


noble
development
public
company
limited

annual report
2014



In every
adventure,
there is detail.

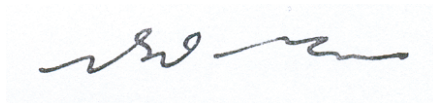
Message from the chairman

In 2014, the global economy has expanded less than anticipated due to the slowdown of the economy of European and Asian countries while the United States economy has trends to improve. In the first half of the year, Thailand's economic growth rate was lower than expected because of the political situation and export difficulty as a result of the fragility of the major trade partners' economy. However, in the second half of the year, the economy was expected to improve due to the fact that the political situation was steady and the government released the economic stimulus package at the end of the year.

The real estate business in the first half of 2014 continued to be affected by the political situation, the increase in household debt and labor shortage. Nevertheless, in the second half of the year, there were signs of improvement due to the apparent investment policy of the government, in particular, the development of infrastructure to support the trade and investment competitiveness for the implement of the ASEAN Economic Community (AEC) in 2014 including economic stimulus measures and expansionary monetary policy. In 2014, Noble Development Public Company Limited continued to succeed in the sales of both single detached house and condominium projects with total sales of more than Baht 5,300 million on account of the Company's competence and experience in accommodating the strategy to keep pace with dynamic circumstances.

In 2015, the real estate business is expected to grow steadily from the year 2014, the Company plans to launch at least four projects, located in the heart of the city which are potential areas to support the Company expansion.

Noble Development Public Company Limited would like to thank our shareholders, customers, financial supports, business partners and the colleagues who work to support the Company's operations and to be the driving force to continually grow. The Company will adhere to the mission of the Company to introduce the innovative living to meet the requirement with a better quality to customers under the administration and funds management policies which are discreet, efficient and transparency to corporate governance and build credibility with investors and all stakeholders to conduce to the prolonged growth.



Mr. Kitti Thanakitamuay
Chairman and Chief Executive Officer

Content

Noble Development Public Company Limited
Annual Report 2014

Message from the chairman

#1

Company Overview	1
Business Characters	4
Risk Factors	12
Company Factsheet	15
Shareholders	20
Dividend Policy	21
Management Structure	22
• Details of Company's Directors, Executive Officers, Authorized Person and Company Secretary	27
• Directors of subsidiaries and associated companies	30
Corporate Governance	31
Corporate Social Responsibilities	56
Internal Control and Risk Management	59
• The Audit Committee's Report	62
Connected Transaction	63
Financial Highlights	64
Management Discussion and Analysis	68

"Investors can learn more on the information of the listed company from the annual statement (form 56-1) of the company which are listed on www.sec.or.th or the company's website (if available)."

Company Overview

The core business of Noble Development Public Company Limited and its subsidiaries is property development, composed of various types of residential projects such as land plot, single detached houses, townhouses, low rise and high rise condominiums. The Company aims to offer exceptional-design living and creative innovation to satisfy customers' various desires as an alternative option.

Vision: The core business of Noble Development Public Company Limited is property development, composed of various types of residential projects with an emphasis on residential development under the concept that "be different be Noble". The Company aims to offer exceptional-design living and creative innovation to satisfy customers' various desires as an alternative option.

Mission: The Company is a pioneer and leader in the design and creative projects and services which is innovative to propose residential with high quality and value and to create a unique residential to homeowner, all of whom were delighted beyond their expectations.

The Company focuses on the potential location, near the central business district and with facilities to add value to residential.

The Company promotes the responsible for community and society by complying to policies, rules, and regulations strictly.

Company Overview

The Company has launched total 41 residential projects. Eight of these projects were developed and launched before year 2002 with the total value of Baht 4,877 million while 33 of these projects were developed and launched between year 2002 and 2014 with the total value of THB 60,579 million. The project consists of single detached house, condominium, townhouse, and land plot. The single detached house projects include Noble Tara Ekamai-Rama 9, Noble Tara Ngamwongwan, Noble Tara Pattanakarn, Noble Tara Ngamwongwan 2, Noble Wana Pinklao, Noble Wana Watcharapol, Noble Anawana Pinklao, Noble Geo Watcharapol, and Noble Geo Rama 5. The condominium projects include Noble Ora Condo, Noble Lite, Noble 09, Noble Ambience Sarasin, Noble Remix, Noble Solo, Noble Reflex, Noble Reveal, Noble Reform, Noble Refine, Noble RED, Noble Revent, Noble Remix 2, Noble Ploenchit, Noble Revolve, Noble Revolve Ratchada, Noble Revolve Ratchada 2, Noble Revo Silom, Noble Recole and Real Chaengwattana. The townhouse and land plot project are First Home and Noble Satorn Thapra, Noble Residence and Noble Cube respectively.

Besides the residential projects, the Company also operates other business that is core business-related such as property rental and service, property management services, property services after transfer of ownership, asset or debt management service offering to investors, financial institutions and asset management companies.

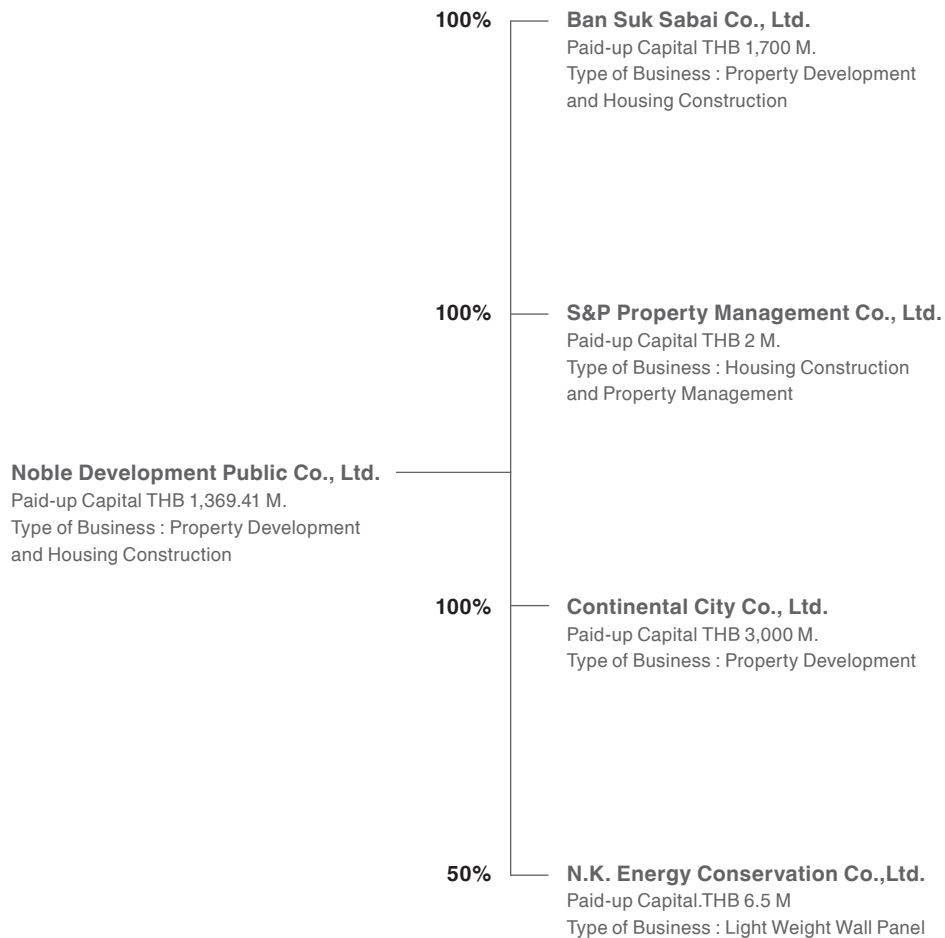
Changes and important developments for the past three years

- 2012 The Company launched Noble Revolve condominium, located in soi ari, adjacent to Ari BTS station.
- In August 2012, the Company issued and offered of unsubordinated, unsecured debenture and has bond holders' representative for 3 years total valued 1,500 Million Baht to public and/or institution investors. The income from bond issuance is the Company's source of fund for repayment, and/or business expansion, and/or working capital.
- 2013 In February, the Company launched Noble Revolve Condominium, located on Ratchadaphisek road, adjacent to MRT with above 90% successful sales.
- In July 2013, the Company issued and offered of unsubordinated, unsecured debenture and has bond holders' representative for 3 years total valued 1,500 Million Baht to public and/or institution investors. The income from bond issuance is the Company's source of fund for repayment, and/or business expansion, and/or working capital.
- In September and November, the two condominium projects, Noble Revolve Ratchada2, and Noble Revo silom, received excellent welcome from customer, especially Noble Revo silom project which was able to close the sales within the first launched day.
- 2014 In April 2014, the Company has increased the authorised share capital from Baht 1,369,413,525 to Baht 1,969,413,525 by issuing 200,000,000 new ordinary shares each at a par value of Baht 3 for allocation under private placement.
- In May 2014, the Company issued and offered of unsubordinated, unsecured debenture and has bond holders' representative for 3 years total valued 1,500 Million Baht to public and/or institution investors. The income from bond issuance is the Company's source of fund for repayment, and/or business expansion, and/or working capital.
- In September and November, the Company launched Noble Recole, located in Sukhumvit 19, and Real Chaengwattana, which received good welcome from the customers.

The Company has a policy to divide the operation to subsidiaries and associated companies for developing, and managing the projects as shown in the following detail:

Company/Address	Type of Business	Project
1. Ban Suk Sabai Company Limited 19th Fl., Tonson Tower, 900 Ploenchit Rd., Lumpini, Pathumwan, Bangkok	Property Development and Housing Construction	Noble Park Noble Tara Ngamwongwan 2
2. S&P Property Management Company Limited 19th Fl., Tonson Tower, 900 Ploenchit Rd., Lumpini, Pathumwan, Bangkok	Housing Construction and Property Management	Noble Neo City
3. Continental City Company Limited 19th Fl., Tonson Tower, 900 Ploenchit Rd., Lumpini, Pathumwan, Bangkok	Property Development	The Noble Noble Remix Noble Remix 2 Noble Recole Real Chaengwattana
4. N.K.Energy Conservation Company Limited 54/4 Moo 7, Bang Saothong, Samutprakarn	Light Weight Wall Panel	Noble Choice Pinklao Noble Choice Vibhavadee

Company Structure



Business Characters

Revenues Structure

Unit: THB Million

Revenues Structure	Operated By(1)	Shares holding %	2014		2013		2012	
			Value	%	Value	%	Value	%
Revenue from Real Estate Development								
Single Detached House and Land	NOBLE	-	105.28	4.46	574.87	17.88	464.53	17.49
Condominium	NOBLE	-	2,099.32	89.03	2,183.11	67.91	1,654.11	62.29
	CC	100%	-	-	259.29	8.07	356.72	13.43
	BSS	100%	-	-	-	-	2.95	0.11
Total Revenue from Real Estate Development			2,204.60	93.49	3,017.28	93.86	2,478.31	93.33
Revenue from Rental and Services								
Service Apartment	NOBLE	-	48.05	2.04	45.59	1.42	61.15	2.30
Department Store	NOBLE	-	-	-	-	-	0.04	0.00
Condominium	NOBLE	-	13.73	0.58	12.05	0.37	12.02	0.45
	CC	100%	10.05	0.43	9.64	0.30	8.03	0.30
Total Revenue from Rental and Services			71.82	3.05	67.28	2.09	81.24	3.06
Total Revenue from Core Businesses			2,276.42	96.54	3,084.56	95.95	2,559.55	96.39
Other Revenues								
Gain from cancelled contracts	(2)	-	4.24	0.18	12.26	0.38	6.45	0.24
Interest Income	(2)	-	62.89	2.67	109.07	3.39	71.15	2.68
Others Income	(2)	-	14.56	0.62	8.74	0.27	18.39	0.69
Total Other Revenues			81.69	3.46	130.07	4.05	95.99	3.61
Total Revenues			2,358.11	100.00	3,214.63	100.00	2,655.54	100.00
Increase (Decrease) in Revenue from Core Businesses			(808.14)	(26.20)	525.02	20.51	(350.72)	(12.05)

Remark (1) NOBLE = Noble Development Public Company Limited.

CC = Continental City Company Limited and BSS = Ban Suk Sabai Company Limited

(2) Revenues of the Company and its subsidiaries.

Noble Development Projects

Every Noble Development project is a reflection of the creativity and the conviction of Noble. The mind-set to create innovation to satisfy needs and enhance quality of life which bring happiness to homeowners beyond their expectations are all the Noble's mission.

Projects developed and launched before 2002

Noble Park Project

Noble Park was unveiled in December 1991 as the first horizontal condominium in Thailand. The concept of a "Condo house" combines the benefits of living as part of a community and the precepts of condominium residence to the familiar features of Thai ways of living within the development.

Noble Home Project

Noble Home comprises single dwelling houses with architectural designs aimed to give a different perspective and individuality including the curved roof, all of which enhanced quality and offered more useable floor space than the average home. The project launched in August 1992.

Noble Neo City Project

Noble Neo City is the visual proof of the innovation development that is taking place within Noble. Here, the concept of a life of freedom is catered to. Owners can expand living space within their detached homes in four different steps. They can start with 2 floors 2 bedrooms and, if so wish, they can later add to that and end up with 3 floors 5 bedrooms.

The Noble Project

Prestigious detached residences comparable to a contemporary art form. Built right in the heart of Bangkok, The Noble has been designed to offer maximum floor space, resulting in practicality and privacy. The design concept also brings the green-ness of the garden right into the home.

Noble House Phayathai Project

Noble's high-rise residential development with 30 storey tower located in central business district, special design offer convenience in terms of commuting and amenities for today's lifestyle. The project consists of 300 residential units and commercial area.

Noble Choice Project

Noble Choice is the innovation from Noble Development, one spawned from the marriage of state-of-the-art technology and an old-fashioned commitment to service. The success of Noble Choice is evident from all of our satisfied customers who have exercised their freedom of choice to express a wide variety of contemporary lifestyles, all of whom were delighted beyond their expectations. Durable yet flexible, Noble Steel Tech has a proven track record of success overseas where it has been utilized for more than a decade. Noble Choice projects are located in two different areas - Noble Choice Pinklao and Noble Choice Vibhavadee.

Noble House Ruamrudee Project

Possibly occupying the best location in Bangkok, the key concepts behind this development are privacy and peace. Hence, there are a total of only 23 units designed to give maximum space for the families of those executives who are looking for convenience in traveling.

Projects launched since 2002

Noble Tara Ekamai - Rama 9 / Noble Tara Ngamwongwan / Noble Tara Pattanakarn / Noble Tara Ngamwongwan 2 Project

"Tara" means "stream" which implies the concept of the project to bring peace of recreation with tall fences covered by floras surrounding the project to maximize the enjoyment from nature together with the private swimming pool. The Noble's differentiated concept of C-shape housing keeps every corner of the house close to nature surrounding. The projects are in the best location according to the concept of "Special privacy in the city center", which located on Rama 9, Ngamwongwan and Pattanakarn.

Noble Development Projects (cont'd)**Projects launched since 2002** (cont'd)**Noble Wana Pinklao / Noble Wana Watcharapol Project**

The concept of this project is to bring resort feeling to the home, which can be presented in its name: "Wana" means "Forest". This is a place to take a rest with nature everyday. Every living space links with nature, both view and sensibility by balancing oriental and western philosophy. The project is unique from others in the market with the clubhouse and swimming pool decorated to maximize the privacy. Two Wana projects are Noble Wana Pinklao and Noble Wana Watcharapol.

Noble Ana Wana Pinklao Project

Noble Ana Wana Pinklao builds on the success of the previous Noble Wana Pinklao project. Utilizing the popular Wana design on the same Pinklao site, this new development offers a resort-style living experience 365 days a year. Each house has a plot of 100 square wah or more to give each resident that much more exposure to the area's natural charms.

Noble Satorn Thapra Project

Noble Satorn Thapra is a project with a very different approach to modern housing. Plots varying in size from 78 to 168 square wah offer havens of security and serenity in small communities served by common facilities. Customers who wish to design their own homes are given every help and encouragement in selecting the concepts and details that they and their families prefer.

Noble Ora Thonglor Project

Noble Ora Condominium comprises of two 21-storey condominiums towers with 223 units at one of Bangkok's prime locations, the center of Soi Thonglor. The project has 60's design that provides Condominium facilities but feeling of spacious single house from the large floor-to-ceiling and a tropical style swimming pool.

Noble Geo Watcharapol / Noble Geo Rama 5 Project

Noble Geo is designed under the Planning & Function concept to enable free-style arrangement of furniture. The box-shape houses maximize useable area, larger living room and bedroom. The beautiful natural landscape lawns and gardens can be accessible from every angle of the houses, located in Watcharapol and Rama 5.

First Home Project

First Home is a townhouse project under the strategies to expand the market base to cover all tiers of customers, located near the city but economical pricing. The project consists of 2-storey townhouses and 3-storey commercial units, located in Soi Watcharapol.

Noble 09 Project

Noble 09 is a luxurious condominium located in Soi Ruamrudee, only 100 meters away from the Ploenchit BTS station, gives a cozy feeling in modern style. Designed to have serene beige color elegantly combined with naturally formed stone, it goes up to 8 floors and provides more open area with its two towers. Enjoy total privacy with only three units per floor, and spacious interior benefited from airy floor-to-ceiling glass windows.

Noble Lite Project

Near Aree BTS Station, Noble Lite is located only 150 meters from business center on Phaholyothin Road. With Crash-Pads concept - living near BTS route with no red lights traffic to spare up hours for pleasure and relaxation. The project offers 24 storeys with one to three bedrooms. Each unit is designed for multi purpose activities. The project also provides facilities area, fitness and a swimming pool.

Noble Ambiance Sarasin Project

It is the condominium for the perfect relaxation of city life and offers the peaceful privacy surrounded by various moods with Perfect Contrast architecture. The exterior is designed to be simple but exciting and amusing with color of the buildings, whereas the interior is designed for spaciousness and airiness with tall glasses from the floor to the ceiling, allowing the natural touches surrounded by beautiful gardens, pools and gyms. Noble Ambiance Sarasin is located in the middle of the city, Sarasin soi 2

Noble Development Projects (cont'd)**Projects launched since 2002** (cont'd)**Noble Remix Project**

The project is the answer for a different kind of lifestyle, especially for people who love extreme's life and freedom in city life, surrounding with this new style condominium project offering conveniences from the transportation via BTS sky train and many facilities along Sukhumvit 36 road.

Noble Solo Project

It is the condominium in Soi Thonglor that is suitable for freedom lifestyle, releasing from rules and bustling from works and environment by giving more space. These allow residents to find new inspiration to fulfill their lives. It offers a various type of rooms from 1 bedroom to 3 bedrooms.

Noble Reflex Project

Around 200 meters to Aree BTS station, we can reach the 20-floor condominium stylishly designed by plain architecture with the explicit color of the exterior. This is the real concept of "A Pad for Metropolitan" making Reflex to be condominium for more time to play, sit back and relax. Every square inch is designed to maximize usable area and to be the perfect place for rest. The size varies from 1-bedroom and 2-bedroom.

Noble Reveal Project

With 27-storey condominium stylishly designed for city living life style and the concept of "Help stop global warming, Drive less". Noble Reveal is just 200 meters away from Ekamai BTS station, on Sukhumvit 63 road. The size varies from 1-bedroom and 2-bedroom.

Noble Residence Project

Development of land plot, on Pattanakarn road, one of the most elegant locations in center of Bangkok, with 3 kms from Soi Thonglor and just 2 minutes from Airport Link Sky Train, Ramkamhaeng station. The Project allots total of 70 land pieces from 99 sqw. size, for customers to build every masterpiece by their own. In addition, the entire electricity network is grounded, with the peaceful living of parks, swimming pool, club house and gym.

Noble Cube Project

New concept of town home in the city center for more private living space with designed to magnify the sight with wide mirror. Noble Cube divides useable area by life style. The Project is located in prime area, 3 kms from Soi Thonglor , between Pattanakarn soi 24-26 and just 2 minutes from Airport Link Sky Train, Ramkamhaeng station.

Noble Reform

Condominium located on Phaholyothin Road, business center of Bangkok, only 30 meters away from Aree BTS station. 22-storey condominium designed to maximize usable area and to be the perfect place for rest. The project also provides facilities area, fitness and a swimming pool. The size varies from Studio, 1-bedroom and 2-bedroom.

Noble Refine

Condominium located in Sukhumvit Soi 26, 180 meters away from Phromphong BTS station. 25 storey condominium embedded in the very inside of its own premise away from the entrance encourage the ultimate peace and privacy. The panoramic greenery tree line delicately placed on the drive way special treating in and out traffic a touch of green nature. L-shape and earth tone building designed for keeping the perfect harmony with natural surroundings and decent view sharing among every unit. The size varies from Studio, 1-bedroom and 2-bedroom.

Noble RED

Condominium 23-storey height located in Aree Soi 1, prime area in the middle of Bangkok closed to BTS station; ready to service you to go to many key business areas. Together with ideal facilities, fitness, swimming pool, ready to fulfill and comfort your life. The size varies from 1-bedroom and 2-bedroom.

Noble Development Projects (cont'd)**Projects launched since 2002** (cont'd)**Noble Revent**

Condominium 30-storey height located on Sri-Ayutthaya Road, closed to Phayathai BTS station and airport link station, in the center of Bangkok surrounding by educational institutions and prime business areas. Together with ideal facilities, fitness, swimming pool, ready to fulfill and comfort your life. The size varies from 1-bedroom and 2-bedroom.

Noble Remix 2

Condominium 11-storey height with the slogan "Walk above it all" at Noble Remix 2. The Project is located on Soi Sukhumvit 36, with ideally located for easy access to Thonglor Station by skylink between the station and the building. The residence unite provide excessive view and great atmosphere with the very high 3-meter and large 2-layer laminate windows. Together with ideal facilities, ultimate fitness sport club, swimming pool, and stream room, ready to fulfill and comfort your modern lifestyle. The Project offers a various type of rooms from 1 bedroom to 3 bedrooms.

Noble Ploenchit

Condominium with 3 buildings, height 51, 45, and 14-storeys, nestled among 4 rais of lush and serene garden. With the concept of Vertical Garden City, metropolitan in the heart of Bangkok's business district, adjacent to many shopping malls and 5-stars Hotels including BTS Ploenchit station. The Project offers a various type of rooms from 1 bedroom to 3 bedrooms and Penthouses, together with private Lift to each individual room.

Noble Revolve

Condominium 38-storey with the slogan concept of reject to the old idea that size is really count, "Less is more", happiness in the perfect revolve living. The Project is adjacent to BTS, convenient to everywhere, so that we enjoy spare time with swimming pool and sky fitness. The Project offers a various type of rooms from 1 bedroom to 2 bedrooms.

Noble Revolve Ratchada

Condominium 38-storey with the concept of life's every function is tailored to your desires. Revolve living Life in harmonious balance with a lifestyle of limitless choice. The Project is adjacent to cultural centre MRT station. The Project offers a various type of rooms from 1 bedroom to 2 bedrooms.

Noble Revolve Ratchada 2

Condominium with the design concept of revolve around your needs, with a new way to live at the heart of Ratchada, the new business district that fulfills life's every demand. The height of building is 42 floors but it is the height of happiness. Experience the undercurrents of infinity of lifestyles at the Infinity Edge Pool. With connections to the MRT for shorter connections in life, the Project offers a various type of rooms from 1 bedroom to 2 bedrooms.

Noble Revo Silom

A new budding branch of condominium life that let you design your lifestyle from an infinity of options. A height of 32 floors, located at the heights of interest where Silom meets Sathorn. With a splendid Infinity Edge Pool and one-of-a-kind Sky Fitness room. Close to Surasak BTS station and expressway entrances. The Project offers a various type of rooms from 1 bedroom to 2 bedrooms.

Noble Recole

28-storey condominium in the heart of the city with its easy access to MRT Sukhumvit station and BTS Asoke station which is under the concept of whatever you demand from life, find it immediately and relaxing in the Sky Infinity Edge Pool and Sky Fitness. Project comprises of one-bedroom units and two-bedroom units.

Real Chaengwattana

Condominium project on Chaengwattana Road are designed to make the best use of every square inch and give a wider perspective with wide glass walls on both sides. The condominium is located close to prime shopping malls and expressway interchange including a common area of 4,000 square meters. Project comprises of one-bedroom units and two-bedroom units.

Industrial Situation and Competition

In 2014, the global economy growth rate was slightly lower than anticipated. The growth rate was approximately 2.3% because of the recovery of the labor market and the easy monetary policy in the United States and the United Kingdom, while the rest of Europe and Japan had lower growth rate than expected. The main reasons were German economy shrunk by 0.5% due to the tension of the Ukrainian crisis and the commercial and financial sanctions against Russia, French economy was not growing and Italian economy contracted by 0.2%. Although the economies of the European countries which have had crisis and some small Eastern European countries were recovered, such as Latvia's growth was 1% or 0.8% growth of Hungary but they cannot be compensated. The Japanese recession caused by the increase in sales tax from 5 % to 8 % in April 2014, making people and businesses buy everything such as cars, washing machines and televisions before hiking sales tax. As a result, the consumption rose in the first quarter of 2014 but fell heavily in the second quarter and the manufacturing sector's growth shrunk by 9.7%. Thus the Bank of Japan had announced additional quantitative easing measures.

In 2014, Thailand's economy was in the same direction as the world economy. The growth rate was lower than expected, from 1.5 % to only about 0.8 %, due to a slowdown in the global economy, trade partners' economy and domestic political problems including the delay of government disbursement, the lack of continuity and implementation of the government's investments. The private consumption was slowdown because of the increase in household debt and higher product prices. However, in 2014, interest rates remained low. The Bank of Thailand kept its policy rate at 2 % that was sufficient and not to impede economic recovery and oil prices fell steadily which was the positive impact on the economic growth. Nevertheless, the overall economy was still in a slowdown.

In 2014, the real estate sector in the first half of the year was slowdown due to political situation and economy but the growth gradually increased in the second half of the year due to the fact that the political situation was more stable and economy was improved constantly. However, the improvement should be a careful expansion with the strict assessment of the ability to pay debts, the ability to spend and the control of the increase in bad debt. The factors that directly impacted on real estate sector in 2014 were the rising cost of operation, labor shortage, fierce business competition, and more cautious in lending of financial institutions.

Table 1 : Residential units registered in Bangkok Metropolis and Vicinity.

	2008	2009	2010	2011	2012	2013	2014
Developer-Built							
Single House, Twin House, Townhouse, Shop House	27,513	21,634	24,476	26,994	23,174	37,577	33,554
Change from previous year	(16.0)%	(21.4)%	13.1%	10.3%	(14.2)%	62.2%	(10.7)%
Condominium	34,049	53,725	59,919	34,734	78,391	71,440	72,921
Change from previous year	95.3%	57.8%	11.5%	(42.0)%	125.7%	(8.9)%	2.1%
Total Developer-Built	61,562	75,359	84,395	61,728	101,565	109,017	106,475
Change from previous year	22.7%	22.4%	12.0%	(26.9)%	64.5%	7.3%	(2.3)%
Self-Built	24,017	19,618	22,498	20,128	23,437	23,285	24,899
Change from previous year	(5.2)%	(18.3)%	14.7%	(10.5)%	16.4%	(0.6)%	6.9%
Total Residential Units Registered	85,579	94,977	106,893	81,856	125,002	132,302	131,374
Change from Last Year (%)	13.3%	11.0%	12.5%	(23.4)%	52.7%	5.8%	(0.7)%

Source : Bank of Thailand

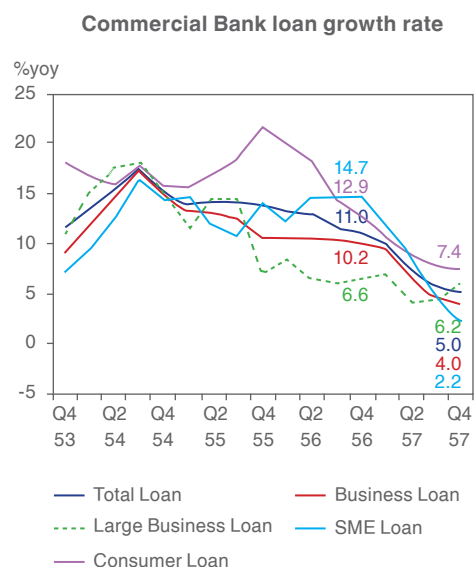
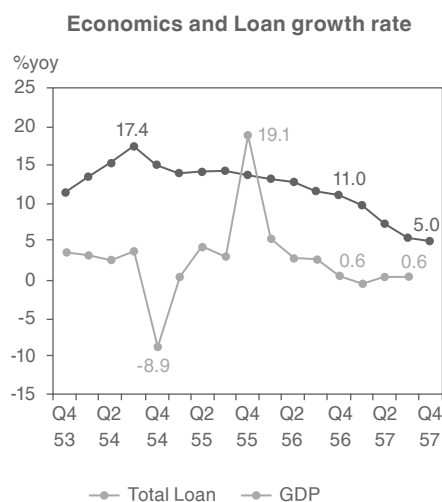
Industrial Situation and Competition (cont'd)

From Table 1: The number of completed and registered housing units in Bangkok and vicinity. It can be seen that the completed housing unit built in 2014 were 131,374 units which decreased from the previous year by 0.7 %. The number of single house, semi-detached house, townhouse and commercial building built by developers were the largest decline at 10.7 % from 37,577 units to 33,554 units. Meanwhile, the number of condominiums increased 2.1 % from 71,440 units to 72,921 units and self-built house rose 6.9 % from 23,285 units to 24,899 units. This indicated that the decrease in the number of housing units caused by the decrease in the number of single house, semi-detached house, townhouse and commercial building mainly due to rising land prices. While the purchasing power of consumers was in the opposite direction. The number of condominiums increased due to the construction delays from political situation in late 2013 and made the cumulative completed housing units increase in this year. However, condominium and commercial building demands which primarily depended on the purchasing power still were affected by the confidence of purchasing power, thus the growth rate was not quite high. The number of completed and registered self-built house units rose because consumers currently have diverse and more specific requirements so the self-built housing units will be the most satisfaction such as energy-efficient homes, prefabricated homes and homes built on the existing land. However, in the overall of the real estate sector, the expansion of this decline may be a positive impact on the business because it helps relieve the heat of competition, reduces the labor shortage and material prices which are rose steadily. The important factors determining real estate trends this year are as follows.

Competitive and Management Strategy: Real estate business is considered to be a market of the major developers because this kind of business relies on confidence, trust and reputation which are the key factors in the business especially for the condominium developers due to the long period of time from presale until the transfer and high investment cost. This is a barrier of entry for small developers and new developers. Thus, the small or new developers who want to take part in this business require capitals, visions and distinctive products and services. As a result, the trend of merger, joint venture with foreign developers or takeover to strengthen business potential, diversify risk and leverage assets will be seen to deal with major operators and foreign developers.

Because of the awareness of the ASEAN Economic Community (AEC), the investments in the new locations in major cities and tourist destination provinces or even neighboring countries were more attractive. Some developers started trialing which were both successful and failed. Due to the fact that this market involved with several factors, such as neighboring countries' economy, legal, exchange rate, cultural, tradition and lifestyle. The developers would be cautious in the implementation of the projects in the upcountry areas or neighboring countries by studying the pattern of investment and the consumption habits of the customers. In 2014, the growth rate of real estate market in the upcountry areas was negative because customers left reservation deposits and supply exceeded demand in the market including the termination of the project and refunding reservation deposits. For instance, condominiums in Pattaya, Hua Hin and Cha Am which were affected by foreign tourist retraction after the declaration of martial law. Therefore, developers who want to expand their investments into such markets must study carefully and wait until the inventories in the market are absorbed. Thus, the current real estate sector is the market of the major developers which are available in capitals, management and marketing strategy especially in the fierce competition. These availabilities are extremely important.

Stringent housing loans approving by commercial banks: In the past year, loans in the banking system grew by 5%, down from 11% in 2013, which was slow down constantly. The consumer credit or housing loans' growth rate also decreased compared to that in the previous year.



Source : Bank of Thailand

Industrial Situation and Competition (cont'd)

The slowdown was caused by banks and financial institutions which have tightened lending for housing loans particularly, to households or individuals with high household debt. The loans' growth rate of the middle to lower level consumers declined due to the bank's policies to lend 60-70% of the collateral which was the level that banks could accept the risk. That level of loans enormously impacted on the low level consumers to raise a lot of money to pay the remaining cost of housing. However, household debt was a difficulty for not only low level consumers, but also high level consumers. High class consumers were more cautious about spending even if their purchasing powers were still good. Nevertheless, commercial banks were more lenient to approve credit for large business. Therefore, in this situation which the interest rate was low and oil prices fell steadily but the price of land and construction materials rose. If developers were able to manage their costs, they could drop or fix product prices. This would help ease the burden of the consumer especially in the absence of consumer spending, the restricted lending of commercial banks and during the intense competition.

Policies of the government and related agencies: From the last 10 years, the real estate business has a very high growth rate because of mass transit system projects and investment plans of the government. The price of land along the mass transit lines is extremely high which causes the price of housing in the area rises as well. Many housing projects are launched which contribute to the ongoing problems such as uncompleted projects, completed projects that cannot be transferred, damage and suffering to the neighbor residents during construction and non-standardized construction or unsafety for residence. Due to these problems, the government and the authorities have determined that residential projects must file the Environmental Impact Assessment or EIA for approval to the Committee of Natural Resources and Environmental Policy and Planning (ONEP) to perform construction. In order to control the environmental impacts of the project both during construction and opening the project to meet the standard and to avoid causing any damage and suffering to the neighbor residents. Many developers are affected by this policy because the criteria for determining are altered by physical characteristic and purpose of the projects or the information of the project is vague or not exhaustive. As a result, the developers cannot determine the exact amount of construction time so the projects will be delayed which is still the big problem for developers. In consequence of this problem, The Thai Real Estate Association and developers prepare to file proposals regarding the EIA to the Committee of Natural Resources and Environmental Policy and Planning (ONEP) to consider "the "size of the project" or category that can get an exemption of filing an EIA report or prepare an EIA report, but no need to file an EIA report to the Committee of Natural Resources and Environmental Policy and Planning (ONEP) in order to support the development of residential condominium and determine the same standard.

The transportation systems development plans and the mega projects that will occur in the future significantly affect the real estate business. These will dramatically change the overall of the real estate market in Bangkok and vicinity in the next 5 years especially the vicinity area that will expand along the new mass transit routes. There are other factors such as the implementation of the Asian community (AEC) which increase the demand of real estate in Bangkok and vicinity from foreigners. The overall real estate market in the next 5 years is likely to grow faster than 15 years ago. In addition, the inheritance tax and property tax will be the key factors to encourage landowners to develop their lands. Due to the large number of land ownership creates the high costs. The more you own land, the more you pay property tax. The management is necessary which real estate business is a good solution. It can be seen that the real estate business in the future will be very competitive. The government's measures such as filling the Environmental Impact Assessment (EIA) which is a good regulation to organize developers and standardize project quality. Therefore, developers must have a good understanding of the regulations to get the effective management in competition.

Thailand's economy in 2015 is expected to rise from the year 2014. Due mainly to oil prices decrease, the United States' economy grew stronger and interest rates are at low level. These factors affect the economic movements, financial markets, monetary policy and the baht weakens which is benefit to Thailand's economy this year. There are also investments in transportation development projects in 2015 - 2022 with a total amount of more than 3 trillion baht. The government investments in mega projects are likely to invest as originally planned to comply with the trade partner's economy which trends to improve in 2015 while consumers have more confidence due to the stability of the politics and the overall economy of the country can be driven continuously which build confidence and stimulate more housing transactions and borrowing from financial institutions.

Year 2015 will be a year of change for real estate business. More than 40 new developers from the mergers and foreign developers enter the competition. The developers mostly invest in the Northeast provinces because of the implementation of the ASEAN Economic Community (AEC). The AEC has many advantages but the current rules and regulations are vague. Moreover, the efficient transportation network plans help to expand potential areas and diverse the investments to Bangkok, vicinity and major cities and Thailand social are gradually changed. Families become more single families so the small products are in demand. The overall of the real estate business in 2015 is likely to grow well and compete severely. From the beginning of 2015, developers progressively announced plans to launch new projects in this year which are a lot more than that in the last year. Due to the fact that projects may delay from the previous year and developers expect for a better circumstance in this year compared to last year.

For the market share of the real estate business, the 70% of the market share of new housing in Bangkok and vicinity are dominated by the approximately of 50 public companies and affiliates, and the rest is the retail companies' market share. This indicated that the major operators have very high market share but no one can dominate the market. In 2015, it is estimated that new launched housing units are approximately 114,094 units, worth 344,549 million baht. The average unit price is 3.04 million baht. Which consist of 65,298 units of residence condominiums or 57%, 24% townhouses, 12% single houses, 5% semi-detached houses, 2% commercial buildings and 0.1% are other real estates. In recent year, the company mostly invested in the condominium projects in Bangkok. In 2014, the company launched 2 projects which are 1,125 units, worth a total of about 4,500 million baht representing 1.3% of the market share.

