292,155	637,862,265	628,548,718
Unrealised (gain) loss from changes in fair value of financial assets		(30,940)	(1,148,081)	(45,300)	(1,148,081)
Expected credit loss - trade receivables	11	3,713,464	-	3,713,464	-
Impairment charge on investment in subsidiaries	15	-	-	50,000,000	-
Impairment charge on investment in joint venture (reversal)		(30,174,190)	-	-	-
Impairment charge on property, plant and equipment (reversal)	16	9,045,000	(957,000)	14,690,000	(6,357,000)
Loss on write-off of property, plant and equipment and intangible assets		18,413,544	37,447,370	11,930,026	19,135,246
Gain on disposals of property, plant and equipment		(5,775,928)	(3,318,234)	(4,338,958)	(1,411,385)
(Gain) loss on reassessment of lease liabilities		2,434,117	(47,320,549)	(136,570)	(11,301,014)
Gain on disposals of financial assets		(854,121)	(706,132)	(854,121)	(706,132)
Employee benefit obligations	22	27,055,938	22,463,492	26,102,763	23,351,647
Customer loyalty program expenses		1,718,507	1,054,217	1,177,573	1,054,217
Dividend income	31	-	-	(41,512,358)	(23,789,240)
Interest income		(1,760,054)	(1,036,738)	(3,706,578)	(3,858,351)
Finance costs	26	67,223,899	72,955,852	56,274,427	62,458,197
Unrealised (gain) loss on exchange rate		(1,940,516)	(7,066,804)	(8,566,494)	(1,621,787)
Share of (profit) loss from investments in an associate and joint ventures		(2,272,633)	45,938,537	-	-
Changes in working capital:					
Trade and other receivables		(5,007,635)	82,736,601	(15,372,951)	131,792,482
Inventories		(47,584,765)	75,787,344	(49,293,063)	72,665,966
Other current assets		8,126,244	1,117,077	7,194,811	369,698
Other non-current assets		3,774,803	3,941,869	1,800,460	1,187,966
Trade and other payables		75,148,065	(170,023,118)	101,901,454	(111,884,053)
Other current liabilities		(8,383,029)	700,767	(3,453,919)	(3,913,338)
Employee benefits paid	22	(5,426,333)	(64,496,450)	(5,426,333)	(61,655,438)
Cash received from operations		1,214,187,914	964,346,888	1,101,678,858	961,378,699
Interest paid		(5,155,968)	(6,281,402)	(5,126,709)	(5,663,500)
Income tax paid		(56,384,258)	(34,668,889)	(52,653,802)	(34,109,543)
Net cash provided by operating activities		1,152,647,688	923,396,597	1,043,898,347	921,605,656

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

**S&P Syndicate Public Company Limited and its subsidiaries**

**Statements of Cash Flows (Cont'd)**

**For the year ended 31 December 2021**

		Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
Notes		Baht	Baht	Baht	Baht
<b>Cash flows from investing activities</b>					

The notes to the consolidated and separate financial statements are an integral part of the financial statements.

## **1 General information**

S&P Syndicate Public Company Limited (“the Company”) is a public limited company which listed on the Stock Exchange of Thailand. The Company is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

2034/100-103, 106-107, 23-24 Floor, ItalThai Tower, New Petchburi Rd., Bangkok, Huaykwang, Bangkok 10310, Thailand.

The principal business operations of the Company and its subsidiaries (“the Group”) are the operations of a nationwide and international chain of restaurants and bakery shops, the production of bakery, frozen foods and other food products and food service-related businesses such as outside catering.

The consolidated and separate financial statements are presented in Thai Baht and rounded to the nearest thousand, unless otherwise stated.

The consolidated and separated financial statements were authorised for issue by Board of Directors on 21 February 2022.

## **2 Significant events during the current period**

The ongoing spread of COVID-19 pandemic until the present has affected market confidence and consumer behaviours, which resulted in decreasing revenues, the Group has revised its business plans by aiming to reduce unnecessary distribution costs and administrative expenses. This enables better operating results and strengthen the Group’s financial capability to comply with existing debt covenants, also provide sufficient working capital and undrawn financing facilities to service its operating activities and ongoing investments.

## **3 Basis of preparation**

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except certain financial assets.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in note 8.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

## Reclassifications

Certain figures in the comparative information have been reclassified in accordance with the announcement relating to financial statement presentation of Department of Business Development, related Thai Financial Reporting Standard and management perspective on financial performance analysis based on materiality and the nature of transactions. The reclassification transactions were shown as follows:

	Consolidated financial statements			Separate financial statements		
	As previously reported Baht'000	Reclassifications Baht'000	As reclassified Baht'000	As previously reported Baht'000	Reclassifications Baht'000	As reclassified Baht'000
<b>Statements of Financial Position as at 31 December 2020</b>						
Short-term loans to related party	2,825	-	2,825	4,000	(4,000)	-
Current portion of long-term loans to subsidiaries	-	-	-	22,929	4,000	26,929
Property, plant and equipment	1,409,657	(12,208)	1,397,449	1,337,501	(8,079)	1,329,422
Right-of-use assets	1,814,483	12,208	1,826,691	1,543,782	8,079	1,551,861
Deferred gain from sales of fixed assets to joint venture	23,871	(23,871)	-	-	-	-
Other non-current liabilities	54,509	23,871	78,380	45,508	-	45,508
Long-term deposits	270,314	(270,314)	-	251,590	(251,590)	-
Lease liabilities	1,384,986	(270,314)	1,114,672	1,160,192	(251,590)	908,602
<b>Statement of Comprehensive Income for the year ended 31 December 2020</b>						
Finance income	1,037	(1,037)	-	3,858	(3,858)	-
Other income	85,910	1,037	86,947	98,591	3,858	102,449
Cost of sales	(3,105,561)	646,607	(2,458,954)	(2,983,492)	658,488	(2,325,004)
Distribution costs	(1,378,274)	(614,107)	(1,992,381)	(1,191,931)	(651,838)	(1,843,769)
Administrative expenses	(420,244)	(79,626)	(499,870)	(450,230)	(53,775)	(504,005)
Management benefit expenses	(47,126)	47,126	-	(47,126)	47,126	-

## 4 New and amended financial reporting standards

### 4.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2021 and relating to the Group

#### a) Revised Conceptual Framework for Financial Reporting added the following key principals and guidance:

- Measurement basis, including factors in considering difference measurement basis
- Presentation and disclosure, including classification of income and expenses in other comprehensive income
- Definition of a reporting entity, which maybe a legal entity, or a portion of an entity
- Derecognition of assets and liabilities

The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.

#### b) Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

#### c) Amendment to TFRS 16, Leases amended to provide a practical expedient where lessees are exempted from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications. It applies to rent concessions that reduce the lease payments due by 30 June 2022. There is no impact for the first-time adoption of the practical expedient due to the Group continuously apply the COVID-19 accounting relief which announced by TFAC since last year.

The impact from the new and amended financial reporting standards above is immaterial to the Group.

#### **4.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 and relating to the Group**

Certain amended TFRSs have been issued that are not mandatory for the current reporting period and have not been early adopted by the Group and the Company.

**Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7, TFRS 16 and TFRS 4, and accounting guidance, financial instruments and disclosures for insurance business** provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flows or hedging relationship arising from the replacement of one benchmark with an alternative benchmark.

Key relief measures of the phase 2 amendments are as follows:

- When changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS 7 requires additional disclosure about:

- the nature and extent of risks arising from the IBOR reform to which the entity is exposed to
- how the entity manages those risks
- the entity's progress in transitioning from the IBOR to alternative benchmark rates and how the entity is managing this transition.

The Group has chosen not to early apply the exemption for the current reporting period. Management is assessing impact from the amended financial reporting standard.

## **5 Accounting policies**

### **5.1 Principles of consolidation**

#### **a) Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

#### **b) Associates**

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method.

#### **c) Joint arrangements**

Investments in joint arrangements are classified as joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements.

##### *Joint ventures*

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

In the separate financial statements, investments in joint ventures are accounted for using cost method.



**d) Equity method**

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates and joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

**e) Changes in ownership interests**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in associates and joint ventures is reduced but significant influence and joint control is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in associates and joint ventures is recognise in profit or loss.

When the Group losses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

**f) Intercompany transactions on consolidation**

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

**5.2 Foreign currency translation**

**a) Functional and presentation currency**

The financial statements are presented in Thai Baht, which is the Group's functional and presentation currency.

**b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

**c) Group companies**

The operational results and financial position of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a different functional currency from the Group's presentation currency are translated into the presentation currency as follows.

- Assets and liabilities are translated at the closing rate at the date of respective statement of financial position;
- Income and expenses for statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

### **5.3 Cash and cash equivalents**

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date

### **5.4 Trade accounts receivable**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade receivables are disclosed in note 6.1.2(ii).

### **5.5 Inventories**

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories is determined by the weighted average method. Cost of raw materials comprise all purchase cost and costs directly attributable to the acquisition of the inventory less all attributable discounts. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs, overhead costs and directly attributable costs in bringing the inventories to their present location and condition.

### **5.6 Financial asset**

#### **a) Classification**

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

#### **b) Recognition and derecognition**

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### **Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

**c) Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There are two measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of comprehensive income.
- **FVPL:** Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

**d) Impairment**

The Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables, which applies lifetime expected credit loss, from initial recognition, for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

For other financial assets carried at amortised cost, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss included in administrative expenses.

