



APEX DEVELOPMENT PUBLIC COMPANY LIMITED



ANNUAL REPORT
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Message from Chairman

Since the beginning of 2020 with the occurrence of the severe COVID-19 pandemic that quickly spread throughout the world resulting in tremendous loss to lives and economies in every country.

Thailand economy and tourism industry have been tremendously impacted as a result. With the stringent travel restriction and banning of overseas travel, all tourism related business such as airlines, hotel, and tourist attractions have suffered and met with financial difficulties because there are no tourists. This resulted in banks and financial institution in Thailand issuing a policy to stop the approval of loans for hotel and residences in tourism areas.

The development of the Hotel and Branded Residences project of the company that is in the process of investment and construction in Phuket and Krabi provinces was severely impacted because it is the stages of investment, sales, and construction. The investment difficulties that the company inevitably encountered are as follows:

1. Altus Capital the international fund has the initial agreement with Apex to increase capital and purchase 2,500 Million shares of Apex. Moreover, to provide loan of 1 Billion Baht to Apex for the investment in the Phuket and Krabi project. However, after the due diligence have been completed in March 2020, the severe epidemic known as COVID-19 occurred and spread throughout the world. The international fund Altus therefore had to stop their capital increase with Apex.

2. ICBC Bank have considered and approved loan of 990 Million Baht to Refinance the company's Corporate Debenture, and as cashflow to complete the construction of the Sheraton Residences. The Term Sheet has been issued in the beginning of February 2020, however, after the occurrence of the severe COVID-19 epidemic in China, the Chinese Bank in all their branches globally issued a policy to stop all project loans.

With the stated reasons, the company was unable to increase its capital in 2020, and must halt the construction of the Sheraton Hotel and Residences project in Phuket, this resulted in the increased amount of accumulated loss for the company in 2020.

At present, Apex must resolve the issues by increasing the capital of the company, quickly sell some asset of the company, and acquire JV partners in some projects, so that the construction of projects in Phuket and Krabi will be completed in accordance to the Construction Schedule of 2021. This is with the hopeful expectation that the COVID-19 situation will improve, be under control, and vaccines available so that the economy and tourism industry will gradually recover.

(Mr. Pongphan Sampawakoop)
Chairman of the Board of Directors

History and Important Development

APEX Development Public Company Limited was formerly Suntec Group Public Company Limited which was established on 31 August 1988 being an operator of planting and producing processed products from tomatoes and corns for local and export market. SUNTEC was registered as listed company Stock Exchange of Thailand (SET) on 20 November 1990. In 1993, SUNTEC expanded into trading processed scrap steel operated by its subsidiary named Suntec Scrap Processing Company Limited. That company produced processed scrap steel for selling to hot-rolled steel plate manufacturers. The company was located in Choburi Industry Estate (Bo Win), Sriracha, Choburi. (In 2005, Suntec Metals Company Limited, another subsidiary of SUNTEC jointly with a foreign company, bought that company's assets to further operates). SUNTEC was transformed to public company limited on 20 November 1993

2000 - 2007 : On 28 August 2000, the Bankruptcy Court had approval on SUNTEC's rehabilitation where Srisongkram Planner was its Planner. On 3 May 2001, 13 August 2005 and 21 November 2005: the Bankruptcy Court approved on SUNTEC's rehabilitation plan and two amendments consecutively. The Plan Administrator has implemented rehabilitation plan successfully and then the Bankruptcy Court approved for SUNTEC's rehabilitation discharge on 30 April 2007. (On 16 May 2008, the Supreme Court had order to strike the SUNTEC case out of the case-list after a creditor appealed the Bankruptcy Court's order)

2007 - 2016 : In August 2007 the new investor group led by Mr. Pongphan Sampawakoo acquired the increased shares of paid-up capital to obtain 78% of the total shares. The company's name was also changed to Apex Development Public Company Limited, with "APEX" being its new symbol in the Stock Exchange of Thailand (SET). The new business objective is to engage actively in real estate development. Hence forth Apex started to develop the new seaside resort project named "White Sand Beach", Pattaya on approximately 30 rai of land area with a project value of 3,500 Million Baht. It consists of : 1. Mövenpick Hotel (North Tower), 34 floors Hotel Condominium, 264 units with facilities. 2. Mövenpick Residences (South Tower), 37 floors Residential Condominium, 196 units with facilities. 3. Mövenpick Pool Villas, 34 Villas with land.

The objective plans of the company are to develop and sell that all project to investors and individual buyers in order to realize earning and profit as envisaged according to the project plan in order to apply for the resumption of trading of the company's shares in The Stock Exchange of Thailand.

The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission, Thailand (SEC) have considered and approved Apex to resume trading in the Stock Exchange of Thailand for the Property and Construction group, in the Property Development Sector starting from the 27th March, 2017 onwards, after strictly adhering to the rules and regulations until the criteria for removal from delisting was achieved coupled with the continuous profitable in its operation years, The company is determined to conduct the business which yields good operational result under the policy of corporate risk management and corporate governance in a fitting manner.

2017 : The Resolutions of the 2017 Annual General Meeting of the Company's Shareholders which be held on 25 April 2017 or equivalent in any other currency. The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). To consider and approve the issuance and offering of debentures not exceed 2 Billion Baht. By on 31 August 2017, the Company issued 800,000

units of secured debenture at Baht 1,000 per unit, totaling Baht 800 million. Such debenture's life is 2.5 year and bears the interest at the rate of 6.25% per annum. The maturity date is on 28 February 2018, which that the issuance and offering of debentures by no base on reliability of rating.

- on 22 August 2017, Apex had Approved and agree to changed the name of the securities to match *the name of the securities from "APX" for "APEX"* in accordance with the regulations of the Stock Exchange Thailand ,although to revised the name of the securities that, no revised the name of the company .The company still uses the same name is Apex Development Public Company Limited.
- on 11 August 2017, Apex had resolved to approve the reduction of the Company's registered capital in the amount of 1,499,925,000 Baht, from the existing registered capital of 2,999,850,000 Baht to the new registered capital of 1,499,925,000 Baht, by decreasing the par value from 1 Baht per share to 0.50 Baht per share, by maintaining the same number of shares. The whole surplus amount from capital reduction would be utilized to compensate for the deficit of the shareholders equity and the accumulated deficit of the Company.

Apex had resolved to approve the increase of registered capital of the Company in the amount of 749,962,500 Baht to the new registered capital of 2,249,887,500 Baht by issuing 1,499,925,000 new ordinary shares, for the expansion of the Company's projects and to serve as the Company's working capital .by detail as about :-

1. Increased ordinary shares in the amount of 999,950,000 shares to be offered to the existing shareholders in accordance with their shareholding ratio (RO), at the price of 0.50 baht per share, in the ratio of 3 existing shares to 1 new ordinary share (any fraction of shares will be disregarded).
2. Increased ordinary shares in the amount of 499,975,000 shares to be offered in accordance with the exercise of the warrants to purchase the ordinary share of the Company (APEX-W1) in the amount of 499,975,000 units which were issued to the existing shareholders who exercise their right to subscribe for newly issued ordinary shares at the ratio of 2 existing shares to 1 unit of warrant (any fraction will be disregarded)
3. In case there is any unsubscribed increased ordinary share after the allotment to the existing shareholders in accordance with their shareholding percentage and the Oversubscription in item no. 1, the Company is authorized to allot such unsubscribed increased ordinary shares to a non-related person, as prescribe in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of the Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

2018 : At the Board of Directors meeting no.7/2018 held on 5 April 2018, it passed a resolution to revise the offering price of newly issued ordinary shares to existing shareholders (RO) from Baht 0.50 per share to Baht 0.20 per share and exercise price of the warrants to purchase ordinary share of Apex Development PCL. No.1 (APEX-W1) which the Resolutions of the 1/2017 Extraordinary General Meeting of Shareholders which be held on 11st August 2017 to consider and approve the increase capital of the company totaling 999,950,000 shares was to be offered to the existing shareholders in accordance with their shareholding ratio (RO) at the ratio of 3 existing shares to 1 new share, include the adjustment to the exercise price and the exercise ratio of the warrant to purchase ordinary share of Apex Development Public Company Limited No. 1 (APEX-W1) from Baht 0.50 per share to Baht 0.40 per share, which the existing shareholders right to purchase ordinary share of the company to the issuance and

offering price completely and the company shall file the application to increase share capital with the Ministry of Commerce on 18 May 2018.

The existing shareholders who subscribed for the increased shares at the ratio of 2 new shares to 1 unit of warrant, by the warrant to purchase ordinary share of Apex Development Public Company Limited No. 1 (APEX-W1) will have exercise period of 3 year counted from issue date (1 July 2018 to 30 June 2021) the exercise ratio 1 unit of warrants shall be entitled to purchase 1 ordinary share, exercise price 0.40 Baht per share. The date to exercise warrant will be on the last business day of June and December of every year. Term of exercise No. 1: on 28 December 2018, No. 2: on 28 June 2019, No. 3: on 27 December 2019, No. 4: on 30 June 2020, No. 5: on 30 December 2020, the last exercise date No. 6: on 30 June 2021.

- 2019 :
- At the Board of Directors' meeting no. 1/2019 held on 10 January 2019, it passed a resolution to establish 2 new subsidiaries to support the management of hotel in Phuket and to organize water sport competition activities in the promotion of projects of the Company in Krabi which are Mai Khao Beach Hotel Co., Ltd. which has authorized share capital 50,000 shares at Baht 100 per share totaling Baht 5.00 million and World Record Sailing Yacht Co., Ltd., which has authorized share capital 10,000 shares at Baht 100 per share totaling Baht 1 million. The Company owns 100 percent of total shares of both subsidiaries. The 2 new subsidiaries received paid-up for ordinary shares at Baht 25 per share totaling Baht 1.25 million and Baht 0.25 million, respectively, on 11 January 2019. Both subsidiaries registered with the Ministry of Commerce on 15 January 2019.
 - On 23 April 2019, the Board of Directors' meeting no. 6/2019 passed a resolution to establish a new subsidiary to support the management of real-estate development which is Apex Krabi Development Company Limited. The subsidiary has Baht 2.50 million registered share capital, comprising of 250,000 ordinary shares, with a par value of Baht 10 per share. The Company owns 100 percent of total shares of subsidiary. The new subsidiary registered with the Ministry of Commerce on 24 April 2019.
 - At the Extraordinary General Shareholders' meeting of Long Beach Hotel Co., Ltd no. 2/2019 held on 9 May 2019, it passed a resolution to increase the authorised share capital from Baht 5.00 million to Baht 126.75 million, by issuing 1,217,500 new ordinary shares with a par value of Baht 100 per share totalling Baht 121.75 million. The Company received all paid-up on 27 May 2019 and registered with the Ministry of Commerce on 29 May 2019.
 - At the Extraordinary General Shareholders' meeting of Andaman Hotel Co., Ltd no. 2/2019 held on 9 May 2019, it passed a resolution to increase the authorised share capital from Baht 5.00 million to Baht 293.75 million, by issuing 2,887,500 new ordinary shares with a par value of Baht 100 per share totalling Baht 288.75 million. The Company received all paid-up on 27 May 2019 and registered with the Ministry of Commerce on 29 May 2019.
 - At the Board of Directors' meeting no. 8/2019 held on 13 June 2019, it passed a resolution to sell 50% of all of the shares held in Grand Bay Hotel Co., Ltd (a subsidiary) for a total of 2,500,000 shares to Mercurius Capital Investment Company Limited, a company listed under the Singapore Stock Exchange for the price of Baht 335,000,000. The reason was to invest in the Sheraton Phuket Grand Bay Resort in AoPor, Phuket. The payment conditions are as follows:
 - The 1st installment of Baht 33,500,000 to be paid for shares transfer 10% by June 2019.
 - The 2nd installment of Baht 33,500,000 to be paid for shares transfer 10% after the release of the existing mortgage on a date to be determined by the Company.

The 3rd installment of Baht 67,000,000 to be paid for shares transfer 20% by July 2019 or by any later date as reasonably agreed by the parties.

The 4th installment of Baht 201,000,000 to be paid for remaining shares transfer 60% plus cost of construction and development of Sheraton Phuket Grand Bay Resort project incurred up to the last shares transfer date, in proportion to the shareholding ratio, by August 2019 or by any later date as reasonably agreed by the parties.

The Company will transfer shares as a security in every installment received according to the agreement. However, the conditions in the agreement stated that Mercurius Capital Investment Limited shall not have any other rights available under this agreement as shareholders and shall not transfer, sell, or otherwise dispose of all or any part of the relevant sale shares transferred to other parties until the final installment. Upon termination, Mercurius Capital Investment Limited shall immediately transfer back the shares previously transferred to the Company and the Company shall immediately return all of the money back.

During the period, Mercurius Capital Investment Company Limited ask to extend the 4th instalment payment to be November 2019. The Company entered into loan agreement with other party by pledging Phuket land of Grand Bay Hotel Co., Ltd. to be the Company working capital.

As at 31 December 2019, the Company received the 1st to the 3rd and some portion of the 4th instalment deposit for shares of its subsidiary of Baht 167,000,000 and transferred the subsidiary's shares to Mercurius Capital Investment Limited at 20%.

- On 7 January 2020, the Board of Directors' Meeting No. 1/2563 approved the amendment to the term of the joint venture agreement, in which the meeting considered it appropriate to reduce the calculation of investment value in the land of Grand Bay Hotel from originally 620 million Baht to 558 million Baht as proposed by Mercurius Capital Investment Limited, resulting in the consideration to be paid by Mercurius Capital Investment Limited (which calculate from the value of the land and operating cost of Grand Bay Hotel totaling 670 million Baht) decreasing from originally 335 million Baht to 304 million Baht. The meeting further approved change to the details of the conditions and payment method for last installment to be in line with the in loan debt of Grand Hotel Bay which Mercurius Capital Investment Limited agreed to be responsible for such debt proportionately to its shareholding. By such amendment to the terms, it will be deemed that the Company has received the remuneration in accordance with relevant agreement and that the conditions for entering into this transaction in accordance with the Joint Venture Agreement has been fulfilled and will enable the Company to immediately transfer the shares and commence the joint venture in respect of Grand Bay Hotel to ensure that the development of Grand Bay Hotel's project continues in a timely manner and in accordance with the Company's business plan. The detail of amendments to the last installment are as follows:

Old Terms	New Terms
The balance of 60% of the purchase price in the amount of Baht 201,000,000 together with the cost for development of the project of Grand Bay Hotel incurred up to the date of the transfer of the last tranches of shares (if any) proportionately to the shareholding of the Purchaser (50 percent) within August 2019 or other date as agreed by the parties.	The balance of the purchase price in the amount of Baht 170,000,000 within 7 January 2020 be paid as follows: - By cash in the amount of Baht 70,000,000 - By having Grand Bay Hotel solely be responsible for the loan which has been utilized for the Company's business in the amount of Baht 200,000,000 and Mercurius Capital Investment Limited be responsible for such debt proportionately to its shareholding (50 percent), equivalent to Baht 100,000,000, in case Grand Bay Hotel does not repay the loan on time.

	In respect of the cost for development of the project of Grand Bay Hotel incurred up to the date of the transfer of the last tranches of shares (e.g. construction design and development costs of the project), the Company will collect the cost and notify Mercurius Capital Investment Limited to make the payment to the Company proportionately to its shareholding (50 percent) within 14 days after the date of such notice. The Company expects that such expenses will be paid in February 2020.
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Such transfer of shares in Grand Bay Hotel to Mercurius Capital Investment Limited will cause Grand Bay Hotel to cease being a subsidiary of the Company.

2020 : - According to the resolution of the 2020 Annual General Meeting of Shareholders on August 14, 2020, there is a resolution approving the increase of the Company's registered capital to 4,249,787,500 baht by issuing ordinary shares in the amount of 3,999,800,000 shares offered to existing shareholders (Rights Offering: RO) in the proportion of 1 existing share per 1 new ordinary share. (Fractions of shares shall be discarded) at the price of not less than 0.10 baht per share in the event that there are remaining newly issued ordinary shares from the allocation to the existing shareholders in proportion to their shareholding and oversubscription. The company shall allocate the remaining newly issued ordinary shares to the Private Placement (PP) who is not a connected person within 12 months from the date of approval by the meeting. And the company has already registered the said capital increase with the Ministry of Commerce on 27 August 2020.

Increase (decrease) of the Company's registered capital in the past 3 years

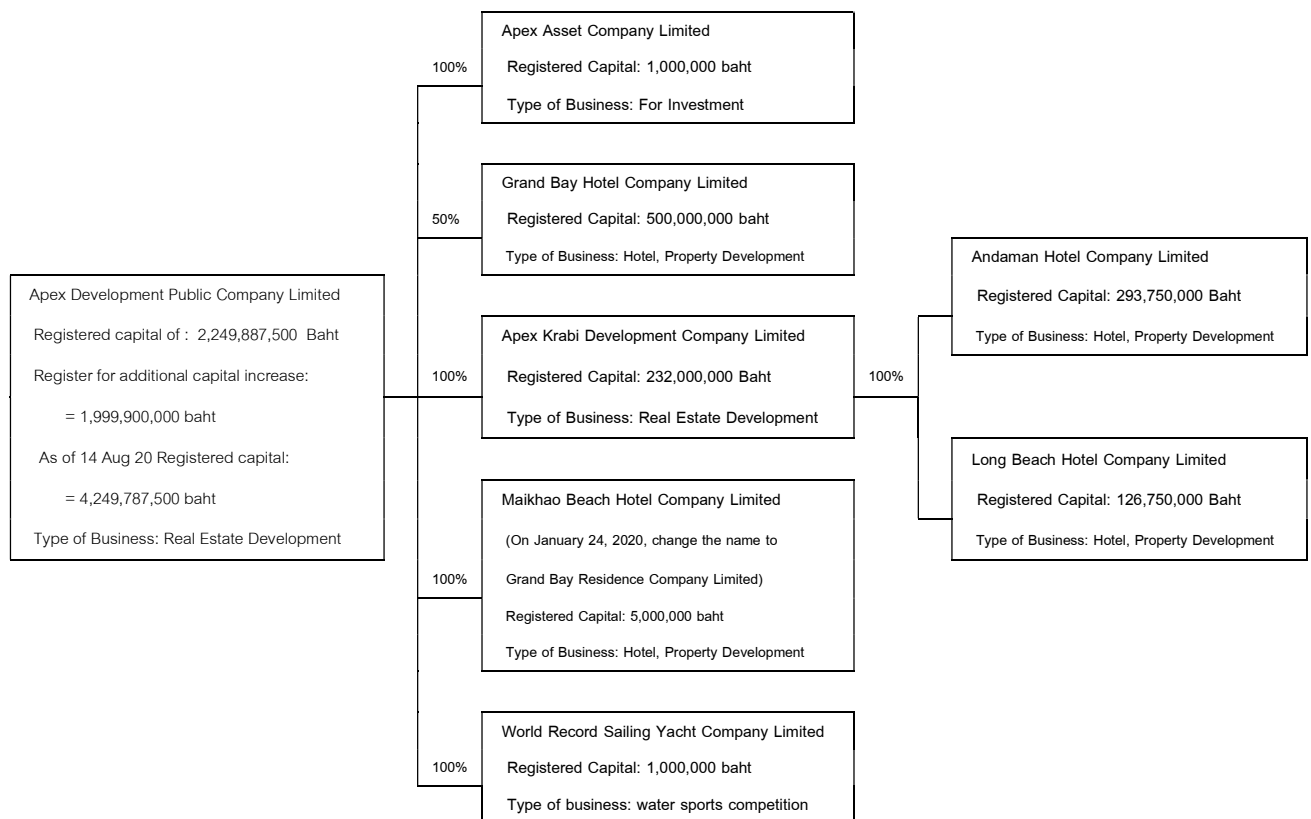
Unit: million baht

Date	Increase (decrease)	Registered Capital after changed	Registered and Paid-up Capital	Remarks
28 Apr 2016 10 Jun 2016	142.85	2,999.85	2,857.00 2,999.85	Right Offering (RO)
3 Nov 2017 6 Nov 2017	(1,499.92) 1,499.92	1,499.92 2,249.88	1,499.92 1,499.92	Decrease Capital Register by decreasing the par value Right Offering and, the remaining shares were to be allocated by offering through private placement (PP) Private Placement
18 May 2018	999.95	2,249.88	1,999.90	Registered and Paid-up Capital
14 Aug 2020	1,999.90	4,249.78	1,999.90	Sell the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering: RO) in the allocation ratio of 1 existing ordinary share to 1 new ordinary share. And have been registered for the capital increase on August 27, 2020 Due to the situation of COVID-19 that affects the economy. Therefore, the company has not yet sold and changed its paid-up capital.

The Group of Shareholders Structure of Apex Development Public Company Limited

Investment in subsidiary / associated / related companies

At 31 December 2020, APEX invests in 7 subsidiary companies:-



Operation Policy of Subsidiary Company in the Group

The company's policy is to allocate each subsidiary company by projects as follows:

Company name	Type of Business	Project Operation
1. Apex Asset Co., Ltd.	Investment	White Sand Beach Pattaya (Some Part) The Residences at Sheraton Phuket Grand Bay (Some Part)
2. Grand Bay Hotel Co., Ltd.	Hotel, Property Development business	Sheraton Phuket Grand Bay
3. Andaman Hotel Co., Ltd.	Hotel, Property Development business	Club Med Hotel
4. Long Beach Hotel Co., Ltd.	Hotel, Property Development business	Sheraton Hotel
5. Apex Krabi Development Co., Ltd.	Property Development business	Project in Kabi Province
6. Mai Khao Beach Hotel Co., Ltd.	Hotel, Property Development business	Project in Phuket Province
7. World Record Sailing Yacht Co., Ltd	Organize water sport competition activities	World Record Sailing Yacht

Relationship with the Business Group of Major Shareholders

- None -

Project Development planning in 2019-2024

MÖVENPICK

RESIDENCES & POOL VILLAS
NA JOMTIEN PATTAYA



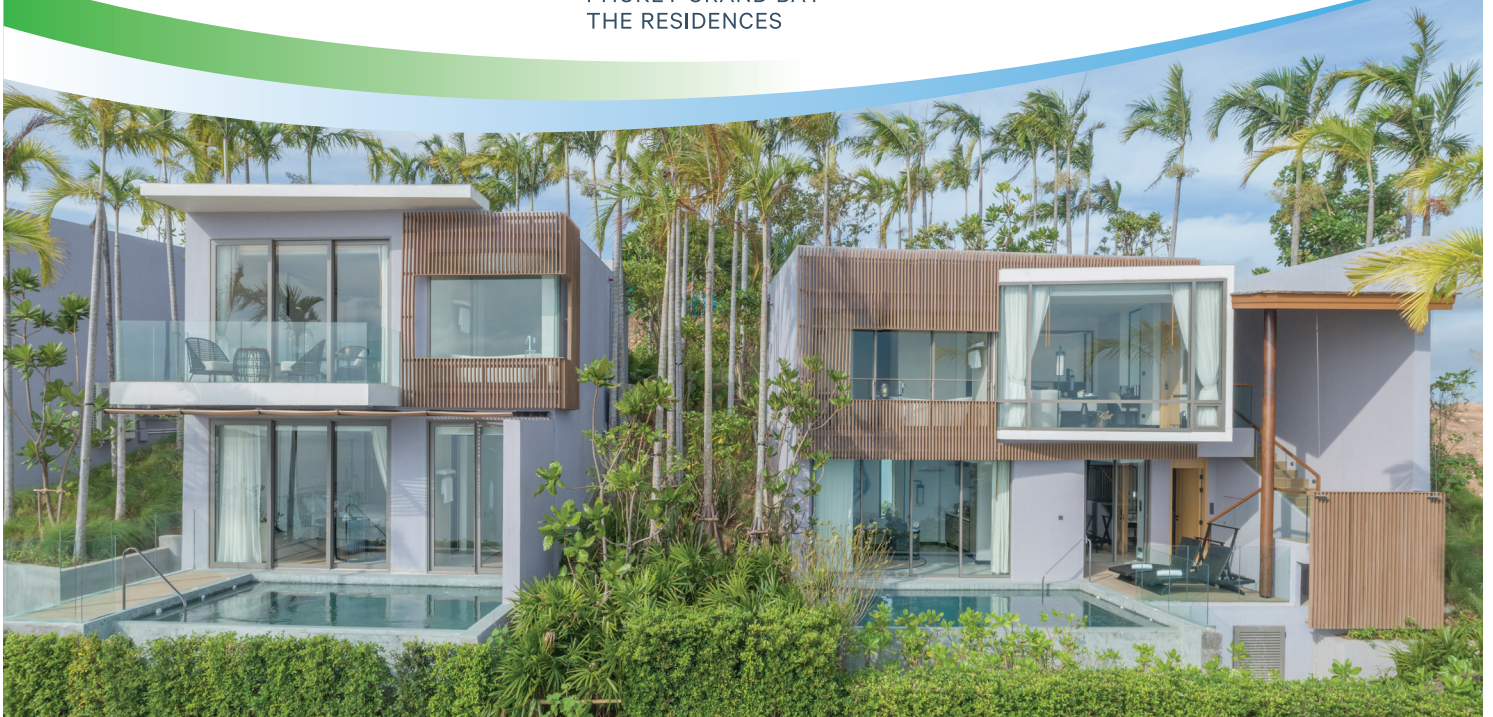
Movenpick Residences & Pool Villas

Brand : **MÖVENPICK**
Location : Na Jomtien, Pattaya
Area : 29.5 Rais
Hotel : 264 Keys
Residences : 196 Units
Pool Villa : 34 Villas
Completion and Opening Date: Early 2017



Sheraton®

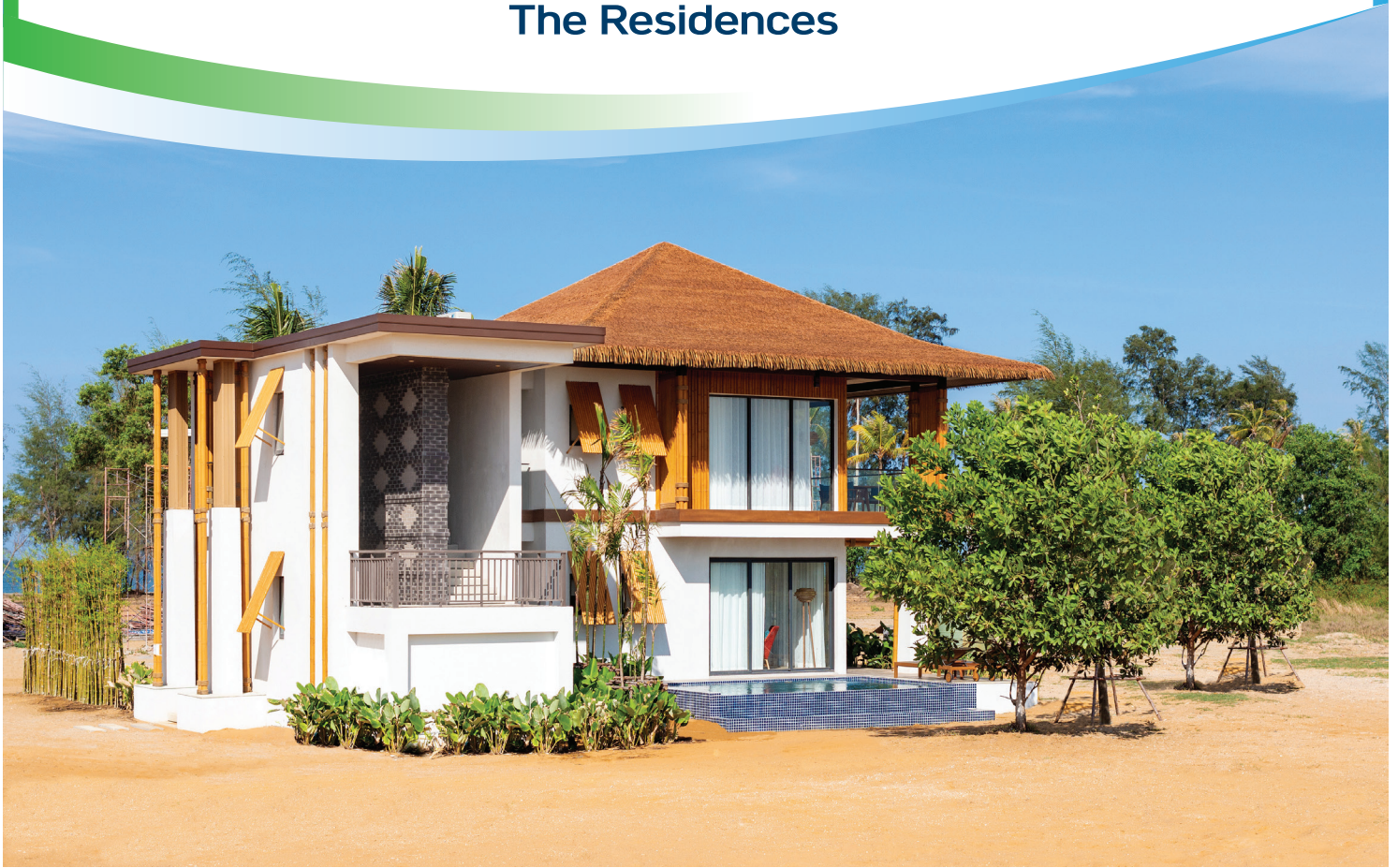
PHUKET GRAND BAY
THE RESIDENCES



Sheraton Phuket Grand Bay Hotel and Residences

Brand : **Sheraton®**
Location : Po Bay, Phuket
Area : 66 Rais
Hotel : 172 Keys
Residences : 111 Villas
Construction Period : Q3/2019-Q2/2023
Project Value - Hotel : Est. 2,408 Million Baht
Project Value - Residences : Est. 2,418 Million Baht

Krabi
Club Med
amazing you
The Residences



**Club Med Krabi
Resort and Residences**

Brand : **Club Med** 
Location : Yao Beach, Krabi
Area : 108 Rais
Hotel : 226 Keys
Residences : 84 Units
Construction Period : Q1/2022-Q2/2024
Project Value - Hotel : Est. 2,912 Million Baht
Project Value - Residences : Est. 1,670 Million Baht



Sheraton®

KRABI YAO BEACH
THE RESIDENCES



Sheraton Krabi Resort and Residences

Brand : **Sheraton®**
Location : Yao Beach, Krabi
Area : 75 Rais
Hotel : 196 Keys
Residences : 98 Units
Construction Period : Q4/2021-Q1/2024
Project Value - Hotel : Est. 2,313 Million Baht
Project Value - Residences : Est. 1,871 Million Baht

Vision Mission Objective Goal

Vision

- Live by the vision to “create added value” or “Enhancing Value”, to all our property developments that we have developed and sold. In the short-term and long-term, to create the maximum value enhancement to our property as well as return and benefits to all our buying customers.
- Contribute to the economic growth and society, including to support and improve the environment of the area surrounding each of our development projects.

Mission

- To innovate and develop creative property development projects that is outstanding and exceptional which uniquely differentiates it from other property projects. To achieve and deliver satisfaction for both end-user and investor-buyers of the property through our corporate philosophy of “Enhancing Value”.
- Endeavor to achieve and deliver success and stability to the company's operation.

Revenue Structure

The Company's revenue structure of 2018 - 2020:-

Consolidated Statement	2018		2019		2020	
	MB	%	MB	%	MB	%
Revenue from sales of land and real estate	176.57	89.99	84.42	88.66	500.61	99.30
Revenue from decoration service	5.93	3.02	2.60	2.73	-	-
Revenue from rental service	13.72	6.99	8.20	8.61	3.53	0.70
Revenue sales and services	196.22	100.00	95.22	100.00	504.14	100.00

Note: Residences/Villas which were transferred ownerships to purchasers and the purchasers signed lease management agreements with the Company to let their residences or villas in Rental Pool Program. For the 15-year program, the revenue from sales recognition will be booked when the agreements expire.

The Company's main business is real estate development for sale such as residential condominium, villas and hotels. The Company recognizes the revenue from sales of real estate as revenue when the seller has transferred the material risk and benefit in such real estate to purchasers and the seller receives the whole payment according to the sell-purchase agreements.

Revenue recognition Revenue comprises the fair value for the consideration received or receivable for the sale and services in the ordinary course of the Group's activities net of output tax, rebates and discounts, and after eliminating sales and service with the Group for the consolidated financial statements. Revenue from sales of land and real estate is recognized when significant risks and rewards of ownership of the property are transferred to the buyer. The Group does not recognize revenue when sale of the property is made with long-term guarantee of rental income or with buy-back condition until such condition ceases. Installments received under the contract but not yet recognized as revenues are recorded as "Deposits and advances received from customers" or "Unearned revenue". Revenue from decoration services is recognized based on the stage of completion determined by reference to services performed to date as a percentage of total services to be performed. Percentage of completion is measured by comparing the relationship costs incurred for work performed to date with the total estimated costs for the contract. When it is probable that total costs will exceed total revenue, the expected loss is recognizes as expense immediately. Service costs incurred during the year in connection with future activity are excluded in cost of services and shown as work in progress, under real estate costs in the statement of financial position. The aggregate of the costs incurred and the profit (loss) recognized on each contract is compared against the billings up to the year end. Where the total costs incurred and recognized profit (less recognized losses) exceed total billings, the balance is shown as asset, under "Accrued income". Where total billings exceed total costs incurred plus recognized profits (less recognized losses), the balance is shown as liability, under "Advances received from customers".

Target Customers

The Mövenpick Residences is a condominium with panoramic sea view complete with large balcony for every unit, with five-star designed. The selling prices ranges from 110,000-150,000 Baht per square meter. The Residence's customers can enter into Rental Pool Program which is managed by a professional hotel management company. At present there are 60 units already enrolled in such program.

The Mövenpick Pool Villas is five-star villas with a total of 34 units. Each villa has a private swimming pool of 4.5 meters width x 9 meters length, with depth at 1.5 meters. Each villa is constructed on a 130 square wah plot of land, prices ranges from 20-23 million Baht. At present there are 5 units already in the Rental Pool Program.

As the selling prices of both residences and villas are quite high, the target customer group are medium to high-end customers who want to have a condominium or vacation home for spending their vacation in Pattaya. Another target customer group are executive level management both Thai and foreign who works for big corporation located around the Chonburi, Sattahip or Laem Chabang area; or for expats who wants to settle down in Thailand for their retirement. Apart from the mentioned groups, another key target is the investor-buyers who are interested in investing in real estate property with Rental Pool program for long-term return in their investment.

The Residences at Sheraton Phuket Grand Bay is a 5-star Low-rise Condominium (Pool Villa Style) of 107 units, conveniently located only 25 minutes away from Phuket Airport. Phuket is one of the most popular tourism destinations for both local Thai and foreign tourists. The target customer group for this project is high-income customers who want a vacation home for their vacation in Phuket as well as a rental income yielding property investment, with good future appreciation value. For the hotel component, target group are medium - high income tourists.

As for The Residences at Club Med Krabi project, this is a Mixed-use Development comprising of a 5-star Hotel and low-rise condominium (Pool Villa style) Residences. These Residences are the first in Asia to be managed in a rental pool program by Club Med who is the leading all-inclusive resort operator with more than 70 locations worldwide in over 26 countries. The Residences at Club Med Krabi project is located on Yao Beach Krabi, featuring a beach width of 300 meters, beautiful ocean with island backdrop view, and Residences with Free-hold strata title of 58 units. The company has already conducted sales activities during 2018 - 2019 with a total sale reservation of over 80% of the project. Majority of buying customers are Thai nationals who are interested in property investment for long-term return.

Distribution Channels

The company has its own sales office and Show Units located at Movenpick White Sand Beach Pattaya. The sales team onsite is ready to welcome customers and take them on the tour of the property. Marketing of the project includes many large billboards in high visibility area in Pattaya, sales events conducted in popular shopping complexes in Bangkok and Pattaya such as Central Festival Pattaya beach. Online website: www.whitesandbeachpattaya.com to present the project details of both Residences and Pool Villas with Rental Program to attract investor-buyers.

As for The Residences at Sheraton Phuket Grand Bay, the company has sales office (Sales Gallery) and Show Units at the project site to accommodate all our customers. Marketing and Sales activities for this project are event based held at premium and popular shopping complex such as Siam Paragon with very positive response from our customers. The company also actively promotes online through social media and website with good result.

Promotional Activities

Due to the situation of the coronavirus infection (COVID-19) in Thailand since the beginning of 2020, the epidemic has continued to increase and widen, together with the government and various agencies any request for cooperation from the private sector to refrain from organizing activities that are grouped out of the masses first, to reduce the epidemic to many people, so in order to comply with the measures of the Department of Disease Control, Ministry of Public Health to prevent and reduce the spread of the disease. Therefore, the promotion plan has been suspended. In which if the situation is resolved and appropriate In addition, if the private sector has organized promotional activities. The Company will consider appropriate promotional plans in the future.

However, the company still has marketing plans in offline media, consisting of billboards at various points that remain within the original contract period. And follow the path to the project and in the media Online Update the project information on the project website. And on the company website (website: www.apexpcl.com) there are various social media posts including Facebook, Instagram, Youtube Blogger and Search Engine advertising such as Google etc.

Industry conditions and competition

The condominium market in Pattaya since 2016 has been slowing down, which is evident in fewer new condominium project launched when compared to the previous year stemming from the oversupply of low - medium end condominium and the economic slow-down. These factors have an impact on the confidence of both Thai and foreign buyers during year 2017 - 2020. Many big developers in Pattaya have endeavored to make their projects more attractive by offering Guaranteed Returns of 5 - 7% per annum for a period 1 - 3 years, while some projects even offered higher than this. Nevertheless, Pattaya still has good potential for investment by property developers to develop premium residential projects for both house and condominium for affluent high-end customer segment on a continuous basis.

Phuket is considered an important and popular tourism destination for both Thai and foreign tourist. It is ranked at No. 11 for the "Top 100 City Destination 2018" by Euro monitor International which ranks by the greatest number of visitors to the city. The tourism growth rate for Phuket is approximately 8 - 10% growth each year, comprising a majority of tourist from China and Europe. Contributable factor to this growth is the expansion of the Phuket International Airport passengers Terminal to accommodate up to 13 million visitors per year. In addition to this is the increased flight frequency and chartered flights direct to Phuket Airport without having to transit at Suvarnabhumi Airport. The property sector for the past 3 - 4 years, have seen fewer new projects launched in Phuket. This resulted in greater demand for residential projects for medium level to high-end for both Thai and foreign buyers, that wants to live in Phuket or purchase for investment purpose by renting out for rental return and resale for future capital gain. The majority of these buyers are Thai nationals and foreign buyers in Asia, especially Hong Kong, Singapore, and Chinese which have worked in region for many years and very familiar with Phuket. Moreover, tourists from Australia, France, and Canada are new customer group which purchased these residences as their 2nd home, vacation home, or for retirement. Furthermore, the Phuket Airport has opened their new expanded terminals to accommodate much more visitors globally contributing to Phuket's growth as a tourism destination. In addition, Phuket has infrastructure projects to construct a tunnel cut through mountain of Patong Beach, developments on tunnels and elevated roads of many road intersections, all of these projects are supporting infrastructure for the tourism growth in Phuket, hotel business, and expansion of property projects in Phuket. Popular high-end property projects in Phuket are usually villas on the beachfront with hotel management by leading and prestigious hotel chain, high quality construction, and premium interior design and decoration.

Krabi is one of the strategic tourism provinces of Thailand. It is ranked at 100 for the "Top 100 City Destination 2018" by Euro monitor International. It has a growth rate of 9.2% from year 2017 - 2020 with more tourism revenue than Chiang Mai. It features many natural attractions including the beautiful Andaman Sea. It has pristine white sand beaches, natural waterfalls, many adventure activities such as rock climbing, boat rowing, canoeing. Furthermore, Krabi International Airports has many direct international flights, and flights from other provinces which can accommodate tourism for both Thai and foreign tourist very well.

Due to the situation of the coronavirus outbreak 2019 (COVID-19) in the year 2020 and 2021, the real estate industry with projects in various tourist attractions has to slow down and have been greatly affected and therefore have to wait Continue to look at the situation of the country and the policies of the government and related agencies.

Environmental impact

- None-

Risk Factors and Risk Management

Risk Factors which may affect the Company's operation:-

1) Risk from being in the high-competitive business

Real estate development for sale business, especially residential property, is the high-competitive business. There are many projects launched by many players or competitors in the industry. Consequently, there are many supplies in the market but in the same time the customers' demand has been decreased. Each operator uses different marketing techniques; some inject more selling and advertising budgets. Nonetheless, APEX's target customer group is high-income customers which a small group. Therefore, for making its projects be attractive for such customer group, APEX's projects have well-designed and uniqueness. APEX's projects also have rental pool program offered to interested purchasers to persuade them for invest either short-term or long-term investments. In addition, APEX may consider modifying its projects and room-size to be more fit to customers' and market' needs to gain more revenue and market share.

2) Risk from delay of project developing period

According to accounting standard, the revenue of sale is recognized as revenue when the transferred ownership has been done. Therefore, if there is an event of delay developing period of a project, the revenue recognition will be postponed also. However, APEX has policy to collect down payment of 30-50% of selling price), most customers don't drop their purchases but wait for transferring of ownership when such project is completed. So, APEX will gain certain revenue from sale. During APEX keeps receiving down payments from its customer, APEX has cash paid in advance which can be used as its working capital helping its smooth business operating. Nonetheless, APEX has more efficiently control on developing period of current projects to meet its plan for delivery and transferring to purchasers.

3) Risk from discontinuous projects

Currently, APEX has a construction completed project which is Mövenpick White Sand Beach Pattaya. The sold units of this project have been transferred to purchasers since 2015. APEX also has 2 during developing projects which are Sheraton Phuket Grand Bay Project and the renovation of Sigma Resort Pattaya Project. In the case of delay from plans of any projects, it may affect to APEX's continuity of revenue from sale. However, APEX also has renovation project of Sigma Resort Pattaya in its pipeline. At the same time, APEX will be able to generate management fee from being the Operator of Rental Pool Program as a type of income, which will make APEX can maintain its revenue continuity in the future.

4) Risk from laws relating to real estate developing business

Since there have been new issuances and revisions of Thai real estate and property related laws all the time. Therefore, new and revised versions of such laws and regulations will impact on adjournment of APEX's

projects. APEX always follow any new and revision of relating laws and regulations to prepare readiness for business operation adaptation relevant to such new and revisions, for the transferring fee, in case of reducing rate, it will be benefited to the Company and customers. But in the other way, it may cause more expenses for the Company and customers and may affect customers' decision on purchasing. However, the transferring fee is still remaining in the same level as current for many years with decreased rates for sometimes as per government's economic stimulus policy.

5) Risk from interest rate increases

The increase of policy interest rate by The Monetary Policy Committee affects loan interest rates of financial institutions which impact directly to real estate development business. From the past, APEX has been using bank loan facilities for main funding its real estate developing projects for existing projects and future projects. Therefore, the increase of interest rate will impact on higher financial of each project. However, after APEX is in normal business sector and resuming trade in SET, APEX will have more funds raising methods such as issuance of new shares or debt instruments which make lower financing costs.

6) Risk from Bank of Thailand's rules and regulations relating to property sector

Bank of Thailand (BOT) has followed the loan lending by commercial banks emphasizing on lending qualities. That makes commercial banks strictly issue loans to any businesses. They increase their loans filter efficiency and decrease amount of facilities to collateral pledged. Therefore, customers who apply for housing loan from banks may have to prepare their own cash from more down payment amount. This may make such customers reconsider their buying decision. APEX may be able to screen its customer's quality by strict loan of banks at the same time. However, APEX's customers mostly are middle-income and high-income groups who have no such problems of lending loans from banks.

