

---

**ENRICHING LIFE  
- A SUSTAINABLE  
VALUE OF LIVING  
EXPERIENCE  
FOR YOU**



ENRICHING LIFE

---





---

# CONTENTS

---

<b>10</b>	<b>FINANCIAL HIGHLIGHTS</b>	<b>86</b>	<b>MANAGEMENT STRUCTURE</b>
<b>12</b>	<b>MESSAGE FROM CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER</b>	<b>90</b>	<b>NOMINATION AND APPOINTMENT OF DIRECTORS AND SENIOR EXECUTIVES</b>
<b>16</b>	<b>REPORT OF THE AUDIT COMMITTEE</b>	<b>92</b>	<b>REMUNERATION OF DIRECTORS AND MANAGEMENT TEAM</b>
<b>18</b>	<b>REPORT OF THE RISK MANAGEMENT COMMITTEE</b>	<b>96</b>	<b>CORPORATE GOVERNANCE</b>
<b>19</b>	<b>REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE</b>	<b>120</b>	<b>HUMAN CAPITAL DEVELOPMENT AND ADMINISTRATION</b>
<b>20</b>	<b>REPORT OF THE CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE</b>	<b>124</b>	<b>SINGHA ESTATE AND SUSTAINABLE DEVELOPMENT</b>
<b>22</b>	<b>DIRECTORS AND MANAGEMENT</b>	<b>128</b>	<b>RISK MANAGEMENT</b>
<b>24</b>	<b>2019 YEAR IN BRIEF</b>	<b>132</b>	<b>INTERNAL CONTROL</b>
<b>28</b>	<b>OVERVIEWS OF THAI ECONOMY, RESIDENTIAL, COMMERCIAL &amp; RETAIL, AND HOSPITALITY BUSINESSES IN 2019 AND 2020 OUTLOOK</b>	<b>135</b>	<b>TRANSACTIONS WITH RELATED PARTIES</b>
<b>34</b>	<b>MANAGEMENT DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR 2019</b>	<b>142</b>	<b>RESPONSIBILITY OF THE BOARD OF DIRECTORS TO FINANCIAL STATEMENT</b>
<b>42</b>	<b>NATURE OF THE BUSINESS</b>	<b>143</b>	<b>INDEPENDENT AUDITOR'S REPORT</b>
<b>44</b>	<b>BUSINESS STRUCTURE</b>	<b>150</b>	<b>FINANCIAL STATEMENTS</b>
<b>46</b>	<b>KEY BUSINESS SEGMENTS</b>	<b>162</b>	<b>NOTES TO FINANCIAL STATEMENTS</b>
<b>48</b>	<b>REVENUE STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES</b>	<b>222</b>	<b>2019 AUDIT FEE</b>
<b>49</b>	<b>VISION</b>	<b>224</b>	<b>INFORMATION OF DIRECTORS, EXECUTIVES AND OFFICERS DIRECTLY RESPONSIBLE FOR SUPERVISION OF ACCOUNTING</b>
<b>51</b>	<b>2019 PROJECTS</b>	<b>240</b>	<b>THE COMPANY'S SECURITIES HOLDING OF DIRECTORS AND MANAGEMENT</b>
<b>66</b>	<b>FUTURE PROJECTS</b>	<b>242</b>	<b>GENERAL INFORMATION OF BUSINESS HELD BY SINGHA ESTATE 10% UPWARD</b>
<b>71</b>	<b>CORE VALUES</b>	<b>254</b>	<b>LIST OF DIRECTORS IN SUBSIDIARIES AND JOINT VENTURES</b>
<b>72</b>	<b>BUSINESS STRATEGIES</b>	<b>258</b>	<b>REFERENCES</b>
<b>78</b>	<b>SECURITIES AND SHAREHOLDERS</b>	<b>259</b>	<b>INFORMATION FOR INVESTORS</b>
<b>84</b>	<b>ORGANIZATION CHART</b>	<b>260</b>	<b>FINANCIAL CALENDAR FOR 2019 AND 2020</b>

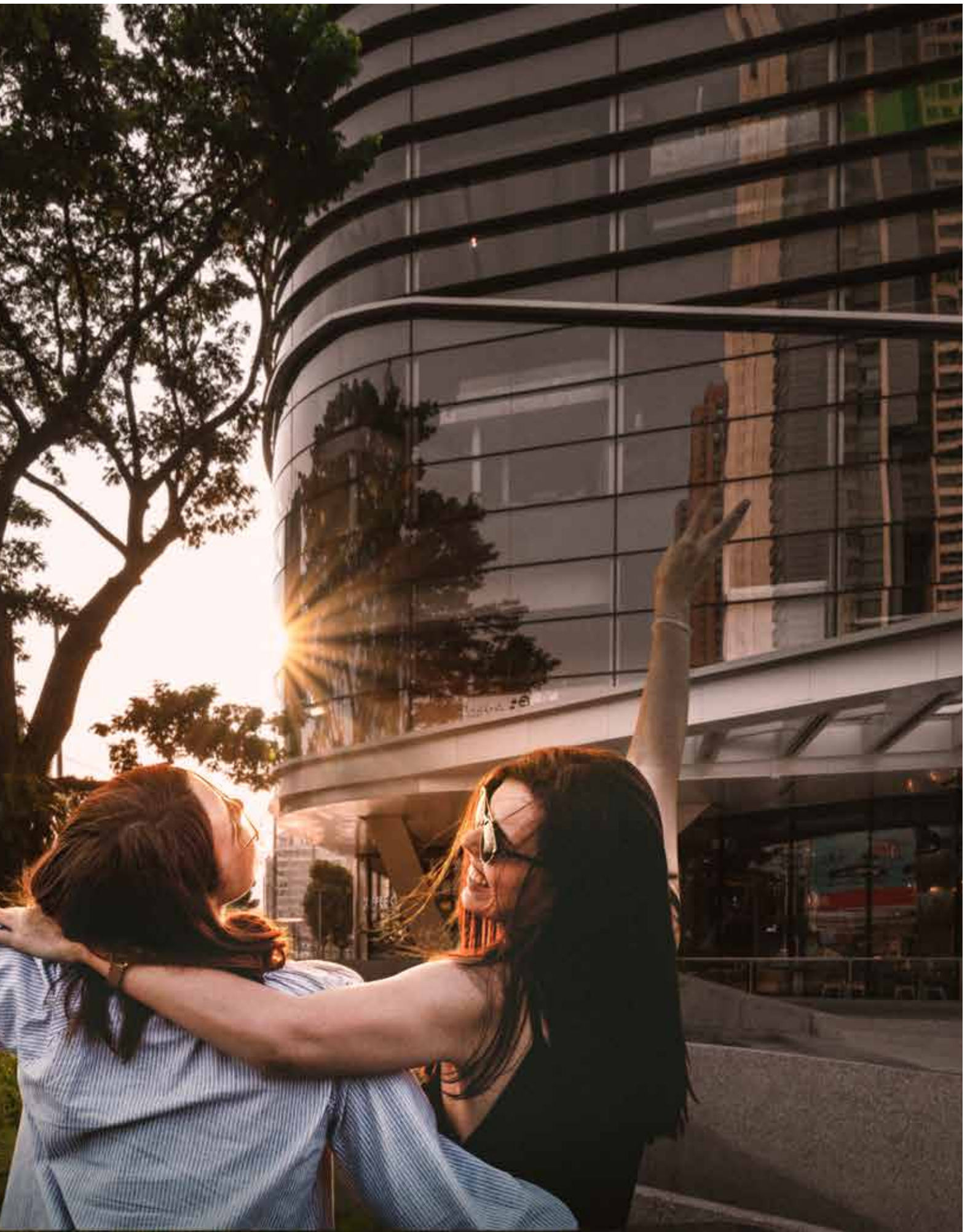
---

---

THE VARIETY  
SENSATION FOR  
AN ENRICHING  
INSPIRATION









---

FAMILY VALUE THAT  
PASS ON THROUGH  
GENERATIONS TO MAKE  
AN ENRICHING LIVING  
EXPERIENCE





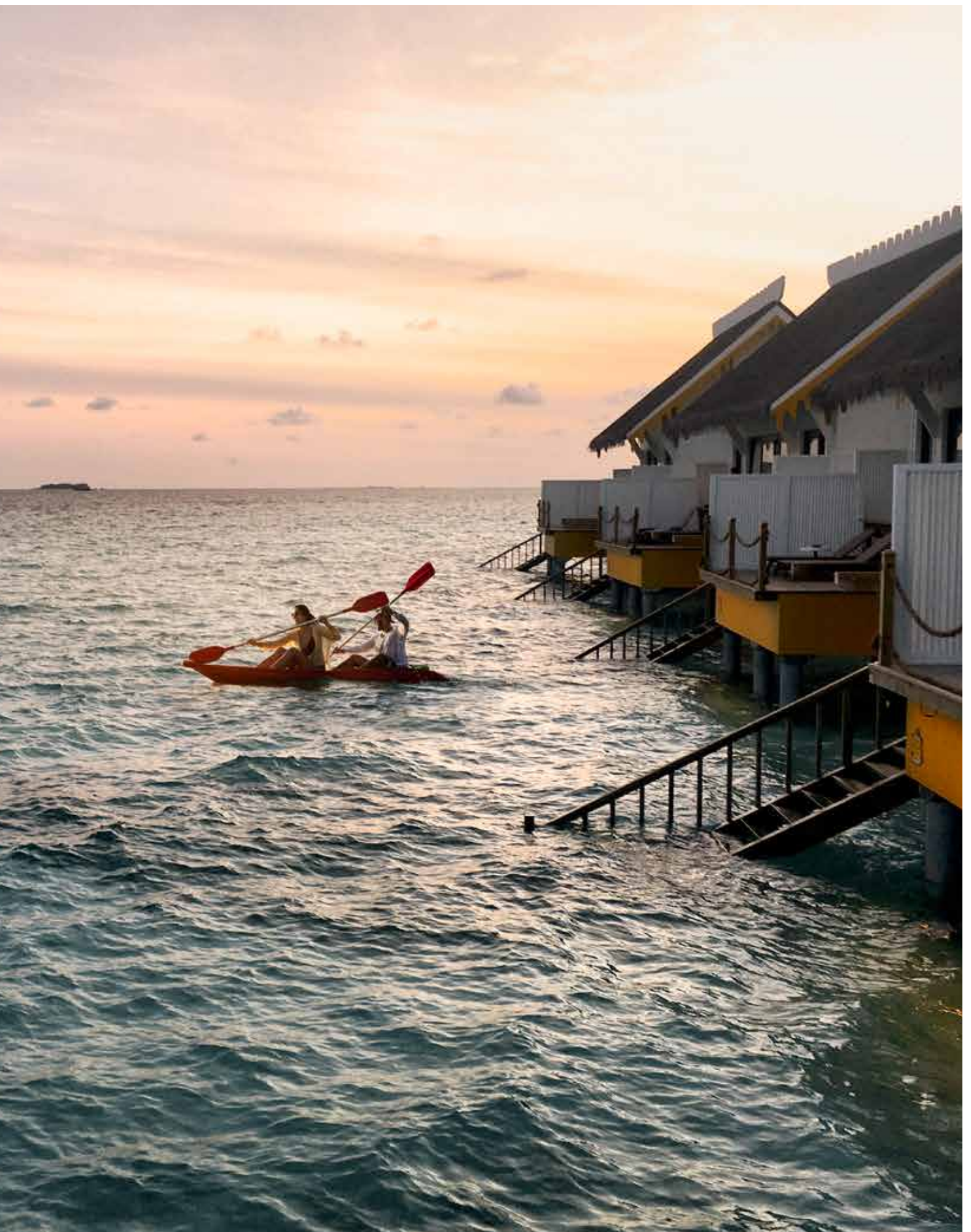


---

THE MEMORABLE  
AND BONDING  
EXPERIENCE CREATE  
AN ENRICHING MOMENT







| REAL ESTATE INVESTMENT TRUST

---

THE BEST INVESTMENT  
IS TO INVEST IN  
AN ENRICHING LIFE







## FINANCIAL HIGHLIGHTS

	2017	2018	2019
--	------	------	------

### CONSOLIDATED FINANCIAL RESULTS (Bt.mn)

Total Revenues <sup>1</sup>	5,858	7,539	<b>12,275</b>
Residential business	2,388	3,974	7,566
Commercial and retail business	2,114	673	696
Hospitality business	1,074	2,576	3,798
Construction materials	173	126	85
Other business	109	190	130
Gross profit	2,434	3,249	<b>5,033</b>
Earning before financial costs and taxes	1,228	2,016	<b>2,550</b>
Net profit (loss) <sup>2</sup>	572	1,287	<b>1,144</b>

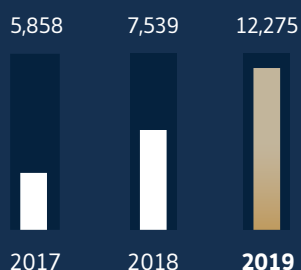
### CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Bt.mn)

Total assets	40,910	58,930	<b>67,681</b>
Total liabilities	21,815	38,837	<b>40,085</b>
Net interest-bearing debt	16,067	30,644	<b>27,040</b>
Total shareholders' equity	19,096	20,093	<b>27,596</b>
Retained earning	2,389	3,653	<b>4,462</b>
Issued and paid-up share capital	6,854	6,854	<b>6,854</b>
Total number of shares (million shares)	6,854	6,854	<b>6,854</b>

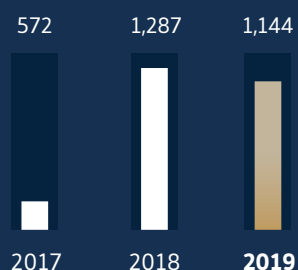
### KEY FINANCIAL RATIO

Net interest-bearing debt / Total equity	Times	0.40	1.33	<b>0.77</b>
Gross profit margin	%	41.55	43.10	<b>41.00</b>
Net profit margin	%	9.76	17.07	<b>9.32</b>
Return on assets	%	1.60	2.58	<b>1.81</b>
Return on equity	%	3.31	6.57	<b>4.80</b>
Earnings per share	Baht	0.086	0.188	<b>0.167</b>