## **5.7 Property, plant and equipment**

All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings and building improvements	5 - 30 years
Factory building	5 - 40 years
Machinery and equipment	5 - 15 years
Furniture and equipment	3 - 10 years
Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

## **5.8 Intangible assets**

### *Acquired computer software*

Acquired computer software is measured at cost. These costs are amortised over their estimated useful lives not over than 5 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

## **5.9 Impairment of assets**

Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

For the reporting periods ended between 1 January 2020 and 31 December 2020, the Group chose to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC by excluding information related to COVID-19 as an indication of the impairment of assets.

## **5.10 Leases**

### **Leases - where the Group is the lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise kitchen equipment.

The Group has adopted the practical expedient in relation to COVID-19 Related Rent Concessions from 1 January 2021. The practical expedient allows lessees to elect not to assess whether a rent concession related to COVID-19 is lease modification. Lessees adoption this election may account for qualifying rent concessions in the same way they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

- a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- b) Any reduction in lease payments affects only payments due on or before 30 June 2022; and
- c) There is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient to all qualifying COVID-19 related rent concessions. Rent concession totalling Baht 80.28 million have been accounted for as negative variable lease payments in distribution costs with a corresponding adjustment to the lease liability. There is no impact on the opening balance of equity at 1 January 2021.

During the reporting period ended 2020, the Group received discounts in the lease payments from lessors due to the COVID-19 outbreak. The Group elected not to account for all discounts in the lease payments under the lease modification in accordance with TFRS 16. Instead, the Group has chosen to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ended between 1 January 2020 and 31 December 2020 by reducing lease liabilities in the proportion of the reduction to the lease payments throughout the period that the Group has received the reduction. The Group also reversed depreciation charges on the right-of-use assets and interest expenses on the lease liabilities. The differences between the reduction of the lease liabilities and the reversal of the expenses of Baht 11.37 million are recognised in other gains(losses) instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification.

## **5.11 Financial liabilities**

### **a) Classification**

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

### **b) Measurement**

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

**c) Derecognition and modification**

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

**5.12 Borrowing costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

**5.13 Current and deferred income taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

*Current tax*

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

*Deferred income tax*

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **5.14 Employee benefits**

##### *a) Short-term employee benefits*

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

##### *b) Defined contribution plan*

The Group pays contributions to a separate fund on a basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

##### *c) Defined benefit plans*

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated every three year by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to other comprehensive income in the period in which they arise. They are presented as a separate item in statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

#### **5.15 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### **5.16 Share capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares (net of tax) are shown as a deduction in equity.

#### **5.17 Revenue recognition**

Revenue from sales of foods and beverages at restaurants and bakery shops is recognized when the control of the goods has been transferred, being at the point the customer purchases the goods at the restaurant and the bakery shop. Payment of the consideration transaction price is due immediately at the point the customer purchases the goods. Sales are presented by deducting value-added tax and trade discounts.

Revenues from sales of packed food and bakery trading business are recognized when the control of the goods has been transferred to the customer, being at the point which the goods are delivered to the customer. Sales are presented by deducting discounts, purchase volume discounts and goods returns.

Revenues from dividends from investments are recognized as income when the dividends are declared.

Interest income and other income are recognized on an accrual basis.

#### **5.18 Dividend distribution**

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.



## 6 Financial risk management

The Group's exposure to financial risks and how these risks could affect the future financial performance are as follows:

Risk	Exposure arising from	Measurement	Management
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Thai Baht	Cash flow forecasts Sensitivity analysis	Management considers that Market risk - foreign exchange is immaterial.
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Management considers that Market risk - interest is immaterial.
Credit risk	Cash and cash equivalents, trade and other receivables, and debt and equity investment	Aging analysis Credit ratings	Diversification of bank deposits and Guidelines for debt and equity investments
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

The Group's risk management is controlled by a central treasury department under policies approved by the board of directors. Group treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and other financial instruments as well as investment of excess liquidity.

### 6.1 Financial risk

#### 6.1.1 Market risk

##### a) Foreign exchange risk

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in Baht are as follows:

	Consolidated financial statements		Separate financial statements	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
	Pound Sterling Baht'000	Pound Sterling Baht'000	Pound Sterling Baht'000	Pound Sterling Baht'000
Cash and cash equivalents	106,910	105,835	69,294	74,976
Trade receivables	18,644	22,252	5,789	6,322
Short-term loans receivables	25,958	2,794	22,855	-
Short-term borrowings from financial institutions	2,158	-	-	-
Trade and other payables	17,561	14,182	-	-

The aggregate net foreign gains/losses recognised in profit or loss were:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	Baht'000	Baht'000	Baht'000	Baht'000
Net foreign exchange gain/(loss) included in gain (loss) on exchange rate	14,204	2,485	9,189	1,622



### *Sensitivity*

As shown in the table above, the Group is primarily exposed to changes in Baht/Pound Sterling exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from financial assets denominated in Pound Sterling.

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>Impact to net profit</b>		<b>Impact to net profit</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Pound Sterling to Baht exchange rate - increase 1% (2020: 1%)*	1,318	1,167	979	813
Pound Sterling to Baht exchange rate - decrease 1% (2020: 1%)*	(1,318)	(1,167)	(979)	(813)

\* Holding all other variables constant

### **b) Cash flow and fair value interest rate risk**

The Group's borrowings and receivables are carried at amortised cost. The borrowings are periodically contractually repriced (see table below) and to that extent are also exposed to the risk of future changes in market interest rates.

The exposure of the Group's borrowings to interest rate changes and the contractual re-pricing dates of the borrowings at the end of the reporting period are as follows:

	<b>Consolidated financial statements</b>			
	<b>2021</b>		<b>2020</b>	
	<b>Baht'000</b>	<b>% of total borrowings</b>	<b>Baht'000</b>	<b>% of total borrowings</b>
Variable rate borrowings				
Less than 1 year	53,953	20.80	31,357	17.26
1 - 5 years	195,634	75.41	90,535	49.82
Fixed rate borrowings				
Less than 1 year	8,724	3.36	57,651	31.72
1 - 5 years	1,115	0.43	2,181	1.20
	259,426	100	181,724	100
	<b>Separate financial statements</b>			
	<b>2021</b>		<b>2020</b>	
	<b>Baht'000</b>	<b>% of total borrowings</b>	<b>Baht'000</b>	<b>% of total borrowings</b>
Variable rate borrowings				
Less than 1 year	53,953	21.62	31,357	17.73
1 - 5 years	195,634	78.38	90,536	51.18
Fixed rate borrowings				
Less than 1 year	-	-	55,000	31.09
	249,587	100	176,893	100

The percentage of total loans shows the proportion of loans that are currently at variable rates in relation to the total amount of borrowings. An analysis by maturities is provided in note 6.1.3(b).

The Group do not apply hedge accounting.

### *Sensitivity*

Profit or loss is sensitive to higher or lower interest income from cash and cash equivalents, and higher or lower interest expenses from borrowings as a result of changes in interest rates

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>Impact to net profit</b>		<b>Impact to net profit</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Interest rate - increase by 1% (2020: 1%)*	(3,096)	(3,637)	(1,564)	(2,104)
Interest rate - decrease by 1% (2020: 1%)*	3,096	3,637	1,564	2,104

\* Holding all other variables constant

### **6.1.2 Credit risk**

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at amortised cost—and at fair value through profit or loss (FVPL), and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables.

#### **i) Risk management**

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties with a minimum rating of 'BBB' are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

Sales to retail customers are required to be settled in cash or using major credit cards to mitigate credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers.

#### **ii) Impairment of financial assets**

The Group has financial assets that are subject to the expected credit loss model as follows:

- trade and other receivables
- Debt investments
- Financial asset at fair value through profit or loss

While cash and cash equivalents are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

### *Trade receivables*

The Group applies the TFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2021 or 31 December 2020 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

On that basis, the loss allowance was determined as follows for both trade receivables:

<b>Consolidated financial statements</b>						
	<b>Current Baht'000</b>	<b>Up to 3 months Baht'000</b>	<b>3 - 6 months Baht'000</b>	<b>6 - 12 months Baht'000</b>	<b>Over 12 months Baht'000</b>	<b>Total Baht'000</b>
<b>31 December 2021</b>						
Gross carrying amount						
- trade receivables - other	88,603	96,084	3,638	853	10,331	199,509
- trade receivables - related parties	2,115	5,377	181	739	7,886	16,298
Loss allowance	-	-	-	-	(3,713)	(3,713)
<b>31 December 2020</b>						
Gross carrying amount						
- trade receivables	80,960	75,920	7,648	6,614	4,383	175,522
- trade receivables - related parties	2,946	60	81	729	14,615	18,431
Loss allowance	-	-	-	-	-	-
<b>Separate financial statements</b>						
	<b>Current Baht'000</b>	<b>Up to 3 months Baht'000</b>	<b>3 - 6 months Baht'000</b>	<b>6 - 12 months Baht'000</b>	<b>Over 12 months Baht'000</b>	<b>Total Baht'000</b>
<b>31 December 2021</b>						
Gross carrying amount						
- trade receivables	80,953	96,084	3,638	853	10,331	191,859
- trade receivables - related parties	4,363	7,000	44	15	-	11,422
Loss allowance	-	-	-	-	(3,713)	(3,713)
<b>31 December 2020</b>						
Gross carrying amount						
- trade receivables	71,271	75,920	7,645	6,614	4,383	165,833
- trade receivables - related parties	5,965	60	24	1	45	6,095
Loss allowance	-	-	-	-	-	-

The loss allowances for trade receivables as at 31 December reconcile to the opening loss allowances as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
Opening loss allowance at 1 January	-	-	-	-
Increase In loss allowance recognised in profit or loss during the year	3,713	-	3,713	-
Closing loss allowance at 31 December	3,713	-	3,713	-

Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments or cannot be contacted for a period greater than 365 days past due.