7) Risk from fluctuation of construction cost and construction material cost

Construction cost is the main cost of APEX's business. Therefore, if cost of construction material is fluctuated or increased, especially steel bars and cement, cost of operating of APEX will be higher with generating lower operating profit. Furthermore, APEX has contracts with construction material suppliers in advance to fix their pricing and APEX has planned to control its construction period to be operated as planned.

Risk Management Policy

The Company has policy to manage risk throughout the organization systematically without appointment the risk management committee specifically, but empower the Executive Board to make a policy, system and assessment with respect to various risks, including which is incurred from external factor, administration and internal operation. The Executive Board has the authority to designate the guidelines in administration and management on order to control the risks within acceptable level and to make the employees aware of how important the risk management is. The risk management procedure of the Company is as follows:

Policy and Principles of Risk Management

This is to indicate the policy, purpose, scope, responsibility, principle and guideline on risk management in conformity with the strategy, goal, plan and business direction which the Company regularly reviews every year. Simultaneously, the Company is to make business plan in conformity therewith, too.

Risk Identified

This is to identify the risks possibly affecting the achievement of purposes and goals by considering from all risk incurred from internal and external factors such as environment, law, finance, information technology, information system for decision making, investor's satisfaction, investment management, human resource, reputation and image, security system etc. The Company manages the risks by ranking them at first and then concerning the control system. For the risk at high or very high level, the Company will make an analysis and manage it, consequently.

Risk Analysis

This is to analyze and assess the residual risk after assessing the existing risk control system and prioritizing their importance. If the residual risk remains in high or very high level, there will be a measurement for managing such risk immediately by the senior executive in charge of it. If the residual risk remains in medium or low level, there will a measurement to be carried out by departmental unit or revising the working process, accordingly.

Risk Management

This is to make a plan for managing the important risk as prioritized at risk analysis. The risk management may be undertaken in various means such as controlling, transferring, avoiding, utilizing or accepting of the risk, as the case may be.

Company Profile

Company Name	Apex Development Public Company Limited
Registration Number	0107536001117
Nature of Business	Property Development
Head Office Address	900 Tonson Tower, 18 th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Telephone	02-636-2465-70
Facsimile	02-636-2471
Web Site	www.apexpcl.com
Securities in Focus	As of December 31 st , 2020
Name of Securities	APEX
Registered Capital	4,249,787,500 Baht, Par Value 0.50 Baht per share (Change Registered capital as of August 15 th 2020)
Paid-up Capital	1,999,900,000 Baht
Accounting Year Period	1 January to 31 December annually
Company share registrar	Thailand Securities Depository Co., Ltd. (TSD)
Company's Auditor	PricewaterhouseCoopers ABAS Ltd.

Subsidiary and Joint Venture

1. Apex Asset Co., Ltd. (Subsidiary)

Registration Number	0105551024040
Address	900 Tonson Tower, 18 th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Telephone	02-636-2465-70
Facsimile	02-636-2471
Nature of Business	Property Development
Web Site	www.apexpcl.com
Registered Capital	1,000,000 Baht, par value 100 Baht per share
Paid-up Capital	1,000,000 Baht

2. Grand Bay Hotel Co., Ltd. (Joint Venture)

Registration Number	0105558048211
Address	10/53, 2 nd Floor, The Trendy Building, Soi Sukhumvit 13 (SangChan), Sukhumvit Road, KlongtoeyNue Sub-district, Wattana district, Bangkok 10110
Telephone	02-636-2465
Facsimile	02-636-2471
Nature of Business	Property Development, Hotel
Web Site	www.apexpcl.com
Registered Capital	500,000,000 Baht, par value 100 Baht per share
Paid-up Capital	468,900,000 Baht

3. Andaman Hotel Co., Ltd. (Subsidiary)

Registration Number	0105561174281
Address	900 Tonson Tower, 18 th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Telephone	02-636-2465-70
Facsimile	02-636-2471
Nature of Business	Property Development , Hotel
Web Site	www.apexpcl.com
Registered Capital	293,750,000 Baht , par value 100 Baht per share
Paid-up Capital	290,000,000 Baht

4. Long Beach Hotel Co., Ltd. (Subsidiary)

Registration Number	0105561174265
Address	900 Tonson Tower, 18 th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Telephone	02-636-2465-70
Facsimile	02-636-2471
Nature of Business	Property Development , Hotel
Web Site	www.apexpcl.com
Registered Capital	126,750,000 Baht, par value 100 Baht per share
Paid-up Capital	123,000,000 Baht

5. Apex Krabi Developmetn Co., Ltd. (Subsidiary)

Registration Number	0105562075171
Address	900 Tonson Tower, 18 th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
Telephone	02-636-2465-70
Facsimile	02-636-2471
Nature of Business	Property Development , Hotel
Web Site	www.apexpcl.com
Registered Capital	232,000,000 Baht, par value 10 Baht per share
Paid-up Capital	232,000,000 Baht

6. Mai Khao Beach Hotel Co., Ltd. (Changed Company 's name is Grand Bay Residences Co.Ltd) (Subsidiary)

Registration Number	0105562008253
Address	10/53, 2 nd Floor The Trendy Building, Soi Sukhumvit 13 (SangChan), Sukhumvit Road, KlongtoeyNue Sub-district, Wattana district, Bangkok 10110
Telephone	02-636-2465
Facsimile	02-636-2471
Nature of Business	Property Development , Hotel
Web Site	www.apexpcl.com
Registered Capital	5,000,000 Baht, par value 100 Baht per share
Paid-up Capital	1,250,000 Baht

7. World Record Sailing Yacht Co., Ltd Co., Ltd. (Subsidiary)

Registration Number	0105562008261
Address	10/53, 2 nd Floor The Trendy Building, SoiSukhumvit 13 (SangChan), Sukhumvit Road, KlongtoeyNue Sub-district, Wattana district, Bangkok 10110
Telephone	02-636-2465
Facsimile	02-636-2471
Nature of Business	Organize water sport competition activities
Web Site	www.apexpcl.com
Registered Capital	1,000,000 Baht, par value 100 Baht per share
Paid-up Capital	250,000 Baht

Securities of Company

Company Information and Shareholder Structure

Registered Capital

1. Securities of the Company as at December 31, 2020 are as follows:

- 1.1) Registered capital 4,249,787,500 Baht consists of ordinary shares 8,499,575,000 Shares at par value of 0.50 Baht per share.
- 1.2) Issued and paid-up capital amounting to 1,999,900,000 Baht consists of ordinary shares 3,999,800,000 Shares at par value of 0.50 Baht per share
- 1.3) Location of the company that issued securities;
900 Tonson Tower, 18thFloor Zone A, Ploenjit Road, Lumpini, Pathumwan, Bangkok 10330
Tel. 02-636-2465-70 Fax. 02-636-2471

Securities in subsidiary and Joint Venture;

2. Securities in subsidiary: the Company has invested in ordinary shares of **Apex Assets Co., Ltd. at the amount of 10,000 ordinary shares, with par value of 100 Baht total value of 1,000,000 Baht and details are as follows:**

- 2.1) Registered capital of 1,000,000 Baht consisting of 10,000 ordinary shares with par value of 100 Baht per share
- 2.2) Issued and paid-up capital of 1,000,000 Baht consisting of 10,000 ordinary shares with par value of 100 Baht (One hundred baht) per share
- 2.3) Location of the company that issued securities; 900 Tonson Tower 18th Floor Zone A, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330. Tel. 02-636-2465
- 2.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.

3. Securities in joint ventures: the Company has invested in ordinary shares of **Grand Bay Hotel Co., Ltd. at the amount of 5,000,000 ordinary shares with par value of 100 Baht total value of 500,000,000 Baht and details are as follows:**

- 3.1) Registered capital of 500,000,000 Baht consisting of 5,000,000 ordinary shares with par value of 100 Baht per share
- 3.2) Issued and paid-up capital of 468,900,000 Baht consisting of 4,658,000 ordinary shares with par value of 100 Baht per share
- 3.3) Location of the company that issued securities; 10/53, 2nd Floor The Trendy Building, Sukhumvit 13 (Sangchan) Alley, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110
Tel. 02-636-2465
- 3.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.

4. Securities in associated company: the Company has invested in ordinary shares of **Andaman Hotel Co., Ltd.** at the amount of 2,937,500 ordinary shares with par value of 100 Baht total value of 293,750,000 Baht and details are as follows:
- 4.1) Registered capital of 293,750,000 Baht consisting of 2,937,500 ordinary shares with par value of 100 Baht per share
 - 4.2) Issued and paid-up capital of 290,000,000 Baht consisting of 2,900,000 ordinary shares with par value of 100 Baht per share
 - 4.3) Location of the company that issued securities; 900 Tonson Tower 18th Floor Zone A , Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Tel. 02-636-2465
 - 4.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.
5. Securities in associated company: the Company has invested in ordinary shares of **Long Beach Hotel Co., Ltd.** at the amount of 1,267,500 ordinary shares with par value of 100 Baht total value of 126,750,000 Baht and details are as follows:
- 5.1) Registered capital of 126,750,000 Baht consisting of 1,267,500 ordinary shares with par value of 100 Baht per share
 - 5.2) Issued and paid-up capital of 123,000,000 Baht consisting of 1,230,000 ordinary shares with par value of 100 Baht per share
 - 5.3) Location of the company that issued securities; 900 Tonson Tower 18th Floor Zone A, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Tel. 02-636-2465
 - 5.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.
6. Securities in associated company: the Company has invested in ordinary shares of **Apex krabi development Co., Ltd.** at the amount of 23,200,000 ordinary shares with par value of 10 Baht total value of 232,000,000 Baht and details are as follows:
- 6.1) Registered capital of 232,000,000 Baht consisting of 23,200,000 ordinary shares with par value of 10 Baht per share
 - 6.2) Issued and paid-up capital of 232,000,000 Baht consisting of 23,200,000 ordinary shares with par value of 10 Baht per share
 - 6.3) Location of the company that issued securities; 900 Tonson Tower 18th Floor Zone A, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Tel. 02-636-2465
 - 6.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.

7. Securities in associated company: the Company has invested in ordinary shares of **Mai Khao Beach Hotel Co., Ltd.** (Changed the company's name is Grand Bay Residences Co. Ltd. as of 24th January 2020) at the amount of 50,000 ordinary shares with par value of 100 Baht total value of 5,000,000 Baht and details are as follows:

- 7.1) Registered capital of Baht 5,000,000 consisting of 50,000 ordinary shares with par value of 100 Baht per share
- 7.2) Issued and paid-up capital of 1,250,000 Baht
- 7.3) Location of the company that issued securities; 10/53, 2nd Floor The Trendy Building, Sukhumvit 13 (Sangchan) Alley, KlongtoeyNua Sub-district, Wattana District, Bangkok 10110 Tel. 636-2465
- 7.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.

8. Securities in associated company: the Company has invested in ordinary shares of **World Record Sailing Yacht Co., Ltd.** at the amount of 10,000 ordinary shares with par value of 100 Baht total value of 1,000,000 Baht and details are as follows:

- 8.1) Registered capital of 1,000,000 Baht consisting of 10,000 ordinary shares with par value of 100 Baht per share
- 8.2) Issued and paid-up capital of 250,000 Baht consisting of 2,500 ordinary shares with par value of 100 Baht per share
- 8.3) Location of the company that issued securities; 10/53, 2nd Floor The Trendy Building, Sukhumvit 13 (Sangchan) Alley, KlongtoeyNua Sub-district, Wattana District, Bangkok 10110 Tel. 02-636-2465
- 8.4) Management in the associated company; the Company has sent representative of the Company to be director or executive of associated company.

Dissolution of the subsidiary company

At the Board of Directors' Meeting No. 3/2021 of Grand Bay Residences Company Limited (a subsidiary company) on February 23, 2021, the Board of Directors resolved to close the company due to No business in operation.

At the Board of Directors' Meeting No. 2/2021 of World Record Sailing Yacht Company Limited (a subsidiary company) on February 23, 2021, the Board of Directors resolved to close the company due to no action. Business already

Other Securities of the Company

- None -

Shareholder

(1) The Shareholder of Apex Development Public Company Limited

Name and the top 10 shareholding as of the last book closing date 13 March 2019

Major Shareholders as of the last book closing date on 23 July 2020

No.	Name	Relationship	Amount of shares	% of all shares sold
1	<i>Mr. Pongphan Sampawakoop</i>	<i>Director</i>	759,784,349	18.99
	<i>Mr. Ekapong Na Ranong</i>	<i>Ms. Puangchan's son</i>	590,719,724	14.77
	<i>Ms. Puangchan Sampawakoop</i>	<i>Mr. Pongphan's sister</i>	588,211,278	14.70
	Subtotal : Sampawakoop's family Group		1,938,715,351	48.46
2	CHINA TONGHAI SECURITIES Limited A/C CLIENT		287,191,716	7.18
3	Ms. Siriratttha Jintanasathi		198,755,816	4.97
4	Ms. Athiraya Thitiwongwattana		173,599,349	4.34
5	Mr.Somsak Tuntanawiwat		125,643,800	3.14
6	Brooker Group Public Company Limited		104,255,551	2.60
7	Ms. Varin Bulakul		78,477,914	1.96
8	Ms. Anokthip Nuamcharoen		67,467,851	1.68
9	Mr. Phrattarapong Sampankulpak		41,225,633	1.03
10	LGT BANK (SINGAPORE) LTD		40,000,000	1.00
	Subtotal : the first 10 shareholders		3,055,332,981	76.36
	Other shareholders		944,467,019	23.64
	Total Shareholders		3,999,800,000	100.00

Foreign shareholders as of the last book closing date on 23 July 2020

Shares of the Company can be transferred without any limitation, except that the transfer is caused the portion foreign shareholders limit at 49% of total sold shares. As of 23 July 2020, shares of the Company hold by 27 foreign shareholders total of 383,633,835 shares equals to 9.59 % of paid-up capital.

Issuance of other securities

Resolutions of the 2017 Annual General Meeting of Shareholders which be held on 25 April 2017. The Company proposed the Meeting to consider and approve the issuance and offering of debentures less than Two Billion Bath or equivalent in any other currency. The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). The total principal amount of debentures and all outstanding debentures issued by the Company at any time shall not exceed 2 Billion Baht. On 31 August 2017, the Company issued 800,000 units of secured debenture at Baht 1,000 per unit, totaling Baht 800 million. Such debenture's life is 2.5 year and bears the interest at the rate of 6.25% per annum. The maturity date is on 28 February 2018 which that issued and offering of debentures by no reference rating of reliability.

Resolutions of the 1/2017 Extraordinary General Meeting of Shareholders which be held on 11st August 2017. The Company to consider and approve the increase capital of the company in the amount of 1,499,925,000 ordinary shares and the issuance allocation follow as about:-

1. Increased ordinary shares in the amount of 999,950,000 shares to be offered to the existing shareholders in accordance with their shareholding ratio (RO), at the price of 0.50 baht per share, in the ratio of 3 existing shares to 1 new ordinary share (any fraction of shares will be disregarded). The Shareholders may subscribe the shares in excess of their shareholding proportion in the amount not exceeding the amount offered to them in accordance with their shareholding ratio ("Oversubscription"). Oversubscription shares shall be allocated to shareholders only after there are shares left unsubscribed by shareholders who have exercised their subscription right proportionately.

Any shares left unsubscribed after the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding and the rounded-down of shares shall be within the power of the Board of Directors and/or the Managing Director to allocate to existing shareholders who have expressed their intention to oversubscribe on a pro rata basis at the same offering price of the shares in this rights offering allocation, in accordance with the following criteria:

1.1 Unsubscribed shares exceed or equal to the number of shares oversubscribed for

The Company will allocate shares to all shareholders who have expressed their intention to subscribe for shares in excess of their right and who have paid subscription price for such shares. In case there are remaining shares, such shares shall be offered by way of private placement to a non-related person of the Company in accordance with item no. 3

1.2 Unsubscribed shares are less than the number of shares oversubscribed for

(a) Each shareholder who has expressed the intention to subscribe for shares in excess of their existing shareholding percentage will be allocated Oversubscription shares in proportion to shareholding percentage of each shareholder (fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for.

(b) The remainder of shares after the allocation under (a) will be allocated proportionately to each of oversubscribing shareholders who have not been fully allocated with shares (fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for. The allocation process under this clause (b) shall be repeated until no shares are left.

Under no circumstances will the Company allocate shares to any oversubscribing shareholders in a manner that will result in such oversubscribing shareholders holding shares in the Company in an amount that reaches or crosses the tender offer requirement threshold prescribed under the Notification of the Capital Market Supervisory Board No. Tor.Chor. 12/2554 re: the Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers or causing the shareholding ratio of the foreign shareholders to exceed 49 percent as specified in the Company's Articles of Association. The Company reserves its right not to allot the shares to any subscriber if the allocation to such subscriber results in or could result in a non-compliance with any laws or regulations relating to the issuance and offering of securities under Thai laws.

2. Increased ordinary shares in the amount of 499,975,000 shares to be offered in accordance with the exercise of the warrants to purchase the ordinary share of the Company (APEX-W1) in the amount of 499,975,000 units which were issued to the existing shareholders who exercise their right to subscribe for newly issued ordinary shares at the ratio of 2 existing shares to 1 unit of warrant (any fraction will be disregarded), without consideration. The warrant to purchase ordinary share of Apex Development Public Company Limited No. 1 (APEX-W1) will have exercise period of 3 year, with the exercise ratio of 1 to 1, at the exercise price of 0.50 Baht per 1 new ordinary share. The date to exercise warrant will be on the last business day of June and December of every year.

3. In case there is any unsubscribed increased ordinary share after the allotment to the existing shareholders in accordance with their shareholding percentage and the Oversubscription in item no. 1, the Company is authorized to allot such unsubscribed increased ordinary shares to a non-related person, as prescribe in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of the Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

By way of private placement. The Board of Directors or the persons authorized by the Board of Directors are authorized to determine the offering price for such remaining increased shares at the best price in accordance with the condition of the market at the time of offering, which shall be no less than the offering price stipulated in the Notification of the Capital Market Supervisory Board No. 72/2558 re: Approval of Offering for Sale of Newly Issued Shares by Listed Companies by way of Private Placement, and offer such remaining shares by way of private placement within 12 months from the date which the Meeting approved the offering of such increased shares, in accordance with the regulations and notifications of the Securities and Exchange Commission (SEC) and other relevant official.

At the Board of Directors meeting no.7/2018 held on 5 April 2018, it passed a resolution to revise the offering price of newly issued ordinary shares to existing shareholders (RO) from Baht 0.50 per share to Baht 0.20 per share and exercise price of the warrants to purchase ordinary share of Apex Development Public Company Limited No.1 (APEX-W1) from Baht 0.50 per share to Baht 0.40 per share, including other approved features in previous resolutions. It also passed a resolution determined the record date for the right of shareholders who entitled to subscribed for the increased ordinary shares totaling 999,950,000 shares in accordance with their shareholding ratio, together with the warrants to purchase ordinary share of Apex Development Public Company Limited No.1 (APEX-W1) totaling 499,975,000 units to be 27 April 2018 and offer and exercise date to be 7 to 14 May 2018 except for weekends and holidays.

Warrants to purchase ordinary shares (APEX-W1) totaling 499,974,910 units were being trade in Stock Exchange of Thailand on 28 September 2018.

As at 31 December 2018, the total authorised number of ordinary shares is 4,499,775,000 ordinary shares with a par value of Baht 0.50 per share, 3,999,800,000 issued shares are fully paid-up. The newly issued shares were being traded in Stock Exchange of Thailand on 24 May 2018. The related expense of increase in share capital is amounting to Baht 400,000.

As at 31 December 2019, no warrant holders exercised their warrants. The outstanding balance of unexercised warrants to purchase ordinary share is 499,974,910 units.

At the Executive Committee's meeting no.2/2017 on 28 February 2017, it passed a resolution to approve and issue the Company's debentures for the operation within the limit not exceeding Baht 2 billion or other currencies with equivalent value. The type of debenture to be issued depends on the compatibility of market. The 160,000 units of secured debenture, totalling Baht 160 million, which has maturity date on 22 October 2019 were redeemed on 17 October 2019. 64,000 units of 800,000 units of secure debenture which will be matured on 28 February 2020 had been early redeemed during November and December 2019 because of investor request, totalling Baht 64 million.

On 31 August 2017, the Company issued 800,000 units of secured debenture at Baht 1,000 per unit, totaling Baht 800 million. Such debenture's life is 2.5 years and bears the interest at the rate of 6.25% per annum. The maturity date is on 28 February 2020.

On 25 January 2019, the Company issued 160,000 units of secured debenture at Baht 1,000 per unit, totaling Baht 160 million. Such debenture's life is 9 months and bears the interest at the rate of 6.25% per annum. The maturity date is on 22 October 2019.

Issuance of other securities

• Ordinary shares

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2017 held on August 11, 2017, the Company passed a resolution approving the allocation of 1,499,925,000 shares with details as follows:

1. 999,950,000 newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (RO) at a value of 0.50 baht per share at the ratio of 3 existing shares to 1 new share (fractions of shares shall be discarded).
2. 499,975,000 newly issued ordinary shares to accommodate the exercise of the warrants to purchase the Company's ordinary shares No.1 (APEX-W1) of 499,975,000 units issued and offered to the existing shareholders who subscribe. New shares in the ratio of 2 new shares per 1 unit of warrant (In case there are debris to be discarded)
3. In the event that there are remaining capital increase shares from the allocation to existing shareholders in proportion to their shareholding and subscription in excess of the proportions under Clause 1, the remaining shares shall be allocated by private placement (PP), which is not a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions. And the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Practices of Listed Companies on Connected Transactions B.E. 2546

In the Board of Directors Meeting No. 7/2018 on April 5, 2018, it was resolved to determine the offering price of the newly issued ordinary shares from the original price of 0.50 baht per share to 0.20 baht per share and the exercise price for conversion, condition of the warrant to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APEX-W1) from 0.50 baht per share to 0.40 baht per share. Other related acts are subject to the original approval in all respects. Including the resolution to determine the record date for the subscription of 999,950,000 newly issued ordinary shares to be offered to the existing shareholders in accordance with their shareholding proportion (RO) together with the warrant. Show the right to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APEX-W1) for 499,975,000 units on April 27, 2018 and set the subscription date and Receive payment for the newly issued ordinary shares on 7 to 14 May 2018, except on Saturday, Sunday and public holidays.

The warrants to purchase common shares (APEX-W1) amount 499,974,910 units can be traded on the Stock Exchange of Thailand from 28 September 2018.

As of December 31, 2018, all the registered ordinary shares with a par value of 0.50 baht per share amounting to 4,499,775,000. Shares have been paid in full amount. 3,999,800,000 shares, with the newly issued ordinary shares able to be traded on the Stock Exchange of Thailand since 24 May 2018, the cost of this capital increase amounted to 400,000 baht.

At the Annual General Meeting of Shareholders No. 1/2020 on 14 August 2020, the shareholders passed a resolution to increase the registered capital of the company in the amount of 1,999,900,000 baht from the

original registered capital. 2,249,887,500 baht is the registered capital of 4,249,787,500 baht by issuing 3,999,800,000 newly issued ordinary shares with a par value of 0.50 baht per share.

At the Board of Directors Meeting No. 7/2020 on 25 August 2020, the Board of Directors resolved to postpone the offering and allocation of the newly-scheduled ordinary shares of the Company on September 1, 2020. 2020 goes out indefinitely Due to the impact of the COVID-19 virus outbreak, the market conditions are not conducive to the offering and allocation of the newly issued ordinary shares of the company that may affect the decision of the shareholders.

As at December 31, 2020 and 2019, there are no persons expressing their intention to exercise their rights to purchase ordinary shares. The Company has 499,974,910 warrants to purchase remaining unexercised ordinary shares.

• **Debenture**

At the Board of Directors' Meeting No. 2/2017 on February 28, 2017, the Board of Directors passed a resolution approving the issuance and offering of the Company's debentures for use in business operations in the amount not exceeding Baht 2 billion or currency. Other money in the equivalent amount The type of debentures depends on the suitability of the market conditions at the time of issuing and offering the debentures.

On August 31, 2017, the Company issued 800,000 secured debentures with a value of Baht 1,000 each, totaling Baht 800 million. The debentures have a maturity of 2.5 years, bearing interest at an interest rate of 6.25% per annum. February 28, 2020

On January 25, 2019, the Company issued 160,000 secured debentures with a value of Baht 1,000 each, totaling Baht 160 million. The debentures have a maturity of 9 months and have an interest rate of 6.25% per annum. October 22, 2019

Debentures (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Debentures - par value	755,000,000	736,000,000	755,000,000	736,000,000
<u>Less</u> Prepaid underwriting fee for debentures	-	(2,505,216)	-	(2,505,216)
Debentures (net)	755,000,000	733,494,784	755,000,000	733,494,784
<u>Less</u> Current portion of debentures (net)		(733,494,784)		(733,494,784)
Debentures (net)	-	-	-	-

The movements of debentures (net) for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2019 Baht	2019 Baht	2019 Baht
Opening net book value	733,494,784	783,155,088	733,494,784	783,155,088
Increase in debentures during the year	42,200,000	160,000,000	42,200,000	160,000,000
Repayments of debentures during the year	(23,200,000)	(184,000,000)	(23,200,000)	(184,000,000)
Transfer from bills of exchange (Note 11)	-	(40,000,000)	-	(40,000,000)
Increase in prepaid underwriting fee during the year	(1,605,000)	(8,129,860)	(1,605,000)	(8,129,860)
Amortisation of prepaid underwriting fee during the year	4,110,216	22,469,556	4,110,216	22,469,556
Ending net book value	755,000,000	733,494,784	755,000,000	733,494,784

Security - The Company's title deed number 23712, 23713, 23714, 57888, 59950 PaKhlok Sub-district, Thalang District, Phuket Province and title deed number 59949 which mutual right ownership with Apex Asset Co., Ltd.

- Land title deeds No. 52368, 52369, 52370 PaKhlok Subdistrict, Thalang District, Phuket Province, 11 units of condominium units and land title deeds number 63757, Jomtien Sub-district, Sattahip District, Chonburi Province.
- Securities of the Company's directors.
- Deposit in the Escrow Account in the amount of 19.30 million baht.

As of December 31, 2020, the Company has bank deposits with guarantees amounting to 19.30 million baht as a result of entering into an account opening agreement between the companies, representative of Debenture Holders and a commercial bank to carry out the requirements on the rights and duties of the Issuer and Debentureholder, the issuer has the right to redeem the debentures before their maturity.

The Executive Committee Meeting No. 8/2019 held on August 7, 2019, it was resolved to redeem some of the mortgage and collateral of long-term loans and add mortgages without increasing the credit limit for "Secured debentures of Apex Development Public Company Limited No. 1/2017 due in year 2020", which is the title deeds no. 52368, 52369, 52370, Tambon Paklok, Amphur Thalang, Phuket, 11 condominium units and land title deeds No. 63757, 63760, 63776, NaChomThian Subdistrict, Sattahip District, Chonburi Province, and redeem the land mortgage of title deeds No. 23710, 23711, 54006, 52371, 57204, 33561, Tambon Paklok, Amphur Thalang, Phuket, of Grand Bay Hotel Co., Ltd.

The Company has redeemed 160,000 secured debentures amounting to Baht 160 million, due on October 22, 2019 on October 17, 2019 and redeemed 64,000 units of secured debentures of the 800,000 units scheduled for early redemption February 28, 2020 between November and December 2019 due to some investors' request, totaling 64 million baht.

At the bondholders' meeting No. 1/2020 on February 19, 2020, the bondholders passed a resolution to extend the maturity period. Change in interest rates, amend the terms and conditions, amend the name of debentures and debenture agreements for 736,000 secured bonds, valued at 1,000 baht per unit, totaling 736 million baht by extending the maturity date of the debentures to 26 August 2020 (the issuer can redeem the debentures. Before maturity)

At the bondholders' meeting No. 2/2020 on August 17, 2020, the bondholders passed a resolution to extend the maturity period of 766,000 units of secured debentures at a value of 1,000 baht per unit, totaling 766 million baht, by extending the maturity date of the debentures to August 26, 2021 (the issuer can redeem the debentures before maturity)

During the year ended 31 December 2020, the Company redeemed 23,200 units of secured debentures totaling Baht 23.2 million but not yet redeemed, and sold 42,200 units of outstanding but unregistered debentures totaling Baht 42.2 million to new bondholders.

As of December 31, 2020, the Company has 11,000 outstanding but unregistered debentures, totaling Baht 11.0 million, of which 10,000 units of such debentures totaling Baht 10.0 million are used as collateral for loans from directors. As per note 30.3

As at December 31, 2020 and 2019, the company is unable to maintain the financial ratio according to the prospectus stating that the company may maintain a debt-to-equity ratio of not more than 5: 1.

Dividend Payout Policy

APEX has dividend policy to pay dividend to its shareholders in the rate of not more than 50% of net profit of separate financial statement after deducting taxes and all reserves (if any). APEX will pay dividend when its retained loss was written-off. Nonetheless, the dividend payment is subjected to be changed depending on its financial status, liquidity, working capital needs for operation, business expansion plans, and other related factors in the operation management of the Company. The payment of the dividend shall receive approval from the Board of Directors and major shareholders of the Company and also be considered on the aspect of cash sufficiency for normal operation of the Company.

For the interim dividend, the Board of Directors can approve such dividend payment but then has to report to the general meeting of shareholders in the next meeting. The subsidiaries and associated companies have policies to pay dividend from net profit after deducting taxes and all legal reserves. Such dividend payment must have no impact on normal operation which depends on their future investment plans, financial structure and liquidity of each company. There is no determinate minimum dividend payment rate for those companies.

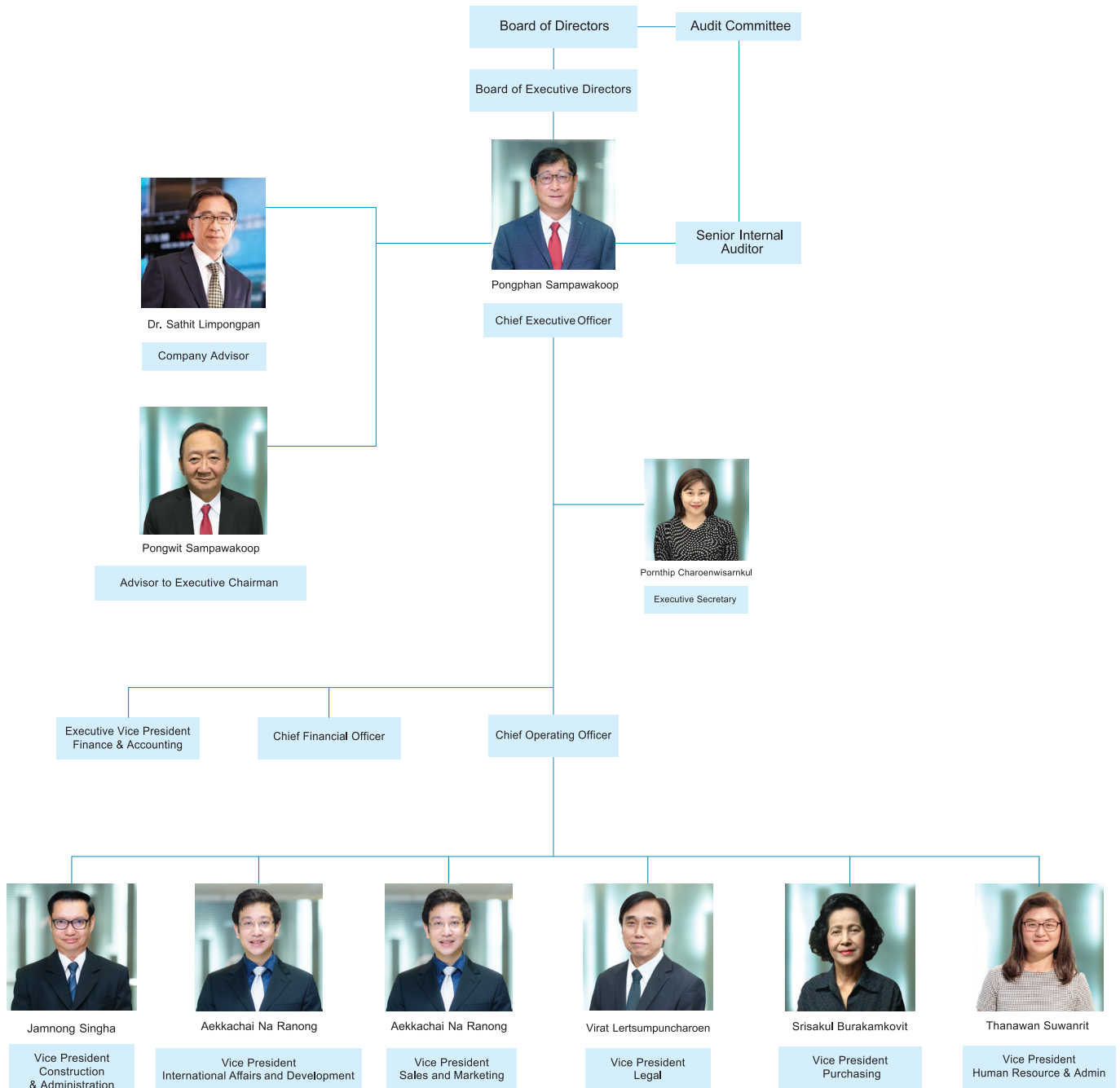
Since the Company has a huge retained loss, as of 31 December 2019 is 374.49 million baht, the Company cannot pay dividend until such loss cleared. In order to compensate for the deficit of the shareholders equity and accumulated deficit of the Company. For comply with the par value of the stock exchange and the company can pay dividends to shareholders in accordance with the Company's policy in the future.

Dividend payment policy of subsidiaries

Dividend payment policy of subsidiaries is in the same direction as the company. Not more than 50% of net profit of separate financial statement after deducting taxes and all reserves (if any) (with additional conditions), except has necessary to invest to expand business or other important activities.

Management Structure

Organization of Apex Development Public Company Limited



Board of Directors



Mr. Pongphan Sampawakoo
Chairman of the Board of Directors /
Chief Executive Officer



Mr. Padoongpun Jantaro
Director / Chairman of the
Audit Committee /
Independent director



Mr. Chatchawan Triamvicharnkul
Director / Audit Committee /
Independent director



Mr. Chalit Satidthong
Director / Audit Committee
/ Independent director



Mr. Siripong Silpakul
Director / Audit Committee /
Independent director



นายเอกชัย วรรณอง
กรรมการบริษัท



นายจำนงค์ สิงห์
กรรมการบริษัท



Mrs. Orawan Lekrungrangkit
Director



Mr. Pansuagn Xumsai na Ayudhya
Director / Independent director

Board of Directors of the Company

The Company has the Board of Directors consisting of 9 persons. (As at December 31, 2020)

Name	Position	Remark
1. Mr. Pongphan Sampawakoo	Chairman of the Board of Directors / Chief Executive Officer	/
2. Mr. Aekkachai Na Ranong	Director	/
3. Mr. Jamnong Singha	Director	/
4. Mrs. Orawan Lekrungrangkit	Director	//
5. Mr. Padoongpun Jantaro	Director / Chairman of the Audit Committee / Independent director	///
6. Mr. Chalit Satidthong	Director / Audit Committee / Independent director	///
7. Mr. Siripong Silpakul	Director / Audit Committee / Independent director	///
8. Mr. Chatchawan Triamvicharnkul	Director / Audit Committee / Independent director	///
9. Mr. Pansuagn Xumsai Na Ayudhya	Director / Independent director	//

Note: / = Director who holds position in the chain of command

// = Director who does not hold position in the chain of command

/// = Director and Audit Committee who does not hold position in the chain of command

Director No. 2 Mr. Aekkachai Na Ranong and No. 3 Mr. Jamnong Singha as of effective on December 14th 2020 replacement of Mr. Prakai Cholahan and Mr. Virat Lertsumpuncharoen, respectively (Resigned Directors)

Authorized Directors of the Company

With the authorized directors on behalf of the company, namely

Mr. Pongphan Sampawakoo, Mr. Aekkachai Na Ranong, Mr. Jamnong Singha, two of these three people signed together

Qualification and composition of the Board of Directors

The Board of Directors of the Company consists of persons with knowledge and competent who have the important role in drawing up the Company's policy by collaborating with the top executives in planning the operation both short and long term including setting financial policy, risk management and organizational overview. This Board of Directors has also played the major role in overseeing, monitoring and independently assessing the operation's result of the Company and the performance of top executives according to the plan. All 9 members of the Board of Directors do not have any prohibited qualification as follows:

- 1) No record of criminal offenses in relation to property, which was done by corruption.
- 2) No transactions which may cause conflicts of interest against the Company during the past year.

Directors who are the executives of the Company consist of 3 persons, who are: Chairman / Chief Executive Officer 1 person, and Executive Directors 2 persons.

Directors who are not the executives of the Company consist of 6 persons, independent directors 4 person.

Directors who are independent directors consist of 3 persons namely Mr. Padoongpun Jantaro, Mr. Siripong Silpakul, Mr. Chatchawan Triamvicharnkul, constituting more than one-third of total number of directors. In

addition, 3 independent directors meet all the requirements specified in the Company's list of qualifications of an independent director and comply with the regulations of the Securities and Exchange Commission.

The Board of Directors' Meeting

Directors of the Company must attend the Board of Directors' meetings regularly in order to get informed and share decision making in the Company's business operations. The meeting shall be held at least 4 times per year. The meetings' schedule is planned in advance on an annual basis. Each director will be informed about the schedule from the beginning of the year for the purpose that each director will be able to arrange their time for attending the meeting. In addition, special meeting might be held to consider the important and urgent matters.

In the meeting Chairman of the Board of Directors, Chief Executive Officer, and Managing Director of the Company jointly determine which agenda items are relevant to the meetings. Every individual member of the Board is entitled to propose agenda items.

Various meetings of directors in 2019 are detailed as follows:

(Per time / All time)

Name of Directors	Board Meeting	Audit Committee Meeting	Annual General Meeting of Shareholders
Mr. Pongphan Sampawakooop	10/11	-	1
Mr. Prakai Cholahan	11/11	-	1
Mr. Aekkachai Na Ranong			
Mr. Pansuagn Xumsai Na Ayudhya	11/11	-	-
Mr. Padoongpun Jantaro	11/11	7/7	-
Mr. Chalit Satidthong	10/11	7/7	-
Mr. Siripong Silpakul	10/11	7/7	-
Mr. Chatchawan Triamvicharnkul	11/11	7/7	1
Mr. Virat Lertsumpuncharoen	11/11	-	1
Mr. Jamnong Singha			
Mrs. Orawan Lekrungruangkit	9/11	-	1

Note: Mr. Aekkachai Na Ranong of effective on December 14, 2020 replacement of Mr. Prakai Cholahan (Director as resigned)

Mr. Jamnong Singha of effective on December 14, 2020 replacement of Mr. Virat Lertsumpuncharoen (Director as resigned)

In 2020, the Boards held 11 meetings which are scheduled for a year in advance with 90 percent of Board of Directors attending. Individually, each director attended more than 90 percent of total number of meeting. Prior to each meeting, all members received the agenda and supporting documents 5 working days prior to the date of the meeting to allow adequate time for preparation.

When considering the matters presented to the Board, the Chairman of the Board presides over and duly conducts the meetings. All members of the Board are allowed to express their opinions independently. Resolutions are passed with a majority vote, whereby one director is eligible to vote shall be excused and/or abstain from voting. In case of a tied vote, the chairman of the meeting will cast his vote to reach a resolution.

In addition, the Board attaches significance to managing the conflicts of interest of the concerned parties with prudence, fairness and transparency. The information shall be fully disclosed. Any director with a vested interest in the matter under consideration must not be involved in the decision process.

After the Meeting, the secretary to the Board of Directors is responsible for preparing the minutes for all directors. The minutes must then be approved as the first agenda item of the following meeting of the Board, which is duly signed by the Chairman. Directors may make comments, corrections or additions to ensure maximum accuracy and completeness. After approval, minutes of the meeting are stored securely in the corporate secretary's office together with all related documents, which are backed up electronically to facilitate data searches and refer.

The Executive Committees

As of 31 December 2020, APEX's the executive committees comprise of 4 executives:

	Name	Position
1	Mr. PongphanSampawakoop	Chairman of the executives committee
2	Mr. Aekkachai Na Ranong	Executives committee
3	Mr. Jamnong Singha	Executives committee
4	Mrs.OrawanLekrungrangkit	Executives committee

Note: Mr. Aekkachai Na Ranong and Mr. Jamnong Singha as of effective on December 14, 2020

The above-mentioned listoftopexecutives of the Company is "Executive" according to the Notification of the Capital Market Supervisory Board No. TorChor. 23/2551

All 6 top executives have no forbidden qualifications as follows:

- 1) Never dishonestly committed an offence against property.
- 2) Never entered into any transaction which may cause conflicts of interest against the Company during the year.

The Company's top executives are empowered with an authority to operate business under the policy, strategies and goals directed by the Board of Directors, which approves a clear and definite scope of responsibilities to ensure transparency and flexibility of operation. Their duties also encompass controlling and keeping expenses and capital expenditures within the limits approved by the Board in the annual operating plan; managing human resources in line with the prescribed policy; resolving problems or conflicts that affect the Company; and maintaining effective communication with related parties.

The Executive

As of 31st December 2020, the Company's Management comprise of 6 managements:

No	Name	Position
1	Mr. Pongphan Sampawakoo	Chief Executive Office
2	Mr. Aekkachai Na Ranong	Vice President International Affairs and Development
3	Mrs. Srisakul Burakamkovit	Vice President Purchasing
4	Mr. Virat Lertsumpuncharoen	Vice President Legal
5	Mr. Jamnong Singha	Vice President Administration & Budling Management and Vice President Construction
6	Mrs. Thanawan Suwanrit	VP.Human Resource & Administration

The Company's secretary

The Board of Directors appointed Mr. Jamnong Singha (effective on December 14, 2020 replacement of Mr. Virat Lertsumpuncharoen) as the Company's secretary responsible for providing advice to the Board regarding the performance of duties in compliance with the law, preparing the minutes of the Board's meetings, and attending every Board meeting; preparing the minutes of shareholders' meeting, annual report and keeping documents storage as required by law; including the responsibility for corporate governance of the Company.

The Company constantly supports the company secretary to undergo training and development in the areas of law, accounting, or corporate secretarial work. The qualifications and experience of the company secretary are disclosed in the Company's annual report.

Remuneration of the Board of Directors

The Company has fixed appropriate remuneration for the Board of Directors and top executives at rate comparable to the remuneration of directors in the same industries. Remuneration for the Board is also considered based on the Company's performance, before being proposed for approval in the shareholders' meeting. Remuneration of top executives: the Board of Directors shall consider the compensation of top executives by taking into account the role, duty, responsibility and performance of each individual; including

the Company's performance, implementation of the policy assigned by the Board together with overall economic and social situation by comparison both the current and historical data on the following factors.

1. Performance of business which shall be set forth each year by using the sales and profit before tax for assessment and comparison purposes.
2. Comparison of the Company business performance with those of the other companies in the same industry.
3. The executive's capability to develop and improve operational efficiency to be better each year.