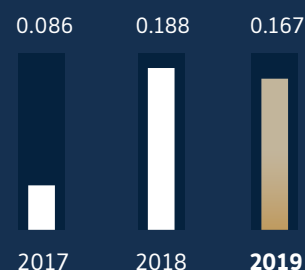
#### CONSOLIDATED TOTAL REVENUES<sup>1</sup> (Bt.mn)



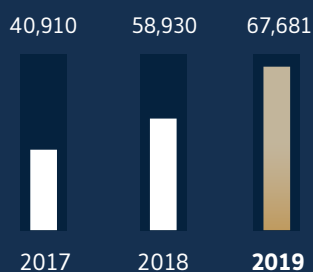
#### CONSOLIDATED NET PROFIT (LOSS)<sup>2</sup> (Bt.mn)



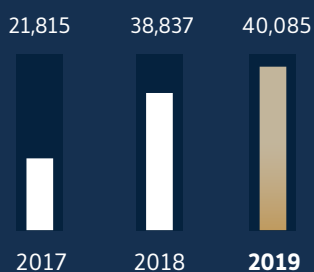
#### EARNINGS PER SHARE<sup>2</sup> (Baht)



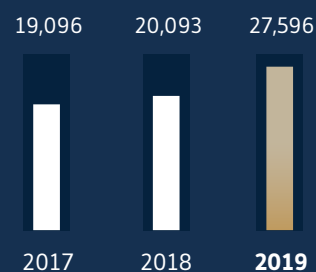
#### TOTAL ASSETS (Bt.mn)



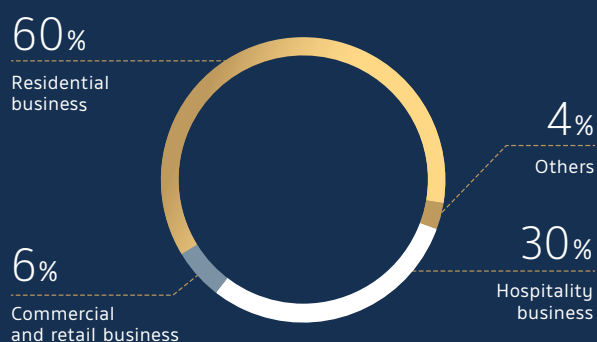
#### TOTAL LIABILITIES (Bt.mn)



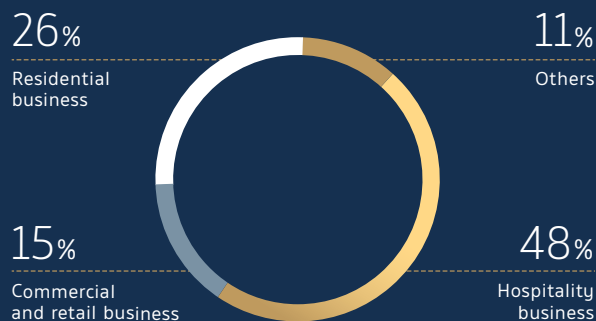
#### TOTAL SHAREHOLDERS' EQUITY (Bt.mn)



#### 2018 REVENUES BREAKDOWN BY BUSINESS<sup>3</sup>



#### 2018 ASSET BREAKDOWN BY BUSINESS



Remark : <sup>1</sup> Excludes Other income

<sup>2</sup> For the year attributable to ordinary shareholders of the Company

<sup>3</sup> Included interest income, share of profit/loss from investment in a joint venture, management fee income and other incomes according to note to financial statement

---

## MESSAGE FROM CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

---

### DEAR SHAREHOLDERS,

Over the past 6 years, Singha Estate has performed its operations with stability, by dint of hard work and persistence of its visions and strategies imparted as a foundation covering all areas of business. Steady profits are generated through a mixture of revenue streams: residential, commercial and hospitality businesses. Grasping investment opportunities and acquiring potential new businesses ensure that the Company continues to expand. Effective financial management is organized to support business growth. Human resources management is a key driver for success. Building the Company's brand to gain reputation and credibility, adhering to the principles of good corporate governance, and commitment to sustainable development are the Company's top priorities. All these factors made 2019 another successful year for the Company, in which all the targets were achieved as planned.



### TOWARDS SUSTAINABLE DEVELOPMENT

The Company develops its business based on the philosophy of harmonious coexistence in economic, social, and environmental aspects through good governance principles to create balance and sustainable values for all stakeholders. The Corporate Governance and Sustainable Development Committee has set goals and guidance for all departments within the organization under the framework of the United Nations Sustainable Development Goals (SDG). In addition to coral reef conservation and restoration, an activity that has been ongoing every year, Santiburi Koh Samui was certified as a carbon-neutral resort this year, providing a model for greenhouse gas management that can be replicated in other businesses under the supervision of the Company in the future.

Singha Estate is committed to integrating corporate social responsibility into its business operations (SD In-Process), focusing on reducing its environmental impact at the source. Under our watchful eye, construction waste reduction and





On behalf of the directors and executives  
of Singha Estate Public Company Limited,

A handwritten signature in dark ink, appearing to read 'Chutinant Bhirombhakdi'.

**Mr. Chutinant Bhirombhakdi**  
(Chairman)

A handwritten signature in dark ink, appearing to read 'Naris Cheyklin'.

**Mr. Naris Cheyklin**  
(Chief Executive Officer)

disposal, as well as optimum use of office space, are evident in our approach to property development. This is to ensure that the Company's sustainable way of doing business complement one another in all aspects from land to ocean. Such an approach depends on a well-coordinated collaboration within the business value chain. For example, we must work closely with the contractors to jointly examine the impact of a construction project on the environment, we exchange a body of knowledge with regard to sustainable development, and we set occupational health and safety standards to safeguard the quality of life of the contractors accordingly.

In addition, it is the Company's hope that each of its investments helps improve the quality of life, distribute income, and enhance the community economy for better living to benefit people in the community while sharing values and growing together sustainably.

With the continued determination and commitment to conduct its business on the philosophy of sustainability, in 2019, Singha Estate was, for the first time, named one of

the companies on the Thailand Sustainability Investment (THSI) list for 2019 by the Stock Exchange of Thailand, not to mention this was the first year we joined the assessment. The achievement marks a positive step in the Company's course of becoming a leading global holding company well-recognized by the stakeholders in the future. This was also the first year that the Company prepared a sustainable development report separately from the annual report to ensure that the disclosure of information is in accordance with the internationally accepted standards and to promote sustainable growth.

Moreover, Singha Estate is dedicated to developing corporate governance mechanisms, such as governance of subsidiaries and associates based on equal treatment of shareholders, anti-corruption policy, etc. By virtue of such dedication, the Company received a five-star Corporate Governance (CG) rating, which reflects upon its status as a leading company in good governance. Both recognitions are excellent encouragement for the Company to keep the standards up and continue to create value for the stakeholders.



## SUCCESS AMIDST SLUGGISH PROPERTY MARKET

Overall, the Company's operating results for the year 2019 achieved growth as targeted, mainly attributable to profits from the residential and commercial businesses while the hospitality business took a hit from one-time operating expenses.

In 2019, Thailand's residential sector experienced a decrease in growth compared to 2018: a 5% decline in the number of units and a 16% decline in the project value. The key external factors driving the shrinkage are direct – i.e. the Bank of Thailand's loan-to-value (LTV) regulations governing mortgage lending – and indirect – i.e. the global economic downturn as a result of the trade war between USA and

China, lowering the purchasing power of both Thai and international consumers. Nevertheless, the residential property along the skytrain routes and terminal stations is still in high demand with great potential for the purposes of residence and investment. Consequently, the Company was able to transfer ownership of the completed condominium units to the buyers as targeted. Both The ESSE Asoke and The ESSE at SINGHA COMPLEX – because they are located in the center of the city with connections to the skytrain, plus the effect from the LTV measures provided less impact to the clients of both projects, resulting in a significant increase in revenue compared to the previous year.

One of the other two main businesses is commercial and retail, a segment with the least fluctuation. Owing to a stable income generated from lease agreements for periods ranging from one to three years; a mixed-use concept combining working space, retail space, and restaurants into office buildings at Singha Complex and Suntowers Complex; and a balanced proportion of different client groups, the commercial segment has always been a crucial revenue base of the Company. In addition, at the beginning of the year 2020, the Company acquired Metropolis, an office building located in the center of Sukhumvit with high growth potential, in order to expand its commercial segment.

The hospitality business has grown from 2018 following the acquisition of hotels managed under Outrigger brand in mid-2018 and the opening of 2 hotels and retail space in the Republic of Maldives within the CROSSROADS project. It is expected the hospitality business in 2020 will generate maximum returns for the Company from all the hotels strategically placed across 39 major tourist destinations around the world.

### **LISTING HOSPITALITY BUSINESS ON STOCK EXCHANGE FOR CONTINUAL GROWTH**

To realize its business expansion plan for steady growth, the Company listed its hospitality business on the Stock Exchange of Thailand to raise funds that would benefit both the Company and S Hotels and Resorts Public Company Limited (SHR). A portion of the funds raised were used to repay the loans for acquisition purposes. As a result, the Net Debt to Equity ratio (D: E) and the financial costs of the Company and SHR decreased significantly. At the end of 2019, the D:E ratio was 0.77 times. This enhanced the Company's capacity to invest and generated stable cash flows. The remaining funds combined with stronger financial potential will be able to buttress the development of projects and continue to expand the business. Post IPO and listing, the Company still maintains a 60% shareholding in SHR, thus making SHR a subsidiary of the Company. As a major shareholder of SHR, the Company will ensure SHR to expand in the hospitality business both domestically and internationally in the long run.

### **TOWARDS BECOMING GLOBAL HOLDING COMPANY**

Becoming a global holding company is Singha Estate's long-term plan for the purpose of continual growth and value creation for its shareholders. In order to succeed, the Company must prepare an organization structure that can effectively drive the business, knowledgeable and dedicated personnel, and funding available for timely business expansion. To that end, the Company has set up a structure that allows independent management, which consists of the Board of Directors and the Executive Committee of the Company and its subsidiaries: Nirvana Daii Public Company Limited for the residential business, and S Hotel and Resort Public Company Limited for the hospitality business. This is to enable effective management under the framework of corporate governance and select and develop a team with different skills to work together during the rapid growth of the Company while building loyalty to the organization. At the beginning of 2019, the Company raised funds through the establishment of S Prime Growth Leasehold Real Estate Investment Trust (SPRIME). It also listed the hospitality business on the Stock Exchange of Thailand at the end of the year, which was integral to further growth.

On behalf of the Board of Directors and executives, we would like to thank our shareholders, joint investors, customers, and all stakeholders, including local and international financial institutions, for your continued trust and support. We would also like to extend our appreciation to all staff members for their dedication in helping the Company achieve its goals amidst many challenges throughout the year. It is our belief that, with the commitment of the management team and all employees to steady and sustainable growth, Singha Estate will bring pride and deliver sustainable values to all stakeholders while pressing ahead with its plan to become a global holding company.

## REPORT OF THE AUDIT COMMITTEE

**Dear Shareholders,**

The Audit Committee of Singha Estate Public Company Limited ("The Company"), appointed by the Board of Directors, consists of three independent directors who specialize in accounting, finance, law, and organizational management, with sufficient knowledge and experience in reviewing the reliability of financial statements

Members of the Audit Committee	Position	Attendance/Total Meetings
1 Mrs. Napaporn Landy	Chairperson	4/4
2 Mr. Karoon Nuntileepong	Member	4/4
3 Mr. Charnporn Jotikasthira	Member	4/4

Ms. Patchanee Tangjitjaroen, Vice President - Internal Audit, served as committee secretary.

The committee executed its Board-assigned tasks in compliance with the Company's regulations and its Charter, which aligns with the regulations of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET"). The committee reviewed business activities and made strong recommendations for the Company to comply with good governance, use appropriate risk management as well as internal control systems and conduct efficient, effective internal audit.

Discussions were held with the management, related executives, Internal Audit, and external auditor. Comprehensive information was also obtained from other management team according to the duties and responsibilities prescribed in the committee's Charter. The committee expressed its opinions and made suggestions independently and reported its activities and findings to the Board of Directors. Summary of key findings and opinions is highlighted below:

### 1. Accurateness, completeness, and credibility of the financial reports

The committee reviewed Singha Estate's quarterly separate statements and consolidated financial statements, annual financial statements, accounting

policy, and material financial reports, jointly with the management, Internal Audit, and external auditor. Connected and related transactions were also reviewed to ensure that the Company's financial statements are made in compliance with the provisions of the law and accounting standards, with complete, accurate information disclosure in such statements. In 2019, the Audit Committee held one exclusive meeting with the external auditor in the absence of the management to ensure independence. In its opinion, the financial reports were accurately and completely prepared under the generally accepted accounting principles. Material information was sufficiently disclosed in the notes to the financial statements, and useful to the shareholders and general investors.

### 2. Adequacy of internal control system, internal audit, risk management, and corporate governance

The committee reviewed the Company's internal control system by examining the internal audit report and the external audit report. It reviewed risk management and made an assessment that covers all areas every quarter. The committee also supported and suggested



good corporate governance, which partly assisted the Company in being named one of the companies on the SET's Thailand Sustainability Investment (THSI) list for 2019.

The Audit Committee reviewed and approved the 2019 internal audit plan, prepared in view of enterprise risk management outcomes. It advised Internal Audit to ensure that the annual plan covered its core mission, the scope of work, duties and responsibilities, and independence. Furthermore, the committee evaluated the quality of internal audit, which takes place annually. In its view, Internal Audit's overall performance was satisfactorily independent, efficient, and effective.

### **3. Compliance with securities and exchange law, SET's regulations, and laws related to Singha Estate's businesses**

The committee reviewed Singha Estate's compliance with securities and exchange law, SET's regulations, and laws related to the Company's businesses while regularly monitoring the management's approach to corrective actions and ensuring that the operations were in line with Corporate Governance (CG) Code. This year the committee found no material indication of the Company's breach of the law, SET's regulations, and other laws related to Singha Estate's businesses.