Impairment losses on trade receivables are presented as net impairment losses within profit before finance costs and income taxes. Subsequent recoveries of amounts previously written off are credited against the same line item.

### *Debt investments*

Debt investments measured at amortised cost include other receivables and loans to related parties.

All of the debt investments at amortised cost, except loans to related parties, are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

### *Financial assets at fair value through profit or loss*

The Group is also exposed to credit risk in relation to debt investments that are measured at fair value through profit or loss. The maximum exposure at the end of the reporting period is the carrying amount of these investments of Baht 360.30 million (2020: Baht 479.41 million).

## **6.1.3 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 891 million (2020: Baht 488 million) that are expected to readily generate cash inflows for managing liquidity risk.

Due to the dynamic nature of the underlying businesses, the group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Group, in accordance with practice and limits set by the Group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining financing plans.

### **a) Financing arrangements**

The Group had access to the following undrawn credit facilities as at 31 December:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
<b>Floating rate</b>				
Expiring within one year				
- Bank overdraft and bill facility	1,307,000	1,436,000	1,307,000	1,436,000
Expiring beyond one year				
- Bank loans	362,000	231,000	362,000	231,000
	<b>1,669,000</b>	<b>1,667,000</b>	<b>1,669,000</b>	<b>1,667,000</b>

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. The unsecured bill acceptance facility may be drawn at any time and is subject to annual review.

**b) Maturity of financial liabilities**

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps, the cash flows have been estimated using forward interest rates applicable at the end of the reporting period.

<b>Consolidated financial statements (Unit: Baht'000)</b>						
<b>Contractual maturities of financial liabilities</b>	<b>On demand</b>	<b>Within 1 year</b>	<b>1 - 5 years</b>	<b>Over 5 years</b>	<b>Total</b>	<b>Carrying amount</b>
<b>As at 31 December 2021</b>						
<b>Non-derivatives</b>						
Short-term borrowings from financial institutions	7,658	-	-	-	7,658	7,658
Trade and other payables	-	760,007	-	-	760,007	760,007
Lease liabilities	-	479,856	885,695	63,702	1,429,253	1,429,253
Long-term borrowings from financial institutions	-	53,953	195,634	-	249,587	249,587
Long-term borrowing from related party	-	1,066	1,115	-	2,181	2,181
<b>Total non-derivatives</b>	<b>7,658</b>	<b>1,294,882</b>	<b>1,082,444</b>	<b>63,702</b>	<b>2,448,686</b>	<b>2,448,686</b>
<b>Consolidated financial statements (Unit: Baht'000)</b>						
<b>Contractual maturities of financial liabilities</b>	<b>On demand</b>	<b>Within 1 year</b>	<b>1 - 5 years</b>	<b>Over 5 years</b>	<b>Total</b>	<b>Carrying amount</b>
<b>As at 31 December 2020</b>						
<b>Non-derivatives</b>						
Short-term borrowings from financial institutions	2,032	55,000	-	-	57,032	57,032
Trade payables	-	646,955	-	-	646,955	646,955
Lease liabilities	-	523,813	1,382,961	73,879	1,980,653	1,980,653
Long-term borrowings from financial institutions	-	31,357	90,536	-	121,893	121,893
Long-term borrowing from related party	-	619	2,181	-	2,800	2,800
<b>Total non-derivatives</b>	<b>2,032</b>	<b>1,257,744</b>	<b>1,475,678</b>	<b>73,879</b>	<b>2,809,333</b>	<b>2,809,333</b>
<b>Separate financial statements (Unit: Baht'000)</b>						
<b>Contractual maturities of financial liabilities</b>	<b>On demand</b>	<b>Within 1 year</b>	<b>1 - 5 years</b>	<b>Over 5 years</b>	<b>Total</b>	<b>Carrying amount</b>
<b>As at 31 December 2021</b>						
<b>Non-derivatives</b>						
Trade and other payables	-	714,666	-	-	714,666	714,666
Lease liabilities	-	434,834	750,935	-	1,185,769	1,185,769
Long-term borrowings from financial institutions	-	53,953	195,634	-	249,587	249,587
<b>Total non-derivatives</b>	<b>-</b>	<b>1,203,453</b>	<b>946,569</b>	<b>-</b>	<b>2,150,022</b>	<b>2,150,022</b>
<b>Separate financial statements (Unit: Baht'000)</b>						
<b>Contractual maturities of financial liabilities</b>	<b>On demand</b>	<b>Within 1 year</b>	<b>1 - 5 years</b>	<b>Over 5 years</b>	<b>Total</b>	<b>Carrying amount</b>
<b>As at 31 December 2020</b>						
<b>Non-derivatives</b>						
Short-term borrowings from financial institutions	-	55,000	-	-	55,000	55,000
Trade and other payables	-	603,870	-	-	603,870	603,870
Lease liabilities	-	481,448	1,233,750	-	1,715,198	1,715,198
Long-term borrowings from financial institutions	-	31,357	90,536	-	121,893	121,893
<b>Total non-derivatives</b>	<b>-</b>	<b>1,171,675</b>	<b>1,324,286</b>	<b>-</b>	<b>2,495,961</b>	<b>2,495,961</b>

Of Baht 195.63 million disclosed in the 2021 borrowings time band '1-5 years', the Group is considering early repayment of Baht 13.5 million in the first quarter of the 2022 financial year (2020: Of the Baht 90.54 million disclosed in the 2020 borrowings time band '1-5 years', the Group was considering early repayment of Baht 6.96 million in the first quarter of the 2021 financial year).

## 6.2 Capital management

### Risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on the basis of the following gearing ratio.

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
Net debt	1,355,312	1,768,465	1,126,390	1,514,248
Total equity (including non-controlling interests)	2,616,022	2,395,485	2,466,415	2,325,841
Net debt to equity ratio	0.52	0.74	0.46	0.65

### Loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants:

- Net debt to equity ratio must be not more than 2 times, and
- Debt Service Coverage Ratio (DSCR) must be not less than 1.2 times.

The Group has complied with these covenants throughout the reporting period. As at 31 December 2021, the ratio of Net debt to equity ratio was 0.52 and Debt Service Coverage Ratio (DSCR) was 19.84 (2020 Net debt to equity ratio was 0.74 and Debt Service Coverage Ratio (DSCR) was 24.41).

## 7 Fair value

The following table presents fair value of financial assets and liabilities recognised by their fair value hierarchy.

	Consolidated financial statements (Baht'000)							
	Level 1		Level 2		Level 3		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
<b>Assets</b>								
<b>Financial assets at fair value through profit or loss</b>								
Fixed Income Fund	-	-	336,083	455,147	-	-	336,083	455,147
Private fund	-	-	24,213	24,264	-	-	24,213	24,264
Total assets	-	-	360,296	479,411	-	-	360,296	479,411
<b>Separate financial statements (Baht'000)</b>								
	Level 1		Level 2		Level 3		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
<b>Assets</b>								
<b>Financial assets at fair value through profit or loss</b>								
Fixed Income Fund	-	-	336,083	455,133	-	-	336,083	455,133
Private fund	-	-	24,213	24,264	-	-	24,213	24,264
Total assets	-	-	360,296	479,397	-	-	360,296	479,397

Fair values are categorised into hierarchy based on inputs used as follows:

Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.

*Valuation techniques used to determine fair values*

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments

All of the resulting fair value estimates are included in level 2, except for unlisted equity securities, a contingent consideration receivable and certain derivative contracts, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

## **8 Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**a) Fair value of certain financial assets**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in note 7.

**b) Investment in subsidiary, associate, and joint venture impairment**

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in note 14 and 15. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

**c) Useful life of intangible asset**

The Group estimates the useful life of internally developed software to be at least 3 years based on the expected technical obsolescence of such assets. However, the actual useful life may be shorter or longer than the determined life, depending on technical innovations.

**d) Defined retirement benefit obligations**

The present value of the retirement benefit obligations depends on a number of assumptions. Key assumptions used and impacts from possible changes in key assumptions are disclosed in note 22.

**e) Determination of lease terms**

Critical judgement in determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the most relevant factors are historical lease durations, the costs and conditions of leased assets.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstance affecting this assessment occur, and that it is within the control of the Group.

**f) Determination of discount rate applied to leases**

The Group determines the incremental borrowing rate as follows:

- Where possible, use recent third-party financing received by the individual lessee as a starting point, adjusting to reflect changes in its financing conditions.
- Make adjustments specific to the lease, e.g. term, country, currency and security.

**g) Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about default risk and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs used in the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

**9 Segment and revenue information**

The Group's management has determined segment information in respect of geographic segments and the Group's business in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors that makes strategic decision principally based on operating results of each segment.