Risk Factors

The risk factors that may affect the Company's operation are:

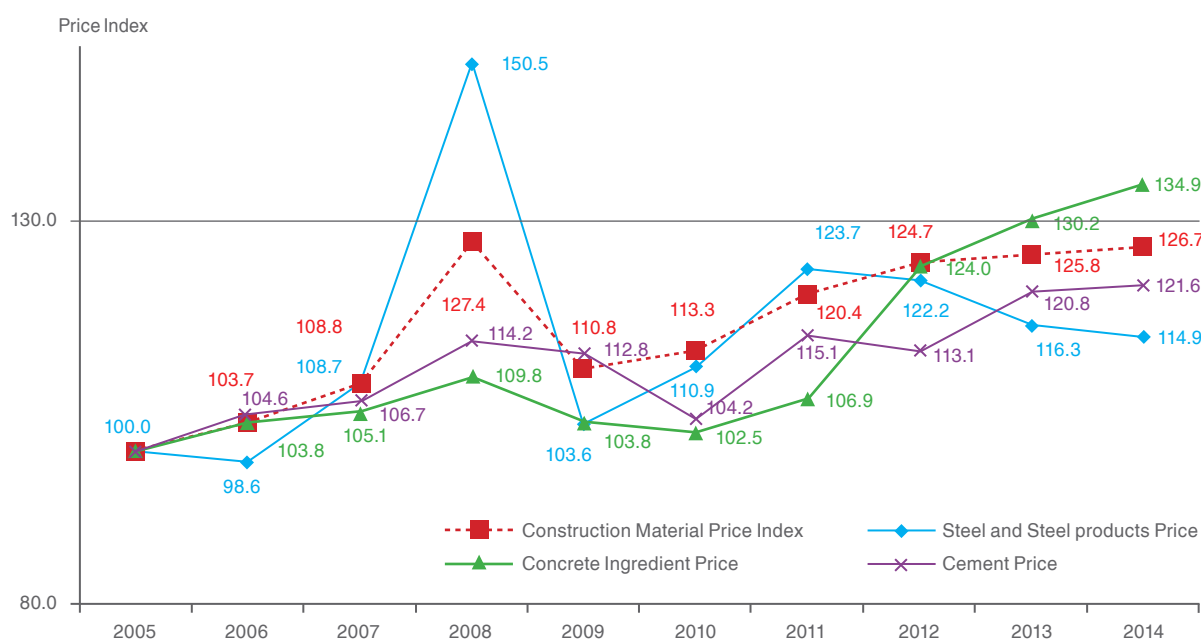
Risk from the price of construction materials and construction cost

From table 1: construction materials average price index. The price of construction materials in 2014 rose just 0.7%, which did not significantly change compared to that in 2013. Due to the prolonged political problems, entrepreneurs delayed investing and consumers delayed making decision to purchase housing. Moreover, both public and private projects were slow down. The average price indices of some categories in some months were unchanged such as concrete products, paints, tiles and sanitary ware. The material prices soared in 2014 are concrete products and other construction materials such as stone, sand, asphalt and aluminum which have increased since the beginning of 2014 due to the lack of materials from natural resources, higher cost of imported raw materials and rising oil prices. The prices for the whole year rose 3.6 % and 3.2 % respectively. While the price of steel and steel products and electric and plumbing declined from last year at 1.2% and 1.4% respectively. Mainly as a result of a weakening steel price in global market due to excess supply from China, the demand slowdown in the second half of the year when entering the rainy season and the concerns of the domestic political situation. While the price of wood, wood products and cements have slightly increased.

Table 1: Construction Materials Average Price Index

GROUP	2005 BASE	2008	2009	2010	2011	2012	2013	2014	Change (%)	
									2013	2014
ALL COMMODITIES INDEX	100.0	127.4	110.8	113.3	120.4	124.7	125.8	126.7	0.9%	0.7%
LUMBER AND WOOD PRODUCTS	100.0	118.8	133.3	135.8	139.8	143.0	150.9	151.4	5.5%	0.3%
CEMENT	100.0	114.2	112.8	104.2	115.1	113.1	120.8	121.6	6.8%	0.7%
CONCRETE INGREDIENT	100.0	109.8	103.8	102.5	106.9	124.0	130.2	134.9	5.0%	3.6%
STEEL AND STEEL PRODUCTS	100.0	150.5	103.6	110.9	123.7	122.2	116.3	114.9	-4.8%	-1.2%
TILES	100.0	109.1	110.7	110.6	109.4	111.5	111.6	111.7	0.1%	0.2%
PAINTS	100.0	105.8	113.2	113.8	116.6	119.5	121.2	120.9	1.4%	-0.2%
SANITARY WARE	100.0	131.8	148.9	144.5	149.9	152.3	156.0	155.9	2.5%	-0.1%
ELECTRIC AND PLUMBING	100.0	114.7	108.2	110.4	113.6	114.9	112.8	111.2	-1.8%	-1.4%
OTHERS	100.0	118.3	119.2	122.8	129.8	142.0	145.6	150.2	2.5%	3.2%

Chart 1 : Index of construction material price compare with steel and steel products price, concrete ingredient price, and cement price



Source: Bureau of Trade and Economic Indices, the Office of Permanent Secretary, Ministry of Commerce

Risk from the price of construction materials and construction cost (cont'd)

The overall construction of 2015 is expected to be rising up from the previous year due to the unraveled political situation. In addition, in fiscal year 2015, the government will focus on optimizing the disbursement, expediting the carry-over disbursement and accelerating investment in major infrastructure projects, including double-track railways projects, mass transit projects and water management projects, etc. The government spending will support the economic recovery. As a result, the demand for construction materials will be rose. Furthermore, the expected trend of construction material prices in 2015 will slightly change because The Department of Internal Trade will reduce the price of construction materials such as cement, tiles, steel and steel products due to the falling oil prices. However, there are still risk factors from the economy which are not fully recovered and labor shortages, etc.

As a result of the political unrest, this concerns and affects the confidence of consumers to delay the purchase of housing. Construction materials and wages tend to rise insignificantly. However, the company has a hedging policy in forward contract on major construction materials such as, steel and steel products, monitors the political situation closely and wisely adapts to the situation and organizes the procurement and construction plan efficiently to support the production and expansion. These will reduce the risk of shortages and price volatility of construction materials and the risk of increasing wages as well.

Risk from the land price

According to the alteration of the rules and urban planning taken place in early 2016, this may cause the appraisal that will take effect in early 2016 to rise 20% across the country as a result of the government's preparation and declaration of the special economic zone and the ASEAN Economic Community. The price of land along the mass transit lines and new roads is expected to increase by approximately 20%. Moreover, the price of land has increased because of the development of public projects which are the mass transit systems. The mass transit lines which are auctioned in 2015 are the Green Line (Mo Chit - Khu Khot), the Orange Line (Taling Chan - Thai Cultural Center - Min Buri), the Pink Line (Khae Lai - Pak Kret - Min Buri) and the Yellow Line (Lat Phrao - Phattanakan - Samrong). These factors will cause the price of land to rise.

For the company, most of the projects are located in the heart of the city especially condominium projects. The company pays its most attention to invest in projects along the public transportation route. This is consistent with the expansion policy to facilitate the connection between Bangkok and vicinity. The price of land is likely to rise which may affect the company's cost of land. However, given the fact of the company's business experience, feasibility study and cautious investment in land, the company will not be affected by the risk of the land price or land holding problem.

Risk from the world economic crisis and the domestic economy

In 2014, the global economy continued to fluctuate and international political conflicts occurred which are tension between Russia and Ukraine so The US and Europe sanction against Russia that affects the Russia's domestic economy, The brutal and violent action of the Islamic state or ISIS in Iraq and Syria hence The US and its allies, including Australia, Belgium, Canada, France, Germany, Italy, Netherland and The UK responded by air strikes, The most violent demonstration in Hong Kong by the demonstrators who want the election without Mainland China's interference. There is also an epidemic of Ebola virus occurred in the West African region. It is first outbreak of Ebola which is the most severe and big news in public health worldwide. There are a lot of deaths. Furthermore, the oil prices dropped more than 50% in the past 5 years, from around 107 US dollars per barrel in the middle of the year to around 54 US dollars per barrel in the end of the year due to the excessive production of oil (Oversupply).

In October 2014, the Federal Reserve (FED) has ended its quantitative easing measures (QE). This indicated the end of injecting money into the United States' economy that has continued over six years and sent a signal to the world that the US economic growth and labor market are bright and strongly recovered. However, the European Central Bank (ECB) has announced that it will inject the average of 720 billion euros a year into the economy and the Bank of Japan will inject the average of 600 billion euros a year which is the large amount of money. The above measures will weaken Euro and Japanese Yen and cause the money and equity markets tremble. The capital will move to intensively invest in the equity and bond markets in other regions.

In 2014, the Thailand's economy in the first half of the year was affected by the prolonged political crisis continued from the previous year until the martial law was declared and the coup occurred on May 22, 2014 by National Council for Peace and Order (NCPO) which put an end to the political crisis and General Prayuth Chan-ocha, head of the National Council for Peace and Order, became the 29th Prime Minister of the country. The new government planned to reform the country urgently. After the political stability, the confidence in domestic consumption and investment are continuously improved. Moreover, in the first quarter of 2014, the Monetary Policy Committee (MPC) decided to cut the policy rate to 2.00 % per year to stimulate and support the economic recovery and to maintain the long term financial stability. The Stock Exchange of Thailand Index (SET Index) was closed at 1,497.67 points, up 15.32% from the end of 2013 and the average trading value per day was 45,466 million baht which was the highest value in the ASEAN for 3 consecutive years. However, the declaration of martial law affected the number of tourists in the first 8 months of 2014 decreased 16% and the monetary policies of the European and Asian countries strengthen Thai Baht. As a result, the expansion of the export sector was decline.

Risk from the world economic crisis and the domestic economy (cont'd)

The global economy in 2015 is expected to improve due to economic recovery of the various countries especially the United States, slowly recovery of Eurozone's economy, and countries in Asia such as Japan, China because of measures to expand the money supply, quantitative easing measures and the European Central Bank' measures to keep low interest rates to support the economic recovery and stimulate consumption and investment. Besides, the oil prices continue to decline steadily. The latest price is the lowest price in nearly six years and below 50 dollars per barrel in the last February. The falling oil price may stimulate the growth of the economy through increasing private consumption. However, the decrease in goods price may cause deflation which lead to slow down the expenditure of household and business sectors.

Thailand's economy continued to recover in 2015. The Monetary Policy Committee (MPC) has decided to maintain the policy interest rate at 2% which is enough to encourage economic growth. It is predicted that, in 2015, Thailand's economy will be better than that in 2014. The factors that contribute to the economic growth in 2015 are the development of mass transit systems and new roads in Bangkok, vicinity and other regions. And the country is being participated the ASEAN Economic Community (AEC), which makes the real estate sector grow especially the commercial real estate that are the demand of office space, industrial estates, department stores and hotels accommodation for more tourists, etc. The demand of residential condominium projects will be soared as well because foreigners can own their properties completely. These will stimulate the real estate sectors in the country to grow increasingly. Including the clarity of the government's policies to stimulate the spending of the government budget particularly in the mass transit systems which are the announcement of the mass rapid transit systems plans and the clarification of the memorandum of Understanding (MOU) with China in the two projects of double-track railways which are Nong Kai - Map Ta Phut line and Sara Buri (Kaeng Khoi) - Bangkok line. In addition, the government also plans to persuade Japan to join the three projects of double-track railways connecting the west - east regions which are Tak - Mukdahan - Rayong - Dawei. These positive factors will encourage Thailand's economy to expand and stabilize.

Risk regarding Company's Income

Main source of Company's income is from real estate development business which depends upon development of projects, triumphs of projects once go on sale, and transfer of ownership to customer. With aspiration and determination to become the leader in real estate modernization, the Company focuses on researching of consumer behavior and surrounding factors when it comes to buying a home and finds that they are adjusted with respect to economic and social factors along with individual needs, in order to helps the Company to apply various strategies suiting different needs of customers. The Company's goal is to have a continuous growth while maintaining its financial strength, be cautious on investment, careful and transparent management according to the commitment to corporate good governance. To accomplish that, the Company is planning to launch at least four new projects in 2015 valued over 10,900 Million Baht, all of which are situated in prime locations, with accessibility and complete facilities.

Risk from the ability to settle debt and actions to be taken on debenture regulation

As of December 31, 2014, the Company has short term borrowings, bill of exchanges and promissory note, valued 625.23 Million Baht, current portion of long-term borrowing valued 1,499.03 Million Baht, and long term borrowings valued 9,292.37 Million Baht. The liquidity ratio reaches 3.00, an increase from 2.82 from that of last year. In addition, a regulation to issue debenture states that a corporate should maintain its Net Interest Bearing Debt ratio at no more than 2.2 at the end of account closing day of each quarter. As of December 31 2014, the Company's Net Interest Bearing Debt ratio stands according to the regulation, at 2.07.

From a continuous success in developing various projects along with an appropriate repayment period of commercial banks borrowings which is in line with project ownership transfer, the Company is confident in its ability to repay back both principle and interest. Besides, the Company still has an untouched financial amount worth 6,152 Million Baht. Besides, as of December 31 2014, the Company still has ongoing projects which have not completed the transfer of ownership to its customers, a total value over 18.9 Billion Baht of which is the Company's source of fund for repayment and debenture.

Risk from loans to subsidiaries, associates and other ex-associates

As of December 31, 2014, the total amount of short term loans to and interest receivable from subsidiaries stands at 840.62 Million Baht, increased 24.25 Million Baht from that of previous year. Consequently, the Company has recorded an allowance for doubtful accounts amounting 18.07 Million Baht. The above loans are aimed to help subsidiaries of which the Company holds 100% of shares in developing projects and business expansion as well as to boost up their liquidation. Nevertheless, the Company has put in place policies to manage unexpected risk resulted from the lending to its subsidiaries and associates by closely monitoring their businesses and following up with their continuous repayment of loans. Moreover, the Company has disclosed detail information of the loans in Connected Transactions section.

Company Factsheet

Noble Development Public Company Limited

Address	19 th Fl., Tonson Tower, 900 Ploenchit Road, Lumpini, Pathumwan, Bangkok
Main Business	Property Development
Registered Number	0107538000312
Telephone	(66) 2251-9955
Fax	(66) 2251-9977
Home Page	http://www.noblehome.com
Registered Capital	656,471,175 Ordinary shares with par value of Baht 3
Paid Up Capital	Baht 1,369,413,525

Subsidiaries and Associated companies

Ban Suk Sabai Company Limited

Address	19 th Fl., Tonson Tower, 900 Ploenchit Road, Lumpini, Pathumwan, Bangkok
Main Business	Property Development and Housing Construction
Registered Number	0115534002564
Telephone	(66) 2251-9955
Fax	(66) 2251-9977
Registered Capital	17,000,000 Ordinary shares with par value of Baht 100
Paid Up Capital	Baht 1,700,000,000

S&P Property Management Company Limited

Address	19 th Fl., Tonson Tower, 900 Ploenchit Road, Lumpini, Pathumwan, Bangkok
Main Business	Housing Construction and Property Management
Registered Number	0105533098789
Telephone	(66) 2251-9955
Fax	(66) 2251-9977
Registered Capital	20,000 Ordinary shares with par value of Baht 100
Paid Up Capital	Baht 2,000,000

Subsidiaries and Associated companies (cont'd)**Continental City Company Limited**

Address	19 th Fl., Tonson Tower, 900 Ploenchit Road, Lumpini, Pathumwan, Bangkok
Main Business	Property Development
Registered Number	0105528034727
Telephone	(66) 2251-9955
Fax	(66) 2251-9977
Registered Capital	30,000,000 Ordinary shares with par value of Baht 100
Paid Up Capital	Baht 3,000,000,000

N.K.Energy Conservation Company Limited

Address	54/4 Moo 7, Bang Saothong, Samutprakarn
Main Business	Light Weight Wall Panel
Registered Number	0115540002601
Telephone	(66) 2251-9955
Fax	(66) 2251-9977
Registered Capital	10,000 Ordinary shares with par value of Baht 1,000
Paid Up Capital	Baht 6,500,000

Other Reference Information

Ordinary share Registrar	Thailand Securities Depository Company Limited 62 The Stock Exchange of Thailand Building Rachadapisek Road, Klongteoy, Bangkok 10110 Tel. 0-2229-2800 Fax. 0-2359-1259
Auditor	Mrs. Anutai Poomsurakul Certified Public Accountant Registration No. 3873 PricewaterhouseCoopers ABAS Limited 15 th Floor, Bangkok City Tower 179/74 - 80 South Sathorn Road, Bangkok 10120 Tel. 0-2344-1000 Fax. 0-2286-5050
Legal Adviser	Weerawong, Chinnavat & Peangpanor Ltd. 22 nd Floor, Mercury Tower 540 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Tel. 0-2264-8000 Fax. 0-2657-2222 Baker & McKenzie Ltd. 990 Abdulrahim Place 5 th Floor and 22 nd -25 th Floors, Rama IV Road Khwaeng Silom, Khet Bangrak, Bangkok 10500 Tel. 0-2636-2000 Fax. 0- 2636- 2111
Debenture Registrar and Debenture Holder Representative	The Debentures of Noble Development Public Company Limited No.1/2012 Due 2015 Bank of Ayudhya Public Company Limited 1222 Rama 3 Road, Bang Phongphang Yan Nawa, Bangkok 10120 Tel. 0-2296-2000
Debenture Registrar and Debenture Holder Representative	The Debentures of Noble Development Public Company Limited No.1/2013 Due 2016 Bank of Ayudhya Public Company Limited 1222 Rama 3 Road, Bang Phongphang Yan Nawa, Bangkok 10120 Tel. 0-2296-2000
Debenture Registrar and Debenture Holder Representative	The Debentures of Noble Development Public Company Limited No.1/2014 Due 2017 Bank of Ayudhya Public Company Limited 1222 Rama 3 Road, Bang Phongphang Yan Nawa, Bangkok 10120 Tel. 0-2296-2000

Address and Telephone Number of Head Office and Projects

- **Head Office: Noble Development Public Company Limited**
 19th Fl., Tonson Tower, 900 Ploenchit Road, Lumpini, Pathumwan, Bangkok
 Tel. 0-2251-9955

- **Noble Wana Watcharapol**
 179, Soi Ruammitrpattana, Watcharapol Road, Tarang, Bangkok, Bangkok
 Tel. 0-2150-6777, 0-2251-9955

- **Noble Geo Rama 5**
 58, Moo 6, Nakorn-in-Karnjanapisek Road, Bangkoonkong, Bangkruai, Nontaburi
 Tel. 0-2985-0683, 0-2985-0686-8, 0-2251-9955

- **Noble Tara Pattanakarn**
 2046, Pattanakarn Road, Suanluang, Suanluang, Bangkok
 Tel. 0-2150-6777, 0-2251-9955

- **Noble Remix**
 772, Soi Sukhumvit 36, Sukhumvit Road, Klongton, Klongtoey, Bangkok
 Tel. 0-2257-0470, 0-2251-9955

- **Noble Solo**
 988, Soi Sukhumvit 55 (Thonglor), Klongton Nue, Wattana, Bangkok
 Tel. 0-2651-1599, 0-2251-9955

- **Noble Reveal**
 36, Soi Sukhumvit 63 (Ekamai), Sukhumvit Road, North Prakanong, Wattana, Bangkok
 Tel. 0-2651-1599, 0-2251-9955

- **Noble Residence**
 1104, Pattanakarn Road, Suanluang, Suanluang, Bangkok
 Tel. 0-2150-6777, 0-2251-9955

- **Noble Cube**
 1104, Pattanakarn Road, Suanluang, Suanluang, Bangkok
 Tel. 0-2150-6777, 0-2251-9955

- **Noble Reform**
 8, Soi Paholyothin 7, Paholyothin Road, Samsen-nai, Phayathai, Bangkok
 Tel. 0-2615-0299, 0-2251-9955

- **Noble RED**
 8, Soi Ari 1, Paholyothin Road, Samsen-nai, Phayathai, Bangkok
 Tel. 0-2615-0299, 0-2251-9955

Address and Telephone Number of Head Office and Projects (cont'd)

- **Noble Revent**

390, Sri-Ayutthaya Road, Phayathai, Rachatavee, Bangkok
Tel. 0-2615-0299, 0-2251-9955

- **Noble Ploenchit**

Room No. 1601,1612 ,16th Floor, PARK VENTURES ECOPLEX 57 Wireless Road, Lumpini, Patumwan, Bangkok
Tel. 0-2108-1199, 0-2251-9955

- **Noble Revolve**

308/1 Paholyothin Road, Samsen-nai, Phayathai, Bangkok
Tel. 0-2615-0299, 0-2251-9955

- **Noble Revolve Ratchada and Noble Revolve Ratchada 2**

42, Rachadapisek Road, Huaykwang, Huaykwang, Bangkok
Tel. 0-2246-1999, 0-2251-9955

- **Noble Revo Silom**

88, Surasak Road, Silom, Bangrak, Bangkok
Tel. 0-2651-1599, 0-2251-9955

- **Noble Recole**

77, Soi Sukhumvit 19 (Wattana), Klongtoey Nue, Wattana, Bangkok
Tel. 0-2651-1599, 0-2251-9955

- **Real Chaengwattana**

65, Moo 8, Bang Talad, Pakkred, Nonthaburi
Tel. 0-2574-1719, 0-2251-9955

Shareholders

The first ten major shareholders at closing date of share registered book, May 9, 2014 are as the following:

Shareholders' Name	Number of Shares	% of Paid up Capital
1 ABN AMRO NOMINEES SINGAPORE PTE LTD	109,829,600	24.06
2 Thanakitamnuy Group	52,667,879	11.54
Mr. Kitti Thanakitamnuy	36,330,919	7.96
Mr. Piya Thanakitamnuy	16,336,960	3.58
3 Mrs. Waraporn Suriyatananon	34,097,100	7.47
4 THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, FUND SERVICES DEPARTMENT	22,240,400	4.87
5 Mr. Thada Saringkareekul	21,490,973	4.71
6 Miss Phavilas Pongpairoj	20,257,400	4.44
7 Mr. Nawee Sribhadung	15,214,855	3.33
8 Mrs. Manee Prasopboonmeechai	12,460,854	2.73
9 Thai NVDR Company Limited	11,138,600	2.44
10 Viravan Group	19,304,099	4.23
Dr. Amnuay Viravan	12,136,703	2.66
Samvest Company Limited	4,778,265	1.05
Amvest Company Limited	2,389,131	0.52
Total	318,701,760	69.82

"Investors can acquire updated shareholders information from the Website www.noblehome.com"

Remark - Samvest Company Limited and Amvest Company Limited, which major shareholder is Viravan group, engage in management and investment business
 - ABN AMRO NOMINEES SINGAPORE PTE LTD has no relationship to the Company

Dividend Policy

The Company has a dividend policy to pay dividend to shareholders by considering Company's operating result, business expansion and other related factors. The Company's minimum dividend payout ratio is not less than 25% of the net profit. However, the aforementioned policy shall be in accordance with the resolutions of shareholders' meeting.

Year	2013	2012	2011	2010	2009
Earning per share	0.56	0.54	0.51	1.57	0.93
Dividend payment	0.30	0.30	0.30	0.45	0.36
Dividend payout ratio	53.6%	55.6%	58.8%	28.7%	38.7%

Regarding the Company's operating result in 2014, the Board of Directors passed the resolution to propose at the annual general shareholders' meeting held on April 28, 2015 to approve the 2014 annual dividend payment of Baht 0.10 per share.

Dividend Policy of Subsidiaries

- None -

Management Structure

The structure of the Company's directors consists of the followings:

• The Board of Directors	7	persons
• The Audit Committee	4	persons
• The Nomination Committee	5	persons
• The Remuneration Committee	5	persons
• The Risk Management Committee	3	persons
• The Corporate Governance Committee	3	persons

The Board of Directors

As of December 31, 2014 the Company has 7 directors as follows.

• Executive Directors	3	persons
• Independent Directors	4	persons

57 % of the members of the Board are Independent Director.

1. Mr. Kitti Thanakitamnuay	Chairman
2. Mr. Sitti Leelakasamelek	Vice Chairman, Member of the Nomination Committee and Member of the Remuneration Committee
3. Miss Vasana Thieansirisak	Director, Member of the Corporate Governance Committee and Member of the Risk Management Committee
4. Mrs. Boonperm Jiamtiranat	Independent Director, The Chairman of the Audit Committee, The Chairman of the Corporate Governance Committee, Member of the Nomination Committee and Member of the Remuneration Committee
5. Mr. Narong Taychachaiwong	Independent Director, Chairman of the Nomination Committee, Member of the Audit Committee, Member of the Remuneration Committee and Member of the Risk Management Committee
6. Mr. Surachet Suboonson	Independent Director, The Chairman of the Remuneration Committee, Member of the Audit Committee, Member of the Nomination Committee and Member of the Corporate Governance Committee
7. Asst. Prof. Dr. Somchai Supattarakul	Independent Director, The Chairman of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination Committee and Member of the Remuneration Committee

The Company's Secretary: Mrs. Angkana Intravichien

The Board of Directors' scope of duties and responsibilities:

- (1) To perform their duties cautiously and faithfully in compliance with laws, under the scope of the Company's objective and Articles of Associations, together with the shareholders' resolutions for the maximum benefits of the shareholders
- (2) To set the Company's business plan, strategies, goals, policies and budget together with the Management
- (3) To supervise, monitor and assess the Management to effectively and transparently perform their duties in accordance with the Company's policy and business plan
- (4) To review and ensure the efficiency of the internal control system to ensure that the Company's Financial Statements is reliable, accurate and correct, and to prevent the fraudulence in using the Company's properties and improper transaction between the related parties
- (5) To establish the appropriate structure of the Board of Directors in order to create the balance of power, adequate and appropriate management monitoring

The Board of Directors' scope of duties and responsibilities: (cont'd)

In 2014, the Board of Directors held 26 meetings; 16 regular meetings and 10 sub-meetings, details of attendance is as follows:

			No. of meeting attended (Times)	
			Regular meeting	Sub-meeting*
1.	Mr. Kittti	Thanakitamnuy	14	10
2.	Mr. Sitti	Leelakasamelek	16	10
3.	Miss Vasana	Thieansirisak	16	10
4.	Mrs. Boonperm	Jiamtiranat	16	2
5.	Mr. Narong	Taychachaiwong	15	2
6.	Mr. Surachet	Suboonson	16	10
7.	Asst. Prof. Dr. Somchai	Supattarakul	15	2

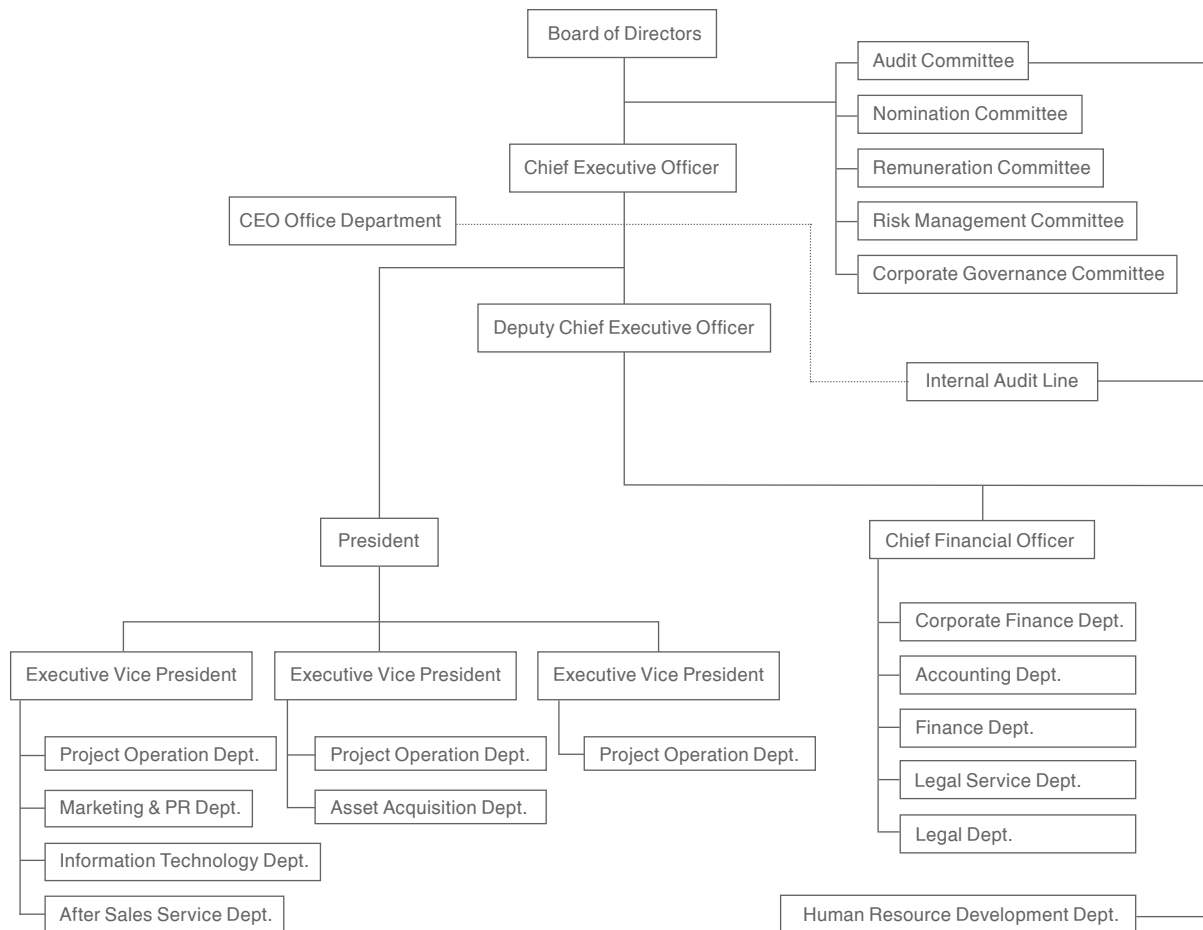
* Sub-meetings are arranged to consider the operation issues that do not affect the Company's management policy, e.g. the request of projects' utilities, house registration numbers, bank accounts opening etc. Thus, the Board of Directors has assigned 4 directors composing Mr. Kittti Thanakitamnuy, Mr. Sitti Leelakasamelek, Miss Vasana Thieansirisak and Mr. Surachet Suboonson to attend the meetings. If any of the 4 directors is unavailable for any meeting, the Company will invite other directors to constitute the meeting.

As of December 31, 2014 the Company's Executives are as follows:

1.	Mr. Kittti	Thanakitamnuy	Chief Executive Officer and Acting President
2.	Mr. Sitti	Leelakasamelek	Deputy Chief Executive Officer
3.	Miss Vasana	Thieansirisak	Chief Financial Officer
4.	Mr. Arat	Sawatatat	Executive Vice President
5.	Mr. Theeraphon	Voranithiphong	Executive Vice President
6.	Mr. Sira	Udol	Executive Vice President

Mr. Arat Sawatat, Mr. Theeraphon Voranithiphong, and Mr. Sira Udol, are appointed as executives in November 14, 2014.

Organization Chart



* CEO office Department is under Board of Directors' control

The Corporate Secretary

The Board of Directors has assigned Mrs. Angkana Intravichien as the Company's Secretary effective as of December 26th, 2013. The qualification of the Corporate Secretary as follows:

1. Knowledge and understanding in company business
2. Understand the responsibilities of the Corporate Secretary
3. Knowledge and understanding of law, rules of the Securities and Exchange Commission, stock market, and stock exchange of Thailand
4. Knowledge and understanding in corporate governance and corporate governance rules
5. Not seek the self benefit from business opportunity including keeping the Company's undisclosed
6. Hospitable and be able to contact and communicate with internal and external unit
7. English Knowledge

The Corporate Secretary has responsibilities as listed under section 89/15 and 89/16 in the Securities and Exchange Act B.E 2551 (volume IV), which is effective on August 31st, 2008, to be in charge for the following matters on behalf of the Company or the Board of Directors:

1. To prepare and keep the following documents
 - List of Directors Registration
 - The Board of Directors' Meeting: Invitation for Meeting, Minutes of the Board of Directors meeting and Annual reports of the Company
 - Shareholders' Meeting: Invitation for Meeting: Invitation for Meeting, Minutes of the shareholders' meeting
2. To keep the reports on the interest of directors and executives
3. To perform any other acts as specified in the notification of the Capital Market Supervisory Board

In addition, the Corporate Secretary has responsibilities as to be assigned from the Company.

Remuneration for the year 2014

Remuneration in Monetary Value

- Board of Directors

The Board of Director of the Company and Subsidiaries are the same board. The remuneration of each director is included in the Company's remuneration. The directors receive yearly remuneration as followed:

(Unit : Baht/Year)

			Board of Directors	The Audit Committee	The Nomination Committee	The Remuneration Committee	The Risk Management Committee	The Corporate Governance Committee
1.	Mr. Kitti	Thanakitamnuay	55,000	-	-	-	-	-
2.	Mr. Sitti	Leelakasamelerk	50,000	-	50,000	50,000	-	-
3.	Miss Vasana	Thieansirisak	50,000	-	-	-	50,000	50,000
4.	Mrs. Boonperm	Jiamtiranat	50,000	520,000	50,000	50,000	-	50,000
5.	Mr. Narong	Taychachaiwong	50,000	430,000	50,000	50,000	50,000	-
6.	Mr. Surachet	Suboonson	50,000	430,000	50,000	50,000	-	50,000
7.	Asst. Prof. Dr. Somchai	Supattarakul	50,000	430,000	50,000	50,000	50,000	-

- Executive Officers

Total Remuneration for the Company's executive officers (6 persons) was Baht 35,258,025 comprised of salary, bonus, and contributions to the provident fund.

The Remuneration Committee of the Company considers the remuneration forms and criteria for the directors and the executive officers to be clearly, transparently and fairly determined based on the identical and comparable firms in same industry. Remuneration for the directors and the Subcommittees are then determined and approved by the Board of Directors and the shareholders' meeting, respectively. To promote fairness, motivation, and Company's maximum benefits, the executive officers' remuneration is set to correspond with the Company's performance and each director's performance.

Remuneration for the year 2014 (cont'd)**Other Remuneration**

-None-

Personnel**The number of employees and compensation**

The number of employee (exclude executives) of the Company as of December 31, 2014 totaling of 357 employees.

	2014	Number of employees
Support line		74
Project operation		283
Total		357

The compensation includes salary, overtime, cost of living support, bonus, provident fund, total of 196,606,872 Baht

Policy on human resource development

The Company have a policy to train and develop its human resources by seminar including encourage employee to attend various seminars to enhance their knowledge and capabilities in order that they can employ their knowledge and capabilities to develop and achieve the Company's objective, especially new technology training to improve their performance more effectively. In addition, the Company has build working unity and good attitude to employees.

Details of Company's Directors, Executive Officers, Authorized Person and Company Secretary

Working Experience						
Name	Age (Yrs)	Education	Relationship between Directors and Executive Officers	Period	Position	Companies
1. Mr.Kitti Thanakitamuay	59	- B.A., Political Science, Chulalongkorn University - Director Accreditation Program(DAP) Class 71/2008	-	1990 - Present	Chairman	Noble Development Public Company Limited
					Chief Executive Officer	Noble Development Public Company Limited
					Acting President	Noble Development Public Company Limited
					Managing Director	Continental City Company Limited
					Managing Director	Ban Suk Sabai Company Limited
					Managing Director	S&P Property Management Company Limited
					Director	Ban Siam Holdings Company Limited
2. Mr. Sitti Leelakasamelek	61	- B.A., Accounting, Chulalongkorn University - Director Accreditation Program(DAP) Class 11/2004 - Audit Committee Forum 2014	-	1991 - Nov. 2014	Executive Vice President: Support Line	Noble Development Public Company Limited
					Vice Chairman	Noble Development Public Company Limited
					Member of the Nomination Committee,	Noble Development Public Company Limited
				2009 - Present	Member of Remuneration Committee	Noble Development Public Company Limited
					Deputy Chief Executive Officer	Noble Development Public Company Limited
					Director	Continental City Company Limited
				Nov.2014 - Present	Director	Ban Suk Sabai Company Limited
					Director	N.K.Energy Conservation Company Limited
					Director	S&P Property Management Company Limited
				2012 - Present	Independent Director	Khon Kaen Sugar Industry Public Company Limited
					Member of the Audit Committee	Khon Kaen Sugar Industry Public Company Limited
					Member of Risk Management Committee	Khon Kaen Sugar Industry Public Company Limited
				2004 - Sep. 2010	The Chairman of the Audit Committee	Khon Kaen Sugar Industry Public Company Limited
3. Miss Vasana Thiansirirak	47	- Master of Science, Managerial Accounting and Master of Science, Economic Law Chulalongkorn University - Director Accreditation Program (DAP) Class 45/2005	-	1996 - Nov. 2014	Senior Vice President: Corporate Finance Department	Noble Development Public Company Limited
					Director	Noble Development Public Company Limited
				24 Mar 2000 - Present	Member of the Corporate Governance Committee	Noble Development Public Company Limited
					Member of the Risk Management Committee	Noble Development Public Company Limited
				2011 - Present	Chief Financial Officer	Noble Development Public Company Limited
					Director	S&P Property Management Company Limited
				2013 - Present	Director	Continental City Company Limited
					Director	Ban Suk Sabai Company Limited
				Nov. 2014 - Present		
				2009 - Present		

Details of Company's Directors, Executive Officers, Authorized Person and Company Secretary (cont'd)

Working Experience						
Name	Age (Yrs)	Education	(%) of Holding	Relationship between Directors and Executive Officers	Period	Position
7. Asst. Prof. Dr. Somchai Supattarakul	47	- Ph.D.in Accounting, University of Texas at Austin, U.S.A. - Director Accreditation Program (DAP) Class 96/2012	-	-	9 Mar 2010 - Present	Independent Director and Member of the Audit Committee
					2010 - Present	Member of the Remuneration Committee
					2011 - Present	Member of the Nomination Committee
						And The Chairman of the Risk Management Committee
					2013 - Present	Director
					2013 - Present	Director
					2013 - Present	Director
					1993 - Present	Assistant Professor
						Continental City Company Limited
						Ban Suk Sabai Company Limited
						S&P Property Management Company Limited
						Faculty of Commerce and Accountancy, Thammasat University
8. Mr. Arat Sawatat	46	- Master of Science (Land Development), Texas (A&M) University, USA	-	-	2000 - 2014	Project Director
					2014 - Present	Executive Vice President
					2013 - Present	Director
					2013 - Present	Director
					2013 - Present	Director
						Noble Development Public Company Limited
						Noble Development Public Company Limited
						Continental City Company Limited
						Ban Suk Sabai Company Limited
						S&P Property Management Company Limited
9. Mr. Theeraphon Voranithiphong	44	- Master of Finance, The Pennsylvania State University, USA	-	-	2003 - Present	Project Director
					2014 - Present	Executive Vice President
					2013 - Present	Director
					2013 - Present	Director
					2013 - Present	Director
						Noble Development Public Company Limited
						Noble Development Public Company Limited
						Continental City Company Limited
						Ban Suk Sabai Company Limited
						S&P Property Management Company Limited
10. Mr. Sira Udol	43	- Master of Science in Management Sasin Graduate Institute of Business Administration of Chulalongkorn University	-	-	2005 - Present	Project Director
					2014 - Present	Executive Vice President
					2013 - Present	Director
					2013 - Present	Director
					2013 - Present	Director
						Noble Development Public Company Limited
						Noble Development Public Company Limited
						Continental City Company Limited
						Ban Suk Sabai Company Limited
						S&P Property Management Company Limited
11. Mrs. Angkana Intravichien	44	- B.A., Accounting, Ramkhamhaeng University - Master of Business Administration, NIDA	-	-	2003 - Present	Vice President: Accounting and Finance Department
					2013 - Present	Company Secretary
						Noble Development Public Company Limited

* Remark: Number of shares 36,330,919 shares - unchanged

Directors of subsidiaries and associated companies

Director		The Company	Subsidiaries			Associated Company
			1	2	3	1
Mr.Kitti	Thanakitamnuay	X X	X	X	X	
Mr. Sitti	Leelakasamelerk	//	//	//	//	X
Miss Vasana	Thieansirisak	//	//	//	//	
Mrs. Boonperm	Jiamtiranat	/	/	/	/	
Mr. Narong	Taychachaiwong	/	/	/	/	
Mr. Surachet	Suboonson	/	/	/	/	
Asst. Prof. Dr. Somchai	Supattarakul	/	/	/	/	
Mr.Sira	Udol		/	/	/	
Mr. Theeraphon	Voranithiphong		/	/	/	
Mr.Arat	Sawatatat		/	/	/	
Mr.Pathpong	Sukasem					//
Mr. Somsak	Chongcham					//

Remark: X X = Chief Executive Officer X = Managing Director // = Authorized Director / = Director
 Subsidiaries 1 - Ban Suk Sabai Company Limited
 2 - S&P Property Management Company Limited
 3 - Continental City Company Limited
 Associated Company 1 - N.K.Energy Conservation Company Limited

Corporate Governance

1. Corporate Governance

Realizing the importance of good corporate governance, the primary factor in enhancing effective management system, reflecting high standard and transparent management, leading the company to achieve a sustainable growth, and building up confidence to shareholders, foreign and domestic investors, stakeholders including customers and creditors; hence, the company adopt the corporate governance principles set by the Stock Exchange of Thailand as the guideline in operation and consider as the core business policy.