In the Annual General Meeting of Shareholders for the year 2020 held on August 14, 2020, a resolution passed concerning the remuneration of directors by making monthly remuneration in form of entertainment and Approved the amount of the meeting remuneration for the Directors equal to Baht 10,000 per person / per time and to pay monthly compensation to audit committee member at Baht 20,000 per month.

The Remuneration of directors and executives

(1) Remuneration in cash

The Remuneration of directors was paid form of director fees, with the following details:

Name	Position	Remuneration
Mr. Pongphan Sampawakooop	Chairman of the Board of Directors / Chief Executive Officer	90,000
Mr. Prakai Cholahan	Director	90,000
Mr. Virat Lertsumpuncharoen	Director	90,000
Mrs. Orawan Lekrungruangkit	Director	90,000
Mr. Padoongpun Jantaro	Director / Chairman of the Audit Committee / Independent director	360,000
Mr. Chalit Satidthong	Director / Independent director	140,000
Mr. Siripong Silpakul	Director / Independent director	340,000
Mr. Chatchawan Triamvicharnkul	Director / Audit Committee / Independent director	370,000
Mr. Pansuagn Xumsai Na Ayudhya	Director / Independent director	80,000

(2) Other Remuneration of directors - None -

Human Resources

Remuneration: as of December 31, 2020 the Company has employees totally 55 persons, divided into the followings:

Departure	Persons
Management	7
General & Admin Construction	8
Sales & Marketing	21
International. Affairs & Development	-
Finance & Accounting	8
Legal	1
Human Research / Admin/Secretary	9
Purchasing	1
Total	55

Total return of employees (Not included the Directors and executives in the definition of the notification of the Board of the Capital Market Supervisory Board) of the year 2020 by detail as follow:

Detail	Amount (Baht)
Salary	51,676,251.00
Bonus	-
Money support providence Fund	456,313.00
Money support Social Security Fund	553,818.00
Total	52,686,382.00

Employee Development Policy of the Company and its Subsidiaries

The Company realizes the importance of learning and human resource development to the organization with the foresight of personnel with knowledge, competence and qualifications according to the accepted standards, it is extremely important to drive and lead the company to achieve its business goals and to create satisfaction for customers and shareholders, the company has a policy to support skills and knowledge from the basic level. To enhance the professionalism of employees from the operational level to the top management, continuously promote appropriate and up-to-date knowledge to employees and to support the changing trends of markets and industries in order to support human resource development goals. The plan includes ongoing employee training and development throughout the year and organizing in-house training courses by organizing courses that are in line with job development needs by screening people with knowledge and abilities, both as company personnel and third parties, to be speakers, subject Topics that are relevant and affect business and professionalism. Overview of the changes and the future of the business, and the company have also approved its employees to participate in helpful courses organized by external institutions.

The company is also well aware of the necessity of the English language, which is increasingly important to business operations both inside and outside the organization due to competitive factors and business development, responding to broader needs and serving customers, including entering the ASEAN Economic Community (AEC) that sends Impact on Thai business and society. Therefore, the Company's management realizes the need to develop employees' English language proficiency at an appropriate level. It is competitive and can be used in the business of the organization.

Corporate Governance policies

Corporate Governance Policy

The Board of Directors realizes the significance of good corporate governance which constitutes a foundation for a policy formulated to oversee the Company's operations. This policy encompasses the impartial treatment among shareholders and stakeholders; the role, responsibility, and independence of directors; information disclosure and transparency; internal controls and internal audits; risk management; business ethics; and policy compliance for the Board, the Management, and all employees. The policy on good corporate governance has been commenced as follows:

1. The Board must treat and communicate with shareholders on an equitable basis.
2. The Board must be mindful of the rights of all stakeholders and strives to promote a good understanding of and cooperation with the Company.
3. The Board conducts their duties with due regard for the best interests of the Company and shareholders. The Board also establishes a structure and procedure to clearly define and separate the role and responsibilities for the Board from those of shareholders and the Management.
4. The Board takes due care to ensure that the Management discloses Company reports and information which are accurate, timely, transparent and in conformance with the applicable laws and regulations.
5. The Board is responsible for establishing a structure to evaluate the performance of the Management with reference to management policy and effectiveness of the internal control system.
6. The Board of Directors will establish a code of conduct in doing business for management directors and general employees to comply with and use as a guideline in their operations in accordance with relevant laws and the standards of business ethics and practices that are accepted.

Approval authorities and the scope of the approval authorities

1. Investment in Fixed Assets and Investment in other company.

<i>No.</i>	<i>Authority</i>	<i>Limit</i>
1	Vice President	Not over 100,000.00 baht
2	Chief Executive officer	Not over 50 million baht
3	Executive Committee	Not over 100 million baht
4	Board of Director	Unlimited

The scope of the approval

- 1.1 Sales and purchase of land, building and equipment means assets beneficial in business and services, which are expected to be benefit more than one year.
- 1.2 Sales and purchase of intangible asset which doesn't have figure and the business hold them for research and development.
- 1.3 Sales and purchase of the other permanent assets.
- 1.4 Investment in other properties
- 1.5 The acquisition of shares in other companies

2. Construction Costs

No.	Authority	Limit
1	Vice President	Not over 100,000.00 Baht
2	Chief Executive officer	Not over 50 million Baht
3	Executive Committee	Not over 500,000,000 Baht
4	Board of Director	Unlimited

The scope of the approval

- 2.1 Cost of the construction and public utility, the definition of cost will be calculated from engineers to estimate the cost as "the average price", for controlling the construction costs of the company which is approved and the figure is always adjusted to relate with the market price.
- 2.2 The contractors' employment means construction cost in the part of the constructions employment by agreement which is more or less than the average price.
- 2.3 The construction material purchasing means purchasing of material for constructions along the agreement terms and the order sheets of customers, in case of over or less of the average price.
- 2.4 Repair of villa or residences which are the products for salesor after sales fixing for the dissatisfied customers per each villa or residences.
- 2.4.1 In case of before the transferring of the villas or residences and more than the guarantee from the contractors of that area
- 2.4.2 In case of after the transferring of villa or residence
- 2.5 The expenditure of the project improvement and development means the expenses in purchasing and employment for improvement and development to be ready for project opening.

3. Selling & Marketing Expenses

3.1 Marketing Expenses

No.	Authority	Limit
1	Vice President	Not over than 100,000.00 baht
2	Chief Executive officer	Not over than 10 million baht
3	Executive Committee	Not over than 20 million baht
4	Board of Director	Unlimited

The scope of the approval

- 3.1.1 The advertising and promotion expenses means marketing consultant , marketing research, Media advertising , Design, billboards and Brochures, Procurement media buying, Venue and billboards rental, Event and booth rental
- 3.1.2 Other marketing and selling expenses
- 3.1.3 Entertainment expenses means the expenditure is spent on customer service to make customers satisfied and include other marketing activities

3.2 Sale Discount

No.	Authority	Limit
1	Vice President	Not over 100,000.00 baht
2	Chief Executive officer	Not over 5 million baht
3	Executive Committee	Not over 20 million baht

The scope of the approval

3.2.1 Discount from sales department is called "discount price" which is different from a promotion. A discount price, calculated by deducting the price from the price list, shall not be below the net selling price.

4. Administrative Expenses

4.1 Employees Expenses

No.	Authority	Limit
1	Vice President	Not over 50,000.00 baht
2	Chief Executive officer	Not over 5 million baht
3	Executive Committee	Not over 10 million baht
4	Board of Director	Unlimited

The scope of the approval

Employees expenses means salary and wages including welfare that the company gives to all staff and commission of sales, calculated from the commission policy.

4.2 Administrative Expenses

No.	Authority	Limit
1	Vice President	Not over 50,000.00 baht
2	Chief Executive officer	Not over 10 million baht
3	Executive Committee	Unlimited

The scope of the approval

Administrative expense means the expenses for general administration about management.

4.3 The expenses for obligation of more than one year.

No.	Authority	Limit
1	Vice President	Not over 50,000.00 baht
2	Chief Executive officer	Not over 10 million baht
3	Executive Committee	Unlimited

The scope of the approval

The expenses with the long term obligation, which has duration more than 1 year means the expenses happens along the agreement terms or any obligation in the contract not the amount of all installments only.

The Sub-Committees

Executive Committee

As of 31 December 2020, the Executive Committee of the Company consists of 4 members, whose names are as follows:

	Name	Position
1	Mr. PongphanSampawakooop	Chairman of the executives committee
2	Mr. Aekkachai Na Ranong	Executives committee
3	Mr. Jamnong Singha	Executives committee
4	Mrs.OrawanLekrungruangkit	Executives committee

Remark: Executive Committee No. 2 and No. 3 took office on December 14, 2020

Scope of Duties and Responsibilities of the Executive Committee

1. Determine policies, directions, strategies and main management structures in the Company's business operations, set them in line with and support the specified economic and competitive conditions, and announce them to the shareholders. To propose to the Board of Directors for approval
2. Determine the business plan, budget and management power of the company to propose to the Board of Directors for approval.
3. Review and follow up on the implementation of policies and management guidelines in various areas of the company specified to be effective for the business conditions
4. Review and follow up on the performance of the company determined to be in line with the approved business plan.
5. Consider a large investment project of the specified company for submission to the Board of Directors.
6. Make financial transactions with financial institutions for opening accounts, loans, pledge, mortgage, guarantees. And other matters, including the purchase and registration of any land ownership for the benefit of the Company's business operations.
7. Establish regulations for the company's operations.
8. Consider and approve the appointment, transfer, dismissal of supervisory officers, department heads
9. To consider and approve adjustments of wages, salaries, remuneration and consideration of employee preferences.
10. Appoint any other person or group of people. To perform specific actions on behalf of the Commission
11. Consider and approve the expenses in purchasing assets. And other expenses of the company as appropriate
12. Consider and give opinions on matters related to the operation of the company.
13. Consider and give opinions on matters related to the operations of the various departments of the company and control the management of the departments. Operate efficiently, on time and with quality according to the contract.
14. Actions in matters relating to the Company's business are not specified to be the authority of any particular person.
15. Oversee and approve matters related to the normal operations of the company and may authorize the management or any other person to perform the normal operations of the company.
16. Perform other acts as assigned by the Board of Directors by the Board of Directors of the Company.

The Audit Committee

As of December 31, 2020, the Audit Committee of the Company consists of 3 directors, the names are as follows:

	Name	Position
1	Mr. Padoongpun Jantaro	Chairman of the Audit Committee / Independent director
2	Mr. Siripong Silpakul	Audit Committee / Independent director
3	Mr. Chatchawan Triamvicharnkul	Audit Committee / Independent director

The scope, duties and responsibility of the Audit Committees

1. Verify the Company to have correct financial report as it should be according to the accounting standard specified by the law and sufficient disclosed.
2. Verify the Company to have suitable and sufficient internal control.
3. Verify the Company to follow public company laws, laws relating to securities and exchange, specification of SET, announcements of the capital market supervision committee and the law relating to the Company's businesses.
4. Consider, select and propose to appoint including discharge the Company's auditor. Propose the compensation of auditor. Monitor auditor's performance and working independence.
5. Review relating transaction to avoid the conflict of interest between the Company and related parties.
6. Consider the disclosure of related party transactions to make sure that correct and sufficient.
7. Verify and approve the charter of internal auditing, auditing plan, work operation, manpower and annual budget of the Company.
8. Consider and approve on appointing, discharging, rotating, unemploying the Company's internal audit department.
9. Carry out the tasks assigned by the Board of Directors that are also approved by the Audit Committee, for example:
 - Review and assess suitability of rules and regulations of the Company and other relating laws/regulations.
 - Review the Company's financial management and risk management system.
 - Review the management's practices according to the Company's Code of Conduct.
 - Review, with the Company's management, on any important reporting to public which stated by laws such as the analysis reports by management, etc.
10. Determine any information or clues about corruption received from the Company's personnel or outsider according to the whistle-blower hotline instructions including anti-corruption instructions.
11. Prepare audit committee's corporate governance reports and disclose in the Company's annual reports which signed by the Chairman of Audit Committee.

Moreover, the audit committee is responsible directly to the Board of Directors and the Board of Directors is responsible to managing the Company, to shareholders and to outsiders.

Term of Audit Committee

- | | | |
|----|----------------------------------|---------|
| 1. | Chairman of the Audit Committees | 3 years |
| 2. | Audit Committees | 3 years |

Nomination and Appointment of Directors and Executives

Independent Director

Name	Position
1. Mr. Padoongpun Jantaro	Independent director
2. Mr. Chatchawan Triamvicharnkul	Independent director
3. Mr. Siripong Silpakul	Independent director
4. Mr. Pansuagn Xumsai Na Ayudhya	Independent director

Qualifications of Company Directors

• Independent Director

1. Holding no more than 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or a person who has control over the company, including the shareholding of the person involved in that independent director
2. Not being or having been a director who takes part in management, employees, or advisor who receives a regular salary. Or controlling persons of the Company, subsidiaries, parent companies, associated companies, major shareholders or controlling persons of the Company, unless they have been released from having such characteristics. However, not less than two years, such prohibited characteristics do not include cases where independent directors are government officials or a government advisor who is a major shareholder or a controlling person of the company.
3. Not being a person with blood ties or by legal registration in the nature of parents, spouse, elder and child, including spouse, children of management, major propose to be an executive or a controlling person of the company or subsidiary
4. Never have a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or the Company's controlling person in a manner that may hinder the independent judgment of independent directors. Including not being or having ever been a shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, unless the nature of As mentioned for at least two years.
5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company and not a shareholder with a controller or partner of an auditing company who has an auditor of the company, parent company, subsidiary, associated company, major shareholder or controlling person of an affiliated company. Unless it has been released from having it, appearance for at least two years
6. Not being or have been a service provider of any professional, including services as a legal advisor or financial advisor, which receives a service fee of more than two million baht per year from the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company

and not being a shareholder with a controller or a partner of such professional service provider unless having such characteristics for at least two years.

7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder related to a major shareholder.
8. Shall not operate a business that has the same nature and is in competition with the business of the company or subsidiary, or not being a partner in a partnership or being a director who takes part in management, staff, employees, consultants who receive regular salary or hold more than a hundred shares Each one of the total voting shares of another company operates a business that is in the same nature and in competition with the business of the company or its subsidiaries.
9. Not having any other characteristics which prevent him or her from expressing independent opinions regarding the Company's operations.

- **Director**

1. Not being a person with prohibited qualifications under the Securities Act of Ramabun Public Company Limited and other related work.
2. Not being a person with prohibited qualifications in accordance with the regulations of the SEC or the Capital Market Supervisory Board or the Stock Exchange of Thailand.
3. Not being a person who does not meet the company's regulations / requirements / qualifications of an independent director. And the Audit Committee of the Company
4. Have knowledge, skills, expertise and experience that can be beneficial and suitable for the nature of the Company's business.

The election of the Company's directors will be carried out by the shareholders' meeting. According to the following criteria and methods

1. One shareholder has one vote equal to one share per one vote.
2. In selecting a director, a voting method may be used to elect one director, one person at a time, or several people in a group formation or by any other method as the shareholders' meeting deems appropriate But in each voting, the shareholders are required to vote with all the votes they have under item 1 and cannot divide the votes among any person or group.
3. The election of directors shall be made by a majority of votes. If the number of votes is equal, the chairman of the meeting has a casting vote.

Appointment of a replacement director

1. In the event that the director position is vacant due to reasons other than the expiration of the term, the committee shall select a person who has qualifications and does not have any prohibited characteristics under the law on public limited companies to be a replacement director. The next board meeting Unless the remaining term of the director is less than two months
The person who replaces the said director may hold office for the remainder of the term of the director whom he replaces only. The board's resolution for electing the above directors must be made up of at least three-fourths of the votes of the remaining directors.

2. In the event that the directors vacate their positions as a whole, the retiring board of directors must be in the acting position to carry out the Company's business, continuing as necessary until a new board of directors takes office. Unless the court orders otherwise
3. In the event that the Court orders the Board to vacate office. The retiring board must hold a shareholders' meeting to elect a new board of directors within 1 month from the date of vacation of office. The meeting invitation letter was sent to the shareholders at least 14 days in advance before the meeting date.
4. In the event that the director's position is vacant until a quorum is left, the remaining directors can proceed on behalf of the board of directors only for holding the shareholders' meeting. Elect directors to replace all vacant positions only. The meeting will be held within one month from the date when the number of directors is less than the number established to constitute a quorum to hold office for the remainder of the term of the replacement director only.

Executive Director

The board of directors has the power to appoint a number of directors to be executive directors.

Independent Director

Independent Director Selection The recruitment process is the same as the nomination of the Company's directors.

Supervision of Operations of Subsidiaries and Associated Companies

To supervise the operations of subsidiaries and associated companies in accordance with the business policy set by the Board of Directors. Including management control of subsidiaries and affiliates by decentralizing the Chief Executive Officer and / or Managing Director to supervise the Board of Directors, such as considering the person who will represent the Company as a director, executive or a controlling person, by reporting to the Board of Directors for acknowledgment, etc.

Regulating the Use of Inside Information

In controlling the use of inside information in order to comply with the good corporate governance principles, the Company has established written rules. By issuing an order for the management and all employees of the Company and its subsidiaries to acknowledge and comply with, as well as to impose penalties in the event that the rules are not clearly complied with. Covered in the following matters

1. Opening of securities / derivatives accounts of employees and accounts related to employees.
2. Requesting approval before trading securities / futures contracts and sending employees' orders / futures contracts
3. Securities / derivatives trading of employees' spouse, children and underage adopted children through subsidiaries
4. Regulations for securities trading / derivatives that the subsidiary company is in the process of preparing an analytical report for advice. Or published to investors
5. Acknowledgment of insider information on surveillance items and restricted securities.

6. Trading in company securities of directors, executives and employees that relate to the Company's performance.
7. Agree to other securities companies to disclose information.
8. Disclosure of a director's securities trading account part-time
9. Determination of the holding period of employees' securities
10. Monitor, supervise and inspect employees' trading of securities / derivatives.

Auditor's remuneration

Inspection fee (Auditor Fee)

The Company and its subsidiaries pay audit fees to PricewaterhouseCoopers ABAS Company Limited ("PwC"), the audit firm, in the audit of the Company and its subsidiaries in the past year in the total amount not exceeding 6,350,000 baht.

Other service fees (Non-audit fee)

- None -

In the fiscal year 2020, the Company and its subsidiaries do not receive any other services from PricewaterhouseCoopers ABAS Company Limited ("PwC"), the audit firm that the auditor is affiliated with. And from individuals or businesses related to the auditor and the audit firm that the auditor is affiliated with

Corporate Governance Policies

The company to give importance with the practice Good Corporate Governance Policy by reference of regulation standard take care for Listed Companies Thai which that established Good Corporate Governance Policy to manage by the Thai institute of Directors and cooperate The Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Securities and Exchange Commission Code of Good Corporate Governance for Listed Companies 2017 (CG Code) with the purpose of creating benefits for the business sustainably to meet the aims of business sectors. In last year, company has led the principle controls to take care good business with the practice CG Code with details feature:-

1. Establish Clear Leadership Role and Responsibilities of the Board
2. Define Objectives that Promote Sustainable Value Creation
3. Strengthen Board Effectiveness
4. Ensure Effective CEO and People Management
5. Nurture innovation and Responsibility Business
6. Strengthen Effective Risk Management and Internal Control
7. Ensure Disclosure and Financial Integrity
8. Ensure Engagement and Communication with Shareholders

However, The Audit Committee have consider and study the way to operation as appropriate for discussion reviewed the aforementioned policies on a regular basis in every year which that data to conform with Good Corporate Governance Policy shall be divided into 5 sections with details as follows:

1. The Rights of Shareholders Section

The Company has the policy to support, promote, and facilitate every shareholder including institutional investors to ensure that shareholders, both as investors and owners of the Company, are entitled to all basic rights meeting widely accepted and reliable standards, which include the right to freely trade or transfer their own shares, the right to receive dividends from the Company, the right to attend Shareholder's Meetings, the right to propose in advance the Meeting agenda, the right to nominate a person to be a director, the right to express opinions independently, and the right to make decisions on important affairs of the Company, e.g., the election of directors, the appointment of auditors and fixing of the audit fee, approval of significant transactions influencing the Company's direction, as well as amendment of Memorandum of Association and Articles of Association of the Company, etc. Each shareholder has the right to vote at meetings according to the number of shares owned whereby one share is entitled to one vote, and no particular shareholder allows privilege over the rights of other shareholders.

Apart from the abovementioned rights of the shareholders, the Company has made additional efforts to encourage and facilitate shareholders to exercise their rights as follows:

1. To provide essential, clear, and up-to-date information for shareholders regarding the Company's business. The Company will notify shareholders of the information through Apex's website and the Stock Exchange of Thailand (SET).
2. To ensure all shareholders receive clear and sufficient detailed information concerning the Shareholders' Meeting, allowing them to have adequate time to study the information before attending the Meeting, the Company will notify shareholders of the venue, date, time, and proposed agenda items. The information in Thai and English will be posted on the Stock Exchange of Thailand (SET) portal and Apex's website approximately 28 days prior to the Meeting.

For the meeting notice, the Company provides a detailed description of each agenda item together with the opinion of the Board of Directors. A notice of the meeting and attachments including the registration form, documents and evidence required prior to attending the Meeting, proxy procedure, registration, and proxy forms, in Thai and English, will be posted on Apex's website at least 30 days before the Meeting. Such documents are submitted to shareholders no less than 21 days prior to the Meeting.

3. To facilitate shareholders unable to attend a Meeting, the Company provides an opportunity for them to appoint a representative, e.g., an independent director or any other person to act as proxy, using one of the proxy forms attached to the notice of the Meeting. The proxy forms prepared in compliance with the specifications defined by the Department of Business Development at the Ministry of Commerce allow the shareholders to exercise their voting rights as they wish. The Company also attaches documents and evidence required prior to attending the Meeting, proxy procedure, and registration to the notice of the Meeting. Also attached is a profile of independent directors with no conflict of interests on the agenda to elect the directors proposed by the Company to serve as proxies for shareholders. The proxy forms in Thai and English can be downloaded from Apex's website.

For foreign investors who authorize custodians in Thailand to keep and safeguard their shares, the Company will arrange for the documents and evidence required prior to attending the Meeting well in advance to facilitate registration on the date of the Meeting.

4. The Company provides opportunities for the shareholders to submit questions related to items on the agenda or other information prior to the Meeting to the email address www.apexpcl.com or to the Company's address. For more information, please contact the Office of the Company's Secretary via the following channels:

Apex Development Public Company Limited

Address No. 900 Tonson Tower 18th Floor, Zone A Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 Tel. 02-636-2465-70 Fax. 02-636-2471 Email: info@apexpcl.com .

5. For 2020, the Company held the Annual General Meeting (AGM) of Shareholders on August 14, 2020 with 5 directors attended the Meeting as follows:

	Name	Position
1	Mr. Pongphan Sampawakoo	Chairman of the Board of Directors / Chief Executive Officer
2	Mr. Prakai Cholahan	Director
3	Mrs. Orawan Lekrungruangkit	Director
4	Mr. Chalit Satidthong	Director
5	Mr. Chatchawan Triamvicharnkul	Director / Audit Committee / Independent director

Remarks: The remaining 4 directors due to other missions are Mr. Siripong Silpakul, Mr. Padoongpun Jantaro, Mr. Pansuagn Xumsai Na Ayudhya, Mr. Virat Lertsumpuncharoen

6. The 2020 Annual General Meeting of Shareholders was held by the Company at the Meeting Room on The Ballroom 1, 4th floor at Bliston Suwan Park View, No. 9 Soi Tonson, Lumpini Sub-district, Patumwan District, Bangkok 10330 to facilitate the increased number of shareholders, allowing them to raise questions and express opinions in the same meeting room, thereby ensuring a smooth, efficient meeting. Moreover, the venue was easily accessible by shareholders as it is located convenience by BTS sky train at Phoenchit or Chitlom Station.
7. On the date of the Meeting, in the case of the appointment of another person as a proxy, the Company facilitated the affixing of the stamp duty on all proxy forms registering at the document check counter. The Company's officers were available at all times to provide assistance during the registration. Registration for the Meeting started no less than 1 hour prior to the Meeting.
8. Before the start of the meeting, the host explained details on how to vote. The vote counting and announcement of the voting results at the meeting were as follows:
- 8.1 In voting on various agenda, a shareholder has votes equal to the number of shares held by one share equal to one vote, it must be done openly, with a raised hand.
- 8.2 The company has arranged for the use of ballot papers for every agenda that requires a resolution, transparent and verifiable by voting on each agenda item. The chairman of the meeting will inquire the meeting whether there are shareholders or proxies disagreeing or abstaining from voting, ask shareholders or proxies who disagree or refrain from raising your hand and voting on the voting and signing cards and the staff will collect the said cards for the shareholders who agree to vote on all of them at the same time. After the meeting, for shareholders who authorize independent directors, the company will vote for approval, or abstain from voting according to the wishes of the shareholders
- 8.3 For details on voting results of each agenda item. The results will be collected and informed to the meeting after voting for each agenda is completed, or in the event that some agendas require more

time to count the votes, the chairman of the meeting may request the meeting to proceed according to other agendas to ensure continuity of the meeting and when the officer is finished counting the votes, he will notify the meeting. Details of voting results coming soon

9. The company has appointed an auditor who is independent. Also attended the meeting and there was a representative on the protection of shareholders from the Thai Investors Association.
10. The company gives the right to the shareholders who attend the meeting after the chairman of the meeting opens the meeting. Able to vote on an agenda that is under consideration and no resolution has yet been made and it is counted as a quorum from the agenda in which the meeting attends the meeting.
11. During the shareholders' meeting, the chairman of the meeting allows shareholders to express opinions, suggestions or ask questions on various agendas independently before voting on any agenda in order to provide shareholders with information and opinions, detail in the agenda that the shareholders have doubts or inquiries, the Company has prepared relevant personnel to provide answers under the responsibility of the Board of Directors.
12. At the 2020 Annual General Meeting of Shareholders, the chairman of the meeting wishes to consider in accordance with the agenda set forth in the meeting invitation letter sent to the shareholders in advance. There was no change in the order of the agenda and there was no request for the meeting to consider any matters other than those specified in the invitation letter to the shareholders' meeting.
13. The Company disclosed the resolutions of the 2020 Annual General Meeting of Shareholders to the public regarding the voting results of each agenda item via the SET Portal (Setlink) system of the Stock Exchange of Thailand and published on the Company's website on the day of the meeting after the meeting.
14. The company recorded the minutes of the meeting completely, contains important information such as names of company directors and executives who attend the meeting, voting procedures and methods, meeting resolutions, voting results for each agenda item, including questions, clarifications and opinions of the shareholders presented at the meeting. And prepare the minutes of the 2020 Annual General Meeting of Shareholders within 14 days of the meeting date and sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law and published on the Company's website.
15. After the Annual General Meeting (AGM) of Shareholders, the management will consider the questions and suggestions of shareholders gathered at the meeting and propose to the committee to determine the appropriate course of action further, as well as improving the organization of the next AGM of Shareholders.

2. The Equitable Treatment of Shareholders Section

The Company is fully aware of its duty to protect the interests of every shareholder, major or minor, individual or institutional as well as Thai or foreign investors to ensure equality and fair treatment for all to further ensure the maximum benefits of shareholders.

Empowering shareholders unable to attend the Meeting to assign proxies to vote in their place

Shareholders unable to attend the Meeting are entitled to appoint the Independent Director of the Company with no conflict of interests on the agenda to act as a proxy to vote in their place, using one of the two proxy forms prepared in compliance with the specifications defined by the Department of Business Development at the Ministry of Commerce. The Company delivered the 2 proxy forms, the documents and evidence required prior to attending the Meeting, proxy procedure, and registration together with the Notice to Shareholders' Meeting, in Thai and English, to shareholders 21 days prior to the Meeting date. The documents, in Thai and English, were also publicized on the Company's website more than 28 days prior to the Meeting date.

Assigning Independent Directors to Take Care of the Interests of the Company and Shareholders

Independent directors play a key role in overseeing the Company's business operations. Realizing the important role of independent directors in supporting the policies useful for shareholders or objecting to the policies that affect Shareholders' interests, the Company provides channels for shareholders to give suggestions, express opinions, or file complaints to independent directors via email: www.info@apexpcl.com. The independent directors are responsible for handling each matter appropriately, for example, investigating and seeking an appropriate solution. On the other hand, if there is a suggestion that is considered to affect the stakeholders or the business, the independent director will report it to the Board of Directors' meeting for consideration and include it on the agenda of the Shareholders' Meeting. In 2020, there were no comments or complaints from shareholders.

Preventing Misuse of Internal Information

The Company attaches significance to preventing the misuse of information that has not yet been disclosed to the public or confidential information that could have any impact on the Company's share price for one's own benefit or others. To that effect, the Company has established measures to prevent misuse of internal information (Insider Trading) in writing to provide guidelines for the concerned persons, namely, the Board of Directors, Apex top executives, and employees responsible for related functions as well as their spouses and children who are minors. They are as follows:

- The Board of Directors, top executives, and employees responsible for related functions as well as their spouses and children who are minors are prohibited from trading Company shares prior to the release of the Company's quarterly and annual financial statements.

The Company has made it imperative to review share trading of the concerned persons on a regular basis and to prevent employees involved with the preparation of the financial statements from disclosing the information to outsiders from the closing date of the financial statements to the public disclosure of the information.

Moreover, the concerned persons who have knowledge of confidential information that could impact the Company's share price are prohibited from trading the Company's shares until 24 hours after the public disclosure.

- Directors and executives (Top Executives) as defined by SEC are required to make an initial reporting of their securities holding in the Company to the SEC within 30 days of the date on which they are

appointed (Form 59-1). They are also required to report on any changes in securities holding as a result of the purchase, sale, transfer or acceptance of transfer of securities (Form 59-2) within 3 business days of the date of any changes.

In addition, the Board of Directors will monitor to ensure compliance with such measures. It is stipulated that any changes in their shareholding be reported in the Board of Directors' meeting. The number of shares held by the directors and top executives both directly and indirectly as of the beginning and end of the year as well as those traded during the year shall be reported in the Annual Report.

In 2020, there were no insider trading cases concerning the director, top executives, and employees involved with internal information.

Preventing Conflicts of Interests

The Company realizes the importance of managing the conflicts of interests of related persons, namely, the Board of Directors, Apex management committee, and employees in a prudent, fair, and transparent manner. As a consequence, the Board of Directors has established policies and measures regarding conflicts of interests as follows:

- Directors, top executives, and their related persons must file a report with the Company stating their interests in the management of the Company or a subsidiary when they first take the office. They must also file a report should there be any changes in their interests and at every year end.

The Company Secretary shall deliver a copy of such report to the Chairman and Chairman of the Audit Committee within 7 days upon the receipt of the report in compliance with the Securities and Exchange Act BE 2535 (1992) and to use such information for monitoring and preventing any conflict of interests.

- The Company discloses its shareholder structure in subsidiaries, associates, jointly-controlled entities, and other companies as well as authorized directors to ensure that the Company has a clear and transparent shareholder structure. There is no cross-holding among major shareholders, thereby preventing any conflict of interests with any party.
- At a Board of Directors' meeting, any director or executive who may have a vested interest in any agenda item under consideration must not attend the meeting or must abstain from voting on such agenda item. This is to ensure that the Board and executives make decisions in a fair manner for the utmost benefit of shareholders.

3. Role of Stakeholders Section

The Company has consistently adhered to its philosophy of ethical business conduct and corporate social responsibility as well as carried out its business to jointly create values with all stakeholders for mutual and sustainable benefits. This practice is overseen by the Board of Directors to ensure compliance with laws and regulations and adherence to Apex Corporate Governance Guidelines, and other relevant policies, as well as protection of such rights and stringent equitable treatment. Stakeholder engagement guidelines are summarized below;

3.1) Shareholders

The Company attaches enormous significance to the shareholders, who are the business owners. As a result, the Board of Directors, which represents shareholders, as well as the executives and employees are committed to carrying out business in line with the principles of good corporate governance and Apex business philosophy to ensure maximum benefits and long-term value for shareholders.

The Company respects the rights of its shareholders and recognizes its duty in ensuring equitable treatment of all shareholders as well as the fundamental rights stipulated by laws and Articles of Association of the Company such as the rights to attend the Annual General Meeting of Shareholders, propose agenda items in advance, elect directors, receive fair remunerations, and voice opinions on the Company's business conduct through independent directors, all of which will be compiled and presented to the Board of Directors for review.

3.2) Employees

The Company emphasizes on the value of employees as invaluable resources in driving the Company toward success. As a result, the Company is committed to caring and improving the quality of life of its employees to the best of its ability. To this end, the Company has consistently adhered to a number of operational guidelines taken into account cultural diversity and regional values, as well as complied with universally-accepted guidelines in the areas of human rights, labor, the environment and anti-corruption.

Knowledge and Competency Enhancement: To foster mutual sustainable growth of both the organization and employees, the Company has promoted the enhancement of its employees' knowledge and competency on business, leadership & co-working, and professional area, a strong generation-to-generation transferable of the organizational culture, and the development of leaders with competency, integrity, and ethics at every level, all of which will help lead Apex to achieve its business goals.

Employee Remuneration and Benefits: The Company has put in place appropriate remunerations policies for employees on all level. In the short term, remunerations are made in line with the Company's annual financial performance and the remuneration of other companies in the same industry, the data of which is garnered through surveys of wages and remunerations of employees on all levels with external institutes. In addition, the Consumer Price Index from a governmental agency is also regularly taken into account in adjusting the wages and remunerations. In the long term, an employee performance and potential assessment is clearly prescribed. The Company gives commensurate remunerations to employees with high competence and provides career growth in correspondence with the Company's succession plan. In addition to remuneration, the Company also provides appropriate employee benefits in a number of areas.

Furthermore, the Company has also established provident funds, registered as a juristic person with the Ministry of Finance under the Provident Fund Act B.E. 2530, for Apex employees. Employees who are members are to deposit monthly contributions to the fund at 3 percent of the members' basic salaries, and the Company makes monthly contributions to the fund at 3 percent of the members' basic salaries.

Environment, Health, and Safety: The Company maintains a safe, clean and tidy workplace environment that is conducive to work. In addition, employees are encouraged to have good health. The Company encourages employees to exercise by exercising the rights of the co-owners of the building to use the building-provided exercise facilities. To encourage employees of the Company and its subsidiaries to exercise in order to

promote physical health and to serve as a place for employees to meet, discuss outside work hours and do joint activities as well.

3.3) Customer

The Company is committed to continuously creating innovations to offer products and services that meet true needs of its customers in terms of both quality and fair prices. Apex products and services must be safe as per international safety standards and environmentally-friendly, as well as promotes sustainable to ensure customer confidence and highest satisfaction. To this end, Apex has established a unit responsible for customer relations management to offer suggestions on the Company's products and services; provide counsel regarding troubleshooting and after-sales services, and handle complaints when problems arise. Suggestions are then used to inform future operation plans to enhance operation efficiency.

Furthermore, the Company has put in place a management system to foster good customer relations. As such, customer satisfaction is surveyed on a yearly basis to gauge the expectation and satisfaction level of customers for the customer feedback process, resulting in a central database of customer information to facilitate sales and service providing. Also invented is a customer consumption behavior analysis system in order to learn customers' needs and create long-term satisfaction for customers.

3.4) Suppliers / Business Partners

The Company adheres to a framework of fair and transparent trade competition and strictly complies with the trading terms and conditions agreed upon, Code of Conduct, and pledges given to its suppliers. To this effect, the Company determines appropriate and fair sale prices, taking into account the reasonableness, the quality, and the entailed services. In addition, regulations regarding procurement and operations are clearly established. These include refraining from demanding or accepting benefits from suppliers, supporting environmentally-friendly procurement, avoiding purchasing products from suppliers that violate human rights or intellectual property law as well as dealing business with suppliers that carry out illegal acts. This is in order to ensure ethical business conduct and responsibility toward society and the environment. The Company also refuses to conduct business with a person or a juristic person who violates the law or demonstrates behavior involving corruption. The policy is published on the Company's website.

3.5) Joint Venture Partners

The Company respects the rights of joint venture partners, treats every partner equitably and fairly, and does not exploit partners. The Company also collaborates with joint venture partners to promote, support, and strengthen the operation of joint ventures; encourage exchange of opinions and suggestions; formulate business plans; determine an appropriate and allocation of interest and monitor and drive the operation of the joint ventures to be in accordance with the laws and sustainable development guidelines, in order for the joint ventures to achieve the shared goals.

3.6) Communities and environment

The company operates with integrity to all groups of stakeholders. And adhering to the ideology of conducting business with social responsibility by focusing on supporting activities to improve the quality of life and create

benefits for the community and society, encouraging employees and stakeholders to be good citizens who are responsible and contribute to Community and Society And to provide opportunities for communities and all stakeholders to participate in activities or projects and to submit reviews, suggestions or complaints arising from the Company's operations with the aim of making the project and the community coexistence and sustainable.

The Company and its subsidiaries realize and attach great importance to environmental and social protection.

By supporting the use of quality resources, including

- (1) Support activities and promote awareness of energy and resource saving, such as shutting down unnecessary lights, using eco-friendly office equipment, and using electronic systems to help reduce paper consumption and to speed up the process. It works with the introduction of the Internet and an e-mail system to communicate within the office, approval of requests for operations and personnel work, including communicating with customers, sending trading confirmation reports to customers via electronic mail, which the Company has campaigned and received cooperation from customers as well.
- (2) Sharing and helping the disadvantaged by donating money and items for various charities.
- (3) Support the organization of activities promoting Thai culture in important festivals such as Songkran Day.

3.7) Government Agencies

The Company attaches significance to government agencies as one of the Company's stakeholders and has clearly defined guidelines for engaging in transactions with government agencies in Code of Conduct and Apex Anti-corruption Policy. Furthermore, the Company ensures strict compliance with relevant laws and regulations despite varying conditions, procedures, or practices in each locality. In addition to refusing to engage in an act that could provide an incentive for officers in government agencies to commit an inappropriate or unlawful deed, the Company also cooperates with government agencies in providing academic assistance or support for various activities and is open to comments, suggestions, and complaints from government agencies.

3.8) Mass Media

The Company attaches great importance to the disclosure of information to the media, to be able to communicate with the public in a correct and timely manner. It emphasizes on providing timely, accurate, open and transparent information. In addition, there are activities to create serious and continuous engagement with the media. Including building good relations with the media such as an analyst meeting program to introduce projects and publicize the progress of various projects to shareholders, investors, media interest activities and participation in academic and social activities of the media.

3.9) Competitors

The Company has a policy to treat competitors fairly under an honest competition framework. The Company is committed to carrying out business fairly in compliance with the law and Apex Code of Conduct and with

concern for trade ethics and transparency. The Company also refuses to gain an unfair advantage over its competitors through unlawful activities, seek confidential information through unethical or inappropriate means, engage in any action that violates competitors' intellectual properties rights, and destroying competitors' reputations with defamatory. In addition, the Company supports and promotes free trade.

3.10) Civil Society Sector, Academia, and Opinion Leaders

The Company conducts business with concern for social responsibility and all stakeholders. In addition to full, accurate, transparent, verifiable disclosure of information, the Company recognizes the importance of comments and suggestions from the civil society sector, which reflect issues that the Company can improve to create values and benefit for society by focusing on the care and the creation of value for society and communities as well as strive to extent to the industry in order to create a shared business practice for sustainability.

Contacts for Stakeholders

The Company has opened up opportunities for stakeholders to offer suggestions, which will then be compiled, screened, and reported to the Company's top executives and the Board of Directors, through the following channels:

Apex Development Public Company Limited

Address 900 Tonson Tower 18th Floor Zone A Ploenchit Road,
Lumpini Sub-district, Pathumwan District, Bangkok 10330
Tel. 02-636-2465-70

Company secretary: e-mail: jamnong.s@apexpcl.com

Investor relations: e-mail: prattana.ng@apexpcl.com

In addition, the Company has also provided channels through which employees and external stakeholders can contact, offer opinions, lodge complaints, and report violation cases, namely the Helping Line (Opinion Box) and www.apexpcl.com (for other stakeholders) for further actions to be taken. The procedures are as follows:

- Employees or stakeholders file reports via the designated channels. The information provided is considered confidential and revealed only as necessary. The Company has also put in place informant/complaint lodger protection measures, and the investigation does not require the revelation of the informant's identity or the information source. In addition, informants can demand appropriate protection measures or the Company might implement extra protection measures without having received any demand informants if the issue can potentially cause damage or dangers.
- Delegates receive complaints, verify the validity, and conduct a preliminary investigation with meticulousness to reach a conclusion within 30days. Progress reports are also made to the informants if their identities are identified.
- In the event that a violation is proven, an investigation committee will be formed to pass judgment and determine the punishment. Then, the corruption or complaint will be reported to the Audit Committee and the Board of Directors.
- Should stakeholders desire to contact the Board of Directors directly without going through the management in order to report cases of rights violation, corruption, non-compliance with laws or ethical practices which might be related to an executive, they can file reports to the Company's Board of Directors via independent directors at Email: prattana.ng@apexpcl.com

4. Disclosure and Transparency Section

The Company recognizes the importance of information disclosure because it greatly affects decision-making by investors and stakeholders. It is necessary, therefore, to define and administer measures concerning the disclosure of information, both financial and non-financial. Information disclosed via the SET Portal of the Stock Exchange of Thailand and Apex's website shall be complete, sufficient, transparent, reliable and up-to-date, written in both Thai and English.

Furthermore, the Board of Director is committed to adhering to Apex's guidelines for disclosure of relevant information to systematize the Company's practice of disclosure, prevent potential damage that results from inappropriate disclosure, and ensure shareholders, investors, the public, and stakeholders that the Company's disclosure is accurate, clear, compliant with the law, and equitable. To this effect, the Company has defined parties entitled to disclosing key information not yet publically disclosed, established guidelines for the disclosure of various types of information to the public, and designated a period before general public disclosure in which extra caution must be exercised.

The Company is committed to obeying the law, and the regulations and obligations mandated by the Securities and Exchange Commission (SEC), the SET and relevant government agencies. Regular amendment takes place to ensure that the Company is up-to-date in its adherence to laws, regulations and obligations, and to guarantee The Company's transparency in conducting business. For example, the Company:

1. Compile reports as required by laws related to directors and chief executives and submit such reports to the Securities and Exchange Commission, which include:
 - 1.1 Report of the holding of the company's securities upon the first appointment as the company's director or executive (Form 59-1) within 30 days of the date of appointment.
 - 1.2 Report of change in holding upon every purchase, sale, transfer or acceptance of transfer of the company's securities (Form 59-2), within 3 days from the date of such change.
 - 1.3 Disclosure of names of the directors and executive of the company that issues the securities (Form 35E-1), within 7 business days from the date of appointment.
2. Establish a policy that requires the Company's directors and executives to report their own interests, and those of any related persons, which are vested interests relating to the management of the Company or its subsidiaries. The criteria and reporting procedures are as follows:
 - Report when first taking office as a director or executive.
 - Report every time there is a change in director's or executive's vested interests.
 - Report at every-year-end.
 - In the event that a director retires by rotation and is re-elected, he is not required to submit another report if there is no change to his stakes.
 - Directors and executives must submit their Reports on Interests via the company's secretary, who submits copies to the chair of the Board of Directors and the chair of the Internal Audit Committee within 7 working days upon receiving the reports.