### **4. Connected transactions or transactions that may lead to conflicts of interest**

Each quarter the committee reviewed connected transactions or transactions that may lead to conflicts of interest for propriety and compliance with SET's notifications, regulations, and guidelines. The committee's view was that the majority of transactions between the Company and connected businesses or connected persons during the year were engaged with arm's length terms, sensibility, and fairness within the best interests of Singha Estate and its shareholders. Information disclosure was considered adequate in accordance with the rules and regulations of the SET and the Office of SEC.

### **5. Selection, nomination, and remuneration of the external auditor**

The committee selected and nominated a qualified external auditor along with the audit fees based on

its assessment of the independence, code of conduct, skills, knowledge, competency, and performance of the external auditor in the past year. According to the overall assessment, the performance and independence were satisfactory. The committee, therefore, proposed that the Board appoint PriceWaterhouseCoopers ABAS Ltd. the external auditor and proposed the audit fees for the year 2019 before tabling the proposals during the 2019 shareholders' meeting for approval.

### **Overall opinions and observations during performance of duties according to the Audit Committee Charter**

In summary, the Audit Committee evaluated its own overall performance for 2019 and found that it was in compliance with the scope, authority, duties, and responsibilities as stipulated in the Audit Committee Charter, which was approved by the Board of Directors. Its performance of duties was aligned with the securities and exchange law, SET's regulations, and other laws related to Singha Estate's businesses, which effectively contributed to the Company's corporate governance. To this end, the committee applied due knowledge, competency, care, prudence, and independence for equitable benefits to all stakeholders. In addition, the committee reported its performance and opinions to the Board every quarter.

In the committee's overall opinion, Singha Estate prioritizes sufficient, suitable internal control and risk management systems by continually updating its IT system and improving its work processes to ensure that the fast-growing organization such as itself achieves sustainable success in line with the objectives, goals, and good governance principles. The Company's financial reports were accurate, complete, credible, and aligned with generally accepted accounting principles.

This report was reviewed and endorsed by the Audit Committee on 24 February 2020.



**(Mrs. Napaporn Landy)**  
Chairperson, Audit Committee

## REPORT OF THE RISK MANAGEMENT COMMITTEE

### Dear Shareholders,

The Risk Management Committee ("RMC") of Singha Estate Public Company Limited consist of 3 professionals with knowledge and expertise in risk management, responsible for overseeing the operations of risk management of the Company and reviewing risk assessments on a quarterly basis to ensure that significant risks have been appropriately managed.

Members of the Risk Management Committee	Position	Attendance/ Total Meetings
1 Mr. Charamporn Jotikasthira	Chairperson (Independent Director)	4/4
2 Mr. Petipong Pungbun Na Ayudhya	Member (Independent Director)	4/4
3 Mr. Naris Cheyklin	Member	4/4

During 2019, a total of four RMC meetings were held, a performance summary of which is outlined below;

1. Reviewing and providing opinions pertinent to risk factors for the year 2019 and following the progress of the risk mitigation plan including monitoring the management of risks stemming from exchange rates and interest rates on a regular basis.
2. Making headway towards the risk management in the CROSSROADS Project (an investment project in Maldives) as well as giving opinions on the relevant matter and arranging for an analysis of significant and specific risk factors carried out by the management team to ensure that major risk factors were considered in all aspects with appropriate risk management plans.
3. Reporting the significant risk management results to the Board of Directors every quarter.
4. Reviewing the enterprise risk management policy to propose to the Board of Directors for approval while reviewing and approving the risk management framework together with the risk appetite, to ensure that the risk management was well-suited to current circumstances and risk trends that the Company may potentially have to encounter.
5. Reviewing the Risk Management Committee Charter to propose to the Board of Directors for approval.

6. Consistently promoting creation of an enterprise risk management culture through advocating education for executives at all levels.
7. Communicating and exchanging information concerning risks and internal control with the Audit Committee through regular reports of progress on the enterprise risk management to the Audit Committee on a quarterly basis.
8. Evaluating the entire RMC's performance whereby the evaluation result was presented to the Board of Directors for acknowledgment.
9. Recognizing the progress of operations of the Company in line with the anti-corruption practice framework.
10. Charting the progress of the Business Continuity Plan preparation.

In summary, the RMC has performed their duties independently and fully within the purview of scope, authority and responsibilities assigned by the Board of Directors to ensure highest efficiency of enterprise risk management, contributing to the Company's achievements in its objectives and targeted goals thus creating added values to its shareholders and stakeholders in a sustainable manner over the course of time.



(Mr. Charamporn Jotikasthira)  
Chairperson, Risk Management Committee

## REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

### Dear Shareholders,

The Nomination and Remuneration Committee ("NRC") consist of 3 Company's directors who are knowledgeable, competent and experienced, which are beneficial to the delivery of performance of duties of the NRC. With none of them serving as the Chairman or Chief Executive Officer of the Company, they have all dedicated their time to perform duties in order to accomplish missions that the NRC has established.

Members of the Nomination and Remuneration Committee	Position	Attendance/ Total Meetings
1. Mr. Chayanin Debhakam, D.B.A.	Chairperson	2/2
2. Mr. Karoon Nuntileepong	Member (Independent Director)	2/2
3. Asst. Prof. Thanavath Phonvichai, Ph.D.	Member (Independent Director)	2/2

In 2019, there were two NRC meetings in total, where all the members attended all the meetings, having performed the following tasks within the purview of the NRC Charter;

1. Keeping the NRC Charter up to date and consistent with the Company's business operations in accordance with the good corporate governance guidelines of listed companies.
2. Reviewing forms used for evaluation of the Board of Directors' performance and of various sub-committees as well as its evaluation results for determining annual remuneration for directors prior to proposing to the Board of Directors and the Annual General Meeting of Shareholders of the year 2019 for approval.
3. Carrying out the performance appraisal of the Chief Executive Officer to determine appropriate remuneration of the Chief Executive Officer for the year 2019 commensurate with the Company's performance and its overall operating results.
4. Screening individuals during the recruitment and selection process for appointment of directors in place of those whose terms are expired based on each individual's suitability as well as other important criteria including morals, ethics, knowledge, ability, expertise, experience and the diversity of qualifications of the Board of Directors' members to propose to the Board of Directors and the Annual General Meeting of Shareholders of the year 2019 for approval.
5. Following the progress of the succession plan of the Chief Executive Officer.
6. Promoting and arranging for the Company to give minority shareholders an opportunity to nominate qualified individuals

in accordance with the Public Company Act and the Securities and Exchange Act as a director of the Company at least 3 months prior to the Annual General Meeting of Shareholders of the year 2020 from 1 October 2019 to 31 January 2020 through the Company's website.

7. Conducting an appraisal of the NRC's performance for the year 2019.

In addition, during the year 2019, the Board of Directors has delegated an additional task to the NRC together with the Corporate Governance & Sustainable Development Committee to formulate a governance and management policy of subsidiaries and associates to ensure the Company's subsidiaries and associates are appropriately governed and managed in accordance with the Company policies, relevant rules and articles of associations as well as the principles of good corporate governance to present to the Board of Directors for approval.

In summary, the NRC has performed its duties as assigned by the Board of Directors within the scope of duties and responsibilities specified in the Charter in a complete, prudent and fair manner.

(Mr. Chayanin Debhakam, D.B.A.)

Chairperson, Nomination and Remuneration Committee

## REPORT OF THE CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE

### Dear Shareholders,

Hard work and dedication to sustainable development over the past few years started to come to fruition in 2019. This is evidenced by Singha Estate being named one of the companies, out of over a hundred registered companies, on the Thailand Sustainability Investment (THSI) list for 2019 by the Stock Exchange of Thailand. It was also the first year the Company earned a 5-star rating on the Corporate Governance Report (CGR) of Thai Listed Companies 2019, a step up from 4 stars in the previous years. Furthermore, it received the CSR of the Year Award at Thailand Top Company Awards 2019, yet another accolade that brought pride to all directors, executives and all employees alike.

Members of Corporate Governance and Sustainable Development Committee	Position	Attendance/ Total Meetings
1. Mr. Petipong Pungbun Na Ayudhya	Chairperson	4/4
2. Mr. Nutchdhawattana Silpavittayakul	Member	4/4
3. Mr. Chayanin Debhakam, D.B.A	Member	4/4
4. Mr. Naris Cheyklin	Member	4/4

This year saw the CROSSROADS Project in the Republic of Maldives under the management of S Hotels and Resorts Public Company Limited, a subsidiary of Singha Estate, first open its door as a new leisure and entertainment destination for tourists across the globe. The project was aimed by the Board and executives at providing the "CROSSROADS Model" for large-scale real estate development that integrates concepts for sustainability in all dimensions. The Corporate Governance and Sustainable Development Committee monitored and received reporting on operational results from responsible parties while making suggestions as well as providing regular guidance and oversight.

### Performance in 2019

In 2019, the Corporate Governance and Sustainable Development Committee held four meetings, each with full attendance from the four members. The key tasks are highlighted as follows:

1. The committee acknowledged complaints lodged through a whistleblowing channel every quarter. It monitored the progress of the implementation of the Company's Code of Conduct and Corporate Governance policy. It also followed up on the Code of Conduct and anti-corruption training for all directors, executives, and employees. In addition, the committee acknowledged the CGR rating for 2019.



2. The committee endorsed the Code of Conduct, whistleblowing and complaint-hearing policy, and securities trading policy for directors, executives, and employees that had been updated ready for promulgation in 2020. It acknowledged the review and retention of the corporate governance policy (July 2018) and the information disclosure policy (November 2018).
3. The committee provided opinions and guidance on sustainable development of Singha Estate and its subsidiaries and affiliates which are closely aligned with the goals of the organization. As Singha Estate has an increasing number of affiliates some of which are public companies with their own scope of work and separate use of resources and personnel, however, they should all be operated under the same high-level framework set by Singha Estate.
4. The committee acknowledged the Company's participation in the sustainability assessment among listed companies for the year 2019, together with the rating and recommendations regarding sustainability development from the Stock Exchange of Thailand. It congratulated all relevant parties and provided guidance on ways to prepare for the assessment in the following year. The committee endorsed the adoption of the methodology that aligns with the international standards in view of the Company's sustainability framework. Moreover, it acknowledged and provided opinions on material sustainability topics to set a framework for further operations.
5. The committee monitored the progress of the CROSSROADS project located in the Republic of Maldives in every committee meeting, as well as providing endorsement, approval, and recommendations, especially on matters relating to marine biodiversity, benefits to the local community through investment and social enterprise, respect for local culture and diversity, and the project's role as a "body of knowledge" transferring knowledge through the Marine Discovery Center (MDC) and the Cultural Center, including any partnership collaborations or Memorandum of Understanding (MOU) to improve social and environmental benefits in the Republic of Maldives.
6. The committee provided opinions and guidance on the Company's role in climate change and the low carbon framework, and approved the implementation of the Carbon Neutral Project at the Santiburi Hotel Koh Samui under the management of its affiliate S Hotels and Resorts PCL as a pilot hotel. The hotel was successful in measuring greenhouse gas emissions and carbon offsetting, prompting it to be certified by Thailand Greenhouse Gas Management Organization (Public Organization) or TGO as a carbon-neutral organization.
7. The committee acknowledged, provided opinions, and endorsed waste management practices applicable to the projects in Thailand, paving the way for Singha Estate's goal as a zero-waste company. The first step of this initiative is to reduce single-use plastic in Sun Plaza and create partnerships with various sectors.
8. The committee supervised, acknowledged, recommended, endorsed, and approved other operations related to environmental and social aspects as proposed by each department. It also represented the Board and executives in various sustainability activities and projects that took place throughout the year.

On behalf of Singha Estate Public Company Limited, the Corporate Governance and Sustainable Development Committee has a firm belief that responsibility towards the environment, the community, and good governance is an important foundation for business operations under all circumstances. Business can grow together with better living whereby natural resources are preserved for future generations as we prepare for solid and sustainable growth.



**(Mr. Petipong Pungbun Na Ayudhya)**

Chairperson, Corporate Governance  
and Sustainable Development Committee

## DIRECTORS AND MANAGEMENT

**01) Mr. Chutinant Bhirombhakdi**

- Chairperson of the Board

**02) Mrs. Napaporn Landy**

- Chairperson of the Audit Committee
- Independent Director

**03) Mr. Charamporn Jotikasthira**

- Chairperson of the Risk Management Committee
- Member of the Audit Committee
- Independent Director

**04) Mr. Petipong Pungbun Na Ayudhya**

- Chairperson of the Corporate Governance and Sustainable Development Committee
- Member of the Risk Management Committee
- Independent Director

**05) Mr. Chayanin Debhakam, D.B.A.**

- Chairperson of the Nomination and Remuneration Committee
- Chairperson of the Executive Committee
- Member of the Corporate Governance and Sustainable Development Committee
- Director

**06) Asst. Prof. Thanavath Phonvichai, Ph.D.**

- Member of the Nomination and Remuneration Committee
- Independent Director

**07) Mr. Karoon Nuntileepong**

- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee
- Independent Director

**08) Mr. Nutchdhawattana Silpavittayakul**

- Member of the Corporate Governance and Sustainable Development Committee
- Director

**09) Mr. Naris Cheyklin**

- Member of the Risk Management Committee
- Member of the Corporate Governance and Sustainable Development Committee
- Member of the Executive Committee
- Director
- Chief Executive Officer

**10) Mr. Nattavuth Mathayomchan**

- Member of the Executive Committee
- Chief Residential Development Officer

**11) Mr. Dirk André L. De Cuyper**

- Member of the Executive Committee
- Chief Executive Officer of S Hotels and Resorts Public Company Limited

**12) Mr. Thiti Thongbenjamas**

- Member of the Executive Committee
- Chief Operation Officer, the CROSSROADS

**13) Mr. Terachart Numanit**

- Member of the Executive Committee
- Chief Design and Construction Officer

**14) Mrs. Thitima Rungkwansiroj**

- Member of the Executive Committee
- Chief Financial Officer
- Company Secretary



## 2019 YEAR IN BRIEF

### OUR 2019 HIGHLIGHTS

#### Dividend payment from 2018 performance

On 22 April 2019, the Annual General Meeting of the Shareholders passed a resolution to approve the payment of dividends from the 2018 net profit at the rate of 0.04 baht per share, totaling 274,148,771 baht, which was the first dividend disbursement since its operations have been performed by the new group of major shareholders.