In the Board of Director's meeting no.2/2008 on 26 February 2008, the Board of Director approved the company's corporate governance and acknowledged to the Board of Directors, Management, and employees. The company reviews the corporate governance policy annually to be appropriate and comply with international standards laws, rules and regulations. In order to encourage people to implement the corporate governance policy, the company publicized the corporate governance policy through the company's website at www.noblehome.com. The company's corporate governance covers area of

- Equalities of Shareholders
- Roles of the Stakeholders
- Information Disclosure and Transparency
- Board of Directors
- Internal audit and Risk Management

In 2014, Corporate Governance of the company can be summarized as following;

1. Rights of the Shareholders:

The Company embraces the importance of all shareholders' rights. All of company's shareholders shall have these following rights:

- Rights to receive and transfer shares.
- Rights to receive the adequate information on timely basis.
- Rights to share company's profit under the equality ground.
- Rights to attend the meeting and vote for the significant policy or decision of the company and the right of shareholders that the Board of Directors must address and gain vote from the shareholders' meeting.
- Rights to appoint and discharge company directors, and to approve the independent auditors.
- Rights to voice their opinions and make joint decision making as well as to raise the question during the shareholders' meeting.
- Other legal rights.

In addition of rights of shareholders, the company operates as the following;

1) Shareholders' meeting

Noble Development organizes an Annual General Shareholders' Meeting within four months after closing date of its fiscal year according to the law. In some urgent cases, the company may call for an irregular shareholders' meeting, whose agenda shall affect the interest of shareholders or the change of rule, regulations, and legal aspect that must be approved by shareholders. This irregular shareholders' meeting will be conducted on case by case basis.

The company provides an opportunity to shareholders to propose subject matters to be included as the agenda and to propose candidate to be nominated for director (Please refer to "Equality of the shareholders" section). The company also encourages every shareholder to submit their questions through the company's website prior to the meeting. In 2014, the company set the agenda for the AGM to be clearly written in the Annual General Meeting of Shareholders 2014 invitation.

The company has a policy to facilitate and encourage shareholders especially institutional shareholders in attendance. The company arranges the meeting at the appropriate time, date, place to be convenient for shareholders. The company also allows the shareholders register at least 1 hour and 30 minutes prior to the meeting which is adequate of time. Additionally, the company employs the barcode system to make it easy for registration. In 2014, the company arranges the Annual General Meeting of Shareholders on Monday, April 28, 2014 at 10:00 am at the Four Seasons Hotel, Pimarnman Room, 2 nd Floor, Ratchadamri Road, Bangkok to facilitate travel for shareholders.

At least 6 directors from the Board of Directors shall attend the shareholders' meeting, including at least 2 from the Audit Committee. Chairman, Chairman of the Sub-Committee, and Chief Executive Officer shall attend every shareholder's meeting to answer questions and concerns posed by shareholders.

1. Corporate Governance (cont'd)

1. Rights of the Shareholders: (cont'd)

1) Shareholders' meeting (cont'd)

Allocating enough time for the meeting and discussion, the Chairman, Chairman of the Sub-Committee, Chief Executive Officer and all executives conduct each meeting suitably and transparently, allowing thorough expression of views and queries before each ballot round under the free vote atmosphere.

The company determines that the minutes of a meeting will be recorded and clearly state the informing of the voting rules, the ballots using and vote counting to shareholders prior to the meeting, the resolution of the meeting, the number of votes received in each session, and the minutes will be stored for, being inspected, and sent to the Stock Exchange of Thailand afterward for shareholders and investors information. The company received the good score from the 2014 Annual General Meeting evaluated by Thai Investors Association and Listed Companies Association. The company received 100 points which is considered Excellent from 528 companies that have been evaluated. The average score of the companies listed on the Stock Exchange of Thailand is 91.35 points.

2) Shareholding Structure

Shareholding structure of the company is clear and simple. There is no cross or pyramid shareholding. The company publicizes shareholding structure that represents the majority of the first 10 shareholders in the company website in 2014. The Board of Directors and the management hold shares which equal to 7.96% of the paid-up capital of the company and the Free Float of the company is 64.40% of the paid-up capital of the company. (Details provided in Details of company's Directors, Executive Officers, Authorized Person, and company Secretary).

The company did not repurchase shares during 2014. If there are such cases, the company will disclose the policy of buying back shares later on. The company has no discrimination or creates barriers to allow shareholders to communicate with each other. Moreover, the company does not neglect to reveal the agreement between the shareholders which significantly impacts on the company or other shareholders.

2. Equality of the Shareholders:

2.1 Right to attend shareholders' meeting

Other than Rights of the Shareholders, the company values and treats all shareholders fairly procedures to propose subject matters to be included as the agenda and to propose candidate to be nominated for director. To promote transparency, criteria to propose subject matters to be included as the agenda is clearly defined according to the information publicized on the company's website. The same concept apply to propose candidate to be nominated as the director, the criteria is posted on the website. www.noblehome.com

Before each meeting, the company will send notice before calling the meeting and distribute both Thai and English version of agenda, supplementary documents, and the opinion from Audit Committee (if any) to all shareholders at least 7 days in advance, including three consecutive days of notice on newspaper at least three days prior to the meeting. All the meeting agenda details will be available on the company's website, www.noblehome.com, 30 days prior to the meeting date, so that the shareholders may have sufficient time for investigation before making their decisions.

In case the shareholders cannot self-attend the meeting, the company proposes that the shareholders can appoint the independent director as the proxy. The company use proxy form according to Department of Business Development's 5th notification 2007, which has 3 different form; Type A, Type B and Type C. All kind of form is applicable at shareholder's option and can be downloaded at the company's website. However the company had sent Type B proxy form accompanying with invitation letter for shareholder meeting. Type B proxy form is the restricted form in which all the voting agendas are specific, for example shareholder can use this form to nominate director one by one. In case the shareholders cannot self-attend the meeting, the company proposes that the shareholders can appoint the independent director as the voting representative.

The meeting will be conducted in sequence of agenda as specified in the invitation and no additional agenda without prior notice to shareholders. The company's shares is only common stock and the company uses voting tickets to allow each shareholder equal opportunity and for transparency and inspection issues. For appointing the Board of Directors, each director will be elected in each ballot round and the company gives the opportunity to the shareholder to elect the individual directors as one share one vote. In case of conflict of interest that might occur in any given voting, the decision of the people who is considered as interested party will not be counted.

1. Corporate Governance (cont'd)

2. Equality of the Shareholders: (cont'd)

2.2 Conflict of interest and Connected Transaction

The company has set clearly a conflict of interest policy. The Audit Committee is responsible for connected transaction and conflict of interest to be legally and comply with the law and regulations of the Office of The Securities and Exchange Commission and the Stock Exchange of Thailand. This is to ensure that the transactions are appropriate and most beneficial to the company

In 2014, the company has connected transaction with subsidiaries and conflict of interest person. The company has short term loan and interest receivable (Details provided in Connected Transaction. Additionally, the company has no connected transactions in violation of or non-compliance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

3. Role of the Stakeholders

The company has the policy to serve mutual benefits among itself, and internal and external stakeholders e.g. shareholder, management, employee, customer, creditor, competitor, government, and all relevant agency related to human rights and intellectual property including society, community, and environment. The Board of Directors determines the clear policy and discipline which is notified in Corporate Governance and Business Code of Conduct for stakeholders to coordinate between the company and stakeholders. By cooperating among itself and interested party to benefit business operation and build up confidence as well as enhance potential, we, therefore, promote the coherence and trust among every party in order to sustain our competitiveness and stability in expansion.

Policy and Treatment of Shareholders

In order to be the best representative of our shareholders to achieve a sustainable growth and competency, The company upholds the principles of business operations with honesty and treats all shareholders equally including disclose all information to shareholders correctly. The practices regarding shareholders are summarized as follows.

1. Respecting and treating all shareholders equally
2. Acting with integrity and operating prudently for the best benefit of shareholders.
3. Publicizing data and information through the company's website at www.noblehome.com
4. Arranging a meeting with securities analysts (Analyst Meeting) regularly.
5. Travelling to present data and progress of the company to foreign investors (Road show).
6. Reporting financial performance, overall operation and more information with accuracy, adequacy and timely decision making.

Policy and Treatment of Customers

As our most important supporters and stakeholders, we value our customers and do our best to protect their benefit. The company aims and acknowledges all employees that after sale service as its best, the doorstep, is not the end of relationship but it is where is the relationship , and responsibility starts. We develops not only the design, the quality and the standard of our houses, but also the after-sale project management division to maintain a pleasant environment and offer maintenance service to the customer before condominium juristic person or house juristic person is established. Moreover, we offer the information about our house's designs and materials, so that the customer can compare our quality and standard with others. The company also emphasizes on preservation of customer's information for misused dealing. The company also gives a priority to the pleasant environment in the housing project after the transferring of ownerships. The practices regarding customers are summarized as follows.

1. Treat customers equally, fairly and on the basis of suitable benefit for both parties.
2. The company provides project management unit to maintain a good environment and to maintenance customer's houses in the housing projects.
3. Giving true and complete information about home styles, materials used by the company. So that customers can compare the quality and standards of the house to the products from other development companies before deciding to buy
4. Providing accurate and adequate information to customers. In order that customers can determine the period, rights and obligations which are all true without misleading about quality, quantity or any other condition.
5. Keeping the confidentiality of customer's information and not using it wrongfully for its advantage or related.
6. Contacting customers with courtesy and meet the needs of customers quickly and efficiently.

1. Corporate Governance (cont'd)

3. Role of the Stakeholders (cont'd)

Policy and Treatment of Customers (cont'd)

Moreover, in 2014, the company has organized various activities properly to build a good relationship between the company and customers of each project. For example,

- Event "Welcome to summer with Ice Cream Workshop" 20 noble residents had fun with learning to make welcome summer ice cream by guest speakers, Khun Nimnicha Kunlekha, from, Club Sweetie, School of Ice Cream. She presented how to make Gelato, Italian ice cream, So participants could bring a recipe to make their own at home easily so there is a great family activity in summer at "Noble Re :D" condominium.
- Inspiration event "Terrarium Making DIY Workshop" Inviting residents to learn to garden in a tiny bottle to increase green space within the condominium by notable speaker, Khun Thunyanun Srichaiwan, former editor of room, home and garden magazine, to share creative ideas of garden in a tiny bottle exclusively for Noble residents in order that all residents could get ideas to decorate the condominium for more beautiful and stylish at the sales office of "Noble Revolve Ratchada" condominium project.
- Event "Coffee Painting Workshop" by inviting 20 residents who love art to join the event. Participants learned the art of painting with coffee by notable speaker, Khun Thunyanun Srichaiwan, former editor of room, home and garden magazine at the sales office of "Noble Revolve Ratchada" condominium project. Event began with an introduction to usage of equipment including learning the elements of the drawing and had fun with an imagination to paint with coffee. Hence coffee with art could be blended together harmoniously. Participants also earned the knowledge and experience of drawing.
- Event "Exclusive Movie Day" Giving the exclusive movie experience with "THE HUNGER GAMES: MOCKINGJAY PART 1" at the 6-star luxury cinema to more than 100 noble residents to thank and build a good relationship between residents and Noble. The atmosphere were full of smiles, fun and memorable at Embassy Diplomat Screens cinema, 6th floor, Central Embassy.

Policy and Treatment of Employee

Employee is the most important human resource to the company, the key drives to success. The company's business ethical code of conduct has been written that employees are treated equally and fairly, including appropriate compensation, welfare and fringe benefit, safety and hygiene in the workplace including the development of knowledge and potential of employees. The practices regarding employees are summarized as follows:

Welfare and benefits

- The establishment of the provident fund as security for employees and to secure the job, which is a long-term taking care of employee.
- Life insurance, group accident insurance, group health insurance (Out-patient and in-patient) which employees will receive benefits under the health insurance policy.
- Provision of emergency loans as welfare for employees at all levels.
- Loans to buy a car as welfare for manager level and above employees.
- Financial support for various occasions such as childbirth, patient visiting, death of parents, etc.
- Rights to buy house and condominium projects of the company with special price

Recreation

- Annual trip. In 2014, the company held a New Year Party at Pakchong, Nakhon Ratchasima. Employees could bring the family to this recreation. In this event, all employees and their families participated in the activity, Photo Contest @ Kirimaya Poster, Let all employees share photos under the concept "Beauty @ Kirimaya" and event "NOBLE Overnight Party 2014, the splendid year!!", which consisted of both performing activities of new employees and costume contest under the theme of the party.
- "Noble Champion Cup" sport event

These activities above are to encourage relationship in the workplace.

1. Corporate Governance (cont'd)

3. Role of the Stakeholders (cont'd)

Policy and Treatment of Employee (cont'd)

Security

- The company pays attention to security, sanitation and working environment, such as, arranging 24 hour security personnel to ensure that the workplace is a safe environment, the installation of closed circuit cameras to monitor image and sound (CCTV) and implementing fingerprint scanning procedure before entering the office.

Sanitary and Environment

- Employees will receive health insurance from the company and be admitted to the assigned hospital. The amount of medical expenses is determined by class of employee.
- Setting up hand sanitizer terminals for employees at head office and at individual project sale offices.

The company realizes the importance and necessity of the safety and health of employees along with the company business to ensure that employees are safe and exempt from accidents and occupational diseases. In 2014, there was no employee suffered from accidents, absence and illness from work. In cases that the employee has an accident from work, the company also provides health insurance benefits.

The potential development of employees

The company gives priority to the development of knowledge and ability of employees by providing training within the company continuously and encourages employees, management and executive to attend training courses and seminars by outside agencies to enhance the knowledge of their duties. This will increase the capacity and efficiency of the operations. The company also focuses on the management and staff at all levels to set a plan in accordance with the direction and objectives of the company so that employees are aware of the importance of their own. As a result, the performance effectively goes towards the objectives in the same direction and purpose. Topics for trainings held within the company are new employee orientation, professional enhancing image and personality development training, professional sales techniques for real estate training, techniques for dealing with customer complaints training, etc. In 2014, the company has arranged employees to be trained inside and outside the company at the totals of 2,917 hours of training, an average of 8.55 hours/person/year.

Policy and Treatment of Competitors

The company promotes the free-trade policy and fair competition under the legal regulation and business ethic and avoids unfair competition to defeat competitors. The practices regarding competitors are summarized as follows.

- Supporting free trade and do not force a partner to solely trade with the company.
- Operating under the rules of the competition
- No inquiring confidential information of the competitors by dishonest or inappropriate method
- No destructing the reputation of competitors with malicious accusation

Policy and Treatment of Partners

The company transparently and fairly selects our contractors (partners), and follows every contract strictly. As well as procuring the resources considering the best interests of the company and get a return on the basis of suitable benefits for both parties. The practices regarding partners are summarized as follows.

- Treating partners fairly and equally on the basis of getting a return that is fair to both parties.
- There are selection Criteria, partner assessment and preparation of contract by mutual agreement.
- Considering the problems that arise with contractors to jointly solve problems regularly, such as typically the contract already includes the labor and the material cost. In the situation of material shortage, if the company is in the better negotiating position, it will supply the materials to contractors to support each other and to maximize the benefits of the business between the company and partners.

1. Corporate Governance (cont'd)**3. Role of the Stakeholders** (cont'd)**Policy and Treatment of Creditors**

The company has a policy to give priority to all creditors with all conditions strictly. The company manages loans to comply with the terms of the loan agreement and control the loan repayments and interest to be paid to all creditors in full by a specified time in order to ensure the financial performance and the ability to pay debts of the company. The practices regarding creditors are summarized as follows.

- Comply with the contract or conditions with creditors strictly in terms of repayments and other conditions. If the company cannot fulfill the obligations in the agreement, it will find solutions and prevent damage together.
- Manage to assure creditors to be confident of the financial performance and the ability to pay debts of the company.
- Disclose the information to creditors completely, and not amend documents for your own benefit.

Policy and Treatment of Government and Relevant Agency

The company respects and follows the relevant laws and regulations strictly. We emphasize and understand the intention and objective of each of every related land and building Act e.g. Land Allocation Act, Condominium Act, Building Construction Control Act in order to advantage our customer, environment, community and society.

Policy and Treatment of Human Rights

The company gives a priority to human dignity and fundamental rights. The company encourages management and employee to respect basic human rights to conform to Universal Declaration of Human Rights (UDHR) and carry on this principle to be part of daily operation.

- Comply with international human rights regulations strictly
- Define regulatory measures to prevent the company's business to be involved in human rights abuses.
- Not support activities that violate the international law and human rights
- Provide an understanding of the international human rights for management and employees of the company

Policy and Treatment of Intellectual Property and Copyrights

The company honors the merit of intellectual property and copyrights, so that every computer or internet operation will have to conform to "Computer-Related Crime Act" B.E. 2550 (2007). The practices regarding Intellectual property and copyrights are summarized as follows.

- Return and copyrights of the work that has been assigned by the company to set up, work for the company or is learned from the company is reserved for the company
- Perform tasks using computer software with a valid license. Installing and using computer software which license is not valid in the company is strictly prohibited
- Refrain from supporting or downloading the computer software which infringes the intellectual property and copyrights
- Discourage employees to infringe the intellectual property or copyrights of other persons without their permission

Policy and Treatment of Community, Society and Environment

The company realizes that although profit is the ultimate goal but it should not base on unfair or disturbance basis but responsible to community, society and environment by complying to policies, rules, and regulations.

Therefore, we develop our after-sale project management division to maintain a pleasant environment and offer maintenance service to the customer even after the proprietorship is transferred. The practices regarding community, society and environment are summarized as follows.

- Encourage and communicate with the social to understand the operations of the company and the community and Social responsibility without concealing facts that can be disclosed
- The company created the new community namely "Noble ID" to bring a whole new experience and share a good thing to Noble ID members and also to non-Noble Development clients with no expense. The clients or those who are interested can now be informing about the activities of the "NOBLE ID" at www.noblehome.com

1. Corporate Governance (cont'd)

3. Role of the Stakeholders (cont'd)

Policy and Treatment of Community, Society and Environment (cont'd)

- Giving the knowledge and awareness about social responsibility and environment to employees of the company continuously (Details provided in Educating and training employees in environmental matters policy)
- Organize activities in order to give back to the community and society regularly. The activities must be really appropriate and profitable to the community and society

In 2014, the Board of Directors, management and together with company staffs successfully implemented number of Corporate Social Responsibility (CSR) projects to give back to the communities, they are as follows:

- Project: The donation of used desk calendars to the blinds project. Mr. Sira Udol, Executive Vice President, and staff donated used desk calendars to the Foundation for the blind in Thailand under the Royal patronage of H.M. the Queen. Khun Charatsri Srimani, Director of the office of the Foundation for the blind in Thailand under the Royal patronage of H.M. the Queen, received the donation to produce Braille language cards, teaching and learning materials for the blinds at to the Foundation for the blind in Thailand under the Royal patronage of H.M. the Queen, Bangkok.
- Noble teams up with celebrated design studio, Anont Pairot, to inspire creativity in young people with the "Noble Creative Urban Design Workshop" CSR project. Students dedicated to design were creating a more livable urban society in Ari, a centrally-located business and residential district. Ari was chosen for its unique creativity, while it is teeming with life from various places and people in a large diversity of occupations, whether market traders, civil servants, businesspeople, kindergarten schools, dormitories, students, and eateries from street-side noodle stalls to hi-so restaurants. Most importantly, it is the location of many Noble Development projects. Ari has complex traffic patterns, whether buses, the sky-train, taxis, personal cars, trucks, bicycles or pedestrians. The most interesting mode of transport is the motorcycle taxi, which helps ease the Bangkok traffic crisis by creating a balance. It is an option for everyone whether they are rich or poor - all have equal freedom to use this service, so motorcycle taxis in the context of modern Thai urban society are very interesting. With this reasoning, the company got involved with improving urban communities to be more livable by challenging students to design motorcycle taxi stands called "ART for ARI" at four sites:
 - Site 1 In front of Noble Reform, Phaholyothin Soi 7
 - Site 2 In front of Noble Re :D on Soi Ari 1
 - Site 3 In front of the Revenue Department at the end of Soi Ari
 - Site 4 In front of Siam Commercial Bank, Phaholyothin Soi 5
- Project: "Pan Kan (Kong) Yai No.4" led by, Khun Wanida Satethasawate, Vice President of Marketing and Public Relation and staff representing the company to share common objects, such as, furniture, appliances and home decoration, etc. to be sold in "Pan Kan (Kong) Yai No.4" by, Khun Lalita Suriyasriwan, the executive director of the Pan Kan Shop. All revenues from the sales of donated goods will be given as scholarships to students in Yuvabadhana Foundation to promote and develop disadvantaged youth in the remote areas throughout the country at the Crystal Design Center (CDC)

In addition, the company has established policies to be measures and support the operations of the company which cover the following:

Educating and training employees in environmental matters policy

The company has provided the knowledge and awareness of environmental conservation to the management and employees of the company and has defined measures and practices within the organization to encourage employees to save resources and energy to demonstrate environmental responsibility, save energy by turn off air conditioner when not use, turn off electricity during the lunch break. The company tries its best effort and most possible way to reduce global warming. The company has launched the campaign to motivate consciousness of management and employee in using available resource wisely. The allocation of resource must be effective and efficient for instance, the campaign for the use of recycled paper, starting simultaneously at the Head Office and all projects, recycling the office paper, the repair and reuse computer appliance and office supplies.

1. Corporate Governance (cont'd)

3. Role of the Stakeholders (cont'd)

Policy and Treatment of Community, Society and Environment (cont'd)

Operating to meet the environmental standards policy

The company commits to grow and develop with environmental responsibility. The company emphasizes the implementation of defined environmental policies such as the selection of a contractor which uses environmental management system, such as ISO14000 and ISO14001, the provision of an assessment of the environmental risk, safety and health in all of the housing construction projects to prevent and reduce the potential impacts and prepare for emergency situations, the preparation of emergency protection plan including the potential impacts mitigation, The preparation of the guideline for management of sewage and waste materials and Monitoring and evaluating the environmental management system on a regular basis to improve and develop and accept complaints from within and outside the company through www.noblehome.com

Policies and guidelines of anti-corruption and anti-bribery

The company has strong determination to pursue clean and transparent business and not to be affiliated with corruption in all forms. This included prohibiting executives and employees of the company to corrupt and bribe for business. To prevent the risk of corruption, company has established policy and guideline of anti-corruption in the code of conduct of the company and announced publicly through www.noblehome.com. The company forbids all illegal activities, such as prohibiting employees from lending or soliciting money from customers or business partners, no bribing or giving other benefits to government officials, customers, partners, competitors, or other third parties in order to influence their actions that are contrary to law, no discrimination against customers, prohibiting executives and employees from having private transactions or activities related to the company's business. The Board of Directors, management and employees at all levels are responsible for overseeing the company's assets to maximize the benefits to the company and not applying to their own benefits or other people and so on.

In order to encourage complying with the company, the company has provided training to employees by training about policies and guidelines of anti-corruption and bribery prohibition to promote honesty and responsibility in their duties. Besides, the company has set up a central agency which is responsible for monitoring and evaluation including sanctions for violations or non-compliance with such policies and guidelines.

The company has set guidelines of internal control for various fields to achieve regulatory compliance and prevent the potential risk of fraud. The Internal Audit monitored and evaluated internal control of operations. In 2014, it was found that internal control was adequate and effective and no significant issues or failures. Furthermore, in 2014, the internal audit also evaluated the risk of fraud and corruption. It was indicated that there is no risk of corruption which significantly affected on the company business and no events that indicated corruption within and outside the company.

Whistle-blower policy

The company establishes a channel and procedure that all stakeholders can report or complain in case about an infringement of law or good governance and ethical misconduct which may cause damage to the company including the complaint case about abuses, corruption through the company's website at www.noblehome.com. The company provides protection and relief and conceals information of the whistleblower or complainant and defendant. Only if necessary, it will be disclosed with consideration of safety and damage of the sources of information or related parties.

The company provides protection, damage mitigation and contact information to stakeholders. The central agency is informed on matters that may cause damage to the company before transmitting the report to the Audit Committee of the company afterward.

The company provides a channel for employees or complainants to report in cases that they are treated unfairly by the actions of the company or see the unlawful or unethical actions or employee was harassed, threatened and disciplinary sanctioned, such as suspended or expelled from the job or discriminated about the employment through the company's website at www.noblehome.com. The company establishes guidelines to protect employees or complainers by not disclosing the name or any information that could identify the complainant and the defendant and retain this information confidentially. Upon receiving the complaint, the company has a process to deal with employee complaints by the central agency which is primarily responsible for the management of the complaints before transmitting the information to the Commission and management of the company afterward. When the executives of the company receive the complaint, it will be taken into consideration and investigation and resolved appropriately. And also follow up on the progress periodically. This central agency will report the results of investigation to the complainant accordingly.

In 2014, the company was not in any violation of labor law, employment, consumers, competition and environment or prosecuted by the regulators because of not disclosing all data from major event within the given time frame.

1. Corporate Governance (cont'd)

4. Information Disclosure and Transparency

Other than disclosure according to criteria of the Stock Exchange of Thailand, the company emphasizes on the importance of the correctness, transparency, up-to-date and accessibility of financial, project progress, and performance to shareholders, investors, and related parties through every SET's channel, mass media, and www.noblehome.com both in Thai and English version. Those who have inquiries, comments, and suggestions can post them via the earlier website. Moreover, the company also distributes the information, project details and development, and real estate interested tips, shareholder structure, company structure, invitation and minutes of the shareholder's meeting, investor relation information, and annual report which can be downloaded from the website.

The company regularly set up the analyst meeting quarterly to open a forum where our management attends to answer the inquiries from the investors, analysts, and interested parties. In addition, the company has a roadshow program in order to update the company's information and progress to the foreign investors.

The company additionally provides investor relations division to be responsible for providing information impacting in the company's stock price. This division is under control of Ms.Vasana Thieansirisak. The investors and interested person can contact us through

- the company's website at www.noblehome.com in investor relation section or reach us via email: ir@noblehome.com
- Phone:02-251-9955 ext. 1402

Directors realize their great responsibility of financial statement disclosure. Financial statement must present with correction, consistency, and completion of financial status and performance and sufficient notes. The company must employ appropriate accounting policy, exercise it regularly and has the audited financial statements and comply with generally accepted accounting principles and related rules and regulations. The company's financial statement was audited by Pricewaterhouse ABAS, expressing its opinion in the auditor's report in the annual meeting already expressing unqualified. In 2014, the company has submitted financial statements to the Securities and Exchange Commission and The Stock Exchange of Thailand on time and not be amended. Also, the Board of Directors is responsible for the accuracy of all material information in annual report. The Board of Directors has the duty to attend the meetings. There were 26 meetings held in 2014. (Please refer to "Management Structure" section)

The company's board of directors has set up the audit committee who are independent directors to review quality of financial statement, internal control, and, risk management control. Please see in "The Audit Committee's Report" section.

To prevent and avoid the conflict of interests, the company does not allow its directors and management, their spouses and children under legal age, to use inside and nonpublic information to take advantage for their own interest. (Please refer to "Connected Transaction" section).

The company adheres to Whistle-blower policy by providing a channel that all stakeholders can help monitor. If there is any action that is against the good governance policy, unethical, unfollow the company's rules and regulations, illegal or may cause damage. All stakeholders can report or complain against such actions to the company through the company's website at www.noblehome.com Upon receiving the complaint, the company has a process to deal with employee complaints by the central agency which is primarily responsible for the management of the complaints before transmitting the information to the Commission and management of the company afterward. When the executives of the company receive the complaint, it will be taken into consideration and investigation and resolved appropriately. And also follow up on the progress periodically. This central agency will report the results of investigation to the complainant accordingly.

5. Board of Directors' responsibilities:

5.1 Board of Directors' structure

Board of Directors consists of 7 directors, as of 31 December 2014,

- 3 executive directors
- 4 independent directors

All directors are characterized by reputable, experienced, knowledgeable, expertise and unbiased. They are not under management's authority, capable of investigation, able to balance other director's power and exercises independent objection. It is confident that operation of the company is managed freely, clearly, and transparently.

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.1 Board of Directors' structure (cont'd)

To comply with the Corporate Governance by clearly separating the role, power, and responsibility for balancing business operation, the Board of Directors determines that the Chairman must not be the same person as Managing director. With 57% structure of independent director creates the appropriate balancing of power and transparent checking and monitoring.

In addition, the Board of Directors and the executives must not have been an employee or partner of the external audit company that have worked with the company in the last 2 years.

The company determines responsibilities and authorities of management at each level in clearly writing by distinctly divides the duty of approval, recording transactions and information and assets management in order to balance and cross-check properly. (Details appear in the internal control and risk management).

5.1.1 Term of board of directors

Under the company's articles of association, in every annual shareholders meeting, at least one third of board of directors must resign. In the case that three cannot be divided evenly, the closet number is accepted. For the first and second year after the company has set up and registered, the resigned directors are determined by randomly drawing, after that the directors who stay longest must resign. However, the resigned director can be re-elected, because the company has confidence in the ability and expertise in the business of each director. The term of director is detailed in corporate governance.

When director's term has come to the end, the company has the recruitment process for the Board of Directors in a transparent manner. The Nomination committee will choose candidates who will be the Board of Directors by considering the lack of necessary skills in the Board of Directors regardless of gender and choose persons with qualification, experience, knowledge and abilities from various professions, vision and ready to devote their time for the duties. Candidates are not prohibited by law and must not have been an employee or partner of the external audit company that have worked with the company in the last 2 years. Then, present to the meeting of shareholders to elect directors under the rules and procedures of the company. (Please see in Nomination of the Board of Directors and Remuneration section)

5.1.2 Appointment of company's director in other company

According to the company's articles of association, the company's director is not allowed to be appointed in any board of directors or shareholder or partner of either the company or the other kind of business entity, whose business activity is the same with the company or can be a direct competitor with the company except giving notice to the shareholders meeting prior to the appointment. The same rules apply to subsidiaries, to completely conform the good corporate governance concept set forth by Stock Exchange of Thailand,

In 2014, the number of directors and chief executive office was appropriately in subsidiaries or other companies. Those who are directors of subsidiaries and other company per se, according to the Board of Directors, have no significant effect on company's operations and that companies are appropriate for the Directors. (Please refer to Details of company's Directors, Executive Officers, Authorized Person, and company secretary section)

5.1.3 The corporate secretary

The Board of Directors had a resolution to appoint the corporate secretary who will manage the Shareholders' meeting and management's meeting and following up their resolutions as well as encourage and manage the directors to operate under the law and related rules and regulations.

Moreover, the corporate secretary duties include managing and storing the meeting's supplementary documents as follows: Director registration, Invitation letter for Board of Directors' meeting, minute of Board of Directors' meeting and company annual report, invitation letter for Shareholders' meeting, keeping the related-transaction and conflict of interest report submitted by directors and executives, and other duties as specified by SET and SEC. (Details provided in Management Structure)

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.2 Subcommittee

The company appointed 5 subcommittees in order to follow up and control the company's operation and report to the Board of Directors regularly. This is consisted of The Audit Committee, The Nomination committee, The Remuneration Committee, The Risk Management Committee, The Corporate Governance Committee.

5.2.1 The Audit Committee

The company's Board of Directors has set up the Audit Committee with 2 years term, fully-experienced in internal control and financial statement to achieve complete, adequate, and transparent financial report. The Chairman of the Audit Committee does the report in order to disclose in annual report and 56-1 report.

5.2.2 The Nomination Committee

The company's Board of Directors has set up the Nomination Committee with 3 years term consisting of independent directors represent 80% and Chairman of Nomination Committee, which is independent directors, to consider the criteria and process to select the appropriate qualified person to be a director and executives. The Nomination Committee reports to the Board of Directors at least twice a year or when significant change arises.

5.2.3 The Remuneration Committee

The company's Board of Directors has set up the Remuneration Committee with 3 years term consisting of independent directors represent 80% and Chairman of Remuneration Committee, which is independent directors to consider the criteria and form of remuneration paid to the directors and executives including the Chief Executive Officer. The Remuneration Committee reports to the Board of Directors at least twice a year and report to the shareholders in the Shareholders' meeting.

5.2.4 The Risk Management Committee

The company's Board of Directors has set up the Risk Management Committee with 3 years term to analyze and examine risk factors, to lead company's path applying risk management strategy and implementing measures to control overall risks. The committee, then, needs to present its findings to the Board of Directors for an approval by taken into account that company policies are strictly followed and the outcome is the most effective. The Risk Committee reports to the Board of Directors at least once a year or whenever a significant change arises.

5.2.5 The Corporate Governance Committee

The company's Board of Directors has set up the Corporate Governance Committee with 3 years term to analyze and draft out corporate governance policies along with corporate ethics, internal auditing and give advices to committee and managements in how to perform their duties according to corporate procedures with good corporate governance. The committee also needs to revisit corporate governance and ethics on a regular basis as well as follow up and evaluate actions of the Board of Directors to stay in line with company's good governance policies. Corporate Governance Committee reports to the Board of Directors at least once a year or whenever a significant change arises.

The elements of all subcommittee including scope of work, role and responsibility are aligned with policies specified by The Stock Exchange of Thailand.

5.3 Roles, duties, and responsibilities of Board of Directors

5.3.1 Leadership and Vision

Board of Directors has the knowledge, leadership, capability, and business experience. Board of Directors is determined to represent shareholders to set forth policies, vision, strategies, target, mission statement, business plan, budget, good governance, and monitoring management. The segregation of Board and management allows maximum goodwill and best interest of the company and shareholders as well.

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.3 Roles, duties, and responsibilities of Board of Directors (cont'd)

5.3.1 Leadership and Vision (cont'd)

In addition, the Board of Directors determines the vision and mission of the company which is clearly written and disclosed in the company's website. This will be a framework to determine the operating direction of the company. It will have to reconsider the vision and mission of the company every 5 years in order to comply with the changing conditions.

5.3.2 Corporate Governance and Code of Conduct

Under moral and ethical code of conduct, written and approved by the company's Board of Directors meeting, the company clearly determined Corporate Governance and code of conduct in the website, including the rights of shareholders, roles of stakeholder, information disclosure and Transparency, internal audit and risk management, transaction with relating persons, policy of conflict of interest, policy of anti-corruption, company policy under environment standard, the whistle-blower policy including the protection of the employees and complainants (Details appear in Information Disclosure and Transparency), monitoring the assets and utilization of internal information, to guideline and direct Board of Directors, management, and employee. According to corporate governance principle, there will be the re-assessment of business code of conduct every year by the company's Board of Directors.

In order to comply with the company policy, the company's corporate governance policies are reviewed annually and guidelines for business ethics are reviewed every two years or whenever a significant change arises. For the year 2014, Corporate Governance Committee has reviewed the corporate governance policies and business ethics and reported the results of that reviews in the Board of Directors meeting No. 2/2015 on February 24, 2015 before implementing and letting employees know. The company provides a guide of corporate governance policies and codes of conduct in both Thai and English to disseminate to the management and the head of each department to comply with the guide of codes of conduct of the company and assigns the agency which is responsible for promoting the directors, management and employees at all levels to comply with corporate governance policy and codes of conduct understandingly.