3. In 2020, the Board of Directors established a policy requiring all the directors to disclose/report their securities trading to the Board of Directors' meeting and the ordinary shareholdings of their spouse and minor children, to the Board of Directors' meeting for acknowledgement.
4. Prepare a report on the Board's responsibility for financial statements and present it along with the Audit Committee's report in the Annual Report.
5. Disclose accurate, complete and timely financial information and non-financial information.
6. Publish Notice of Annual General Meeting of Shareholders and Annual Report within 120 days after each financial year-end.
7. Publish minutes of the latest Annual General Meeting of Shareholders on the Company's website.
8. Disclose the roles and responsibilities of the Board of Directors and Sub-committee, the number of meetings held, and the number of meetings that each individual director and Sub-committee member attended.
9. Disclose the date of the director's appointment in the Company's annual report.
10. Disclose the Board member selection process and the Board's performance assessment.
11. Disclose the policy on the remuneration of directors and top executives, including forms, types and amount of remuneration for each committee member.
12. Disclose details of each individual director's attendance of courses offered by the Thai Institute of Directors Association (IOD).
13. Disclose detailed information on the operations and investment structure of subsidiaries and associate companies.
14. Disclose the audit fee and other fees in the Company's annual report.
15. Disclose the Company's Memorandum of Association and Articles of Association on the Company's website.
16. Disclose the charter of the Audit Committee and Governance.
17. Disclosure of good corporate governance policy.
18. Disclosure of audit and internal control policy.
19. Disclosure of risk management policy.
20. Disclosure of anti-corruption policy.
21. Reveal significant investment projects and relevant impacts of the projects via the SET Portal of the Stock Exchange of Thailand and Apex website to ensure that shareholders, investors, the press, and related parties are kept informed of information accurately, extensively, and transparently.

The Company's Information Distribution Channels

The Company places great importance upon transparency and full disclosure of significant financial, operational, and other relevant information, so that it is accurate, complete, and timely. In addition to fulfilling legal and SET reporting requirements, the Company has established its own broad infrastructure of dissemination channels to reach interested parties. These communications channels include:

1. The Investor Relations Department, which is responsible for direct communication with both local and international investors.

2. Activities to disseminate policy and operational guidelines to employees. Systematic distribution to the media of press releases, photo captions, news stories, advertisements, and social media such as New Stock Newspaper, Inside Stock, Bangkok Post Newspaper, Bangkok Business, Post Today.
3. Publications and media, such as annual reports and news public relations of project for development other in especially issue Newsletter.
4. Disclose the information through website: www.apexpcl.com social media and QR Code

The Investor Relations Department

The Investor Relations Department of Apex is responsible for communications with institutional investors, retail investors, shareholders, analysts and relevant government bodies on an equal and fair basis. Should the shareholders require additional information, they can contact the Investor Relations Department directly as follows:

Company Secretary: email: jamnong.s@apexpcl.com

Investor Relations: email: prattana.ng@apexpcl.com

5. Responsibilities of the Board of Directors Section

Board of Directors' Structure

The Company requires independent director account for at least one third of all directors, or at least 3. At present, the Company's board of directors consists of 9 experienced, knowledgeable and capable directors as follows:

- | | | |
|--------------------------|---|---------|
| - Executive Director | 3 | persons |
| - Non Executive Director | 6 | persons |
| - Independent Director | 4 | persons |

All directors are independent in their opinions. The Company attaches great importance to the opinions of independent directors. In the event that the independent directors disagree or disagree on any matter, the matter must be reviewed to reach a clear and transparent conclusion on this matter.

The Board of Directors has determined the qualifications of persons to hold the position of independent directors according to the minimum framework of the definition of independent directors, announced by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as follows:

1. They must hold no more than 1% of all voting shares in the company, subsidiaries, affiliates, or in the companies which are major shareholders or have controlling power over the company. The shareholding includes that of those related to the particular independent director.
2. They must not have been or are not involved in the management, or employees, wage earners, or advisors on the payroll, or controlling persons of the company, its subsidiaries, affiliates, or equivalent companies, or juristic persons now and at least 2 years before their appointment as independent directors. Former civil servants for advisors of government agencies which are major shareholders or controlling persons are not included.
3. They are not related by blood or registration as parents, spouses, siblings, or children, spouses of any of the children to members of the management, major shareholders, those exercising control, or those

about to be nominated as members of the management or controlling entities over the company or subsidiaries.

4. Have absolutely no vested interests in the company, its subsidiaries, affiliates, or major shareholders, or controlling entities of the company, which could obstruct their independent judgment. They are not either a significant shareholder or a controlling shareholder who has business relationship with the company, subsidiaries, affiliates now and at least 2 years before their appointment.
5. They do not serve as the auditor of the company, subsidiaries, affiliates, the parent company, or controlling entities, or a significant shareholder (with over 10 per cent of voting shares including connected persons) of the company, controlling entities, or a partner of the audit firm of which auditors perform their jobs on the company, subsidiaries, affiliates, the parent companies or controlling entities at least 2 years before their appointment.
6. They do not serve as a professional service provider, including legal or financial services of which fees more than 2 million baht per year are levied on the company, subsidiaries, affiliates, the parent company, or controlling entities, or a significant shareholder or a partner of the professional service provider at least 2 years before their appointment.
7. They are not appointed to represent the directors of the company, major shareholders, or shareholders who are related to major shareholders.
8. They do not operate a company with the similar nature to and significant competition with the company, subsidiaries or affiliates, or hold a significant ownership in a partnership or act as a director with management power, employees, wage earners and advisor on payroll, or hold over 1% of voting shares of other companies which operate in the same industry or present significant competition against the company or subsidiaries.
9. Have no other characteristics that could bar the expression of their free views on the company's operations.

Responsibilities of the Board of Directors

The Board consists of knowledgeable, capable, skilled and experienced persons who realize their roles and responsibilities, which resulted in efficient operations. The Board takes part in formulating the vision, mission, strategies, goals, business plans and resource allocation, to ensure the management's efficient and effective implementation.

The Board values good corporate governance, to enhance transparency and the company's competitiveness. To instill trust among shareholders, investors and all stakeholders, there is the written corporate governance policy which is reviewed once a year to fit the environment, business direction and international standards.

To prevent conflicts of interest or connected transactions, the Board assigned sub-committees with clear segregation of roles. There are policies, code of practices and the procedure to approve transactions which might carry conflict of interest, as guidelines to executives, employees and relevant parties. Such cover the criteria in endorsing connected transactions, the use of inside information and information disclosure. The Board also demands the management to regularly assess business risks and formulate risk preventing and

mitigation measures, and report them to the Board these include the risks that may affect the company's performance, as specified in item "Risk Factors"

Board Meetings

The Board holds quarterly meetings, aside from extra meetings as necessary, with clear and prepared agenda, to review the quarterly results as well as monitor progress. The chairman and CEO will jointly review the issues, before bringing them up to the Board's meetings. Each director is allowed to propose their own agenda.

In each meeting, the chairman allocates sufficient and ample time for discussion. Meeting minutes are written and the minutes, approved by the Board, are stored for inspection by the Board and relevant parties. The minutes of the board of directors and sub-committees are in "Management Structure" and "Sub-committees"

Board of Directors' self assessment

Executive Directors conduct at least once a year on a yearly basis of evaluation to assess performance in part of their responsibility and the performance evaluation is presented to the company's Board of Directors to compare with performance in the past.

Remuneration

The company has appointed the Nominating and Remuneration to consider remuneration principles and policies for managing director, directors and advisors and determine bonus, salary adjustment annually and during the year, and other benefits to staff in each level. Remuneration determination is based on experience, duty and scope of responsibility, and compare with other companies in the same industry.

Directors and Management Improvement

The company is aware of the importance of human resources for the company's directors, they participated in trainings held by Thai Institute of Director and aimed to develop and support directors to take practices of good corporate governance in organization.

Separation of the Roles of the Board of Directors and the Management

The Company defines clear roles and responsibilities regarding the Board of Directors and the management. The Board shall be responsible for establishing the policies and overseeing the management's implementation of those policies. The management, on the other hand, shall be responsible for implementing the policies formulated by the Board, and ensuring that these are carried out as planned. The Management is authorized to manage the Company's operations in accordance with the policies set by the Board; take responsibility for the Company's operating results; control expenses and capital expenditures within the limits approved by the Board in the annual operating plan; manage human resources in line with the prescribed policy; resolve problems or conflicts that affect the Company; and maintain effective communication with the stakeholders.

Corporate Social Responsibilities: CSR

Company Policy on CSR

Apex Development Public Company Limited and its subsidiaries hold CSR as the main policy in business in 2019 as defined in our vision “Apex endeavors to create more value (Enhancing Value) in property development projects with the philosophy of creating good rental return on short and long-term investment for our investor-buyers that have purchased condominium or residences from the company, and build good appreciation in value (Property Value) in the long-term for the property on a continuous basis. At the same time, we endeavor to create a solid foundation of profitability and good share value for our investors as a whole”

The company defined its CSR policy as

“Apex Development Public Company Limited: Apex strives to be the leader in high quality property development with innovative thinking and creativity. Operation of business with good corporate governance and support the growth of Thailand’s economy to prosper on a continuous basis”

We instill and encourage employees to be responsible to society. The objective of our CSR is to build business and society for sustainable growth.

The Importance of Responsibilities on Business and Social

The Company has emphasized the important to these issues in operating the business such as:

Ethical Business Operation: The Company has set the policy to promote the free trading competition, not applying monopoly power, and not supporting the operation with characteristics in violating intellectual property and infringing a copyright. Besides, there is support for trading partner with social responsibility such as not using child labor or using illegal labor etc.

Anti-Corruption: The Company has set the policy to counter corruption by having adequate audit and preventive system including performing business operation with ethic. The transaction that might cause the conflict of interest will be disclosed.

Anti-Corruption Policy

Apex determined to conduct its business by striving regard to social responsibility and the best interests of its stakeholders in alignment with the principle of corporate governance including policy and guideline to every group related stakeholders of Apex in order to corroborate the company’s standpoint and emphasize on every anti-corruption case.

Anti-Corruption Definition:

Corruption means any types of bribery such as an offer, promise, guarantee, inquire or acquisition on money, asset, or other inappropriate benefits from the government officers, government sectors, private sectors, or responsible person either in direct or indirect action. Exception shall be applied in case of laws, regulation, statement, standard, custom, or business traditions enable to do so.

Anti-Corruption Policy

Directors, Management Team, and Apex staffs are prohibited from operating or accepting every type of corruption both in direct or indirect manner. Moreover, the Anti-Corruption Policy is needed to be reviewed regularly.

Roles and Responsibilities

1. The Board of Directors is responsible for determining the policy, monitoring, and forming an effective system supporting Anti-Corruption act; and cultivates Anti-Corruption mindset as the company's culture.
2. The Audit Committee is responsible for revision of financial and accounting reports, internal control, internal audit function, and risk management so that such operations are effective.
3. Apex top executives and the management are responsible for determining Anti-Corruption system, promoting, and encouraging Anti-Corruption manner conveyed to all staff and related parties including reviewing the appropriation of system or regulation.

Anti-Corruption Guidelines

1. The Board of Directors, the management team, and Apex staff in every level must follow with Anti-Corruption Policy by avoiding involving with any course of corruption by direct or indirect manner.
2. Apex staff shall not be negligent when he and/or she encounter or witness any corruption conditions. All staff must notify such act to supervisors or responsible person, including collaborate with investigation.
3. Apex shall provide fairness and safeguard for staff that denies or informs corruption.
4. A person who commits the corruption shall be disciplined according to the specified regulations. Conviction on laws shall be applied in case such act violates the laws.
5. Apex strives to instill its staff by realizing that corruption is unacceptable in every business transaction dealing with both public and private sectors.

Provision in Implementation

To stress the attention on processes which incur a high risk in corruption, the Board of Directors, the management team, and the Apex staff in every level must conform carefully in the following courses of action.

- 1) Offering gifts or entertainment and hospitality activities must be for commercial purpose only.
- 2) Granting contribution or receiving the aid must be assured that such transaction shall not be claimed as a bribery act.
- 3) Business relation and procurement process with the public sector; all types of bribery or illegal payments are prohibited in all business transactions, and connections to the government. Such implementation must be proceeded transparently and in alignment with related laws and regulation.

In case that there is any complaint, complainer shall make a verbal complaint or by sending complained letter to supervisors or upper level management. The complainer shall receive fully safeguard with fairness. As the result the company shall set up the fact finding committee to investigate such matter. The other alternative is

to report such complaint on the company website www.apexpcl.com column: Contact Us. For the past year, no complaint has been reported.

Respect on Human Right: The Company has set the policy that will not involve in violating the human right, no forced labor and anti-using child labor. On policy level and practical guideline, there is no discrimination on employment against gender, race, and religious etc.

Fair treatment to Labor: The Company has set up Personnel Administration Committee by the meeting has been taken place regularly as to encourage the workers participation and to be the channel for making better understanding between the Company and its workers.

On welfare: Besides wage, salary, allowance, bonus and overtime the Company has provided its employees with provident fund name "Provident Fund" with Krungsri Asset Management acts as fund manager. The employees who are fund members have to contribute counterpart funds by letting the Company to deduct from wage at rate of 3 percent of wage. In the meantime, the employer has to make the counterpart fund in the same day that fund member make the counterpart fund at the rate of 3 percent of wage too.

Consumer responsibilities: the Company has set the policy to create project and services that are worthy to society and environment with the acceptance of International Standard by many projects are continuously developed to serve the consumer satisfaction. The corrected and appropriated information of project and services: It has to be disseminated to consumers with details and problem solving for customer when quality problems arise. But no complaint has been reported about the impact or any hazard from using the services by operates follow up EIA report to support all project of company.

Customer rights protection: the Company has set the policy to keep the information of customer privately and training its employees to better understand the rights of customer private. Fair marketing: the Company has carried on fair marketing practice with no exaggerated advertisement or unethical action.

The company has adjusted the vision of the organization to have responsibilities towards the society. Besides profit which is the main purpose of all companies, and the responsibilities to all part of the society, it is not specific to any individual. Another important point is to build the right knowledge and understanding of CSR for all employees in the organization. CSR should not be a nice word or activities for marketing promotion for company image by only giving donation. It should be a real project to create pro per CSR activities in the future.

Internal control and supervision of the use of inside information

The assessment of the company's internal control system shall be summarized in various key elements as follows:-

The company realizes the importance of internal control system by assigned internal independent unit, which is the Dharmniti Internal Audit Company Limited to be internal auditor of the company, in order to emphasize having adequate and proper internal audit and control systems for its business and to prevent possible damages and impacts on the company. The assessment of the company's internal control system focuses on various key elements such as organization and environment, risk management, control of work effectiveness of administrative department, management information systems and communications, and follow-up and monitoring activities etc.

The company has specified that the result of the assessment of internal control system for the year 2020 be reported directly to the Audit Committee on a regular basis. If the Audit Committee has the opinion concerning the company's internal control system, the auditor shall propose the guidelines to solve the problems, and set up regulation in various working units to continuously monitor the impact of problems including risk prevention and anti-corruption that might cause the company the loss of benefits. No problems are found from assessment report including any significant deficiencies. Moreover, the company recognizes the importance of various suggestions and remarks in order to improve the internal control system that is suitable and sufficient to work efficiently and effectively.

Thus, various key elements of internal control and audit system of the company can be summarized as follows:-

1. Control environment

To consider the adequacy of the internal control system, the operation control of various matters according to terms and conditions, and the company's policy as required by Notification of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

- To consider the company's organization and working system that support good internal control.
- To set an operational plan and budget to be used as guideline for practice of internal audit and control working unit.
- To select a capable and recognized auditor.
- To support personnel development program that convinces staff members of the importance of internal audit and control.

2. Risk assessments

To consider the internal and external factors that might prevent the company from achieving the main goal of organization by making 3 types of risk assessment which are as follows:

- Operational Risks
- Financial Risks
- Compliance Risks

This shall lead to the audit plan and control activities that are according to the assessed risk level.

3. Control activities

To set internal audit and control standard by taking into consideration the following:

- To divide role and duty to create balancing in the business operations among units and staff members at all levels.
- To approve and/or authorize for taking action in various transactions according to the rules and regulations of the company.
- To supervise assets by covering transaction record of both acquisition and disposal of assets including the exploitation of the company's assets.
- To review by making verification and checking reconciliation.

4. Information system and communication

To review information system and communication to ensure the following factors:

- To have an adequate communications throughout the organization, by covering communications between executives and staff members; among working units, and among staff members; including among other outside persons of the company.
- To have accurate and adequate information to support the decision making of the company
- To have clear communications.

5. Monitoring

The audit committee requires in having the monitoring system to ensure that business is regularly operated in accordance with working processes and procedures. The said processes and procedures are set to improve and to be in line with the current situation, so the update is required to prevent risk of the organization. Moreover, monitoring must be performed by the independent unit that is not related to the monitored operational units.

Audit Committee Report

The Audit Committee of Apex Development Public Company Limited (“Apex”), whose mission is scheduled for three years each term, comprises of three independent committees as follows;

Mr. PadoongpunJantaro	Chairman of Audit Committee
Mr. SiripongSilpakul	Member of Audit Committee
Mr. ChatchawanTriamvicharnkul	Member of Audit Committee

The Audit Committee shall perform the duties independently as assigned by the Board of Directors in order to assist the company by reviewing to ensure the company with good and adequate corporate governance.

In the 2020 fiscal year, being assigned by the Company’s Board of Directors, the Audit Committee fully completed their tasks and responsibilities, as specified on the Audit Committee’s Charter, complying well with benevolent regulations and principles of the Auditing Committee that are stipulated in the Notice of Stock Exchange of Thailand. During this period, the Audit Committee held a total of 4 meetings of which the essence can be summarized as follows;

1. Reviewed the company’s financial statement, the Audit Committee reviewed significant information in the quarterly and annual financial statements of the company for the year 2020 by working together with the Administration Division and the company’s auditors. The Auditing Committee is of the opinion that the company’s financial statement has been prepared on the basis of Thai General Accepted Accounting Principles, where accounting policies were appropriately applied with regularly conducts through attentive consideration and the most accurate forecast in preparation. In addition, crucial information was adequately disclosed in the appendix of the financial statement, being beneficial to the decision making of the company’s financial statement users. Therefore, the Audit Committee approved the said financial statements that were reviewed and audited by the company’s auditor without reservation.
2. Scrutinized the company’s operations by strictly complied with the laws on securities and stock exchange laws of the Stock Exchange of Thailand as well as the other laws relating to the company’s business operations. The Audit Committee reviewed compliance with code of conduct and corporate governance and revealed that directors and employees strictly followed prescribed principles. The Board of Directors consistently and continuously instilled a series of ethics and morality into every level of employees. This year, the company continues to conduct its business in line with the principles of sustainable development and corporate governance by compiled the “Anti-Corruption Policy” into a formal written document.
3. Considered and reviewed the connected transactions or transactions that may lead to conflicts of interest between the company, affiliated companies, related persons, and related businesses to ensure that these transactions were completely correct. The Auditing Committee was of the opinion that such transactions were conducted in a reasonable manner by taking into account the benefits of shareholders. All in all, the disclosure of such connected transactions is accurate, unabridged, and sufficient.

4. Reviewed and ensured the company has an appropriate internal control system and well adequate governance to affirm that the company's activities achieve the purpose and goals of the company. The Auditing Committee has the opinion that the company has currently assigned the external independent auditors to conduct internal audit and control, of which the results have been directly reported to the Auditing Committee in a frequent and continual manner for at least four times a year. In doing so, it is rationally affirmed that the company applies decent and sufficient internal control systems to detect its weaknesses as well as to prevent it from any malpractice or prominent anomalies.
5. In compliance with the regulations of the Securities Exchange Commission (SEC) stated that listed company shall set the auditor rotation every 5 years. The company can appoint new auditor that belongs to the same accounting office with the existing auditor and auditor(s) who retired from duty as auditor by rotation at least 2 fiscal years. To be in line with the Company's business expansion, the Audit Committee has considered and proposed the appointment of the current auditor; as PricewaterhouseCoopers ABAS Co., Ltd. (PwC) as the Company's auditors and fix remuneration for the year 2020 with the names of auditors and CPA license numbers as Mrs. AnuthaiPhumsurasakul C.P.A. (Thailand) No.3873 or Mr. BoonlertKamolchanokkul C.P.A.(Thailand) No.5339 or Mr. VichienKhingmontri C.P.A. (Thailand) No.3977
6. Reviewed corporate governance policy and the company's code of conduct to meet the international standard and is appropriate to the company's business operation.

In conclusion, the Audit Committee is of the opinion that in the past year the Company has prepared financial reports and disclosed sufficient information in accordance with generally accepted accounting principles. There is an effective risk management and internal control system, as well as having good corporate governance.

In capacity of Audit Committee



(Mr. PadoongpunJantaro)

Chairman, Audit Committee

Related Parties Transactions

As at 31 December 2020, the majority of the Company's shares are held by Sampawakoo family by 48.48% (2019 : 47.50%) of the Company's authorised share capital. The significant investments in subsidiaries are set out in Note 23.

The relationships between the Company and related parties are as follows:

Individual/Related company's name	Relationship with the Company
Apex Asset Co., Ltd.	Subsidiary
Grand Bay Residence Co., Ltd (formerly "Mai Khao Beach Hotel Co., Ltd.")	Subsidiary
World Record Sailing Yacht Co., Ltd.	Subsidiary
Apex Krabi Development Co., Ltd.	Subsidiary
Andaman Hotel Co., Ltd	Indirect subsidiary
Long Beach Hotel Co., Ltd	Indirect subsidiary
Grand Bay Hotel Co., Ltd.	Joint venture
Spinnaker Holdings Co., Ltd.	Common directors and holding by majority shareholder
Thai Seri Property Co., Ltd.	Common directors and holding by majority shareholder
P.S.M. Development Co., Ltd.	Common directors and holding by majority shareholder
Kor Mountain Agricultural Development Co., Ltd.	Common directors and holding by majority shareholder
Open Construction Co, Ltd.	Common directors and shareholders
The Management of Silom Plaza Building Co., Ltd.	Common directors and shareholders
Grand Pacific Hotel Ltd.	Common directors and shareholders
Bangkok Alzey Co., Ltd.	Common directors and shareholders
Liana Co., Ltd.	Common directors and shareholders
Worldwide Asset Development Co., Ltd.	Common directors and shareholders
Silom Shopping Plaza Co., Ltd.	Common directors and shareholders
Sukhumvit Shopping Plaza Co., Ltd.	Common directors and shareholders
Stamford Business Administration Co., Ltd.	Common directors and shareholders
Island Lagoon Holdings Co., Ltd.	Common directors and shareholders
Brooker Group Plc.	Relationship by shareholder

During the years, the Group has business transactions with its subsidiaries and companies/related parties. Such transactions, which have been concluded on the terms and basis as determined by the Company and those companies/related parties and are in the normal course of business, are summarised below:

1) Significant transactions

	Consolidated		Separate		
	financial statements		financial statements		Pricing policies
	2020	2019	2020	2019	
	Baht	Baht	Baht	Baht	
Transfer of land					
Subsidiary (Note 18)	-	-	-	64,037,940	Contract price
Indirect subsidiaries (Note 18)	-	-	-	5,659,800	
	-	-	-	69,697,740	
Transfer of construction in progress					
Subsidiary (Note 18)	-	-	-	24,542,257	Contract price
Indirect subsidiaries (Note 18)	-	-	-	1,693,620	Contract price
	-	-	-	26,235,877	
Interest expenses					
Related parties (Shareholders/directors)	1,228,553	961,216	1,228,553	961,216	Contract rate

2) Outstanding balances

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Other account receivables				
Subsidiaries	-	-	75,684,269	79,096,771
Indirect subsidiaries	-	-	12,304,174	8,762,173
A joint venture (Note 15)	11,675,000	-	11,675,000	-
	11,675,000	-	99,663,443	87,858,944
Receivable from joint venture				
A joint venture (Note 22)	100,000,000	-	100,000,000	-
Interest receivables				
A joint venture (Note 15)	34,506,771	-	34,506,771	-
Accrued interest expenses				
Related parties				
(Shareholders/directors) (Note 31)	973,266	133,721	973,266	133,721
Other account payable				
Subsidiaries (Note 31)	-	-	898,000	-

3) Short-term borrowings from related parties

Short-term borrowings from related parties as at 31 December 2020 and 2019 comprise the following:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Related parties				
(Shareholders/ directors) (Note 32)	52,610,000	22,700,000	52,610,000	22,700,000
	52,610,000	22,700,000	52,610,000	22,700,000

As at 31 December 2020 and 2019, borrowings from related parties have the following conditions:

Short-term borrowings from	Terms of payment	Interest rate per annum (%)		Collateral
		2020	2019	
Shareholder/director	At call	4.0	4.0	-
Director	19 March 2021	10.0	-	Debentures total value of Baht 10 million

The movements of short-term borrowings from related parties for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
As at 1 January	22,700,000	75,000,000	22,700,000	75,000,000
Add Addition	52,110,000	49,000,000	52,110,000	49,000,000
Less Repayments	(22,200,000)	(101,300,000)	(22,200,000)	(101,300,000)
As at 31 December	52,610,000	22,700,000	52,610,000	22,700,000

4) Key management compensation

Directors and managements' remuneration comprises salaries, other benefits, and other remuneration.

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Short-term employee benefits	19,297,487	24,727,700	19,297,487	24,727,700
Post-employee benefits	634,956	1,376,041	634,956	1,376,041
	19,902,443	26,103,741	19,902,443	26,103,741
Directors' remuneration				
Short-term employee benefits	1,650,000	2,180,000	1,650,000	2,180,000

Investments in subsidiaries (net)

Investments in subsidiaries as at 31 December 2020 and 2019 comprise the following:

			2020			
Company name	Business Type	Country of incorporation	%Ownership interest	%Voting power	Paid-up capital Baht	Cost method Baht
Subsidiaries						
Apex Asset Co., Ltd.	Real estate	Thailand	100	100	1,000,000	999,500
Grand Bay Residence Co., Ltd. (formerly “Mai Khao Beach Hotel Co., Ltd.”)	Real estate	Thailand	100	100	1,250,000	1,249,925
	Organise sport competition					
World Record Sailing Yacht Co., Ltd.	competition	Thailand	100	100	250,000	249,925
Apex Krabi Development Co. Ltd.	Real estate	Thailand	100	100	232,000,000	231,999,960
						234,499,310
Less allowance for impairment						(2,499,350)
						231,999,960
Indirect subsidiaries						
Andaman Hotel Co., Ltd.	Real estate	Thailand	100	100	290,000,000	289,999,925
Long Beach Hotel Co., Ltd.	Real estate	Thailand	100	100	123,000,000	122,999,925
						412,999,850

Investments in subsidiaries as at 31 December 2020 and 2019 comprise the following (Cont'd):

Company name	Business Type	Country of incorporation	2019			
			%Ownership interest	%Voting power	Paid-up	Cost
					capital Baht	method Baht
Subsidiaries						
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	100	100	468,900,000	468,899,700
Less Reclassified to non-current assets held for sale			(50)	(50)	(234,450,000)	(234,450,000)
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	50	50	234,450,000	234,449,700
Apex Asset Co., Ltd.	Real estate	Thailand	100	100	1,000,000	999,500
Mai Khao Beach Hotel Co., Ltd.	Real estate	Thailand	100	100	1,250,000	1,249,925
	Organise sport competition					
World Record Sailing Yacht Co., Ltd.	competition	Thailand	100	100	250,000	249,925
Apex Krabi Development Co. Ltd.	Real estate	Thailand	100	100	232,000,000	231,999,960
						468,949,010

Indirect subsidiaries

Andaman Hotel Co., Ltd.	Real estate	Thailand	100	100	290,000,000	289,999,925
Long Beach Hotel Co., Ltd.	Real estate	Thailand	100	100	123,000,000	122,999,925
						<u>412,999,850</u>

As at 31 December 2019, the Company classified assets and liabilities of Grand Bay Hotel Co., Ltd. as non-current assets held for sales and liabilities directly associated with non-current assets held for sale because the Company entered into a joint venture agreement with a company as disclosed in Note 20.

The movements of investment in subsidiaries for the years ended 31 December 2020 and 2019 comprise the following:

	Separate financial statements	
	2020	2019
	Baht	Baht
Opening balance	468,949,010	469,299,050
Additions during the year	-	236,599,810
Disposals during the year	-	(2,499,850)
Reclassifications to non-current assets held for sale	-	(234,450,000)
Change in ownership interest in subsidiary	(234,449,700)	-
Allowance for impairment	(2,499,350)	-
Closing balance	<u>231,999,960</u>	<u>468,949,010</u>

Policies of the Connected Transaction

The Company has the policies of the transactions that comply the regulations in the normal business of the company and have actions as the rules with the policies of reasonable prices and as the condition on the price reference and the reasonable condition of the markets by the approval of the clear and justice consideration as the related regulation. The transaction in the future must be examined by the committee of the audit and/or the Boarding of the Directors about the reasonable always, inspect the prices and any other conditions, according to the regulations, to be normal situation or not. And the Executive Officer who has the benefit will not be in part of the transaction. And after in SET, the Boarding of Directors will take care of the company to comply with the regulation of SET, the notice and the rules of SET and of the committee of the capital market, to practice to overt the information of the transaction and the profit of the company of branches and to follow the accounton standard by the audit.

In case of the Company or the subsidiary has the transaction between person which has the controversy as above, the Company will present the audit to have the consideration and comment on necessary, reasonable and proper transaction. And in the case that the audit is not the professional, the company will send to the professional person such as the appraisal to have comment on the transaction vy the specified person and will bring the opinion to be the consideration of the Board of Directors to make sure that the transaction is not for transfer any profit between companies and/or branches or the person who has the controversial with the company, but the transaction for shareholders benefit.

Financial Position & Consolidated Financial Performance

Compare Statement of Financial Position 3 year of Company

Statement of Financial Position

Statement of Financial Position	Audited Financial Statements					
	31-Dec-18		31-Dec-19		31-Dec-20	
	Million THB	%	Million THB	%	Million THB	%
Assets						
<u>Current Assets</u>						
Cash and cash equivalents	13.63	0.47	35.56	0.94	6.05	0.20
Financial assets measured at fair value through other comprehensive income					0.06	0.00
Short-term investments, net	0.20	0.01	10.19	0.27	-	
Trade and other receivables	38.54	1.33	38.87	1.03	37.32	1.21
Short-term loans	-		-		-	
Land and real estate for sales	156.75	5.43	119.44	3.17	82.17	2.66
Land and real estate under development	2,239.94	77.56	3,013.32	80.06	2,428.34	78.58
Other current assets	37.98	1.32	50.73	1.35	40.98	1.33
Non-current assets held for sale	-		352.79	9.37	-	-
Total current assets	2,487.04	86.12	3,620.89	96.20	2,594.92	83.97
<u>Non-current assets</u>						
Restricted deposits at a bank	2.30	0.08	1.98	0.05	21.27	0.69
Restricted short-term investments (net)	79.40	2.75	-	-	-	-
Advance payments for business investment	-	-	-	-	-	-
Non-current portion of other receivables	-	-	-	-	46.18	1.49
Receivables from joint venture	-	-	-	-	100.00	3.24
Investment in a joint venture	-	-	-	-	180.97	5.86
Land and real estate sold with long-term income guarantee/ buy-back condition	58.66	2.03	58.66	1.56	58.66	1.90
Plant and equipment (net)	40.79	1.41	43.92	1.17	21.66	0.70
Right-of-use assets (net)					30.18	0.98
Intangible assets (net)	13.71	0.47	27.22	0.72	20.86	0.68
Deferred tax assets (net)	-		-		-	
Prepaid withholding tax	14.51	0.50	7.73	0.21	9.31	0.30
Other non-current assets (net)	191.51	6.63	3.56	0.09	6.22	0.20
Total non-current assets	400.88	13.88	143.10	3.80	495.31	16.03
Total assets	2,887.92	100.00	3,763.96	100.00	3,090.23	100.00

Statement of Financial Position

Statement of Financial Position	Audited Financial Statements					
	31-Dec-18		31-Dec-19		31-Dec-20	
	Million THB	%	Million THB	%	Million THB	%
LIABILITIES AND EQUITY						
<u>Current liabilities</u>						
Trade and other payables	320.05	11.08	433.67	11.52	546.14	17.67
Short-term borrowings (net)	636.70	22.05	1,301.92	34.59	1,363.33	44.12
Current portion of long-term loans from financial institutions (net)	43.93	1.52	36.35	0.97	17.77	0.58
Current portion of lease liabilities (net)	0.87	0.03	0.61	0.02	2.06	0.07
Debentures (net)	-		733.49	19.49	755.00	24.43
Deposits and advances received from customers	266.17	9.22	410.29	10.90	404.06	13.08
Provision for guaranteed returns	4.61	0.16	0.54	0.01	0.87	0.03
Provision for delivery delay	-		7.13	0.19	7.13	0.23
Deposit received from shares of subsidiaries	-		167.00	4.44	-	-
Other current liabilities	16.31	0.56	357.88	9.51	33.77	1.09
Liabilities directly associated with non-current assets held for sale	-		6.81	0.18	-	-
Total current liabilities	1,288.64	44.62	3,455.68	91.81	3,130.13	10.29
<u>Non-current liabilities</u>						
Long-term borrowings from financial institutions (net)	98.27	3.40	16.08	0.43	1.20	0.04
Finance lease liabilities (net)	0.81	0.03	0.43	0.01	28.63	0.93
Unearned revenue	94.13	3.26	94.13	2.50	94.13	3.05
Debentures (net)	783.16	27.12	-		-	
Deferred tax liabilities (net)	8.58	0.30	10.81	0.29	22.89	0.74
Employee benefit obligations	13.62	0.47	7.65	0.20	6.10	0.20
Total non-current liabilities	998.56	34.58	129.10	3.43	152.95	4.95
Total liabilities	2,287.20	79.20	3,584.78	95.24	3,283.08	106.24
<u>Equity</u>						
<u>Share capital</u>						
Authorized share capital	2,249.89		2,249.89		4,249.79	
Issued and paid-up share capital	1,999.90		1,999.90		1,999.90	
Discount on share capital	(300.39)		(300.39)		(300.39)	
Deficits	(1,098.80)		(1,520.34)		(1,892.36)	
Other components of equity, net of tax	-					
Equity attributable to owners of the parents	600.72	20.80	179.18	4.76	(192.85)	(6.24)
Total liabilities and equity	2,887.92	100.00	3,763.96	100.00	3,090.23	100.00

Statement of Comprehensive Income

Statement of Comprehensive Income	Audited Comprehensive Income Statements					
	31-Dec-18		31-Dec-19		31-Dec-20	
	Million THB	%	Million THB	%	Million THB	%
Revenue from sales of land and real estate	176.57	89.99	84.42	88.66	500.61	99.30
Revenue from decoration service	5.93	3.02	2.60	2.73	-	-
Revenue from service	13.72	6.99	8.20	8.61	3.53	0.70
Total Revenue	196.22	100.00	95.22	100.00	504.14	100.00
Cost of sales of land and real estate	(102.05)	(57.80)	(53.07)	(62.86)	(585.62)	(116.98)
Cost of decoration service	(4.72)	(79.60)	(2.10)	(80.77)	-	-
Cost of service	(33.22)	(242.13)	(12.68)	(154.63)	(7.16)	(202.83)
Total Cost	(139.99)	(71.34)	(67.85)	(71.26)	(592.78)	(117.58)
Gross profit	56.23	28.66	27.37	28.74	(88.64)	(17.58)
Interest income	3.17	1.62	2.81	2.95	34.57	6.86
Gain(loss) from disposal of a subsidiary	-	-	-	-	166.30	32.99
Gain from sales of investment property	-	-	-	-	22.73	4.51
Other income (net)	2.21	1.13	0.82	0.86	5.59	1.11
Gain (loss) from exchange rate (net)	0.27	0.14	(0.18)	(0.19)	1.29	0.26
Profit before expenses	61.88	31.54	30.82	32.37	141.84	28.14
Selling and servicing expenses	(93.93)	(47.87)	(62.01)	(65.12)	(45.83)	(9.09)
Administrative expenses	(100.69)	(51.32)	(129.57)	(136.07)	(112.53)	(22.32)
Finance costs (net)	(158.10)	(80.57)	(243.56)	(255.79)	(324.67)	(64.40)
Loss from provision for delivery delay	-	-	(7.13)	(7.49)	-	-
Share of loss of a joint venture	-	-	-	-	(17.81)	(3.53)
Total expenses	(352.72)	(179.76)	(442.27)	(464.47)	(500.84)	(99.35)
Loss before income tax	(290.84)	(148.22)	(411.45)	(432.10)	(359.00)	(71.21)
Income tax	(12.09)	(6.16)	(9.76)	(10.25)	(15.48)	(3.07)
Loss for the year	(302.93)	(154.38)	(421.21)	(442.40)	(374.48)	(74.28)
Other comprehensive income :						
Items that will not be reclassified subsequently to profit or loss						
Remeasurements of employment benefit obligations	(1.29)	-	(0.43)	-	3.63	-
Income tax relating to items that will not be reclassified to profit or loss	0.26	-	0.09	-	(0.73)	-
Remeasurements of employment benefit obligations, net of tax	(1.03)		(0.34)		2.90	
Remeasurements of employment benefit obligations, net of tax						
Gain (loss) on remeasurement of investments	0.02	-	-	-	-	-
Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
Gain (loss) on remeasurement of investments, net of tax	0.02		-		-	
Other comprehensive income (loss) for the year, net of tax	(1.01)		(0.34)		2.90	
Total comprehensive income (loss) for the year	(303.94)		(421.55)		(371.58)	
Income (loss) per share						
Basic income (loss) per share	(0.08)		(0.11)		(0.10)	

Statement of Cash Flows

Statement of Cash Flows	Audited Statements of cash flows		
	31-Dec-18	31-Dec-19	31-Dec-20
	Million THB	Million THB	Million THB
Cash flows from operating activities			
Gain (Loss) before income tax	(290.85)	(411.44)	(359.00)
Adjustments:			
Depreciation	4.58	4.98	9.03
Amortisation	4.60	6.06	6.36
Allowance for net realisable value of land and real estate under development			129.43
Loss on written off of fixed assets	-	-	0.72
Loss (gain) from disposals of plant and equipment	-	(0.01)	0.37
Gain from sales of investment property			(22.73)
Gain from disposal of financial assets measured at fair value			-
(Gain) loss on disposal of a subsidiaries			(166.30)
Loss sharing from investment in a joint venture			17.81
Loss allowance / allowance for doubtful accounts	12.78	4.14	3.11
Provisions for guaranteed returns (reversal)	4.61	(4.07)	0.33
Provision for delivery delay	-	7.13	-
Employee benefit obligations	1.87	2.13	2.07
Allowance for non-returnable deposits for purchase of land	-	11.38	-
Interest income	(3.17)	(2.81)	(34.57)
Finance costs (net)	158.10	243.56	324.67
	(107.48)	(138.95)	(88.70)
Changes in working capital			
- Other receivables	(22.03)	(8.78)	(3.75)
- Land and real estate for sales	102.78	37.31	37.26
- Land and real estate under development	(799.96)	(1,098.09)	(11.13)
- Other current assets	(3.23)	(12.75)	9.76
- Other non-current assets	(190.50)	176.56	(2.66)
- Trade and other payables	228.40	51.94	72.51
- Provision for delivery delay	(1.10)	-	-
- Deposits and advances received from customers	73.58	144.12	(6.24)
- Other current liabilities	13.79	(8.42)	25.89
- Benefits paid	(2.18)	(8.53)	-
Cash received (used in) operations activities before interest income received and finance costs paid	(707.91)	(865.57)	32.94
Cash paid for income tax	-	-	-
Interest received	0.25	0.23	0.07
Finance cost paid	(85.17)	(170.96)	(129.87)
Withholding tax paid	(2.74)	(0.87)	(5.70)
Net cash used in operating activities	(795.57)	(1,037.18)	(102.56)
Cash flows from investing activities			
Restricted deposits at a bank (increase)	(1.00)	0.32	(19.29)
Cash receipt from short-term investments	-	-	0.14
Cash payment for notes receivable	-	(10.00)	-
Cash proceed from notes receivable	-	40.00	10.00
Cash payment from short-term borrowings from related parties	-	-	-
Proceeds from short-term borrowings from related parties	-	-	-
Cash received from short-term loans to other businesses (net)	-	-	-

Cash receipt from deferred interest from notes receivable	2.38	2.01	-
Purchase of plant and equipment	(4.08)	(7.83)	(1.26)
Proceed from disposal of plant and equipment	-	0.01	38.47
Purchase of intangible assets	(4.29)	(15.56)	-
Cash receipt from sales of investment in subsidiaries	-	-	37.00
Cash receipt from deposits received for subsidiary shares	-	167.00	-
Net cash received from (used in) investing activities	(6.99)	175.96	65.06
Cash flows from financing activities			
Payment of lease liabilities	(0.84)	(0.90)	(7.51)
Proceeds of short-term borrowings from related parties	127.50	49.00	52.11
Repayments of short-term borrowings from related parties	(61.50)	(101.30)	(22.20)
Proceeds of short-term borrowings	505.00	1,773.14	65.00
Repayments of short-term borrowings	(64.00)	(642.28)	(50.37)
Cash payments for loans fee and deferred interest short-term borrowings	(55.02)	(69.69)	(11.35)
Proceeds from long-term borrowings from financial institutions	109.00	-	1.54
Repayments of long-term borrowings from financial institutions	(23.89)	(90.36)	(35.09)
Cash payments for loans fee and deferred interest of long-term borrowings from financial institutions	(2.20)	(2.28)	(1.52)
Cash payment of interest, advance money, long term loan from financial institution	-	-	-
Cash receipts from debentures	-	160.00	42.20
Cash payments for front end fees	-	(8.13)	(1.61)
Repayments of debentures	-	(184.00)	(23.20)
Proceeds from issuing share capital (net)	-	-	-
Cash received from share issuance (net)	-	-	-
Net cash received from financing activities	733.63	883.20	8.00
Net increase (decrease) in cash and cash equivalents	(68.93)	21.97	(29.51)
Cash and cash equivalents - beginning balance	82.55	13.63	35.56
Cash and cash equivalents - ending balance	13.63	35.60	6.05
Supplementary information for cash flows:			
Non-cash transaction			
Payables from purchase of intangible assets	9.92	13.94	23.82
Payables from purchase of plant and equipment	-	0.02	5.84
Payables from finance lease	-	0.26	
Land and real estate under development	155.58	-	
Repayments of debentures with bills of exchange	-	40.00	
Non-current assets held for sale	-	352.79	(352.79)
Liabilities directly associated with asset held for sale	-	(6.81)	6.81
Short-term borrowings transferred		350.00	
Decrease in contingent consideration of Land and real estate under development			(130.84)
Receivable from a joint venture			100.00
Deposits received for subsidiary shares transferred			(167.00)
Right-of-use assets			30.18
Plant and equipment transfer to investment properties			16.63
Transfer asset to settle short-term borrowings from other parties			5.00
Other current liabilities offset with Land and real estate under development			350.00

Financial Ratio Analysis

Financial Ratio	Unit	Audited Financial Statements		
		31-Dec-18	31-Dec-19	31-Dec-20
<u>Liquidity Ratio</u>				
Current Ratio	Times	1.93	1.05	0.83
Quick Ratio	Times	0.04	0.02	0.01
<u>Activity Ratio</u>				
Account Receivable Turnover	Times	6.92	4.94	13.23
Average Collection Period	Days	52.73	73.86	27.58
Fixed Asset Turnover	Times	5.16	1.38	23.11
Account Payable Turnover	Times	0.74	0.18	(1.21)
Average Payment Period	Days	490.25	2,027.38	(301.66)
Cash Cycle	Days	4,379.28	12,919.93	2,146.86
Inventory Turnover	Times	0.08	0.02	0.20
Average Sale Period	Days	4,816.80	14,873.45	1,817.62
Total Asset Turnover	Times	0.09	0.03	0.16
<u>Leverage Ratio</u>				
D / E Ration	Times	3.81	20.01	(17.02)
Interest Coverage	Times	n/a	n/a	n/a
<u>Profitability Ratio</u>				
Gross Profit Margin	%	27.32	28.74	(17.58)
Net Profit Margin	%	n/a	n/a	n/a
Return on Asset	%	n/a	n/a	n/a
Return on Equity	%	n/a	n/a	n/a

Summary of the auditor's report

List of Certified Public Accountants	Registration number	Report date	For the year ended	Affiliate
Mrs. Anutai Poomsurakul	3873	28 FEB 2019	31 DEC 2018	PricewaterhouseCoopers ABAS Ltd.
Mrs. Anutai Poomsurakul	3873	28 FEB 2020	31 DEC 2019	PricewaterhouseCoopers ABAS Ltd.
Mrs. Anutai Poomsurakul	3873	15 MAR 2021	31 DEC 2020	PricewaterhouseCoopers ABAS Ltd.