#### Establishment of SPRIME and its 2019 performance

Aligning with the Company's policy and strategy to expand the business continuously through the most effective capital management, the Company established a trust in January 2019 under the name of S Prime Growth Leasehold Real Estate Investment Trust ("SPRIME") with an objective to invest in the leasehold right of commercial building. First investment of SPRIME was the investment in the 30-year leasehold right over areas in the Suntowers office buildings, accounted for a value of 5,717 million baht. Subsidiaries of the Company still took the helm at the assets management and had been appointed as a trust manager pursuant to guidelines and requirements of the Securities and Exchange Commission and the Company held a 20% shareholding in SPRIME, totaling 893.5 million baht.

SPRIME's performance in 2019 was met with the target and the REIT's asset value also increased based on the evaluation of an independent appraiser contributing to the payment of total return of 0.666 baht per unit trust or representing a yield of 7 percent of the initial offering price in accordance with the payment of dividend policy which was in the form of both dividends and capital reductions in line with general practice of REITs according to the accounting standards.

#### Listing of S Hotels and Resorts on the Stock Exchange of Thailand for continual growth

On 26 April 2019, the 2019 Annual General Meeting of the Shareholders of S Hotels and Resorts ("SHR") approved an increase in SHR's registered capital in order to support an IPO of not exceeding 1,437,456,000 shares and the exercise of the warrants issued to the public (PO warrant) not exceeding 70,000,000 shares. In this regard, the 5% of the issued and offered shares of not more than 68,537,192 shares was allocated to the shareholders of the Company under the Pre-emptive Right.

On 8 November 2019, S Hotels and Resorts ("SHR") received proceeds from an IPO offering of 1,437,456,000 shares at a par value of 5 baht per share while the IPO price is 5.20 baht per share, totaling 7,351.6 million baht (net of deduction of related fees). Out of the

total IPO proceeds, SHR used 5,357.8 million baht to repay loans obtained to acquire hotels under Outrigger brand in 2018 and reserved remaining for business expansion and development of other projects. As a result of the fundraising, the debt to equity ratio and the financial costs of the Company and SHR decreased significantly. However, Singha Estate maintains a shareholding of 60% in SHR; therefore, SHR remains a subsidiary of the Company. SHR ordinary shares had their first day of trading on the Stock Exchange of Thailand on 12 November 2019 under the Tourism and Leisure sector.

#### Awards and Recognition

Singha Estate was named by the Stock Exchange of Thailand one of the companies on the Thailand Sustainability Investment (THSI) list for 2019. The list is used as a basis for calculating the SETTHSI index to promote investment in companies that prioritizes environmental, social and corporate governance responsibility.

The Stock Exchange of Thailand, in collaboration with the Thai Institute of Directors (IOD), conducted a survey for the Corporate Governance Report (CGR) of Thai Listed Companies 2019, which was announced on 28 October 2019. Singha Estate Public Company Limited earned a 2019 CGR rating of 93% (excellent, 5 stars).





Suntowers office buildings

## COMMERCIAL AND RETAIL BUSINESS

In addition to the successful launch of SPRIME as mentioned above, Singha Estate and its subsidiaries carried out the following:

### **Rolling out the development of office buildings and retail space of a new projects called S Oasis project**

The S Oasis project, a 36-story office building for rent with net leasable area (NLA) of over 54,000 square meters located on Vibhavadi Rangsit Road, began its construction

since 10 June 2019, which is expected to complete in three years under the project cost approximately 3,700 million baht. Not only does this project provide rental space with modern facilities for offices, but it also offers space for retail shops to suit the convenience of the tenant needs, such as banks, restaurants, convenience stores, etc. There is a green area outside the building for rest and relaxation. A running track is also available around the building for runners to exercise. The project, therefore, is an embodiment of a mixed-use complex with a notion of environmental conservation as Green Building.






---

The CROSSROADS Project

---

## HOSPITALITY BUSINESS

### Official Launch of The CROSSROADS

The CROSSROADS, an integrated tourist facilities project on Emboodhoo Lagoon in Kaafu Atoll South Male Atoll in the Republic of Maldives, was officially launched on 19 September 2019. The investment in Phase I worth a total of US\$300 million for the development of Island 1 and Island 2 comprised two Upper Upscale resorts: Hard Rock Hotel Maldives (HRH) (178 rooms) and the SAii Lagoon Maldives, Curio Collection by Hilton (SAii) (198 rooms), including retail and entertainment space under the name of The Marina at The CROSSROADS featuring retail shops, restaurants, beach club, museums, marine learning center, facilities, and many more recreational activities.

### Continuation of The CROSSROADS development on Island 3

SHR entered into a joint venture agreement to develop a high-end lifestyle resort on Island 3 of the CROSSROADS project with Wai Eco World Developer, a conglomerate business partner from Myanmar. The resort will consist of 80 villas at a price point of US\$ 900 - 1,000 per night. The construction is expected to start in 2020 and the resort to commercially open in late 2021 under the management of a world-class hotel brand with different characteristics and no overlapping with HRH and SAii.



THE ESSE at SINGHA COMPLEX

## RESIDENTIAL BUSINESS

### Ownership transfer of THE ESSE at SINGHA COMPLEX

Following the trend of mixed-use development, the flagship office and retail sections of SINGHA COMPLEX were commercially launched in late 2018. In the third quarter of 2019, the development of THE ESSE at SINGHA COMPLEX, which is the condominium section, was also completed and the process of partial ownership transfer started. As of the end of 2019, 57% of property ownership has been transferred.

### Additional investment in S43 Property Co. Ltd.

On 11 December 2019, S Residential Development Co., Ltd., a subsidiary company of Singha Estate, purchased 771,750 ordinary shares of S43 Property Company Limited, developer of EYSE Sukhumvit 43, which accounts for 49% of the total shares of S43, amounting to 113,670,000 baht, from DH Asia Investment Orchid Pte. Ltd., a subsidiary of Daiwa House Industry Company Limited (Daiwa Group). Singha Estate then became the sole developer of EYSE 43 in preference to the joint venture structure.

## OVERVIEWS OF THAI ECONOMY, RESIDENTIAL, COMMERCIAL & RETAIL, AND HOSPITALITY BUSINESSES IN 2019 AND 2020 OUTLOOK

### Thailand's Economic Overview in 2019

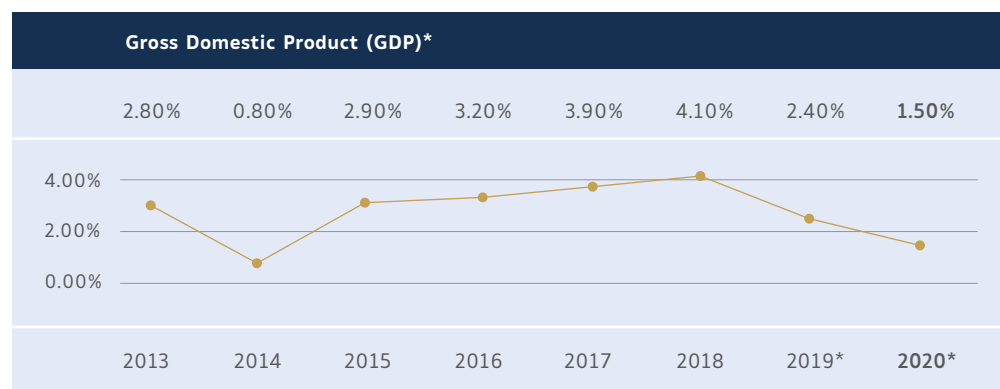
The Thai economy in 2019 has grown by 2.4 percent (Source: National Economic and Social Development Board (NESDB), February 2020), which was affected by the global economic slowdown, the US-China trade war and the appreciation of the Thai baht, resulting in declines in exports and tourism and yet the government increased its spending, promoted investment in the private sector and encouraged public consumption to boost the economy.

Interest rate cut, low inflation, stable crude oil prices in the global market, and rather low unemployment rate – these factors all had a positive impact on the stability of the Thai economy. In terms of international trade, Thailand's current account recorded a surplus, albeit a decrease in value as a result of the baht's strength and the US-China trade war, the latter of which had an impact on the global economy overall.

### Residential Business

In 2019, 118,975 new residential units were launched, a decrease of 6,143 units or 5% from 2018. The value of these new units totaled 476,911 million baht, a decrease of 88,900 million baht or 16% from 2018 (source: Agency for Real Estate Affairs Company Limited: AREA). Many factors affecting the residential market included the Bank of Thailand's loan-to-value (LTV) limits and the global economic recession as the US-China trade war continued to cause the domestic economy to slow down and lower the purchasing power of both Thai and international consumers.

Although the overall residential market was shrinking in the first nine months due to the factors mentioned above, the last quarter of 2019 took a positive turn, thanks to the government's property stimulus package, in which housing transfer and mortgage fees were reduced to 0.01%



Source: Bank of Thailand

\* Forecasted by Office of the National Economic and Social Development, Bank of Thailand

percent, which remains in effect until December 2020. This move brought back confidence from the developers who decided to launch new projects towards the end of the year, especially in October and November. Another enabling factor for the residential market is the Skytrain extension project, which made immense progress in terms of construction and clear new routes. This has brought more attention to the residential property along the Skytrain lines.

The fierce competition in this challenging terrain prompted developers to make necessary adjustments by developing fewer and cheaper projects to reduce various risks. They turned their attention to mixed-use development to maximize land use to cope with the rising costs, they introduced property technology (PropTech) to their projects to highlight strengths, and they increased horizontal projects to expand reach to the outskirts as these areas have not been developed to the maximum capacity and the prices remain low and in line with the consumer purchasing power.

### Commercial and Retail Business

The Bangkok office market was the focus of attention in 2019. The office supply totaled approximately 8.97 million square meters, an increase of 141,670 square meters or 1.6% from the same period last year. In 2022, the supply was expected to increase by 700,000 square meters (source: CBRE (Thailand) Co., Ltd.: CBRE). This is in line with the expanding demand for office space and the market conditions in the past few years. The amount of new supply in the office market is rather limited, especially those located in the heart of the city and areas connected to the mass transit systems. Consequently, the occupancy rate of those office buildings is higher than an average of 93% (source: CBRE).

The average rental rate of office space in Bangkok continued to rise steadily. The rental rate of Grade A office building averaged around 1,057 baht per square meter per month, a year-on-year increase of 3.4%. The average rate of Grade B office rent rose to approximately 755 baht per square meter per month, a year-on-year increase of 3.8%.

### Office Space and Rental Rates<sup>1</sup>

	Q3/62	Q2/62	Q3/61
Net Leasable Area (million sq. m.)	8.97	8.92	8.83
Occupied Area (million sq. m.)	8.34	8.31	8.16
Occupancy (%)	93.0	93.1	92.4
Rental Fee (baht/ sq. m./ month) <sup>2</sup>	1,057	1,055	1,009

<sup>1</sup> Source: CBRE (Thailand) Co., Ltd. or CBRE

<sup>2</sup> Average rental fee of Grade A CBD buildings

The current trend among development projects centers around energy conservation and environmental protection, installation of smart digital for building management, a modern and safe appearance, and a mixed-use concept. A mixed-use complex comprises hotel space, service apartments, condominium units, office space, retail stores, and etc. This type of office building is drawing much attention as it is more convenient than regular office buildings, causing old office buildings in prime locations to improve their utilities, facilities, and image, to be modern and safe in order to retain the tenants, bridge the gap between the new buildings, and make themselves viable options as office space for both domestic and international companies.

With regard to the retail business, 2019 saw low consumer confidence and decreasing purchasing power due to rising household debt. This is reflected in the consumer confidence index which dropped to 68.3 in December 2019 (source: Center for Economic and Business Forecasting, University of the Thai Chamber of Commerce), a record low in 68 months since May 2014. Despite the government's attempts to boost domestic spending in the latter part of 2019 through many stimulus schemes, such as welfare cards, interest rate cut, Chim Shop Chai in which the government handed out cash to Thai citizens through e-wallet, and tax breaks for domestic tourism spending, the benefits of these campaigns were limited to a small group of people. The overall retail business was still negatively affected.

In relation to the development of the retail space for rent business, there was an increase in the restaurant and entertainment businesses to attract customers to the shopping centers. More marketing campaigns were promoted to stimulate effective spending to meet the target. Co-working spaces started to pop up to increase the number of customers coming in on weekdays. Additionally, large empty not-so-popular spaces were brought to life to enhance the surrounding atmosphere, a concept known as ‘retailtainment’.

Moreover, to increase a competitive edge in a highly competitive market, individual stores were downsized while omnichannel played a bigger role in response to the online business that is becoming increasingly popular. Big data was used to speed up and create new selling points for shopping centers as preparation must be made to cope with intense competition as a result of a large number of new retail spaces coming into the picture shortly.

Hospitality Business in Thailand

In 2019, the hospitality business achieved steady growth due to an increasing number of Thai and foreign tourists in Thailand. Although the industry took a hit from a crisis of confidence among Chinese tourists in the first half of

the year, it was able to recover in the second half. Nevertheless, the US-China trade war resulted in the global economic downturn. Based on that, combined with the baht appreciation, the number of tourists for the year 2019 was projected to be 38.2 million, an increase of 3.9%. The estimated total revenue from tourism was approximately 1.95 trillion baht (source: Tourism Authority of Thailand), which was less than expected.

The competition among hotel operators remained high, particularly those rated four stars and above as they faced increasing competition from real estate developers who came into the hospitality business to create a recurring revenue base. Hotels with three stars and below were in high demand due to increasing middle-class tourists who prefer do-it-yourself travels.

The tourism sector grew in line with the expansion of domestic tourism as a result of the government’s measures, e.g. visa fee waivers for foreigners, strategic planning to penetrate the high-income tourist market, creating balanced tourism, and promoting domestic tourism. The government views the tourism sector as the key driver of the country’s economic growth.