<b>Consolidated financial statements (Baht'000)</b>							
<b>For the year ended 31 December 2021</b>							
	<b>Domestic restaurants and bakery shops</b>	<b>Packaged food and bakery trading business</b>	<b>Overseas restaurants</b>	<b>Others</b>	<b>Total</b>	<b>Elimination of inter-segment</b>	<b>Total</b>
Revenue from sales	4,013,297	657,440	185,574	119,833	4,976,144	(159,020)	4,817,124
Operating results	605,033	86,421	(6,666)	580	685,368	(45,985)	639,383
Unallocated income (expenses)							
Other income							96,250
Distribution costs and administrative expenses							(285,019)
Gain (loss) on exchange rate							14,204
Finance costs							(67,224)
Share of profit (loss) from investment in associate and joint ventures							2,273
Profit (loss) before income tax expense							399,867
Income tax expense							(58,600)
Profit (loss) for the year							341,267
Total other comprehensive income (expense) for the year - net of tax							5,288
Total comprehensive income (expense)							346,555
<b>Timing of revenue recognition</b>							
At a point in time	4,013,297	657,440	185,574	119,833	4,976,144	(159,020)	4,817,124



**S&P Syndicate Public Company Limited**  
**Notes to consolidated and separate financial statements**  
**For the year ended 31 December 2021**

<b>Consolidated financial statements (Baht'000)</b>							
<b>For the year ended 31 December 2020</b>							
	<b>Domestic restaurants and bakery shops</b>	<b>Packaged food and bakery trading business</b>	<b>Overseas restaurants</b>	<b>Others</b>	<b>Total</b>	<b>Elimination of inter-segment</b>	<b>Total</b>
Revenue from sales	4,438,283	574,787	198,032	118,703	5,329,805	(131,153)	5,198,652
Operating results	567,183	74,325	23,689	563	665,760	(28,826)	636,934
Unallocated income (expenses)							
Other income							86,947
Distribution costs and administrative expenses							(389,487)
Gain (loss) on exchange rate							2,485
Finance costs							(72,956)
Share of profit (loss) from investment in associate and joint ventures							(45,939)
Profit (loss) before income tax expense							217,984
Income tax expense							(36,236)
Profit (loss) for the year							181,748
Total other comprehensive income (expense) for the year - net of tax							2,768
Total comprehensive income (expense)							184,516
<b>Timing of revenue recognition</b>							
At a point in time	4,438,283	574,787	198,032	118,703	5,329,805	(131,153)	5,198,652

## 10 Cash and cash equivalents

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
Cash at bank and on hand	891,368	488,035	796,387	403,927
Time deposits (maturity less than 3 months)	89,049	89,247	69,294	74,976
Total	980,417	577,282	865,681	478,903

As at 31 December 2021, the average effective interest rate of time deposits was 0.15%-0.30% per annum and had a maturity less than 3 months (2020: 0.15%-0.30% per annum and had a maturity less than 3 months).

## 11 Trade and other receivables

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
Trade receivables - third parties	199,509	175,522	191,859	165,833
Trade receivables - related parties (note 31)	16,298	18,431	11,422	6,095
<u>Less</u> Expected credit loss (note 6.1.2)	(3,713)	-	(3,713)	-
	212,094	193,953	199,568	171,928
Other receivables - third parties	13,887	20,169	7,718	17,093
Advance payment to related parties (note 31)	384	128	1,604	7,520
Accrued income - related parties (note 31)	7,159	6,872	8,064	9,997
Prepayments	11,810	20,596	11,353	11,355
Total	245,334	241,718	228,307	217,893

## 12 Financial assets and financial liabilities

Financial assets and liabilities can be analysed by valuation method, together with fair value as follows:

	Consolidated financial statements									
	31 December 2021					31 December 2020				
	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
<b>Current assets</b>										
Cash and cash equivalents	-	-	980,417	980,417	980,417	-	-	577,282	577,282	577,282
Financial assets measured at fair value through profit or loss	360,296	-	-	360,296	360,296	479,411	-	-	479,411	479,411
Trade and other receivables	-	-	245,334	245,334	245,334	-	-	241,718	241,718	241,718
Short-term loans to a related party	-	-	25,458	25,458	25,458	-	-	2,825	2,825	2,825
<b>Non-current assets</b>										
Deposits used as collateral	-	-	810	810	810	-	-	809	809	809
Financial assets measured at amortised cost	-	-	10,000	10,000	10,000	-	-	-	-	-
<b>Current liabilities</b>										
Short-term borrowings from financial institutions	-	-	7,658	7,658	7,658	-	-	57,032	57,032	57,032
Current portion of long-term borrowings from financial institutions	-	-	53,953	53,953	53,953	-	-	31,357	31,357	31,357
Current portion of long-term borrowing from related party	-	-	1,066	1,066	1,066	-	-	619	619	619
Trade and other payables	-	-	760,007	760,007	760,007	-	-	646,955	646,955	646,955
Corporate income tax payable	-	-	44,700	44,700	44,700	-	-	30,424	30,424	30,424
<b>Non-current liabilities</b>										
Long-term borrowings from financial institutions	-	-	195,634	195,634	195,634	-	-	90,536	90,536	90,536
Long-term borrowing from related party	-	-	1,115	1,115	1,115	-	-	2,181	2,181	2,181

	Separate financial statements									
	31 December 2021					31 December 2020				
	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value	FVPL	FVOCI	Amortised cost	Total carrying amounts	Fair value
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
<b>Current assets</b>										
Cash and cash equivalents	-	-	865,681	865,681	865,681	-	-	478,903	478,903	478,903
Financial assets measured at fair value through profit or loss	360,296	-	-	360,296	360,296	479,397	-	-	479,397	479,397
Trade and other receivables	-	-	228,307	228,307	228,307	-	-	217,893	217,893	217,893
Short-term loans to a related party	-	-	22,324	22,324	22,324	-	-	-	-	-
Current portion of long-term loans to subsidiaries	-	-	7,599	7,599	7,599	-	-	26,929	26,929	26,929
<b>Non-current assets</b>										
Deposits used as collateral	-	-	785	785	785	-	-	784	784	784
Financial assets measured at amortised cost	-	-	10,000	10,000	10,000	-	-	-	-	-
Long-term loans to subsidiaries	-	-	37,482	37,482	37,482	-	-	46,983	46,983	46,983
<b>Current liabilities</b>										
Short-term borrowings from financial institutions	-	-	-	-	-	-	-	55,000	55,000	55,000
Current portion of long-term borrowings from financial institutions	-	-	53,953	53,953	53,953	-	-	31,357	31,357	31,357
Trade and other payables	-	-	714,666	714,666	714,666	-	-	603,870	603,870	603,870
Corporate income tax payable	-	-	42,739	42,739	42,739	-	-	29,935	29,935	29,935
<b>Non-current liabilities</b>										
Long-term borrowings from financial institutions	-	-	195,634	195,634	195,634	-	-	90,536	90,536	90,536

## 12.1 Other financial assets at amortised cost

### Classification of financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

## 12.2 Financial assets at fair value through profit or loss

### Classification of financial assets at fair value through profit or loss

The Group classifies the following financial assets at fair value through profit or loss (FVPL):

- debt investments that do not qualify for measurement at either amortised cost or FVOCI
- equity investments for which the entity has irrevocably not elected at initial recognition to recognise fair value gains and losses through OCI

The following gains/(losses) were recognised in profit or loss during the year as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
Fair value gains (losses) on debt instruments at FVPL recognised in other income	899	1,854	899	1,854

### Significant acquisitions and disposals financial assets during the year

During the year 2021, the Group and the Company acquired/ disposed listed securities measured at FVPL in the amount of Baht 120 million (2020 : Baht 100 million).

For the information about the group's exposure to price risk is provided in note 6. Information about the methods and assumptions used in determining fair value refer to note 7.

## 13 Inventories

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
Raw material	114,753	96,644	107,746	88,186
Work in progress	1,372	1,050	1,372	1,050
Finished goods	98,896	77,765	98,562	77,368
Packaging material	50,765	41,292	50,356	40,941
Spare parts and supplies	6,408	7,858	5,059	6,257
<u>Less</u> Allowance for net realisable value	-	-	-	-
Total	272,194	224,609	263,095	213,802

As at 31 December, amounts recognised as cost of sales in profit or loss are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
Inventories recognised as an expense	1,570,980	1,684,059	1,479,517	1,578,762

## 14 Interests in associates, and joint ventures

### Interests in associates and joint ventures

As at 31 December, the material investments in associates and joint ventures are as follows:

Name of entity	Country of incorporation	Nature of business	% of ownership interest		Consolidated financial statements		Separate financial statements	
			2021 %	2020 %	Investment at equity method		Investment at Cost method	
					2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
<i>Associates:</i>								
Foodhouse Catering Services Co., Ltd.	Thailand	Food services	49.97	49.97	73,239	66,570	4,997	4,997
Total					73,239	66,570	4,997	4,997
<i>Joint ventures:</i>								
MSC Thai Cuisine Co., Ltd.	Thailand	Culinary school	50.00	50.00	22,712	23,729	35,000	35,000
Patara Fine Thai Cuisine Limited	United Kingdom	Restaurant	50.00	50.00	183,189	176,382	-	-
Total					205,901	200,111	35,000	35,000

There are no contingent liabilities in respect of the Group's interest in associates and joint ventures.

As at 31 December 2021, the recoverable amount of investment in joint venture are determined based on value-in-use calculation. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the investment operates.

The key assumptions used for value-in-use calculation is as follows:

	Percentage per annum
Gross margin <sup>1</sup>	78% - 87%
Growth rate <sup>2</sup>	5%
	65% - 109% on COVID-19 recovery year
Long-term growth rate <sup>3</sup>	2%
Pre-tax discount rate <sup>4</sup>	7% - 8%

<sup>1</sup> Based on past performance and management's expectations for the future.

<sup>2</sup> Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.

<sup>3</sup> This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.

<sup>4</sup> Reflect specific risks relating to the relevant segments and the countries in which they operate.

These assumptions have been used for the analysis of investment

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with economic forecast and growth rate achievable in the past. The discount rates used are pre-tax and reflect specific risks relating to the investments.

a) *Summarised financial information for associates*

The table below is summarised of financial information for associates that are material to the Group. The financial information is included in associates own financial statements which has been adjusted with the adjustments necessary for the equity method including, adjusting fair value and differences in accounting policy.