From the report of the Certified Public Accountant above, which audited the financial statements for the year ended 31 December 2020, Apex's consolidated financial statements, do not express an opinion on the accompanying consolidated financial statements of Apex Development Public Company Limited (the Company) and its subsidiaries (the Group) and separate financial statements of the Company. Because of the significance of the matters described in the Basis for disclaimer of opinion section of my report, I have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the separate financial statements of the Company.

Management Discussion and Analysis: MD&A

(1) The analysis of operating results

REVENUE

Revenue from sales of land and real estate

The Company has policy on revenue recognition from sales of land and real estate, such as residential condominiums, resorts and hotels after transferring ownership to the buyers and completion of full price payment as sales and purchase agreement. The Company's revenues from sales of land and real estate in 2018, 2019 and 2020 were orderly 176.57 million THB, 84.42 million THB, and 500.61 million THB or equivalent to 89.99%, 88.66% and 99.30% of total revenue from sales and service. The summary is as follows:

Statement of Comprehensive Income	Audited Comprehensive Income Statements					
	31 Dec 2018		31 Dec 2019		31 Dec 2020	
	Million THB	%	Million THB	%	Million THB	%
Revenue from the sales of land and asset	176.57	89.99	84.42	88.66	500.61	99.30
Service income from decoration services	5.93	3.02	2.60	2.73	-	-
Service income from rental services	13.72	6.99	8.20	8.61	3.53	0.70
Total revenue from sales and services	196.22	100.00	95.22	100.00	504.14	100.00

In 2020, the revenue from sales of land and real estate was reduced at 493.0% in comparison to the previous year, equal to 416.19 million THB due to the sale of Mai Khao land, Phuket.

Income from decoration services

The income received from decoration service provided to the buyers joining the Rental Pool Program are also recognized, based on the stage of completion of overall works. The percentage of completion is measured by comparing the relationship costs incurred for work performed to the total estimated costs for the contract.

In 2018, 2019 and 2020 were 5.93 million THB, 2.60 million THB and 0 Million THB or equivalent orderly to 3.02%, 2.73% and 0 % of total revenue from sales and services. The decrease income because the condominium units and villas decoration under the Rental Pool Program are finished and already available for rental service.

Service income from rental services

The Company recognized service income from rental services for the Rental Pool Program management, mainly from the benefit of customers enrolling into the Rental Pool Program. The Company will get management fee at 6% plus maintenance fee at 4% based on rental income before giving net rental amount to the enrolled owners. In 2018, 2019 and 2020 were 13.72 million THB, 8.20 million THB and 3.53 million THB or equivalent orderly to 6.99%, 8.61% and 0.70% of total revenue from sales and service. The income was decrease because the less stay due to the amount of room decreasing from rental management validity.

Other revenues

Other revenues of the Company include the interest, profit (loss) from exchange rate, restaurant and cleaning service income etc. In 2018, 2019 and 2020 the company income were 5.65 million THB, 3.45 million THB and 230.48 million THB.

Expenses

Cost of sales and services

The Company separately recognized cost of sales and services into 3 parts: 1) cost from sales of land and asset 2) cost from decoration services and 3) cost from rental services, in accordance with the recognition of main revenue of the Company. The cost from sales of the land and assets will be recognized after transferring ownership to the buyers. The cost from decoration services and cost from rental services under the condominium units and villas Rental Pool Program will be separately the recognition of revenue from sale and service at each part.

In 2018, 2019 and 2020, the Company had cost of sales and services at 102.05 million Baht, 53.07 million THB and 585.62 million THB or equivalent orderly to 57.80%, 62.86% and 116.98% of total revenue from sales and services of the Company. While cost from decoration services in 2018, 2019 and 2020 was 4.72 million THB, 2.1 million THB and 0 million THB or equivalent orderly to 79.60%, 80.77% and 0% of the revenue from sales of decoration service.

As for the cost of rental for 2018, 2019 and 2020, the company had cost at 33.22 million THB, 12.68 million THB and 7.16 million THB or equal to 242.13%, 154.63% and 202.83% of rental income.

Gross profit and gross profit margin

For the year 2018, year 2019 and year 2020, the company has gross profit at 56.23 million THB, 27.37 million THB and (88.64) Million THB or the gross profit margin were at 28.66%, 28.74% and (17.58%) of the total revenue.

Selling and service expenses

During 2018 – 2020 the company had expenses in sales and service at 93.93 million THB, 62.01 million THB and 45.83 million THB or equivalent to 47.87%, 65.12% and 9.09% of total revenue from sales and services, respectively. The most of expenses in 2018 – 2020 were for the transfer of ownership to the buyers of Movenpick Residences and Pool Villas. While in 2020 the Company decreased the expenses for marketing; this effects to the expenses of sale and service comparison to previous year.

Administration Expenses

In 2018 – 2020 the Company had administration expenses at 100.69 million THB, 129.57 million THB and 112.53 million THB or equivalent to 51.32%, 136.07% and 22.32% of total revenue from sales and services of the Company. The main reason of the decrease of the cost compare to year 2019 is due to less amount of staff because of economic crisis from Covid-19.

Net Profit (Loss) and Net Profit Margin

During 2018 – 2020 the Company had net loss at 302.93 million THB, 421.21 million THB and 374.48 million THB respectively. The net loss caused by the lower number of condominium units and villas waiting for sale and transferring in comparison with the previous year. In addition, the company has not yet recognized revenue from “The Residence at Sheraton Phuket” due to the delay of construction. Moreover, Administrative expenses increased due to the provision for the delay of transfer to ownership of condominium units, the provision for the sales of Sigma Resort, Jomtien, Pattaya and bad debt. And the heavy expenses for the purchase of big higher interest increases from year 2019.

(2) The analysis of financial position

Assets

At the end of 2018 – 2020, the Company had total assets at 2,887.92 million THB, 3,763.96 million THB and 3,090 million THB respectively. The decrease asset from year 2019 is the sale of Mai Khao land Phuket.

Liabilities

At the end of 2018- 2020 the Company had total liabilities at 2,287.2 million THB, 3,548.78 million THB and 3,283.08 million THB respectively. The major liabilities decreased loan repayment to Camin Development Ltd.

Equity

At the end of 2018- 2020 the Company had total equities at 600.72 million THB, 179.18 million THB and (192.85) million THB respectively. The major equities decreased from year 2019 due to the net loss of year 2020 as mention above.

(3) The analysis of liquidity from statement of cash flows

Statement of Cash Flows

Net Cash Flow from operating activities

For the year 2020, the company had net cash used in operating activities equal to 102.56 million THB, mainly utilizing in construction activities under developing assets.

Net Cash Flow from investment activities

For the year 2020, the company had net cash received from investment equal to 65.06 million THB, which most of the net cash mainly is from the distribute investment of the subsidiary company and the office at Trendy building.

Net Cash Flow from financing activities

For the year 2020, the company had net cash received from financing activities 8 million THB, most of the net cash received was short-term loans for company cash flow.

Independent Auditor's Report

To the Shareholders and the Board of Directors of Apex Development Public Company Limited

Disclaimer of opinion

I do not express an opinion on the accompanying consolidated financial statements of Apex Development Public Company Limited (the Company) and its subsidiaries (the Group) and separate financial statements of the Company. Because of the significance of the matters described in the Basis for disclaimer of opinion section of my report, I have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the separate financial statements of the Company.

What I have engaged to audit

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2020;
- the consolidated and separate 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 disclaimer of opinion

Significant uncertainty in ability to continue as a going concern

1. Liquidity problem and defaulting debt payment

As disclosed in Note 3 of the financial statements relate to the going concern and business plan of the Group and the Company, the Group and the Company incurred a net loss Baht 374.49 million and Baht 411.08 million for the year ended 31 December 2020 respectively and, as of the same date, the Group's and the Company's current liabilities exceeded its current assets by Baht 535.22 million and Baht 733.56 million respectively, deficits on the consolidated and separate financial statements were Baht 1,892.37 million and Baht 1,807.00 million, respectively, negative equity on consolidated and separate financial statements were Baht 192.86 million and Baht 107.49 million, respectively and negative operating cash flow on the consolidated and separate financial statements amounting to Baht 102.56 million and Baht 67.74 million, respectively. These present the Group and the Company's weak financial position and cash liquidity deficiency that have caused them to default on debt repayment and be unable to repay outstanding debts and received the collection notification letters from loan creditors and suppliers. The weak financial position also resulted in the Group and the Company being unable to continue the current construction project.

2. Litigations with borrowing from a financial institution and other party, suppliers and customers

As disclosed in Note 50 and 51 of the financial statements, the Company and some of related companies are being sued by loan from financial institution and other party creditors, suppliers and customers. This is due to defaults on loan repayments and interest on loans from a financial institution and other party, including default on constructions and service payments, and breach of sales and purchase agreements, respectively. The total claim is Baht 1,437.10 million (the Group made a loan repayment amount of Baht 490 million on 22 February 2021). Most cases are under compromising process.

3. Uncertainty of finding fund

As disclosed in Note 3 of the financial statements relate to the Group's and the Company's going concern and business plan, the Group has high number of borrowings which will be due in the short period such as debentures amounting to Baht 755 million due in August 2021, short-term borrowings from other parties amounting to Baht 107 million due in April to August 2021. Also, due to the current situation, the Group could not increase share capital stated on the previous business plan and plan to sell asset for repaying loan is being delayed. As a result, there is material uncertainty that the Group and the Company can find funding to repay debts within due date.

Because the significant uncertainty in ability to continue as a going concern matters mentioned above are related to one another and will possibly have increasing cumulative effects on the consolidated financial statements of the Group and separate financial statements of the Company, I have not been able to conclude that using the going concern basis of accounting for preparing the consolidated financial statements of the Group and the separate financial statements of the Company is still appropriate.

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 responsibility is to conduct an audit of the consolidated and separate financial statements in accordance with Thai Standards on Auditing (TSAs) and to issue an auditor's report. However, because of the matters described in the Basis for disclaimer of opinion section of my report, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated and separate financial statements.

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.

PricewaterhouseCoopers ABAS Ltd.



Anutai Poomsurakul
Certified Public Accountant (Thailand) No. 3873
Bangkok
15 March 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
ASSETS					
Current assets					
Cash and cash equivalents	13	6,049,889	35,556,383	5,847,493	6,449,430
Financial assets measured at fair value through other comprehensive income	14	55,370	-	55,370	-
Short-term investments (net)	14	-	10,187,414	-	10,187,414
Other receivables (net)	15	37,317,620	38,867,493	37,317,620	126,473,302
Short-term loans (net)	16	-	-	-	-
Land and real estate for sales	17	82,173,025	119,438,067	82,173,025	119,438,067
Land and real estate under development (net)	18	2,428,342,165	3,013,317,084	1,362,648,698	1,971,859,825
Other current assets	19	40,977,292	50,734,674	37,086,772	46,844,154
Non-current assets held for sale	20	-	352,788,234	-	234,450,000
Total current assets		2,594,915,361	3,620,889,349	1,525,128,978	2,515,702,192
Non-current assets					
Restricted deposits at a bank	21	21,271,113	1,975,694	21,271,113	1,975,694
Non-current portion of other receivables	15	46,181,771	-	134,170,214	-
Receivables from joint venture	22	100,000,000	-	100,000,000	-
Investment in a joint venture	22	180,965,038	-	140,569,850	-
Investments in subsidiaries (net)	23	-	-	231,999,960	468,949,010
Land and real estate sold with long-term income guarantee/ buy-back condition	24	58,659,995	58,659,995	58,659,995	58,659,995
Plant and equipment (net)	25	21,657,480	43,923,624	16,044,953	43,677,289
Right-of-use assets (net)	26	30,182,950	-	30,182,950	-
Intangible assets (net)	27	20,864,201	27,224,882	7,498,908	10,596,491
Deferred tax assets (net)	28	-	-	3,660,604	5,961,960
Prepaid withholding tax		9,310,852	7,725,143	9,309,585	7,722,199
Other non-current assets (net)	29	6,222,150	3,557,165	2,760,660	3,148,205
Total non-current assets		495,315,550	143,066,503	756,128,792	600,690,843
Total assets		3,090,230,911	3,763,955,852	2,281,257,770	3,116,393,035

Director _____

Director _____

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2020 Baht	2019 Baht	2020 Baht	2019 Baht
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	31	546,139,468	433,666,720	346,411,411	337,720,893
Short-term borrowings (net)	32	1,363,337,432	1,301,921,023	713,563,197	656,960,057
Current portion of long-term loans from financial institutions (net)	33	17,769,220	36,345,950	17,769,220	36,345,950
Current portion of lease liabilities (net)	34	2,058,962	607,325	2,058,962	607,325
Debentures (net)	35	755,000,000	733,494,784	755,000,000	733,494,784
Deposits and advances received from customers	36	404,057,825	410,294,031	390,465,725	399,434,431
Provision for guaranteed returns	37	872,779	542,080	872,779	542,080
Provision for delivery delay	38	7,129,095	7,129,095	7,129,095	7,129,095
Deposit received from shares of subsidiaries	39	-	167,000,000	-	167,000,000
Other current liabilities	40	33,770,167	357,875,646	25,420,847	357,734,847
Liabilities directly associated with non-current assets held for sale	20	-	6,805,836	-	-
Total current liabilities		3,130,134,948	3,455,682,490	2,258,691,236	2,696,969,462
Non-current liabilities					
Long-term borrowings from financial institutions (net)	33	1,201,967	16,081,491	1,201,967	16,081,491
Finance lease liabilities (net)	34	28,630,254	425,508	28,630,254	425,508
Unearned revenue		94,130,275	94,130,275	94,130,275	94,130,275
Deferred tax liabilities (net)	28	22,894,225	10,808,149	-	-
Employee benefit obligations	41	6,096,985	7,650,602	6,096,985	7,650,602
Total non-current liabilities		152,953,706	129,096,025	130,059,481	118,287,876
Total liabilities		3,283,088,654	3,584,778,515	2,388,750,717	2,815,257,338
Equity					
Share capital	42				
Authorised share capital					
8,499,575,000 ordinary shares of par Baht 0.5 each (31 December 2019 : 4,499,775,000 ordinary shares of par Baht 0.5 each)		4,249,787,500	2,249,887,500	4,249,787,500	2,249,887,500
Issued and paid-up share capital					
3,999,800,000 ordinary shares of par Baht 0.5 each		1,999,900,000	1,999,900,000	1,999,900,000	1,999,900,000
Discount on share capital		(300,385,000)	(300,385,000)	(300,385,000)	(300,385,000)
Deficits		(1,892,366,673)	(1,520,341,385)	(1,807,001,825)	(1,398,382,967)
Other components of equity, net of tax	43	(6,122)	3,664	(6,122)	3,664
Equity attributable to owners of the parents		(192,857,795)	179,177,279	(107,492,947)	301,135,697
Non-controlling interest		52	58	-	-
Total equity		(192,857,743)	179,177,337	(107,492,947)	301,135,697
Total liabilities and equity		3,090,230,911	3,763,955,852	2,281,257,770	3,116,393,035

	Notes	Consolidated financial statements		Separate financial statements	
		2020 Baht	2019 Baht	2019 Baht	2020 Baht
Revenue from sales of land and real estate		500,610,412	84,418,635	500,610,412	84,418,635
Revenue from decoration service		-	2,597,193	-	2,597,193
Revenue from service		3,525,476	8,202,381	3,525,476	8,202,381
Cost of sales of land and real estate		(585,623,865)	(53,070,040)	(585,623,865)	(53,070,040)
Cost of decoration service		-	(2,101,648)	-	(2,101,648)
Cost of service		(7,157,611)	(12,675,706)	(7,157,611)	(12,675,706)
Gross profit		(88,645,588)	27,370,815	(88,645,588)	27,370,815
Interest income		34,574,181	2,814,992	34,551,592	2,713,241
Gain(loss) from disposal of a subsidiary		166,297,902	-	(30,449,850)	-
Gain from sales of investment property		22,731,116	-	22,731,116	-
Other income (net)		5,594,936	821,480	5,325,296	824,992
Gain(loss) from exchange rate (net)		1,293,574	(180,604)	321,378	508,396
Profit before expenses		141,846,121	30,826,683	(56,166,056)	31,417,444
Selling and servicing expenses		(45,829,479)	(62,007,524)	(41,212,878)	(52,779,651)
Administrative expenses		(112,532,833)	(129,569,256)	(103,074,369)	(119,257,567)
Finance costs (net)	45	(324,674,249)	(243,560,546)	(204,930,383)	(216,045,891)
Loss from provision for delivery delay	38	-	(7,129,095)	-	(7,129,095)
Share of loss of a joint venture	22	(17,814,962)	-	-	-
Total expenses		(500,851,523)	(442,266,421)	(349,217,630)	(395,212,204)
Loss before income tax		(359,005,402)	(411,439,738)	(405,383,686)	(363,794,760)
Income tax	46	(15,480,269)	(9,764,044)	(5,695,549)	(7,128,630)
Loss for the year		(374,485,671)	(421,203,782)	(411,079,235)	(370,923,390)
Other comprehensive income :					
Items that will not be reclassified subsequently to profit or loss					
- Remeasurements of employment benefit obligations		3,627,447	(425,089)	3,627,447	(425,089)
- Income tax relating to items that will not be reclassified to profit or loss		(725,489)	85,018	(725,489)	85,018
- Remeasurements of employment benefit obligations, net of tax		2,901,958	(340,071)	2,901,958	(340,071)
Items that will be reclassified subsequently to profit or loss					
- Changes in fair value of equity investments at fair value through other comprehensive income		(12,233)	-	(12,233)	-
- Change in value of available-for-sale investment		-	3,627	-	3,627
- Income tax relating to items that will be reclassified to profit or loss		2,447	(725)	2,447	(725)
- Gain (loss) on remeasurement of investments, net of tax		(9,786)	2,902	(9,786)	2,902
Other comprehensive income (loss) for the year, net of tax		2,892,172	(337,169)	2,892,172	(337,169)
Total comprehensive income (loss) for the year		(371,593,499)	(421,540,951)	(408,187,063)	(371,260,559)
Loss attributable to:					
Owners of the parent		(374,485,665)	(421,203,782)	(411,079,235)	(370,923,390)
Non-controlling interests		(6)	-	-	-
		(374,485,671)	(421,203,782)	(411,079,235)	(370,923,390)
Loss attributable to:					
Owners of the parent		(371,593,493)	(421,540,951)	(408,187,063)	(371,260,559)
Non-controlling interests		(6)	-	-	-
		(371,593,499)	(421,540,951)	(408,187,063)	(371,260,559)
Loss per share	47				
Basic loss per share		(0.094)	(0.105)	(0.103)	(0.093)

Consolidated financial statements									
Other components of equity									
Other comprehensive income (loss)									
Changes in fair value of equity									
	Authorised, issued and paid-up share capital	Discount on share capital	Deficits	Change in value of available-for-sale investment	Change in fair value of equity	Non-controlling components of equity	Non-controlling interest	Total	
Note	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Opening balance as at 1 January 2019	1,999,900,000	(300,385,000)	(1,098,797,532)	762	-	762	-	600,718,230	
Change in equity for the year									
Increase in share capital during the year	-	-	-	-	-	-	58	58	
Comprehensive income (loss) for the year	-	-	(421,203,782)	2,902	-	2,902	-	(421,200,880)	
Remeasurements of employee benefit obligations	-	-	(340,071)	-	-	-	-	(340,071)	
Closing balance as at 31 December 2019	1,999,900,000	(300,385,000)	(1,520,341,385)	3,664	-	3,664	58	179,177,337	
Opening balance as at 1 January 2020 - as report	1,999,900,000	(300,385,000)	(1,520,341,385)	3,664	-	3,664	58	179,177,337	
Impact of first-time adoption of new accounting standards	7	-	(441,581)	(3,664)	3,664	-	-	(441,581)	
Opening balance as at 1 January 2020 - restated	1,999,900,000	(300,385,000)	(1,520,782,966)	-	3,664	3,664	58	178,735,756	
Change in equity for the year									
Comprehensive income (loss) for the year	-	-	(374,485,665)	-	(9,786)	(9,786)	(6)	(374,495,457)	
Remeasurements of employee benefit obligations	-	-	2,901,958	-	-	-	-	2,901,958	
Closing balance as at 31 December 2020	1,999,900,000	(300,385,000)	(1,892,366,673)	-	(6,122)	(6,122)	52	(192,857,743)	

[illegible]

Opening balance as at 1 January 2019

Change in equity for the year

Comprehensive income (loss) for the year

Remeasurments of employee benefit obligations

Closing balance as at 31 December 2019

Opening balance as at 1 January 2020 - as report

Impact of first-time adoption of new accounting standards

Opening balance as at 1 January 2020 - restated

Change in equity for the year

Comprehensive income (loss) for the year

Remeasurements of employee benefit obligations

Closing balance as at 31 December 2020

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Loss before income tax		(359,005,402)	(411,439,738)	(405,383,686)	(363,794,760)
Adjustments:					
Depreciation	25, 26	9,028,520	4,981,244	8,983,673	4,979,688
Amortisation	27	6,360,681	6,063,663	3,097,583	3,113,464
Allowance for net realisable value of land and real estate under development	18	129,430,602	-	129,430,602	-
Loss from impairment of investment in subsidiaries	23	-	-	2,499,350	-
Loss on written off of fixed assets	25	722,681	19	722,681	19
Loss (gain) from disposals of plant and equipment		365,315	(9,999)	365,315	(9,999)
Gain from sales of investment property		(22,731,116)	-	(22,731,116)	-
Gain from disposal of financial assets measured at fair value through other comprehensive income/short-term investment (net)		(3,846)	-	(3,846)	-
(Gain) loss on disposal of a subsidiaries		(166,297,902)	-	30,449,850	-
Loss sharing from investment in a joint venture	22	17,814,962	-	-	-
Loss allowance/allowance for doubtful accounts		3,114,460	4,144,863	3,114,460	3,394,863
Provisions for guaranteed returns (reversal)	37	330,699	(4,072,440)	330,699	(4,072,440)
Provision for delivery delay	38	-	7,129,095	-	7,129,095
Employee benefit obligations	41	2,073,830	2,134,548	2,073,830	2,134,548
Allowance for non-returnable deposits for purchase of land	29	-	11,375,250	-	11,375,250
Interest income		(34,574,181)	(2,814,992)	(34,551,592)	(2,713,241)
Finance costs (net)	45	324,674,249	243,560,546	204,930,383	216,045,891
		(88,696,448)	(138,947,941)	(76,671,814)	(122,417,622)
Changes in working capital					
- Other receivables		(3,754,758)	(8,783,904)	(13,637,392)	(91,389,368)
- Land and real estate for sales		37,265,042	37,313,677	37,265,042	37,313,677
- Land and real estate under development		(11,133,466)	(1,098,089,537)	1,856,796	(149,532,879)
- Other current assets		9,757,382	(12,749,775)	9,757,382	(8,859,255)
- Other non-current assets		(2,664,985)	176,564,565	387,545	176,983,525
- Trade and other payables		72,508,927	51,937,612	62,507,070	13,815,942
- Deposits and advances received from customers		(6,236,206)	144,123,595	(8,968,706)	133,263,995
- Other current liabilities		25,894,821	(8,415,872)	17,686,000	(8,519,927)
- Benefits paid		-	(8,526,000)	-	(8,526,000)
Cash received (used in) operations activities					
before interest income received and finance costs paid		32,940,309	(865,573,580)	30,181,923	(27,867,912)
Interest received		69,177	225,988	46,588	124,237
Finance cost paid		(129,869,685)	(170,960,372)	(92,263,933)	(151,677,108)
Withholding tax paid		(5,702,945)	(870,283)	(5,704,622)	(869,266)
Net cash used in operating activities		(102,563,144)	(1,037,178,247)	(67,740,044)	(180,290,049)
Cash flows from investing activities					
Restricted deposits at a bank (increase)		(19,295,419)	324,306	(19,295,419)	324,306
Cash receipt from short-term investments		137,062	-	137,062	-
Cash payment for notes receivable	14	-	(10,000,000)	-	(10,000,000)
Cash proceed from notes receivable	14	10,000,000	40,000,000	10,000,000	40,000,000
Cash receipt from deferred interest from notes receivable	14	-	2,008,907	-	2,008,907
Purchase of plant and equipment	25	(1,256,581)	(7,832,958)	(1,055,124)	(7,608,907)
Proceed from disposal of plant and equipment		38,470,406	10,000	38,470,406	10,000
Purchase of intangible assets	27	-	(15,555,115)	-	(5,700,383)
Cash payment for investments in subsidiaries	23	-	-	-	(236,599,810)
Cash receipt from sales of investment in subsidiaries		37,000,000	-	37,000,000	2,499,850
Cash receipt from deposits received for subsidiary shares	39	-	167,000,000	-	167,000,000
Cash payment for investments in joint ventures	22	-	-	(6,120,000)	-
Net cash received from (used in) investing activities		65,055,468	175,955,140	59,136,925	(48,066,037)

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
Cash flows from financing activities					
Payment of lease liabilities		(7,505,209)	(904,022)	(7,505,209)	(904,022)
Proceeds from short-term borrowings from related parties	30.3	52,110,000	49,000,000	52,110,000	49,000,000
Repayments of short-term borrowings from related parties	30.3	(22,200,000)	(101,300,000)	(22,200,000)	(101,300,000)
Proceeds of short-term borrowings	32	65,000,000	1,423,135,678	65,000,000	740,300,000
Repayments of short-term borrowings	32	(50,370,000)	(292,277,541)	(50,370,000)	(291,995,459)
Cash payments for loans fee and deferred interest short-term borrowings	32	(11,350,005)	(69,685,692)	(11,350,005)	(47,225,876)
Proceeds from long-term borrowings from financial Institutions	33	1,540,000	-	1,540,000	-
Repayments of long-term borrowings from financial institutions	33	(35,095,959)	(90,363,522)	(35,095,959)	(90,363,522)
Cash payments for loans fee and deferred interest of long-term borrowings from financial institutions	33	(1,522,645)	(2,280,000)	(1,522,645)	(2,280,000)
Cash receipts from debentures	35	42,200,000	160,000,000	42,200,000	160,000,000
Repayments of debentures	35	(23,200,000)	(184,000,000)	(23,200,000)	(184,000,000)
Cash payments for front end fees	35	(1,605,000)	(8,129,860)	(1,605,000)	(8,129,860)
Proceeds from issuing share capital (net)		-	58	-	-
Net cash received from financing activities		8,001,182	883,195,099	8,001,182	223,101,261
Net increase (decrease) in cash and cash equivalents		(29,506,494)	21,971,992	(601,937)	(5,254,825)
Cash and cash equivalents - beginning balance		35,556,383	13,626,190	6,449,430	11,704,255
Cash and cash equivalents - ending balance (Included cash and cash equivalents of non-current assets held for sale)	20	6,049,889	35,598,182	5,847,493	6,449,430
Supplementary Information for cash flows:					
Non-cash transaction					
Payables from purchase of intangible assets	31	23,818,950	25,806,502	3,926,884	4,215,297
Payables from purchase of plant and equipment	31	5,845,103	23,840	611,681	-
Payables from finance lease		-	255,808	-	255,808
Repayments of debentures with bills of exchange	14, 35	-	40,000,000	-	40,000,000
Refinance short-term borrowings from other parties with short-term borrowings from financial institutions		-	350,000,000	-	350,000,000
Non-current assets held for sale	20	-	352,788,234	-	234,450,000
Liabilities directly associated with asset held for sale	20	-	(6,805,836)	-	-
Short-term borrowings transferred to other current liabilities	32, 40	-	350,000,000	-	350,000,000
Decrease in contingent consideration of Land and real estate under development	18	(130,844,166)	-	(130,844,166)	-
Receivable from a joint venture	22	100,000,000	-	100,000,000	-
Deposits received for subsidiary shares transferred	22	(167,000,000)	-	(167,000,000)	-
Right-of-use assets	26	30,182,950	-	30,182,950	-
Plant and equipment transfer to investment properties	25	16,633,253	-	16,633,253	-
Transfer asset to settle short-term borrowings from other parties	32	5,000,000	-	5,000,000	-
Other current liabilities offset with Land and real estate under development	18	350,000,000	-	350,000,000	-
Non-current assets held for sale transferred to investment in a joint venture	22	(352,788,234)	-	-	-
Liabilities directly associated with assets held for sale transferred to investment in joint venture	22	6,805,836	-	-	-

1 General Information

Apex Development Public Company Limited ("the Company") is a public limited company which is listed on the Stock Exchange of Thailand, and is incorporated and domiciled in Thailand. The address of its registered office is 900 Tonson tower, 18th floor, zone a, Ploenjit road, Lumpini, Pathumwan, Bangkok 10330.

For reporting purposes, the Company and its subsidiaries are referred to as "the Group".

The principal business operations of the Group is development of real estate for sale and operation of condotel management.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 15 March 2021.

2 Equity and paid-up share capital ratio

The consolidated financial statements as at 31 December 2020 show that the negative equity is equal to 11.35 percent of the paid-up share capital with any discount on share capital deducted. This financial ratio is less than 50 percent which will mean that the Stock Exchange of Thailand (SET) has posted a C (Caution) sign constantly on the Company's security since 16 August 2018 in accordance with the Regulation of the SET: Measure in case of Events that may affect the Listed Companies' Financial Condition and Business Operation B.E. 2561 (2018). The Company continuously convened a meeting to provide information and decide on a plan to deal with this event and business plan with shareholders, investors and concerned parties. However, due to the Coronavirus Disease 2019 outbreak effect which resulted in global business operations discontinuance, it affects the Company's business plan to resolve the C (Caution) sign. At the Board of Directors' meeting no. 2/2021 held on 15 March 2021, it passed a resolution to process the resolving of C (Caution) sign by forming joint venture partnerships, selling some land and real estate under development and selling some pieces of the Company's land in some projects within third quarter of 2022 in order to gain profit to reduce deficits and make the equity to exceed 50 percent of the paid-up capital in accordance with the Regulation of the SET.

3 Going concern and business plan

The Group has experienced continuous operating losses for 4 years, and the consolidated and separate financial statements for the year ended 31 December 2020, present a net loss amounting to Baht 374.49 million and Baht 411.08 million, respectively (2019 : Baht 421.20 million and Baht 370.92 million, respectively). As at 31 December 2020, current liabilities of the Group exceed current assets on the consolidated and separate financial statements amounting to Baht 535.22 million and Baht 733.56 million, respectively (2019 : current assets exceed current liabilities on consolidated financial statements amounting to Baht 165.21 million and current liabilities exceed current assets on the separate financial statements amounting to 181.27 million), deficits on the consolidated and separate financial statements amounting to Baht 1,892.37 million and Baht 1,807.00 million, respectively (2019 : Baht 1,520.34 million and Baht 1,398.38 million, respectively), negative equity on consolidated and separate financial statements amounting to Baht 192.86 million and Baht 107.49 million, respectively (2019 : equity on consolidated and separate financial statements amounting to Baht 179.18 million and Baht 301.14 million, respectively), negative operating cash flow on the consolidated and separate financial statements amounting to Baht 102.56 million and Baht 67.74 million, respectively. The resulted of these show the negative equity is equal to 11.35 percent of the paid-up share capital with any discount on share capital deducted, which means that the Stock Exchange of Thailand (SET) has posted a C (Caution) sign constantly on the Company's securities, as explained in Note 2.

Due to the Group's four-year continuous operating losses, the liquidity deficiency of the Group's cash flows, the equity deficiency, current liabilities exceed current assets, the default on loan repayments of the short-term borrowings from a financial institution and other party, the C sign posted on its security, and an impact from the outbreak of Coronavirus Disease 2019 (Note 4), have indicated a material uncertainty about the Group's ability to continue as a going concern.

As at 31 December 2020, the Group had a large amount of liabilities and commitments from project development, loans, and the resulting considerable interest payable to enable the business to continue the operation. Some of these were defaulted, and some are due in a short period as follows:

3 Going concern and business plan (Cont'd)

- The default of the short-term borrowings from a financial institution and other party
 - 1) Short-term borrowings from a financial institution denominated in USD amounting to USD 32.54 million or equivalent to Baht 982.83 million, secured by some of land and real estate under development of the Group, shares of the companies in the Group, corporate guarantee by the companies in the Group, and personal guarantee by the major shareholder of the Company, matured on 24 May 2020. The Group management entered into the Forbearance Grace Period Extension agreement to extend the maturity date for 1 year to be 24 May 2021. However, the Group cannot satisfy significant conditions to extend the maturity date. As a result, the Group received two default notices from the lender and a plaint which require the Group to pay the entire outstanding amounts, which consist of the outstanding principal, accrued interests, redemption premiums and penalty on the unpaid amount totaling of USD 39.54 million or equivalent to Baht 1,192.49 million as details in Note 51. However, the Group is under the compromise negotiation agreement process to pay some part of principal, accrued interest and redemption premium and extend for the remaining borrowing to be paid in next 6 months from repaid some borrowing portion date.
 - 2) A short-term borrowing from other party amounting to Baht 200 million which the securities are the land and real estate under development in Phuket. The Group has defaulted on interest payment agreed in the contract since April 2020. On 24 July 2020, the Group received a court order from the lender to repay the principal, accrued interest, and compensation cost for court case amounting to Baht 207.97 million with a defaulted interest at rate of 21% per annum of loan principal from the litigation date until the amount is fully paid.
- Short-term borrowings which are due in a short period
 - 1) Short-term borrowings from other parties amounting to Baht 107 million, due for repayment in January and August 2021. The securities for some part of these borrowings are the land and real estate under development in Chonburi.
 - 2) Debentures amounting to Baht 755 million, due for repayment in August 2021. The securities for debentures are the land and real estate under development in Phuket, the land and real estate under development and for sales in Chonburi, securities of director and a deposit at a bank.

From the liabilities above, the Group has a business plan to request for an extension of the maturity date of short-term borrowings from a financial institution and other parties, considering of increasing the Company's share capital, finding new sources of funds, selling land and real estate under development and interest in investment in a joint venture, transferring ownership of certain parts of the project under development to customers, and selling remaining land and real estate for sales. Business plan details are as follows:

- 1) Negotiation to extend agreement of a short-term borrowing from a financial institution

The Group enter into sale and purchase land and real estate under development in Pattaya agreement on 15 February 2021 and repay some portion of short-term borrowing from a financial institution on 22 February 2021 as details disclosed in Note 51. This land and real estate under development at Pattaya is one of the significant parts which has to comply with the lender's conditions according to the extension agreement of the short-term borrowings from a financial institution as details disclosed in Note 32. The Group is under negotiation process to extend the repayment of the remaining amount with such financial institution.

- 2) Extension of the maturity date of short-term borrowing from other party total of Baht 200 million

On 1 March 2021, the lender withdrew the sued case from legal process because they believe that this case can be compromised and no longer wish to prosecute the Company and a joint venture. On 11 March 2021, court consider setting up the compromising meeting on 7 April 2021. The Group plans to sell land and real estate under development and interest in investment in a joint venture to repay all principal and accrued interest.

- 3) Extension of the maturity date of short-term borrowings from other parties

Short-term borrowings from other parties amounting to Baht 105 million due for repayment within January 2021. The securities for these borrowings are the land and real estate under development in Chonburi. The Group and lenders agreed to extend the repayment for 3 months which will be due in April 2021.

3 Going concern and business plan (Cont'd)

4) Consideration of increasing the Company's share capital

The Group has a plan to offer new ordinary shares to investors in Private Placement (PP). The amount not less than Baht 300 million is expected to be received from capital increase by March 2021. The Group has registered the capital increase as disclosed in Note 42.

5) Finding new source of funds

The Group plans to find new sources of funds from a financial institution. Some portion will be used to redeem debentures which maturity date is on August 2021 and other portion will be used for financing the Group's current project construction.

6) Sales of land and real estate under development and interest in investment in joint venture

The Group plans to sell some portion of land and real estate under development within 2021 and interest in investment in a joint venture within second quarter of 2021.

7) Land and real estate for sale

White Sand Beach Condominium Project, Pattaya

The Group plans to accelerate sales of the remaining unsold condominium units to have them all sold by fourth quarter of 2021. The Group has various strategies to accomplish this such as applying international public relations to target foreign customers, using brokers to find new clients, and aligning sales prices with economic conditions. As at 31 December 2020, the Group had 10 out of 196 units remaining (2019 : 20 units).

8) Land and real estate under development

8.1) White Sand Beach Residences Project, Pattaya

This project is a villa project. As at 31 December 2020, the Group had 6 out of the total 34 units remaining (2019 : 8 units). The Group plans to accelerate sales of the remaining unsold villa units to have them all sold by third quarter of 2021.

8.2) The Residences at Sheraton Phuket Grand Bay Project, Phuket

The Group expects to start transferring ownership of certain parts of the project to the buyers during the second quarter of 2021. The entire project is scheduled to be completed by 2021. As at 31 December 2020, 60 units out of 107 units, totaling Baht 1,174.67 million are under sale and purchase agreements (2019 : 66 units totaling Baht 1,325.24 million).

8.3) Club Med Krabi Resort and Residences Project, Krabi

Currently, the model units for this project is completed. As at 31 December 2020, from a total of 64 units, 39 units are under the reservation agreements and 5 units are under sale and purchase agreements, all together totaling Baht 783.91 million. (2019 : from a total of 64 units, 48 units are under the reservation agreements and 5 units are under sale and purchase agreements, all together totaling Baht 931.61 million). However, due to working capital deficiency, the Group management plans to sell this project by fourth quarter of 2021.

Due to a material uncertainty of the Group's ability to request for an extension of the maturity date of short-term borrowing from a financial institution and short-term borrowings from other party, considering of issuing the Company's share capital, finding new sources of funds, selling land and real estate under development and interest in investment in a joint venture, transferring ownership of certain parts of the project under development to customers, and selling the remaining land and real estate for sales, the Group's ability to continue as a going concern depends on the success of such matters.

4 Significant events during the current year

Coronavirus Disease 2019 outbreak

The outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020 has adverse effects on the operating results for the year ended 31 December 2020 particularly on the Company business.

Due to COVID-19 outbreak prevention measures including events suspension and travel limitation, which were announced in many areas, the Group was unable to do marketing events and advertisement. Moreover, land and real estate under development are located in outbreak locked down areas. The customers could not visit the projects and construction was temporary stopped for a period of time. Therefore, reservations and room transfer have decreased by Baht 8.92 million or 9.37% compared with the same period of last year. In addition, potential foreign investors were unable to come to discuss in person and visit projects in Thailand, resulting in the delay in alliance in joint venture. The Group has given a special attention to the COVID-19 outbreak. Thus, the Group passed a resolution to increase registered share capital by issuing new ordinary shares by offering to investors in Private Placement (PP) as disclosed in Note 42. The Group also has a backup plan to borrow from non-banking and banking financial institutions when those financial institutions resume granting credit facility once the COVID-19 outbreak subsides.

5 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 short-term investments which are carried at fair value as disclosed in Note 10.

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 materiality adjusted due to changes in estimates and assumption are disclosed in Note 11.

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.

6 New and amended financial reporting standards

6.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2020 and have significant impacts to the Group

a) The new financial standards related to financial instruments are as follows:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial instruments: Disclosures
TFRS 9	Financial instruments
TFRIC 16	Hedges of a net investment in a foreign operation
TFRIC 19	Extinguishing financial liabilities with equity instruments

The new financial reporting standards related to financial instruments introduce new classification and measurement requirements for financial instruments as well as provide derecognition guidance on financial assets and financial liabilities. The new guidance also provides an option for the Group to apply hedge accounting to reduce accounting mismatch between hedged item and hedging instrument. In addition, the new rule provides detailed guidance on financial instruments issued by the Group whether it is a liability or an equity. Among other things, they require extensive disclosure on financial instruments and related risks.

6 New and amended financial reporting standards (Cont'd)

6.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2020 and have significant impacts to the Group (Cont'd)

a) The new financial standards related to financial instruments are as follows: (Cont'd)

The new classification requirements of financial assets require the Group to assess both i) business model for holding the financial assets; and ii) cash flow characteristics of the asset whether the contractual cash flows represent solely payments of principal and interest (SPPI). The classification affects the financial assets' measurement. The new guidance requires assessment of impairment of financial assets as well as contract assets and recognition of expected credit loss from initial recognition.

On 1 January 2020, the Group has adopted the financial reporting standards related to financial instruments in its financial statements. The impact from the first-time adoption has been disclosed in Note 7.

b) TFRS 16, *Leases*

Where the Group is a lessee, TFRS 16, *Leases* will result in almost all leases being recognised on the balance sheet as the distinction between operating and finance leases is removed. A right-of-use asset and a lease liability will be recognised, with exception on short-term and low-value leases.

On 1 January 2020, the Group has adopted the new lease standard in its financial statements. The impact from the first-time adoption has been disclosed in Note 7.

c) Amendment to TAS 12, *Income tax* clarified that the income tax consequences of dividends of financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.d) Amendment to TAS 19, *Employee benefits (plan amendment, curtailment or settlement)* clarified accounting for defined benefit plan amendments, curtailments and settlements that the updated assumptions on the date of change are applied to determine current service cost and net interest for the remainder of the reporting period after the plan amendment, curtailment or settlement.e) Amendment to TAS 23, *Borrowing costs* clarified that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.f) Amendment to TAS 28, *Investments in associates and joint ventures (long-term interests in associates and joint ventures)* clarified the accounting for long-term interests in an associate or joint venture, which is in substance form part of the net investment in the associate or joint venture, but to which equity accounting is not applied. The Group must account for such interests under TFRS 9, *Financial instruments* before applying the loss allocation and impairment requirements in TAS 28, *Investments in associates and joint ventures*.g) Amendment to TFRS 3, *Business combinations* clarified that obtaining control of a business that is a joint operation is a business combination achieved in stages. The previously held interest is therefore re-measured.h) Amendment to TFRS 11, *Joint arrangements* clarified that the party obtaining joint control of a business that is a joint operation should not remeasure its previously held interest in the joint operation.i) TFRIC 23, *Uncertainty over income tax treatments* explained how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- that the Group should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, i.e. that detection risk should be ignored.
- that the Group should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment.
- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.

The Group's management has assessed and considered that the adoption of new standard c) - i) do not have a significant impact to the Group.