The company determines the codes for executives and employees, which disclose via the company intranet to be the employees' guideline to work honestly, as well as penalty set up to prevent violation.

5.3.3 Internal Control and Risk Management

The Board of Directors defines and assigns roles and responsibilities of the Board of Directors, Subcommittee, Executive Committee and Managing Director distinctly. The Board of Directors has the highest approval authority and also provides internal control and risk management as follows:

Internal Control system

The company's Board of Directors insists on intensive, internal control, internal audit, and proper risk management. Clear segregation of Board of Directors, Audit Committee, the management, and their authority and duties together with independent control system, reciprocal check-and-balance power permit the ultimate interest to the organization. The internal control team reports directly to Chief Executive Officer and Audit Committee. At present, Miss Narissara Pengsopa is taking care of the company's internal Control. (Please refer to Internal Control and Risk Management section).

Risk management

In order that the risk management is appropriate and beneficial to the company, the Board of Directors commits the Risk Management Committee to be responsible for setting the overall risk management policies which are as follows.

- The company determines that risk management is the responsibility of the directors, management and employees to be aware of the risks in their own and company's operations by participating and paying more attention to risk management adequately and appropriately.

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.3 Roles, duties, and responsibilities of Board of Directors (cont'd)

Risk management (cont'd)

- Provide effective risk management processes at all stages of the operations to follow the corporate governance policy and integrate risk management and information technology management for better management to reduce the chance and impact of the risk, the uncertainty in the operations and increase the opportunity of success.
- Risk management measures affecting the company must be handled systematically to reduce the risk to an acceptable level and to be consistent with the changing conditions. Measures that manage risk to an acceptable level must be approved by the Risk Management Committee prior to implement.
- Support risk management to be successful throughout the company by using limited resources effectively to identify, evaluate and manage risks appropriately.

On February 24, 2015 the company's Board of Directors assessed the internal control and risk management system and had them reported to the company's Audit Committee.

Conflict of interest policy

To prevent and avoid conflict of interest, the company has strict corporate policy. The policy and guideline are clearly specified in the corporate governance policies and business ethics of the company. The company does not allow directors and management including spouses and minor children to use inside and undisclosed information for their own interest. The directors and executives are required to submit the report regarding any security holding and change on their security holding on the same day as submit to Securities and Exchange Commission and inform the report of security holding in the Board of Directors meeting once a year including the report of change in security holding every time any change occurs. (Details provided in "Monitoring the utilization of internal information")

5.4 Board of Directors' meeting

On the regular but appropriately and necessity basis, the company organizes Board of Directors' meeting at least once in every three months in which the agenda generally involves the operating results presided by Chairman and meetings are organized in appropriate time.

There are 2 categories of meeting

As for the meeting of Subcommittee: involves agenda of normal daily operation that do not affect the company's policy for instance, water meter request, home address acquiring, and bank account opening/closing. Four directors have been assigned from Board of Directors to attend subcommittee meeting namely, Mr.Kitti Thanakitamnuy, Mr. Sitti Leelakasamelerk, Ms.Vasana Thieansirisak, and Mr. Surachet Suboonson.

In case of absentee, other directors will be invited and minutes of meeting will be reported to Board of Directors' meeting for approval. (Please see the attendance of Subcommittee in the Management Structure section)

As for the meeting of Board of Directors: involves agenda of company policy, investment, financial statement, corporate governance, and other non-routine decision. At least 7 days prior to every meeting, the directors will receive the materials consisted of the meeting agenda and relevant information. Chairman and directors are free to propose matters to be included as the agenda for the meeting. Each director is required to attend every board meeting, unless the proper excuse, and freely to raise and screen the agenda. Directors preserve the rights to obtain more relevant information, if needed.

In every meeting, the Chairman shall allocate considerably enough time for deliberate discussion and allow the executive management who involves in any given agenda to attend. The minutes will be recorded in detail and retained for the Board of Directors and related person to be later inspected. In 2014, each director attended at least 96.43% on average of the entire meetings of the Board of Directors and the proportion of joining the Board of Directors meeting for all directors is not less than 87.50% of the meetings in all year (Please see the attendance of Board of Directors in the Management Structure section)

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.4 Board of Directors' meeting (cont'd)

Other than 2 meetings above, the company insists on every subcommittee's meeting.

The Audit Committee meeting was attended by non-management directors and non-management members. The Audit Committee held at least 4 meetings a year and occasionally extra meeting on a proper time basis. The meeting does not limited to reviewing the Financial Statements but also being acknowledged the internal audit and suggestion from external auditor for more efficient management including consideration adequateness of risk management control and review of conflict of interests, e.g. connected transactions. In 2014, the Audit Committee had 5 meetings with the external auditors.

As for the meeting of the Nomination Committee: The board of directors has set forth the nomination committee to have a meeting at least twice a year or base on necessary and emergency basis. In every meeting, the usual agenda including, qualification of director, nomination procedure, and consider individual who fits the criteria. The result will be sent to the board of directors and therefore shareholder meeting for final decision.

As for the meeting of the Remuneration Committee, the Board of Directors specifies the Remuneration Committee to conduct the meeting at least twice a year and at times when there is an urgent need. In each of the meeting, not only considering the criteria and form of remuneration paid to the directors and executives, but the committee also needs to consider the amount of remuneration to be paid to the directors and executives to align with the regulations. Then, the committee is to present the amount of remuneration to be paid to the Board of Directors for an approval. As for the amount of remuneration to be paid to the committee, the Board of Directors is to further present that to the shareholders for consideration and approval.

As for the meeting of the Risk Management Committee, the Board of Directors specifies the Risk Management Committee to conduct the meeting at least once a year and at times when there is an urgent need. In each of the meeting, not only performing analysis on significant risk factors as well as applying risk management strategy, but the committee also needs to consider reviewing policy currently in place and its effectiveness.

As for the meeting of the Corporate Governance Committee, the Board of Directors specifies the Corporate Governance Committee to conduct the meeting at least once a year and at times when there is an urgent need. In each of the meeting, not only reviewing corporate governance policies along with corporate ethics in order to synchronize with international standards in terms of legal and related procedures, but the committee also need to follow up and evaluate actions of the Board of Directors to stay in line with company's good governance policies.

Before each of the subcommittee meeting, the company is to issue out a formal invitation, meeting agenda along with other supplementary documents to all subcommittee at least seven days in advance before the day of the meeting. Moreover, the company is to put together minutes of each meeting in written format to sum up and later present to the Board of Directors.

Additionally, the company encourages meetings among non-management committee to freely express and discuss any topic of interests without the presence of management; feedback of the meeting could be useful and beneficial to further improve the company's management.

5.5 Self-assessment

The Board of Directors conducts the test annually, using the self-assessment form based on Board Self-Assessment of the Stock Exchange of Thailand's regulation. Which are set up into 2 types in order to evaluate the entire Board of Directors and the individual director by the end of the year, the company secretary will submit two types of Self-Assessment form to all directors to self-evaluate annually which are:

- (1) Self-Assessment of the entire Board of Directors form.
- (2) Self-Assessment of the individual director form.

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.5 Self-assessment (cont'd)

The criteria of evaluation are the percentage of full score in each topic as follows:

More than	85% = Excellent
More than	75% = Very good
More than	65% = Good
More than	50% = Average
Lower than	50% = Poor

After each individual director completed Self-Assessment form, they will return a self-evaluation of the Board of Directors form (Board Self-Assessment) to the company secretary to gather assessments and conclude the result of the assessment of the entire Board of Directors and the individual director and report to the Board of Directors to be informed in the next company's board meeting.

Self - Assessment form consists of 7 evaluation topics which are the structure and properties of the Board of Directors, role, duty and responsibility of the board of directors, the meeting, the duty of the Chairman, the duty of Directors, relationship with the management, self-development and development of management. This assessment is consistent with a self-evaluation of the Board of Directors specified by the Stock Exchange of Thailand. This assessment will help each director and the Board of Directors to review works and obstacles during the past year and also help monitor and analysis to prove that the work of the Board of Directors is whether effective and perform all the duties of directors or not. To increase the effectiveness of the Board of Directors, the Board of Directors did the assessment test for evaluate the entire Board of Directors and the individual director in the meeting 2/2015 on February 24, 2015 and received a score of 93.80%.

Evaluation results in categories are in the table below:

Assessment	Result (%)
1. Structure and properties of the Board of Directors	94.44
2. Role, duty, and responsibility of the Board of Directors	91.51
3. The meeting of the Board of Directors	96.67
4. The Duty of the Chairman	100.00
5. The Duty of Directors	100.00
6. Relationship with the management	100.00
7. Self-development and development of management	96.63

The company has arranged an assessment on operations according to its corporate governance. The Corporate Governance committee was in charge of conducting its self-assessment accordingly to the topic of Good Corporate Governance. The assessment consists of 4 evaluation topics which are responsibility of directors, equalities of shareholders, roles of the stakeholders, and information disclosure and transparency, and presented to the Board of Directors in meeting no. 2/2015 on February 24, 2015 and received a score of 94.97%. Evaluation results in categories are in the table below:

Assessment	Result (%)
1. Responsibility of the Board of Directors	95.11
2. Equalities of Shareholders	96.63
3. Roles of the Stakeholders	97.44
4. Information Disclosure and Transparency	95.45

Not only the Self-Assessment of the Board of Directors and the self-corporate governance assessment but also, on February 24, 2015, the Board of Directors' meeting No. 2/2015, the Board of Directors has set up performance assessment of Chief Executive Officer for the year 2014 which received 99.07% ranking excellent, whereas the assessment criteria is determined by The Remuneration Committee. The assessment consists of 10 evaluation topics which are strategic planning, implementation, business planning, leadership, company's financial result, business transaction, monitoring, succession planning. Hence, the remuneration committee will hand in all these information to the Board of Directors to determine chief executive officer's compensation.

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.6 Remunerations

The company has clearly determined the policy controlling remuneration of directors which was approved at the shareholders' meeting. Since the company has the same Board of Directors for subsidiaries, the remuneration of directors in subsidiaries is already included in the parent company. Remunerations for the Board of Directors in 2014 are detailed in the "Director Nomination and Director Remuneration" section.

The Board of Directors appointed the Remuneration committee to consider the criteria and form of remuneration paid to the directors and Chief executive officer before presenting to the Board of Director. The remunerations depend on the company's operating results and their individual performances and comparing to the equivalent industry. The objective is to motivate and create a competitive strength. Remuneration of the Chief Executive Officer is considered from performance, which is detailed in the "Nomination of the Board of Directors and Remuneration" section.

5.7 Directors and management training

The company arranges the meeting between Board of Directors and each project executives every year, so that the Board of Directors can have a site visits with the respective project executive and share vision and opinion that leads to a good coherence, business direction, policy, and strategy afterward. Board of Directors continues to try and enhance their value by participation in activities, courses and events which add to their knowledge base in the continually changing business environment to ensure that they are updated and possess full knowledge. All the company's directors have passed the Director Accreditation Program (DAP) held by the Thai Institute of Directors Association (IOD). Besides, Board of Directors emphasis in enhancing knowledge development of directors by encourages at least 1 director to attend Director Certification Program (DCP) or related training continuously. (Please refer to "Board of Directors, Audit Committee and Executive Officers" section)

5.7.1 Directors' orientation

Whenever the new director is appointed, the corporate secretary will provide the document indicating roles, duties, and responsibilities of the company's director.

The company arranges an orientation program for the new director regarding its business and other related topics including:

- Vision and goal
- Management structure
- Operating and activity
- Roles, duties and responsibility of director
- Corporate governance
- Personal profile of directors and executives
- Director compensation and qualification

5.7.2 Succession planning

To prepare for the retirement of senior management and in order to avoid disruption in operation, the company plans and works on in each area for instance, new project development, marketing, and sales. Each working group consists of top management and top line managers to determine working plans and coordinate together. For instance, the working group of new investment project, whose job includes acquiring a new land, consists of Managing Director, Deputy Managing Director of support line, senior vice president and other executive in that department. The company believes that this method can be a tool to develop the potential of junior management as well as to empower responsibility of senior management. The encouragement of participation from top to bottom will enhance the transfer of skill and experience step by step and also obligation and responsibility at the same time.

1. Corporate Governance (cont'd)

5. Board of Directors' responsibilities: (cont'd)

5.8 Law, regulation, and rule

The company communicates to its directors, executives and employees to strictly follow law, regulation and rule of the company, and also monitor regularly. In 2014, the company was not incompatible with the law and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. And the company has no criminal case for fraud or offenses against morality/ethics of the company including none of non-executive directors is resigned due to the issues of corporate governance policy of the company.

2. Subcommittees

The company has 5 subcommittees detail as follows.

The Audit committee's and scope of duties

As of December 31, 2014, the company has the Audit Committee as follows.

1. Mrs. Boonperm	Jiamtiranat	The Chairman of the Audit Committee
2. Mr. Narong	Taychachaiwong	Member of the Audit Committee
3. Mr. Surachet	Suboonson	Member of the Audit Committee
4. Asst. Prof. Dr. Somchai	Supattarakul	Member of the Audit Committee

The Audit Committee's Secretary: Mrs. Angkana Intravichien

The Audit Committee is consisted of 3 members of the Audit Committee who have adequate knowledge and experiences to review credibility of the financial reports, who are Mrs. Boonperm Jiamtiranat as The Chairman of the Audit Committee, Mr. Surachet Suboonson as a member of the Audit Committee and Asst. Prof. Dr. Somchai Supattarakul as a member of the Audit Committee. The company indicates the committee background qualifications in the certificate and biography of the audit committee which already been submitted for SET. The Audit Committee of the company is independent director who is not executive director of the company. Therefore, there is no conflict of interest whether directly or indirectly including not participating in the administration. Thus, the Audit Committee can perform duty and comment freely.

The Audit Committee's scope of duties and responsibilities:

- (1) To review the company's financial reporting process to ensure that it is accurate and adequate
- (2) To review the company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit
- (3) To review the company's compliance with the law on securities and exchange, the Stock Exchange's regulations, and the laws relating to the company's business
- (4) To consider, select and nominate an independent person to be the company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year
- (5) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Stock Exchange's regulations, and are reasonable and for the highest benefit of the company
- (6) To prepare, and to disclose in the company's annual report, an audit committee's report which must be signed by the audit committee's chairman and to ensure that they are in compliance with the Stock Exchange's regulations
- (7) To perform any other act as assigned by the company's Board of Directors, with the approval of the audit committee

The Audit Committee shall hold office for a term of 2 years.

2. Subcommittees (cont'd)**The Audit Committee's scope of duties and responsibilities:** (cont'd)

In 2014, the company had a total of 6 meetings of the Audit Committee. The details of attendance are as follows.

		Number of attendance
1. Mrs. Boonperm	Jiamtiranat	6
2. Mr. Narong	Taychachaiwong	6
3. Mr. Surachet	Suboonson	6
4. Asst. Prof. Dr. Somchai	Supattarakul	6

* There are the meetings of the Audit Committee at least a meeting per quarter and special meeting properly. The meeting of the Audit Committee will join with the external auditors to verify the financial statements in each quarter. At the meeting of the Audit Committee in the first quarter of every year, it will be the meeting about the performance of internal audit and inform the Audit Committee about internal audit results of each year.

The Nomination committee's and scope of duties

As of December 31, 2014, the company has the Nomination Committee as follows:

1. Mr. Narong	Taychachaiwong	The Chairman of the Nomination Committee
2. Mrs. Boonperm	Jiamtiranat	Member of the Nomination Committee
3. Mr. Surachet	Suboonson	Member of the Nomination Committee
4. Asst. Prof. Dr. Somchai	Supattarakul	Member of the Nomination Committee
5. Mr. Sitti	Leelakasamelek	Member of the Nomination Committee

The persons holding the position of the Nomination Committee of the company are four independent directors and the Chairman of the Nomination Committee is independent director. Thus, the Nomination Committee can perform duty and comment freely.

The Nomination Committee's scope of duties and responsibilities:

- (1) To set the qualification requirements of directorial candidates in accordance with the balance of knowledge, experience and expertise, to consider independent directors, and devoting the time to board duties
- (2) To determine the selection process for candidates that best suites the company's unique characters. For example, the committee may proposed the current directors be reappointed, or inquire the directors to nominate suitable candidates
- (3) To select persons whose qualifications best meet the criteria prescribed by laws and regulations to the board and the board then considers the selected candidates in the notice of the shareholders' approval

The Nomination Committee may be assigned to nominate suitable candidates for the position of Chief Executive Officer or Managing director.

The Nomination Committee shall hold office for a term of 3 years.

In 2014, the company had a total of 2 meetings of the Nomination Committee. The details of attendance are as follows.

		Number of attendance
1. Mr. Narong	Taychachaiwong	2
2. Mrs. Boonperm	Jiamtiranat	2
3. Mr. Surachet	Suboonson	2
4. Asst. Prof. Dr. Somchai	Supattarakul	2
5. Mr. Sitti	Leelakasamelek	2

2. Subcommittees (cont'd)**The Nomination Committee's scope of duties and responsibilities:** (cont'd)**The Remuneration committee's and scope of duties**

As of December 31, 2014, the company has the Remuneration Committee as follows:

1. Mr. Surachet	Suboonson	The Chairman of the Remuneration Committee
2. Mrs. Boonperm	Jiamtiranat	Member of the Remuneration Committee
3. Mr. Narong	Taychachaiwong	Member of the Remuneration Committee
4. Asst. Prof. Dr. Somchai	Supattarakul	Member of the Remuneration Committee
5. Mr. Sitti	Leelakasamelark	Member of the Remuneration Committee

The persons holding the position of the Remuneration Committee of the company are four independent directors and the Chairman of the Remuneration Committee is independent director. Thus, the Remuneration Committee can perform duty and comment freely.

The Remuneration Committee's scope of duties and responsibilities:

- (1) Consider the forms of and criteria for the remuneration of directors and Chief Executive Officer. To construct an appropriate and fair remuneration package, the Committee should go through the following steps:
 - a. Review the forms and criteria of the existing remuneration package by referring to other remuneration packages of other companies in the same industry
 - b. Review each form of remuneration packages by considering the appropriate amount and proportion of each form. For instance, the remuneration may take in to account from performance and size of the company, including knowledge, capabilities and experience required from directors and Chief Executive Officer. The Remuneration to the Directors should be appropriated and sufficient enough that encourages the directors to limit the number of directorship in other companies, so that directors will have sufficient time to attend board meetings and perform their duties effectively
- (2) Establish the criteria for evaluating the performance of Chief Executive Officer and propose those criteria to the Board of Directors for approval
- (3) Determine the annual remuneration packages of Directors and Chief Executive Officer in accordance with established criteria, while the performance of the Chief Executive Officer is also part of the remuneration criteria, and then propose the established criteria to the Board of Directors for approval. For the Director's remuneration, the Board of Directors must propose to the Shareholder's meeting for considering and approval
- (4) If the company wishes to reward its directors and employees with ESOP, the committee should consider and determine how the term and conditions of the program will encourage directors and employees to devote themselves to create long-term value for shareholders and retain high quality personnel. However, the committee should ensure that directors and employees are not overpaid and the scheme is fair to shareholders

Moreover, according to SEC regulations, should any director or employee be entitled to more than 5% of the total securities being distributed, the committee has to consider to suitability of the program in this case and give approval.

The Remuneration Committee shall hold office for a term of 3 years.

In 2014, the company had a total of 2 meetings of the Remuneration Committee. The details of attendance are as follows.

Number of attendance		
1. Mr. Surachet	Suboonson	2
2. Mrs. Boonperm	Jiamtiranat	2
3. Mr. Narong	Taychachaiwong	2
4. Asst. Prof. Dr. Somchai	Supattarakul	2
5. Mr. Sitti	Leelakasamelark	2

2. Subcommittees (cont'd)**The Risk Management committee's and scope of duties**

As of December 31, 2014, the company has the Risk Management Committee as follows:

1. Asst. Prof. Dr. Somchai	Supattarakul	The Chairman of the Risk Management Committee
2. Mr. Narong	Taychachaiwong	Member of the Risk Management Committee
3. Miss Vasana	Thieansirisak*	Member of the Risk Management Committee

The persons holding the position of the Risk management Committee of the company are two independent directors and the Chairman of the Remuneration Committee is independent director. Thus, the Risk management Committee can perform duty and comment freely.

The Risk Management Committee's scope of duties and responsibilities:

- (1) Determine the overall risk management policy of the company for the Board of Directors approval
- (2) Determine guidelines and strategies of the risk management in consistency with risk management policy to maintain acceptable risk levels
- (3) Analyze and monitor risk factors, both external and internal including finance risks, operating risks, investment risks, business risks and external situation risks
- (4) Ensure the risk management policy to be fully communicated and acknowledged in the organization
- (5) Review the adequacy of the overall risk management policy as well as the system's effectiveness and the implementation of the prescribed policy
- (6) Support and enhance the risk management in consistency of the universal standard
- (7) Other issues as per the Board of Directors assigned

The Risk management Committee shall hold office for a term of 3 years.

In 2014, the company had a meeting of the Risk Management Committee. The details of attendance are as follows.

Number of attendance		
1. Asst. Prof. Dr. Somchai	Supattarakul	1
2. Mr. Narong	Taychachaiwong	1
3. Miss Vasana	Thieansirisak	1

The Corporate Governance committee's and scope of duties

As of December 31, 2014, the company has the Corporate Governance Committee as follows:

1. Mrs.Boonperm	Jiamtiranat	The Chairman of the Corporate Governance Committee
2. Mr. Surachet	Suboonson	Member of the Corporate Governance Committee
3. Miss Vasana	Thieansirisak	Member of the Corporate Governance Committee

The persons holding the position of the Corporate Governance Committee of the company are two independent directors and the Chairman of the Corporate Governance Committee is independent director. Thus, the Risk management Committee can perform duty and comment freely.

2. Subcommittees (cont'd)**The Corporate Governance Committee's scope of duties and responsibilities:**

- (1) Study and formulate the Corporate Governance Policy and the Code of Conduct within the law and regulations of up to date regulatory agencies, i.e. Securities and Exchange Commission Thailand as well as guidelines for good corporate governance consistent with the universal standards
- (2) Advise the Board of Directors and directors to practice appropriately and continuously in compliance with Corporate Governance Policy as expectation of shareholders and stakeholders
- (3) Review the Corporate Governance Policy and the Code of Conduct regularly to comply with universal standards as well as laws, regulations and recommends of internal corporate governance
- (4) Encourage the public announcement of the good Corporate Governance and participate the environmental and social responsibility
- (5) Follow up and evaluate the practice of the Board of Directors and directors in compliance with the Corporate Governance Policy yearly
- (6) Arrange the yearly evaluation report of Corporate Governance Policy as clause 5 and propose to the board of directors as well as give recommends as deemed appropriate
- (7) Other assignment as per the Board of Directors assigned

The Corporate Governance Committee shall hold office for a term of 3 years.

In 2014, the company had a total of 2 meetings of the Corporate Governance Committee. The details of attendance are as follows.

		Number of attendance
1. Mrs.Boonperm	Jiamtiranat	2
2. Mr. Surachet	Suboonson	2
3. Miss Vasana	Thieansirisak	2

3. Nomination of the Board of Directors and Remuneration

Independent Director means a person who is fully qualified and independent as requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission. These are as follows.

- holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- neither being nor used to be an executive director, employee, staff, advisor who receive salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office.
- not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company.
- neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office.
- The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three% or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;
- neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
- neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
- not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
- not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

3. Nomination of the Board of Directors and Remuneration (cont'd)

Nomination of the Board of Directors

The nomination of the Board of Directors will be approved by the shareholder's meeting. The Nomination Committee will consider and determine the qualifications of directorial candidates that best suits with the company and propose the candidates to the company's directors. The company's directors will propose the candidates in the Shareholders' meeting for elect the Board of Directors via the following manners:

- (1) In every Annual General Shareholder's meeting, one-third of the total number of directors will complete their term, if number of directors is not divisible by one-third, the closest number is acceptable. A drawing process is used to determine who will end their term in the first and second year after the registration of the company. For the following year, directors who have served the longest period will resign. The resigning directors could be selected again and could therefore return to their positions as the director.
- (2) In other case of clause 1, whenever there is a vacancy for the position of director, the resolution of the Board of Directors not less than three-fourths of the remaining directors can select a person who meets all the relevant qualifications and who abides by the public limited company regulations as a replacement director in the next Board of Directors' meeting, except in case when the remaining term of service is less than two month, a replacement director's term is limited to the remaining term of the director he is replacing.
- (3) The shareholders' meeting will elect the Board of Directors via the following manners:
 - Each shareholder shall have a number of votes equal to the number of shares held.
 - Each shareholder shall use his entire vote as prescribed in previous clause to nominate one, or several persons as director but the shareholder cannot allot his votes to any person in any number.
 - The candidates with the highest vote, ranked in descending order shall be appointed as directors until all of the director positions are filled. In case of a tie vote, the Chairman of the meeting shall have an additional casting vote.

Regard of the company's articles of association, the shareholders' meeting may pass a resolution removing any of directors prior to the expiration of the director's term office, by the vote of not less than three quarters of the number of shareholders attending the meeting, having the right to vote with the share held in total not less than half of the total shares held by the shareholders attending the meeting and having the right to vote.

To comply with good corporate governance practice and to portray equitable and fairness treatment of all shareholders, the company provides the opportunity for all shareholders to propose candidate to be nominated as the director prior to the Annual General Shareholders' Meeting. To consider, scrutinize, and select the qualified candidate to be nominated as the director and able to perform duty effectively for the company's maximum benefit, the company specified details and criteria announced on company's website www.noblehome.com

Criteria and qualification of the candidate of the Board of Directors

The Nomination Committee determines the qualifications of directorial candidates to ensure the transparency and adhere to the good corporate governance policy. The criteria for consideration are as follows.

1. Considering the appropriateness of knowledge, ability, experience in administration and personality of the candidate of the Board of Director in various fields which are as follows.
 - Integrity and Accountability
 - Informed Judgment
 - The maturity and stability. Being a good listener and courageous to comment differently and independently.
 - Adhering to the principles and standards like a professional
2. Considering the specific knowledge and expertise that is required for the Board of Director. So the Board of Director can determine the strategy, policy and regulate to comply with strategies effectively, such as knowledge of the company's business (Industry Knowledge), strategy and vision (Strategic Planning), risk management, and knowledge of Accounting and Finance (Accounting and Finance) and so on.
3. Considering the independence of each director to determine whether the independent director is eligible to be an independent director or not.

3. Nomination of the Board of Directors and Remuneration (cont'd)

Criteria and qualification of the candidate of the Board of Directors (cont'd)

4. Considering the readiness to fully devote time to duty as the Director of the company.
In addition, the person who has been nominated to be elected as directors must be qualified and not disqualified as follows.

- Qualified and not prohibited by a public limited company Law, Securities and Exchange law, other related laws and the company's good corporate governance policy
- No conflict of interest and not engage in any business which has the same nature and in competition with the business of the company. Not be a partner in a partnership, unlimited liability partner in a limited partnership, a director of a private company or any other company which has the same nature and in competition with the business of the company. Whether they do it for their benefit or benefit of others.

4. Monitoring the business operations of subsidiaries and associated companies

The company is responsible for the supervision and control of the administration of various subsidiaries and associated companies under proportion of company's shares in each company. The company sent a representative and a director of the company to be a director of subsidiaries and associated companies to manage and control the operations of the subsidiaries and associated companies. They are responsible for making policy and managing major business operations including appropriate arranging the transaction, the acquisition or disposition of significant assets.

5. Monitoring the utilization of internal information

The company set the policy to avoid the abuse of the company's internal information for personal benefit including engaging in any transaction of the company shares within one month before the financial statements are disclosed to the public, that may affect the securities' trading prices, as follows

- The company prohibits directors and executives including their spouses and dependents from abusing the unpublicized internal information for their personal benefits,
- The Board of Directors and executives have the duty to submit the report on any changed regarding their securities holding to the company, SET and SEC. The company also informed its executives of their duties and obligations in preparing such report and disclosure of securities holding, including the stipulations on penalties in Article 275 of the Securities and Exchange Act B.E.2535 (A.D.1992), which are maximum THB 500,000 fine and maximum THB 10,000 fine per day until the report in question has been filed. They must as well report same matter to the company in the same day.
- The executives will be punished if they use the internal information for their personal benefits.
- According to Article 59 of the Securities and Exchange Act B.E.2535 (A.D.1992), the executives must report any change regarding their securities holding, SET and SEC. They must as well report same matter to the company in the same day.

The company has established a policy in business ethics by prohibiting directors and executives of the company to use inside information for personal benefit including for securities trading especially within a month before the financial statements are published to the public. In addition, the regulations of the company determine that "Informing the business of the company or technic including financial and marketing information and others to any third party without permission from an authorized personnel of the company is strictly prohibited" The company has disclosed this regulations through the company's Intranet so that the Board of Directors, management and employees are aware of and follow strictly. If there is an infringement or fail to comply with the company, it is considered a serious offense and it is imposed sanctions.

In 2014, the directors and executive officers precisely followed the trading rules of the Stock Exchange and the company is not complained about the infringement rights of the shareholders or the offense of directors and management about the insider trading of the company's securities. This demonstrates the performance of the company in taking care of this matter.

6. Remunerations for External Auditor Audit Fee

6.1 Audit Fee

In 2014, the company and its subsidiaries paid the audit fee totaling Baht 3,312,000 and out of pocket expenses totaling Baht 55,640 to the company's external auditor, PricewaterhouseCoopers ABAS Ltd.

6.2 Non-Audit Fee

In 2014, the company and its subsidiaries have a commitment to pay for the uncompleted services, which are legal and tax matters service fee, to PricewaterhouseCoopers ABAS Ltd., totaling Baht 40,000.

7. Compliance with good corporate governance policy in other matters

The company has adopted a good governance policy and emphasized on the transparency of business operations to gain the confidence of shareholders, investors and stakeholders. The principles are as follows:

1. Treats Shareholders and stakeholders equally and fairly.
2. The Board of Directors dedicates to perform duties with deliberateness and transparency to maximize the benefits of the organization, shareholders, investors and stakeholders.
3. Assigns a code of conduct to guide the operations of the Board of Directors, management and employees in accordance with good corporate governance policy.

Corporate Social Responsibilities

Noble Development Public Company Limited puts emphasis on doing real estate development business in conjunction with the principles of social and environmental responsibility to build a sustainable society. The Board of Directors integrates the social and environmental policies into corporate governance policies and business ethics and announces to the public. This includes the monitoring of compliance with such policies strictly.

Responsibility to society

Being the Company of Thailand, the company realizes that even if profit seeking is a business goal, the Company makes profits truly based on fair, noninterference and responsibility to society. The Company provides social policies to be a framework for social work as follows.

1. Support and encourage the management and employees at all levels to have a responsibility to society by strictly adhering to the policies and regulations of social care.
2. Understand and communicate with society about the operation of the company, community and social responsibilities without concealing facts that can be disclosed.
3. Maintain a good living environment for every project by setting up the unit to be responsible for managing this issue.
4. Create valuable activities in regular basis to return a goodwill back to people and society
5. Encourage the management and employees at all levels to aware of community and social responsibilities in regular basis.
6. The Company integrity is the main priority without taking an advantage of people and society, the Company provides the effective system or channel for people to comment or file their complain regarding quality of product and service, or any kind of unlawfully action through the Company's website: www.noblehome.com

In addition, the Company is also carrying out the following social responsible activities

- The Company has created the new community namely "Noble ID" to bring a whole new experience and share a good thing to Noble ID member. This offer is not limited to Noble Development client, general public can participate this fun activities without any fee. One can follow up through the website: www.nobleid.com
- The Company supports and encourages management and employee of the Company to create the activities to improve society and environment regularly. One who interested in participation can follow up through the website: www.nobleid.com
- The company had continuously supported and encouraged social responsible activities. In 2014, the social responsible activities, which are implemented by the Company, are Project: "Noble Creative Urban Design Workshop" Since 2013, the Company has continued to give opportunity to university student in design program to work with the Company to modify the parking spot of motorbike taxi terminal in Ari area to create more lively area. The donation project, we donated used desk calendars to the Foundation for the blind in Thailand under the Royal patronage of H.M. the Queen to produce Braille language cards, teaching and learning materials for the blinds. Project: "Big thing sharing 4th time", we sold some furniture, electronic, decoration for house, and gave all our income for scholarship to student in Yuwabadhana Foundation. All the activities in 2014, the Company has been publicized through the company's website, www.noblehome.com

Responsibilities to environment

The Company is aware of the importance of participation in the environment conservation. Therefore the environmental policies are provided to be a framework for all of the Company's operations as follows:

1. Strictly being the law-abiding business unit, understand the good intention of and conform to law governing real estate sector for example, The Enhancement and Conservation of National Environmental Quality Act, Land Code Act, Condominium Act, and other related law for the sake of customer, home buyer, and environment.
2. Promote the conservation of the environment and conduct the applicable procedures. The Company emphasizes the implementation of the environmental policies such as the selection of a contractor which uses environmental management system, such as ISO14000 and ISO14001, the provision of an assessment of the environmental risk, safety and health in all of the housing construction projects and monitoring and evaluating the environmental management system on a regular basis to improve and develop.
3. Provide education and training in environmental issues for the employees as defined in the policy. Giving the knowledge and awareness to management and employees including new employees on environmental conservation, energy savings. They are also encouraged to make a best effort to reduce the impacts of climate change and global warming as well.

Responsibilities to environment (cont'd)

4. Encourage to use natural resource efficiently and support the energy preserving project. The company specifically creates the perfect combination of living space, energy saving and environmental friendly. The design mainly relies on the raw materials that can alleviate the heat from building.
5. Giving knowledge and create awareness to management and employees in environmental issue and energy preservation. With its best effort and most possible way to reduce global warming
6. Encourage management and employee to be aware of effective and efficient allocation of resources to make it last long and reach it highest potential

In addition, the Company also provides a variety of activities to promote and support the sustainable environmental development.

The Company realizes the participation of environmental conservation and reduces energy consumption. The environmental consciousness of the Company can be categorized by using variety of projects as follows

Single detached houses and townhouses projects

The following projects are all under natural concept to protect environment:

- Noble Tara Ekamai - Rama 9 / Noble Tara Ngamwongwan/ Noble Tara Pattanakarn / Noble Tara Ngamwongwan 2; the concept of the project to bring peace of recreation with tall fences covered by floras surrounding the project to maximize the enjoyment from nature. The Noble's differentiated concept of C-shape housing keeps every corner of the house close to nature surrounding.
- Noble Wana Pinklao / Noble Wana Watcharapol Project/ Noble Ana Wana Pinklao Project; the concept of "resort at home", this is a place to take a rest with nature everyday. Every living space links with nature, no exception for bathroom whose one side is open to green garden through a floor-to-ceiling glass window.
- Noble Geo Watcharapol / Noble Geo Rama 5 Project, Noble Geo is designed under the Planning & Function concept to enable free-style arrangement of furniture. The beautiful natural landscape lawns and gardens can be accessible from every angle of the house.
- Noble Cube Project: The townhouse project in the city center for more private living space with designed to magnify the sight with wide mirror. Noble Cube divides useable area by life style. The project is located in the center of business area.

Condominium projects

The appreciation of energy conservation and reducing global warming simply reflect in condominium projects of the Company, under the concept of "Crash-pads". The projects are located in downtown close to business area and transportation network, therefore increase happiness and no time and energy wasted to commute. The following projects are all built close to BTS station:

- Real Chaengwattana Project: The project located at the best location on Chaengwattana Road. The units are fully furnished with distinct designs under the concept "Unexpected Life" The project is next to the future Srirat Station on MRT's Pink Line between Khae rai and Min buri and only 450 meters from the access ramp to the Srirat Expressway.
- Noble Recole Sukhumvit 19 Project: 28-storey condominium in the heart of the city under the concept "Explore limitlessly" with unlimited possibilities of discovering new things and going everywhere you desired. The project is on the best location adjacent to MRT Sukhumvit station and BTS Asoke station.
- Noble Revo Silom Project: The condominium under concept" A new, budding branch of life that lets you design your lifestyle from an infinity of options, located at the heights interest where silom meets sathorn, closed to Surasak BTS just only 160 meters, and not far from express way.
- Noble Revolve Ratchada and Noble Revolve Ratchada2: the condominium with "Revolve living" life style in every life function on Ratchadapisek road, just only 80 metres from cultural centre MRT station.
- Noble Revolve Aree Project: This project is located at the entrance of Soi Aree 1, closed to Aree BTS station.

Responsibilities to environment (cont'd)Condominium projects (cont'd)

- Noble Ploenchit Project: Condominium 51-storey height nestled among 4 rais of lush and serene garden in Ploenchit metropolitan at the heart of Bangkok's business district. With the concept of Vertical Garden City, the resident can inhale with fresh air.
- Noble Remix2 Project: Condominium 11-storey height with the slogan "Walk above it all" at Noble Remix 2. The Project is located on Soi Sukhumvit 36, with ideally located for easy access to Thonglor Station by skylink between the station and the building.
- Noble Revent Project: The Project is closed to Phayathai BTS station and airport link station, in the center of Bangkok surrounding by educational institutions and prime business areas.
- Noble Refine Project: the Condominium is located in Sukhumvit Soi 26, embedded in the very inside of its own premise away from the entrance encourage the ultimate peace and privacy. The panoramic greenery tree line delicately placed on the drive way special treating in and out traffic a touch of green nature.

Beside of the above projects, the Company has many other projects closed to BTS station, such as Noble Remix Project, Noble Reflex Project, Noble Reveal Project, Noble Reform Project, Noble ReD Project, and Noble Lite Project.