---

### Hospitality Business in the Republic of Maldives

The tourism and hotel industry of the Maldives in 2019 continued to grow seamlessly from 2018, with the number of tourists forecasted to be 1.6 million, a 6.7% increase year on year (source: Ministry of Tourism, Republic of Maldives). The majority of tourists remained to be from Europe, accounting for 48% of all tourists. Among the top countries were Germany, the United Kingdom, and Italy. In this period, the number of European tourists increased by 15% while tourists from Asia-Pacific accounted for 43%, with the top three countries being China, India, and Japan. Chinese tourists alone accounted for 18% of the total number of tourists in the Republic of Maldives.

Moreover, the number of flights operated by various airlines was expected to increase as the international airport would be expanded to accommodate large aircraft by 2020. This expansion was expected to support 4 million tourists, especially from other regions. As a result, the tourism and business industries in the Maldives will continue to grow steadily.

### 2020 Economic and Business Outlook

The tendency of Thai economy downturn is expected to show with a growth rate of 1.5% (Source: National Economic and Social Development Board (NESDB), February 2020)), as a result of a household debt burden that has an effect on public spending, domestic politics as well as the outbreak of COVID-19, which has a wide impact on the economy both inside and outside the country. However, the government currently steps up efforts to control the outbreak while also stimulating the economy through disbursements of government investment across various infrastructure-related projects such as the Skytrain project in Bangkok and vicinity areas in which new routes are under construction, the high-speed rail project which is in the bidding stage, investment promotion in the Eastern Economic Corridor (EEC), and other stimulus packages currently under implementation, including the policy interest rate cut to boost the consumer purchasing power. However, the economy growth still banks on the COVID-19 outbreak as to when it will subside which must be closely observed.

It is presumable that the residential property business will be impacted similar to the Thai economy, both in demand and supply aspect although it is buttressed by the government's aid measures to provide ease on loan-to-value (LTV) constraints, reduction of transfer and mortgage fees and clarity of the government's infrastructure investment that promotes real estate development in new areas towards the outskirts. Nevertheless, there are risk factors that need to come under close scrutiny, such as the slackening investments of foreign investors due to the outbreak of COVID-19, including the appreciation of the baht, causing an inevitable increase of Thai real estate price, not to mention limited options available for procuring new land plots, especially in the city center and along the Skytrain lines, resulting in higher project development costs and the current high level of household debt which prompts commercial banks to be more stringent in granting loans.

Because of the factors mentioned above, it is estimated that, in 2020, residential property developers will focus on landed-property projects to respond to real housing demand and reduce investment risks. Moreover, areas for development may spread out from the skytrain lines due to the gradual completion of the construction. Furthermore, developers will supply more diverse products located in the same vicinity, such as mixed-use projects to increase the potential of the project location, and the introduction of property technology (PropTech) to highlight the selling points in order to distinguish themselves in this highly competitive market.

With regard to commercial business, although the demand for office space increases as Thailand is seen as the regional center and the focal point of international trade in ASEAN (AEC) from foreign perspective, coupled with the promotion of government investment in special economic zones such as the Eastern Special Development Zone (EEC), resulting in increased demand for office space rental, the business is expected to continue growing at the same pace as last year. The continuously increasing rental space will stabilize the average rental and service rates, including occupancy rates. In addition, the tendency towards widespread

---

---

epidemic of COVID-19 causes business operators to be more adaptable and prepared to increase security measures. It is also attributed to the slackening investments of foreigners to some extent.

The retail space for rent business is expected to be highly competitive in 2020 in consequence of the epidemic of COVID-19 causing consumers to defer their traveling plans to the crowd areas as well as their spending. As a result, retail business operators are forced to slash certain activities and revolutionize to hype more online products by making use of modern technology to analyze in-depth data (Big Data) and use of the data for management purposes together with connecting each channel of retail businesses (Online to Offline: O2O). It is therefore anticipated that new retail areas in 2020 will snowball by approximately 107,900 square meters, which is not much compared to the past.

The hospitality business in 2020 has been affected by the COVID-19 outbreak akin to other businesses in the tourism industry. In spite of this, there are several factors that require extreme caution such as global economic uncertainty, currency fluctuations, self-planned travels instead of tour packages, tighter budget for travel such as shorter trips and cheaper accommodation while an oversupply is still in the market, thus create fierce competition in this business. Hospitality business operators need to make adjustments to be able to compete in the market. This includes offering a loyalty program, adding online channels for accommodation reservations, creating special offers, and increasing more revenue from hotel management to reduce risks from various uncertainties.

The hospitality business in the Republic of Maldives in 2020 is expected to continue its growth from 2019 due to many positive factors, such as the expanding tourist base, increasing accommodation, and various infrastructure developments, especially the expansion of the runway and passenger terminals that will enable the airport to accommodate four million passengers per year. Furthermore, it is presumed that Maldives will be affected by a low level of COVID-19 with main customer target to be

tourists from Europe. It is expected that the number of tourists from India and Australia will also increase considerably in 2020. Therefore, the overall hospitality business in Maldives will stand a good chance of unremitting growth in 2020.



# MANAGEMENT DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR 2019



## Executive Summary

Singha Estate Public Company Limited (“the Company”) reported 2019 total revenue of 12,275 million baht, increased by 63% YoY with 5-Year CAGR (Compound Annual Growth Rate) at 65%. Major drivers of such growth were 90% increase in revenue from ownership transfer of residential projects together with 47% increase in revenue from hospitality business which mainly attributed to Outrigger Hotels being acquired on 12 June 2018 and two hotels in the CROSSROADS phase 1 commencing their operation in September 2019. Moreover, the commercial launch of Singha Complex in late 2018 enabled the Company to report 3% growth in revenue from commercial business even if

the long-term leasehold right on Suntowers was sold to SPRIME the real estate investment trust becoming listed on Stock Exchange of Thailand in January 2019.

2019 net profit was reported at 1,144 million baht (detail included in other sections) while the company’s board of director had a resolution to propose to the shareholders at the Annual General Meeting of 2020 to consider and approve the dividend payment of the Company’s net profit for the year 2019 at the rate of 0.045 baht per share, totaling 308.5 million baht.

## Performance Summary

### Consolidated Statement of Comprehensive Income

	2018		2019		Change	
	million baht	%	million baht	%	million baht	%
Revenues	7,539	100	12,275	100	4,736	62.8
Residential	3,974	52.7	7,566	61.6	3,592	90.4
Hospitality	2,576	34.2	3,798	30.9	1,222	47.4
Commercial and retail	673	8.9	696	5.7	23	3.4
Construction materials	126	1.7	85	0.7	(41)	(32.5)
Others	190	2.5	130	1.1	(60)	(31.6)
Gross profit	3,249	43.1	5,033	41.0	1,784	54.9
Other income	451	6.0	327	2.7	(124)	(27.5)
Selling expenses	(981)	(13)	(1,526)	(12.4)	(545)	55.6
Administrative expenses	(1,599)	(21.0)	(2,072)	(16.9)	(473)	29.6
Gains (losses) on exchange rate	152	2.0	369	3.0	217	142.8
Fair values adjustment of investment property	794	10.5	406	3.3	(388)	(48.9)
Share of losses from investments in associates and joint ventures	(49)	(0.6)	13	0.1	62	(126.5)
EBIT	2,017	26.8	2,550	20.8	533	26.4
Finance costs	(662)	(8.8)	(816)	(6.6)	(154)	23.3
Income taxes	81	1.1	(526)	(4.3)	(607)	(749.4)
Profit (loss) for the period before NCI	1,436	19.0	1,208	9.8	(228)	(15.9)
Non-controlling interests	149	2.0	64	0.5	(85)	(57.0)
Net profit (loss) after NCI	1,287	17.1	1,144	9.3	(143)	(11.1)



### Overall business

The Company's core operation is property development and property service with a broad range of investment mechanism, namely wholly owned, subsidiaries, and joint ventures. Given the Company's core operation, total revenue is generated from three main businesses: Residential, Commercial and Hospitality, business, which allows the Company to maintain the optimal balance of revenue stream from both recurring income and non-recurring income.

### Residential business

Residential project for sales is developed by Singha Estate PCL, Nirvana Daii PCL, the Company's subsidiary which the Company holds 51.56% ownership and Joint ventures of which its performance will be realized under Equity Method.

#### Residential projects for sales developed under Singha Estate as at 31 December 2019

Project	Project value (million baht)	Sold	Tentative Transfer from/ Transfer progress
The ESSE Asoke	5,011	82.5%	70.2% (of project value)
The ESSE at SINGHA COMPLEX	4,394	91.1%	57.2% (of project value)
The ESSE Sukhumvit 36 <sup>1</sup>	6,521	59.9%	4Q2020
EYSE Sukhumvit 43	1,936	38.4%	4Q2022
Santiburi The Residences	6,433	15.0%	N/A

Note:

<sup>1</sup> The Company jointly developed such project with a leading foreign company. The Company holds 51% of the joint-venture company.

Amid sluggish in property market due to weak economy across the board and the tightening mortgage policy, the ownership transfer of residential projects for sales developed under Singha Estate has performed at a normal pace, i.e. 4-month accumulated transfer starting from September 2019 of The ESSE at Singha Complex at 57.2%.

As of 31 December 2019, Nirvana Daii PCL, the company's subsidiary, has developed residential projects for sales, including single-detached house, townhouses, home office and condominium, totaling sixteen projects with the value of 21,720 million baht and available for sales of 12,029 million baht.

#### Condominium projects developed under Nirvana Daii PCL as at 31 December 2019

Project	Project value (million baht)	Sold	Tentative Transfer from/ Transfer progress
Banyan Tree Residences Riverside Bangkok	6,660	35.7%	26.1% (of project value)
The Most Itsaraphap	701	84.5%	1Q2021

## Hospitality Business

By the end of 2018, the Company restructured its hospitality business to be under the management of S Hotels and Resorts PCL ("SHR"), which was wholly-owned by the Company. However, SHR later on decided to raise additional capital through an IPO by selling newly issued shares which became listed on Stock Exchange of Thailand in 3Q2019. Nevertheless, SHR is still be considered as the Company's subsidiary since the Company still maintained 60% stake in SHR.

At the end of 2019, total hotels operated under the management of the Company's subsidiaries reached 39 hotels with 4,647 keys covering 5 countries – Thai, Maldives, Mauritius, Fiji, and United Kingdom. With our existing portfolio, hospitality business generated 3,798 million baht revenue in 2019 or 48% increased from 2018. The significant increase mainly contributed from Outrigger Hotels being acquired on 12 June 2018 as well as the CROSSROADS phase 1 officially opened on 1 September 2019.

Our unique portfolio of hotels in desirable global holiday destinations can be classified into 4 platforms:

1. Two self-managed hotels in Thailand, operate under independent branding, namely, Phi Phi Island Village Beach Resort located on Beachfront of Phi Phi Don Island

in Krabi and Santiburi Hotel located on Beachfront of Koh Samui in Surat Thani "Self-Managed Hotels";

2. Six hotels operate under the Outrigger brand and manage under hotel management agreements, which consists of two hotels in Thailand, two hotels in the Republic of Fiji Islands, one hotel in the Republic of Maldives and one hotel in Mauritius "Outrigger Hotels";
3. Two upper upscale successfully developed hotels, as part of the CROSSROADS Phase 1 in the Emboodhoo lagoon in the Republic of Maldives, consists of two islands undergoing development, (i) SAii Lagoon Maldives, Curio Collection by Hilton and (ii) Hard Rock Hotel Maldives; and
4. Twenty nine upper midscale hotels operated under the Mercure and Holiday Inn brands in the United Kingdom, of which the Company holds 50% in an equal joint venture "UK Portfolio Hotels".

Results for the UK Portfolio Hotels, operating under a joint venture, are not consolidated within the Company's hospitality business, and are instead accounted for using the equity method, pursuant to which the Company receives a share of profit or loss from the investment in the joint ventures

## 2018-2019 operating performance of Hospitality business by platform

Hotel	2018	2019	Change (%)
<b>Self-Managed Hotels</b>			
Number of hotel	2	2	-
Number of key <sup>1</sup>	278	297	6.8
Occupancy rate (%)	76	72	(5.3)
ADR (THB)	8,415	7,777	(7.6)
RevPAR (THB)	6,401	5,591	(12.7)
<b>Outrigger Hotels<sup>2</sup></b>			
Number of hotel	6	6	-
Number of key	859	859	-
Occupancy rate (%)	79	78	(1.3)
ADR (THB) <sup>3</sup>	6,303	5,987	(5.0)
RevPAR (THB) <sup>3</sup>	4,947	4,691	(5.2)
<b>The CROSSROADS Phase 1 Hotels<sup>4</sup></b>			
Number of hotel	N/A	2	-
Number of key	N/A	376	-
Occupancy rate (%)	N/A	34	-
ADR (THB) <sup>5</sup>	N/A	12,572	-
RevPAR (THB) <sup>5</sup>	N/A	4,262	-
<b>UK Portfolio Hotels</b>			
Number of hotel	29	29	-
Number of key	3,112	3,115	0.1
Occupancy rate (%)	72	70	(2.8)
ADR (THB) <sup>6</sup>	2,752	2,665	(3.2)
RevPAR (THB) <sup>6</sup>	1,968	1,851	(5.9)

## Notes:

<sup>1</sup> Based on the weighted average number of keys for the year. In particular, the Company added 19 newly built pool villas to Santiburi Koh Samui in May 2018, thereby increasing the number of keys in Santiburi Koh Samui from 77 keys to 96 keys

<sup>2</sup> SHR acquired a group of hotels managed under "Outrigger" chain on 12 June 2018. 2018.

<sup>3</sup> The exchange rate applied for translation in 2018 were 32.89 Baht/USD, 15.52 Baht/FJD, 0.95 Baht/MUR while that in 2019 were 31.05 Baht/USD, 14.41 Baht/FJD, 0.87 Baht/MUR

<sup>4</sup> Commercially open was on 1 September 2019.

<sup>5</sup> The exchange rate applied for translation in 2019 was 31.05 Baht/USD

<sup>6</sup> The exchange rate applied for translation in 2018 was 41.07 Baht/GBP while that in 2019 was 39.65 Baht/GBP

In 2019, performance of Self-Managed Hotels, namely Phi Phi Island Village Beach Resort and Santiburi Koh Samui, was softer comparing to last year due mainly to impact from economic slowdown, fierce competition in Samui market and Thai Baht appreciation. Additionally, change in operating performance of Outrigger hotels attributed to a drop in occupancy rate of Castaway Island, Fiji Resort as well as a decline in ADR of Outrigger Koh Samui Beach Resort because of the competition in Samui Market. the CROSSROADS Phase 1 Hotels was in operation since September 2019 of which occupancy and ADR during initial stage remained low. Additionally, a decline in performance of UK Portfolio Hotels represented economic slowdown in UK.