	<b>Foodhouse Catering Services Co., Ltd</b>	
	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>
<i>Summarised of performance</i>		
Revenue	570,552	437,180
Profit (loss) from continuing operations	53,346	29,659
Other comprehensive income (expense)	-	-
Total comprehensive income (expense)	53,346	29,659
Dividend received from associate	19,988	14,991
<i>Summarised of statement of financial position</i>		
Current assets	186,995	147,776
Non-current assets	32,146	31,922
Current liabilities	(72,575)	(46,478)
Net assets	146,566	133,220
<b>Reconciliation to carrying amounts:</b>		
Opening net assets	133,220	133,561
Profit for the year	53,346	29,659
Dividends paid	(40,000)	(30,000)
Closing net assets	146,566	133,220
Group's share in associates (%)	49.97	49.97
Group's share in associates (Baht)	73,239	66,570
Goodwill	-	-
Associates carrying amount	73,239	66,570

*b) Summarised financial information for joint ventures*

The table below is summarised of financial information for joint ventures that are material to the Group. The financial information is included in joint ventures own financial statements which has been amended to reflect adjustments necessary for the equity method, including adjusting fair value and differences in accounting policy.

	<b>Patara Fine Thai Cuisine Limited</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
<i>Summarised of performance</i>		
Revenue	145,219	69,788
Profit (loss) from continuing operations	(41,919)	(116,922)
Other comprehensive income (expense)	-	-
Total comprehensive income (expense)	(41,919)	(116,922)
<i>Summarised of statement of financial position</i>		
Cash and cash equivalents	41,265	4,734
Other current assets	25,402	53,954
Total current assets	66,667	58,688
Total non-current assets	453,629	676,733
Current liabilities	(63,286)	(98,850)
Non-current liabilities	(90,632)	(242,918)
Net assets	366,378	393,653
<b>Reconciliation to carrying amounts:</b>		
Opening net assets	393,653	392,161
Profit for the year	(41,919)	(116,922)
Adjustment to exchange differences on translation of financial statements	14,644	77,525
Closing net assets	366,378	352,764
Group's share in joint ventures (%)	50.00	50.00
Group's share in joint ventures (Baht)	183,189	176,382
Goodwill	-	-
Joint ventures' carrying amount	183,189	176,382

*c) Individually immaterial joint venture*

The table below is the carrying amount of its interests, in aggregate, all individually immaterial joint venture that are accounted for using equity method.

	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
<b>Aggregate carrying amount of individually immaterial joint ventures</b>	22,712	23,729
<b>Aggregate amounts of the Group's share of:</b>		
Profit (loss) from continuing operations	(2,034)	(3,906)
Other comprehensive income (expense)	-	-
Total comprehensive income (expense)	(2,034)	(3,906)

## 15 Investment in subsidiaries

As at 31 December 2021, the subsidiaries included in consolidated financial statement are listed below. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group.

Entity name	Country of incorporation	Nature of business	Ownership interest held by Company		Carrying amount	
			2021 (%)	2020 (%)	2021 Baht'000	2020 Baht'000
S&P Global Co., Ltd.	Thailand	Investing in other companies	80.00	80.00	40,000	40,000
S&P Delivery Co., Ltd.	Thailand	Food delivery	99.93	99.93	999	999
S&P International Foods Co., Ltd.	Thailand	Restaurant	99.99	99.99	49,997	49,997
Umenohana S&P Co., Ltd.	Thailand	Restaurant	59.99	59.99	15,000	15,000
S&P International Foods (Cambodia) Co., Ltd.	Kingdom of Cambodia	Restaurant	99.99	99.99	48,370	48,370
S&P Development Holding Co., Ltd.	Thailand	Investing in other companies	99.99	99.99	15,385	65,385
S&P Training Co., Ltd.	Thailand	Training for employees	99.98	99.98	1,000	1,000
					170,751	220,751

The recoverable amount of investment in S&P Development Holding Co., Ltd, a subsidiary was impacted by the investment in joint venture which was impaired. The Company considered the impact and recognised impairment loss of investment in subsidiary in the separate financial statement amounting to Baht 50 million.



**16 Property, plant and equipment**

	Consolidated financial statements							Total Baht'000
	Land Baht'000	Buildings and building improvements Baht'000	Factory buildings Baht'000	Machinery and equipment Baht'000	Furniture and equipment Baht'000	Vehicles Baht'000	Construction In progress Baht'000	
<b>At 1 January 2020</b>								
Cost	474,503	85,161	200,131	1,195,684	2,878,755	60,517	27,098	4,921,849
<u>Less</u> Accumulated depreciation	-	(55,839)	(153,748)	(952,964)	(2,185,629)	(52,060)	-	(3,400,240)
<u>Less</u> Accumulated impairment	-	-	-	-	(11,135)	-	-	(11,135)
Net book amount	474,503	29,322	46,383	242,720	681,991	8,457	27,098	1,510,474
<b>For the year ended 31 December 2020</b>								
Opening net book amount	474,503	29,322	46,383	242,720	681,991	8,457	27,098	1,510,474
Impact from change in accounting policy	-	-	-	-	-	(5,421)	-	(5,421)
Additions	-	806	-	12,512	45,207	114	141,540	200,179
Disposals, net	-	-	-	(4,087)	(41,055)	(10)	-	(45,152)
Reclassification	-	-	-	4,109	38,506	-	(42,615)	-
Depreciation charge	-	(1,788)	(4,023)	(62,501)	(183,255)	(2,112)	-	(253,679)
Reversal (impairment loss)	-	-	-	-	957	-	-	957
Exchange differences	-	794	-	2,839	(1,328)	-	(6)	2,299
Closing net book amount	474,503	29,134	42,360	195,592	541,023	1,028	126,017	1,409,657
<b>At 31 December 2020</b>								
Cost	474,503	87,845	200,131	1,170,192	2,803,064	49,429	126,017	4,911,181
<u>Less</u> Accumulated depreciation	-	(58,711)	(157,771)	(974,600)	(2,251,863)	(48,401)	-	(3,491,346)
<u>Less</u> Accumulated impairment	-	-	-	-	(10,178)	-	-	(10,178)
Net book amount	474,503	29,134	42,360	195,592	541,023	1,028	126,017	1,409,657
Reclassifications (note 3)	-	-	-	-	(12,208)	-	-	(12,208)
At 31 December 2020 - as reclassified	474,503	29,134	42,360	195,592	528,815	1,028	126,017	1,397,449

**S&P Syndicate Public Company Limited**  
**Notes to consolidated and separate financial statements**  
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	Consolidated financial statements							Total Baht'000
	Land Baht'000	Buildings and building improvements Baht'000	Factory buildings Baht'000	Machinery and equipment Baht'000	Furniture and equipment Baht'000	Vehicles Baht'000	Construction In progress Baht'000	
<b>For the year ended 31 December 2021</b>								
Opening net book amount	474,503	29,134	42,360	195,592	528,815	1,028	126,017	1,397,449
Additions	-	-	-	28,533	52,812	152	228,297	309,794
Disposals, net	-	-	-	(233)	(2,162)	-	-	(2,395)
Write-offs, net	-	-	-	(1,085)	(17,316)	-	-	(18,401)
Reclassification	-	-	-	312	308,199	-	(308,511)	-
Transfer from (to) other accounts	-	(1,910)	-	(1,313)	563	1,139	-	(1,521)
Depreciation charge	-	(1,899)	(3,659)	(47,922)	(141,225)	(1,121)	-	(195,826)
Reversal (impairment loss)	-	-	-	-	(9,045)	-	-	(9,045)
Exchange differences	-	3,060	-	908	2,326	-	-	6,294
Closing net book amount	474,503	28,385	38,701	174,792	722,967	1,198	45,803	1,486,349
<b>At 31 December 2021</b>								
Cost	474,503	90,538	200,131	1,146,151	2,972,461	46,116	45,803	4,975,703
<u>Less</u> Accumulated depreciation	-	(62,153)	(161,430)	(971,359)	(2,230,271)	(44,918)	-	(3,470,131)
<u>Less</u> Accumulated impairment	-	-	-	-	(19,223)	-	-	(19,223)
Net book amount	474,503	28,385	38,701	174,792	722,967	1,198	45,803	1,486,349

**S&P Syndicate Public Company Limited**  
**Notes to consolidated and separate financial statements**  
**For the year ended 31 December 2021**