6 New and amended financial reporting standards (Cont'd)

6.2 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2021 and have significant impacts to the Group

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

a) Revised Conceptual Framework for Financial Reporting added the following key principles 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 TFRS 3, Business combinations** amended the definition of a business which requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers and to exclude returns in the form of lower costs and other economic benefits.
- c) Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: disclosures** amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.
- d) Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors** amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

The Group's management is currently assessing the impact of initial adoption of these standards.

6.3 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 and have significant impacts to the Group

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

- a) Amendment to TFRS 16, Leases** amended to include a practical expedient for leases that are modified as a direct consequence of IBOR reform (e.g. replacement of THBFIX as a benchmark interest rate due to the cancellation of LIBOR) for lessee to remeasure the lease liability by discounting the revised lease payments using a discount rate that reflects the change in the interest rate. An early application of the amendment is permitted. The Group and the Company has chosen not to early apply the exemption for the current reporting period.

The Group's management is currently assessing the impact of initial adoption of these standards.

7 Impacts from initial application of the new and revised financial reporting standards

This note explains the impact of the adoption of TAS 32 *Financial Instruments: Presentation*, TFRS 7 *Financial Instruments: Disclosure*, TFRS 9 *Financial Instruments* and TFRS 16 *Leases* on the Group's consolidated financial statements and the Company's separate financial statements. The new accounting policies applied from 1 January 2020 were disclosed in Note 8.5, 8.11 and 8.12.

The Group and the Company have adopted those accounting policies from 1 January 2020 by applying the modified retrospective approach. The comparative figures have not been restated. The reclassifications and the adjustments arising from the changes in accounting policies were therefore recognised in the statement of financial position as of 1 January 2020.

7 Impacts from initial application of the new and revised financial reporting standards

The impact of first-time adoption of new financial reporting standards on the consolidated and separate statements of financial position are as follows:

		Consolidated financial statements			
		31 December 2019 Baht	TFRS 9 and TAS 32 Baht	TFRS 16 Baht	1 January 2020 Baht
Notes					
Current assets					
Financial assets measured at fair value through other comprehensive income	A	-	200,818	-	200,818
Financial assets measured at amortised cost	A	-	9,986,596	-	9,986,596
Short-term investments	A	10,187,414	(10,187,414)	-	-
Non-current assets					
Right-of-use assets (net)	B, C	-	-	36,013,859	36,013,859
Buildings and equipment (net)	B, C	43,923,624	-	(2,159,279)	41,764,345
Total assets affected		54,111,038	-	33,854,580	87,965,618
Current liabilities					
Current portion of lease liabilities	B, C	607,325	-	1,956,094	2,563,419
Non-current liabilities					
Lease liabilities	B, C	425,508	-	32,340,067	32,765,575
Total liabilities affected		1,032,833	-	34,296,161	35,328,994
Equity					
Deficits		(1,520,341,385)	-	(441,581)	(1,520,782,966)

		Separate financial statements			
		31 December 2019 Baht	TFRS 9 and TAS 32 Baht	TFRS 16 Baht	1 January 2020 Baht
Notes					
Current assets					
Financial assets measured at fair value through other comprehensive income	A	-	200,818	-	200,818
Financial assets measured at amortised cost	A	-	9,986,596	-	9,986,596
Short-term investments	A	10,187,414	(10,187,414)	-	-
Non-current assets					
Right-of-use assets (net)	B, C	-	-	36,013,859	36,013,859
Buildings and equipment (net)	B, C	43,677,289	-	(2,159,279)	41,518,010
Total assets affected		53,864,703	-	33,854,580	87,719,283
Current liabilities					
Current portion of lease liabilities	B, C	607,325	-	1,956,094	2,563,419
Non-current liabilities					
Lease liabilities	B, C	425,508	-	32,340,067	32,765,575
Total liabilities affected		1,032,833	-	34,296,161	35,328,994
Equity					
Deficits		(1,398,382,967)	-	(441,581)	(1,398,824,548)

Note:

- A) Impacts from changes in classification and measurement of financial assets (Note 7.1)
- B) Recognition of right of use assets and lease liabilities under TFRS 16 (Note 7.2)
- C) Reclassification of leased assets and finance lease liabilities (Note 7.2)

7 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

7.1 Financial instruments

The impact of these changes on the Group's and the Company's equity as of 1 January 2020 are as follows:

Consolidated financial statements - Equity			
Note	AFS reserves Baht	FVOCI reserve Baht	Effect on retained earnings Baht
Balance as of 31 December 2019 (Previously reported)	3,664	-	1,520,341,385
Reclassify equity investments from available-for-sale to FVOCI	a (3,664)	3,664	-
Total impact	(3,664)	3,664	-
Opening balance as of 1 January 2020 - TFRS 9 adoption	-	3,664	1,520,341,385

Separate financial statements - Equity			
Note	AFS reserves Baht	FVOCI reserve Baht	Effect on retained earnings Baht
Balance as of 31 December 2019 (Previously reported)	3,664	-	1,398,382,967
Reclassify equity investments from available-for-sale to FVOCI	a (3,664)	3,664	-
Total impact	(3,664)	3,664	-
Opening balance as of 1 January 2020 - TFRS 9 adoption	-	3,664	1,398,382,967

7 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

7.1 Financial instruments (Cont'd)

On 1 January 2020 (the date of initial application), the management has assessed which business models apply to the financial assets and financial liabilities, and has classified its financial instruments into the appropriate TFRS 9 categories as follows :

	Consolidated financial statements		
	FVOCI Baht	Amortised cost Baht	Total Baht
Financial assets			
Cash and cash equivalent	-	35,556,383	35,556,383
Restricted deposits at financial institutions	-	1,975,694	1,975,694
Financial assets measured at fair value through other comprehensive income/ amortised cost (short-term investments (net))	200,818	9,986,596	10,187,414
Other receivables (net)	-	1,497,361	1,497,361
Other non-current assets	-	830,290	830,290
	200,818	49,846,324	50,047,142

	Consolidated financial statements	
	Amortised cost Baht	Total Baht
Financial liabilities		
Trade and other payables	422,980,103	422,980,103
Short-term borrowings (net)	1,301,921,023	1,301,921,023
Long-term borrowings from financial institutions (net)	52,427,441	52,427,441
Lease liabilities (net)	35,328,994	35,328,994
Debentures (net)	733,494,784	733,494,784
	2,546,152,345	2,546,152,345

	Separate financial statements		
	FVOCI Baht	Amortised cost Baht	Total Baht
Financial assets			
Cash and cash equivalent	-	6,449,430	6,449,430
Restricted deposits at financial institutions	-	1,975,694	1,975,694
Financial assets measured at fair value through other comprehensive income/ amortised cost (short-term investments (net))	200,818	9,986,596	10,187,414
Other receivables (net)	-	89,163,170	89,163,170
Other non-current assets	-	461,330	461,330
	200,818	108,036,220	108,237,038

	Separate financial statements	
	Amortised cost Baht	Total Baht
Financial liabilities		
Trade and other payables	328,426,601	328,426,601
Short-term borrowings (net)	656,960,057	656,960,057
Long-term borrowings from financial institutions (net)	52,427,441	52,427,441
Lease liabilities (net)	35,328,994	35,328,994
Debentures (net)	733,494,784	733,494,784
	1,806,637,877	1,806,637,877

7 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

7.1 Financial instruments (Cont'd)

- a) Reclassification from available-for-sale to financial assets at fair value through other comprehensive income (FVOCI)

As of 1 January 2020, the Group and the Company elected to present in OCI changes in the fair value of all its equity investments previously classified as available-for-sale, because these investments are held as short to medium term investments. As a result, the Group's and the Company's assets with a fair value of Baht 200,818 were reclassified from available-for-sale financial assets to financial assets at FVOCI and fair value gains of Baht 3,664 were reclassified from AFS reserve to the FVOCI reserve on 1 January 2020.

On 1 January 2020, the date of initial application, the measurement categories and carrying amounts of financial assets and financial liabilities were as follows.

	Consolidated financial statements				
	Measurement categories		Carrying amounts		
	Previously reported (TAS 105 and other TAS)	New (TFRS 9)	Previously reported Baht	New Baht	Difference Baht
Current financial assets					
Cash and cash equivalents	Amortised cost	Amortised cost	35,556,383	35,556,383	-
Financial assets measured at fair value through other comprehensive income (short-term investments (net))	Available for sale	FVOCI	200,818	200,818	-
Financial assets measured at amortised cost (short-term investments (net))	Amortised cost	Amortised cost	9,986,596	9,986,596	-
Other receivables (net)	Amortised cost	Amortised cost	1,497,361	1,497,361	-
Non-current financial assets					
Restricted deposits at financial institutions	Amortised cost	Amortised cost	1,975,694	1,975,694	-
Other non-current assets	Amortised cost	Amortised cost	830,290	830,290	-
Current financial liabilities					
Trade and other payables	Amortised cost	Amortised cost	422,980,103	422,980,103	-
Short-term borrowing (net) and current portion of long-term borrowing (net)	Amortised cost	Amortised cost	1,338,266,973	1,338,266,973	-
Current portion of lease liabilities (net)	Amortised cost	Amortised cost	607,325	607,325	-
Debentures (net)	Amortised cost	Amortised cost	733,494,784	733,494,784	-
Non-current financial liabilities					
Long-term borrowings from financial institutions (net)	Amortised cost	Amortised cost	16,081,491	16,081,491	-
Lease liabilities (net)	Amortised cost	Amortised cost	425,508	425,508	-

7 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

7.1 Financial instruments (Cont'd)

	Separate financial statements				
	Measurement categories		Carrying amounts		
	Previously reported (TAS 105 and other TAS)	New (TFRS 9)	Previously reported Baht	New Baht	Difference Baht
Current financial assets					
Cash and cash equivalents	Amortised cost	Amortised cost	6,449,430	6,449,430	-
Financial assets measured at fair value through other comprehensive income (short-term investment (net))	Available for sale	FVOCI	200,818	200,818	-
Financial assets measured at amortised cost (short-term investments (net))	Amortised cost	Amortised cost	9,986,596	9,986,596	-
Other receivables (net)	Amortised cost	Amortised cost	89,163,170	89,163,170	-
Non-current financial assets					
Restricted deposits at financial institutions	Amortised cost	Amortised cost	1,975,694	1,975,694	-
Other non-current assets	Amortised cost	Amortised cost	461,330	461,330	-
Current financial liabilities					
Trade and other payables	Amortised cost	Amortised cost	328,426,601	328,426,601	-
Short-term borrowings (net) and current portion of long-term borrowing (net)	Amortised cost	Amortised cost	693,306,007	693,306,007	-
Current portion of lease liabilities (net)	Amortised cost	Amortised cost	607,325	607,325	-
Debentures (net)	Amortised cost	Amortised cost	733,494,784	733,494,784	-
Non-current financial liabilities					
Long-term borrowings from financial institutions (net)	Amortised cost	Amortised cost	16,081,491	16,081,491	-
Lease liabilities (net)	Amortised cost	Amortised cost	425,508	425,508	-

b) Impairment of financial assets

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- cash and cash equivalents
- other receivables (net)
- short-term loans (net)

The Group was required to revise its impairment methodology under TFRS 9. The impact of the change in impairment methodology on the Group's and the Company's retained earnings at 1 January 2020 was immaterial. Management had revised the impact of the change in impairment of i) cash and cash equivalents ii) other receivables (net) and iii) short-term loans (net), the identified impact was immaterial.

7 Impacts from initial application of the new and revised financial reporting standards (Cont'd)

7.2 Leases

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of TAS 17 Leases for leases of buildings and shop with lease terms more than 12 months. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was 15%.

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied in which the incremental borrowing rate for the whole lease term is applied. Other right-of use assets were measured at the amount equal to the lease liability in which the incremental borrowing rate for the whole lease terms is applied as at 1 January 2020, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

For leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

	Consolidated financial statements Baht	Separate financial statements Baht
Operating lease commitments disclosed as at 31 December 2019	23,733,080	23,733,080
(Less): Impact from incremental borrowing rate at the date of initial application	(13,773,284)	(13,773,284)
Add: Finance lease liabilities recognised as at 31 December 2019	1,032,833	1,032,833
(Less): Short-term leases recognised on a straight-line basis as expense	(368,080)	(368,080)
(Less): Contracts reassessed as service agreements	(927,333)	(927,333)
Add: Adjustments as a result of a different treatment of extension and termination options	25,631,778	25,631,778
Lease liability recognised as at 1 January 2020	35,328,994	35,328,994
Current lease liabilities (net)	2,563,419	2,563,419
Non-current lease liabilities (net)	32,765,575	32,765,575

Practical expedients applied

In applying TFRS 16 for the first time, the group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics
- reliance on previous assessments on whether leases are onerous
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2020 as short-term leases
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease, and
- elect not to reassess whether a contract is, or contains a lease as defined under TFRS 16 at the date of initial application but relied on its assessment made applying TAS 17 and TFRIC 4 Determining whether an arrangement contains a Lease.

8 Accounting policies

8.1 Principles of consolidation and equity accounting

a) Subsidiaries

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

In the separate financial statements, investments in subsidiaries are accounted for using cost method. Cost also includes direct attributable costs of investment.

A list of Group's principal subsidiaries is set out in Note 23.

b) 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 equity method.

A list of Group's joint ventures is set out in Note 22.

c) Equity method

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

The Group 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.

d) 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.

e) 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.

8 Accounting policies (Cont'd)

8.2 Foreign currency translation

(a) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's and 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 or the date of revaluation where items are re-measured.

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.

8.3 Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call, short-term highly liquid investments with original maturities of three months or less from acquisition date and bank overdrafts.

In the statements of financial position, bank overdrafts are shown in current liabilities.

8.4 Real estate development costs

Real estate development cost are stated at the lower of cost and net realisable value.

Cost is determined by the specific method. Costs include cost of land, development costs, construction cost, infrastructure and related borrowing costs (Note 8.13).

The Group recognises real estate development costs as cost of sales when there is the transfer of title ownership to the buyer.

8.5 Financial asset

For the year ended 31 December 2020

a) Classification

From 1 January 2020, the Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

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

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.

8 Accounting policies (Cont'd)

8.5 Financial asset (Cont'd)

c) Measurement

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

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

d) 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 three 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.
- **FVOCI:** Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income is included in other income. Impairment expenses are presented separately in the statement of comprehensive income.

e) Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in [other gains/(losses)] in the statement of comprehensive income.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

8 Accounting policies (Cont'd)**8.5 Financial asset (Cont'd)****f) Impairment**

From 1 January 2020, the Group assesses on a forward looking basis the expected credit loss associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

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

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

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

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 and included in administrative expenses.

For the year ended 31 December 2019**Investments in debt and equity securities**

Investments other than investments in subsidiaries, associates and joint ventures are initially recognised at fair value of consideration paid plus direct transaction cost.

Trading and available-for-sale investments

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gains and losses of trading investments are recognised in profit or loss. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income and are subsequently reclassified to profit or loss when the investment is disposed.

Disposal of investments

On a disposal of an investment, the difference between the net disposal proceeds and the carrying amount (including cumulative changes in fair value recognised in equity) is recognised to the profit or loss. When the Group disposes an investment partially, the carrying amount of the disposed part is determined by the weighted average method.

8 Accounting policies (Cont'd)

8.6 Non-current assets (or disposal groups) held-for-sale

Non-current assets (or disposal groups) are classified as assets held-for-sale when their carrying amount will be recovered principally through a sale transaction and a sale is considered highly probable. They are measured at the lower of the carrying amount and fair value less costs to sell.

An impairment loss is recognised for write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised.

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

8.7 Investment property

Investment properties, freehold office buildings, is held for long-term rental yields and are not occupied by the Group.

Investment property is measured initially at cost, including directly attributable costs and borrowing costs.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Subsequently, they are carried at cost less accumulated depreciation and impairment.

Depreciation on other investment properties is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	17 years
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8.8 Plant and equipment

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 and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

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

Depreciation on plant and equipment is calculated using the straight-line method, to allocate their cost to their residual values over their estimated useful lives as follows:

Office unit	30 years
Office unit improvement	10 years
Furniture and fixtures and office equipment	3 - 5 years
Sale office building and sample room	2 - 5 years
Vehicles	8 years
Yachts	20 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 of plant and equipment are determined by comparing the proceeds with the carrying amount and are recognised in the profit or loss.

8 Accounting policies (Cont'd)

8.9 Intangible assets

Acquired intangible assets

Separately acquired intangible assets are measured at historical cost.

The assets with infinite useful life are subsequently measured at cost less impairment losses.

The assets with limited life are subsequently carried at cost less accumulated amortisation and impairment losses. The amortisation is calculated using the straight-line method over their estimated useful lives, as follows:

Trademark licences

6 years

Computer software

Computer software is measured at cost. These costs are amortised over their estimated useful lives not over than 3 years.

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

8.10 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. 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.

8.11 Leases

For the year ended 31 December 2020

Leases - where the Group is the lessee

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

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. 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.

8 Accounting policies (Cont'd)

8.11 Leases (Cont'd)

For the year ended 31 December 2020 (Cont'd)*Leases - where the Group is the lessee (Cont'd)*

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

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

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

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

For the year ended 31 December 2019*Leases - where the Group is the lessee*

At the inception of finance lease, the lower of the fair value of the leased property and the present value of the minimum lease payments is capitalised. Each lease payment is allocated between the liability and finance charges to achieve a constant rate on the liabilities balance outstanding. The corresponding rental obligations is presented net of finance charges. Finance cost is charged to profit or loss over the lease period.

Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

8 Accounting policies (Cont'd)**8.12 Financial liabilities**For the year ended 31 December 2020**a) Classification**

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

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

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.

For the year ended 31 December 2019**Borrowings**

Borrowings are recognised initially at the fair value, net of directly attributable transaction costs incurred. Borrowings are subsequently stated at amortised cost.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it will be drawn down. The fee is deferred until the drawn down occurs and included in effective interest calculation. However, if it is probable that facility will not be drawn down, that portion of the fee paid is recognised as a prepayment and amortised over the period of related facility.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

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.

8 Accounting policies (Cont'd)

8.13 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets (assets that take a substantial period of time to get ready for its intended use or sale) 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.

8.14 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in the 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 substantially 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.

8 Accounting policies (Cont'd)**8.15 Employee benefits****8.15.1 Short-term employee benefits**

Liabilities for short-term employee benefits such as wages, salaries, paid annual leave and paid sick leave and profit-sharing and bonuses 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.

8.15.2 Defined contribution plan

The Group pays contributions to a separate fund on a mandatory 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.

8.15.3 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 annually 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 included in retained earnings in the statements of changes in equity.

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

8.15.4 Termination benefits

The Group recognises termination benefits at the earlier of (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for the related restructuring. Benefits due more than 12 months are discounted to their present value.

8 Accounting policies (Cont'd)

8.16 ProvisionsProvision - general

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.

Provision for guaranteed returns

The liability is related to the rental management program the Group provides to customers when the Group has sold residences/ villas with guaranteed returns option. The Group has recorded provision for guaranteed returns when the Group considers that expected rental income in the future guaranteed period will be lower than the guaranteed amounts.

Provision for delivery delay

The Group recognises the estimated liability to compensate for delivery delay at the statement of financial position date. The provision is calculated based on the contractual obligation arising from a work-completion delay and the probability of compensation payment.

8.17 Share capital

Ordinary shares are classified as equity.

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

8.18 Revenue recognition

Revenue includes all revenues from ordinary business activities. All ancillary income in connection with the sale and rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into distinct performance obligations. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfillment of the obligation to the customer.

a) Land development and resale

The Group develops and sells residential properties. Revenue is recognised when control over the property has been transferred to the customer. The properties have generally no alternative use for the Group due to contractual restrictions. However, an enforceable right to payment does not arise until legal title has passed to the customer. Therefore, revenue is recognised at a point in time when the legal title has passed to the customer.

The revenue is measured at the transaction price agreed under the contract. In most cases, the consideration is due when legal title has been transferred. While deferred payment terms may be agreed in rare circumstances, the deferral never exceeds 12 months. The transaction price is therefore not adjusted for the effects of a significant financing component.

b) Services

The Group recognises service contracts with a continuous service provision as revenue on a straight line basis over the contract term, regardless of the payment pattern.

8 Accounting policies (Cont'd)

8.18 Revenue recognition (Cont'd)

c) *Revenue from decoration service contracts*

Revenue from decoration service contracts where a defined output is promised, is recognised using the percentage of completion method. The stage of completion is generally determined as the percentage of cost incurred up until the reporting date relative to total estimated cost, adjusted with uninstalled materials that the customer accepts and takes control but not yet installed. Where the stage of completion is not reliably measured, revenue is only recognised up to the amount of contract costs expensed, provided it is recoverable.

d) *Hotel*

Revenue from hotel ownership comprises amounts earned in respect of rental of rooms, food and beverage sales, and other ancillary services. Revenue is recognised over the period when rooms are occupied or services are performed. Revenue from the sale of food and beverages and goods is recognised at the point of sale when the food and beverages and goods are delivered to customers. Payment is due immediately when the hotel guest occupies the room and receives the services and goods.

e) *Financing components*

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

f) *Incremental costs of obtaining a contract*

The Group capitalises incremental costs of obtaining a contract (mainly sales commission to third parties and to employees) and amortised to selling expenses in the same pattern of related revenue recognition.

8.19 Dividend distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

9 Financial risk management

9.1 Financial risk factors

The Group expose to a variety of financial risks: market risk (including currency risk, interest rate risk, fair value risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

9.1.1 Foreign exchange risk

The Group has a significant exposure to foreign exchange risk due to the Group and the Company have the significant financial liabilities denominated in foreign currency. However, the Group considers that it is not necessary to use derivative financial instruments to mitigate such risk because management believes that future movements in market foreign exchange will not materially affect the Group's operating results.

9.1.2 Interest rate risk

The Group has normal exposure to interest rate risk, which relates primarily to deposits at financial institutions and high risk from interest rate of borrowings from financial institutions and other parties. The Group's borrowings, for operation, have both fixed and floating rates of interest. Both interest rates are relatively high.

9 Financial risk management (Cont'd)

9.1 Financial risk factors (Cont'd)

Significant financial assets and liabilities classified by type of interest rates are summarised in the table below.

As at 31 December 2020	Consolidated financial statements								
	Fixed interest rates			Floating interest rates			Non- Interest bearing	Total	Interest rate
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	(% p.a.)
Financial assets									
Cash and cash equivalents	5,843	-	-	-	-	-	179	6,050	0.05 - 0.25
Restricted deposits at a bank	-	21,271	-	-	-	-	-	21,271	0.13 - 0.50
	5,843	21,271	-	-	-	-	179	27,321	
Financial liabilities									
Short-term Borrowings (net)	1,363,337	-	-	-	-	-	-	1,363,337	4.00 - 20.00
Long-term loans from financial institutions (net)	17,769	1,202	-	-	-	-	-	18,971	12.00 - 15.00
Debentures (net)	755,000	-	-	-	-	-	-	755,000	8.25
Lease liabilities (net)	2,059	10,328	18,302	-	-	-	-	30,689	5.01 - 15.00
	2,138,165	11,530	18,302	-	-	-	-	2,167,997	
As at 31 December 2019	Consolidated financial statements								
	Fixed interest rates			Floating interest rates			Non- Interest bearing	Total	Interest rate
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	(% p.a.)
Financial assets									
Cash and cash equivalents	35,354	-	-	-	-	-	202	35,556	0.13 - 1.50
Restricted deposits at a bank	-	1,976	-	-	-	-	-	1,976	1.38
	35,354	1,976	-	-	-	-	202	37,532	
Financial liabilities									
Short-term Borrowings (net)	1,301,921	-	-	-	-	-	-	1,301,921	4.00 - 15.00
Long-term loans from financial institutions (net)	36,346	16,081	-	-	-	-	-	52,427	12.00 - 15.00
Debentures (net)	733,495	-	-	-	-	-	-	733,495	6.25
Lease liabilities (net)	607	425	-	-	-	-	-	1,032	5.01 - 9.86
	2,072,369	16,506	-	-	-	-	-	2,088,875	

9 Financial risk management (Cont'd)

9.1 Financial risk factors (Cont'd)

As at 31 December 2020	Separate financial statements								
	Fixed interest rates			Floating interest rates			Non- Interest bearing Thousand Baht	Total Thousand Baht	Interest rate (% p.a.)
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht			
Financial assets									
Cash and cash equivalents	5,688	-	-	-	-	-	179	5,847	0.05 - 0.25
Restricted deposits at a bank	-	21,271	-	-	-	-	-	21,271	0.13 - 0.50
	5,688	21,271	-	-	-	-	179	27,118	
Financial liabilities									
Short-term									
Borrowings (net)	713,563	-	-	-	-	-	-	713,563	4.00 - 20.00
Long-term loans from financial institutions (net)	17,769	1,202	-	-	-	-	-	18,971	12.00 - 15.00
Debentures (net)	755,000	-	-	-	-	-	-	755,000	8.25
Lease liabilities (net)	2,059	10,328	18,302	-	-	-	-	30,689	5.01 - 15.00
	1,488,391	11,530	18,302	-	-	-	-	1,518,223	
As at 31 December 2019	Separate financial statements								
	Fixed interest rates			Floating interest rates			Non- Interest bearing Thousand Baht	Total Thousand Baht	Interest rate (% p.a.)
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht			
Financial assets									
Cash and cash equivalents	6,269	-	-	-	-	-	180	6,449	0.13 - 1.50
Restricted deposits at a bank	-	1,976	-	-	-	-	-	1,976	1.38
	6,269	1,976	-	-	-	-	180	8,425	
Financial liabilities									
Short-term									
Borrowings (net)	656,960	-	-	-	-	-	-	656,960	4.00 - 15.00
Long-term loans from financial institutions (net)	36,346	16,081	-	-	-	-	-	52,427	12.00 - 15.00
Debentures (net)	736	-	-	-	-	-	-	736	6.25
Lease liabilities (net)	607	425	-	-	-	-	-	1,032	5.01 - 9.86
	710,730	425	-	-	-	-	-	711,155	

9 Financial risk management (Cont'd)

9.1 Financial risk factors (Cont'd)

9.1.3 Credit risk

Concentrations of credit risk with respect to trade accounts receivable are limited due to the Group's large number of customers in a variety of businesses. Deposit transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution. Due to these factors, management believes that there is no significant credit risk.

9.1.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims in funding by selling of land and real estate for sales and under development, extending the maturity date of debentures, finding new borrowing sources and joint venture partners.

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Consolidated financial statements						
	On demand	Within 1 year	1 - 5 years	Over 5 years	Total	Book Value
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Baht
Maturity of financial liabilities						
As at 31 December 2020						
Trade and other payables	523,120	-	-	-	523,120	523,120
Short-term borrowings	1,232,837	131,749	-	-	1,364,586	1,363,337
Long-term loans from financial institutions	-	21,052	-	-	21,052	18,971
Lease liabilities	-	6,500	24,752	24,374	55,626	30,689
Debentures	-	796,006	-	-	796,006	755,000
Total financial liabilities that is not derivatives	1,755,957	955,307	24,752	24,374	2,760,390	2,691,117
Consolidated financial statements						
	On demand	Within 1 year	1 - 5 years	Over 5 years	Total	Book Value
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Baht
Maturity of financial liabilities						
As at 31 December 2019						
Trade and other payables	422,980	-	-	-	422,980	422,980
Short-term borrowings	22,700	1,475,296	-	-	1,497,996	1,301,921
Long-term loans from financial institutions	-	56,818	-	-	56,818	52,427
Lease liabilities	-	660	453	-	1,113	1,032
Debentures	-	743,667	-	-	743,667	733,495
Total financial liabilities that is not derivatives	445,680	2,276,440	453	-	2,722,573	2,511,855

9 Financial risk management (Cont'd)

9.1 Financial risk factors (Cont'd)

Separate financial statements						
	On demand Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht	Book Value Baht
Maturity of financial liabilities						
As at 31 December 2020						
Trade and other payables	324,342	-	-	-	324,342	324,342
Short-term borrowings	583,063	131,749	-	-	714,812	713,563
Long-term loans from financial institutions	-	21,052	-	-	21,052	18,971
Lease liabilities	-	6,500	24,752	24,374	55,626	30,689
Debentures	-	796,006	-	-	796,006	755,000
Total financial liabilities that is not derivatives	907,405	955,307	24,752	24,374	1,911,838	1,842,565
Separate financial statements						
	On demand Thousand Baht	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht	Book Value Baht
Maturity of financial liabilities						
As at 31 December 2019						
Trade and other payables	328,427	-	-	-	328,427	328,427
Short-term borrowings	22,700	726,798	-	-	749,498	656,960
Long-term loans from financial institutions	-	56,818	-	-	56,818	52,427
Lease liabilities	-	660	453	-	1,113	1,032
Debentures	-	743,667	-	-	743,667	733,495
Total financial liabilities that is not derivatives	351,127	1,527,943	453	-	1,879,523	1,772,341

9.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

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

10 Fair value

The following table shows fair values and carrying amounts of financial assets and liabilities by category, excluding those with the carrying amount approximates fair value.

	Consolidated and separate financial statements				
	Fair value hierarchy	Fair value through profit or loss (FVPL) Baht	Fair value through other comprehensive income (FVOCI) Baht	Amortised cost Baht	Total carrying amount Baht
Balance as of 31 December 2020					
Financial assets measured at fair value (FV)					
Financial assets at FVOCI	1	-	55,370	-	55,370
Balance as of 31 December 2019					
Short-term investments					
Short-term investment at FVOCI	1	-	-	-	200,818

The Group did not reclassify and recognise financial assets and financial liabilities in accordance with the new financial reporting standards relating to financial instruments in the financial statements as at 31 December 2019.

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

Level 1: The fair value of financial instruments is based on the current bid price by reference to the active market.

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

Level 3: The fair value of financial instruments is not based on observable market data.

There were no transfers between levels 1 and 2 during the years.

Since the majority of the financial assets are short-term and that the loans and borrowings carry interest at rates close to current market rates, the fair values of the Group's financial assets and financial liabilities is approximately to their carrying amounts.

See Note 33 for disclosures of the long-term borrowings from financial institutions that are measured at fair value.

11 Critical 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.

Deferred tax assets

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised. The Group considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing whether to recognise deferred tax assets. The Group's assumptions regarding the future profitability and the anticipated timing of utilisation of deductible temporary differences and significant changes in these assumptions from period to period may have a material impact on the Group's reported financial position and results of operations.

Provision for guaranteed returns

In determination of estimated provision amount of guaranteed returns the Group has provided to customers, the management has taken some principal assumptions into consideration such as occupancy rate of residences and rental price rate. Any changes in these principal assumptions will have an impact on the amount of the liability recorded in the statement of financial position.

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 41.

Provision for delivery delay

In determination of estimation of provision for delivery delay, the management consider from their past experience, possibility, and penalty rate in the contract.

Determination of lease terms

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

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

Most extension options on offices and vehicles leases have not been included in the lease liability, because the Group considers i) the underlying asset condition and/or ii) insignificant cost to replace the leased assets.

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

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.

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.

12 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the strategic steering committee, consisting of the chief executive officer, the directors and the chief financial officer. Real estate development business is internally reported as one operating segment information.

13 Cash and cash equivalents

Cash and cash equivalents as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Cash on hand	163,089	202,624	135,590	180,125
Cheque on hand	43,744	-	43,744	-
Deposits held at call with banks				
- current accounts	35,740	139,738	35,740	119,788
- savings accounts	5,807,316	35,214,021	5,632,419	6,149,517
Total cash and cash equivalents	6,049,889	35,556,383	5,847,493	6,449,430

As at 31 December 2020, the interest rate of savings accounts were 0.05% to 0.25% per annum (2019 : 0.13% to 1.50% per annum).

14 Financial assets measured at fair value through other comprehensive income/short-term investments (net)

Financial assets measured at fair value through other comprehensive income/short-term investments (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Investment units - short-term debt security mutual fund which are classified as available-for-sale investment	-	133,216	-	133,216
Financial asset measured at fair value through other comprehensive income (2019 : Investment units - equity security mutual fund which are classified as available-for-sale)	100,000	100,000	100,000	100,000
Add Unrealised gain (loss) on measurement	(44,630)	(32,398)	(44,630)	(32,398)
	55,370	200,818	55,370	200,818
Notes receivable	-	10,000,000	-	10,000,000
Less Deferred interest	-	(13,404)	-	(13,404)
	-	9,986,596	-	9,986,596
Total Financial assets measured at fair value through other comprehensive income/short-term investments (net)	55,370	10,187,414	55,370	10,187,414

14 Financial assets measured at fair value through other comprehensive income/short-term investments (net) (Cont'd)

During the years ended 31 December 2020 and 2019, the movements of financial assets measured at fair value through other comprehensive income/short-term investments (net) are as follows:

	Consolidated and Separate financial statements			
	2020		2019	
	Financial assets measured at FVOCI Baht	Financial assets measured at amortised cost Baht	Available-for-sale Baht	Notes receivable Baht
Opening balance	200,818	9,986,596	197,190	79,403,736
Additions during the year	-	-	-	10,000,000
Disposals during the year	(133,215)	(10,000,000)	-	(40,000,000)
Repayments of debentures (Note 35)	-	-	-	(40,000,000)
Unrealised gain (loss) on measurement	(12,233)	-	3,628	-
Deferred interest from notes receivable	-	-	-	(2,008,907)
Deferred interest amortised during the year	-	13,404	-	2,591,767
Closing balance	55,370	-	200,818	9,986,596

As at 31 December 2020, the Company's financial assets measured at fair value through other comprehensive income totaling of Baht 55,370 comprise of investment units of domestic asset management company's mutual fund. (2019 : totaling of Baht 10.19 million comprise of investment units of domestic asset management company's mutual fund which is classified as available-for-sale investment and rolled over notes receivable amounting to Baht 0.20 million and Baht 9.99 million, respectively). Fair value measurement of investment units of domestic asset management company's mutual fund is the net asset value referred by the price of the investment units announced by fund manager as at the last operating date of the end of reporting period.

15 Other receivables (net)

Other receivables (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Other receivables - current portion				
Advance to contractor	41,314,190	38,891,308	41,314,190	38,891,308
<u>Less</u> Loss allowance				
(2019 : allowance for doubtful account under TAS101)	(6,798,290)	(5,427,163)	(6,798,290)	(5,427,163)
Advances to contractor (net)	34,515,900	33,424,145	34,515,900	33,424,145
Interest receivable - other parties	1,963,600	1,900,834	1,963,600	1,900,834
<u>Less</u> Loss allowance				
(2019 : allowance for doubtful account under TAS101)	(1,885,663)	(1,885,663)	(1,885,663)	(1,885,663)
Interest receivable - other parties (net)	77,937	15,171	77,937	15,171
Other accounts receivable				
- related parties (Note 30.2)	-	-	-	87,858,944
- other parties	7,066,627	6,297,190	7,066,627	6,104,055
<u>Less</u> Loss allowance				
(2019 : allowance for doubtful account under TAS101)	(6,258,333)	(4,815,000)	(6,258,333)	(4,815,000)
Other accounts receivable (net)	808,294	1,482,190	808,294	89,147,999
Prepaid expenses	1,326,526	2,567,645	1,326,526	2,567,645
Advance payments - other parties (net)	588,963	1,378,342	588,963	1,318,342
Total other receivables (net) - current portion	37,317,620	38,867,493	37,317,620	126,473,302
Other receivables - Non-current portion				
Other receivables				
- related parties (Note 30.2)	11,675,000	-	99,663,443	-
Interest receivable				
- related parties (Note 30.2)	34,506,771	-	34,506,771	-
Total other receivables - non-current portion	46,181,771	-	134,170,214	-
Total other receivables (net)	83,499,391	38,867,493	171,487,834	126,473,302

16 Short-term loans (net)

Short-term loans (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Short-term loans	6,080,900	6,080,900	6,080,900	6,080,900
<u>Less</u> Loss allowance				
(2019 : allowance for doubtful account under TAS101)	(6,080,900)	(6,080,900)	(6,080,900)	(6,080,900)
Total short-term loans (net)	-	-	-	-

As at 31 December 2020 and 2019, short-term loans are short-term loans to a company, bearing an interest rate at MLR per annum. The loans are due for repayment at call.

17 Land and real estate for sales

Land and real estate for sales as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Residence units	82,173,025	119,438,067	82,173,025	119,438,067
Total land and real estate for sales	82,173,025	119,438,067	82,173,025	119,438,067

During 2020, the cost of land and real estate recognised as cost of sales in the consolidated statement of comprehensive income and the separate statement of comprehensive income is Baht 39.01 million (2019 : Baht 53.07 million).

As at 31 December 2020, the assets amounting to Baht 20.60 million, Baht 36.21 million, Baht 16.89 million were pledged as collateral for current portion of long-term borrowings from financial institutions, debentures, and sale with right of redemption liabilities, respectively. (2019 : Baht 20.60 million, Baht 13.35 million, Baht 45.12 million and Baht 33.49 million were pledged as collateral for long-term borrowings from financial institutions, sale with right of redemption liabilities, debentures and short-term borrowings from other parties, respectively.) Some parts of residence units pledged as collateral for sale with right of redemption have been redeemed and transferred proprietary right to customers amounting to Baht 8.75 million in January 2021.

18 Land and real estate under development (net)

Land and real estate under development (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Land	1,702,542,765	2,158,463,046	751,572,598	1,207,925,619
Construction and development costs	804,295,185	822,822,056	730,385,523	755,648,588
Less allowance for net realisable value	(129,430,602)	-	(129,430,602)	-
Land, construction and development cost (net)	2,377,407,348	2,981,285,102	1,352,527,519	1,963,574,207
Borrowing costs and facility fees	50,934,817	32,031,982	10,121,179	8,285,618
Total land and real estate under development (net)	2,428,342,165	3,013,317,084	1,362,648,698	1,971,859,825

The movements of land and real estate under development for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 1 January	3,013,317,084	2,239,942,373	1,971,859,825	1,817,614,688
Additions:				
Land	432,740	810,144,959	-	-
Construction and development costs	77,731,940	310,352,332	65,174,418	267,067,470
Borrowing costs and facility fees	14,166,383	25,579,197	2,920,437	4,712,258
Transfer to land and real estate for sales	(417,031,214)	(22,407,754)	(417,031,214)	(21,600,974)
Transfer land to a subsidiary and indirect subsidiaries (Note 30.1)	-	-	-	(69,697,740)
Transfer cost of construction and development to a subsidiary and indirect subsidiaries (Note 30.1)	-	-	-	(26,235,877)
Allowance for net realisable value	(129,430,602)	-	(129,430,602)	-
Transfer to non-current assets held for sale (Note 20)	-	(350,294,023)	-	-
Decrease in contingent consideration	(130,844,166)	-	(130,844,166)	-
As at 31 December	2,428,342,165	3,013,317,084	1,362,648,698	1,971,859,825

18 Land and real estate under development (net) (Cont'd)

During the year ended 31 December 2020, the Company adjusted the contingent consideration of land and real estate under development purchased from a company which under business rehabilitation plan managed by rehabilitation management and the Company had recognised contingent liabilities as an acquisition cost according to the rehabilitation plan. However, the Company received a final confirmation from the rehabilitation plan management that the recognised contingent liabilities decreased by Baht 130.84 million resulted in the decrease of the land and real estate under development cost in the same amount.

On 19 June 2020, the Group entered into the Forbearance Grace Period Extension agreement for short-term borrowings from a financial institution which included the significant condition to enter into binding sale or joint venture agreement in respect of a piece land and real estate under development pledged as collateral within 24 September 2020. The selling price or the proportion of joint venture must be in accordance with the term in such agreement and the Group shall repay partial amount of borrowing from the sale of land and real estate awaiting development within 24 November 2020 as disclosed in Note 32.

On 15 February 2021, the Company entered into the sale and purchase agreement of land and real estate under development in Chonburi which mortgaged for short-term borrowing from a financial institution to comply with conditions in Forbearance Grace Period Extension agreement with Pattaya Patana Asset Company Limited and Asset World Foundation for Charity totaling Baht 550,000,000. This resulted in a decrease in the value of the land and real estate under development amounting to Baht 129,430,602.

Transfer of land and cost of construction and development

On 23 April 2019, the Board of Directors' meeting no. 6/2019 passed a resolution to transfer the rights of land in Taling-Chan, Nuar-Klong, Krabi owned by the Company with area of 35 rai, 2 ngan and 71.6 square wa to Apex Krabi Development Company Limited and Long Beach Hotel Co., Ltd. totaling Baht 69,697,740. It also approved to transfer the Company's rights and duty according to 4 sale and purchase agreements for land in Taling-Chan, Nuar-Klong, Krabi with area of 232 rai, 1 ngan and 66.4 square wa to Apex Krabi Development Company Limited, Andaman Hotel Co., Ltd. and Long Beach Hotel Co., Ltd. amounting to Baht 795,714,350.

In addition, the Company transferred cost of construction and development on such pieces of land to Apex Krabi Development Company Limited and Long Beach Hotel Co., Ltd. in total amount of Baht 26,235,877 (Note 30.1)

Borrowing costs

During the year ended 31 December 2020, the Group and the Company recorded borrowing costs from specific borrowings and general borrowings as land and real estate under development amounting to Baht 14.17 million and Baht 2.92 million, respectively (2019 : Baht 25.58 million and Baht 4.71 million, respectively). The Group applied capitalisation rates of borrowings costs for specific borrowings and general borrowings at 17.76% and 12.91%, respectively (2019 : rates of borrowings costs from general borrowings at 19.50% and 12.96%, respectively). The capitalisation rate of specific borrowings is the rate of borrowings costs for purchasing the land for development. For general borrowings, the weighted average of the borrowings costs was applied.

Commitments

As at 31 December 2020 and 2019, land and real estate under development of the Group were pledged as collateral against borrowings from financial institutions, bills of exchange and debentures. The cost of those land and real estate under development that were pledged as collateral are as follows:

	Consolidated financial statements		Separate financial statements	
	Cost 2020 Million Baht	Cost 2019 Million Baht	Cost 2020 Million Baht	Cost 2019 Million Baht
Mortgaged for short-term borrowing from a financial institution	1,690.90	2,346.69	822.54	1,181.17
Mortgaged for debentures	380.88	410.72	310.21	410.72

On 20 December 2019, the Company had made an addendum to the loan agreement with a company to exercise the rights according to the loan agreement to sell land title no.19676 and 62750 Maikhao sub-district, Thalang district, Phuket in order to settle short-term loan from others amounting to Baht 350 million. The Company transferred ownership of the land and received all excess amount on 14 January 2020.

19 Other current assets

Other current assets as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Prepaid sales commission	39,915,793	45,840,529	36,025,273	41,950,009
Direct cost for investment in joint venture	-	4,061,000	-	4,061,000
Value added tax receivable	-	537,713	-	537,713
Undue input VAT	47,060	54,199	47,060	54,199
Others	1,014,439	241,233	1,014,439	241,233
Total other current assets	40,977,292	50,734,674	37,086,772	46,844,154

20 Non-current assets held for sale

At the Board of Directors' meeting no. 8/2019 held on 13 June 2019, it passed a resolution to sell 50% of all of the shares held in Grand Bay Hotel Co., Ltd. (a subsidiary) for a total of 2,500,000 shares to Mercurius Capital Investment Limited, a company listed under the Singapore Stock Exchange at agreed price. The reason was to invest in the Sheraton Phuket Grand Bay Resort in Ao Por, Phuket. The Company received all instalment and transferred shares in Grand Bay Hotel Co., Ltd. to Mercurius Capital Investment limited under the terms of the agreement on 7 January 2020.