### Commercial and Retail Business

As of 31 December 2019, the Company owned 3 commercial buildings, namely an office building "Suntowers", a retail space "The Lighthouse" and a mix-used building "SINGHA COMPLEX" which was in operation since December 2018.

Commercial business generated 696 million baht revenue in 2019 or 3% increased YoY. Essentially, the commercial launch of SINGHA COMPLEX was the key driver of the rise regardless the fact that rental income realized from straight line basis on 30-year leasehold right on Suntowers sold to SPRIME at 5,717.5 million baht in total starting from 1Q2019 was lower than that recorded prior to the leasehold transaction.

### 2019 operating performance of Commercial and retail business

Building	2018	2019
Suntowers		
Space for rent (sq.m.)	64,760*	63,793
Occupancy rate (%)	93.9%	92.4%
SINGHA COMPLEX		
Space for rent (sq.m.)	N/A	58,745
Occupancy rate (%)	N/A	74.9%

\*Including the space rented by the third parties; 61,155 sq.m. and space occupied by the Company group; 3,605 sq.m.



### Gross Profit

2019 Gross profit at 5,033 million baht represented a significant increase of 55% from the same period last year whilst the gross profit margin significantly decreased from 43% in 2018 to 41% in 2019. The slight drop attributed to the growth-stage-margin of two hotels in the CROSSROADS phase 1 starting their operations on 1 September 2019 which was essentially lower than long-term-operation profit margin. Generally, profitability in hospitality business will naturally soar to the level associated with the industry's most efficient operators after three years in operation on average.

### Other income

Other income constitutes interest income and non-operating income, e.g. gain from sales of investment in subsidiary, amortization of derivatives, one-time income, etc.

### Selling Expenses

In 2019, the Company reported selling expenses amounted to 1,526 million baht, an increase of 56% YoY. This was due primarily to an increase in advertisement expenses related to both residential business and hospitality business, which was consistent with incremental revenue.

### Administrative Expenses

Administrative expenses mainly comprise of back office personnel expenses, depreciation on assets under hospitality business and non-operating activity expenses, e.g. consulting and legal fees. The Company reported 2019 administrative expenses of 2,072 million baht or increased by 30% from the previous year, which was mainly attributable to number of new hires and administrative expenses of Outrigger and the CROSSROADS

### Net gains on Exchange rate

Unrealized gain from foreign exchange of the USD 180 million convertible bond mainly resulted in net gains on exchange rate of 369 million baht in 2019. However, the Company has entered into the Cross-Currency Swap Agreement with the commercial bank for the entire amount of convertible bond. Thus, the foreign exchange risk related to the convertible bond has been fully hedged.

### Finance Costs

In 2019, the Company reported finance costs at 816 million baht, 23% increased YoY. The main rationale of the increase were additional long-term borrowings to finance projects under development and loan facility to the acquisition of Outriggers which was fully repaid from the net proceed from IPO of SHR in November 2019.

### Net Profit

2019 Net profit reached 1,208 million baht or 16% declined from the same period last year. Essentially, the fall represented various factors:

1. lower-than-mature stage profit margin of two hotels in the CROSSROADS phase 1 which commercially launched in September 2019 together with pre-operation expenses which was considered as one-time expenses
2. an increase in financial cost due to business expansion, which debt financing to the acquisition of Outrigger at 5,357.8 million baht was fully repaid by the net proceed from IPO of SHR in November 2019
3. growth in income tax expense pressured by higher transfer value of residential properties and
4. fair value adjustments on investment properties recorded in 2018 and 2019.

According to accounting standard, the company obliges to measure investment properties at fair value representing current rental income and re-measure once any events impacting operating performance of such property incur. Thanks to the rise in operating performance of investment properties owned by the Company, gain from fair value adjustment at 794 million baht from Suntowers and 406 million baht from Singha Complex was realized in 2018 and 2019, respectively.

### Financial Position and Capital Structure

As at 31 December 2019, the Company reported total assets of 67,681 million baht, or 8,751 million baht increased from 31 December 2018. The key growth drivers included increase in

1. cost of property development: land acquisition for future project development and residential projects for sales under development
2. investments in associates and joint ventures: an investment in S Prime Growth Leasehold Real Estate Investment Trust ("SPRIME") with 20% ownership
3. investment property: retail space at the CROSSROADS phase 1 being in operation in late 2019 and fair value adjustment of Singha Complex
4. property, plant and equipment: two hotels at the CROSSROADS phase 1 being in operation in late 2019.

Total liabilities at the end of 2019 stood at 40,085 million baht, or 1,248 million baht increased YoY. Unearned revenue on 30-year leasehold right on Suntowers sold to SPRIME net of long-term loan repayment mainly rose total liabilities.

As of 31 December 2019, the Company reported total equities at 27,596 million baht, or 7,503 million baht increased YoY. The increase mainly resulted from spinning off through IPO with the listing on the Stock Exchange of Thailand of SHR at 7,267 million baht and the Company's operation at 503 million baht net of the dividend payout from the Company's net profit at 274 million baht.

Unit: million baht	31 December 2018	31 December 2019	Change
Cash and cash equivalent	3,545	5,413	1,868
Inventories	7,218	5,371	(1,847)
Current assets	20,779	24,087	3,308
Investment property	12,064	13,828	1,764
PPE - net	17,370	19,870	2,500
Non-current assets	38,150	43,594	5,444
<b>Total Assets</b>	<b>58,930</b>	<b>67,681</b>	<b>8,751</b>
Current liabilities	10,754	12,514	1,760
Non-current liabilities	28,083	27,571	(512)
<b>Total liabilities</b>	<b>38,837</b>	<b>40,085</b>	<b>1,248</b>
<b>Total equity</b>	<b>20,093</b>	<b>27,596</b>	<b>7,503</b>
Gearing ratio	1.53	0.98	
Net gearing ratio	1.32	0.77	

## Financial ratios

Comparing with the ratios in 2018, Interest-bearing debt to equity and Net interest-bearing debt to equity in 2019 declined from 1.53x to 0.98x and 1.32x to 0.77x, respectively. The decline represented 5,357.8 million baht repayment of

loan facility to the acquisition of outrigger financed by part of proceed from the spinning off through IPO with the list on Stock Exchange of Thailand of SHR net of incremental borrowing for further development of CROSSROADS Phase 1.

## NATURE OF THE BUSINESS

Singha Estate was founded on 14 August 1995, under the former name of “Panichpoom Pattana Company Limited”. The main objective was to engage in property development for housing estates and condominiums. The Company later underwent a name change to Rasa Property Development Public Company Limited (“Rasa”), with listing on the Stock Exchange of Thailand (SET) since 12 April 2007, under the “RASA” ticker symbol.

Then on 12 September 2014, the Company completed its business integration, by way of entire business transfer, with group of companies under the Singha Property Management Company Limited, and Mr. Santi Bhirombhakdi. The shareholding structure also underwent change: Singha Property Management (in which Boon Rawd Brewery Company Limited holds 99.99% shares) and Mr. Santi Bhirombhakdi became the major shareholders. On the same day, its name changed to Singha Estate Public Company Limited, which changed its ticker symbol on The Stock Exchange of Thailand from “RASA” to “S”.

### Our Business

The transfer formed up the new business plans and the reorganization of business operations and steady expansion. Currently Singha Estate conducts three types of business as illustrated below.

#### 1. Residential Business

The Company aims for a variety of residential property ranging from single detached houses, townhomes, home offices to condominiums. Every project is designed to match the needs and lifestyles of middle-tier to upper-tier markets, segmented by different brands under diverse management structures. Starting from seeking for and securing lands with high potentiality and suitability to our development plan, Singha Estate then thoroughly studies the project feasibilities, plans and proceeds with the design and construction

management, sales activities and provide the after sales services.

In 2019, the Company and its subsidiaries have developed 5 projects where we have 99.99% shareholding, consisting of 4 luxury condominium projects, i.e. The ESSE Asoke, The ESSE at SINGHA COMPLEX, EYSE Sukhumvit 43 and The EXTRO Phayathai-Rangnam, and 1 ultra-luxury single detached house project - Santiburi the Residences. Besides, another project called The ESSE Sukhumvit 36, a condominium project under joint venture arrangement where Singha develops in collaboration with a prominent real estate development company in the region, is well underway.

Apart from these projects, Nirvana Daii Public Company Limited (NVD), a subsidiary company which Singha Estate holds 51.56% of the shares, operates the property development and construction business. NVD’s main sources of income derives from residential property development (15 housing projects and 1 condominium project) and services of house construction contractor and sale of construction material of a particular type.

#### 2. Hospitality Business

As one of the Company’s core business, the hotel business and the hotel management business have featured leapfrogging growth after business restructuring. The Company’s policy is to grow this business through joint investments and acquisitions. The key considerations consist of location, supply and demand, asset quality, management team, returns on investment, and growth potential, in terms of occupancy rate, room rate, and opportunity for room expansion. Revenues from this business are revenue from room, food and beverage income, and other service fees.

Currently, Singha Estate group has invested in the total of 39 domestic and international hotels, under the operation of S Hotels and Resorts Public Company Limited (SHR), another subsidiary in which Singha Estate holds 60% of shares. SHR has pursued an investment strategy that spreads the risk springing from the seasonality of the hotel business by considering locations and different tourist target groups to ensure continuity of business revenue. (Please see further details in the 2019 Annual Report of SHR.)

### 3. Commercial and Retail Business

Another core business is the commercial property business, including retail space and office space for rent. This high growth business generates recurring income with high returns on investment to the Company. To expand this business, the Company focuses on greenfield development and asset acquisition. The revenue from this business mainly derives from space rents, common-service charges for utilities, security systems, and other service fees, including the revenue from managing asset under REIT.

In development and investment, by and large the Company considers location suitability; limitations for project development or expansion; supply and demand in the vicinity; returns on investment; and growth

potential. Presently, the Company operates 3 commercial properties, namely, Lighthouse, a compact retail building developed by RASA, Suntowers, office building acquired thru the entire business transfer in August 2015, and Singha Complex a mix-used complex commercially operating in October 2018. (Please see further details in Current Projects and Future Projects section.)

Apart from the aforementioned business, the Company group also offer a property service providing, which, together with the hospitality business. These support very well to the property development part as they can be incubated by the same qualify and skillful executive and staff team with the aim for the recurring income generated to the Company. The property service providing offers the consultation on the property and/or hospitality project either for the preliminary and/or during developing stage, the feasibility study, market survey, project design, development plan, design and construction control, selling administration and even integrated project management.

To segregate NVD's business scope from Singha Estate's in order to preclude the conflict of interest and to make the most of each entities' capability, the Company issued the clarification on NVD and its business scope as the following.

Singha Estate and its subsidiaries <sup>1</sup>	NVD and its subsidiaries
<p>Core business consists of the followings.</p> <ul style="list-style-type: none"> <li>• Condominium development targeting the luxury<sup>2</sup> and super luxury<sup>3</sup> market and housing project targeting the luxury<sup>4</sup> market</li> <li>• Hospitality business</li> <li>• Commercial and retail business</li> <li>• Property and hospitality service</li> </ul>	<p>Core business consists of the followings.</p> <ul style="list-style-type: none"> <li>• Condominium development targeting under the luxury<sup>2</sup> market and low-housing project, for example, single detached houses, townhome, and home offices which target below the luxury<sup>4</sup> market</li> <li>• Construction and home builder</li> <li>• Construction material manufacture and distributor</li> </ul>

Remarks:

<sup>1</sup> Excluding NVD and its subsidiaries

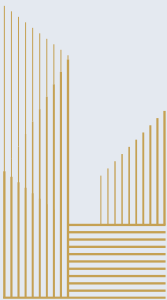
<sup>2</sup> The price range for condominium projects targeting the luxury is between THB 200,000 - 300,000 per square meter.

<sup>3</sup> The price range for condominium projects targeting the super luxury is over THB 300,000 per square meter.

<sup>4</sup> Housing projects targeting the luxury market are the land with structure selling over THB 100 million per unit.

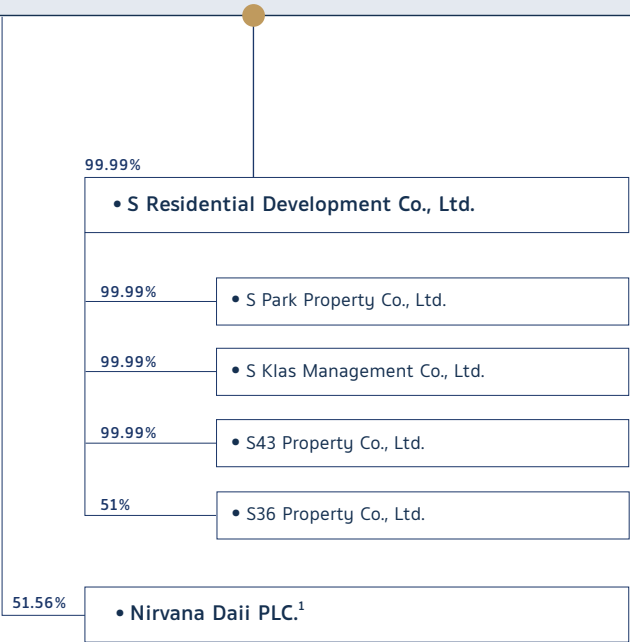


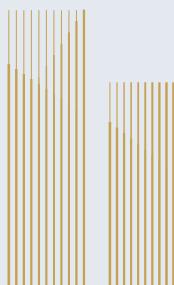
BUSINESS  
STRUCTURE



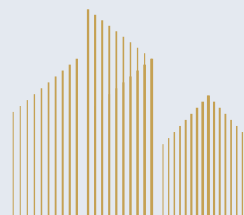
RESIDENTIAL BUSINESS

SINGHA ESTATE PLC.