The Company realizes that the sustainable coexistence is needed to be implemented as a sequence of correlation from large to tiny. Each level has its own mechanism, which is consistent with the natural mechanisms, to preserve the natural equilibrium by using natural as a role model to integrate both horizontally and vertically. So the Company brings this idea to design a green building and also clearly integrates with the appropriate technology and concept design, namely Passive Design. Green building is the application of appropriate technology that helps to derive benefits from the natural environment, which consists of three major components, including the relevance of weather, cozy living and uses of natural energy. The design principles are as follows.

- The design of energy efficiency and green spaces.
- The selection of low-power construction materials.
- The usage of the Modular system to minimize waste materials
- The control of pollution that building may be released.
- The management of water usage, wastewater treatment system, drainage and effectively flood protection.
- The preservation of the ecology of the area.
- The design is focused on the residents' comfort from outdoor green space.
- The safety and health of the residents.

In addition to the housing design concept which is in accordance with the nature concept and the condominium construction along the public transportation route which is the environmental conservation and reduces global warming, the Company also selects the products that can truly save energy to install in all of the residential projects. In order to prevent and reduce pollution caused by the housing such as air pollution, water pollution, the Company installs wastewater treatment system to every house and condo projects including plants garden and trees in the project which make it shady and pleasant.

The concept that reflects the intention of creativity to offer the value-add innovation can respond to customer's needs and lifestyle in accordance with environmental conservation and energy saving. The Company can seamlessly operate business in conjunction with social and environmental responsibility which leads to sustainable development.

For more information please visit the Company's website: www.noblehome.com

Internal Control and Risk Management

The company's Board of Directors has set up the audit committee who are independent directors to review quality of internal control which in turn secure the company's assets and best interest of shareholders constant. The internal audit unit is endeavoring to control and diagnose all business operations for its own excellence. The noteworthy issue will be deliberately fixed, especially the issue that relates to risk management and connected transaction that can lead to conflict of interest.

The scope of internal audit can be divided into 3 workflows: construction, sales, and ownership transfer. Above all, the internal audit must ensure that every workflow correspond with law and good corporate governance. The internal control must be adequate, appropriate and effective. The internal control including, the assessment of policies, procedures, job allocations and submitting the useful report to management in timely manner.

The Board of Directors' Meeting No. 2/2015 held on February 24, 2015, the all four of Audit Committee attended the meeting. The Board of Directors evaluated the company's internal control for 2014 using the evaluation of the adequacy of the company's internal control. A summary is as follows:

1. Internal control

The company recognizes the importance of the business with honesty, integrity and ethics. The Board of Directors and the management define policies and practices relating to code of conduct in writing. In order that the committee, the management and all employees understand the company's code of conduct using in the business and practices. The policies set out in the code of conduct including conflict of interest policy, policy and guideline of anti-corruption and whistle blowing policy, etc. The management and all employees are informed about policies. In addition, the company provides a process of monitoring and evaluation of the compliance with the code of conduct by the Internal Audit. This includes processes that can detect the violation and can punish or deal with the contravention within a reasonable time.

The Board of Directors defines and assigns roles and responsibilities of the Board of Directors, Subcommittee, Executive Committee and Managing Director distinctly, oversees the determination of the obvious and measurable business objectives and oversees roles of the Board of Directors and the management in accordance with the law, charter, which covers the role of the Audit Committee, the Board of Directors consist of independent directors who have knowledge about company business, expertise, reliability and independence in the performance of duties, for instance, no business relationship with the company. Moreover, the Board of Directors also oversees the development and implementation of Internal Control and its surrounding, Risk assessment, Activities control, Information system and communication and Monitoring system.

The management defines the structure of organization that supports the objectives of the company. It is appropriately considered for both business and law and included the provision of effective internal control. The internal audit department reports directly to the Audit Committee. In addition, the management defines a reporting line of suitability about authority, responsibility and communication.

The company has policies and procedures to acquire, develop and retain staffs with the appropriate skills. There are performance evaluation processes, solution or preparation for the lack of proficient personnel in a timely manner and the acquisition process, develop and retain all executives and employees.

The Board of Directors and the management provide process and communication to make all staffs to be responsible for internal control. This includes determining a performance evaluation, creating proper incentives, evaluating the motivation and reward continuously and emphasizing on the link of the success of the duty in compliance with the internal control system. And also provide the operation revision if necessary. Including does not create excessive pressure on the performance of individual employees.

2. Risk management

The company has clearly defined objectives of the organization to identify and assess the risks related to achieve the objectives and establish the risk management committee. The risk management committee approves and informs risk management policy to the management and all employees to know and comply with the policy. The company consents with the accredited accounting standards which is suitable for business and discloses complete and accurate data. The company determines the essence of the financial statement considering the important factors, such as, users of financial statement, the size of items and business trends. These make financial statement of the company completely reflect the operational activities of the company.

The company has identified the risks that may affect the enterprise, business units and departments and analyze all kinds of risks that may result from both the internal and external factors. These include the risk of strategy, operation, report, compliances and information technology and the management at all levels involved with risk management. The company assesses the important of the risks by considering the chance of events and consequences that may occur along with the measures and action plans to manage risk, for example, Acceptance, Reduction, Avoidance or Sharing. Moreover, the company considers and assesses the probability of fraud which covers corruption in different forms, such as, the preparation of fraud financial statement, the corruption, changes on the important data and the acquisition or use of the property without right. Nevertheless, the objectives are reviewed carefully by considering the possibility of the objectives as well as determining rational incentives or compensation that discourage employees to act inappropriately.

2. Risk management (cont'd)

Furthermore, the company has evaluated the change in external factors, business model and corporate leaders that may affect the business, internal controls and financial statement and prepared measures to respond to the changes adequately.

3. Activities control

The company's control measures are appropriate to the risks and characteristics of the organization. The internal control measures are given in writing which cover all procedures appropriately, such as, policies and procedures relating to financial transactions, etc., and configure a variety of appropriate internal control measures, for instance, protection and monitoring, etc. The company determines the internal control at all levels of the organization and divides the duty of approval, recording transaction, information and assets management independently in order to balance and examine properly. In addition, the company also suitably set infrastructure control, the acquisition process, development and maintenance of the technology as well as security control.

The company's policy is tightened to monitor the transactions of shareholders, directors, managements or persons related to such person to comply with the approval procedures, such as, company's regulations, the rules of the Stock Exchange of Thailand, etc. Besides, the approval of transactions must be done by persons who have no interest in the transactions, be the best interests of the company and treat as the transactions with the third parties (at arms' length basis).

In addition, the company regularly monitors the operations of its subsidiaries and associated companies and assigns guidelines to company's delegates who are appointed to be directors or managements to implement.

4. Information system and communication

The company determines information to be used in the operation from within and outside the organization which are efficient and relevant to the jobs and considered the costs and benefits including the amount and accuracy of information. The company provides adequate information to the Board of Directors to assist the decision making and manage that the Board of Directors will receive notice of the meeting or supplementary documents which includes the necessary and adequate information for consideration before the meeting at least within the minimum period indicated by law. The minutes of meeting will be totally recorded to be able to trace back to the appropriateness of the performance of each individual.

The company's accounting-related documents are well organized and completely being stored. Never have any complaints from auditor in this internal control. And the accounting policy using are comply with generally accepted accounting principles and suitable for the business type.

The company has effective communication processes between internal and stakeholders outside the organization with a proper channel of communication to support the internal control. The important information is reported to the Board of Directors regularly and the Board of Directors can always access to necessary information for the operation or review various transactions as required. In accordance with the complaints of misconduct, the company has provided a channel of communication to all groups of stakeholders both inside and outside to report information or clues about the scam, fraud within the company, Unethical or other irregular actions that may cause damage to the company through the Website. Upon receiving the complaint, the company's the complaint agency will handle the complaint within a reasonable period of time. This company has a procedure to protect the whistleblower safety as well.

5. Monitoring system

The company oversees the operation compared to objective of business. In case of discrepancy, the company will take necessary step to overcome the obstacle and analyze the cause of failure in order to prevent the future failure. The company provides procedures to monitor compliance with the code of conduct and prohibits the management and employees to behave in a manner that may cause a conflict of interest. Similarly, the internal control will be regularly examined its effectiveness. This includes a process of monitoring and evaluation of internal control by the Internal Audit. In case of error is detected, the Board of Directors and Audit Committee must be informed. The management is entitled to report fraud, illegal activities, and other violations that may significantly affect the reputation and financial status of the company, to the Board of Directors.

Based on the evaluation of internal control of the company in five components which are Internal control, Risk management, Activities control, Information system and communication and monitoring system, the Board of Director considers that internal control of the company is appropriate and the company provides adequate personnel to implement the internal control effectively. The internal control system also sufficiently monitors the operations of its subsidiaries to protect the assets of the company and subsidiaries from the directors or the management to use improperly or without authority including transactions with persons who may have conflicts of interest and related parties. For other internal control topics, the Board of Director agrees that the Company has adequate internal controls as well.

Currently, the head of Internal Audit of the company is Ms. Narissara Pengsopa. She graduated with a Bachelor of Arts (Accounting), Thammasat University and a Master of Business Administration, Ramkhamheang University. She has experienced in performing the external audit at famous audit firm for not less than 5 years. Nowadays, she has been Assistant Vice President Internal Audit of the company for more than 7 years. In 2014, head of Internal Audit have attended the courses related to internal audit operation which are the 2014 annual seminar "Emerging Identity Of Internal Audit " and CAE Forum 2014 "Internal Audit's Role in Anti - Corruption", organized by the institute of Internal Auditors of Thailand, the seminar "IOD Company Secretary Forum 2014: Strengthening Anti - Corruption Practice in Your Boardroom" organized by Thai Institute of Directors Association: IOD. In addition, she also attended several seminars on Corporate Social Responsibility Report (CSR Report), such as, "Guidelines for disclosure The Corporate Social Responsibility (CSR) as 56-1 Form organized by Thaipat Institute, the Foundation for Thailand rural reconstruction under the Royal patronage of H.M. the King and the Securities and Exchange Commission (SEC), course "Workshop: Sustainability Risk & Material Analysis", Course "Workshop: CSR Evaluation & Knowledge Management", Course "Workshop: Workplace Quality & Human Rights" organized by Corporate Social Responsibility Institute, the Stock Exchange of Thailand and the seminar "CSR Thailand Conference 2014" and Sustainability Report Award Ceremony organized by Thai Listed Companies Association, etc. Moreover, the head of internal audit excellently comprehend the activities and operations of the company.

The head of Internal Audit, Ms. Narissara Pengsopa, is well-qualified to perform such duties which have been approved by the Audit Committee because of the independence and experienced in working in both external audit and internal audit of the company. Besides, she had been trained in internal audit courses and other related courses. In order to consider and approve, appoint, dismissal or transfer the head of the internal audit of the company, it must be approved by the Audit Committee.

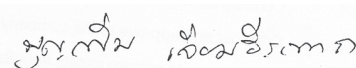
The Audit Committee's Report

The Audit Committee of Noble Development Public Company Limited comprises of 4 independent directors. The chairman of the Audit Committee is Mrs. Boonperm Jiamtiranat and members of the Committee are Mr. Narong Taychachaiwong, Mr. Surachet Suboonson and Asst. Prof. Dr. Somchai Supattarakul. The 4 independent directors are neither involved with management nor hired by Company. The chairman of the Audit Committee and two of the independent directors has knowledge and experiences in accounting field.

The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Director to ensure that the Company has established appropriate and effective internal control system and internal audit system and review that the Company abides by the law and the regulations of the Stock Exchange of Thailand or any relevant laws governing the Company's business. In 2014, the Audit Committee held 6 meetings and 1 meeting in 2015, adding together 7 meetings until the day of issued report to review and regulate the operations in accordance with assigned scope of duties and responsibilities and report to the Board of Directors. The details can be summarized as follows:

- 1) **Review of quarterly and annual financial statements:** The meetings with the Company's auditor, PricewaterhouseCoopers ABAS Ltd, were held in order to acknowledge the matters and exchange opinions, to evaluate the quality and accuracy of the 2014 quarterly and annual Financial Statements prepared by the Management, and also to assess the adequacy of disclosure in financial statement information. In conclusion, the Audit Committee agreed with the Company's auditor that the financial statement per se present fairly in all material respects in accordance with generally accepted accounting principles.
- 2) **Review of internal audit assessment:** The Audit Committee reviewed the internal control system to evaluate the efficiency, adequacy, and appropriateness of the Company's internal control system, which could affect the reliability and accuracy of the financial statements. The meetings with the internal audit team were also held to acknowledge the result of the Company's internal control system, as well as suggestions to improve the Company's internal control system to be sufficient and more efficient and to comply with the announcement of SEC and SET. The Audit Committee agreed with the Company's auditor that the Company had a decent internal audit system as well as internal control for subsidiaries both adequate and effective.
- 3) **Review of rules and regulation conformity:** The Audit Committee had verified the Company's compliance with the Securities and Exchange Act of the Stock Exchange of Thailand, and also laws, rules, and regulations related to the Company's operation. Significantly, no violation of related law, rules and regulation were found.
- 4) **Review of risk management:** The Audit Committee reviewed and revised the connection between internal audit and risk management from all of the Company's operations, including the re-assessment of policy risk, risk management, risk management framework, and the progress of risk management. The Audit Committee concluded that the Company had efficiency and effective risk management and constantly adjustment to the changing situation.
- 5) **Review of connected transactions:** The Audit Committee reviewed and revised the Company's disclosure of connected transactions or conflict of interest transactions. According to rules and regulations set by SET and SEC, The Audit Committee found that the Company's financial statement disclosure of that transactions were adequately and suitable.
- 6) **Review of related party transactions:** The Audit Committee reviewed and revised the Company's disclosure of related party transactions. According to rules and regulations set by SEC, The Audit Committee found that the Company's financial statement disclosure of that transactions were adequately and suitable.
- 7) **Reappointment of external auditor:** The Audit Committee considered and proposed to reappoint PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for another year in 2015. The auditor reappointment and auditing fee would be considered and proposed to the Board of Directors and afterward it would be proposed to the 2015 Annual General Shareholders' Meeting.

From the acts of auditing independently and thoroughly within the appointed scopes and responsibilities, the Audit Committee concluded that the Company had an sufficient and efficient internal control system that was appropriate to the Company's operation and no significant transaction or situation related to internal control system that could become significant weakness which might affect the Company's financial status and operating performance. The Company's financial statements were disclosed adequately and properly regarding related transactions and conflict of interest transactions. In addition, the Audit Committee found no situation that the Company operated against the laws, rules and regulations significantly. Furthermore, the Company's operation and good governance framework worked together in a perfect harmony making the operation itself better and fit to the business environment.



Mrs. Boonperm Jiamtiranat
Chairman of the Audit Committee
February 24, 2015

Connected Transaction

In 2014, The Company has connected transaction with subsidiaries and conflict of interest person and disclosed these subjects in the notes no.11 and no.15 of consolidated and Company financial statements as of December 31, 2014.

As of December 31, 2014, the Company declares short term loans to and interest receivable from subsidiaries in the amount of 840.62 Million Baht details are as follows:

	Share Holding %	Loans	Adjustment	Accrued Interest	Other A/R	Allowance for Doubtful
Continental City Company Limited	100%	800.00	800.00	22.56	-	-
S&P Property Management Company Limited	100%	13.08	-	4.99	-	18.07
Total		813.08	800.00	27.55	-	18.07

Unit : Million Baht

The Relationships between the Company and related companies as follow:

	Relationship with the Company
Continental City Company Limited	<ul style="list-style-type: none"> A subsidiary company which the Company holds 100% of shares. The Director of the Company (Mr. Kitti Thanakitamnuy, Mr. Sitti Leelakasamelek, Miss Vasana Thieansirisak, Mrs. Boonperm Jiamtiranat, Mr. Narong Taychachaiwong, Mr. Surachet Suboonson and Asst. Prof. Dr. Somchai Supattarakul) are the director of Continental City Company Limited
S&P Property Management Company Limited	<ul style="list-style-type: none"> A subsidiary company which the Company holds 100% of shares. The Director of the Company (Mr. Kitti Thanakitamnuy, Mr. Sitti Leelakasamelek, Miss Vasana Thieansirisak, Mrs. Boonperm Jiamtiranat, Mr. Narong Taychachaiwong, Mr. Surachet Suboonson and Asst. Prof. Dr. Somchai Supattarakul) are the director of S&P Property Management Company Limited

The above loans are aimed to help subsidiaries in developing projects and business expansion as well as to boost up their liquidation. They are necessary and reasonably considering the Company's group wide benefits. In 2014, Continental City Company Limited has launched Noble Recole and Real Chaengwattana. In order that, the Company charges an interest at the rate not lower than that of the market standard and closely monitor the subsidiaries' repayments.

In meeting no. 1/2015 on February 24, 2015, the Audit Committee endorsed 2014 annual financial statement which covers information disclosure in the Notes to the Consolidated and Company Financial Statement by it certified public accountant. The committee found that the financial statement was adequately accurate and in accordance with generally accepted accounting principles as well as its connected transactions which were suitable and purposely for normal business use.

In the future, the following connected transaction between the Company or subsidiaries and director or executives or related person can be approved by the management and doesn't require the approval of the Board of Directors or Shareholder's meeting resolution, regarding the rules and regulations of SET and SEC.

- 1) Ordinary transaction whose business term and condition is done in normal practice and would have been the same with the otherwise general counter party, without negotiation power from director, executive, or related person.
- 2) The transaction has been done under the rights of employee, given that rights are not a special treat for particular person.

Regarding the policy toward connected transaction and conflicted of interest person, it has been done strictly under the rules and regulations of SET and SEC. In addition, price, compensation, and fee of connected transactions are determined based on market price with the intention that the transaction will be fair and best interest of the Company.

In case there were doubtful items in connected transactions which require opinions from a specialist, the Company would arrange one for its Audit Committee, either a specialist or its certified accountant, in order to fulfill its need as necessary. Then, the feedback would be part of the decision making by the Board of Directors or the shareholders depending on the situation and the Company will disclose related information in the Notes to the Consolidated and Company Financial Statement.

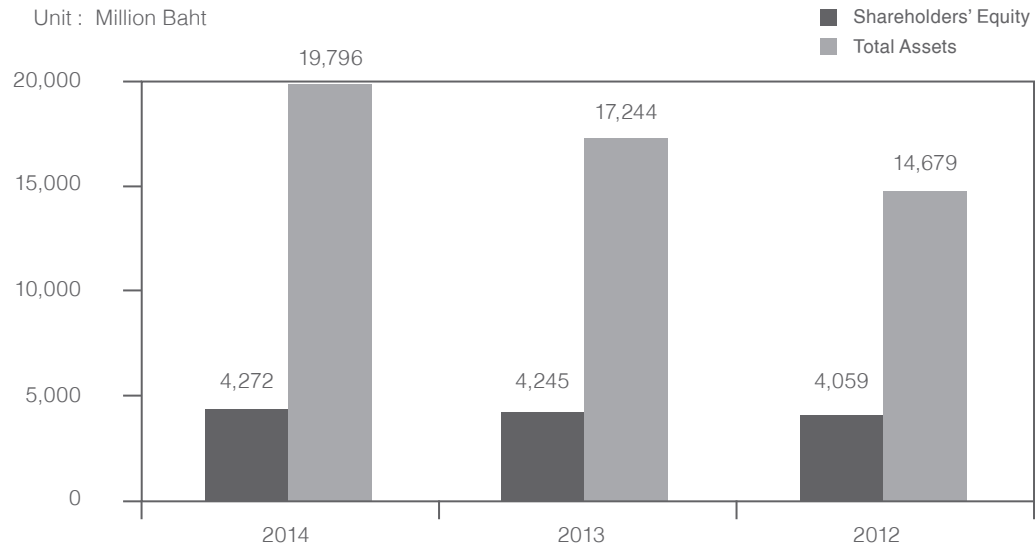
Financial Highlights

Unit : THB Million

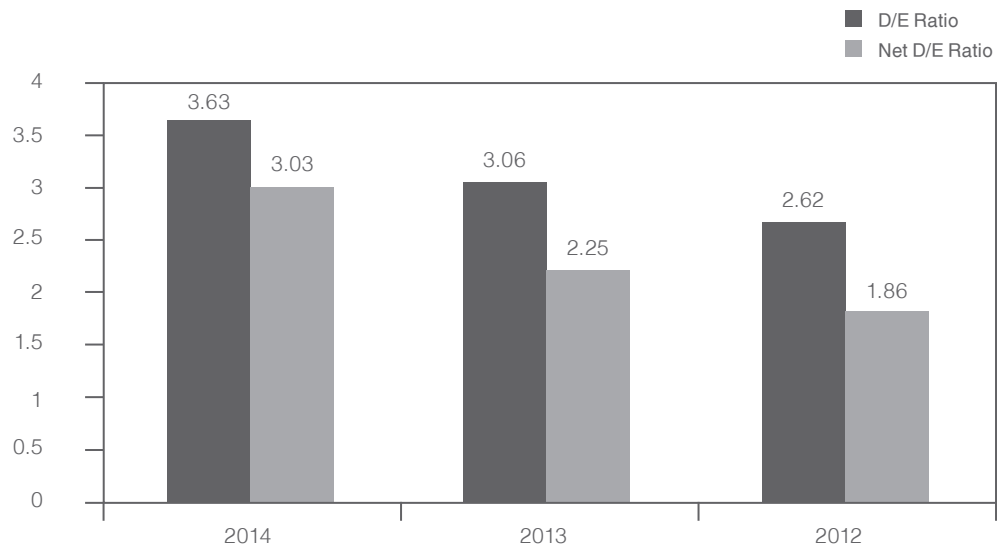
	2014	2013	2012
Operating Performance			
Revenue from Real Estate Development Business	2,205	3,017	2,478
Revenue from Rental and Services	72	67	81
Total Revenues	2,358	3,215	2,656
Gross Profit from Real Estate Development Business	910	1,218	989
Revenue from Rental and Services	11	(17)	(8)
Net Profit	163	323	325
Financial Status			
Total Assets	19,796	17,244	14,679
Total Liabilities	15,524	12,999	10,621
Issued and Paid-up Share Capital	1,369	1,369	1,369
Shareholders' Equity	4,272	4,245	4,059
Financial Ratio			
Gross Profit Margin from Real Estate Development Business	41.30	40.37	39.90
Gross Profit Margin from Rental and Services	15.84	(25.22)	(9.86)
Net Profit Margin	6.92	10.05	12.23
Return on Assets	0.88	2.02	2.38
Return on Equity	3.83	7.78	8.19
Debt to Equity Ratio	3.63	3.06	2.62
Net Debt to Equity Ratio	3.03	2.25	1.86
Net Interest-Bearing Debt Ratio	2.07	1.50	1.16
Book Value per Share (Baht)	9.36	9.30	8.89
Earning per Share (Baht)	0.36	0.71	0.71

Charts of Operating Performance

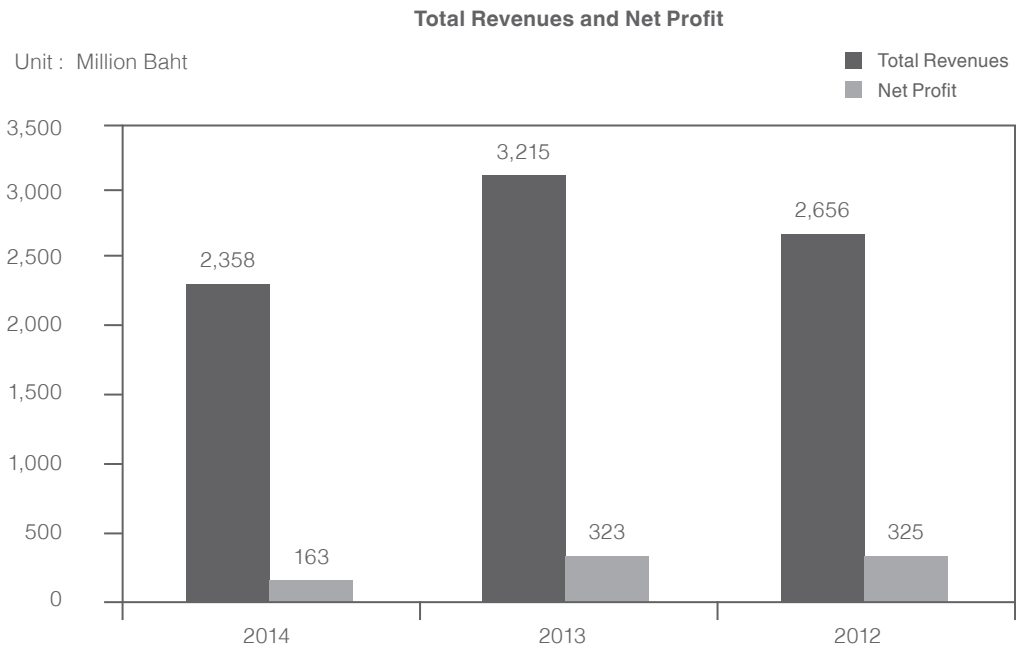
Total Assets and Shareholders' Equity



Debt and Net Debt to Equity Ratio



Charts of Operating Performance (cont'd)

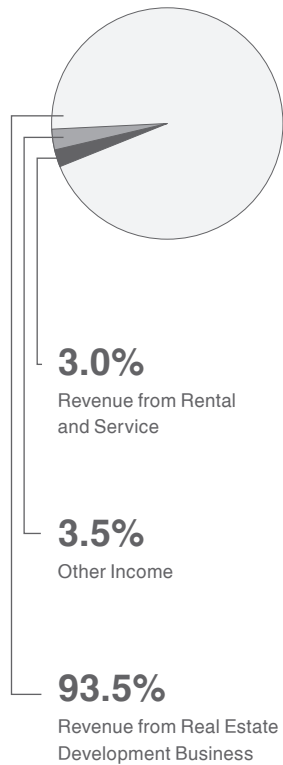


Charts of Revenue Structure

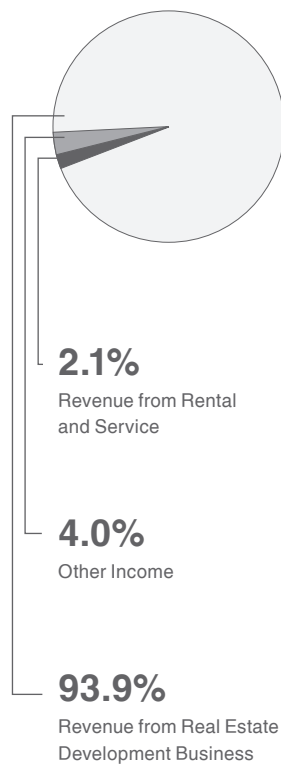
Unit : Million Baht

	2014	2013	2012
Revenue from Real Estate Development Business	2,205	3,017	2,478
Revenue from Rental and Service	72	67	81
Other Income	82	130	96
Total	2,358	3,215	2,656

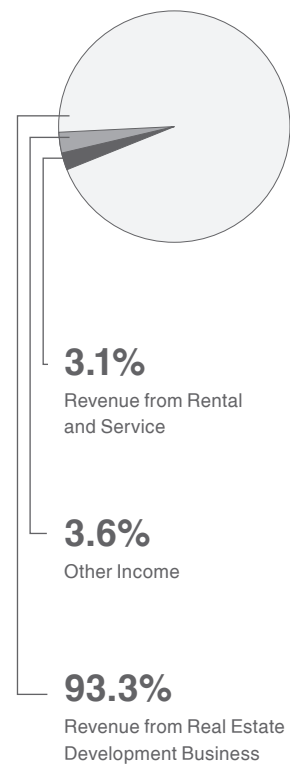
2014 Revenue Structure



2013 Revenue Structure



2012 Revenue Structure



Management Discussion and Analysis

Operating Results

As for the Company's overall operation in 2014, net profit was Baht 163.25 million which decreased from Baht 323.05 million in 2013. The details of which are as follows:

- In 2014, the Company' revenue from transferring of ownership was decreased. The Company's revenue from sales-real estate development business was of Baht 2,204.60 million, decreased of Baht 812.68 million or 26.9 percent compared to the previous year. The decline in revenue is mainly due to most of the Company's condominium projects are under construction. The condominium project which construction was completed in 2014 was Noble Revent. As of December 31, 2014, the Company has unrealized sales (backlog) remaining approximately Baht 18,900 million. It was approximately Baht 9,900 million of sales of Noble Ploenchit which is expected to be completed and transferred in the beginning of 2017.

The sale of the Company (presales) in 2014 was approximately Baht 5,300 million, which was decrease from Baht 7,000 million from the previous year. The Company has launched 2 projects in 2014 which are Noble Recole and Real Chaengwattana.

- The Company's gross profit margin for the year 2014 was 40.5 percent, increased from 38.9 percent of the previous year, while the gross profit margin from real estate development business was 41.3 percent, increase from 40.4 percent of the previous year.
- Selling and Servicing expenses and Administrative expenses in 2014 was Baht 662.65 million, decrease from the previous year of Baht 68.51 million.
- The Company's 2014 net profit margin compared to revenue from the sales, rental and services was 7.2 percent which decreased from 10.5 percent of the previous year.

Financial Status

As of December 31, 2014, the total assets of the Company and its subsidiaries amounted to Baht 19,796.08 million which was increased Baht 2,552.21 million compared to the previous year. The details of the assets are as follows:

- Cash and deposits in financial institutions with no obligation amounted to Baht 2,574.40 million, which decreased Baht 857.62 million compared to the previous year.
- Trade and other receivables (net) amounted to Baht 307.08 million which decreased Baht 125.83 million, mainly due to the advance payment reduction of the construction of Noble Ploenchit.

The overdue customer of the existing projects was 0.32% of the total sales value. Details are shown in Table 1 and Table 2.

- The real estate development cost amounted to Baht 14,986.17 million, which increased Baht 3,837.76 million. An increase of real estate development cost caused by the progress of the construction project and the acquisition of land for project developments which are land on Sukhumvit 19 for development of Noble Recole, land on Chaengwattana Road for development of Real Chaengwattana and land on Sukhumvit 33.
- Inventories (net) amounted to Baht 580.42 million, which increased Baht 56.57 million due to the classification of transactions by transferring the costs of the completed condominium projects to inventories.

Total liabilities as of December 31, 2014 amounted to Baht 15,524.47 million, which increased Baht 2,525.87 million from that in 2013, due to outstanding loans increased by Baht 1,620.50 million, deposits and advances received from customers increased by Baht 641.56 million. The primary cause of the increase of outstanding loans was to the acquisition of land for development. The deposits and advance received from customers increased primarily due to receiving the installments of the condominium projects which are still under construction. The increase in deposits and advance received from customers reflected the successful sale of the Company and were liabilities which the Company will earn more income in the future. Furthermore, in 2014, the Company has redeemed the Company's debentures, worth Baht 1,500 million in June and has issued the debentures, worth Baht 1,500 million in May.

As of December 31, 2014, the Company's net interest bearing debt ratio which was calculated from financial obligations which are obligated to pay interest, minus cash, deposits at financial institutions, cash equivalents, and investment at financial institutions with no obligation, was 2.07 times which increased from 1.50 times at the end of 2013. This ratio does not exceed the net interest bearing debt ratio in finance covenant in debentures which is not more than 2.2 to 1 time at the end of each fiscal quarter.

Collateral financial liabilities as of December 31, 2014 amounted to 23.98 percent which decreased from 27.53 percent at the end of 2013.

Financial Status (cont'd)

Shareholders' equity as of December 31, 2014 amounted to Baht 4,271.61 million which increased from Baht 4,245.27 million as of December 31, 2013. The Return on equity equals to 3.83 percent, the book value per share equals to Baht 9.36 per share in 2014 which increased from Baht 9.30 per share in 2013.

Cash flow Status

- Cash generated from operating activities in 2014 was a deficit of Baht 2,223.53 million which decreased from a deficit of Baht 1,390.76 million in 2013, mainly due to the acquisition of land in 2014 to develop the projects as mentioned above.
- Cash receipts from investing activities in 2014 was a surplus of Baht 175.05 million which increased from a deficit of Baht 643.30 million in 2013, mainly due to the decrease in temporary investments at financial institutions.
- Cash receipts from financing activities in 2014 was a surplus of Baht 1,478.23 million, mainly due to the project financing for the acquisition of land as mentioned above.

The domestic economy in 2014 has expanded more slowly than anticipated mainly due to the impact of the political situation, exports and tourism downturn including the delay of government disbursement. The Company which comprised of vision of management and disciplined capital management including the ability to determine the competitive strategy to meet the needs of customers who bought the project continued to be welcomed and embraced by the project sales of Noble Recole and Real Chaengwattana. The total sales of the year 2014 were estimated at Baht 5,300 million.

In 2015, it is forecasted that the domestic economy is likely to grow more over the previous year. The important economic driven are the more stable political situation and Measures to expedite the disbursement of government both expenditures and investments. Especially, the large infrastructure projects in transportation are expected to be disbursed from 2015 onwards. The foreign demand is expected to grow together with the growth of trade partners particularly the United States' economy that will support the export sector. In 2015, the real estate sector is expected to improve together with the growth of domestic economy. The support factors are the development of transport infrastructure projects and interest rates expected to remain low. This will be useful to developers and also be beneficial to the purchasing power of consumers.

Regarding the plan in 2015 to support the Company's ongoing expansion, the Company expects to launch single-detached houses and condominiums approximately 4 projects, worth a total of over Baht 10,900 million. The Company's projects mostly are located in the heart of the city close to the mass transit lines and Central Business District to meet the needs and diverse lifestyles and harmonize with the goals of the company which always focus on bringing new innovative forms of living and different lifestyles through the uniquely creative design and continually expand with cautious and efficient management policy and capital management to meet the target growth rate at 15% to 20% per year.

Table 1 Details of existing project payment as of December 31, 2014

Project	Accumulated Due Payment Amount			Accumulated Paid Amount			Accumulated Overdue Amount		Remaining of Not Due Amount	
	Sale value (Million Baht)	Million Baht	Percentage of Sale Value	Million Baht	Percentage of Accumulated Due Payment	Million Baht	Percentage of Accumulated Due Payment	Million Baht	Percentage of Sale Value	Million Baht
Noble Ploenchit	9,815.01	2,566.62	26%	2,539.32	99%	27.30	1%	7,248.39	74%	
Noble Revolve	1,037.82	202.21	19%	190.30	94%	11.91	6%	835.61	81%	
Noble Revolve Ratchada	2,252.59	285.10	13%	274.21	96%	10.89	4%	1,967.49	87%	
Noble Revolve Ratchada2	1,364.72	119.69	9%	117.67	98%	2.02	2%	1,245.02	91%	
Noble Revo Silom	1,670.90	161.08	10%	158.69	99%	2.39	1%	1,509.82	90%	
Noble Recole	2,356.85	149.67	6%	144.73	97%	4.94	3%	2,207.18	94%	
Real Chaengwattana	281.66	16.10	6%	16.04	100%	0.06	0%	265.56	94%	

Table 2 Details of Default in payment as of December 31, 2014

Project	Accumulated Overdue Amount			1-3 Months Overdue			3-6 Months Overdue			More than 6 Months Overdue		
	Total	Baht	Percentage of Sale Value	Total	Baht	Percentage of Sale Value	Total	Baht	Percentage of Sale Value	Total	Baht	Percentage of Sale Value
Noble Ploenchit	100	27,303,043.12		74	10,466,954.23		16	6,608,550.22		10	10,227,538.67	
Noble Revolve	86	11,913,000.00		34	1,025,000.00		17	2,144,000.00		35	8,744,000.00	
Noble Revolve Ratchada	166	10,894,450.00		79	1,442,800.00		39	2,218,800.00		48	7,232,850.00	
Noble Revolve Ratchada2	50	2,018,531.07		22	280,157.29		17	534,373.78		11	1,203,400.00	
Noble Revo Silom	53	2,389,006.00		37	700,606.00		13	938,700.00		3	749,700.00	
Noble Recole	44	4,939,000.00		44	4,939,000.00		-	-		-	-	
Real Chaengwattana	9	58,100.00		9	58,100.00		-	-		-	-	

NOBLE DEVELOPMENT PUBLIC COMPANY LIMITED

CONSOLIDATED AND COMPANY FINANCIAL STATEMENTS

31 DECEMBER 2014

AUDITOR'S REPORT

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

I have audited the accompanying consolidated and company financial statements of Noble Development Public Company Limited and its subsidiaries and of Noble Development Public Company Limited, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the related consolidated and company statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other notes.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated and company financial statements referred to above present fairly, in all material respects, the consolidated and company financial position of Noble Development Public Company Limited and its subsidiaries and of Noble Development Public Company Limited as at 31 December 2014, and its consolidated and company results of operations and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Reissue of financial statements

I draw attention to Note 1 to the financial statements, which discussed that consolidated and company financial statements of Noble Development Public Company Limited and its subsidiaries and of Noble Development Public Company Limited for the year ended 31 December 2014 have been revised and reissued. This audit report supersedes my audit report on the previously issued financial statements, dated 24 February 2015. My opinion is not qualified in respect to this matter.

Anutai Poomsurakul
Certified Public Accountant (Thailand) No. 3873
PricewaterhouseCoopers ABAS Ltd.