	Separate financial statements							
	Land Baht'000	Buildings and building improvements Baht'000	Factory buildings Baht'000	Machinery and equipment Baht'000	Furniture and equipment Baht'000	Vehicles Baht'000	Construction In progress Baht'000	Total Baht'000
<b>At 1 January 2020</b>								
Cost	474,503	38,184	200,131	1,106,048	2,615,062	59,769	27,078	4,520,775
<u>Less</u> Accumulated depreciation	-	(37,043)	(153,749)	(884,480)	(1,992,173)	(51,308)	-	(3,118,753)
<u>Less</u> Accumulated impairment	-	-	-	-	(10,190)	-	-	(10,190)
Net book amount	474,503	1,141	46,382	221,568	612,699	8,461	27,078	1,391,832
<b>For the year ended 31 December 2020</b>								
Opening net book amount	474,503	1,141	46,382	221,568	612,699	8,461	27,078	1,391,832
Impact from change in accounting policy	-	-	-	-	-	(5,421)	-	(5,421)
Additions	-	-	-	11,599	43,199	114	141,552	196,464
Disposals, net	-	-	-	(1,354)	(22,913)	(10)	-	(24,277)
Reclassification	-	-	-	6,639	35,976	-	(42,615)	-
Depreciation charge	-	(628)	(4,024)	(56,205)	(164,484)	(2,113)	-	(227,454)
Reversal (impairment loss)	-	-	-	-	6,357	-	-	6,357
Closing net book amount	474,503	513	42,358	182,247	510,834	1,031	126,015	1,337,501
<b>At 31 December 2020</b>								
Cost	474,503	38,184	200,131	1,091,572	2,581,260	48,646	126,015	4,560,311
<u>Less</u> Accumulated depreciation	-	(37,671)	(157,773)	(909,325)	(2,066,593)	(47,615)	-	(3,218,977)
<u>Less</u> Accumulated impairment	-	-	-	-	(3,833)	-	-	(3,833)
Net book amount	474,503	513	42,358	182,247	510,834	1,031	126,015	1,337,501
Reclassifications (note 3)	-	-	-	-	(8,079)	-	-	(8,079)
At 31 December 2020 - as reclassified	474,503	513	42,358	182,247	502,755	1,031	126,015	1,329,422

**S&P Syndicate Public Company Limited**  
**Notes to consolidated and separate financial statements**  
**For the year ended 31 December 2021**

	Separate financial statements							Total Baht'000
	Land Baht'000	Buildings and building improvements Baht'000	Factory buildings Baht'000	Machinery and equipment Baht'000	Furniture and equipment Baht'000	Vehicles Baht'000	Construction In progress Baht'000	
<b>For the year ended 31 December 2021</b>								
Opening net book amount	474,503	513	42,358	182,247	502,755	1,031	126,015	1,329,422
Additions	-	-	-	28,062	52,146	152	227,141	307,501
Disposals, net	-	-	-	(152)	(2,054)	-	-	(2,206)
Write-offs, net	-	-	-	(489)	(11,428)	-	-	(11,917)
Reclassification	-	-	-	400	306,952	-	(307,352)	-
Transfer from (to) other accounts	-	-	-	-	-	1,139	-	1,139
Depreciation charge	-	(513)	(3,771)	(43,500)	(132,198)	(1,121)	-	(181,103)
Reversal (impairment loss)	-	-	-	-	(14,690)	-	-	(14,690)
Closing net book amount	474,503	-	38,587	166,568	701,483	1,201	45,804	1,428,146
At 31 December 2021								
Cost	474,503	38,184	200,131	1,094,080	2,765,918	45,194	45,804	4,663,814
<u>Less</u> Accumulated depreciation	-	(38,184)	(161,544)	(927,512)	(2,045,912)	(43,993)	-	(3,217,145)
<u>Less</u> Accumulated impairment	-	-	-	-	(18,523)	-	-	(18,523)
Net book amount	474,503	-	38,587	166,568	701,483	1,201	45,804	1,428,146

Borrowing costs of Baht 2.12 million (2020: Baht 0.22 million), arising from financing specifically entered into for the construction of a new warehouse and distribution center, were capitalised during the year and are included in 'additions'. A capitalisation rate of 2.18% (2020: 2.18%) was used representing the actual borrowing cost of the loan used to finance the project.

Depreciation recognised in profit and loss that are related to property, plant and equipment are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Cost of sales	55,145	65,062	55,145	65,062
Distribution costs	123,318	165,285	108,595	139,060
Administrative expenses	17,363	23,332	17,363	23,332
	195,826	253,679	181,103	227,454

## 17 Right-of-use assets

As at 31 December, right-of-use asset balances are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Building	1,284,342	1,799,585	1,050,636	1,533,192
Leasehold right	16,420	21,495	9,818	13,058
Vehicles	5,679	5,611	5,679	5,611
Total	1,306,441	1,826,691	1,066,133	1,551,861

For the year ended 31 December, amounts charged to profit or loss and cash flows relating to leases are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Depreciation charge of right-of-use assets:				
Building	(491,974)	(420,187)	(439,549)	(378,616)
Leasehold right	(5,075)	(10,193)	(3,241)	(8,481)
Vehicles	(2,232)	(1,568)	(2,232)	(1,568)
Total	(499,281)	(431,948)	(445,022)	(388,665)
Addition to the right-of-use assets during the year	46,399	56,488	37,713	52,344
Total cash outflow for leases	(531,642)	(415,814)	(473,491)	(378,582)
Interest expense (included in finance cost)	61,983	66,825	51,148	56,356
Expense relating to short-term leases	33,555	57,464	33,555	57,464
Expense relating to leases of low-value assets	5,473	546	5,473	546
Expense relating to variable lease payments	194,587	215,687	194,587	215,687

**18 Intangible assets**

	<b>Computer software</b>	
	<b>Consolidated financial statements Baht'000</b>	<b>Separate financial statements Baht'000</b>
<b>At 1 January 2020</b>		
Cost	88,688	87,343
<u>Less</u> Accumulated amortisation	(59,275)	(58,339)
Net book amount	29,413	29,004
<b>For the year ended 31 December 2020</b>		
Opening net book amount	29,413	29,004
Additions	2,188	2,188
Write-offs, net	(131)	(13)
Amortisation charge	(12,665)	(12,430)
Exchange differences	(8)	-
Closing net book amount	18,797	18,749
<b>At 31 December 2020</b>		
Cost	90,688	89,503
<u>Less</u> Accumulated amortisation	(71,891)	(70,754)
Net book amount	18,797	18,749
<b>For the year ended 31 December 2021</b>		
Opening net book amount	18,797	18,749
Additions	9,739	9,715
Write-offs, net	(13)	(14)
Amortisation charge	(11,770)	(11,736)
Exchange differences	3	-
Closing net book amount	16,756	16,714
<b>At 31 December 2021</b>		
Cost	100,509	99,189
<u>Less</u> Accumulated amortisation	(83,753)	(82,475)
Net book amount	16,756	16,714

Amortisation recognised in profit and loss that are related to intangible assets are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
Cost of sales	493	534	493	534
Distribution costs	147	540	113	305
Administrative expenses	11,130	11,591	11,130	11,591
	11,770	12,665	11,736	12,430

## 19 Deferred income taxes

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Deferred tax assets:	67,961	55,901	63,727	53,416
Deferred tax liabilities:	-	-	-	-
Deferred tax assets, net	67,961	55,901	63,727	53,416

The movements in deferred tax assets during the year is as follows:

	<b>Consolidated financial statements (Baht'000)</b>			
	<b>1 January 2021</b>	<b>(Charged)/ Credited to profit or loss</b>	<b>(Charged)/ Credited to other comprehensive income</b>	<b>31 December 2021</b>
<b>Deferred tax assets resulted from</b>				
Revaluation of financial assets	(177)	(180)	-	(357)
Loss allowance	-	743	-	743
Buildings and equipment - difference of depreciation rate	2,968	528	-	3,496
Contract liabilities - customer loyalty programme	732	(188)	-	544
Unearned revenues	2,488	(805)	-	1,683
Effects from employee benefits	29,490	4,135	-	33,625
Provision for costs of dismantling, removing and restoring the site	7,126	(30)	-	7,096
Unused tax losses	437	(437)	-	-
Lease liabilities	12,070	5,356	-	17,426
Allowance for impairment fixed asset	767	2,938	-	3,705
Deferred tax assets	55,901	12,060	-	67,961

	<b>Consolidated financial statements (Baht'000)</b>			
	<b>1 January 2020</b>	<b>(Charged)/ Credited to profit or loss</b>	<b>(Charged)/ Credited to other comprehensive income</b>	<b>31 December 2020</b>
<b>Deferred tax assets resulted from</b>				
Revaluation of financial assets	266	(443)	-	(177)
Buildings and equipment - difference of depreciation rate	2,383	585	-	2,968
Contract liabilities - customer loyalty programme	521	211	-	732
Unearned revenues	3,808	(1,320)	-	2,488
Effects from employee benefits	37,869	(7,632)	(747)	29,490
Provision for costs of dismantling, removing and restoring the site	6,478	648	-	7,126
Unused tax losses	153	284	-	437
Lease liabilities	-	12,070	-	12,070
Allowance for impairment fixed asset	-	767	-	767
Deferred tax assets	51,478	5,170	(747)	55,901

	Separate financial statements (Baht'000)			31 December 2021
	1 January 2021	(Charged)/ Credited to profit or loss	(Charged)/ Credited to other comprehensive income	
<b>Deferred tax assets resulted from</b>				
Revaluation of financial assets	(177)	(180)	-	(357)
Loss allowance	-	743	-	743
Buildings and equipment - difference of depreciation rate	2,241	527	-	2,768
Contract liabilities - customer loyalty programme	732	(188)	-	544
Unearned revenues	2,488	(805)	-	1,683
Effects from employee benefits	29,490	4,135	-	33,625
Provision for costs of dismantling, removing and restoring the site	7,054	(77)	-	6,977
Lease liabilities	10,821	3,218	-	14,039
Allowance for impairment fixed asset	767	2,938	-	3,705
Deferred tax assets	53,416	10,311	-	63,727
	Separate financial statements (Baht'000)			31 December 2020
	1 January 2020	(Charged)/ Credited to profit or loss	(Charged)/ Credited to other comprehensive income	
<b>Deferred tax assets resulted from</b>				
Revaluation of financial assets	266	(443)	-	(177)
Buildings and equipment - difference of depreciation rate	1,331	910	-	2,241
Contract liabilities - customer loyalty programme	521	211	-	732
Unearned revenues	3,808	(1,320)	-	2,488
Effects from employee benefits	37,869	(7,632)	(747)	29,490
Provision for costs of dismantling, removing and restoring the site	6,386	668	-	7,054
Lease liabilities	-	10,821	-	10,821
Allowance for impairment fixed asset	-	767	-	767
Deferred tax assets	50,181	3,982	(747)	53,416



## 20 Borrowings

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
<b>Current</b>				
Short-term borrowings from financial institutions	7,658	57,032	-	55,000
Current portion of long-term borrowings				
Borrowings from financial institutions	53,953	31,357	53,953	31,357
Borrowing from related party (note 31)	1,066	619	-	-
Total current borrowings	62,677	89,008	53,953	86,357
<b>Non-current</b>				
Borrowings from financial institutions	195,634	90,536	195,634	90,536
Borrowing from related party (note 31)	1,115	2,181	-	-
Total non-current borrowings	196,749	92,717	195,634	90,536
Total	259,426	181,725	249,587	176,893

As at 31 December 2021, the Company had unsecured long-term borrowings from the financial institution. The borrowings carry a variable interest rate of MLR deduct a fixed rate.