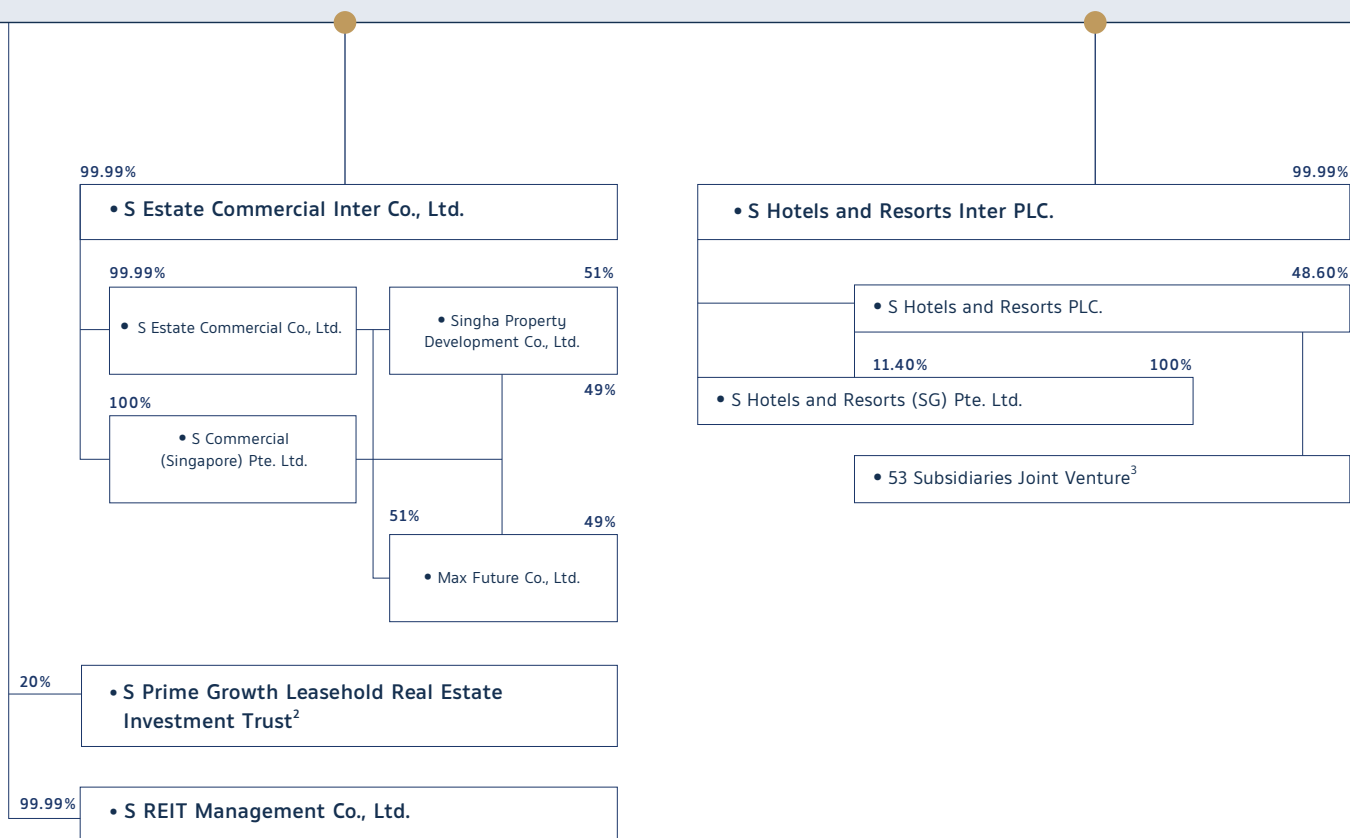




## COMMERCIAL BUSINESS



## HOSPITALITY BUSINESS



<sup>1</sup> Please see the 2019 Annual Report of NVD for details.

<sup>2</sup> Please see the 2019 Annual Report of SPRIME for details.

<sup>3</sup> Please see the 2019 Annual Report of SHR for details.

## KEY BUSINESS SEGMENTS

Moving toward the premier lifestyle developer

Singha Estate group currently span across 3 major sectors of property business:

### RESIDENTIAL BUSINESS

1



#### • 100% Ownership

##### The ESSE Asoke

Project value: Bt.5,011mn

##### The ESSE at Singha Complex

Project value: Bt.4,394mn

##### EYSE Sukhumvit 43

Project value: Bt.1,936mn

##### The EXTRO Phayathai-Rangnam

Project value: Bt.4,066mn

##### Santiburi The Residences

Project value: Bt.6,433mn

#### • 51% Ownership

##### The ESSE Sukhumvit 36

Project value: Bt.6,521mn



#### • Nirvana Daii Public Company Limited

- Nirvana BEYOND
- Nirvana @WORK
- Nirvana ICON
- Nirvana DEFINE
- TARA By Nirvana
- CLUSTER By Nirvana
- COVER By Nirvana
- Banyan Tree Riverside Bangkok
- The MOST

6 projects;  
Value Bt 28,361mn

16 projects;  
Value Bt. 20,600mn

### COMMERCIAL & RETAIL BUSINESS

2



#### • SINGHA COMPLEX



#### • Suntowers



#### • The Lighthouse



#### • Metropolis



#### • S OASIS\*

5 projects;  
NLA 193,033 sq.m.

\* The project is under construction. Upon completion, the Net Leasable Area will approximately be 53,508 square meter.

## HOSPITALITY BUSINESS

3



### • Santiburi Koh Samui

No. of keys: 96

### • Phi Phi Island Village Beach Resort

No. of keys: 201

### • 29 hotels in UK Jupiter Hotels

26 hotels

No. of keys: 2,886

### • The Hotelier Group

3 hotels

No. of keys: 229

### • Outrigger Group

6 hotels: Republic of Fiji 2,  
Republic of Maldives 1,  
Republic of Mauritius 1  
and Thailand 2

No. of keys: 859

### • CROSSROADS

• SAii Lagoon Maldives,  
Curio Collection by Hilton  
• Hard Rock Hotel Maldives  
No. of keys: 376

39 hotels in 5 countries; 4,647 keys



## REVENUE STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES

	2017		2018		2019	
Type of Business/Operated by	Bt.mn	%	Bt.mn	%	Bt.mn	%
Residential business	2,388	38.62	3,974	50.10	7,566	60.06
Commercial and retail business	2,114	34.19	673	8.49	696	5.52
Hospitality Business	1,074	17.37	2,576	32.48	3,798	30.15
Construction Materials	173	2.79	126	1.59	85	0.68
Other business	109	1.77	190	2.40	130	1.03
Other revenues	325	5.26	392	4.95	323	2.56
Interest income	153	2.48	159	2.00	137	1.09
Other incomes <sup>1</sup>	139	2.25	282	3.56	173	1.38
Share of profit (loss) from investment in a joint venture	33	0.54	(49)	(0.62)	13	0.10
<b>Total revenues</b>	<b>6,183</b>	<b>100.00</b>	<b>7,931</b>	<b>100.00</b>	<b>12,598</b>	<b>100.00</b>

Remark : <sup>1</sup> Included management fee income and other incomes according to note to financial statement

---

## VISION

---

TO BE THE PREMIER LIFESTYLE DEVELOPER  
OF CRAFTING QUALITY SETTINGS FOR PEOPLE  
TO LIVE, PLAY, WORK & SHOP WHILE DELIVERING  
SUSTAINABLE GROWTH, AND CREATING  
VALUE FOR ALL STAKEHOLDERS

---

**Based on our vision, Singha Estate is striving for:**

- becoming a global holding company by laying plans to expand our business in an effort to maintain sustainable growth in operating our business and systematizing the organization structure and preparing funding structure for long-term augmentation ensuring relentless growth to become a reputable global company.
  - building the brand through conception of true value in life. Singha Estate strongly believes that the production with attention to every detail that can offer a perfect lifestyle to customers, communities, society and the environment turning into a valuable experience and a memory will create the brand "Singha Estate Enriching Life to create value in life" for customers.
  - prospering our corporation to efficiently respond to new futuristic challenges to foster continued growth. Singha Estate will not stop at leveraging its efficiency to cope with new digital innovations and the preparation of organization and competencies to achieve the recognition of Singha Estate as an organization of tomorrow.
  - providing a sustainable value to all stakeholders by ensuring that its business grows in balance along with promoting community and society development and environment conservation. With an aim of becoming a "developer" that imparts knowledge, as well as an "operator" that runs its business with great responsibility and collaborative efforts with local communities in monitoring and safeguarding traditions, cultures and the beauty of environment to pass on a sustainability and pride to our next generation of staff and executives as in Singha Estate's philosophy of sustainable development.
-



---

| Singha Complex |

---

## 2019 PROJECTS

---

Singha Estate Public Company Limited is a property developer and aimed to expand its business and investment via land purchases in high-potential locations and quality project development under the “Best in Class” concept in tandem with investment, or joint investment in businesses or assets with high growth potential. The Company’s goal is to be the top property developer dedicated to creating quality projects and new lifestyles for people to live, play, work, and shop, together with nurturing growth and delivery of sustainable value to all stakeholders, and that fulfill the needs of living, leisure, working and shopping, and delivers the sustainable growth to all stakeholders.

Relentless investment and business expansion have resulted in Singha Estate today commanding assets under the operation of itself, subsidiaries, and joint-venture companies in and outside Thailand, detailed at the end of 2018 as follows:





The ESSE Asoke

## RESIDENTIAL PROPERTIES

In 2019, there were 4 condominium projects, namely the ESSE Asoke, the ESSE @ SINGHA COMPLEX, the ESSE Sukhumvit 36 and the EYSE Sukhumvit 43, and 1 housing project, namely Santiburi the Residences, that are active and/or under construction.

### THE ESSE ASOKE

#### ✦ Location

On Sukhumvit 21 road, Bangkok

#### ✦ Land Area

2-2-74 Rai (The Company group possesses the ownership)

#### ✦ Project Detail

419 units, 55 stories, single building, luxury condominium, featuring one - two bedrooms, and penthouses, completed with facilities including the Sky Panoramic pool, fitness room, golf simulator, library, conference rooms, and a car park that accommodates supercars and superbikes.

#### ✦ Project Highlights

Located on Asoke Montri road, a high potential business area, the project is surrounded by several landmarks, including shopping centers, educational institutions, hospitals, and hotels. It can be easily accessed as it is close to the Sirat Expressway entrance and exit, MRT Phetchaburi and Sukhumvit stations, BTS Asoke Station, and Airport Rail Link Makkasan Station.

#### ✦ Project Value

Approximately Baht 5,011 million

#### ✦ Project Progress

Construction : as planned and budgeted  
 Net sales : 82.5% of project value  
 Ownership transfer : 70.2% of project value

#### ✦ Completion

Unit ownership transfer commenced since December 2018



The ESSE at SINGHA COMPLEX

## THE ESSE AT SINGHA COMPLEX

### ✦ Location

The project is located in Bangkok at the corner of Asoke Montri and New Phetchaburi road (formerly the Embassy of Japan), linked to Rama 9 and Sukhumvit road.

### ✦ Land Area

2-0-98 Rai (The Company group possesses the ownership)

### ✦ Project Detail

319 units, 39 stories, single building, luxury condominium, featuring one-two bedrooms, and penthouses, completed with facilities including a swimming pool, fitness room, library, conference rooms, co-working space, and a car park that accommodates supercars.

### ✦ Project Highlights

Situated in the business dynamic area, at the right of Singha Complex, Grade A office building, the project is surrounded

by several landmarks: for example, shopping centers, office buildings, banks, embassies, educational institutions and hospitals. Access is highly convenient since it is close to the Sirat Expressway entrance and exit, MRT Phetchaburi and Sukhumvit Stations, BTS Asoke Station, and Airport Rail Link Makkasan Station.

### ✦ Project Value

Approximately Baht 4,394 million

### ✦ Project Progress

Construction : as planned and budgeted

Net sales : 91.1% of project value

Ownership transfer : 57.2% of project value

### ✦ Completion

Unit ownership transfer commenced since September 2018



## THE ESSE SUKHUMVIT 36

The Project is segmented under super luxury level and developed by S36 Property Company Limited, a joint venture entity between S Residential Development Company Limited (a subsidiary where the Company holds 99.99%) and HKL (Thai Development) Limited (a subsidiary where 99.99% of the total shares held by Hongkong Land Holdings Limited), with shareholding ratio of 51:49, respectively.

### ✦ Location

Located at the entrance of Sukhumvit 36 alley, Sukhumvit road, Bangkok, the project is adjacent to BTS Thonglor

### ✦ Land Area

2-2-0 Rai (The Company group possesses the ownership)

### ✦ Project Detail

338 units, 43 stories, single building, super luxury condominium, featuring one to three bedrooms, and penthouses, completed with facilities including a swimming pool, fitness room, onsen, theater, library, conference rooms, co-working space, and a car park.

### ✦ Project Highlights

With its proximity to a central business district, the project is surrounded by several landmarks: for example, shopping centers, educational institutions, and hospitals and accessible by BTS Thong Lor Station with 20 meters walking distance.

### ✦ Project Value

Approximately Baht 6,521 million

### ✦ Project Progress

Construction : as planned and budgeted  
 Net sales : 59.9% of project value

### ✦ Completion

Construction and unit ownership transfer are scheduled to complete in the fourth quarter of 2020





EYSE Sukhumvit 43

## EYSE SUKHUMVIT 43

### ✦ Location

The project is located in Sukhumvit 43 alley, Sukhumvit road, near BTS Phrom Phong Station.

### ✦ Land Area

1-3-69.4 Rai (The Company group possesses the ownership)

### ✦ Project Detail

107 units, 7 stories, 2 building, luxury condominium, featuring 1-2 bedrooms completed with facilities including a swimming pool, fitness room, stream room, theater, private onsen, lounge, conference rooms, co-working space, and a car park.

### ✦ Project Highlights

With its proximity to a central business district, the project is surrounded by several landmarks: for example, shopping

centers and department stores, educational institutions, and hospitals and accessible by BTS Phrom Phong Station which is only 550 meters away.