Bangkok
30 March 2015

Noble Development Public Company Limited
Statements of Financial Position
As at 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
ASSETS					
Current assets					
Cash and cash equivalents	7	2,574,404,845	2,849,661,250	301,586,637	307,322,376
Temporary investments					
at financial institutions	8	6,796,006	593,726,710	6,580,006	11,124,636
Trade and other receivables (net)	9	307,080,879	432,913,265	304,493,800	421,672,440
Short-term loans to and interest receivable					
- other company (net)	10	-	-	-	-
- subsidiaries (net)	11 c)	-	-	822,557,452	-
Inventories (net)	12	580,419,485	523,853,347	564,056,523	507,490,385
Real estate development cost	13	14,986,168,921	11,148,408,420	10,416,993,140	10,035,068,548
Other current assets	14	204,693,737	572,742,103	63,795,180	-
Total current assets		18,659,563,873	16,121,305,095	12,480,062,738	11,282,678,385
Non-current assets					
Long-term trade accounts receivable (net)	9	-	-	-	-
Investments in subsidiaries, associate					
and other company (net)	15	-	-	4,701,630,506	4,701,630,506
Investment properties (net)	16	448,068,685	439,866,912	159,011,044	113,182,522
Property, plant and equipment (net)	17	550,966,674	517,687,477	488,248,830	515,989,358
Intangible assets (net)	18	4,317,082	3,867,668	4,094,256	3,867,607
Deferred income tax assets (net)	19	125,724,035	152,625,248	110,659,474	152,625,248
Other non-current assets (net)	20	7,443,703	8,520,177	7,172,399	8,319,058
Total non-current assets		1,136,520,179	1,122,567,482	5,470,816,509	5,495,614,299
Total assets		19,796,084,052	17,243,872,577	17,950,879,247	16,778,292,684

Director _____

Director _____

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

Noble Development Public Company Limited
Statements of Financial Position
As at 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Short-term borrowings - bills of exchange	21	499,225,234	355,763,739	499,225,234	355,763,739
- promissory note	21	126,000,000	200,000,000	126,000,000	200,000,000
Short-term loan from and					
accrued interest expenses to subsidiary	11 d)	-	-	-	23,031,759
Trade and other payables	22	623,651,516	354,557,884	572,180,968	343,639,094
Current portion of long-term borrowings (net)	21	1,499,031,700	1,979,131,028	1,499,031,700	1,979,131,028
Deposits and advances received from customers		3,442,380,222	2,800,816,918	3,281,609,590	2,800,816,918
Accrued income tax		12,183,653	22,301,663	-	6,233,303
Other current liabilities	23	10,174,528	7,054,273	9,347,679	6,860,746
Total current liabilities		6,212,646,853	5,719,625,505	5,987,395,171	5,715,476,587
Non-current liabilities					
Long-term borrowings (net)	21	9,292,373,196	7,261,231,789	8,131,373,196	7,261,231,789
Employee benefit obligations	24	19,453,392	17,743,858	19,453,392	17,743,858
Total non-current liabilities		9,311,826,588	7,278,975,647	8,150,826,588	7,278,975,647
Total liabilities		15,524,473,441	12,998,601,152	14,138,221,759	12,994,452,234
Shareholders' equity					
Share capital					
Authorised share capital					
656,471,175 ordinary shares					
of par Baht 3 each (2013 : 456,471,175					
ordinary shares of par Baht 3 each)	25	1,969,413,525	1,369,413,525	1,969,413,525	1,369,413,525
Issued and fully paid-up share capital					
456,471,175 ordinary shares					
of par Baht 3 each		1,369,413,525	1,369,413,525	1,369,413,525	1,369,413,525
Share premium		69,174,340	69,174,340	69,174,340	69,174,340
Retained earnings					
Appropriated - Legal reserve	27	145,228,172	136,941,353	145,228,172	136,941,353
Unappropriated		2,687,257,464	2,669,214,272	2,228,841,451	2,208,311,232
Equity attributable to owners of the parent		4,271,073,501	4,244,743,490	3,812,657,488	3,783,840,450
Non-controlling interests	28	537,110	527,935	-	-
Total shareholders' equity		4,271,610,611	4,245,271,425	3,812,657,488	3,783,840,450
Total liabilities and shareholders' equity		19,796,084,052	17,243,872,577	17,950,879,247	16,778,292,684

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

Noble Development Public Company Limited
Statements of Comprehensive Income
For the year ended 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
Revenues from sales - real estate development business		2,204,600,576	3,017,280,449	2,204,600,576	2,826,437,283
Revenues from rental and services		71,820,650	67,282,330	61,774,042	57,643,812
Cost of sales - real estate development business		(1,294,148,942)	(1,799,110,652)	(1,294,148,942)	(1,727,528,309)
Cost of rental and services		(60,446,196)	(84,251,068)	(38,379,477)	(48,450,349)
Gross profit		921,826,088	1,201,201,059	933,846,199	1,108,102,437
Other income	30	81,685,869	130,065,646	78,495,684	75,866,977
Profit before expenses		1,003,511,957	1,331,266,705	1,012,341,883	1,183,969,414
Selling and servicing expenses		(278,862,696)	(319,228,057)	(207,094,998)	(307,994,817)
Administrative expenses		(383,789,252)	(411,929,983)	(359,764,430)	(368,925,167)
Finance costs	31	(133,771,656)	(139,093,107)	(235,474,691)	(141,170,409)
Other expenses	32	(4,209,043)	(52,159,161)	(3,504,505)	(52,159,161)
Total expenses		(800,632,647)	(922,410,308)	(805,838,624)	(870,249,554)
Profit before income tax		202,879,310	408,856,397	206,503,259	313,719,860
Income tax	33	(39,620,791)	(85,794,373)	(40,766,888)	(57,663,348)
Profit for the year		163,258,519	323,062,024	165,736,371	256,056,512
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income for the year		163,258,519	323,062,024	165,736,371	256,056,512
Profit attributable to:					
Owners of the parent		163,249,344	323,047,089	165,736,371	256,056,512
Non-controlling interests		9,175	14,935	-	-
Total comprehensive income attributable to:					
Owners of the parent		163,249,344	323,047,089	165,736,371	256,056,512
Non-controlling interests		9,175	14,935	-	-
Earnings per share					
Basic earnings per share (Baht)	34	0.36	0.71	0.36	0.56
Diluted earnings per share (Baht)		0.36	0.71	0.36	0.56

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

Noble Development Public Company Limited
Statements of Changes in Shareholders' Equity
For the year ended 31 December 2014

Consolidated (Baht)							
Note	Attributable to owners of the parent				Total owners of the parent	Non-controlling interest	Total shareholders' equity
	Authorised, issued and fully paid-up share capital	Share premium	Retained earnings Appropriated - legal reserve	Unappropriated			
Opening balance as at 1 January 2013	1,369,413,525	69,174,340	136,941,353	2,483,044,605	4,058,573,823	-	4,058,573,823
Changes in shareholders' equity for the year 2013							
Effect from change in interest portion in subsidiaries	-	-	-	-	-	513,000	513,000
Total comprehensive income for the year	-	-	-	323,047,089	323,047,089	14,935	323,062,024
Dividend payment	26	-	-	(136,877,422)	(136,877,422)	-	(136,877,422)
Closing balance as at 31 December 2013	1,369,413,525	69,174,340	136,941,353	2,669,214,272	4,244,743,490	527,935	4,245,271,425
Changes in shareholders' equity for the year 2014							
Total comprehensive income for the year	-	-	-	163,249,344	163,249,344	9,175	163,258,519
Legal reserve	27	-	8,286,819	(8,286,819)	-	-	-
Dividend payment	26	-	-	(136,919,333)	(136,919,333)	-	(136,919,333)
Closing balance as at 31 December 2014	<u>1,369,413,525</u>	<u>69,174,340</u>	<u>145,228,172</u>	<u>2,687,257,464</u>	<u>4,271,073,501</u>	<u>537,110</u>	<u>4,271,610,611</u>

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

Noble Development Public Company Limited
Statements of Changes in Shareholders' Equity (Cont'd)
For the year ended 31 December 2014

Company (Baht)					
Note	Authorised, issued and fully paid-up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - legal reserve	Unappropriated	
Opening balance as at 1 January 2013	1,369,413,525	69,174,340	136,941,353	2,089,132,142	3,664,661,360
Changes in shareholders' equity for the year 2013					
Total comprehensive income for the year	-	-	-	256,056,512	256,056,512
Dividend payment	26	-	-	(136,877,422)	(136,877,422)
Closing balance as at 31 December 2013	1,369,413,525	69,174,340	136,941,353	2,208,311,232	3,783,840,450
Changes in shareholders' equity for the year 2014					
Total comprehensive income for the year	-	-	-	165,736,371	165,736,371
Legal reserve	27	-	8,286,819	(8,286,819)	-
Dividend payment	26	-	-	(136,919,333)	(136,919,333)
Closing balance as at 31 December 2014	<u>1,369,413,525</u>	<u>69,174,340</u>	<u>145,228,172</u>	<u>2,228,841,451</u>	<u>3,812,657,488</u>

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

Noble Development Public Company Limited
Statements of Cash Flows
For the year ended 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax		202,879,310	408,856,397	206,503,259	313,719,860
Adjustments:					
Depreciation	16, 17	65,590,671	90,024,041	39,510,822	54,177,073
Amortisation	18	2,388,067	1,929,384	2,358,740	1,928,572
Allowance for obsolete retails merchandise	12	207,225	-	207,225	-
Allowance for (reversal of) doubtful accounts:					
- accrued management fee income - related company	29	-	-	-	(2,310,962)
- short-term loans to and interest receivable					
from other company	10, 29	10,922	-	10,922	-
- short-term loans to and interest receivable					
from subsidiaries	11 c), 29	-	-	1,214,282	(28,528,499)
- long-term loans to and interest receivable					
from other company	29	-	2,689,910	-	2,689,910
Write-off value added tax refundable		167,427	-	-	-
Write-off general deposits		14,000	-	-	-
Reversal of allowance for impairment of investment					
in subsidiaries	29	-	-	-	(1,360,000)
Adjustment for over recorded investment properties	16	-	2,590,730	-	-
Employee benefit obligations	24	1,809,534	9,056,969	1,809,534	9,056,969
Net (gain) loss on disposals of plant and equipment	30, 32	3,504,505	(373,829)	3,504,505	(1,899,976)
Loss on write-off investment properties	32	93,225	52,159,161	-	52,159,161
Income from contracts cancellation	30	(4,236,000)	(12,260,500)	(3,986,000)	(12,210,500)
(Gain) loss on disposals of investment in subsidiary	30, 32	611,313	-	(100,000)	-
Interest income	30	(62,888,146)	(109,066,711)	(61,624,032)	(55,189,713)
Finance costs - interest expense	31	128,413,307	134,332,582	230,116,342	136,409,884
- amortisation of prepaid underwriting fee					
for debentures	31	5,358,349	4,760,525	5,358,349	4,760,525
		343,923,709	584,698,659	424,883,948	473,402,304
Changes in working capital					
- trade and other receivables		118,866,031	184,163,527	117,203,298	185,191,392
- inventories		90,916,363	429,614,251	90,916,363	292,376,665
- real estate development cost		(3,121,009,177)	(2,034,343,626)	(189,809,313)	(855,904,189)
- other current assets		2,342,729	(569,858,412)	-	-
- other non-current assets		1,062,474	139,205,212	1,146,659	138,956,367
- trade and other payables		274,694,744	(59,705,267)	243,237,324	33,415,002
- deposits and advances received from customers		645,799,304	466,990,181	484,778,672	472,324,081
- other current liabilities		3,120,255	1,966,013	2,486,933	1,807,666
- employee benefits paid	24	(100,000)	-	(100,000)	-
Cash generated from (used in) operating activities					
before interest received, finance costs paid					
and income tax paid		(1,640,383,568)	(857,269,462)	1,174,743,884	741,569,288
Interest received		67,218,579	117,442,755	37,986,718	75,833,112
Finance costs paid - interest expense		(562,944,840)	(480,652,891)	(586,167,158)	(482,698,434)
Income tax paid		(87,419,378)	(170,285,354)	(68,829,597)	(147,834,692)
Net cash generated from (used in) operating activities		(2,223,529,207)	(1,390,764,952)	557,733,847	186,869,274

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

Noble Development Public Company Limited
Statements of Cash Flows (Cont'd)
For the year ended 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
Cash flows from investing activities					
Decrease (increase) in temporary investments at financial institutions		291,931,943	(536,684,654)	4,544,630	15,413,420
Short-term loans to subsidiaries - proceeds	11 c)	-	-	1,634,000,000	89,154,684
- repayments	11 c)	-	-	(2,434,170,000)	(68,000,000)
Long-term loans to other company - proceeds		-	80,653,000	-	80,653,000
Investment in subsidiaries, associate and other company	15	-	-	-	(4,257,487,000)
Proceeds from disposals of investment in subsidiary	15	100,000	-	100,000	-
Decrease in cash from disposals of investment in subsidiary	15	(112,756)	-	-	-
Purchases of - investment properties	16	(49,952,502)	(443,960)	(49,952,502)	(6,251,530)
- property, plant and equipment		(64,238,482)	(185,128,744)	(9,789,644)	(185,048,744)
- intangible assets	18	(2,837,481)	(3,695,438)	(2,585,389)	(3,695,438)
Proceeds from disposals of - investment properties		-	1,588,785	-	1,588,785
- property, plant and equipment		157,427	407,844	157,427	10,014,444
Net cash receipts from (used in) investing activities		175,048,149	(643,303,167)	(857,695,478)	(4,323,658,379)
Cash flows from financing activities					
Short-term borrowings from financial institutions					
- proceeds	21.1	1,091,461,495	709,294,763	1,091,461,495	709,294,763
- repayments	21.1	(1,022,000,000)	(795,000,000)	(1,022,000,000)	(795,000,000)
Short-term borrowings from subsidiary					
- proceeds	11 d)	-	-	1,748,000,000	546,000,000
- repayments	11 d)	-	-	(1,771,000,000)	(523,000,000)
Long-term borrowings from financial institutions					
- proceeds	21.2	2,030,954,000	1,112,511,000	869,954,000	1,112,511,000
- repayments	21.2	(480,455,900)	(537,544,100)	(480,455,900)	(537,544,100)
Long-term borrowings from issue of debenture					
- proceeds	21.3	1,500,000,000	1,500,000,000	1,500,000,000	1,500,000,000
- repayments	21.3	(1,500,000,000)	-	(1,500,000,000)	-
Payment for prepaid underwriting fee for debentures	21.3	(4,814,370)	(4,186,740)	(4,814,370)	(4,186,740)
Cash received from increase in share capital in subsidiaries	28	-	513,000	-	-
Dividend payment	26	(136,919,333)	(136,877,422)	(136,919,333)	(136,877,422)
Net cash receipts from financing activities		1,478,225,892	1,848,710,501	294,225,892	1,871,197,501
Net decrease in cash and cash equivalents		(570,255,166)	(185,357,618)	(5,735,739)	(2,265,591,604)
Cash and cash equivalents - beginning balance		2,849,661,250	3,035,018,868	307,322,376	2,572,913,980
		2,279,406,084	2,849,661,250	301,586,637	307,322,376
Non-cash transaction :					
Roll over duly temporary investments at financial institutions to bill of exchange with maturity within 3 months		294,998,761	-	-	-
Cash and cash equivalents - ending balance	7	2,574,404,845	2,849,661,250	301,586,637	307,322,376
Non-cash transactions					
Transfer of real estate development cost to investment properties	16	-	65,147,925	-	-
Transfer of investment properties to real estate development cost	16	15,466,806	83,022,979	-	83,022,979
Transfer of real estate development cost to property, plant and equipment	17	-	10,092,665	-	9,633,665
Transfer of property, plant and equipment (net) to real estate development cost	17	-	169,817	-	169,817
Transfer of property, plant and equipment (net) to investment properties	17	-	8,080,453	-	-
Accounts payable for purchase of plant and equipment		12,102,620	-	1,518,602	-

The accompanying notes on pages 10 to 65 are an integral part of these consolidated and company financial statements.

1 General information

Noble Development Public Company Limited (“the Company”) is a public limited company incorporated and resident in Thailand. The address of its registered office is 900 Tonson Tower, 19th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok.

The Company is listed on the Stock Exchange of Thailand. For reporting purposes, the Company and its subsidiaries are referred to hereafter as “the Group”.

The principal business operations of the Company and its subsidiaries (“the Group”) are development of real estate for sale, providing construction, rental and service, and construction consulting services in Thailand.

The previously issued consolidated and company financial statements for the year ended 31 December 2014 dated 24 February 2015 have been withdrawn and are replaced by these financial statements. The revision was necessary due to the fact that there was no legal reserve appropriation for the year ended 31 December 2014 in previously issued financial statements (Note 27). The revision has no effect to the comparative financial statement of 2013. Accordingly, the Company’s management have reissued the financial statements on 30 March 2015.

These consolidated and company financial statements were authorised for issue by the Board of Directors on 30 March 2015.

2 Accounting policies

The principal accounting policies applied in the preparation of these consolidated and company financial statements are set out below:

2.1 Basis of preparation

The consolidated and company financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and company financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

An English version of the consolidated and company 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.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards

- 1) Revised accounting standards which are effective on 1 January 2014 and related to the Group are as follows:

TAS 1 (revised 2012)	Presentation of financial statements
TAS 7 (revised 2012)	Statement of cash flows
TAS 12 (revised 2012)	Income taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee benefits
TAS 21 (revised 2012)	The effects of changes in foreign exchange rates
TAS 24 (revised 2012)	Related party disclosures
TAS 28 (revised 2012)	Investments in associates
TAS 31 (revised 2012)	Interest in joint ventures
TAS 34 (revised 2012)	Interim financial reporting
TAS 36 (revised 2012)	Impairment of assets
TAS 38 (revised 2012)	Intangible assets
TFRS 2 (revised 2012)	Share-based payment
TFRS 3 (revised 2012)	Business combinations
TFRS 5 (revised 2012)	Non-current assets held for sale and discontinued operations
TFRS 8 (revised 2012)	Operating segments
TFRIC 1	Changes in existing decommissioning, restoration and similar liabilities
TFRIC 4	Determining whether an arrangement contains a lease
TFRIC 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds
TFRIC 7	Applying the restatement approach under TAS 29 financial reporting in hyperinflationary economies
TFRIC 10	Interim financial reporting and impairment
TFRIC 12	Service concession arrangements
TFRIC 13	Customer loyalty programmes
TFRIC 17	Distributions of non-cash assets to owners
TFRIC 18	Transfers of assets from customers
TSIC 15	Operating leases - incentives
TSIC 27	Evaluating the substance of transactions in the legal form of a lease
TSIC 29	Service concession arrangements: Disclosure
TSIC 32	Intangible assets - Web site costs

TAS 1 (revised 2012) clarifies that conversion features that are at the holder's discretion do not impact the classification of the liability component of the convertible instrument. TAS 1 also explains that, for each component of equity, an entity may present the breakdown of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements. The revised standard has no impact to the Group's financial statements.

TAS 7 (revised 2012) clarifies that only expenditures that result in a recognized asset in the statement of financial position are eligible for classification as investing activities. The revised standard has no impact to the Group's financial statements.

TAS 12 (revised 2012) amends an exception to the existing principle for the measurement of deferred tax assets or liabilities on investment property measured at fair value. TAS 12 currently requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. This amendment therefore adds the rebuttable presumption that the carrying amount of an investment property measured at fair value is entirely recovered through sale. As the result of the amendment, TSIC 21 - Income tax - recovery of revalued non-depreciable assets is incorporated in to TAS 12 (revised 2012). The revised standard has no impact to the Group's financial statements.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 1) Revised accounting standards which are effective on 1 January 2014 and related to the Group are as follows: (Cont'd)

TAS 17 (revised 2012) deletes the guidance for a lease of land with an indefinite useful life to be classified as an operating lease. The standard has been amended to clarify that when a lease includes both land and buildings, classification as a finance or operating lease is performed separately in accordance with TAS 17's general principles. The revised standard has no impact to the Group's financial statements.

TAS 18 (revised 2012) removes the appendix to TAS 18. The revised standard has no impact to the Group's financial statements.

TAS 19 (revised 2012) deletes the transition provisions of the current TAS 19. The revised standard has no impact to the Group's financial statements.

TAS 21 (revised 2012) clarifies the method of recording cumulative amount of the exchange different relating to disposal or partial disposal of a foreign operation. This matter should be adjusted prospectively effective for the period begins on or after 1 January 2014. The revised standard has no impact to Group's financial statements.

TAS 24 (revised 2012) removes the requirement for government-related entities to disclose details of all transactions with the government and other government-related entities. It also clarifies and simplifies the definition of related parties. The revised standard has no impact to the Group's financial statements.

TAS 28 (revised 2012) clarifies that when an entity moves from an equity accounting to cost accounting in the separate financial statements, the standard requires this to be adjusted retrospectively. An entity losses significant influence, the remaining interest of investment should be valued at fair value. This matter should be adjusted prospectively effectively for the period begins on or after 1 January 2014. The revised standard has no impact to the Group's financial statements.

TAS 31 (revised 2012) clarifies that when an entity moves from an equity accounting to cost accounting in the separate financial statements, the standard requires this to be adjusted retrospectively. An entity losses of joint control in its interest in joint control, the remaining interest of investment should be valued at fair value. This matter should be adjusted prospectively effectively for the period begins on or after 1 January 2014. The revised standard has no impact to the Group's financial statements.

TAS 34 (revised 2012) emphasises the existing disclosure principles for significant event and transactions. Additional requirements cover disclosure of changes in fair value measurements (if significant), and the need to update relevant information from the most recent annual report. This standard has no impact to the Group's financial statements.

TAS 36 (revised 2012) clarifies that goodwill being allocated to cash-generating units shall not be larger than an operating segment before aggregation as defined under TFRS 8 - Operating Segments. The revised standard has no impact to the Group's financial statements.

TAS 38 (revised 2012) clarifies about intangible assets acquired in a business combination that is separable. Intangible assets should be recognised separately from goodwill. Complementary assets may only be recognised as a single asset if they have similar useful lives. The revised standard has no impact to the Group's financial statements.

TFRS 2 (revised 2012) expands the scope to cover classification and accounting of both cash-settled and equity-settled share-based payment transactions in group situation. The revised standard has no impact to the Group's financial statements.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 1) Revised accounting standards which are effective on 1 January 2014 and related to the Group are as follows: (Cont'd)

TFRS 3 (revised 2012) amends the measurement required for non-controlling interests. The choice of measuring non-controlling interests at fair value or at the proportionate share of the acquiree's net assets applies only to instruments that represent present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation. All other component of non-controlling interests is measured at fair value unless another measurement basis is required by TFRS. The application guidance in TFRS 3 (revised 2012) also applies to all share-based payment transactions that are part of a business combination. The revised standard has no impact to the Group's financial statements.

TFRS 5 (revised 2012) specifies the disclosures required for assets held for sale and discontinued operations. Disclosures in other standards do not apply, unless those TFRS requires. This standard has no impact to the Group's financial statements.

TFRS 8 (revised 2012) clarifies that an entity is required to disclose a measure of segment assets only if the measure is regularly reported to the chief operating decision-maker. The revised standard has no impact to the Group's financial statements.

TFRIC 1 provides guidance on accounting for changes in the measurement of an existing decommissioning, restoration and similar liability that results from changes in estimated timing or amount of the outflow of resources embodying economic benefits required to settle the obligation, or a change in the discount rate. TFRIC 1 has no impact to the Group's financial statement.

TFRIC 4 requires the determination of whether an arrangement is or contains a lease to be based on the substance of the arrangement. It requires an assessment of whether: (a) fulfilment of the arrangement is dependent on the use of a specific asset or assets (the asset); and (b) the arrangement conveys a right to use the asset. TFRIC 4 is not relevant to the Group's operations.

TFRIC 5 provide guidance on accounting in the financial statements of a contributor for interests arising from decommissioning funds that the assets are administered separately and a contributor's right to access the assets is restricted. TFRIC 5 is not relevant to the Group's operations.

TFRIC 7 provides guidance on how to apply the requirements of TAS 29, Financial Reporting in Hyperinflationary Economics, in a reporting period in which an entity identifies the existence of hyperinflation in the economy of its functional currency, when the economy was not hyperinflationary in the prior period. TFRIC 7 is not relevant to the Group's operations.

TFRIC 10 prohibits reversal of an impairment losses recognised in a previous interim period in respect of goodwill. TFRIC 10 has no impact to the Group's financial statement.

TFRIC 12 applies to public-to-private service concession arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. TFRIC12 is not relevant to the Group's operations.

TFRIC 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement, and the consideration received or receivable from the customer is allocated between the components of the arrangement using fair values. TFRIC 13 has no impact to Group's financial statement.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 1) Revised accounting standards which are effective on 1 January 2014 and related to the Group are as follows: (Cont'd)

TFRIC 17 provides guidance on accounting for the distributions of non-cash assets to owners acting in their capacity as owners. The interpretation addresses the issues on the dividend payable recognition and measurement and the accounting for any difference between the carrying amount of the assets distributed and the carrying amount of the dividend payable when an entity settles the dividend payable. TFRIC 17 has no impact to Group's financial statement.

TFRIC 18 sets out the accounting for transfers of items of property, plant and equity by entities that receive such transfers from their customers. Agreements within the scope of this interpretation are agreements in which an entity receives from a customer an item of property, plant and equipment that the entity must then use either to connect to a network or to provide the customer with ongoing access to supply of goods or services. The interpretation addresses the issues on the initial recognition and the accounting treatment of the transferred assets. TFRIC 18 is not relevant to the Group's operations.

TSIC 15 sets out the accounting for the recognition of incentive that a lessor provides to a lessee in an operating lease. TSIC 15 has no impact to the Group's operations.

TSIC27 provides guidance on evaluating the substance of transactions in the legal form of a lease between the entity and the investor whether a series of transactions is linked and should be accounted for as one transaction and whether the arrangement meets the definition of a lease under TAS17 "Leases". This guidance explains examples that individually demonstrate that an arrangement may not, in substance, involve a lease under TAS 17. The accounting shall reflect the substance of the arrangement. TSIC27 has no impact to the Group's financial statement.

TSIC 29 contains disclosure requirements in respect of public-to-private service arrangements. TSIC 29 is not relevant to the Group's operations.

TSIC 32 provides guidance on the internal expenditure on the development and operation of the entity web site for internal or external access. The entity shall comply with the requirements described in TAS38 "Intangible Assets". TSIC 32 has no impact to the Group's financial statement.

- 2) New financial reporting standards and revised accounting standards and revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted:

- a) Financial reporting standards which have significant changes are as follows:

TAS 1 (revised 2014)	Presentation of financial statements
TAS 19 (revised 2014)	Employee benefits
TAS 27 (revised 2014)	Separate financial statements
TAS 28 (revised 2014)	Investments in associates and joint ventures
TAS 34 (revised 2014)	Interim financial reporting
TFRS 10	Consolidated financial statements
TFRS 11	Joint arrangements
TFRS 12	Disclosure of interests in other entities
TFRIC 14 (revised 2014)	TAS 19 - The limit on a defined benefit asset, minimum funding requirements and their interaction

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 2) New financial reporting standards and revised accounting standards and revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted: (Cont'd)

- a) Financial reporting standards which have significant changes are as follows: (Cont'd)

TAS 1 (revised 2014), the main change is that a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

TAS 19 (revised 2014), the key changes are (a) actuarial gains and losses are renamed 'remeasurements' and will be recognised immediately in 'other comprehensive income' (OCI). Actuarial gains and losses will no longer be deferred using the corridor approach or recognised in profit or loss; and (b) past-service costs will be recognised in the period of a plan amendment; unvested benefits will no longer be spread over a future-service period. The management is yet to assess the full impact of the amendments.

TAS 27 (revised 2014) provide the requirements relating to separate financial statements.

TAS 28 (revised 2014) provide the requirements for investment in associates and joint ventures accounted by equity method.

TAS 34 (revised 2014), the key change is the disclosure requirements for operating segment. An entity shall disclose information of a measure of total assets and liabilities for a particular reportable segment if such amounts are regularly provided to the chief operating decision maker and if there has been a material change from the amount disclosed in the last annual financial statements for that reportable segment.

TFRS 10 has a single definition of control and supersedes the principles of control and consolidation included within the original TAS 27, 'Consolidated and separate financial statements'. The standard sets out the requirements for when an entity should prepare consolidated financial statements, defines the principles of control, explains how to apply the principles of control and explains the accounting requirements for preparing consolidated financial statements. The key principle in the new standard is that control exists, and consolidation is required, only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns. TFRS 10 has no impact to the group's financial statements.

TFRS 11 defined that a joint arrangement is a contractual arrangement where at least two parties agree to share control over the activities of the arrangement. Unanimous consent toward decisions about relevant activities between the parties sharing control is a requirement in order to meet the definition of joint control. Joint arrangements can be joint operations or joint ventures. The classification is principle based and depends on the parties' exposure in relation to the arrangement. When the parties' exposure to the arrangement only extends to the net assets of the arrangement, the arrangement is a joint venture. Joint operations have rights to assets and obligations for liabilities. Joint operations account for their rights to assets and obligations for liabilities. Joint ventures account for their interest by using the equity method of accounting. TFRS 11 has no impact to the Group's financial statements.

TFRS 12 require entities to disclose information that helps readers of financial statements to evaluate the nature of risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. The management is yet to assess the full impact of the amendments.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 2) New financial reporting standards and revised accounting standards and revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted: (Cont'd)

- a) Financial reporting standards which have significant changes are as follows: (Cont'd)

TFRIC 14 (revised 2014), this interpretation applies to all post-employment defined benefits and other long-term employee benefits. For the purpose of this interpretation, minimum funding requirements are any requirements to fund a post-employment or other long-term benefit plan. This interpretation explains how the pension asset or liability may be affected by a statutory or contractual minimum funding requirement. TFRIC 14 has no impact to the Group's financial statements.

- b) Financial reporting standards with minor changes and do not have impact to the group are as follows:

TAS 8 (revised 2014)	Accounting policies, changes in accounting estimates and errors
TAS 10 (revised 2014)	Events after the reporting period
TAS 11 (revised 2014)	Construction contracts
TAS 23 (revised 2014)	Borrowing costs
TAS 26 (revised 2014)	Accounting and reporting by retirement benefit plans
TAS 29 (revised 2014)	Financial reporting in hyperinflationary economies
TAS 37 (revised 2014)	Provisions, contingent liabilities and contingent assets
TFRS 6 (revised 2014)	Exploration for and evaluation of mineral resources
TFRS 8 (revised 2014)	Operating segments
TSIC 10 (revised 2014)	Government assistance - No specific relation to operating activities
TSIC 15 (revised 2014)	Operating leases - Incentives
TSIC 25 (revised 2014)	Income taxes - changes in the tax status of an entity or its shareholders
TSIC 27 (revised 2014)	Evaluating the substance of transactions involving the legal form of a lease
TSIC 29 (revised 2014)	Service concession arrangements: Disclosures
TSIC 31 (revised 2014)	Revenue - barter transactions involving advertising services
TSIC 32 (revised 2014)	Intangible assets - Web site costs
TFRIC 15 (revised 2014)	Agreements for the construction of real estate
TFRIC 18 (revised 2014)	Transfers of assets from customers

- c) New financial reporting standard which is effective on 1 January 2016.

TFRS4 (revised 2014)	Insurance contracts
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TFRS 4 applies to all insurance contracts (including reinsurance contracts) that an entity issues and to reinsurance contracts that it holds. TFRS 4 is not relevant to the Group's operations.

2 Accounting policies (Cont'd)

2.3 Group Accounting - Investments in subsidiaries and associates

(1) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the net fair value of the Group's share of the identifiable assets and liabilities acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains or loss on transactions between Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Group's principal subsidiaries is set out in Note 15.

2 Accounting policies (Cont'd)

2.3 Group Accounting - Investments in subsidiaries and associates (Cont'd)

(2) Transactions and non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

(3) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss. See Note 2.14 for the impairment of assets.

The Group's share of its associates' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income from revaluation after acquisition is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group. Dilution gains and losses arising in investments in associates are recognised in the profit or loss.

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

A list of the Group's principal associates is set out in Note 15.

2 Accounting policies (Cont'd)

2.4 Foreign currency translation

2.4.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Thai Baht which is the Company's functional and the group's presentation currency.

2.4.2 Transactions and balances

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

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in the profit and loss, any exchange component of that gain or loss is recognised in the profit or loss.

2.5 Cash and cash equivalents

In the consolidated and company statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated and company statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.6 Trade accounts receivable

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the profit or loss within administrative expense.

2.7 Inventories

The Group's inventories comprise condominium units, land and single detached houses for sale, construction supplies for sale, and food and beverage and supplies. Inventories are stated at the lower of cost or net realisable value. Costs of inventories are determined on the following basis:

- Costs of condominium units, land and single detached houses for sale are determined by the specific method.
- Costs of construction supplies are determined by the first-in, first-out method.
- Cost of food and beverage and supplies are determined by weighted average cost method.

The cost of inventory comprises purchase and construction costs and other direct costs. Net realisable value is the estimate of the selling price in the ordinary course of business less costs of completions and applicable variable selling expenses. Allowance is made, where necessary, for impaired and obsolete inventories.

2 Accounting policies (Cont'd)

2.8 Real estate development cost

Real estate development cost is stated at cost less allowance for loss on projects. Costs include cost of land, cost of land development, costs of constructions of real estate projects and infrastructure and related borrowing costs.

The Group recognises cost of sales from real estate development cost upon the transfer of title to the buyer.

2.9 Investments

Investments in non-marketable equity securities are classified as general investments. General investments are carried at cost less impairment loss.

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to the profit or loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss.

2.10 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Land and construction held under operating leases is classified and accounted for by the Group as investment property when the rest of the definition of investment property is met.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs, which are incurred for the purpose of acquiring, constructing or producing a qualifying investment property, are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at cost less accumulated depreciation and accumulated impairment losses.

Land is not depreciated. Depreciation on other investment properties is calculated using the straight line method to write off their residual values over their estimated useful lives, as follows:

Buildings and building improvements	5 - 20 years
Others	5 years

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.

2 Accounting policies (Cont'd)

2.11 Property, plant and equipment

Property, plant and equipment comprise land of clubhouses, clubhouses, building for lease and its improvements, sale office building and its improvements, furnitures and fixtures, office equipment and vehicles. Clubhouses comprise clubhouse buildings, swimming pools and sports clubs. Land of clubhouses is stated at cost less an allowance for impairment. Clubhouses, building for lease and its improvements, sale office building and its improvements and equipment are initially recorded at cost less accumulated depreciation and an allowance for impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, 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 the profit or loss during the financial period in which they are incurred

Land is not depreciated. Depreciation on other assets is calculated using the straight line method, except furniture and fixtures, and equipment purchase from 1 January 2010 onwards using double declining method, to write off the cost of each assets to its residual value over the estimate useful lives as follows:

Clubhouses	5 - 20 years
Building for lease	20 years
Building improvement for lease	3 - 10 years
Sale office building and building improvements	3 - 20 years
Furniture and fixtures, and office equipment	5 years
Vehicles	5 years

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

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount (see in Note 2.14).

Gains or losses on disposals of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognised within other income or other expenses in the profit or loss.

2.12 Capitalisation of borrowing costs

Borrowing costs to finance the construction of assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use as part of cost of the asset. The borrowing costs include interest on short-term and long-term borrowings.

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is a weighted average interest rate applicable to the Group's outstanding borrowings during the year. Where funds are borrowed specifically for the acquisition, construction or production of assets, the amount of borrowing costs eligible for capitalisation on that asset is determined at the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investments of those borrowings. For funds borrowed generally and used for the acquisition, construction or production of assets, the amount of borrowing costs eligible for capitalisation on that asset is determined by applying capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the general borrowings during the year. The amount of borrowing costs being capitalised during the year shall not exceed the amount of borrowing costs incurred.

2 Accounting policies (Cont'd)

2.13 Intangible assets

Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which does not exceed 3 years.

2.14 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. 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 to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.15 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. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. 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.

2 Accounting policies (Cont'd)

2.15 Current and deferred income taxes (Cont'd)

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income 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 income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.16 Leases - where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit or loss on a straight-line basis over the period of the lease.

Leases - where the Group is the lessor

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

2.17 Borrowings

Borrowings are recognised initially at the fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective yield method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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 end of reporting date.

2 Accounting policies (Cont'd)

2.18 Employee benefits

Group companies operate various pension schemes. The schemes are generally funded through payments to trustee-administered funds. The Group has both defined benefit and defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit, that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries 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 are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changed in actuarial assumptions are charged or credited to the profit or loss in the period in which they arise.

Past-service costs are recognised immediately in income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period.

For defined contribution plans, the Group pays contributions to privately administered fund on a mandatory, contractual or voluntary 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. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.19 Provisions - 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.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 Accounting policies (Cont'd)

2.20 Revenue recognition

Real estate development business

Revenues from sales of land and single detached house and condominium units are recognised upon the transfer of the title to buyer.

Installment under the contract is shown as “Deposits and advances received from customers”.

Other revenues

Other revenues comprise the fair value for the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities net of output tax, rebates and discounts. Revenue from sales of goods is recognised when significant risks and rewards of ownership of the goods are transferred to the buyer. Revenue from services is recognised as revenue in the year in which the service is rendered.

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

Income from contracts cancellation is recognised when contracts are cancelled by customers.

Interest income is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.

2.21 Dividend distribution

Dividend distribution to the Group's shareholders is recorded in the consolidated and company's financial statements in the period in which the dividends are approved by the shareholders.

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Chief Operating Officer that makes strategic decisions.

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate 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.

Risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board of Directors. The Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments, and investment excess liquidity.

3.1.1 Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in market foreign exchange rate.

The Group has no significant exposure to foreign exchange risk due to there are no significant financial assets and liabilities denominated in foreign currency. As a result, the Group considers that it is not necessary to use derivative financial instruments to hedge such risk since management believes that future movements in market foreign exchange will not materially affect the Group's operating results.

3 Financial risk management (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's income and operating cash flows are substantially independent of changes in market interest rates. All interest rate derivative transactions are subject to approval by the Finance Director before execution. The Group has no significant interest-bearing assets. However, the Group has entered into long-term borrowing agreements with financial institutions bearing floating interest rates. The Group has not entered into interest rate swap contract covering the interest rate risk because the management believe that effect of interest rate fluctuation will not materially affect the Group.

3.1.3 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss.

The Group has no significant concentrations of credit risk. Cash is placed with reputable financial institutions. 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. Due to these factors, management believes that no additional credit risk beyond the recorded allowance for doubtful accounts for uncollectible debts.