As at 31 December 2019, the Company classified assets and liabilities of Grand Bay Hotel Co., Ltd. as non-current assets held for sales and liabilities directly associated with non-current assets held for sale.

Non-current assets held for sale in consolidated financial statements as at 31 December 2019 comprise the following:

	Consolidated financial statements
	2019 Baht
Non-current assets held for sale	
Cash and cash equivalents	41,799
Other receivables	2,240,345
Land and real estate under development (Note 18)	350,294,023
Prepaid withholding tax	202,067
Deposits	10,000
Total non-current assets held for sale	352,788,234
Liabilities directly associated with non-current assets held for sale	
Trade and other payables	6,785,323
Other current liabilities	20,513
Total liabilities directly associated with non-current assets for sale	6,805,836

20 Non-current assets held for sale (Cont'd)

Non-current assets held for sale in separate financial statements as at 31 December 2019 comprise the following:

Subsidiary	Business Type	Country of incorporation	Separate financial statements			
			2019			
			%Ownership interest	%Voting power	Paid-up capital Baht	Cost method Baht
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	100	100	468,900,000	468,899,700
<u>Less</u> Reclassified to non-current assets held for sale			(50)	(50)	(234,450,000)	(234,450,000)
			50	50	234,450,000	234,449,700

During the year ended 31 December 2020, non-current assets held for sale is classified as investment in a joint venture in the consolidated and separate financial statements.

21 Restricted deposits at a bank

As at 31 December 2020, restricted deposits at a bank amounting to Baht 21,271,113 represents a restricted deposit in escrow account which used to secured debentures amounting to Baht 19,295,419 (2019 : nil) as details disclosed in Note 35 and 1-year fixed deposits amounting to Baht 1,975,694 (2019 : Baht 1,975,694) which are held as collateral against bank guarantees issued on behalf of the Company by a bank as details disclosed in Note 48. The interest rate of the restricted deposits at a bank were 0.13% - 0.50% per annum (2019 : 1.38% per annum).

22 Investment in a joint venture

Investment in a joint venture as at 31 December 2020 comprise the following:

Company name	Business Type	Country of incorporation	%Ownership interest	%Voting power	Consolidated financial statements		
					As at 31 December 2020		
					Registered Capital Baht	Paid-up capital Baht	Equity method Baht
Joint venture							
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	50	50	500,000,000	468,900,000	180,965,038
Total							180,965,038
Company name	Business Type	Country of incorporation	%Ownership interest	%Voting power	Separate financial statements		
					As at 31 December 2020		
					Registered Capital Baht	Paid-up capital Baht	Cost method Baht
Joint venture							
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	50	50	500,000,000	468,900,000	140,569,850
Total							140,569,850

At the Board of Directors' meeting no. 8/2019 held on 13 June 2019, it passed a resolution to sell 50% of all of the shares held in Grand Bay Hotel Co., Ltd. (a subsidiary) for a total of 2,500,000 shares to Mercurius Capital Investment Limited, a company listed under the Singapore Stock Exchange for the price of Baht 335,000,000. The reason was to invest in the Sheraton Phuket Grand Bay Resort in Ao Por, Phuket. As at 31 December 2019, the Company received deposit from sales of subsidiary shares amounting to Baht 167,000,000 presented as current liabilities in the consolidated and separate financial statements and classified assets and liabilities of Grand Bay Hotel Co., Ltd. as non-current assets held for sale in the consolidated and separate financial statements amounting to Baht 352,788,234 and Baht 234,450,000, respectively and liabilities directly associated with non-current assets held for sale amounting to Baht 6,805,836 in the consolidated financial statements.

22 Investment in a joint venture (Cont'd)

At the Board of Directors' meeting no. 1/2020 held on 7 January 2020, it passed a resolution to revise a joint venture agreement by decreasing agreed purchase price from Baht 335,000,000 to Baht 304,000,000 and revised condition details and last instalment payment. Therefore, the last instalment payment changed from Baht 201,000,000 to Baht 170,000,000. Mercurius Capital Investment Company Limited has to pay in cash amounting to Baht 70,000,000 (the Company received some portions of the last instalment payment amounting to Baht 33,000,000 on 17 December 2019) and Grand Bay Hotel Co., Ltd. will be responsible for the whole amount of short-term borrowing from another company which is a mutual borrowing with the Company amounting to Baht 200,000,000. Mercurius Capital Investment Company Limited agreed to be responsible for such debt proportionately to its shareholding (50%) totaling Baht 100,000,000 in case Grand Bay Hotel Co., Ltd. cannot repay the borrowing on time.

The Company received the remaining of the last instalment amounting to Baht 37,000,000 and completely transferred Grand Bay Hotel Co., Ltd. shares to Mercurius Capital Investment Company Limited on 7 January 2020. The revised condition details and last instalment payment that Grand Bay Hotel Co., Ltd. will be responsible for the whole amount of short-term borrowing from another company which is a mutual borrowing with the Company amounting to Baht 200,000,000 will be presented as net with paid-up share capital of Grand Bay Hotel Co., Ltd. and Grand Bay Hotel Co., Ltd. has to pay to the Company amounting to Baht 100,000,000 presented as receivables from joint venture in the statements of financial position as at 31 December 2020.

The movements of investment in a joint venture for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Opening book value	-	-	-	-
Change in ownership interest from subsidiaries	198,780,000	-	134,449,850	-
Capital expenditure related to joint venture acquisition	-	-	6,120,000	-
Share of net loss	(17,814,962)	-	-	-
Closing net book value	180,965,038	-	140,569,850	-

23 Investments in subsidiaries (net)

Investments in subsidiaries as at 31 December 2020 and 2019 comprise the following:

Company name	Business Type	Country of incorporation	2020			
			%Ownership interest	%Voting power	Paid-up capital Baht	Cost method Baht
Subsidiaries						
Apex Asset Co., Ltd.	Real estate	Thailand	100	100	1,000,000	999,500
Grand Bay Residence Co., Ltd. (formerly "Mai Khao Beach Hotel Co., Ltd.")	Real estate	Thailand	100	100	1,250,000	1,249,925
World Record Sailing Yacht Co., Ltd.	Organise sport competition	Thailand	100	100	250,000	249,925
Apex Krabi Development Co. Ltd.	Real estate	Thailand	100	100	232,000,000	231,999,960
						234,499,310
Less allowance for impairment						(2,499,350)
						231,999,960
Indirect subsidiaries						
Andaman Hotel Co., Ltd.	Real estate	Thailand	100	100	290,000,000	289,999,925
Long Beach Hotel Co., Ltd.	Real estate	Thailand	100	100	123,000,000	122,999,925
						412,999,850

23 Investments in subsidiaries (net) (Cont'd)

Investments in subsidiaries as at 31 December 2020 and 2019 comprise the following (Cont'd):

Company name	Business Type	Country of incorporation	2019			
			%Ownership interest	%Voting power	Paid-up capital Baht	Cost method Baht
Subsidiaries						
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	100	100	468,900,000	468,899,700
<u>Less</u> Reclassified to non-current assets held for sale			(50)	(50)	(234,450,000)	(234,450,000)
Grand Bay Hotel Co., Ltd.	Real estate	Thailand	50	50	234,450,000	234,449,700
Apex Asset Co., Ltd.	Real estate	Thailand	100	100	1,000,000	999,500
Mai Khao Beach Hotel Co., Ltd.	Real estate	Thailand	100	100	1,250,000	1,249,925
	Organise sport competition					
World Record Sailing Yacht Co., Ltd.	competition	Thailand	100	100	250,000	249,925
Apex Krabi Development Co. Ltd.	Real estate	Thailand	100	100	232,000,000	231,999,960
						468,949,010
Indirect subsidiaries						
Andaman Hotel Co., Ltd.	Real estate	Thailand	100	100	290,000,000	289,999,925
Long Beach Hotel Co., Ltd.	Real estate	Thailand	100	100	123,000,000	122,999,925
						412,999,850

As at 31 December 2019, the Company classified assets and liabilities of Grand Bay Hotel Co., Ltd. as non-current assets held for sales and liabilities directly associated with non-current assets held for sale because the Company entered into a joint venture agreement with a company as disclosed in Note 20.

The movements of investment in subsidiaries for the years ended 31 December 2020 and 2019 comprise the following:

	Separate financial statements	
	2020 Baht	2019 Baht
Opening balance	468,949,010	469,299,050
Additions during the year	-	236,599,810
Disposals during the year	-	(2,499,850)
Reclassifications to non-current assets held for sale	-	(234,450,000)
Change in ownership interest in subsidiary	(234,449,700)	-
Allowance for impairment	(2,499,350)	-
Closing balance	231,999,960	468,949,010

Grand Bay Hotel Co., Ltd.

During 2019, Grand Bay Hotel Co., Ltd. received remaining paid-up shares at Baht 1.24 per share from increase the authorised share capital totaling 2,500,000 ordinary shares, totaling Baht 3.10 million.

Andaman Hotel Co., Ltd. and Long Beach Hotel Co., Ltd. Apex Krabi Development Hotel Co., Ltd and the Group restructuring

At the Board of Directors' meeting no. 6/2019 held on 23 April 2019, it passed a resolution to establish a new subsidiary to support the management of real-estate development which is Apex Krabi Development Company Limited. The subsidiary has Baht 2.50 million registered share capital, comprising of 250,000 ordinary shares, with a par value of Baht 10 per share. The Company owns 100 percent of total shares of subsidiary. The new subsidiary registered with the Ministry of Commerce on 24 April 2019. It also passed a resolution to do the Group restructuring which transfers all of Andaman Hotel Co., Ltd. and Long Beach Hotel Co., Ltd. shares from the Company to Apex Krabi Development Company Limited in amount of paid-up share capital of these two companies, also revised the Company's regulations and directors, and increase in registered share capital of subsidiaries in order to purchase and received the right to purchase Krabi Land from the Company.

23 Investments in subsidiaries (net) (Cont'd)

At the Extraordinary General Shareholders' meeting of Andaman Hotel Co., Ltd no. 2/2019 held on 9 May 2019, it passed a resolution to increase the authorised share capital from Baht 5.00 million to Baht 293.75 million, by issuing 2,887,500 new ordinary shares with a par value of Baht 100 per share totaling Baht 288.75 million. The Company received all paid-up on 27 May 2019 and registered with the Ministry of Commerce on 29 May 2019.

At the Extraordinary General Shareholders' meeting of Long Beach Hotel Co., Ltd no. 2/2019 held on 9 May 2019, it passed a resolution to increase the authorised share capital from Baht 5.00 million to Baht 126.75 million, by issuing 1,217,500 new ordinary shares with a par value of Baht 100 per share totaling Baht 121.75 million. The Company received all paid-up on 27 May 2019 and registered with the Ministry of Commerce on 29 May 2019.

At the Extraordinary General Shareholders' meeting of Apex Krabi Development Hotel Co., Ltd no. 1/2019 held on 9 May 2019, it passed a resolution to increase the authorised share capital from Baht 2.50 million to Baht 232.00 million, by issuing 22,950,000 new ordinary shares with a par value of Baht 10 per share totaling Baht 229.50 million. The Company received all paid-up on 27 May 2019 and registered with the Ministry of Commerce on 29 May 2019.

GrandBay Residences Co., Ltd (formerly named Mai Khao Beach Hotel Co., Ltd.) and World Record Sailing Yacht Co., Ltd.

At the Board of Directors' meeting no. 1/2019 held on 10 January 2019, it passed a resolution to establish 2 new subsidiaries to support the management of hotel in Phuket and to organise water sport competition activities in the promotion of projects of the Company in Krabi which are Mai Khao Beach Hotel Co., Ltd. which has authorised share capital 50,000 shares at Baht 100 per share totaling Baht 5.00 million and World Record Sailing Yacht Co., Ltd., which has authorised share capital 10,000 shares at Baht 100 per share totaling Baht 1 million. The Company owns 100 percent of total shares of both subsidiaries. The 2 new subsidiaries received paid-up for ordinary shares at Baht 25 per share totaling Baht 1.25 million and Baht 0.25 million, respectively, on 11 January 2019. Both subsidiaries registered with the Ministry of Commerce on 15 January 2019.

At the Board of Directors' meeting no. 3/2021 of GrandBay Residence Co., Ltd. (subsidiary), held on 23 February 2021, it passed a resolution to liquidate the company due to discontinuing operation. The Company set up allowance for impairment of investment in such subsidiary amounting to Baht 1,249,925.

At the Board of Directors' meeting no. 2/2021 of World Record Sailing Yacht Co., Ltd. (subsidiary), held on 23 February 2021, it passed a resolution to liquidate the company due to discontinuing operation. The Company set up allowance for impairment of investment in such subsidiary amounting to Baht 249,925.

During the year 2020, the Company set up allowance for impairment of investment in Apex Asset Co., Ltd. amounting to Baht 999,500 because the objective of such subsidiary is to hold the mutual right in land with the Company. The subsidiary has no income and generated loss continuously. Management has no other operation plans and consider setting up allowance for impairment of investment in such subsidiary in full amount.

24 Land and real estate sold with long-term income guarantee/buy-back condition

As at 31 December 2020 and 2019, the Company has land and real estate sold with long-term income guarantee/buy back condition amounting to Baht 58,659,995. The Company will recognise revenue from sales of those lands and real estates at the end of guarantee period in the contracts which will be ended in 2026 to 2028.

25 Plant and equipment (net)

The movements of plant and equipment (net) for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements (Baht)					
	Office unit and office improvement	Furniture and fixtures, office equipment	Sale office building and sample room	Vehicles and yachts	Shop equipment and furniture	Construction in progress
						Total
As at 1 January 2019						
Cost	32,339,652	13,897,031	2,561,488	52,390,368	3,464,461	105,197,165
Less Accumulated depreciation	(14,705,215)	(10,368,812)	(837,518)	(37,852,986)	(640,352)	(64,404,883)
Net book amount	17,634,437	3,528,219	1,723,970	14,537,382	2,824,109	40,792,282
Year ended 31 December 2019						
Opening net book amount	17,634,437	3,528,219	1,723,970	14,537,382	2,824,109	40,792,282
Additions	181,900	890,185	38,607	-	4,664	8,112,606
Disposals - cost	-	(476,150)	-	-	-	(476,150)
- accumulated depreciation	-	476,149	-	-	-	476,149
Write-off - cost	-	(419,440)	-	-	-	(419,440)
- accumulated depreciation	-	419,421	-	-	-	419,421
Depreciation charge	(1,008,352)	(1,316,963)	(471,940)	(1,491,091)	(692,898)	(4,981,244)
Closing net book amount	16,807,985	3,101,421	1,290,637	13,046,291	2,135,875	43,923,624
As at 31 December 2019						
Cost	32,521,552	13,891,626	2,600,095	52,390,368	3,469,125	112,414,181
Less Accumulated depreciation	(15,713,567)	(10,790,205)	(1,309,458)	(39,344,077)	(1,333,250)	(68,490,557)
Net book amount	16,807,985	3,101,421	1,290,637	13,046,291	2,135,875	43,923,624

25 Plant and equipment (net) (Cont'd)

The movements of plant and equipment (net) for the years ended 31 December 2020 and 2019 comprise the following: (Cont'd)

	Consolidated financial statements (Baht)					
	Office unit and office improvement	Furniture and fixtures, office equipment	Sale office building and sample room	Vehicles and yachts	Shop equipment and furniture	Construction in progress
As at 1 January 2020						
Cost	32,521,552	13,891,626	2,600,095	52,390,368	3,469,125	7,541,415
Less Accumulated depreciation	(15,713,567)	(10,790,205)	(1,309,458)	(39,344,077)	(1,333,250)	-
Net book amount	16,807,985	3,101,421	1,290,637	13,046,291	2,135,875	7,541,415
Year ended 31 December 2020						
Opening net book amount	16,807,985	3,101,421	1,290,637	13,046,291	2,135,875	7,541,415
Additions	1,145,097	510,634	188,691	-	-	5,233,422
Transfer in (out)	6,808,250	-	-	-	-	(6,808,250)
Disposals - cost	-	(2,046,088)	-	(32,317,093)	-	-
- accumulated depreciation	-	2,039,948	-	26,469,900	-	-
Write-off - cost	-	-	(511,352)	-	-	-
- accumulated depreciation	-	-	332,836	-	-	-
Transfer to investment properties - cost	(32,339,652)	-	-	-	-	-
- accumulated depreciation	15,706,399	-	-	-	-	-
Transfer to right-of-use assets - cost	-	(255,808)	-	(3,394,000)	-	-
- accumulated depreciation	-	30,244	-	1,460,285	-	-
Transfer to expense	-	-	-	-	-	(544,165)
Depreciation charge	(831,121)	(1,339,181)	(427,475)	(682,317)	(695,317)	-
Closing net book amount	7,296,958	2,041,170	873,337	4,583,035	1,440,558	5,422,422
As at 31 December 2020						
Cost	8,135,247	12,100,364	2,277,434	16,679,275	3,469,125	5,422,422
Less Accumulated depreciation	(838,289)	(10,059,194)	(1,404,097)	(12,096,240)	(2,028,567)	-
Net book amount	7,296,958	2,041,170	873,337	4,583,035	1,440,558	5,422,422
						21,657,480

25 Plant and equipment (net) (Cont'd)

The movements of plant and equipment (net) for the years ended 31 December 2020 and 2019 comprise the following: (Cont'd)

	Separated financial statements (Baht)					
	Office unit and office improvement	Furniture and fixtures, office equipment	Sale office building and sample room	Vehicles and yachts	Shop equipment and furniture	Construction in progress
As at 1 January 2019						
Cost	32,339,652	13,897,031	2,561,488	52,390,368	3,464,461	544,165
Less Accumulated depreciation	(14,705,215)	(10,368,812)	(837,518)	(37,852,986)	(640,352)	-
Net book amount	17,634,437	3,528,219	1,723,970	14,537,382	2,824,109	544,165
Year ended 31 December 2019						
Opening net book amount	17,634,437	3,528,219	1,723,970	14,537,382	2,824,109	544,165
Additions	181,900	831,294	38,607	-	4,664	6,808,250
Disposals - cost	-	(476,150)	-	-	-	-
- accumulated depreciation	-	476,149	-	-	-	-
Write-off - cost	-	(419,440)	-	-	-	-
- accumulated depreciation	-	419,421	-	-	-	-
Depreciation charge	(1,008,352)	(1,315,407)	(471,940)	(1,491,091)	(692,898)	-
Closing net book amount	16,807,985	3,044,086	1,290,637	13,046,291	2,135,875	7,352,415
As at 31 December 2019						
Cost	32,521,552	13,832,735	2,600,095	52,390,368	3,469,125	7,352,415
Less Accumulated depreciation	(15,713,567)	(10,788,649)	(1,309,458)	(39,344,077)	(1,333,250)	-
Net book amount	16,807,985	3,044,086	1,290,637	13,046,291	2,135,875	7,352,415
						43,677,289

25 Plant and equipment (net) (Cont'd)

The movements of plant and equipment (net) for the years ended 31 December 2020 and 2019 comprise the following: (Cont'd)

	Separated financial statements (Baht)					
	Office unit and office improvement	Furniture and fixtures, office equipment	Sale office building and sample room	Vehicles and yachts	Shop equipment and furniture	Construction in progress
As at 1 January 2020						
Cost	32,521,552	13,832,735	2,600,095	52,390,368	3,469,125	7,352,415
Less Accumulated depreciation	(15,713,567)	(10,788,649)	(1,309,458)	(39,344,077)	(1,333,250)	-
Net book amount	16,807,985	3,044,086	1,290,637	13,046,291	2,135,875	7,352,415
Year ended 31 December 2020						
Opening net book amount	16,807,985	3,044,086	1,290,637	13,046,291	2,135,875	7,352,415
Additions	1,145,097	510,634	11,074	-	-	-
Transfer in (out)	6,808,250	-	-	-	-	(6,808,250)
Disposals - cost	-	(2,046,088)	-	(32,317,093)	-	-
- accumulated depreciation	-	2,039,948	-	26,469,900	-	-
Write-off - cost	-	-	(511,352)	-	-	-
- accumulated depreciation	-	-	332,836	-	-	-
Transfer to investment properties	(32,339,652)	-	-	-	-	(32,339,652)
- cost	15,706,399	-	-	-	-	15,706,399
- accumulated depreciation	-	-	-	-	-	-
Transfer to right-of-use assets	-	(255,808)	-	(3,394,000)	-	-
- cost	-	30,244	-	1,460,285	-	-
- accumulated depreciation	-	-	-	-	-	-
Transfer to expense	-	-	-	-	-	(544,165)
Depreciation charge	(831,121)	(1,327,386)	(394,423)	(682,348)	(695,317)	-
Closing net book amount	7,296,958	1,995,630	728,772	4,583,035	1,440,558	-
As at 31 December 2020						
Cost	8,135,247	12,041,473	2,099,817	16,679,275	3,469,125	-
Less Accumulated depreciation	(838,289)	(10,045,843)	(1,371,045)	(12,096,240)	(2,028,567)	-
Net book amount	7,296,958	1,995,630	728,772	4,583,035	1,440,558	-

Net book amount

Net book amount

Net book amount

25 Plant and equipment (net) (Cont'd)

Leased assets included above, where the Group is a lessee under finance lease, comprise vehicles and equipment:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Cost-capitalised finance leases	-	15,148,808	-	15,148,808
<u>Less</u> Accumulated depreciation	-	(9,264,636)	-	(9,264,636)
Net book amount	-	5,884,172	-	5,884,172

During 2020, depreciation expenses in the consolidated and separate financial statements amounting to Baht 3,975,442 and Baht 3,930,595 respectively, (2019 : Baht 4,981,244 and Baht 4,979,688, respectively) were recorded in administrative expenses.

On 25 December 2019, the Company entered into building unit lessor agreement which used as office with a company. Lease period is 3 years starting from 16 January 2020 to 15 January 2023. According to condition in the agreement, lessee has an option to purchase the building unit at the price specified in agreement within 1 year since the agreement is signed. However, the lessee requested to terminate the agreement on 21 July 2020.

In October 2020, the Company entered into an investment property sale and purchase agreement with a third party and received a deposit amounting to Baht 7.69 million. The Company received the remaining amount and transferred ownership on 26 November 2020.

Amounts recognised in profit and loss that are related to investment properties are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Rental income	2,122,590	-	2,122,590	-
Direct operating expense that generated rental income	12,329	-	12,329	-
Depreciation charge	905,179	-	905,179	-

26 Right-of-use assets (net)

The movements of right-of-use assets (net) for the year ended 31 December 2020 comprise the following:

	Consolidated and separate financial statements				
	Buildings Baht	Shop Baht	Vehicles Baht	Office equipment Baht	Total Baht
Balance as at 1 January 2020	-	-	-	-	-
Adoption of TFRS 16 financial reporting standards (Note 7)					
- cost	31,804,644	3,189,858	3,394,000	255,808	38,644,310
- accumulated depreciation	(132,114)	(1,007,809)	(1,460,285)	(30,244)	(2,630,451)
Termination of assets					
- cost	-	(3,189,858)	-	-	(3,189,858)
- accumulated depreciation	-	1,506,848	-	-	1,506,848
Depreciation charge	(3,193,748)	(499,040)	(403,866)	(51,245)	(4,147,899)
Balance as at 31 December 2020	28,478,782	-	1,529,849	174,319	30,182,950

26 Right-of-use assets (net) (Cont'd)

The expense relating to leases that not included in the measurement of lease liabilities and right-of-use assets is as follows:

	Consolidated financial statements	Separate Financial statements
	2020 Baht	2020 Baht
Expense relating to short-term leases	3,217,892	3,217,892
Expense relating to leases of low-value assets	27,285	27,285
Total cash outflows for leases	7,505,209	7,505,209

27 Intangible assets (net)

The movements of intangible assets (net) for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		
	Trademark licenses Baht	Computer software Baht	Total Baht
As at 1 January 2019			
Cost	17,965,830	545,058	18,510,888
<u>Less</u> Accumulated amortisation	(4,491,458)	(309,475)	(4,800,933)
Net book value	13,474,372	235,583	13,709,955
For the year ended 31 December 2019			
Opening net book amount	13,474,372	235,583	13,709,955
Additions	19,578,590	-	19,578,590
Amortisation charge	(5,944,504)	(119,159)	(6,063,663)
Closing net book value	27,108,458	116,424	27,224,882
As at 31 December 2019			
Cost	37,544,420	545,058	38,089,478
<u>Less</u> Accumulated amortisation	(10,435,962)	(428,634)	(10,864,596)
Net book value	27,108,458	116,424	27,224,882
For the year ended 31 December 2020			
Opening net book amount	27,108,458	116,424	27,224,882
Amortisation charge	(6,257,403)	(103,278)	(6,360,681)
Closing net book value	20,851,055	13,146	20,864,201
As at 31 December 2020			
Cost	37,544,420	545,058	38,089,478
<u>Less</u> Accumulated amortisation	(16,693,365)	(531,912)	(17,225,277)
Net book value	20,851,055	13,146	20,864,201

27 Intangible assets (net) (Cont'd)

The movements of intangible assets (net) for the years ended 31 December 2020 and 2019 comprise the following: (Cont'd)

	Separate financial statements		
	Trademark licenses Baht	Computer software Baht	Total Baht
As at 1 January 2019			
Cost	17,965,830	545,058	18,510,888
<u>Less</u> Accumulated amortisation	(4,491,458)	(309,475)	(4,800,933)
Net book value	13,474,372	235,583	13,709,955
For the year ended 31 December 2019			
Opening net book amount	13,474,372	235,583	13,709,955
Amortisation charge	(2,994,305)	(119,159)	(3,113,464)
Closing net book value	10,480,067	116,424	10,596,491
As at 31 December 2019			
Cost	17,965,830	545,058	18,510,888
<u>Less</u> Accumulated amortisation	(7,485,763)	(428,634)	(7,914,397)
Net book value	10,480,067	116,424	10,596,491
For the year ended 31 December 2020			
Opening net book amount	10,480,067	116,424	10,596,491
Amortisation charge	(2,994,305)	(103,278)	(3,097,583)
Closing net book value	7,485,762	13,146	7,498,908
As at 31 December 2020			
Cost	17,965,830	545,058	18,510,888
<u>Less</u> Accumulated amortisation	(10,480,068)	(531,912)	(11,011,980)
Net book value	7,485,762	13,146	7,498,908

During 2020, amortisation charge in the consolidated financial statement are Baht 103,278 and Baht 6,257,403 and separate financial statements are Baht 103,278 and Baht 2,994,305 were recorded in administrative expenses and selling expenses, respectively. (2019 : Amortisation charge in the consolidated financial statement are Baht 119,159 and Baht 5,944,504 and separate financial statements are Baht 119,159 and Baht 2,994,305 were recorded in administrative expenses and selling expenses, respectively.).

28 Deferred income tax (net)

As at 31 December 2020 and 2019, deferred income tax are calculated in full on temporary differences under the liability method using principal tax rates that are expected to be applied when the related deferred income tax is realised.

Deferred income tax (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Deferred tax assets:				
Deferred tax assets to be recovered within 12 months	-	6,149,236	-	6,149,236
Deferred tax assets to be recovered after more than 12 months	11,829,340	12,040,775	11,829,340	12,040,775
Total deferred tax assets	11,829,340	18,190,011	11,829,340	18,190,011
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	(14,442)	(13,756,734)	(14,442)	(1,264,540)
Deferred tax liabilities to be settled after more than 12 months	(34,709,123)	(15,241,426)	(8,154,294)	(10,963,511)
Total deferred tax liabilities	(34,723,565)	(28,998,160)	(8,168,736)	(12,228,051)
Deferred income tax (net)	(22,894,225)	(10,808,149)	3,660,604	5,961,960

The movements of deferred income tax (net) for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 1 January	(10,808,149)	(8,578,972)	5,961,960	5,555,723
Credited (charged) to the profit or loss (Note 46)	(11,363,034)	(2,313,470)	(1,578,314)	321,944
Credited (charged) to other comprehensive income	(723,042)	84,293	(723,042)	84,293
As at 31 December	(22,894,225)	(10,808,149)	3,660,604	5,961,960

28 Deferred income tax (net) (Cont'd)

Deferred income tax and deferred tax charged in the statement of comprehensive income are attributable to the following items:

	Consolidated financial statements					
	1 January 2019 Baht	Credited (charged) to the profit or loss Baht	Credited (charged) to other comprehensive income Baht	31 December 2019 Baht	Credited (charged) to the profit or loss Baht	Credited (charged) to other comprehensive income Baht
Deferred income tax						
Deferred tax assets						
Gain (loss) on measurement of investments	(191)	-	(725)	(916)	-	2,447
Unearned revenue and advance received from customers (net with real estate development costs)	10,805,053	(1,720,218)	-	9,084,835	(97,758)	-
Provision for delivery delay	-	1,425,819	-	1,425,819	-	-
Loss allowance	3,087,715	2,954,022	-	6,041,737	(6,041,737)	-
(2019 : allowance for doubtful account under TAS101)	1,305,322	(1,305,322)	-	-	-	-
Accrued bonus	922,904	(814,488)	-	108,416	(108,416)	-
Provision for guaranteed returns	2,723,393	(1,278,291)	85,018	1,530,120	414,766	(725,489)
Employee benefit obligations	18,844,196	(738,478)	84,293	18,190,011	(5,637,629)	11,829,340
Deferred tax liabilities						
Finance lease liabilities	(1,050,840)	(55,891)	-	(1,106,731)	157,492	-
Prepaid sales commission	(7,418,968)	(971,034)	-	(8,390,002)	1,184,947	(949,239)
Debentures's front end fees	(3,368,982)	2,867,939	-	(501,043)	501,043	(7,205,055)
Short-term borrowings fees from financial institutions	(1,449,683)	(3,416,006)	-	(4,865,689)	4,073,143	-
Loss from land selling between related parties	(14,134,695)	-	-	(14,134,695)	-	(792,546)
Fair value adjustment of investment in a joint venture	-	-	-	-	(11,642,030)	(14,134,695)
	(27,423,168)	(1,574,992)	-	(28,998,160)	(5,725,405)	(11,642,030)
Deferred income tax (net)	(8,578,972)	(2,313,470)	84,293	(10,808,149)	(11,363,034)	(723,042)
						(22,894,225)

28 Deferred income tax (net) (Cont'd)

Deferred income tax and deferred tax charged in the statement of comprehensive income are attributable to the following items: (Cont'd)

	Separate financial statements					
	Credited			Credited		
	1 January 2019 Baht	Credited (charged) to the profit or loss Baht	31 December 2019 Baht	Credited (charged) to the profit or loss Baht	other comprehensive income Baht	31 December 2020 Baht
Deferred income tax						
Deferred tax assets						
Gain (loss) on measurement of investments	(191)	-	(725)	(916)	2,447	1,531
Unearned revenue and advance received from customers (net with real estate development costs)	(10,805,053)	(1,720,218)	-	9,084,835	-	9,182,593
Provision for delivery delay	-	1,425,819	-	1,425,819	-	1,425,819
Loss allowance	3,087,715	2,954,022	-	6,041,737	-	-
(2019 : allowance for doubtful account under TAS101)	1,305,322	(1,305,322)	-	-	-	-
Accrued bonus	922,904	(814,488)	-	108,416	-	-
Provision for guaranteed returns	2,723,393	(1,278,291)	85,018	1,530,120	(725,489)	1,219,397
Employee benefit obligations	18,844,196	(738,478)	84,293	18,190,011	(723,042)	11,829,340
Deferred tax liabilities						
Finance lease liabilities	(1,050,840)	(55,891)	-	(1,106,731)	157,492	(949,239)
Prepaid sales commission	(7,418,968)	(971,034)	-	(8,390,002)	1,184,947	(7,025,055)
Debtors' front end fees	(3,368,982)	2,867,939	-	(501,043)	501,043	-
Short-term borrowings fees from financial institutions	(1,449,683)	(780,592)	-	(2,230,275)	2,215,833	(14,442)
	(13,288,473)	1,060,422	-	(12,228,051)	4,059,315	(8,168,736)
Deferred income tax (net)	5,555,723	321,944	84,293	5,961,960	(1,578,314)	3,660,604

28 Deferred income tax (net) (Cont'd)

As at 31 December 2020 and 2019, the Group has the deductible temporary differences and unused tax losses but no deferred tax assets are recognised in the statement of financial position because the Group's managements considered that it is not probable the Group future taxable profit which the deferred tax assets can be utilised.

The deductible temporary differences and unused tax losses comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Tax losses expired 2021	33,107,371	33,107,371	-	-
Tax losses expired 2022	208,586,968	208,586,968	119,753,249	119,753,249
Tax losses expired 2023	323,884,243	323,884,243	322,961,863	322,961,863
Tax losses expired 2024	384,423,009	384,423,009	351,395,758	351,395,758
Tax losses expired 2025	356,411,020	-	239,565,624	-

29 Other non-current assets (net)

Other non-current assets (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Deposits - for purchase of land (net)	-	-	-	-
- utilities	739,290	790,290	370,330	421,330
- constructions	40,000	40,000	40,000	40,000
Others	5,442,860	2,726,875	2,350,330	2,686,875
Total other non-current assets (net)	6,222,150	3,557,165	2,760,660	3,148,205

As at 31 December 2020 and 2019, the Group has deposits for purchase of land amounting to Baht 11.38 million. However, management set up an allowance for impairment on remaining deposits for purchase of land amounting to Baht 11.38 million for the whole amount because the Group could not pay for the instalment amount according to the agreement, which allow those deposits may non-returnable.

30 Related party transactions

As at 31 December 2020, the majority of the Company's shares are held by Sampawakoo family by 48.48% (2019 : 47.50%) of the Company's authorised share capital. The significant investments in subsidiaries are set out in Note 23.

The relationships between the Company and related parties are as follows:

Individual/Related company's name	Relationship with the Company
Apex Asset Co., Ltd.	Subsidiary
Grand Bay Residence Co., Ltd (formerly "Mai Khao Beach Hotel Co., Ltd.")	Subsidiary
World Record Sailing Yacht Co., Ltd.	Subsidiary
Apex Krabi Development Co., Ltd.	Subsidiary
Andaman Hotel Co., Ltd	Indirect subsidiary
Long Beach Hotel Co., Ltd	Indirect subsidiary
Grand Bay Hotel Co., Ltd.	Joint venture
Spinnaker Holdings Co., Ltd.	Common directors and holding by majority shareholder
Thai Seri Property Co., Ltd.	Common directors and holding by majority shareholder
P.S.M. Development Co., Ltd.	Common directors and holding by majority shareholder
Kor Mountain Agricultural Development Co., Ltd.	Common directors and holding by majority shareholder
Open Construction Co., Ltd.	Common directors and shareholders
The Management of Silom Plaza Building Co., Ltd.	Common directors and shareholders
Grand Pacific Hotel Ltd.	Common directors and shareholders
Bangkok Alzey Co., Ltd.	Common directors and shareholders
Liana Co., Ltd.	Common directors and shareholders
Worldwide Asset Development Co., Ltd.	Common directors and shareholders
Silom Shopping Plaza Co., Ltd.	Common directors and shareholders
Sukhumvit Shopping Plaza Co., Ltd.	Common directors and shareholders
Stamford Business Administration Co., Ltd.	Common directors and shareholders
Island Lagoon Holdings Co., Ltd.	Common directors and shareholders
Brooker Group Plc.	Relationship by shareholder

During the years, the Group has business transactions with its subsidiaries and companies/related parties. Such transactions, which have been concluded on the terms and basis as determined by the Company and those companies/related parties and are in the normal course of business, are summarised below:

30.1) Significant transactions

	Consolidated financial statements		Separate financial statements		Pricing policies
	2020 Baht	2019 Baht	2020 Baht	2019 Baht	
Transfer of land					
Subsidiary (Note 18)	-	-	-	64,037,940	Contract price
Indirect subsidiaries (Note 18)	-	-	-	5,659,800	
	-	-	-	69,697,740	
Transfer of construction in progress					
Subsidiary (Note 18)	-	-	-	24,542,257	Contract price
Indirect subsidiaries (Note 18)	-	-	-	1,693,620	Contract price
	-	-	-	26,235,877	
Interest expenses					
Related parties (Shareholders/directors)	1,228,553	961,216	1,228,553	961,216	Contract rate

30 Related party transactions (Cont'd)

30.2) Outstanding balances

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Other account receivables				
Subsidiaries	-	-	75,684,269	79,096,771
Indirect subsidiaries	-	-	12,304,174	8,762,173
A joint venture (Note 15)	11,675,000	-	11,675,000	-
	11,675,000	-	99,663,443	87,858,944
Receivable from joint venture				
A joint venture (Note 22)	100,000,000	-	100,000,000	-
Interest receivables				
A joint venture (Note 15)	34,506,771	-	34,506,771	-
Accrued interest expenses				
Related parties (Shareholders/directors) (Note 31)	973,266	133,721	973,266	133,721
Other account payable				
Subsidiaries (Note 31)	-	-	898,000	-

30.3) Short-term borrowings from related parties

Short-term borrowings from related parties as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Related parties (Shareholders/ directors) (Note 32)	52,610,000	22,700,000	52,610,000	22,700,000
	52,610,000	22,700,000	52,610,000	22,700,000

As at 31 December 2020 and 2019, borrowings from related parties have the following conditions:

Short-term borrowings from	Terms of payment	Interest rate per annum (%)		Collateral
		2020	2019	
Shareholder/director	At call	4.0	4.0	-
Director	19 March 2021	10.0	-	Debentures total value of Baht 10 million

The movements of short-term borrowings from related parties for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 1 January	22,700,000	75,000,000	22,700,000	75,000,000
Add Addition	52,110,000	49,000,000	52,110,000	49,000,000
Less Repayments	(22,200,000)	(101,300,000)	(22,200,000)	(101,300,000)
As at 31 December	52,610,000	22,700,000	52,610,000	22,700,000

30 Related party transactions (Cont'd)**30.4) Key management compensation**

Directors and managements' remuneration comprises salaries, other benefits, and other remuneration.

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Short-term employee benefits	19,297,487	24,727,700	19,297,487	24,727,700
Post-employee benefits	634,956	1,376,041	634,956	1,376,041
	19,902,443	26,103,741	19,902,443	26,103,741
Directors' remuneration				
Short-term employee benefits	1,650,000	2,180,000	1,650,000	2,180,000

31 Trade and other payables

Trade and other payables as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Trade accounts payable	145,566,191	259,655,749	115,442,141	241,655,460
Other accounts payable				
- related parties (Note 30.2)	-	-	898,000	-
- other parties	95,215,339	52,098,191	83,976,579	41,776,992
Retentions payable	16,607,849	14,316,319	16,222,025	13,930,494
Fixed assets payable	5,845,103	23,840	611,681	-
Intangible asset payable	23,818,950	25,806,502	3,926,884	4,215,297
Accrued interest expenses				
- related parties (Note 30.2)	973,266	133,721	973,266	133,721
- other parties	235,092,960	70,945,781	102,291,025	26,714,637
Accrued expenses	19,304,321	8,590,708	18,354,321	7,198,383
Accrued brand fee	3,715,489	2,095,909	3,715,489	2,095,909
Total trade and other payables	546,139,468	433,666,720	346,411,411	337,720,893

32 Short-term borrowings (net)

Short-term borrowings (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Short-term borrowings from				
- a related party (Note 30.3)	52,610,000	22,700,000	52,610,000	22,700,000
- other parties	307,000,000	285,606,792	307,000,000	285,606,792
- bills of exchange	6,239,449	6,201,871	6,239,449	6,201,871
- sale with right of redemption	14,660,000	12,030,000	14,660,000	12,030,000
- a financial institution	982,827,983	975,382,360	333,053,748	330,421,394
Total short-term borrowings	1,363,337,432	1,301,921,023	713,563,197	656,960,057

32 Short-term borrowings (net) (Cont'd)

As at 31 December 2020, short-term borrowings from other parties, bills of exchange, sale with right of redemption and short-term borrowings from a financial institution bearing interest rate at 7% - 20% per annum (2019 : bills of exchange, sale with right of redemption and short-term borrowings from financial institution bearing interest rate at 7% - 15% per annum). The borrowings are due for repayment within March to August 2021 (2019 : within April to September 2020).

The movements of short-term borrowings from other parties, bills of exchange, sale with right of redemption liabilities and loan from a financial institution for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Borrowing from other parties				
Opening balance	285,606,792	-	285,606,792	-
Add Additions during the year	45,000,000	724,000,000	45,000,000	724,000,000
Less Repayments during the year	(33,000,000)	(74,000,000)	(33,000,000)	(74,000,000)
Transfer asset to settle short-term borrowings from other parties	(5,000,000)	-	(5,000,000)	-
Transfer to other current liabilities (Note 40)	-	(350,000,000)	-	(350,000,000)
Borrowing fee addition during the year	-	(18,500,000)	-	(18,500,000)
Amortisation of borrowing fee during the year	6,111,908	12,388,092	6,111,908	12,388,092
Deferred interest addition during the year	(10,771,735)	(16,339,726)	(10,771,735)	(16,339,726)
Amortisation of deferred interest during the year	19,053,035	8,058,426	19,053,035	8,058,426
Closing balance	307,000,000	285,606,792	307,000,000	285,606,792

Short-term borrowings from other parties as at 31 December 2020 and 2019 comprise the following:

Outstanding borrowings (Million Baht)	Interest rate per annum (%)	Maturity date	Collateral
200.00 (2019 : 185.97)	15.00	September 2020	- Land and real estate under development of a joint venture
105.00 (2019 : 99.64)	15.00	January 2021	- Land and real estate under development total of 5 units
2.00 (2019 : Nil)	8.25	August 2021	- Nil

On 20 December 2019, the Company had made an addendum to the loan agreement with a company to exercise the rights according to the loan agreement to sell land title no.19676 and 62750 Maikhao sub-district, Thalang district, Phuket in order to settle loan amounting to Baht 350 million and recorded as deposit received for purchase of land under other current liabilities (Note 40). The Company transferred ownership of the land and received all excess amount on 14 January 2020.

On 27 July 2020, the Company and a joint venture are being sued by one of its borrower amounting to Baht 200 million in respect of a default on loan repayment amounting to Baht 185.33 million, net of prepaid interest, accrued interest amounting to Baht 22.54 million and compensation cost for court case amounting to Baht 0.1 million, total amount of Baht 207.97 million with an interest at rate of 21% per annum of loan principal amounting to Baht 185.33 million from the litigation date until the amount is fully paid. The land and real estate under development amounting to Baht 297.16 million is pledged for this borrowing. However, on 1 March 2021, such lender withdrew the sued case from legal process. On 11 March 2021, court consider setting up the compromising meeting on 7 April 2021.

32 Short-term borrowings (Cont'd)

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Bills of exchange				
Opening balance	6,201,871	29,345,986	6,201,871	29,345,986
Add Additions during the year	-	16,300,000	-	16,300,000
Less Repayments during the year	-	(40,000,000)	-	(40,000,000)
Deferred interest addition during the year	(430,937)	(499,393)	(430,937)	(499,393)
Amortisation of deferred interest during the year	428,971	1,094,821	428,971	1,094,821
Borrowings fee addition during the year	(147,333)	(209,349)	(147,333)	(209,349)
Amortisation of borrowing fee during the year	186,877	169,806	186,877	169,806
Closing balance	6,239,449	6,201,871	6,239,449	6,201,871

As at 31 December 2020, bill of exchange with a face value amounting to Baht 6.30 million, bearing interest rate at 7% per annum was aval by a director and pledged by share capital hold by a director. Bill of exchange is due for repayment in February 2021. (2019: bill of exchange is due for repayment in February 2020). On 21 February 2021, The Company extended the maturity date to be on May 2021.