## 21 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
Trade payables - third parties	361,946	320,685	330,963	296,304
Trade payables - related parties (note 31)	2,230	1,507	14,827	12,525
Other payables - third parties	71,766	66,423	67,497	60,374
Other payables - related parties (note 31)	5,857	7,981	-	-
Accounts payable - acquisition of fixed assets	61,090	23,344	60,702	23,344
Unearned revenues	33,971	41,703	34,423	41,936
Accrued expenses	223,147	185,312	206,254	169,387
Total	760,007	646,955	714,666	603,870

## 22 Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
Statement of financial position:				
Employee benefit obligations - current portion	8,273	1,811	8,273	1,811
Employee benefit obligations - non-current portion	167,061	151,894	160,148	145,933
Liability in the statement of financial position	175,334	153,705	168,421	147,744

### Retirement benefits

This benefit is about a retirement plan. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The movements in the defined benefit obligations for the years are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
At 1 January	153,705	204,019	147,744	189,350
Current service cost	24,954	20,692	24,094	21,660
Interest expense	2,101	1,771	2,009	1,691
	180,760	226,482	173,847	212,701
Remeasurements:				
(Gain)/loss from change in demographic assumptions	-	(11,299)	-	(10,589)
(Gain)/loss from change in financial assumptions	-	19,818	-	19,719
Experience (gain)/loss	-	(16,800)	-	(12,432)
	-	(8,281)	-	(3,302)
Payment from plans:				
Benefit payment	(5,426)	(64,496)	(5,426)	(61,655)
At 31 December	175,334	153,705	168,421	147,744

The significant actuarial assumptions used were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Discount rate	1.28% - 2.73%	1.28% - 2.73%	1.36%	1.36%
Turnover rate	0% - 49%	0% - 49%	0% - 49%	0% - 49%
Salary growth rate	0% - 3%	0% - 3%	0% - 3%	0% - 3%

Sensitivity analysis for each significant assumption used is as follows:

	<b>Consolidated financial statements</b>					
	<b>Change in assumption</b>		<b>Impact on retirement benefits</b>			
	<b>2021</b>	<b>2020</b>	<b>Increase in assumption</b>		<b>Decrease in assumption</b>	
			<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Discount rate	1%	1%	Decrease by 8.57%	Decrease by 8.07%	Increase by 9.80%	Increase by 10.19%
Turnover rate	1%	1%	Decrease by 9.23%	Decrease by 8.85%	Increase by 5.71%	Increase by 7.95%
Salary growth rate	1%	1%	Increase by 9.53%	Increase by 6.05%	Decrease by 8.52%	Decrease by 9.58%

	Separate financial statements					
	Change in assumption		Impact on retirement benefits			
			Increase in assumption		Decrease in assumption	
	2021	2020	2021	2020	2021	2020
Discount rate	1%	1%	Decrease by 8.33%	Decrease by 8.82%	Increase by 9.52%	Increase by 10.10%
Turnover rate	1%	1%	Decrease by 8.98%	Decrease by 8.77%	Increase by 5.69%	Decrease by 7.88%
Salary growth rate	1%	1%	Increase by 9.26%	Increase by 6.15%	Decrease by 8.28%	Decrease by 9.52%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the retirement benefits obligation to significant actuarial assumptions, the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

The weighted average duration of the defined benefit obligation is 27.34 years (2020: 27.34 years).

Expected maturity analysis of undiscounted retirement benefits are as follows:

	Consolidated financial statements				
	Less than 1 year Baht'000	Between 1-2 years Baht'000	Between 2-5 years Baht'000	Over 5 years Baht'000	Total Baht'000
<b>At 31 December 2021</b>					
Retirement benefits	8,273	28,870	44,263	1,785,032	1,866,438
<b>At 31 December 2020</b>					
Retirement benefits	1,811	19,292	48,142	1,799,004	1,868,249
	Separate financial statements				
	Less than 1 year Baht'000	Between 1-2 years Baht'000	Between 2-5 years Baht'000	Over 5 years Baht'000	Total Baht'000
<b>At 31 December 2021</b>					
Retirement benefits	8,273	28,454	43,181	1,698,428	1,778,336
<b>At 31 December 2020</b>					
Retirement benefits	1,811	19,222	46,714	1,712,400	1,780,147

## 23 Share capital and premium on share capital

	Number of Shares	Ordinary Shares Baht'000	Share Premium Baht'000	Total Baht'000
At 1 January 2020	490,408,365	490,408	689,981	1,180,389
At 31 December 2020	490,408,365	490,408	689,981	1,180,389
Exercise warrants (note 24)	21,104,393	21,104	-	21,104
At 31 December 2021	511,512,758	511,512	689,981	1,201,493

On 30 April 2021, the annual general meeting passed a resolution to approve increase the authorised share capital from 490,408,365 ordinary shares at par value of Baht 1 per share to 514,928,784 ordinary shares at par value of Baht 1 per share. The Company registered the increased share capital with the ministry of commerce on 7 May 2021.

## 24 Warrants

The Group has outstanding warrants to subscribe for ordinary shares to existing shareholders of the Company, which have been approved by shareholders' meeting.

					As at	Increase	Decrease during the period					As at
					31 December	during						31 December
					2020	the period						2021
Issued by	Allotted to	Approval date	Determined exercising date		Outstanding Warrant Million unit	Warrant Million unit	Exercise Million unit	Exercise ratio for ordinary shares per 1 warrant	Issue of ordinary shares during the period Million shares	Exercise price Baht	Amount Baht Million	Outstanding warrant Million unit
			First exercise	Last exercise								
The Company	Existing-shareholder (SNP-W2)	28 May 2021	30 December 2021	18 May 2023	-	24.5	-	1:1	21.1	1	21.1	3.4
	Total issuance by the Company				-	24.5	-		21.1		21.1	3.4

On 30 April 2021, the shareholders at the annual general meeting passed a resolution to approve the issuance of the Company's warrants on ordinary shares (SNP-W2), not exceeding 24,520,282 units for offering to existing shareholders, having a term of not exceeding 2 years from the initial issuance date, and having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of Baht 1 per share. The warrants were issued on 19 May 2021.

On 30 December 2021, the Company reported the result in which 21,104,393 shares were exercised with the net cash amount received of Baht 21.1 million.

## 25 Legal reserve

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
At 1 January	52,343	52,343	52,343	52,343
Appropriation during the year	-	-	-	-
At 31 December	52,343	52,343	52,343	52,343

Under the Public Companies Act., B.E. 2535, the Company is required to set aside as statutory reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. This reserve is not available for dividend distribution.

## 26 Finance costs

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Interest and finance charges paid for lease liabilities (note 17)	61,983	66,825	51,148	56,356
Borrowings from financial institutions	5,109	5,991	5,126	6,102
Borrowing from a related party	132	140	-	-
Total	67,224	72,956	56,274	62,458

## 27 Expense by nature

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Changes in inventories of finished goods and work in process	593,066	684,804	501,603	579,507
Raw material and consumables used	977,914	999,255	977,914	999,255
Staff costs	1,214,535	1,415,473	1,079,260	1,217,113
Loss allowance (note 6.1.2)	3,713	-	3,713	-
Impairment of investment in subsidiary (note 15)	-	-	50,000	-
Depreciation on property, plant and equipment (note 16)	195,826	253,679	181,103	227,454
Depreciation on right-of-use assets (note 17)	499,281	431,948	445,022	388,665
Amortisation on intangible assets (note 18)	11,770	12,665	11,736	12,430

## 28 Income tax expense

Income tax expense for the year comprises the following:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Current tax:				
Current tax on profits for the year	70,288	35,541	66,805	33,653
Adjustments in respect of prior year	372	5,865	(1,347)	5,865
Total current tax	70,660	41,406	65,458	39,518
Deferred income tax:				
Decrease (increase) in deferred tax assets (note 19)	(12,060)	(5,170)	(10,311)	(3,982)
Income tax expense	58,600	36,236	55,147	35,536

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the Company as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>	<b>Baht'000</b>
Profit before tax	399,867	217,985	321,738	248,460
Tax calculated at a tax rate of 20% (prior year: 20%)	79,973	43,597	64,348	49,692
Tax effect of:				
Associates' results reported net of tax	(455)	9,188	-	-
Effect of different tax rate	(9,662)	(4,186)	-	-
Income not subject to tax	(9,628)	(10,849)	(8,302)	(4,758)
Additional tax deductible expenses	(11,182)	(31,942)	(11,182)	(31,942)
Expenses not deductible for tax purpose	14,331	24,563	11,630	16,679
Tax losses for which no deferred income tax asset was recognised	(5,149)	-	-	-
Adjustment in respect of prior year	372	5,865	(1,347)	5,865
Tax charge	58,600	36,236	55,147	35,536