3.1.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available.

3.2 Fair value estimation

When a financial instrument is traded in an active market, its quoted market price provides the best evidence of fair value. The quoted market price for an asset held or liability to be issued is usually the current bid price and, for an asset to be acquired or liability held, it is the current offer or asking price. When the current bid and offer prices are unavailable, the price of the most recent transaction may provide evidence of the current fair value provided that there has not been a significant change in economic circumstances between the transaction date and the reporting date. When the Group has matching asset and liability positions, it may appropriately use mid-market prices as a basis for establishing fair values.

When there is infrequent activity in a market, the market is not well established or small volumes are traded relative to the number of trading units of a financial instrument to be valued, quoted market prices may not be indicative of the fair value of the instrument. In these circumstances, as well as when a quoted market price is not available, estimation techniques may be used to determine the fair value with sufficient reliability to satisfy the Group. Techniques that are well established in financial markets include reference to the current market value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models. In applying discounted cash flow analysis, an enterprise uses a discount rate equal to the prevailing market rate of interest for financial instruments having substantially the same terms and characteristics, including the creditworthiness of the debtor, the remaining term over which the contractual interest rate is fixed, the remaining term for repayment of the principal and the currency in which payments are to be made.

The face values less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

Information on the fair values of borrowings is included in Note 21.4.

4 Critical accounting estimates, assumptions and judgements

Estimates, assumptions 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.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

(a) Employee benefit obligations

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for employee benefits include the discount rate. Any changes in these assumptions will have an impact on the carrying amount of employee benefit obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related employee benefit liability.

Other key assumptions for employee benefit obligations are based on part on current market conditions. Additional information is disclosed in Note 24.

5 Capital risk 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

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

6 Segment information

Financial information by business segment

	For the year ended 31 December									
	Condominium		House and land		Rental and service business		Others		Consolidated	
	2014 Baht'000	2013 Baht'000	2014 Baht'000	2013 Baht'000	2014 Baht'000	2013 Baht'000	2014 Baht'000	2013 Baht'000	2014 Baht'000	2013 Baht'000
Revenues	2,099,321	2,442,406	105,279	574,875	71,821	67,282	-	-	2,276,421	3,084,563
Segment results	849,912	966,837	60,540	251,333	11,374	(16,969)	-	-	921,826	1,201,201
Interest income (Note 30) - allocated	549	25,455	50,902	25,594	90	149	1	2	51,542	51,200
- unallocated	-	-	-	-	-	-	-	-	11,346	57,867
Other income - allocated	12,448	12,646	175	2,781	2,134	2,139	-	-	14,757	17,566
- unallocated	-	-	-	-	-	-	-	-	4,041	3,433
Selling expenses - allocated	(242,739)	(249,560)	(15,180)	(34,254)	(291)	(893)	-	-	(258,210)	(284,707)
- unallocated	-	-	-	-	-	-	-	-	(20,653)	(34,521)
Administrative expenses - allocated	(109,448)	(133,219)	(32,975)	(53,633)	(35,046)	(35,573)	(124)	(282)	(177,593)	(222,707)
- unallocated	-	-	-	-	-	-	-	-	(206,196)	(189,224)
Other expenses - allocated	(3,650)	-	129	-	(77)	(52,159)	-	-	(3,598)	(52,159)
- unallocated	-	-	-	-	-	-	-	-	(611)	-
Operating profit (loss)	507,071	622,159	63,591	191,821	(21,816)	(103,306)	(123)	(280)	336,651	547,949
Finance costs - allocated	(15,550)	(24,226)	(24,023)	(24,854)	(24,280)	(32,630)	-	-	(63,853)	(81,710)
- unallocated	-	-	-	-	-	-	-	-	(69,919)	(57,383)
Income tax (Note 33)									(39,621)	(85,794)
Net profit									163,258	323,062
Net profit attributable to non-controlling interests									(9)	(15)
Net profit attribute to owners of the parent									163,249	323,047

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

6 Segment information (Cont'd)

Financial information by business segment (Cont'd)

	As at 31 December									
	Condominium		House and land		Rental and service business		Others		Consolidated	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000	Baht'000
Segment assets	14,804,240	11,260,506	2,890,577	2,509,612	589,999	636,832	281	3,044	18,285,097	14,409,994
Unallocated assets									1,510,987	2,833,879
Consolidated total assets									19,796,084	17,243,873
Segment liabilities	3,874,036	2,988,270	113,976	52,223	16,068	17,207	185	2,284	4,004,265	3,059,984
Unallocated liabilities									11,520,208	9,938,617
Consolidated total liabilities									15,524,473	12,998,601

7 Cash and cash equivalents

Cash and cash equivalents as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Cash on hand	285,421	280,833	285,201	280,232
Cheque on hand	10,791,996	22,322,707	791,996	22,321,823
Deposits held at call, fixed deposits accounts and bonds with maturity of 3 months or less	2,563,327,428	2,827,057,710	300,509,440	284,720,321
Total cash and cash equivalents	2,574,404,845	2,849,661,250	301,586,637	307,322,376

As at 31 December 2014, deposits held at call, fixed deposits accounts and bonds with maturity of 3 months or less at local financial institutions in consolidated financial statements carry interest at the rates of 0.13% - 6.80% per annum (2013 : 0.13% - 2.70% per annum) and in company financial statements carry interest at the rates of 0.13% - 2.30% per annum (2013 : 0.50% - 2.00% per annum).

8 Temporary investments at financial institutions

Temporary investments at financial institutions as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Fixed deposits accounts pledged at banks	6,796,006	11,364,636	6,580,006	11,124,636
Bills of exchange with maturity more than 3 months	-	582,362,074	-	-
Total temporary investments at financial institutions	6,796,006	593,726,710	6,580,006	11,124,636

As at 31 December 2014, temporary investments at financial institutions represent fixed deposits accounts at local financial institutions in consolidated and company financial statements bear interest at the rates of 1.05% - 1.50% per annum and 1.05% - 1.50% per annum (2013 : 1.30% - 1.75% per annum and 1.63% - 1.75% per annum), respectively.

As at 31 December 2013, bill of exchange with maturity more than 3 months at local financial institution in consolidated financial statements bear interest at the rate of 8.00% per annum.

As at 31 December 2014, fixed deposits accounts in the consolidated and company financial statements of Baht 6.79 million and Baht 6.58 million (2013 : Baht 11.36 million and Baht 11.12 million), respectively, are pledged with banks for letters of guarantee issued by the banks to guarantee the electricity usage and guarantee the public utilities maintenance (Note 36).

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

9 Trade and other receivables (net)

Trade and other receivables (net) as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Short-term trade accounts receivable				
- rental and services business	894,865	1,281,225	894,865	1,281,225
Advance to contractors	289,789,009	416,339,558	289,789,009	416,094,179
Accrued management fee income				
- related company (Note 11 b))	-	-	2,274,114	2,274,114
- other companies	446,693	446,693	446,693	446,693
Accrued rental and service income				
- other companies	1,725,600	2,502,232	848,199	545,425
Interest receivable				
- other companies	19,726,806	19,726,806	19,726,806	19,726,806
- financial institutions	2,019,874	6,361,229	24,658	-
Advances to employees	-	50,007	-	50,007
Advances to juristic person	9,520,747	162,775	9,520,747	162,775
Other receivables				
- related companies (Note 11 b))	-	-	397,570	105
- other companies	4,771,440	7,856,895	4,659,408	5,179,380
Total	328,895,034	454,727,420	328,582,069	445,760,709
<u>Less</u> Allowance for doubtful account from accrued management fee income				
- related company (Note 11 b))	-	-	(2,274,114)	(2,274,114)
- other companies	(446,693)	(446,693)	(446,693)	(446,693)
Allowance for doubtful accounts from interest receivable				
- other companies	(19,726,806)	(19,726,806)	(19,726,806)	(19,726,806)
Allowance for doubtful accounts from other receivables	(1,640,656)	(1,640,656)	(1,640,656)	(1,640,656)
Total trade and other receivables (net)	307,080,879	432,913,265	304,493,800	421,672,440
Long-term trade accounts receivable	498,088	498,088	498,088	498,088
<u>Less</u> Allowance for doubtful account from long-term trade accounts receivable	(498,088)	(498,088)	(498,088)	(498,088)
Total long-term trade accounts receivable (net)	-	-	-	-

As at 31 December 2014, long-term trade accounts receivable included 11 troubled debtors (2013 : 11 troubled debtors) which the Company fully provided an allowance for doubtful debts. All long-term accounts receivable have been outstanding for more than 12 months.

10 Short-term loans to and interest receivable from other company (net)

Short-term loans to and interest receivable from other company (net) as at 31 December 2014 and 2013 comprise the following:

Consolidated and Company					
2014 (Baht)					
Short-term loans to and interest receivable from other company (net)	Interest rate (%)	Short-term loans	Interest receivable	Less allowance for doubtful account	Total (net)
Research & Consultant Company Limited	6.30	3,722,360	3,685,281	(7,407,641)	-

On 15 December 2014, the Company sold all investment in Research & Consultant Company Limited to external party (Note 15). As a result, Research & Consultant Company Limited is no longer a subsidiary of the Group. Short-term loans to and interest receivable from subsidiary (net) (Note 11 c)) is reclassified to short-term loans to and interest receivable from other company (net).

The movements of the short-term loans to and interest receivable from other company (net) for the year ended 31 December 2014 comprises the following:

	Consolidated and Company
	2014 Baht
Opening net book value	-
Reclassification from short-term loans to and interest receivable from subsidiary (net) (Note 11 c))	
- short-term loans	3,722,360
- interest receivable	3,674,359
- allowance for doubtful accounts	(7,396,719)
Increase in interest receivable	10,922
Increase in allowance for doubtful accounts (Note 29)	(10,922)
Ending net book value	-

11 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with the Company, including holding companies, subsidiaries and follow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

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

Related company name	Relationship with the Company
Ban Suk Sabai Company Limited	a subsidiary company
Continental City Company Limited	a subsidiary company
Research & Consultant Company Limited	a subsidiary company until 15 December 2014 (Note 15)
S&P Property Management Company Limited	a subsidiary company

The majority of the Company's shares are widely held by public through the Stock Exchange of Thailand.

11 Related party transactions (Cont'd)

- a) The following significant transactions incurred during the years ended 31 December 2014 and 2013 carried out with related parties are as follows:

		Company	
		2014	2013
	<u>Individual/Subsidiaries</u>	<u>Baht</u>	<u>Baht</u>
Revenue from sales			
- real estate development	Continental City Company Limited	-	65,000,000
	Ban Suk Sabai Company Limited	-	3,449,700
		-	68,449,700
Revenue from disposals of property, plant and equipment	Continental City Company Limited	-	9,606,600
Interest income (Note 11 c))	Continental City Company Limited	54,969,427	11,122
	S&P Property Management Company Limited	824,040	772,584
	Research & Consultant Company Limited	220,242	209,824
	Ban Suk Sabai Company Limited	-	748,116
		56,013,709	1,741,646
Transfer right from deposits of land	Continental City Company Limited	-	175,407,500
Purchase of investment property	Continental City Company Limited	-	6,153,700
Purchase of land	Continental City Company Limited	16,000,000	-
	Ban Suk Sabai Company Limited	1,592,500	-
		17,592,500	-
Interest expense (Note 11 d))	Ban Suk Sabai Company Limited	23,190,559	2,077,302

11 Related party transactions (Cont'd)

- a) The following significant transactions incurred during the years ended 31 December 2014 and 2013 carried out with related parties are as follows: (Cont'd)

		Consolidated and Company	
		2014	2013
		Baht	Baht
Management benefit expenses			
- short-term employee benefits		35,258,025	29,976,000
- post employment benefits		967,647	539,479
		<u>36,225,672</u>	<u>30,515,479</u>
Directors' remuneration			
- short-term employee benefits		<u>2,965,000</u>	<u>2,805,000</u>

Revenue from sales of real estate development business and revenue from disposals of property, plant and equipment are transacted under prices and term as agreed between parties.

Interest income was charged to subsidiaries at the rate of 6.30% per annum (2013 : 5.62% - 6.30% per annum).

During 2013, the Company transfers right from deposits of land to a subsidiary for development in future.

Purchase of investment property are transacted under prices and term as agreed between parties.

Interest expense was paid to subsidiary at the rate of 6.30% per annum (2013 : 5.97% - 6.30% per annum).

Management benefit expenses represent benefits which management has received from the Company. The definition of "management" is in accordance with the laws on securities and stock exchange.

Management benefit obligations represent retirement benefits for management which is calculated by independent actuary.

Directors' remuneration was approved at the Annual General Meeting of the Company's shareholders.

- b) Outstanding balances as at 31 December 2014 and 2013 arising from services provided, other expenses and advance payment comprise the following:

		Company	
		2014	2013
		Baht	Baht
Accrued management fee income (Note 9) <u>Less</u> Allowance for doubtful accounts (Note 9)	Individual/Subsidiaries		
	S & P Property Management Company Limited	2,274,114	2,274,114
		<u>(2,274,114)</u>	<u>(2,274,114)</u>
Total accrued management fee income (net)		<u>-</u>	<u>-</u>
Other receivables (Note 9)	Continental City Company Limited	277,898	-
	Ban Suk Sabai Company Limited	119,672	105
		<u>397,570</u>	<u>105</u>
		Consolidated and Company	
		2014	2013
		Baht	Baht
Accrued directors' remuneration (Note 22)		<u>2,965,000</u>	<u>2,805,000</u>

11 Related party transactions (Cont'd)

c) Short-term loans to and interest receivable from subsidiaries (net)

Short-term loans to and interest receivable from subsidiaries (net) as at 31 December 2014 and 2013 comprise the following:

Company					
2014 (Baht)					
	Interest rate (%)	Short-term loans	Interest receivable	Less allowance for doubtful accounts	Total (net)
Short-term loans to and interest receivable from subsidiaries (net)					
Continental City Company Limited	6.30	800,000,000	22,557,452	-	822,557,452
S&P Property Company Limited	6.30	13,080,000	4,986,927	(18,066,927)	-
Total short-term loans to and interest receivable from subsidiaries (net)		<u>813,080,000</u>	<u>27,544,379</u>	<u>(18,066,927)</u>	<u>822,557,452</u>
Company					
2013 (Baht)					
	Interest rate (%)	Short-term loans	Interest receivable	Less allowance for doubtful accounts	Total (net)
Short-term loans to and interest receivable from subsidiaries (net)					
Continental City Company Limited	-	-	-	-	-
S&P Property Company Limited	6.30	13,080,000	4,162,887	(17,242,887)	-
Research & Consultant Company Limited	6.30	3,552,360	3,454,117	(7,006,477)	-
Total short-term loans to and interest receivable from subsidiaries (net)		<u>16,632,360</u>	<u>7,617,004</u>	<u>(24,249,364)</u>	<u>-</u>

As at 31 December 2014 and 2013, short-term loans to subsidiaries are unsecured loans denominated in Thai Baht and called on demand.

On 15 December 2014, Research & Consultant Company Limited is no longer a subsidiary of the Group (Note 15). As a result, its outstanding balances is reclassified to short-term loans to and interest receivable from other company (net) (Note 10).

The movement of short-term loans to and interest receivable from subsidiaries (net) for the years ended 31 December 2014 and 2013 comprise the following:

Company		
	2014 Baht	2013 Baht
Opening net book value	-	-
Increase in short-term loans	2,434,170,000	68,000,000
Increase in interest receivable (Note 11 a))	56,013,709	1,741,646
Increase in allowance for doubtful accounts (Note 29)	(1,214,282)	(1,682,072)
Receipts of short-term loan repayment	(1,634,000,000)	(89,154,684)
Receipts of interest receivable	(32,411,975)	(9,115,461)
Reversal of allowance for doubtful accounts (Note 29)	-	30,210,571
Reclassification to short-term loans to and interest receivable from other company (net) (Note 10)		
- short-term loan	(3,722,360)	-
- interest receivable	(3,674,359)	-
- allowance for doubtful account	7,396,719	-
Ending net book value	<u>822,557,452</u>	<u>-</u>

11 Related party transactions (Cont'd)

d) Short-term loan from and accrued interest expenses to subsidiary

Short-term loan from and accrued interest expenses to subsidiary as at 31 December 2014 and 2013 comprise the following:

	Company			
	2014 (Baht)			
	Interest rate (%)	Short-term loan	Accrued interest expenses	Total
Short-term loan from and accrued interest expenses to subsidiary				
Ban Suk Sabai Company Limited	-	-	-	-
	Company			
	2013 (Baht)			
	Interest rate (%)	Short-term loan	Accrued interest expenses	Total
Short-term loan from and accrued interest expenses to subsidiary				
Ban Suk Sabai Company Limited	6.30	23,000,000	31,759	23,031,759

As at 31 December 2013, short-term loan from subsidiary is unsecured loan denominated in Thai Baht and called on demand.

The movements of short-term loan from and accrued interest expenses to subsidiary for the years ended 31 December 2014 and 2013 comprise the following:

	Company	
	2014 Baht	2013 Baht
Opening net book value	23,031,759	-
Increase in short-term loans	1,748,000,000	546,000,000
Increase in accrued interest expenses (Note 11 a))	23,190,559	2,077,302
Repayment of short-term loans	(1,771,000,000)	(523,000,000)
Repayment of accrued interest expenses	(23,222,318)	(2,045,543)
Ending net book value	-	23,031,759

12 Inventories (net)

Inventories (net) as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Land for sale	250,203,119	249,105,681	250,203,119	249,105,681
Houses for sale	141,862,874	169,560,004	141,862,874	169,560,004
Condominium units for sale	213,987,382	130,196,078	197,624,420	113,833,116
Bought condominium units for sale	6,106,000	6,106,000	6,106,000	6,106,000
Construction supplies (Note 15)	-	1,420,864	-	-
Retails merchandise	2,222,581	2,640,830	2,222,581	2,640,830
	614,381,956	559,029,457	598,018,994	541,245,631
<u>Less</u> Allowance for impairment				
- condominium units for sale	(33,755,246)	(33,755,246)	(33,755,246)	(33,755,246)
Allowance for obsolescence				
- construction supplies (Note 15)	-	(1,420,864)	-	-
- retail merchandise	(207,225)	-	(207,225)	-
Total inventories (net)	580,419,485	523,853,347	564,056,523	507,490,385

12 Inventories (net) (Cont'd)

The cost of inventories recognised as expense and included in cost of sales from real estate development business in consolidated and company financial statements is Baht 120,053,154 and Baht 120,053,154 (2013 : Baht 440,460,242 and Baht 303,270,974), respectively.

The cost of inventories recognised as expense and included in cost of rental and services in consolidated and company financial statements is Baht 8,578,347 and Baht 8,578,347 (2013 : Baht 9,254,366 and Baht 9,254,366), respectively.

During 2014, Baht 207,225 was charged to consolidated and company statements of comprehensive income for obsolete retails merchandise (2013 : nil).

13 Real estate development cost

Real estate development cost as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Land development	11,440,006,514	8,658,432,873	6,988,542,386	7,554,614,026
Construction in progress and other related costs	2,256,816,982	1,551,672,979	2,218,154,568	1,542,151,954
Capitalised interest	1,289,345,425	938,302,568	1,210,296,186	938,302,568
Total real estate development cost	<u>14,986,168,921</u>	<u>11,148,408,420</u>	<u>10,416,993,140</u>	<u>10,035,068,548</u>
Capitalised interest during the year	<u>418,854,244</u>	<u>363,643,987</u>	<u>339,805,005</u>	<u>363,643,987</u>
Total value of contracts signed	<u>19,784,359,000</u>	<u>18,127,566,098</u>	<u>16,989,238,000</u>	<u>18,127,566,098</u>

The cost real estate development cost recognised as expense and included in cost of sales from real estate development business in consolidated and company financial statements is Baht 1,174,095,788 and Baht 1,174,095,788 (2013 : Baht 1,358,650,410 and Baht 1,424,257,335), respectively.

As at 31 December 2014, real estate development costs in the consolidated and company financial statements of Baht 12,515 million and Baht 9,444 million (2013 : Baht 8,740 million and Baht 8,740 million), respectively, were being used as collaterals against the borrowings of the Company from local banks amounting to Baht 6,298 million and Baht 5,137 million (2013 : Baht 4,748 million and Baht 4,748 million), respectively (Note 21.2).

14 Other current assets

Other current assets as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Land deposits	140,000,000	570,120,000	-	-
Prepaid income tax	64,581,790	-	63,795,180	-
Value added tax refundable	111,947	2,622,103	-	-
Total other current assets	<u>204,693,737</u>	<u>572,742,103</u>	<u>63,795,180</u>	<u>-</u>

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

15 Investments in subsidiaries, associate and other company (net)

		Company			
	Principal activities	Paid-up share capital		Percentage of holding	
		2014	2013	2014	2013
		Million Baht	Million Baht	%	%
Investments in subsidiaries					
Ban Suk Sabai Company Limited	Real estate	1,700.0	1,700.0	99.9	99.9
Continental City Company Limited	Real estate	3,000.0	3,000.0	99.9	99.9
Research & Consultant Company Limited	Construction service	-	10.0	-	65.0
S&P Property Management Company Limited	Management service	2.0	2.0	100.0	100.0
Consolidated and Company					
	Principal activities	Paid-up share capital		Percentage of holding	
		2014	2013	2014	2013
		Million Baht	Million Baht	%	%
Investment in associate					
N.K. Energy Conservation Company Limited	Light weight wall panel	6.5	6.5	49.9	49.9
Investment in other company					
Khonkaenland Development Group Company Limited	Real estate	265.0	265.0	1.9	1.9
		Consolidated		Company	
		Equity method		Cost method	
		2014	2013	2014	2013
		Baht	Baht	Baht	Baht
Investments in subsidiaries					
Ban Suk Sabai Company Limited		-	-	1,698,850,600	1,698,850,600
Continental City Company Limited		-	-	3,002,779,906	3,002,779,906
Research & Consultant Company Limited		-	-	-	6,500,000
S&P Property Management Company Limited		-	-	5,000	5,000
		-	-	4,701,635,506	4,708,135,506
Less Allowance for impairment of investment in subsidiaries		-	-	(5,000)	(6,505,000)
Total investments in subsidiaries (net)		-	-	4,701,630,506	4,701,630,506
Investment in associate*					
N.K. Energy Conservation Company Limited		3,247,400	3,247,400	3,247,400	3,247,400
Less Allowance for impairment of investment in associate		(3,247,400)	(3,247,400)	(3,247,400)	(3,247,400)
Investment in associate (net)		-	-	-	-
Other company**					
Khonkaenland Development Group Company Limited		5,000,000	5,000,000	5,000,000	5,000,000
Less Allowance for impairment of other investment		(5,000,000)	(5,000,000)	(5,000,000)	(5,000,000)
Other investment (net)		-	-	-	-
Total investments in subsidiaries, associate and other company (net)		-	-	4,701,630,506	4,701,630,506

* According to Group's policy, investment in associate is presented in consolidated financial statements by using equity method. However, the operation of this associate does not form significant part to the Group. In addition, the Group has already provided full allowance for impairment for this investment. Therefore, the Group has presented investment in associate in consolidated financial statements by using cost method.

** Other company is presented at cost in consolidated financial statement.

15 Investments in subsidiaries, associate and other company (net) (Cont'd)

The movement of investments in subsidiaries, associate and other company (net) for the years ended 31 December 2014 and 2013 comprise the following:

	Company	
	2014 Baht	2013 Baht
Opening net book value	4,701,630,506	442,783,506
Addition during the year	-	4,257,487,000
Disposals of investment in subsidiary	(6,500,000)	-
Reversal of allowance for impairment of investment in subsidiary	6,500,000	1,360,000
Ending net book value	<u>4,701,630,506</u>	<u>4,701,630,506</u>

The movement of allowance for impairment of investment in subsidiaries, associate and other company for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Opening balance	8,247,000	8,247,000	14,752,400	16,112,400
Reversal of allowance for impairment of investment in subsidiary	-	-	(6,500,000)	(1,360,000)
Ending balance	<u>8,247,000</u>	<u>8,247,000</u>	<u>8,252,400</u>	<u>14,752,400</u>

On 15 August 2013 and 23 August 2013, Ban Suk Sabai Company Limited registered to increase its share capital from 20,000 ordinary shares of par of Baht 100 each to 17,000,000 ordinary shares of par of Baht 100 each. Noble Development Public Company Limited acquired additional 16,974,906 ordinary shares totalling Baht 1,697,490,600 to maintain the same holding proportion.

On 15 August 2013 and 28 August 2013, Continental City Company Limited registered to increase its share capital from 4,400,000 ordinary shares of par of Baht 100 each to 30,000,000 ordinary shares of par of Baht 100 each. Noble Development Public Company Limited acquired additional 25,599,964 ordinary shares totalling Baht 2,559,996,400 to maintain the same holding proportion.

On 15 December 2014, according to the resolution of the Board of Directors' Meeting, resolved to disposed the investment of Research & Consultant Company Limited, the Company's subsidiary to the external party who has no relationship or connection with the Group. Total value of disposals of investment was Baht 100,000.

15 Investments in subsidiaries, associate and other company (net) (Cont'd)

The details of carrying value of identifiable assets and liabilities as at 14 December 2014 in consolidated financial statements comprise the following:

	Baht
Assets	
Cash and cash equivalents	112,756
Trade and other receivables	2,625,000
Construction supplies (net)	
Construction supplies	1,420,864
<u>Less</u> Allowance for obsolescence	<u>(1,420,864)</u>
Total assets	<u>2,737,756</u>
Liabilities	
Trade and other payables	<u>2,026,443</u>
Carrying value of net assets	711,313
Consideration	<u>100,000</u>
Loss from disposals of investment in subsidiary (Note 32)	<u>611,313</u>
 Proceeds from disposals of investment in subsidiary	 100,000
<u>Less</u> cash and cash equivalent of subsidiary	<u>(112,756)</u>
Net decrease in cash from disposals of investment in subsidiary (for statement of cash flows)	 <u>(12,756)</u>

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

16 Investment properties (net)

The movements of investment properties (net) for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated					Company				
	Land Baht	Building Baht	Others Baht	Construction in progress Baht	Total Baht	Land Baht	Building Baht	Others Baht	Construction in progress Baht	Total Baht
As at 1 January 2013										
Cost	298,451,216	423,479,966	18,800,362	-	740,731,544	197,218,787	179,828,765	16,999,559	-	394,047,111
<u>Less</u> Accumulated depreciation	-	(117,451,374)	(17,154,402)	-	(134,605,776)	-	(69,444,559)	(16,131,814)	-	(85,576,373)
Allowance for impairment	(58,290,776)	-	-	-	(58,290,776)	(58,290,776)	-	-	-	(58,290,776)
Net book value	<u>240,160,440</u>	<u>306,028,592</u>	<u>1,645,960</u>	<u>-</u>	<u>547,834,992</u>	<u>138,928,011</u>	<u>110,384,206</u>	<u>867,745</u>	<u>-</u>	<u>250,179,962</u>
For the year ended 31 December 2013										
Opening net book value	240,160,440	306,028,592	1,645,960	-	547,834,992	138,928,011	110,384,206	867,745	-	250,179,962
Reclassifications	(101,232,429)	101,232,429	-	-	-	-	-	-	-	-
Additions	346,130	97,830	-	-	443,960	-	6,251,530	-	-	6,251,530
Transfer from property, plant and equipment (Note 17)	8,080,453	-	-	-	8,080,453	-	-	-	-	-
Transfer from real estate development cost	65,147,925	-	-	-	65,147,925	-	-	-	-	-
Transfer to real estate development cost	(83,022,979)	-	-	-	(83,022,979)	(83,022,979)	-	-	-	(83,022,979)
Write-off - cost	-	(112,904,994)	(16,833,378)	-	(129,738,372)	-	(112,904,994)	(16,833,378)	-	(129,738,372)
- accumulated depreciation	-	59,412,399	16,578,027	-	75,990,426	-	59,412,399	16,578,027	-	75,990,426
Adjustments of over recorded investment properties	-	(2,590,730)	-	-	(2,590,730)	-	-	-	-	-
Depreciation charge (Note 29)	-	(41,364,314)	(914,449)	-	(42,278,763)	-	(5,868,658)	(609,387)	-	(6,478,045)
Closing net book amount	<u>129,479,540</u>	<u>309,911,212</u>	<u>476,160</u>	<u>-</u>	<u>439,866,912</u>	<u>55,905,032</u>	<u>57,274,483</u>	<u>3,007</u>	<u>-</u>	<u>113,182,522</u>
As at 31 December 2013										
Cost	187,770,316	409,314,501	1,966,984	-	599,051,801	114,195,808	73,175,301	166,181	-	187,537,290
<u>Less</u> Accumulated depreciation	-	(99,403,289)	(1,490,824)	-	(100,894,113)	-	(15,900,818)	(163,174)	-	(16,063,992)
Allowance for impairment	(58,290,776)	-	-	-	(58,290,776)	(58,290,776)	-	-	-	(58,290,776)
Net book value	<u>129,479,540</u>	<u>309,911,212</u>	<u>476,160</u>	<u>-</u>	<u>439,866,912</u>	<u>55,905,032</u>	<u>57,274,483</u>	<u>3,007</u>	<u>-</u>	<u>113,182,522</u>

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

16 Investment properties (net) (Cont'd)

The movements of investment properties (net) for the years ended 31 December 2014 and 2013 comprise the following: (Cont'd)

	Consolidated					Company				
	Land Baht	Building Baht	Others Baht	Construction in progress Baht	Total Baht	Land Baht	Building Baht	Others Baht	Construction in progress Baht	Total Baht
For the year ended 31 December 2014										
Opening net book value	129,479,540	309,911,212	476,160	-	439,866,912	55,905,032	57,274,483	3,007	-	113,182,522
Additions	14,553,000	-	-	35,399,502	49,952,502	14,553,000	-	-	35,399,502	49,952,502
Transfer to real estate development cost	(15,466,806)	-	-	-	(15,466,806)	-	-	-	-	-
Write-off	(93,225)	-	-	-	(93,225)	-	-	-	-	-
Depreciation charge (Note 29)	-	(26,005,926)	(184,772)	-	(26,190,698)	-	(4,121,076)	(2,904)	-	(4,123,980)
Closing net book amount	<u>128,472,509</u>	<u>283,905,286</u>	<u>291,388</u>	<u>35,399,502</u>	<u>448,068,685</u>	<u>70,458,032</u>	<u>53,153,407</u>	<u>103</u>	<u>35,399,502</u>	<u>159,011,044</u>
As at 31 December 2014										
Cost	186,763,285	409,314,501	1,966,984	35,399,502	633,444,272	128,748,808	73,175,301	166,181	35,399,502	237,489,792
<u>Less</u> Accumulated depreciation	-	(125,409,215)	(1,675,596)	-	(127,084,811)	-	(20,021,894)	(166,078)	-	(20,187,972)
Allowance for impairment	<u>(58,290,776)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(58,290,776)</u>	<u>(58,290,776)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(58,290,776)</u>
Net book value	<u>128,472,509</u>	<u>283,905,286</u>	<u>291,388</u>	<u>35,399,502</u>	<u>448,068,685</u>	<u>70,458,032</u>	<u>53,153,407</u>	<u>103</u>	<u>35,399,502</u>	<u>159,011,044</u>
Fair value					<u>760,301,389</u>					<u>293,486,038</u>

During 2013, the Company recognised the loss from write-off of investment property of Baht 52.16 million (Note 32) from destruction of building for rent for the business operation in the future.

16 Investment properties (net) (Cont'd)

The Group's managements have estimated fair value of investment properties as at 31 December 2014 by using the methods as follows:

- Land blank
 - Appraisal value by external independent valuers and compare with appraisal value of Land Department.
 - Appraisal value by external independent valuers of land (same area) - in case that there is no appraisal value by Land Department.
- Land with construction
 - Discount cash flow projections based on reliable estimates of future cash flows, supported by the terms of existing lease and other contracts and discounted by company's weighted average cost of capital.

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

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Rental income	23,774,029	21,689,727	13,727,421	12,051,208
Direct operating expense arise from investment property that generated rental income for the year	8,713,606	11,769,852	3,662,309	3,750,986
Direct operating expense arise from investment property that did not generate rental income for the year	17,477,092	30,508,910	461,671	2,727,058

As at 31 December 2014, land and building for lease in the consolidated and the company with net book values amounting to approximately Baht 100 million and Baht 47 million (2013 : Baht 108 million and Baht 51 million), respectively are under a 3-year operating lease agreement with a non-related company. The non-related company has an option to renew this operating lease agreement for another 3-year period.

As at 31 December 2014, land and project cost in consolidated and company financial statements with book value of Baht 84 million and Baht 35 million (2013 : Baht 63 million and nil), respectively are under pledged as collateral for loans from financial institutions (Note 21.2).

As at 31 December 2013, land for sale with a net book value of Baht 7 million is used as a collateral at the court.