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Sale with right of redemption				
Opening balance	12,030,000	39,880,000	12,030,000	39,880,000
Add Additions during the year	20,000,000	-	20,000,000	-
Less Repayments during the year	(17,370,000)	(27,850,000)	(17,370,000)	(27,850,000)
Closing balance	14,660,000	12,030,000	14,660,000	12,030,000

As at 31 December 2020, 3 units of real estate for sales were pledged as collaterals for sale with right of redemption with a financial institution in which the maturity date of 1 unit is 10 April 2021 and the other 2 units are on 28 May 2021. (2019: 2 units of real estate for sales were pledged as collaterals for sale with right of redemption with a financial institution in which the maturity date is 10 April 2019).

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Borrowing from financial institutions				
Opening balance	975,382,360	492,473,884	330,421,394	492,473,884
Add Additions during the year	-	1,032,835,678	-	350,000,000
Less Repayments during the year	-	(500,427,541)	-	(500,145,459)
Borrowings fee addition during the year	-	(34,137,224)	-	(11,677,408)
Amortisation of borrowing fee during the year	14,115,226	26,542,732	4,828,677	13,369,465
Amortisation of deferred interest during the year	-	1,005,382	-	1,005,382
Effect from effective interest rate method calculation	(2,618,790)	2,618,790	(823,612)	823,612
Realised gain on exchange rate (Note 45)	-	(6,728)	-	(1,703)
Unrealised gain on exchange rate (Note 45)	(4,050,813)	(45,522,613)	(1,372,711)	(15,426,379)
Closing balance	982,827,983	975,382,360	333,053,748	330,421,394

32 Short-term borrowings (Cont'd)

As at 31 December 2020 and 2019, the Group has borrowing from financial institutions in USD currency, the remaining amount at the year ended is USD 32,536,647 and USD 11,025,787 in consolidated financial statements and separate financial statements, respectively.

On 3 May 2019, the Company, together with some subsidiaries ("the Borrower") entered into a facility agreement with Eighteen Dragons Investment Limited (a non-bank financial institution), the details are as follows:

Co-Borrowers:	1. Apex Development Public Company Limited 2. Apex Krabi Development Company Limited (a subsidiary)
Lender:	Eighteen Dragons Investment Limited, a foreign company incorporated under the laws of British Virgin Islands, wholly owned by funds established and managed by Asia Debt Management Hong Kong Limited (a fund management company regulated by the securities regulatory authorities of Hong Kong with the license to be investment advisor from the securities regulatory authorities of the United States of America), which is not a related party of the Group.
Loan Amount:	USD equivalent of Baht 1,033 million, the borrowing is mutually agreed specified USD at the amount of USD 32,550,762. Such borrowing is given to the Company and the subsidiary approximately Baht 350 million and Baht 683 million, respectively.
Purposes of the Loan:	- For repayment of existing short-term loan in the amount of Baht 350 million and bill of exchange (i.e. 3 bills of exchange in the amount of Baht 10 million totaling to Baht 30 million with the due date on 17 and 21 May 2019). - For purchasing the land in Krabi province, approximately 232-1-66.4 rai, for which the Company has entered into the agreements to purchase in 2018 for development of Club Med Krabi & Residences and Sheraton Krabi & Residences in the future.
Principal Repayment Term:	On 24 May 2020 with the right of the Company to request extension of the loan term for another 12 months in accordance with the terms and conditions of relevant agreements.
Interest Rate and Consideration:	In aggregate of 15 percent per year, the Board of Directors considered that it is more appropriate than borrowing loan from financial institution as the loan amount is higher and in line with financial plan of the Company and its subsidiaries. Additionally, the interest rate that the Company usually received from Thai commercial bank is approximately 12 - 15 percent which is comparable.
Material Securities:	- Mortgage of land and buildings in Chonburi and Krabi provinces - Pledge of all shares in Apex Krabi Development Company Limited, Andaman Hotel Co., Ltd. and Long Beach Hotel Co., Ltd. - Corporate Guarantee by Andaman Hotel Co., Ltd. and Long Beach Hotel Co., Ltd. - Personal Guarantee by the major shareholder of the Company (i.e. Mr. Pongphan Sampawakoop)
Conditions to comply with:	- Completion of selling some portions of land and real estate under development by 2 December 2019. - The borrower may sell up to 49% of its shares in Grand bay Hotel Co., Ltd. to a joint venture partner. - A subsidiary shall hold and maintain interest reserve amount of Baht 20 million in the interest reserve account.

On 12 June 2019, the Company entered into a joint venture agreement with Mercurius Capital Investment Limited which is a listed company under Singapore Stock Exchange. The agreement has a conflict condition with this borrowing agreement in term of shareholding ratio. This caused the lender to have the rights to call back all of loan principal, interest and fees or enforce any or all of security immediately.

During December 2019, the Group could not sell some portion of assets and repay loan principal amounting to Baht 420 million according to the condition of loan agreement. Thus, the lender increased interest rate for this portion from 15% per annum to 20% per annum, effective from December 2019 onwards.

On 31 March 2020, the Group was unable to pay interest for the period from January to March 2020 according to payment schedule. The lender has increased interest rate from 15% to 20% per annum, effective from April 2020 onwards.

32 Short-term borrowings (Cont'd)

On 19 June 2020, the Group management negotiated with the lender for a borrowing extension (Forbearance Grace Period Extension). The Group must comply with the significant conditions as follows:

- a) Mortgage land of a related company : the Group shall procure mortgage 12 plots of land located in Tambol Thung Samo, Amphur Khao Kho, Petchaboon Province of a related company as a security for all interest accrued in connection with the borrowing in the mortgage amount of Baht 40 million.
- b) Default interest rate : the lender agrees to lower default interest rate from the rate of 20% per annum to 17% per annum from 24 May 2020 until satisfaction of partial sales of land and real estate under development. After the condition is met, the interest rate will be in aggregate of 15% per annum in accordance with the original borrowing agreement.
- c) Partial sales of land and real estate under development : the Group shall enter into binding sale or joint venture agreement in respect of a piece of land and real estate under development by no later than 24 September 2020. The selling price or the proportion of joint venture must be in accordance with the terms in this agreement and the Group shall repay partial amount of borrowing from the sale of land and real estate awaiting development within 24 November 2020.

If the Group cannot comply with the agreement condition, the lender can sell a piece of land and real estate under development to the third party at a price stated in the agreement.

- d) Partial sales of land : the Group shall sell part of land at a price stated in the agreement, with the sale and purchase agreement to be signed on or before 31 July 2020 and receiving deposits on the signing date. The remaining payment is to be paid on the date of completion of the land transfer by no later than 31 August 2020. All proceed from sale shall be immediately paid for unpaid amounts of interest as agreed.
- e) Interest reserve amount : following the completion of mortgage land of a related company in condition a) above, the lender shall apply interest reserve amount as in the original agreement towards payment of past due interests on 31 March 2020 and accrual of such default interest. The Group repaid accrual interest amounting to USD 26.02 million from interest reserve amount on 3 July 2020.
- f) March cash interest : the Group shall make payment of accrued interest from 1 January 2020 up to 31 March 2020 amount of USD 967,803.56 including the remaining amount from e), and accrual of such default interest on or before 24 September 2020.
- g) June cash interest : the Group shall make payment of accrued interest from 1 April 2020 up to 30 September 2020 at the interest rate in the original agreement and default interest rate of 17% per annum commencing from 24 May 2020 until the borrowing is fully paid or before 30 September 2020.
- h) September cash interest : the Group shall make payment of accrued interest from 1 July 2020 up to 30 September 2020 at default interest rate of 17% per annum commencing from 1 July 2020 until the borrowing is fully paid or before 24 October 2020.

Subject to all conditions and the lender's satisfaction as well as no further event of default having occurred during grace period until 24 November 2020, the lender agrees to extend the repayment of borrowing to 24 May 2021 and apply 15% interest rate per annum as in original contract. For any events of default, interest rate of 20% per annum shall apply.

On 17 November 2020, The Company and Apex Krabi Development Co. Ltd. received the first default notice since the Group could not to comply with significant conditions in the Forbearance Grace Period Extension contract. The default notices required the Group to pay the entire outstanding amounts, which consist of the outstanding principal, accrued interests, redemption premiums and penalty on the unpaid amount totalling of USD 38.38 million or equivalent to Baht 1,164.86 million. In the event that all payments are not made in full by 16 January 2021, it will give the lender no other choice but to reserve all rights to claim for all other damages, to pursue all available legal action.

On 21 January 2021, the Group is subjected of a claim by the lender which required the Group to pay the entire outstanding amounts and enforce the mortgage totaling to USD 39.54 million or equivalent to Baht 1,192.49 million as details disclosed in Note 51.

On 1 February 2021, the Group received the second default notice as details disclosed in Note 51.

On 15 February 2021, the Company entered into the sale and purchase agreement of Sigma Resort Hotel Jomtien Pattaya Chonburi and completed registration of the ownership transfer to buyers on 22 February 2021. The Company repaid some portion of short-term borrowing from a financial institution including accrued interest totaling USD 16.36 million or equivalent to Baht 490 million and is under the negotiation process to extend for the remaining borrowing to be paid in next 6 months from repaid some borrowing portion date.

33 Long-term borrowings from financial institutions (net)

Long-term borrowings from financial institutions (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
<u>Current portion</u>				
Current portion of long-term loan from a financial institution	17,769,220	36,345,950	17,769,220	36,345,950
<u>Non-current portion</u>				
Long-term loan from a financial institution	1,201,967	16,081,491	1,201,967	16,081,491
Total	18,971,187	52,427,441	18,971,187	52,427,441

The movement of the long-term borrowings from financial institutions for the years ended 31 December 2020 and 2019 are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Opening balance	52,427,441	142,198,584	52,427,441	142,198,584
Add Additions during the year	1,540,000	-	1,540,000	-
Less Repayments during the year	(35,095,959)	(90,363,522)	(35,095,959)	(90,363,522)
Prepaid interest addition during the year	(1,522,645)	(2,280,000)	(1,522,645)	(2,280,000)
Amortisation of prepaid interest during the year	1,523,311	2,315,949	1,523,311	2,315,949
Amortisation of loans fee during the year	99,039	556,430	99,039	556,430
Closing balance	18,971,187	52,427,441	18,971,187	52,427,441

The long-term borrowings from financial institutions (net) as at 31 December 2020 and 2019 comprise the following:

Outstanding borrowings (Million Baht)	Interest rate per annum (%)	Maturity date	Collateral
- (2019 : 35.00)	MLR + 8.75	June 2021	- The Company's investment property - Property of other parties, directors, and a related company
17.76 (2019 : 17.43)	12.00	August 2021	- Land and real estate for sales 4 units - Securities of director
1.21 (2019 : Nil)	14.25	July 2025	- The Company's motor vehicle

On 24 June 2020, the Company entered into an extension of long-term loan repayment agreement amounting to Baht 35 million with a lender for an additional of 1 year from 30 June 2020 to be 30 June 2021. However, the Group repay all of outstanding borrowing during the year 2020.

The carrying amounts and fair value of long-term borrowings are as follows:

	Consolidated and separate financial statements			
	Carrying amounts		Fair value	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Long-term borrowings	18,971,187	52,427,441	18,971,187	52,982,885

The fair value of long-term borrowings is based on discounted cash flows using a discount rate based upon the borrowings rate of local banks and are within level 2 of the fair value hierarchy.

As at 31 December 2020, the Group has no unused credit facilities.

34 Finance lease liabilities (net)

Finance lease liabilities (net) - minimum lease payments are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Not later than 1 year	6,500,752	660,076	6,500,752	660,076
Later than 1 year but not later than 5 years	24,751,819	453,512	24,751,819	453,512
Later than 5 years	24,374,310	-	24,374,310	-
<u>Less</u> Future finance charges on finance leases	(24,937,665)	(80,755)	(24,937,665)	(80,755)
Present value of finance lease liabilities	30,689,216	1,032,833	30,689,216	1,032,833

The present value of finance lease liabilities (net) is as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Not later than 1 year	2,058,962	607,325	2,058,962	607,325
Later than 1 year but not later than 5 years	10,327,989	425,508	10,327,989	425,508
Later than 5 years	18,302,265	-	18,302,265	-
Present value of finance lease liabilities	30,689,216	1,032,833	30,689,216	1,032,833

35 Debentures (net)

Debentures (net) as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Debentures - par value	755,000,000	736,000,000	755,000,000	736,000,000
<u>Less</u> Prepaid underwriting fee for debentures	-	(2,505,216)	-	(2,505,216)
Debentures (net)	755,000,000	733,494,784	755,000,000	733,494,784

The movements of debentures (net) for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Opening net book value	733,494,784	783,155,088	733,494,784	783,155,088
Increase in debentures during the year	42,200,000	160,000,000	42,200,000	160,000,000
Repayments of debentures during the year	(23,200,000)	(184,000,000)	(23,200,000)	(184,000,000)
Transfer from bills of exchange (Note 14)	-	(40,000,000)	-	(40,000,000)
Increase in prepaid underwriting fee during the year	(1,605,000)	(8,129,860)	(1,605,000)	(8,129,860)
Amortisation of prepaid underwriting fee during the year	4,110,216	22,469,556	4,110,216	22,469,556
Ending net book value	755,000,000	733,494,784	755,000,000	733,494,784

35 Debentures (net) (Cont'd)

Security - The Company's title deeds number 23712, 23713, 23714, 57888, and 59950, Pa Khlok sub-district, Thalang district, Phuket and title deed number 59949 which mutual right ownership with Apex Asset Co., Ltd.

- Land title deeds number 52368, 52369 and 52370 Pa Khlok Sub-district, Thalang district, Phuket, condominiums 11 units and land title deeds number 63757 Na Jomtien Sub-district, Sattahip district, Chonburi
- Securities of director
- A restricted deposit in the escrow account total of Baht 19.30 million

As at 31 December 2020, the Company has a restricted deposit at a bank totaling Baht 19.30 million since the Company entered into an account opening agreement between the Company, debentures holder representative and a bank to comply with debentures' issuer and holder right and obligation conditions. The debentures' issuer has a right to early redeem such debentures before maturity date.

On 25 January 2019, the Company issued 160,000 units of secured debenture at Baht 1,000 per unit, totaling Baht 160 million. Debenture's life is 9 months and bears the interest at the rate of 6.25% per annum with maturity date on 22 October 2019.

At the Board of Directors' meeting no. 8/2019 held on 7 August 2019, it passed a resolution to redeem some portions of collateral for long-term loans and pledged as an additional securities without increasing debentures for "Secured Debentures of Apex Development Public Company Limited No. 1/2017 Due 2020" which are land title deeds number 52368, 52369 and 52370 Pa Khlok Sub-district, Thalang district, Phuket, condominiums 11 units and land title deeds number 63757, 63760 and 63776 Na Jomtien Sub-district, Sattahip district, Chonburi and redeem Grand Bay Hotel Co., Ltd.'s title deeds number 23710, 23711, 54006, 52371, 57204, and 33561, Pa Khlok sub-district, Thalang district, Phuket.

The 160,000 units of secured debenture, totalling Baht 160 million, which has maturity date on 22 October 2019 were redeemed on 17 October 2019. 64,000 units of 800,000 units of secure debenture which will be matured on 28 February 2020 had been early redeemed during November and December 2019 because of investor request, totalling Baht 64 million.

At the Debenture Holders' meeting no. 1/2020 held on 19 February 2020, it passed a resolution to extend the maturity date, amend interest rate, the term of right, debentures name and the debenture's security for 766,000 units of secured debenture at Baht 1,000 per unit, totaling Baht 766 million which maturity date is on 28 February 2020 as follows:

- 1) Extend maturity date from 28 February 2020 to 26 August 2020.
- 2) Amend interest rate from 6.25% per annum to 8.25% per annum.
- 3) Amend the term of rights to redeem and repurchase by an issuer. Issuer has the rights to early redeem debentures.
- 4) Amend the name of debentures to Secured debentures of Apex Development Public Company Limited no. 1/2017, maturing in 2020 with rights for issuer early redemption.
- 5) Amend the security contract by specifying that in case an issuer exercise rights of repurchase from second tier market (or anywhere) or early redeem these debentures. The issuer has the rights to redeem assets secured under this security contract. Total amount of outstanding debentures not yet been redeemed should not be less than as specified in previous condition.

At the Debenture Holders' meeting no. 2/2020 held on 17 August 2020, it passed a resolution to extend the maturity and the term of right for 766,000 units of secured debenture at Baht 1,000 per unit, totaling Baht 766 million which maturity date is on 26 August 2020 to 26 August 2021.

During the year ended 2020, the 23,200 units of secure debenture, totaling Baht 23.2 million had been early redeemed but not yet registered redemption and the 42,200 units of such unregistered redemption debentures were issued, totaling Baht 42.2 million to the new debenture holders.

As at 31 December 2020, the Company has 11,000 units of redeemed debentures but not yet registered redemption, totaling of Baht 11.0 million. The debentures 10,000 units totaling of Baht 10.0 million are pledged for the borrowing from director as Note 30.3.

As at 31 December 2020 and 2019, the Group is unable to maintain the financial ratio in accordance with the prospectus stating that the Group has to maintain a debt to equity ratio not more than 5:1.

36 Deposits and advances received from customers

Deposits and advances received from customers as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Deposits and advances received from				
- sales of land and real estate	28,876,724	27,029,639	28,876,724	27,029,639
- sales of land and real estate under development	375,181,101	383,264,392	361,589,001	372,404,792
Total deposits and advances received from customers	404,057,825	410,294,031	390,465,725	399,434,431

The Group and the Company recognised revenue in the current reporting period relates to carried-forward contract liabilities in amounting to Baht 5,850,000 (2019 : Baht 3,700,000).

37 Provision for guaranteed returns

The movements of provision for guaranteed returns for the years ended 31 December 2020 and 2019 is as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
At 1 January	542,080	4,614,520	542,080	4,614,520
Add Additions (reversal)	330,699	(4,072,440)	330,699	(4,072,440)
At 31 December	872,779	542,080	872,779	542,080

Provision for guaranteed returns determined by actual rate in guarantee contract with customers until the end of the contract within 2021.

38 Provision for delivery delay

The movements in provision for delivery delay for the years ended 31 December 2020 and 2019 are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 1 January	7,129,095	-	7,129,095	-
Add Addition during the year	-	7,129,095	-	7,129,095
As at 31 December	7,129,095	7,129,095	7,129,095	7,129,095

39 Deposit received from shares of subsidiaries

At the Board of Directors' meeting no. 8/2019 held on 13 June 2019, it passed a resolution to sell 50% of all of the shares held in Grand Bay Hotel Co., Ltd (a subsidiary) for a total of 2,500,000 shares to Mercurius Capital Investment Company Limited, a company listed under the Singapore Stock Exchange for the price of Baht 335,000,000. The reason was to invest in the Sheraton Phuket Grand Bay Resort in Ao Por, Phuket. The payment conditions are as follows:

- The 1st instalment of Baht 33,500,000 to be paid for shares transfer 10% by June 2019.
- The 2nd instalment of Baht 33,500,000 to be paid for shares transfer 10% after the release of the existing mortgage which is land of Grand Bay Hotel Co., Ltd., Pa Khlok sub-district, Thalang district, Phuket on a date to be determined by the Company.
- The 3rd instalment of Baht 67,000,000 to be paid for shares transfer 20% by July 2019 or by any later date as reasonably agreed by the parties.
- The 4th instalment of Baht 201,000,000 to be paid for remaining shares transfer 60% plus cost of construction and development of Sheraton Phuket Grand Bay Resort project incurred up to the last shares transfer date, in proportion to the shareholding ratio, by August 2019 or by any later date as reasonably agreed by the parties.

The Company will transfer shares as a security in every instalment received according to the agreement. However, the conditions in the agreement stated that Mercurius Capital Investment Limited shall not have any other rights available under this agreement as shareholders and shall not transfer, sell, or otherwise dispose of all or any part of the relevant sale shares transferred to other parties until the final instalment. Upon termination, Mercurius Capital Investment Limited shall immediately transfer back the shares previously transferred to the Company and the Company shall immediately return all of the money back.

Mercurius Capital Investment Company Limited ask to extend the 4th instalment payment to be November 2019. The Company entered into loan agreement with other party by pledging Phuket land of Grand Bay Hotel Co., Ltd. Pa Khlok sub-district, Thalang district, Phuket to be the Company working capital.

As at 31 December 2019, the Company received the 1st to the 3rd and some portion of the 4th instalment deposit for shares of its subsidiary of Baht 167,000,000 and transferred the subsidiary's shares to Mercurius Capital Investment Limited at 20%.

At the Board of Directors' meeting no. 1/2020 held on 7 January 2020, it passed a resolution to revise a joint venture agreement's condition detail and last instalment payment as details in Note 22.

40 Other current liabilities

Other current liabilities as at 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Deposits received for purchase of land (Note 32)	-	350,000,000	-	350,000,000
Withholding tax payable	30,968,212	5,802,995	22,618,892	5,662,196
Value added tax	877,564	102,443	877,564	102,443
Others	1,924,391	1,970,208	1,924,391	1,970,208
Total other current liabilities	33,770,167	357,875,646	25,420,847	357,734,847

41 Employee benefit obligations

The amount recognised in the statement of financial position is determined as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Present value of obligations	6,096,985	7,650,602	6,096,985	7,650,602
Liability in the statement of financial position	6,096,985	7,650,602	6,096,985	7,650,602

The movements of employee benefit obligations for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
As at 1 January	7,650,602	13,616,965	7,650,602	13,616,965
Current service cost	1,940,440	1,992,124	1,940,440	1,992,124
Interest cost	133,390	142,424	133,390	142,424
(Gain)loss on remeasurement	(3,627,447)	425,089	(3,627,447)	425,089
Benefits paid	-	(8,526,000)	-	(8,526,000)
As at 31 December	6,096,985	7,650,602	6,096,985	7,650,602

The amounts recognised in profit or loss are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Current service cost	1,940,440	1,992,124	1,940,440	1,992,124
Interest cost	133,390	142,424	133,390	142,424
Total	2,073,830	2,134,548	2,073,830	2,134,548

The amounts recognised in other comprehensive income are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Loss on remeasurement in the year				
(Gain)loss from change in financial assumptions	(1,635,002)	577,856	(1,635,002)	577,856
Experience gain	(1,992,445)	(152,767)	(1,992,445)	(152,767)
Loss on remeasurement in the year	(3,627,447)	425,089	(3,627,447)	425,089

The principal actuarial assumptions used are as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Discount rate	1.51%	1.80%	1.51%	1.80%
Salary increase rate	2.00%	5.00%	2.00%	5.00%

41 Employee benefit obligations (Cont'd)

Sensitivity analysis for each principal actuarial assumptions are as follows:

Change in assumption		Impact on defined benefit obligation - Increase (decrease)			
		Consolidated financial statements		Separate financial statements	
		2020 Baht	2019 Baht	2020 Baht	2019 Baht
Discount rate	Increase by 1%	Decrease by 8.00%	Decrease by 9.21%	Decrease by 8.00%	Decrease by 9.21%
Discount rate	Decrease by 1%	Increase by 9.12%	Increase by 10.65%	Increase by 9.12%	Increase by 10.65%
Salary increase rate	Increase by 1%	Increase by 8.98%	Increase by 9.25%	Increase by 8.98%	Increase by 9.25%
Salary increase rate	Decrease by 1%	Decrease by 8.04%	Decrease by 9.03%	Decrease by 8.04%	Decrease by 9.03%

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 employee benefit obligations to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the liability 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.

As at 31 December 2020, the weighted average duration of the defined benefit obligation is 12 years (2019 : 16 years).

Expected maturity analysis of undiscounted retirement and post-employment medical benefits are as follows:

	Consolidated financial statements				Total Baht
	Less than 1 year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	
As at 31 December 2020					
Retirement benefits	240,000	570,667	709,436	17,596,695	19,116,798
As at 31 December 2019					
Retirement benefits	240,000	-	1,705,400	40,681,536	42,626,936

42 Share capital

	Number of shares Shares	Ordinary shares Baht
Registered share capital		
As at 1 January 2019	4,499,775,000	2,249,887,500
Increase in registered share capital	-	-
As at 31 December 2019	4,499,775,000	2,249,887,500
Increase during the period	3,999,800,000	1,999,900,000
As at 31 December 2020	8,499,575,000	4,249,787,500

	Number of shares Shares	Ordinary shares Baht	Share discount Baht	Total Baht
Issued and fully paid-up share capital				
As at 1 January 2019	3,999,800,000	1,999,900,000	(300,385,000)	1,699,515,000
Issues of shares	-	-	-	-
As at 31 December 2019	3,999,800,000	1,999,900,000	(300,385,000)	1,699,515,000
Issues of shares	-	-	-	-
As at 31 December 2020	3,999,800,000	1,999,900,000	(300,385,000)	1,699,515,000

42 Share capital (Cont'd)

At the Extraordinary Shareholders' meeting no.1/2017 held on 11 August 2017, it passed a resolution to reduce the discount on share capital of Baht 1,153,823,762 and the deficits by reducing the registered share capital from Baht 2,999,850,000 to Baht 1,499,925,000 (by reducing par value of Baht 1 each to Baht 0.50 each with the same number of shares of 2,999,850,000) and then approved the allotted new ordinary shares 1,499,925,000 shares offering for sale to the existing shareholders and for reserving warrant to purchase the ordinary shares of the Company (APEX-W1) by increasing the Company's registered capital from 2,999,850,000 shares with a par value of Baht 0.50 per share, totalling Baht 1,499,925,000 to new registered capital of 4,499,775,000 ordinary shares with a par value of Baht 0.50 per share, totalling Baht 2,249,887,500, by issuing new 1,499,925,000 ordinary shares at par value of Baht 0.50 per share, totalling Baht 749,962,500. The details of which are as follows:

Allotted to	Number (Shares)	Ratio (Old : New)	Sale price per share (Baht)
Existing shareholders	999,950,000	3 existing ordinary shares : shares : 1 new ordinary share	Baht 0.50
Reserve for exercising the right of the Company's warrants allotted to the existing shareholders who have subscribed for the rights offering and are allotted the right offering shares (APEX-W1)	499,975,000	2 new ordinary share : 1 warrant	Baht 0.50 (Exercise price)
Specific investors	The residual after allotted to existing shareholders		Not less than the offering price per share provided to existing shareholders

Warrants to purchase ordinary shares No.1 (APEX-W1)

The details are as follows:

Type of warrants	: Issued in the names of respective and negotiable holders.
Term of warrants	: 3 years from the issued date
Number of warrants offered	: 499,975,000 units
Offering price	: Baht 0 per unit
Exercise ratio	: 1 warrant per 1 ordinary share (which will be changeable)
Exercise price	: Baht 0.50 per ordinary share (which will be changeable)
Exercise date	: The warrant holders are entitled to exercise the warrants on the last business day in June and December of each year. And these warrants will be matured in 3 years after the issued date (1 July 2018).

At the Annual General meeting no. 1/2020 held on 14 August 2020, shareholders passed a resolution to increase registered share capital Baht 1,999,900,000 from registered share capital Baht 2,249,887,500 to Baht 4,249,787,500 by issuing 3,999,800,000 new ordinary shares, with par value of Baht 0.50 each.

At the Board of Directors' meeting no. 7/2020 held on 25 August 2020, it passed a resolution to indefinitely postpone the new ordinary shares issuing and allocating which originally scheduled on 1 September 2020. Because of the COVID-19 outbreak's impact, the market situation is unfavourable to issue and allocate the newly registered ordinary shares. This may have an impact on the shareholders decision.

As at 31 December 2020 and 2019, no warrant holders exercised their warrants. The outstanding balance of unexercised warrants to purchase ordinary share is 499,974,910 units.

43 Other components of equity, net of tax

The movements of other components of equity for the years ended 31 December 2020 and 2019 comprise the following:

	Consolidated and Separate financial statements	
	Unrealised gain from financial assets measured at fair value through other Comprehensive income, net of tax Baht	Total other components of equity, net of tax Baht
Opening balance	3,664	3,664
Decrease during the year	(9,786)	(9,786)
Closing balance	(6,122)	(6,122)

44 Expenses by nature

The following significant expenditures, classified by nature for the years ended 31 December 2020 and 2019, have been charged in arriving at profit (loss) before finance costs and income tax:

	For the years ended 31 December			
	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Cost of land and real estate sold and decoration service	456,193,263	55,171,688	456,193,263	55,171,688
Loss on net realisable value less than cost of land and real estate under development	129,430,602	-	129,430,602	-
Staff costs	58,820,343	65,723,945	58,820,343	65,723,945
Sales promotion and advertising expense	14,000,254	31,873,475	14,000,254	31,873,475
Professional and consultant fees	23,545,336	21,205,972	18,725,636	17,479,613
Guaranteed returns	7,679,919	18,284,646	7,679,919	18,284,646
Loss allowance (2019 : allowance for doubtful accounts under TAS101)	3,114,460	4,144,863	3,114,460	3,394,863
Allowance for non-recoverable deposits	-	11,375,250	-	11,375,250
Depreciation and amortisation	15,389,201	11,044,907	12,081,256	8,093,152
Specific business tax	12,636,435	2,785,817	12,636,435	2,785,817

45 Finance costs (net)

Finance costs (net) for the years ended 31 December 2019 and 2018 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Interest expenses				
- Debentures	59,773,158	57,199,469	59,773,158	57,199,469
- Bills of exchange	428,972	1,094,821	428,972	1,094,821
- Long-term borrowings from financial institutions	4,799,257	10,203,007	4,799,257	10,203,007
- Related parties	1,228,553	961,217	1,228,553	961,217
- Sale with right of redemption liabilities	2,300,730	2,171,799	2,300,730	2,171,799
- Short-term borrowings from a financial institution	194,994,229	133,569,061	66,142,080	68,244,967
- Finance lease agreements	5,109,455	90,152	5,109,455	90,152
- Short-term borrowings from other parties	52,939,729	33,721,739	52,939,729	33,721,739
Prepaid underwriting fee for debentures	4,644,517	22,469,556	4,644,517	22,469,556
Borrowing fee from long-term borrowings from a financial institution	99,039	556,429	99,039	556,429
Borrowing fee from short-term borrowings from a financial institution	12,981,840	16,729,437	3,695,291	16,729,437
Borrowing fee from short-term borrowings from other parties	10,354,348	24,225,129	10,354,348	10,471,661
Fee for delay payment of land acquisition	-	12,518,409	-	12,518,409
Borrowing costs eligible for capitalisation	(14,166,383)	(25,579,197)	(2,920,437)	(4,712,258)
Realised gain from exchange rate from				
- Short-term borrowings from financial a institution (Note 33)	-	(6,728)	-	(1,703)
- Interest expense from short-term borrowings from a financial institution	(224,969)	(59,259)	(76,236)	(20,081)
Unrealised gain from exchange rate from				
- Short-term borrowings from a financial institution (Note 33)	(4,050,813)	(45,522,613)	(1,372,711)	(15,426,379)
- Interest expense from short-term borrowings from a financial institution	(6,537,413)	(781,882)	(2,215,362)	(226,351)
Total finance costs (net)	324,674,249	243,560,546	204,930,383	216,045,891

46 Income tax

	For the years ended 31 December			
	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Current tax	-	-	-	-
Deferred tax (Note 28)	11,363,034	2,313,470	1,578,314	(321,944)
Write-off prepaid withholding tax	4,117,235	7,450,574	4,117,235	7,450,574
Total income tax	15,480,269	9,764,044	5,695,549	7,128,630

46 Income tax (Cont'd)

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

	For the years ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Loss before income tax	(359,005,402)	(411,439,738)	(405,383,686)	(363,794,760)
Tax rate:	20%	20%	20%	20%
The result of accounting profit multiplied by income tax rate	(71,801,080)	(82,287,948)	(81,076,737)	(72,758,952)
Tax effect of:				
Expenses not deducted for tax purpose	32,349,010	3,444,598	28,702,302	118,020
Expenses additionally deductible for tax purpose	(2,113)	(783,676)	(2,113)	(5,572)
Tax losses for which no deferred tax was recognised	44,775,479	81,940,496	47,913,124	72,324,559
Write-off deferred tax assets	6,041,737	-	6,041,737	-
Write-off prepaid withholding tax	4,117,236	7,450,574	4,117,236	7,450,574
Tax charge	15,480,269	9,764,044	5,695,549	7,128,630

47 Loss per share

Basic loss per share are calculated by dividing the net loss for the year attributable to shareholders by the weighted average number of ordinary shares issued during the year.

	For the years ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Net loss attributable to shareholders (Baht)	(374,485,665)	(421,203,782)	(411,079,235)	(370,923,390)
Weight average number of ordinary shares in issue (shares)	3,999,800,000	3,999,800,000	3,999,800,000	3,999,800,000
Basic loss per share (Baht)	(0.094)	(0.105)	(0.103)	(0.093)

The diluted earnings (loss) per share is calculated by dividing the net profit (loss) for the year attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year, adjusted by dilutive potential ordinary shares to assume all are converted. The Company has dilutive potential ordinary shares, which is warrants. For the warrants a calculation is made to determine the number of shares that could have been acquired at fair value (determined as the average annual market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The calculation is made to determine the number of ordinary shares to add the denominator as an issue of ordinary shares for no consideration. No adjustment is made to earnings. However, the potential ordinary shares from warrant conversion should not be treated as dilutive as their conversion to ordinary shares would not increase loss per share to ordinary shareholders.

There are no potential dilutive ordinary shares issued during the years ended 31 December 2020 and 2019.

48 Commitments

As at 31 December 2020 and 2019, the Group and the Company have commitments as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Million Baht	2019 Million Baht	2020 Million Baht	2019 Million Baht
Capital commitments				
- under contracts to invest in development projects until completion	661.55	774.24	566.06	660.88
- under residential marketing license agreement	-	13.32	-	4.22
- under decoration service contract	-	0.16	-	0.16
	661.55	787.72	566.06	665.26
Commitments from operating lease and service agreements				
- under operating lease and marketing agreement	-	23.73	-	23.73

Commitments under letter of guarantee

As at 31 December 2020 and 2019, the Group had letter of guarantees issued by banks as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
In respect of electricity usage	1,523,054	1,523,054	1,523,054	1,523,054
In respect of maintenance utilities	452,640	452,640	452,640	452,640
Total	1,975,694	1,975,694	1,975,694	1,975,694

49 Significant contracts

On 23 June 2017, the Company has entered into agreements with a hotel management company for the purpose of an operation of the current and new projects of the company which located in Pattaya and Phuket, respectively. The details of those significant contracts are as follows:

Contract	Purpose	Fee and Expense
- Operating Service Agreement	To engage, supervise, direct, and control of the operation of hotels under the brand	Base fee monthly in arrears based on the gross operating revenue of the hotel for the immediately preceding month (the contract will be ended in the next 20 years after hotel opening according to calendar year)
- Design Review Agreement	To advise the Company to the design of the hotel	USD 175,000 (the contract will be ended when hotel operate)
- System License Agreement	To obtain the right for the hotel to be operated under the brand in accordance with the system	Base fee monthly in arrears based on the gross operating revenue of the hotel for the immediately preceding month
- Centralised Service Agreement	To provide to the hotel certain reservations, sales and marketing, guest loyalty and other services	Overhead and other costs incurred in providing the centralised services
- Residential Marketing License Agreement	To supervise, direct and control the hotel operation to be conducted within the hotel unit pursuant to the hotel's Operating Services Agreement, including operation of the rental program and the project common areas	USD 500,000 (the contract will be ended when complete all sales)
- Residential Trademark License Agreement	To use the Licensed Trademark in conjunction with the project name solely for identification, but not as part of the legal name, of the residential project at the location	USD 11,900 per year (paid in full amount) with multiplication of CPI ratio in subsequent years

On 17 January 2018, the Company has entered into agreements with a hotel management company for the purpose of an operation of the current projects of the company which located in Krabi. The details of those significant contracts are as follows:

Contract	Purpose	Fee and Expense
- Operating Service Agreement	To engage, supervise, direct, and control of the operation of hotels under the brand	Base fee monthly in arrears based on the gross revenue of the resort and an annual incentive fee based on annual gross operating profit of the resort and pre-opening support fee USD 100,000 (the contract will be ended in the next 20 years after hotel opening according to calendar year)
- Sales and Marketing Agreement	To provide the sole and exclusive right to market, advertise and promote the resort	Nil (the contract period is 10 years)
- Project Consultancy Advice and assistance Agreement	To provide consultancy advice and assistance service for building, equipping and fitting-out of the resort	EUR 300,000 (the contract will be ended when hotel operate)

49 Significant contracts (Cont'd)

On 5 February 2019, the Company has entered into agreements with hotel management company for purpose of an operation of the current and new projects in Krabi. The details of those significant contracts are as follows:

Contract	Purpose	Fee and Expense
- Residential Trademark License Agreement	To use the Licensed Trade Mark in conjunction with the project name solely for identification, but not as part of the legal name, of the residential project at the location	USD 500,000 USD 30,000 (Legal fee) (the contract will be ended when the Company complete all sales)
- Design Review Agreement	To provide advise design of the hotel	USD 300,000 (the contract will be ended when hotel operate)
- Operating Service Agreement	To engage, supervise, direct, and control of the operation of hotels under the brand	Base fee monthly in arrears based on the gross revenue of the resort and an annual incentive fee based on annual gross operating profit of the resort and pre-opening support fee USD 100,000 (the contract will be ended in the next 20 years after hotel opening according to calendar year)
- System License Agreement	To obtain the right for the hotel to be operated under the brand in accordance with the system	Base fee monthly in arrears based on the gross operating revenue of the hotel for the immediately preceding month (the contract will be ended in the next 20 years after hotel opening according to calendar year)
- Centralised Service Agreement	To provide to the hotel certain reservations, sales and marketing, guest loyalty and other services	Overhead and other costs incurred in providing the centralised services (the contract will be ended in the next 20 years after hotel opening according to calendar year)
- Residential Management Agreement	To obtain exclusive management of the residential part, from the manager appointed by the service provider.	USD 1,000 per person per year with multiplication of CPI ratio in subsequent years

50 Contingent liabilities

The Company is subjected of a claim by one of its customer in respect of breaching sale and purchase agreement in 2017, with a total claimed amount of Baht 15.05 million and the judgment of civil court has ruled the company to pay totaling Baht 7.00 million with the interest at rate 5.00% per annum since 27 March 2017 until 3 January 2018 and rate 7.50% per annum since 4 January 2018 until the payment is completely paid. At present, the company has filed an appeal. The principal amount has already presented as trade and other payables of the Group.

On 28 October 2019, the Company is subjected of a claim by one of its customer in respect of breaching sale and purchase agreement amounting to Baht 1.21 million with an interest at rate of 7.50% per annum of principal amount Baht 0.80 million from the litigation date until the amount is fully paid. The Company is under an appeal extension process. Management believes that the Company has no obligation to pay for this claim.

On 12 March 2020, the Company is subjected of a claim by one of its customers in respect of breaching sale and purchase agreement amounting to Baht 5.10 million with an interest at rate of 5.00% per annum from the litigation date until the amount is fully paid. The Company is under compromising process. The principal is presented as trade and other payables of the Group.

On 30 March 2020, the Company is subjected of a claim by one of its customer in respect of breaching sale and purchase and rental agreements amounting to Baht 1.85 million with an interest at rate of 7.50% per annum from the litigation date until the amount is fully paid. On 27 October 2020, the Company entered into compromising agreement and agreed to pay amount of Baht 0.50 million to its customer and presented as trade and other payables.

On 7 April 2020, the Company is subjected of a claim by one of its payable in respect of default payment amounting to Baht 5.55 million with an interest at rate of 7.50% per annum from the litigation date until the amount is fully paid. The Company is under compromising process to repay such amount and its interest. The principal is presented as trade and other payables of the Group.

50 Contingent liabilities (Cont'd)

On 5 June 2020, the Company is subjected of a claim by one of its customers in respect of breaching sale and purchase agreement amounting to Baht 2.43 million with an interest at rate of 7.50% per annum from the litigation date until the amount is fully paid. The Company is preparation process to repay such amount and its interest. The principal and interest are presented as trade and other payables of the Group.

On 27 July 2020, the Company and a joint venture are being sued by one of its lenders amounting to Baht 200 million in respect of a default on loan repayment amounting to Baht 185.33 million, net of prepaid interest, accrued interest amounting to Baht 22.54 million and compensation cost for court case amounting to Baht 0.10 million, total amount of Baht 207.97 million with an interest at rate of 21.00% per annum of loan principal amounting to Baht 185.33 million from the litigation date until the amount is fully paid. The land and real estate under development amounting to Baht 297.16 million is pledged for this borrowing. However, on 1 March 2021, such lender withdrew the sued case from legal process. On 11 March 2021, court consider setting up the compromising meeting on 7 April 2021.

On 30 November 2020, the Company is subjected of a claim by a third party in respect of breaching agency agreement amounting to Baht 13.50 million with an interest at a rate of 7.50% per annum from litigation date until the amount is fully paid. Management believes that the Company has no obligation to pay for this claim.

51 Events occurring after the reporting date

51.1 Litigation with Eighteen Dragons Investment Limited

On 21 January 2021, the Company, Apex Krabi Development Co., Ltd., Andaman Hotel Co., Ltd., Long Beach Hotel Co., Ltd. and directors are sued by Eighteen Dragons Investment Limited in respect of breaching borrowing agreement. The lender required the Group to pay the entire outstanding amounts and enforce the mortgage totalling to USD 39.54 million or equivalent to Baht 1,192.49 million which consist of the principal, defaulted interest, penalty, accrued interests and redemption premiums with a defaulted interest at rate of 15% per annum and penalty at rate of 5% per annum from the litigation date until the amount is fully paid.

On 1 February 2021, The Group received the second default notice from Eighteen Dragons Investment Limited which required the Group to pay the entire outstanding amounts, which consist of the outstanding principal, accrued interests, redemption premiums and penalty on the unpaid amount totalling of USD 39.74 million or equivalent to Baht 1,195.55 million. In the event that all payments are not made in full by 2 April 2021, it will give the lender no other choice but to reserve all rights to claim for all other damages, to pursue all available legal action.

51.2 Sale of Sigma Resort Jomtien Pattaya

On 13 February 2021, the Board of Directors' meeting no. 1/2021 passed a resolution to execute the sale and purchase agreement of Sigma Resort Jomtien Pattaya in Nong Prue sub-district, Banglamung district, Chonburi with area of 10 rai, 1 ngan and 66.8 square wa to Pattaya Patana Asset Company Limited and Asset World Foundation for Charity totaling Baht 550 million. The Company entered into the sale and purchase agreement on 15 February 2021 and completed registration of the ownership transfer to buyer on 22 February 2021. The Company repaid some portion of short-term borrowing from a financial institution including accrued interest totaling USD 16.36 million or equivalent to Baht 490 million and is under the negotiation process to extend for the remaining borrowing to be paid in next 6 months from repaid some borrowing portion date.

51.3 Discontinue of subsidiaries

At the Board of Directors' meeting no. 3/2021 of GrandBay Residence Co., Ltd. (a subsidiary), held on 23 February 2021, it passed a resolution to liquidate the company due to discontinuing operation.

At the Board of Directors' meeting no. 2/2021 of World Record Sailing Yacht Co., Ltd. (a subsidiary), held on 23 February 2021, it passed a resolution to liquidate the company due to discontinuing operation.

Apex Development Public Company Limited

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