The tax (charge)/credit relating to component of other comprehensive income is as follows:

	<b>Consolidated financial statements</b>					
	<b>2021</b>			<b>2020</b>		
	<b>Before tax Baht'000</b>	<b>Tax (charge) credit Baht'000</b>	<b>After tax Baht'000</b>	<b>Before tax Baht'000</b>	<b>Tax (charge) credit Baht'000</b>	<b>After tax Baht'000</b>
Remeasurement on retirement benefit obligations	-	-	-	9,571	(1,914)	7,657
Currency translation difference	6,610	(1,322)	5,288	(6,110)	1,222	(4,888)
Other comprehensive income	6,610	(1,322)	5,288	3,461	(692)	2,769

  

	<b>Separate financial statements</b>					
	<b>2021</b>			<b>2020</b>		
	<b>Before tax Baht'000</b>	<b>Tax (charge) credit Baht'000</b>	<b>After tax Baht'000</b>	<b>Before tax Baht'000</b>	<b>Tax (charge) credit Baht'000</b>	<b>After tax Baht'000</b>
Remeasurement on retirement benefit obligations	-	-	-	3,149	(630)	2,519
Other comprehensive income	-	-	-	3,149	(630)	2,519

## 29 Earnings per share

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>Shares'000</b>	<b>Shares'000</b>	<b>Shares'000</b>	<b>Shares'000</b>
<b>As at 31 December</b>				
Weighted average number of ordinary shares for earnings (loss) per share	490,524	490,408	490,524	490,408
<b>Effect of dilutive potential ordinary shares</b>				
Dilutive potential ordinary shares	1,975	-	1,975	-
Weighted average number of ordinary shares for diluted earnings (loss)	492,499	490,408	492,499	490,408
Profit (loss) for the year attributable to ordinary shareholders (Baht'000)	340,020	183,025	266,591	212,924
Basic earnings (loss) per share (Baht)	0.69	0.37	0.54	0.43
Diluted earnings (loss) per share (Baht)	0.69	0.37	0.54	0.43

### 30 Dividends per share

On 11 August 2021, the Board of Directors' Meeting of the Company passed a resolution to approve the interim dividends from the operations of the six-month period ended 30 June 2021 at Baht 0.05 per share for 490,408,365 shares, totaling Baht 24.52 million which were paid on 10 September 2021.

On 30 April 2021, the shareholders at the annual general meeting passed a resolution to approve payment of annual dividend from the operations of the year 2020 in addition to interim dividends for 490,408,365 shares at Baht 0.25 per share, totaling Baht 122.60 million. The dividends were paid to shareholders on 19 May 2021.

On 13 November 2020, the Board of Directors' Meeting of the Company passed a resolution to approve the interim dividends instead of the annual dividends from the operations of the nine-month period ended 30 September 2020 at Baht 0.05 per share for 490,408,365 shares, totaling Baht 24.52 million which were paid to shareholders on 9 December 2020.

On 14 April 2020, the Board of Directors' Meeting of the Company passed a resolution to approve the interim dividends instead of the annual dividends from the operations of the year 2019 at Baht 0.52 per share for 490,408,365 shares, totaling Baht 255.01 million which were paid to shareholders on 12 May 2020.

### 31 Related party transactions

#### a) Transactions with related parties

Transactions with related parties are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht'000	2020 Baht'000	2021 Baht'000	2020 Baht'000
<b>Subsidiaries</b>				
Revenue from sales	-	-	40,864	28,106
Rental income - buildings and equipment	-	-	3,113	4,783
Interest income	-	-	2,092	2,653
Other income	-	-	11,779	17,382
Dividend income	-	-	21,524	8,798
Purchases of goods	-	-	(7,728)	(1,877)
Rental and other expenses	-	-	(72,802)	(75,442)
Service expenses	-	-	(35,853)	(24,460)
<b>Associate</b>				
Revenue from sales	208	379	208	379
Other income	480	480	480	480
Dividend income	19,988	14,991	19,988	14,991
<b>Joint ventures</b>				
Rental income - buildings and equipment	3,000	875	3,000	875
Interest income	670	131	531	-
Other income	3,514	291	1,973	291
Purchases of goods	(14)	(1,309)	(14)	(80)
Rental and other expenses	(1,880)	-	(1,880)	-
<b>Related parties</b>				
Revenue from sales	65,544	51,774	65,544	51,774
Purchases of goods	(3,330)	-	(3,330)	-
Rental and other expenses	(3,808)	(3,408)	(3,808)	(3,408)
Service expenses	(2,665)	(2,603)	(2,665)	(2,603)
Interest expense	(132)	(140)	-	-
<b>Entities with common directors</b>				
Rental and other expenses	(966)	(1,083)	(966)	(1,083)
Service expenses	(4,278)	(5,723)	(4,278)	(5,723)
<b>Directors</b>				
Rental and other expenses	(1,463)	(1,320)	(1,463)	(1,320)



**b) Outstanding balances arising from sales and purchases of goods and services**

The outstanding balance at the end of the period ended in relation to transactions with related parties are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>
<b>Trade receivables</b> (note 11)				
Subsidiaries	-	-	4,180	3,019
Associate	179	368	179	398
Joint ventures	9,057	15,355	-	-
Related parties	7,062	2,708	7,063	2,678
	16,298	18,431	11,422	6,095
<b>Advance payments to related parties</b> (note 11)				
Subsidiaries	-	-	1,219	7,392
Joint venture	384	128	385	128
	384	128	1,604	7,520
<b>Accrued income</b> (note 11)				
Subsidiaries	-	-	1,469	3,504
Associate	301	171	301	171
Joint ventures	6,858	6,701	6,294	6,322
	7,159	6,872	8,064	9,997
<b>Trade payables</b> (note 21)				
Subsidiaries	-	-	12,597	11,018
Related parties	2,230	1,507	2,230	1,507
	2,230	1,507	14,827	12,525
<b>Other payables</b> (note 21)				
Joint venture	5,857	7,981	-	-

**c) Short-term loans to related party**

The movements of short-term loans to related party were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>
<b>Joint venture</b>				
Opening book value	2,825	2,941	-	-
Additions	21,788	-	21,788	-
Currency translation differences	845	(116)	536	-
Closing book value	25,458	2,825	22,324	-

Short-term loans to joint ventures are unsecured and denominated in Pound sterling. The loans are partially due for repayment at call and partially due for repayment according to payment schedule and carry a market rate of interest as referenced by the interest rates quoted by commercial banks.

**d) Long-term loans to subsidiaries**

The movements of long-term loans to subsidiaries were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>
Opening book value	-	-	73,912	54,951
Additions	-	-	-	58,800
Repayments	-	-	(28,831)	(39,839)
Closing book value	-	-	45,081	73,912

Long-term loans to subsidiaries are unsecured and denominated in Thai Baht. The loans are due for repayment according to payment scheduled and carry a market rate of interest as referenced to the interest rates quoted by commercial banks.

**e) Long-term borrowings from related party**

The movements of long-term borrowings from related party were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>	<b>31 December 2021 Baht'000</b>	<b>31 December 2020 Baht'000</b>
Opening book value	2,800	2,800	-	-
Repayments	(619)	-	-	-
Closing book value	2,181	2,800	-	-

Long-term borrowings from related party are unsecured and denominated in Thai Baht. It is due for repayment upon payment schedule and the final repayment will be due in 2023 and carry a market rate of interest as referenced to the interest rates quoted by commercial banks.

**f) Key management compensation**

The compensation paid or payable to key management for the year ended 31 December were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
Short-term benefits	54,797	44,954	54,797	44,954
Long-term benefits	2,517	2,172	2,517	2,172
	57,314	47,126	57,314	47,126

## 32 Commitments

### a) Capital expenditure commitments

Capital expenditure contracted as at the statement of financial position date but not recognised as liabilities is as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>	<b>2021 Baht'000</b>	<b>2020 Baht'000</b>
Property, plant and equipment	20,680	200,666	20,680	200,666
Intangible assets	11,703	11,943	11,703	11,943
Total	32,383	212,609	32,383	212,609

### b) Commitments

S&P International Foods Co., Ltd., a subsidiary, entered into a License Agreement with an overseas company located in Japan which its period is from 26 October 2012 to 31 December 2031 for operating the restaurant business in Thailand. A subsidiary is required to pay an initial royalty fee and running royalty fees on a quarterly basis in each year at the rates as specified in the agreement for the use of the trademark and production know-how.

### c) Letter of guarantees

As at 31 December 2021, the Company and its subsidiaries had letters of guarantee of Baht 67.28 million (31 December 2020: Baht 72.40 million) issued by banks on behalf of the Company to guarantee electricity usage and shop rental under the normal course of business. Such amount included the letters of guarantee of Baht 0.2 million which a deposit at bank of the Company was used as collateral.

## 33 Events occurring after the reporting date

On 21 February 2022, the Board of Directors' Meeting of the Company passed a resolution to approve payment of annual dividend from the operations of the year 2021 in addition to interim dividends for 511,512,758 shares at Baht 0.58 per share, totaling Baht 296.68 million. The dividends will be paid to shareholders on 19 May 2022.

The Board of Directors will propose to the shareholders at the Annual General Shareholders' Meeting for an approval of the dividend payment.