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

17 Property, plant and equipment (net)

The movements of property, plant and equipment (net) for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated (Baht)									
	Land	Building and building improvement sale office	Furniture and fixtures, office equipment and vehicles	Clubhouses	Building for lease	Building improvements for lease	Equipments for lease	Furniture and fixtures for lease	Construction in progress	Total
As at 1 January 2013										
Cost	187,598,469	21,424,895	97,513,021	101,653,641	171,476,903	64,749,036	8,186,135	75,092,840	-	727,694,940
Less Accumulated depreciation	-	(4,945,007)	(91,211,144)	(47,923,566)	(38,538,995)	(29,138,895)	(6,504,822)	(67,665,839)	-	(285,928,268)
Allowance for impairment	(13,740,000)	-	-	(49,531,041)	-	-	-	-	-	(63,271,041)
Net book value	173,858,469	16,479,888	6,301,877	4,199,034	132,937,908	35,610,141	1,681,313	7,427,001	-	378,495,631
For the year ended 31 December 2013										
Opening net book value	173,858,469	16,479,888	6,301,877	4,199,034	132,937,908	35,610,141	1,681,313	7,427,001	-	378,495,631
Additions	148,700,000	21,608,043	9,676,189	-	14,240	-	808,916	435,674	3,885,682	185,128,744
Transfer from real estate development cost	459,000	9,633,665	-	-	-	-	-	-	-	10,092,665
Transfer to investment properties (Note 16)	(8,080,453)	-	-	-	-	-	-	-	-	(8,080,453)
Transfer to real estate development cost										
- cost	-	(394,070)	-	-	-	-	-	-	-	(394,070)
- accumulated depreciation	-	224,253	-	-	-	-	-	-	-	224,253
Disposals- cost	-	(15,451)	(985,204)	-	-	-	-	(410,574)	-	(1,411,229)
- accumulated depreciation	-	15,451	977,286	-	-	-	-	384,477	-	1,377,214
Depreciation charge (Note 29)	-	(18,862,530)	(5,177,361)	(456,164)	(8,573,777)	(6,474,904)	(1,059,585)	(7,140,957)	-	(47,745,278)
Closing net book value	314,937,016	28,689,249	10,792,787	3,742,870	124,378,371	29,135,237	1,430,644	695,621	3,885,682	517,687,477
As at 31 December 2013										
Cost	328,677,016	52,257,082	106,204,006	101,653,641	171,491,143	64,749,036	8,995,051	75,117,940	3,885,682	913,030,597
Less Accumulated depreciation	-	(23,567,833)	(95,411,219)	(48,379,730)	(47,112,772)	(35,613,799)	(7,564,407)	(74,422,319)	-	(332,072,079)
Allowance for impairment	(13,740,000)	-	-	(49,531,041)	-	-	-	-	-	(63,271,041)
Net book value	314,937,016	28,689,249	10,792,787	3,742,870	124,378,371	29,135,237	1,430,644	695,621	3,885,682	517,687,477

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

17 Property, plant and equipment (net) (Cont'd)

The movements of property, plant and equipment (net) for the years ended 31 December 2014 and 2013 comprise the following: (Cont'd)

Consolidated (Baht)										
	Land	Building and building improvement sale office	Furniture and fixtures, office equipment and vehicles	Clubhouses	Building for lease	Building improvements for lease	Equipments for lease	Furniture and fixtures for lease	Construction in progress	Total
For the year ended 31 December 2014										
Opening net book value	314,937,016	28,689,249	10,792,787	3,742,870	124,378,371	29,135,237	1,430,644	695,621	3,885,682	517,687,477
Additions	-	1,436,559	9,598,238	37,840	-	-	716,654	891,214	63,810,597	76,491,102
Transfer	-	56,073,604	-	-	-	-	-	-	(56,073,604)	-
Disposals- cost	-	(16,241,915)	(428,000)	(28,210)	-	-	(8,463)	-	-	(16,706,588)
- accumulated depreciation	-	12,441,775	427,999	23,845	-	-	1,037	-	-	12,894,656
Depreciation charge (Note 29)	-	(17,245,071)	(5,654,865)	(394,875)	(8,573,357)	(6,474,904)	(558,776)	(498,125)	-	(39,399,973)
Closing net book value	314,937,016	65,154,201	14,736,159	3,381,470	115,805,014	22,660,333	1,581,096	1,088,710	11,622,675	550,966,674
As at 31 December 2014										
Cost	328,677,016	93,525,330	115,374,244	101,663,271	171,491,143	64,749,036	9,703,242	76,009,154	11,622,675	972,815,111
Less Accumulated depreciation	-	(28,371,129)	(100,638,085)	(48,750,760)	(55,686,129)	(42,088,703)	(8,122,146)	(74,920,444)	-	(358,577,396)
Allowance for impairment	(13,740,000)	-	-	(49,531,041)	-	-	-	-	-	(63,271,041)
Net book value	314,937,016	65,154,201	14,736,159	3,381,470	115,805,014	22,660,333	1,581,096	1,088,710	11,622,675	550,966,674

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

17 Property, plant and equipment (net) (Cont'd)

The movements of property, plant and equipment (net) for the years ended 31 December 2014 and 2013 comprise the following: (Cont'd)

Company (Baht)										
	Land	Building and building improvement sale office	Furniture and fixtures, office equipment and vehicles	Clubhouses	Building for lease	Building improvements for lease	Equipments for lease	Furniture and fixtures for lease	Construction in progress	Total
As at 1 January 2013										
Cost	186,494,007	21,424,895	96,529,401	101,653,641	171,476,903	64,749,036	8,186,135	75,092,840	-	725,606,858
<u>Less</u> Accumulated depreciation	-	(4,945,007)	(90,328,431)	(47,923,566)	(38,538,995)	(29,138,895)	(6,504,822)	(67,665,839)	-	(285,045,555)
Allowance for impairment	(13,740,000)	-	-	(49,531,041)	-	-	-	-	-	(63,271,041)
Net book value	172,754,007	16,479,888	6,200,970	4,199,034	132,937,908	35,610,141	1,681,313	7,427,001	-	377,290,262
For the year ended 31 December 2013										
Opening net book value	172,754,007	16,479,888	6,200,970	4,199,034	132,937,908	35,610,141	1,681,313	7,427,001	-	377,290,262
Additions	148,700,000	21,608,043	9,676,189	-	14,240	-	808,916	435,674	3,805,682	185,048,744
Transfer from real estate development cost	-	9,633,665	-	-	-	-	-	-	-	9,633,665
Transfer to real estate development cost										
- cost	-	(394,070)	-	-	-	-	-	-	-	(394,070)
- accumulated depreciation	-	224,253	-	-	-	-	-	-	-	224,253
Disposals- cost	(8,080,453)	(15,451)	(985,204)	-	-	-	-	(410,574)	-	(9,491,682)
- accumulated depreciation	-	15,451	977,286	-	-	-	-	384,477	-	1,377,214
Depreciation charge (Note 29)	-	(18,862,530)	(5,131,111)	(456,164)	(8,573,777)	(6,474,904)	(1,059,585)	(7,140,957)	-	(47,699,028)
Closing net book value	313,373,554	28,689,249	10,738,130	3,742,870	124,378,371	29,135,237	1,430,644	695,621	3,805,682	515,989,358
As at 31 December 2013										
Cost	327,113,554	52,257,082	105,220,386	101,653,641	171,491,143	64,749,036	8,995,051	75,117,940	3,805,682	910,403,515
<u>Less</u> Accumulated depreciation	-	(23,567,833)	(94,482,256)	(48,379,730)	(47,112,772)	(35,613,799)	(7,564,407)	(74,422,319)	-	(331,143,116)
Allowance for impairment	(13,740,000)	-	-	(49,531,041)	-	-	-	-	-	(63,271,041)
Net book value	313,373,554	28,689,249	10,738,130	3,742,870	124,378,371	29,135,237	1,430,644	695,621	3,805,682	515,989,358

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

17 Property, plant and equipment (net) (Cont'd)

The movements of property, plant and equipment (net) for the years ended 31 December 2014 and 2013 comprise the following: (Cont'd)

	Company (Baht)									
	Land	Building and building improvement sale office	Furniture and fixtures, office equipment and vehicles	Clubhouses	Building for lease	Building improvements for lease	Equipments for lease	Furniture and fixtures for lease	Construction in progress	Total
For the year ended 31 December 2014										
Opening net book value	313,373,554	28,689,249	10,738,130	3,742,870	124,378,371	29,135,237	1,430,644	695,621	3,805,682	515,989,358
Additions	-	1,436,559	8,223,459	37,840	-	-	716,654	891,214	152,520	11,458,246
Disposals- cost	-	(16,241,915)	(428,000)	(28,210)	-	-	(8,463)	-	-	(16,706,588)
- accumulated depreciation	-	12,441,775	427,999	23,845	-	-	1,037	-	-	12,894,656
Depreciation charge (Note 29)	-	(13,424,295)	(5,462,510)	(394,875)	(8,573,357)	(6,474,904)	(558,776)	(498,125)	-	(35,386,842)
Closing net book value	313,373,554	12,901,373	13,499,078	3,381,470	115,805,014	22,660,333	1,581,096	1,088,710	3,958,202	488,248,830
As at 31 December 2014										
Cost	327,113,554	37,451,726	113,015,845	101,663,271	171,491,143	64,749,036	9,703,242	76,009,154	3,958,202	905,155,173
<u>Less</u> Accumulated depreciation	-	(24,550,353)	(99,516,767)	(48,750,760)	(55,686,129)	(42,088,703)	(8,122,146)	(74,920,444)	-	(353,635,302)
Allowance for impairment	(13,740,000)	-	-	(49,531,041)	-	-	-	-	-	(63,271,041)
Net book value	313,373,554	12,901,373	13,499,078	3,381,470	115,805,014	22,660,333	1,581,096	1,088,710	3,958,202	488,248,830

Depreciation charge in the consolidated and company financial statements are Baht 39,399,973 and Baht 35,386,842 (2013 : Baht 47,745,278 and Baht 47,699,028) will be recorded in cost of rental and services amounting to Baht 16,105,162 and Baht 16,105,162 (2013 : Baht 23,249,223 and Baht 23,249,223) and administrative expenses amounting to Baht 23,294,811 and Baht 19,281,680 (2013 : Baht 24,496,055 and Baht 24,449,805), respectively.

As at 31 December 2014, the gross carrying amounts before a deduction of accumulated depreciation of fully depreciated plant and equipment that still in use in the consolidated and company financial statements are Baht 174 million and Baht 173 million (2013 : Baht 125 million and Baht 123 million), respectively.

18 Intangible assets (net)

The movements of intangible assets (net) for the years ended 31 December 2014 and 2013 comprise the following:

	Computer software	
	Consolidated Baht	Company Baht
As at 1 January 2013		
Cost	10,116,948	9,346,218
<u>Less</u> Accumulated amortisation	(8,015,334)	(7,245,477)
Net book value	<u>2,101,614</u>	<u>2,100,741</u>
For the year ended 31 December 2013		
Opening net book value	2,101,614	2,100,741
Additions	3,695,438	3,695,438
Amortisation charge (Note 29)	(1,929,384)	(1,928,572)
Closing net book value	<u>3,867,668</u>	<u>3,867,607</u>
As at 31 December 2013		
Cost	13,812,386	13,041,656
<u>Less</u> Accumulated amortisation	(9,944,718)	(9,174,049)
Net book value	<u>3,867,668</u>	<u>3,867,607</u>
For the year ended 31 December 2014		
Opening net book value	3,867,668	3,867,607
Additions	2,837,481	2,585,389
Amortisation charge (Note 29)	(2,388,067)	(2,358,740)
Closing net book value	<u>4,317,082</u>	<u>4,094,256</u>
As at 31 December 2014		
Cost	16,649,867	15,627,045
<u>Less</u> Accumulated amortisation	(12,332,785)	(11,532,789)
Net book value	<u>4,317,082</u>	<u>4,094,256</u>

Amortisation charge in the consolidated and company financial statements are Baht 2,388,067 and Baht 2,358,740 (2013 : Baht 1,929,384 and Baht 1,928,572) is recorded in administrative expenses.

As at 31 December 2014, the gross carrying amount before a deduction of accumulated amortisation of fully amortised intangible assets that still in use in the consolidated and company financial statements are Baht 10 million and Baht 9 million (2013 : Baht 8 million and Baht 7 million), respectively.

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

19 Deferred income taxes (net)

Deferred income taxes (net) as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Deferred tax assets:				
Deferred tax assets to be recovered within 12 months	-	41,267,899	-	41,267,899
Deferred tax assets to be recovered after more than 12 months	131,586,803	111,357,349	110,659,474	111,357,349
Total deferred tax assets	131,586,803	152,625,248	110,659,474	152,625,248
	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	-	-	-	-
Deferred tax liabilities to be settled after more than 12 months	(5,862,768)	-	-	-
Total deferred tax liabilities	(5,862,768)	-	-	-
Total deferred tax (net)	125,724,035	152,625,248	110,659,474	152,625,248

The movement of deferred income taxes (net) for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
As at 1 January	152,625,248	103,293,993	152,625,248	103,293,993
(Debit)/credit to the profit or loss (Note 33)	(26,901,213)	49,331,255	(41,965,774)	49,331,255
As at 31 December	125,724,035	152,625,248	110,659,474	152,625,248
	Consolidated			
	1 January	(Debit)/	31 December	
	2014	credit to the	2014	
	Baht	profit or loss	Baht	
Deferred income tax assets:				
Allowance for doubtful account of short-term loans to and interest receivable from other company	-	1,481,528	1,481,528	
Allowance for impairment and obsolescence in inventories	6,751,049	41,445	6,792,494	
Allowance for doubtful account of long-term loans to and interest receivable from other company	7,682,066	(7,682,066)	-	
Allowance for impairment in investment properties	11,658,155	-	11,658,155	
Deposits and advances received from customers	113,021,460	(41,447,206)	71,574,254	
Employee benefits obligation	3,548,772	341,906	3,890,678	
Difference in useful life of building and equipment	1,377,282	(103,736)	1,273,546	
Borrowing costs of - real estate development cost	3,938,622	33,251	3,971,873	
- land deposits	-	336,819	336,819	
Taxable losses carried forward	-	26,072,641	26,072,641	
Others	4,647,842	(113,027)	4,534,815	
	152,625,248	(21,038,445)	131,586,803	

19 Deferred income taxes (net) (Cont'd)

The movement of deferred income taxes (net) for the years ended 31 December 2014 and 2013 comprise the following:
(Cont'd)

	Consolidated		
	1 January	(Debit)/	31 December
	2014	credit to the	2014
	Baht	profit or loss	Baht
		Baht	
Deferred tax liabilities:			
Borrowing costs of real estate development cost	-	(5,862,768)	(5,862,768)
	Consolidated		
	1 January	(Debit)/	31 December
	2013	credit to the	2013
	Baht	profit or loss	Baht
		Baht	
Deferred income tax assets:			
Allowance for impairment in inventories	6,751,049	-	6,751,049
Allowance for doubtful account of long-term loans to and interest receivable from other company	6,642,080	1,039,986	7,682,066
Allowance for impairment in investment properties	11,658,155	-	11,658,155
Deposits and advances received from customers	74,746,646	38,274,814	113,021,460
Employee benefits obligation	1,737,378	1,811,394	3,548,772
Difference in useful life of building and equipment	-	1,377,282	1,377,282
Borrowing costs of real estate development cost	-	3,938,622	3,938,622
Others	1,758,685	2,889,157	4,647,842
	103,293,993	49,331,255	152,625,248
	Consolidated		
	1 January	(Debit)/	31 December
	2013	credit to the	2013
	Baht	profit or loss	Baht
		Baht	
Deferred income tax liabilities:	-	-	-

19 Deferred income taxes (net) (Cont'd)

The movement of deferred income taxes (net) for the years ended 31 December 2014 and 2013 comprise the following:
(Cont'd)

	Company		
	1 January	(Debit)/	31 December
	2014	credit to the	2014
	Baht	profit or loss	2014
	Baht	Baht	Baht
Deferred income tax assets:			
Allowance for doubtful account of short-term loans to and interest receivable from other company	-	1,481,528	1,481,528
Allowance for impairment and obsolescence in inventories	6,751,049	41,445	6,792,494
Allowance for doubtful account of long-term loans to and interest receivable from other company	7,682,066	(7,682,066)	-
Allowance for impairment in investment properties	11,658,155	-	11,658,155
Deposits and advances received from customers	113,021,460	(41,447,206)	71,574,254
Employee benefits obligation	3,548,772	341,906	3,890,678
Difference in useful life of building and equipment	1,377,282	(340,582)	1,036,700
Borrowing costs of real estate development cost	3,938,622	33,251	3,971,873
Taxable losses carried forward	-	5,718,977	5,718,977
Others	4,647,842	(113,027)	4,534,815
	152,625,248	(41,965,774)	110,659,474
	Company		
	1 January	(Debit)/	31 December
	2013	credit to	2013
	Baht	profit or loss	2013
	Baht	Baht	Baht
Deferred income tax assets:			
Allowance for impairment in inventories	6,751,049	-	6,751,049
Allowance for doubtful account of long-term loans to and interest receivable from other company	6,642,080	1,039,986	7,682,066
Allowance for impairment in investment properties	11,658,155	-	11,658,155
Deposits and advances received from customers	74,746,646	38,274,814	113,021,460
Employee benefits obligation	1,737,378	1,811,394	3,548,772
Difference in useful life of building and equipment	-	1,377,282	1,377,282
Borrowing costs of real estate development cost	-	3,938,622	3,938,622
Others	1,758,685	2,889,157	4,647,842
	103,293,993	49,331,255	152,625,248

The Royal Decrees issued on 21 December 2011, announces that a Company uses corporate income tax rate of 20% for two accounting periods beginning on or after 1 January 2013. Subsequently, a Royal Decrees was issued on 1 November 2014, to continue to use the corporate income tax rate of 20% for the accounting period beginning between 1 January 2015 and 31 December 2015. Then, deferred tax expected to be recovered more than 12 months after the fiscal year ended 31 December 2014 have been measured using a tax rate of 20%.

20 Other non-current assets (net)

Other non-current assets (net) as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
General deposits	7,463,703	8,540,177	7,192,399	8,339,058
Deposits for investment	4,000,000	4,000,000	4,000,000	4,000,000
	11,463,703	12,540,177	11,192,399	12,339,058
<u>Less</u> Allowance for doubtful accounts				
- general deposits	(20,000)	(20,000)	(20,000)	(20,000)
- deposits for investment	(4,000,000)	(4,000,000)	(4,000,000)	(4,000,000)
Total other non-current assets (net)	7,443,703	8,520,177	7,172,399	8,319,058

As at 31 December 2014 and 2013, deposits for investment of Baht 4 million is a deposit in a fund to jointly bid in loan portfolios from the Financial Restructuring Authority Sector. The Company has a right to invest at 10% of the bid price or the minimum amount of Baht 37.5 million. At present, the restructuring process has not yet been completed. However, as at 31 December 2014 and 2013, the Company has set up an allowance for unrecoverable for deposits for investment in full.

21 Borrowings from financial institutions and other investors (net)

Borrowings from financial institutions and other investors (net) as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
<u>Current</u>				
Short-term borrowings				
- bills of exchange	499,225,234	355,763,739	499,225,234	355,763,739
- promissory note	126,000,000	200,000,000	126,000,000	200,000,000
Current portion of long-term borrowings	-	480,455,900	-	480,455,900
Current portion of debentures (net)	1,499,031,700	1,498,675,128	1,499,031,700	1,498,675,128
<u>Non-current</u>				
Long-term borrowings from financial institutions	6,298,465,000	4,267,511,000	5,137,465,000	4,267,511,000
Debentures (net)	2,993,908,196	2,993,720,789	2,993,908,196	2,993,720,789
Total borrowings (net)	<u>11,416,630,130</u>	<u>9,796,126,556</u>	<u>10,255,630,130</u>	<u>9,796,126,556</u>

21.1 The movements of short-term borrowings for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Opening balance	555,763,739	641,468,976	555,763,739	641,468,976
Additional borrowings				
- financial institutions	1,091,461,495	709,294,763	1,091,461,495	709,294,763
Repayments of borrowings				
- financial institutions	(1,022,000,000)	(795,000,000)	(1,022,000,000)	(795,000,000)
Ending balance	<u>625,225,234</u>	<u>555,763,739</u>	<u>625,225,234</u>	<u>555,763,739</u>

As at 31 December 2014, the Company's short-term borrowings represent bills of exchange due within 1 year issued to local financial institutions with interest at the rates of 4.25% per annum (2013 : 4.25% - 4.40% per annum) and promissory note due within 1 year issued to local financial institution with interest at the rate of MOR-1.50% per annum (2013 : MOR-1.50% per annum).

21 Borrowings from financial institutions and other investors (net) (Cont'd)

21.2 The movements of the long-term borrowings for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
<u>Current portions of long-term borrowings</u>				
Opening balance	480,455,900	-	480,455,900	-
Transfer from long-term borrowings	-	480,455,900	-	480,455,900
Repayments of borrowings	(480,455,900)	-	(480,455,900)	-
Ending balance	-	480,455,900	-	480,455,900
<u>Long-term borrowings</u>				
Opening balance	4,267,511,000	4,173,000,000	4,267,511,000	4,173,000,000
Additional borrowings	2,030,954,000	1,112,511,000	869,954,000	1,112,511,000
Transfer to current portions of long-term borrowings	-	(480,455,900)	-	(480,455,900)
Repayments of borrowings	-	(537,544,100)	-	(537,544,100)
Ending balance	6,298,465,000	4,267,511,000	5,137,465,000	4,267,511,000

The long-term borrowings as at 31 December 2014 and 2013 comprise the following:

Type of loan	Maturity date	Interest rate (%)		Interest payable	Collateral		Extent due date
		2014	2013		2014	2013	
<u>Company</u>							
Long-term loan	31 January 2017*	MLR-1.50	MLR-1.50	Monthly basis	A	A	No
Long-term loan	6 November 2017	MLR-1.25	MLR-1.25	Monthly basis	A	A	Yes
Long-term loan	20 November 2017	MLR-1.50	MLR-1.50	Monthly basis	A	A	No
Long-term loan	23 January 2018*	MLR-1.50	MLR-1.50	Monthly basis	A	A	No
Long-term loan	27 June 2019*	MLR-1.50	-	Monthly basis	A	-	No
<u>Subsidiary</u>							
Long-term loan	26 December 2019*	MLR-1.50	-	Monthly basis	A	-	No
Long-term loan	26 December 2019*	MLR-1.50	-	Monthly basis	A	-	No

Remarks

A : Pledged its lands of related projects, including real estate development cost and investment properties (Note 13 and 16).

* : The Company will maintain the net debt to equity ratio as details specified in each borrowing agreement.

21 Borrowings from financial institutions and other investors (net) (Cont'd)

- 21.3 Debentures (net) as at 31 December 2014 and 2013 represent unsubordinated, unsecured debentures with name registered and having bond holders' representative as follows:

	Consolidated and Company	
	2014	2013
	Baht	Baht
Debentures - par value	4,500,000,000	4,500,000,000
<u>Less</u> Prepaid underwriting fee for debenture	<u>(7,060,104)</u>	<u>(7,604,083)</u>
Debentures (net)	4,492,939,896	4,492,395,917
Current portion of debentures (net)	<u>(1,499,031,700)</u>	<u>(1,498,675,128)</u>
	<u>2,993,908,196</u>	<u>2,993,720,789</u>

The movements of debentures (net) for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated and Company	
	2014	2013
	Baht	Baht
Opening net book value	4,492,395,917	2,991,822,132
Increase in debentures	1,500,000,000	1,500,000,000
Increase in prepaid underwriting fee	(4,814,370)	(4,186,740)
Repayment of debentures	(1,500,000,000)	-
Amortisation of prepaid underwriting fee (Note 31)	5,358,349	4,760,525
Ending net book value	<u>4,492,939,896</u>	<u>4,492,395,917</u>

At the Extraordinary Shareholders' meeting held on 8 March 2005 and Board of directors' meeting held on 1 June 2011, it was unanimously resolved to approve the issuance and offering of unsubordinated, unsecured debenture with name registered and having bond holders' representative for 3 years bond not over than Baht 1,500 million. They were offered to public and /or institutions investors. During 27 - 29 June 2011, the Company offer debenture at 1,500,000 units in par value of Baht 1,000 per unit aggregating to Baht 1,500 million. Interest was carried at the rate of 5.25%, 5.75% and 6.20% per annum in 1st, 2nd and 3rd year, respectively. Moreover, interest is repaid every three months. Debenture holds a lifespan of 3 years and maturity on 30 June 2014.

At the Annual General Meeting of the Company's Shareholders held on 27 April 2012 it was unanimously resolved to approve the issuance and offering of debentures not over than Baht 5,000 million. Then Board of directors' meeting held on 12 July 2012, it was unanimously resolved to approve the issuance and offering of unsubordinated, unsecured debenture with name registered and have bond holders' representative for 3 years bond amount not over than Baht 1,500 million to public and/or institution investors. During 7- 9 August 2012, the Company offered the debenture at 1,500,000 units in par value of Baht 1,000 per unit aggregating to Baht 1,500 million. Interest was carried at the rate of 5.00%, 5.30% and 5.60% per annum in 1st, 2nd and 3rd year, respectively. Moreover, interest is repaid every three months. Debenture holds a lifespan of 3 years and maturity on 10 August 2015.

Afterward, Board of directors' meeting held on 27 May 2013, it was unanimously resolved to approve the issuance and offering of unsubordinated, unsecured debenture with name registered and have bond holders' representative for 3 years bond amount not over than Baht 1,500 million to public and/or institution investors. During 23 - 25 July 2013, the Company offered the debenture at 1,500,000 units in par value of Baht 1,000 per unit aggregating to Baht 1,500 million. Interest was carried at the rate of 5.00%, 5.25% and 5.50% per annum in 1st, 2nd and 3rd year, respectively. Moreover, interest is repaid every three months. Debenture holds a lifespan of 3 years and maturity on 26 July 2016.

Afterwards, Board of Directors' meeting held on 2 April 2014, it was unanimously resolved to approve the issuance and offering of unsubordinated, unsecured debenture with name registered and have bond holders' representative for 3 years bond amount not over than Baht 1,500 million to public and/or institution investors. During 19 - 21 May 2014, the Company offered the debenture at 1,500,000 units in par value of Baht 1,000 per unit aggregating to Baht 1,500 million. Interest was carried at the rate of 5.10%, 5.30% and 5.50% per annum in 1st, 2nd and 3rd year, respectively. Moreover, interest is repaid every three months. Debenture holds a lifespan of 3 years and maturity on 22 May 2017.

21 Borrowings from financial institutions and other investors (net) (Cont'd)

21.4 As at 31 December 2014 and 2013, fair value of certain long-term borrowings are as follows:

	Consolidated		Company	
	Fair value			
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Long-term borrowings from financial institutions	6,298,465,000	4,747,966,900	5,137,465,000	4,747,966,900
Debentures	4,547,744,363	4,530,605,565	4,547,744,363	4,530,605,565
Total fair value of long-term borrowings	10,846,209,363	9,278,572,465	9,685,209,363	9,278,572,465

21.5 As at 31 December 2014 and 2013, the undrawn borrowings facilities are as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Million Baht	Million Baht	Million Baht	Million Baht
Unused credit lines				
<u>Floating interest rate</u>				
Short-term borrowings	74	-	74	-
Long-term borrowings				
- Expiring within 1 year	-	150	-	150
- Expiring beyond 1 year	6,078	4,380	4,754	4,380
Total unused credit lines	6,152	4,530	4,828	4,530

22 Trade and other payables

Trade and other payables as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Trade accounts payable				
- construction	368,368,394	116,378,347	367,547,391	114,640,083
- others	9,116,604	1,335,028	746,209	1,335,028
Retention payable	84,802,099	72,885,082	80,820,132	71,342,929
Other accounts payable	17,735,868	28,955,698	12,196,013	28,531,810
Accrued expenses	92,563,539	72,281,985	67,230,617	68,125,862
Accrued interest expenses				
- financial institutions and other investors	36,957,703	52,634,992	36,420,940	52,634,992
Accrued director's remunerations (Note 11 b))	2,965,000	2,805,000	2,965,000	2,805,000
Others	11,142,309	7,281,752	4,254,666	4,223,390
Total trade and other payables	623,651,516	354,557,884	572,180,968	343,639,094

23 Other current liabilities

Other current liabilities as at 31 December 2014 and 2013 comprise the following:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Withholding tax payable	9,662,886	6,493,775	9,001,065	6,300,248
Value added tax payable	511,642	560,498	346,614	560,498
Total other current liabilities	10,174,528	7,054,273	9,347,679	6,860,746

24 Employee benefit obligations

The movement of employee benefit obligations for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated and Company	
	2014	2013
	Baht	Baht
Opening balances as at 1 January	17,743,858	8,686,889
Increase during the year (Note 29)		
- current service cost	1,126,887	540,323
- interest cost	682,647	333,503
- actuarial loss	-	8,183,143
Payment during the year	(100,000)	-
Closing balances as at 31 December	19,453,392	17,743,858

The principal actuarial assumptions used were as follows:

	Consolidated and Company	
	2014	2013
	%	%
Discount rate	4.2	4.2
Inflation rate	3.0	3.0
Future salary increases	5.0 - 8.0	5.0 - 8.0

25 Share capital and premium an share

	Consolidated and Company			
	Number of shares Shares	Ordinary shares Baht	Share premium Baht	Total Baht
Registered share capital				
As at 1 January 2013	456,471,175	1,369,413,525	-	1,369,413,525
Increase in registered share capital	-	-	-	-
As at 31 December 2013	456,471,175	1,369,413,525	-	1,369,413,525
Increase in registered share capital	200,000,000	600,000,000	-	600,000,000
As at 31 December 2014	<u>656,471,175</u>	<u>1,969,413,525</u>	<u>-</u>	<u>1,969,413,525</u>
Issued and fully paid-up share capital				
As at 1 January 2013	456,471,175	1,369,413,525	69,174,340	1,438,587,865
Issue of shares during the year	-	-	-	-
As at 31 December 2013	456,471,175	1,369,413,525	69,174,340	1,438,587,865
Issue of shares during the year	-	-	-	-
As at 31 December 2014	<u>456,471,175</u>	<u>1,369,413,525</u>	<u>69,174,340</u>	<u>1,438,587,865</u>

At the Annual General Meeting of the Company's shareholders held on 28 April 2014, the shareholders passed a resolution to approve the increase in the authorised share capital from Baht 1,369,413,525 to Baht 1,969,413,525 by issuing 200,000,000 new ordinary shares each at a par value of Baht 3 (Three Baht) for allocation under private placement by definition given under the Notification of the Capital Market Supervisory Board No. Tor Chor 28/2551. However, the Private Placement investor to be determined must not be a connected person of the Company. The offering price must not be at discount as provided under the Notification 28/2551. Approved to authorise the board of Directors or authorised representatives or any persons to be delegated by the Board on Directors or authorised representatives to have the powers to carry out from approval. The Company amended the Memorandum of Association consistently with the registration of share capital increase on 28 April 2014.

As at 14 November 2014, the Southern bangkok civil court had the provisional protective order for the petition requesting the provisional protective measure to prohibit the Company to issue the increased share capital according the resolution of annual General Meeting of 2014. Moreover, the Court ordered the stock Exchange of Thailand not to temporarily receive the increased share capital according to such resolution to be the registered share until the case was final or having any change of the order.

As at 31 December 2014, the total authorised number of ordinary shares is 656,471,175 shares (2013 : 456,471,175 shares) with a par value of Baht 3 per share (2013 : Baht 3 per share). The ordinary shares are issued and fully paid for 456,471,175 shares (2013 : 456,471,175 shares).

26 Dividend payment

At the Annual General Meeting of the Company's shareholders held on 28 April 2014, the shareholders approved to pay dividend in respect of the year 2013 of Baht 0.30 per share. Dividends totalling of Baht 136.92 million were paid to the shareholders on 21 May 2014.

At the Annual General Meeting of the Company's shareholders held on 26 April 2013, the shareholders approved to pay dividend in respect of the year 2012 of Baht 0.30 per share. Dividends totalling of Baht 136.88 million were paid to the shareholders on 22 May 2013.

27 Legal reserve

The movement of legal reserve for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated and Company	
	2014	2013
	Baht	Baht
Opening balance	136,941,353	136,941,353
Appropriation during the year	8,286,819	-
Ending balance	<u>145,228,172</u>	<u>136,941,353</u>

Under the Public Companies Act, the Company is required to set aside as a statutory reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. The legal reserve is not distributable as a dividend.

28 Non-controlling interest

The movement of non-controlling interest for the years ended 31 December 2014 and 2013 comprise the following:

	Consolidated	
	2014	2013
	Baht	Baht
Opening balance	527,935	-
Effect from change in interest portion in subsidiaries	-	513,000
Share of net profit of subsidiaries	9,175	14,935
Ending balance	<u>537,110</u>	<u>527,935</u>

29 Expenses by nature

The following significant expenditure items, classified by nature for the years ended 31 December 2014 and 2013, have been charged in the profit before finance costs and income tax:

	For the years ended 31 December			
	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Cost of real estate development sold during the year	1,294,148,942	1,799,110,652	1,294,148,942	1,727,528,309
Employee costs	223,553,169	190,423,957	221,064,160	190,163,202
Contribution to provident fund	8,311,728	6,980,494	8,311,728	6,980,494
Employee benefit obligations (Note 24)	1,809,534	9,056,969	1,809,534	9,056,969
Selling and sales promotion expenses	167,923,777	180,788,888	98,525,207	180,057,751
Construction management fee	40,574,812	44,036,172	40,574,812	44,036,172
Specific business tax	73,371,426	103,737,946	72,751,834	94,977,984
Allowance for (reversal of) doubtful accounts:				
- accrued management fee income from related company	-	-	-	(2,310,962)
- short-term loans to and interest receivable from other company (Note 10)	10,922	-	10,922	-
- short-term loans to and interest receivable from subsidiaries (Note 11 c))	-	-	1,214,282	(28,528,499)
- long-term loans to and interest receivable from other company	-	2,689,910	-	2,689,910
Reversal of allowance for impairment of investment in subsidiaries	-	-	-	(1,360,000)
Depreciation charge (Note 16 and 17)	65,590,671	90,024,041	39,510,822	54,177,073
Amortisation charge (Note 18)	2,388,067	1,929,384	2,358,740	1,928,572

30 Other income

Other income for the years ended 31 December 2014 and 2013 comprise the following:

	For the years ended 31 December			
	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Interest income	62,888,146	109,066,711	61,624,032	55,189,713
Income from contracts cancellation	4,236,000	12,260,500	3,986,000	12,210,500
Net gain on disposals of property, plant and equipment	-	373,829	-	1,899,976
Gain on disposals of investment in subsidiary	-	-	100,000	-
Others	14,561,723	8,364,606	12,785,652	6,566,788
Total other income	81,685,869	130,065,646	78,495,684	75,866,977

31 Finance costs

Finance costs for the years ended 31 December 2014 and 2013 comprise the following:

	For the years ended 31 December			
	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Interest expenses	128,413,307	134,332,582	230,116,342	136,409,884
Amortisation of prepaid underwriting fee for debentures	5,358,349	4,760,525	5,358,349	4,760,525
Total finance costs	<u>133,771,656</u>	<u>139,093,107</u>	<u>235,474,691</u>	<u>141,170,409</u>

32 Other expenses

Other expenses for the years ended 31 December 2014 and 2013 comprise the following:

	For the years ended 31 December			
	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Net loss on disposals of property, plant and equipment	3,504,505	-	3,504,505	-
Loss on disposals of investment in subsidiary	611,313	-	-	-
Loss on write-off of investment properties	93,225	52,159,161	-	52,159,161
Total other expenses	<u>4,209,043</u>	<u>52,159,161</u>	<u>3,504,505</u>	<u>52,159,161</u>

33 Income tax

Reconciliation of income tax expenses for the years ended 31 December 2014 and 2013 is as follows:

	For the years ended 31 December			
	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Current income tax:				
Current income tax on taxable profit for the year	14,923,039	136,606,086	-	108,394,457
Adjustment in respect of over recorded prior year income tax (net)	(2,203,461)	(1,480,458)	(1,198,886)	(1,399,854)
Total current income tax	12,719,578	135,125,628	(1,198,886)	106,994,603
Deferred tax:				
Origination and reversal of temporary differences	26,901,213	(49,331,255)	41,965,774	(49,331,255)
Total income tax	39,620,791	85,794,373	40,766,888	57,663,348

	For the years ended 31 December			
	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Profit before tax accounting base	202,879,310	408,856,397	206,503,259	313,719,860
Tax calculated at the rate of 20% (2013 : 20%)	40,575,862	81,771,279	41,300,652	62,743,972
Tax effect of:				
Transactions recognised as taxable income	236,600	993,253	-	-
Non deductible expenses	134,043	5,514,563	118,084	2,341,470
Temporary difference for which no deferred income tax assets was recognised	691,673	571,673	547,038	(6,022,240)
Tax losses for which no deferred income tax asset was recognised	186,074	(1,575,937)	-	-
Adjustment in respect of over recorded prior year income tax (net)	(2,203,461)	(1,480,458)	(1,198,886)	(1,399,854)
Tax charge	39,620,791	85,794,373	40,766,888	57,663,348

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

34 Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to shareholders of the parent by the weighted average number of paid-up ordinary shares in issue during the year.

	For the years ended 31 December			
	Consolidated		Company	
	2014	2013	2014	2013
Net profit for the year attributable to shareholders of the parent (Baht)	163,249,344	323,047,089	165,736,371	256,056,512
Weighted average number of paid-up ordinary shares in issue (Shares)	456,471,175	456,471,175	456,471,175	456,471,175
Basic earnings per share (Baht per share)	0.36	0.71	0.36	0.56

There are no potential dilutive ordinary shares in issue for the years ended 31 December 2014 and 2013.

35 Financial instruments

Outstanding balance of significant financial assets and financial liabilities and their interest rates as at 31 December 2014 and 2013 are summarised as follows:

	Consolidated						
	2014						
	Baht'000						
		Fixed interest rate				Interest rate (%)	
		Remaining period before maturity date or repricing date					
	Floating interest rates	Less than 1 year	1-5 years	Without interest	Total	Float rate	Fixed rate
Financial assets							
Cash and cash equivalents	190,554	2,353,923	-	29,928	2,574,405	0.13 - 1.75	1.05 - 6.80
Temporary investments at financial institutions	-	6,796	-	-	6,796	-	1.05 - 1.50
Trade and other receivables (net)	-	-	-	307,081	307,081	-	-
Total financial assets	190,554	2,360,719	-	337,009	2,888,282		
Financial liabilities							
Short-term borrowings							
- bills of exchanges	-	499,225	-	-	499,225	-	4.25
- promissory note	126,000	-	-	-	126,000	5.88	-
Trade and other payables	-	-	-	623,652	623,652	-	-
Accrued income tax and other current liabilities	-	-	-	22,358	22,358	-	-
Current portion of long-term borrowings (net)	-	1,499,032	-	-	1,499,032	-	5.60
Deposits and advance received from customers	-	-	-	3,442,380	3,442,380	-	-
Long-term borrowings (net)	6,298,465	-	2,993,908	-	9,292,373	5.25 - 5.63	5.10 - 5.25
Employee benefit obligations	-	-	-	19,453	19,453	-	-
Total financial liabilities	6,424,465	1,998,257	2,993,908	4,107,843	15,524,473		

Noble Development Public Company Limited
Notes to the Consolidated and Company Financial Statements
For the year ended 31 December 2014

35 Financial instruments (Cont'd)

Outstanding balance of significant financial assets and financial liabilities and their interest rates as at 31 December 2014 and 2013 are summarised as follows: (Cont'd)

	Consolidated						
	2013						
	Baht'000						
	Fixed interest rate			Without interest	Total	Interest rate (%)	
	Remaining period before maturity date or repricing date		Float rate			Fixed rate	
Floating interest rates	Less than 1 year	1-5 years					
Financial assets							
Cash and cash equivalents	305,503	2,505,959	-	38,199	2,849,661	0.13 - 2.70	1.30 - 2.00
Temporary investments at financial institutions	-	593,727	-	-	593,727	-	1.30 - 8.00
Trade and other receivables (net)	-	-	-	432,913	432,913	-	-
Total financial assets	305,503	3,099,686	-	471,112	3,876,301		
Financial liabilities							
Short-term borrowings							
- bills of exchanges	-	355,764	-	-	355,764	-	4.25 - 4.40
- promissory note	200,000	-	-	-	200,000	5.88	-
Trade and other payables	-	-	-	354,558	354,558	-	-
Accrued income tax and other current liabilities	-	-	-	29,355	29,355	-	-
Current portion of long-term borrowings (net)	480,456	1,498,675	-	-	1,979,131	5.25 - 5.75	6.20
Deposits and advance received from customers	-	-	-	2,800,817	2,800,817	-	-
Long-term borrowings (net)	4,267,511	-	2,993,721	-	7,261,232	5.38 - 5.75	5.00 - 5.30
Employee benefit obligations	-	-	-	17,744	17,744	-	-
Total financial liabilities	4,947,967	1,854,439	2,993,721	3,202,474	12,998,601		

36 Commitments and contingent liabilities

As at 31 December 2014 and 2013, the Group and the Company have commitments and contingent liabilities as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Million Baht	Million Baht	Million Baht	Million Baht
Capital commitments				
- under purchase of land agreement	486	2,109	-	-
- under contracts to invest in development projects until completion	2,515	3,114	2,479	3,085
- purchase of property, plant and equipment	5	1	3	1
Total capital commitments	3,006	5,224	2,482	3,086
Service contract commitments				
- under service contracts	51	32	38	29
- construction management fee	60	89	60	89
- under office rental agreements	20	35	20	35
Total service contract commitments	131	156	118	153
Contingent liabilities in respect of bank guarantees (Note 8)	8	13	8	13

37 Subsequent event

As at the Board of Director meeting held on 19 March 2015, the board approved the following matters:

- to pay annual dividend for the year 2014 of Baht 0.10 per share to the shareholders. The recorded date to determine shareholders' names who have the rights to receive the dividends will be on 8 May 2015.
- the reduction of the Company's registered capital in an amount of Baht 600,000,000 from the existing registered capital of Baht 1,969,413,525 to Baht 1,369,413,525 by removing 200,000,000 authorised but unissued shares, with a par value of Baht 3 per share.
- the increase of the Company's registered capital in an amount of Baht 900,000,000 from the existing registered capital of Baht 1,369,413,525 to Baht 2,269,413,525 by issuing 300,000,000 newly issued ordinary shares, with a par value of Baht 3 per share.

The resolutions will be proposed to the Annual General Shareholder's Meeting of 2015 for further approval.



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