### ✦ Project Value

Approximately Baht 1,936 million

### ✦ Project Progress

**Construction** : as planned and budgeted

**Net sales** : 38.4% of project value

### ✦ Completion

Construction and unit ownership transfer are scheduled to complete in the fourth quarter of 2022





Santiburi The Residences

## SANTIBURI THE RESIDENCES

### ❖ Location

The project is located on Pradit Manutham road, along Ramindra - At Narong Expressway, Bangkok

### ❖ Land Area

45 Rai (The Company group possesses the ownership)

### ❖ Project Detail

Ultra-luxury residential project of two-storey and three-storey made-to-order houses on land of one rai or more, an average usable space of about 1,250 square meters, totaling 26 units. Design and material quality are outstanding, with world-class services for the residents.

### ❖ Project Highlights

The project is located in a well-developed mid-end to high-end residential area, surrounded by shopping malls and facilities. It is also easily accessed by the Ramindra-At Narong Expressway.

### ❖ Project Value

Approximately Baht 6,433 million

### ❖ Project Progress

**Construction :** Completion of common area and two sample units

**Sale :** Ownership transfer of one plot of land and completion of one unit on the transferred plot.



Banyan Tree Residences Bangkok

The Company also develop another 16 projects under Nirvana Daii Public Company Limited (NVD), a subsidiary company with 51.56% share held by the Company. The Available for Sales as of 31 December 2019 was approximately Baht 12,029 million. (Please see details in the 2019 Annual Report of Nirvana Daii Public Company Limited)



---

## COMMERCIAL AND RETAIL

---

Presently, the Company operates 3 commercial projects, i.e. SINGHA COMPLEX, Suntowers and the Light House.





SINGHA COMPLEX

## SINGHA COMPLEX

SINGHA COMPLEX is the Company's mixed-use flagship project, located in the area of Asoke-Phetchaburi, near the MRT Phetchaburi Station and the Airport Rail Link Makkasan Station, close to Sukhumvit and Phetchaburi Roads, and in the midst of Bangkok's buzzing business hub with an international convention center, and five-star hotels.

### ✦ Location

The project is located in Bangkok at the corner of Asoke Montri and New Phetchaburi road (formerly the Embassy of Japan), linked to Rama 9 and Sukhumvit road.

### ✦ Land Area

9-0-23 Rai (The Company group possesses the ownership)

### ✦ Project Detail

Mixed-use commercial complex with 41-storey building consists of a grade A office building (27 stories), retail space (four stories), and parking space (ten stories) for approximately 834 cars.

### ✦ Project Highlights

The property location is in the center of the business district and transportation hub, near the MRT, the Airport Rail Link, and access to expressways. The building was designed as a column-less structure on 16 meter open space, completed

with amenities including a 9 m-high lobby, co-working space, a rooftop jogging track, a car park equipped with a security system and restaurants in the retail space.

### ✦ Gross Floor Area

Approximately 116,016 Square Meter

### ✦ Net Leasable Area\*

Approximately 58,745 Square Meter

### ✦ Occupancy Rate

74.9% (As of 31 December 2019)

### ✦ Tenants' type of business

**Office areas :** Local and international leading companies seeking space for head offices or branch offices in Bangkok  
**Retail commercial areas :** Supermarket, food & beverage shops

### ✦ Key tenants

Boon Rawd Brewery Co., Ltd. and its group of companies, which in 2015 signed a 50-year lease agreement for office space, with effect from the hand-over of the space, as well as the international companies

### ✦ Opening Date

December 12, 2018

\*Total office spaces for rent may alter in case of the whole floor lease.





Suntowers

## SUNTOWERS

A quality property in which Singha Estate invested by way of the entire business transfer in August 2015, Suntowers lies in a business district in the north of Bangkok, surrounded by leading office buildings, shopping malls, and educational institutions. In 2016, Suntowers underwent a Value Enhancement Project: upgrading of office-building amenities and refurbishing of the lobby and common areas. A two-storey retail space called Sun Plaza was built on an adjacent parcel of 15-year leasehold land, commencing its commercial operation in June 2017.

### ✦ Location

Vibhavadi Rangsit Road, Chompon, Chatuchak, Bangkok

### ✦ Land Area

5-3-19.8 rai of land in which Singha Estate holds ownership and 8-2-30 rai of land on lease rights

### ✦ Project Detail

Major grade-B office buildings: Suntowers A (33 stories), Suntowers B (40 stories), and a retail area in the form of a flea market, complete with parking space for rent.

### ✦ Project Highlights

It is located in Bangkok's transport hub with access to the expressway, near BTS, and MRT service lines. The office buildings house conference rooms for up to 150 persons, a fitness center, and parking space completed with a security system as well as retail commercial areas.

### ✦ Gross Floor Area

Approximately 122,965 Square Meter

### ✦ Net Leasable Area\*

Approximately 63,793 Square Meter

### ✦ Occupancy Rate

92.4% (As of 31 December 2019)

### ✦ Tenants' type of business

Major and medium-size companies, both local and foreign

\*Total office spaces for rent may alter in case of the whole floor lease.





The Lighthouse

## THE LIGHTHOUSE

A small-scale commercial and retail space developed and launched before the business integration, the Lighthouse forms part of the Lighthouse Condominium Project (a residential project which the ownership was transferred before the business integration).

### ✦ Location

Charoen Nakhon Road, Khlong Ton Sai, Khlong San, Bangkok

### ✦ Project Detail

Rented space for commercial retail stores, designed mainly for the convenience of project residents and those in nearby communities, with parking space for more than 100 cars.

### ✦ Project Highlights

It is located in a downtown area, convenient for all modes of travel, on Charoen Nakhon Road, near an expressway, a pier, and the BTS Krung Thonburi Station.

### ✦ Gross floor area

Approximately 5,862 square meters

### ✦ Net Leasable Area

Approximately 3,317 square meters

### ✦ Occupancy rate

82% (as of 31 December 2019)

### ✦ Tenants' type of business

Supermarket, food & beverage shops, tutorial schools, clinics, bank branches, SME businesses





---

## HOSPITALITY BUSINESS

---

The Company's hospitality business is operated by S Hotels and Resorts Public Company (SHR), another subsidiary company. Currently, SHR invested in a total of 39 hotels, 4,647 keys, located variedly in 3 regions, 5 countries, i.e. the United Kingdom as in Europe, Thailand (Koh Samui Suratthani, Krabi and Phuket), Fiji, Maldives as in Asia Pacific and Mauritius as in Africa. The latest projects that recently launched their openings in September 2019 at the CROSSROADS, Maldives, are SAii Lagoon Maldives, Curio Collection by Hilton (198 keys), Hard Rock Hotel Maldives (178 keys) and the Marina @the CROSSROADS.



---

The CROSSROADS project is developed on a partial area in Emboodhoo Lagoon, Kaafu Atoll, South Male Atoll, Maldives. With approximately 7-kilometer length, the lagoon was 63.51-hectare man-made dry land, where the beauty of natural diversity and coral reef are preserved. The project offers the only integrated tourism facilities in Maldives, which is the highlight of the project. Access can be made easily with only 15 minutes from Velana International Airport by High Speed Ferry.

---





Hard Rock Hotel Maldives

The Company group has set the strategy for the hospitality business to be able to generate the consistent revenues following the diversity of travelling seasons. For Thailand and Maldives, the high season starts from the fourth quarter to the first quarter of the following year, while in Fiji and Mauritius, it starts in the second quarter to the third quarter of the year.



## FUTURE PROJECTS

### THE EXTRO

#### ✦ Location

Located in Rangnam alley, Ratchathewi, Bangkok, near BTS Victory Monument Station and MRT Rangnam Station

#### ✦ Land Area

2-0-71 Rai (The Company group possesses the ownership)

#### ✦ Project Detail

411 units, 33 stories, single building, super luxury condominium, featuring one to two bedrooms, and duplex, completed with facilities including a swimming pool, fitness room, jogging tracks, conference rooms, co-working space, sky lounge and car park.

#### ✦ Project Highlights

A prime location, near business districts and surrounded by several landmarks, e.g. shopping malls, educational institutions, and hospitals with 400 meters away from BTS Victory Monument and MRT Rangnam (Orange Line, under construction).

#### ✦ Project Value

Approximately Baht 4,066 million

#### ✦ Project Progress

**Construction** : as planned and budgeted





## METROPOLIS OFFICE BUILDING

In January 2020, the Company has successfully acquired Metropolis Office Building. Stylishly designed and situated in the center of Bangkok - Phrom Phong area, near BTS station, the building, is surrounded by a variety of shopping malls and residences.

### ❖ Location

Located on Sukhumvit road, Bangkok, near the EmQuartier and Emporium shopping malls.

### ❖ Land Area

2-0-19 Rai Lease Land

### ❖ Project Detail

21-storey Grade A Office Building with 185 car parking lots

### ❖ Project Highlights

A mixture of classic and modern, Metropolis Office Building fits the needs of small to large entrepreneurs. The ceiling to floor height is 3 meters, an exceptional stately offer distinct from other office-for-rents.

### ❖ Gross floor area

Approximately 26,157 Square Meter

### ❖ Net Leasable Area\*

Approximately 13,677 Square Meter

### ❖ Occupancy rate

98.5% (As of 31 December 2019)

### ❖ Tenants' type of business

Small to large and domestic to foreign entrepreneurs

\*Total office spaces for rent may alter in case of the whole floor lease.



## S OASIS OFFICE BUILDING

---

The Company plans to develop the new mixed-used project under the name S OASIS with approximately 54,000 square meter net leasable area for office and retail space. The project has been developed on 7-Rai long-term lease land located on Vibhavadi Rangsit road and estimated to be completed within 3 years commencing from the beginning of 2019.

---



---

S OASIS Office Building



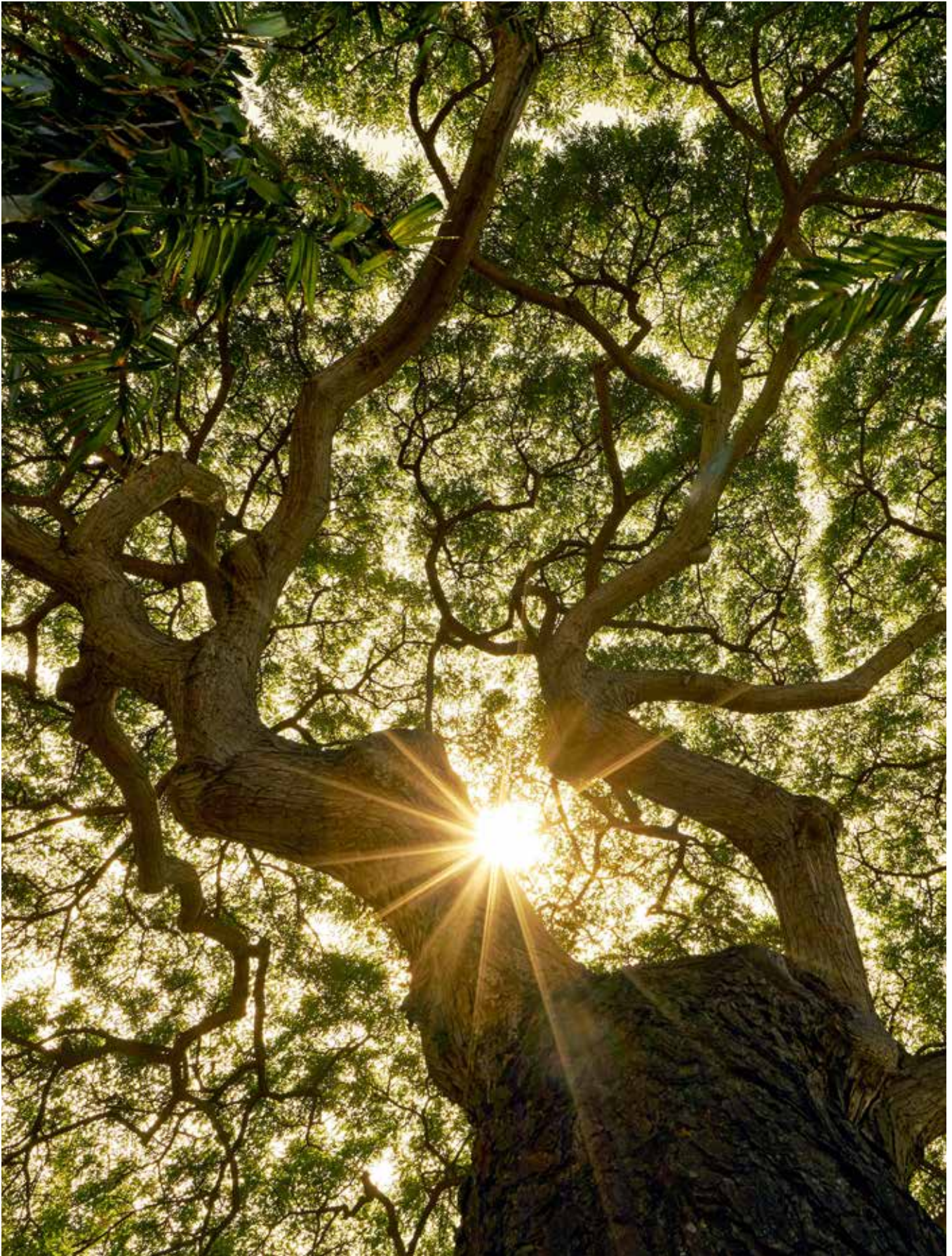
Outrigger Laguna Phuket Beach Resort

## BUSINESS OPERATED BY SHR

In late 2019, SHR signed the joint venture agreement with Wai Eco World Developer, Burmese large conglomerate business entrepreneur, on the CROSSROADS Phase I Island 3 development of High-End Lifestyle Resort. Such resort is set for 80 villas at the price ranging from USD 900 - 1,000 per night. The construction is to start in 2020 and the project will be opened in 2022.

Align with the investment strategy of the asset value enchantment, SHR will proceed the renovation of the Outrigger Languna Phuket Beach Resort by relocating the multi-purpose hall form the beachfront area. This should enhance the value asset to serve the best as guest rooms. Therefore, the new 24 guest rooms will replace the old hall and the new 1,900 square meter multi-purpose hall will be established nearby.







## CORE VALUES



### PARTNERSHIP

- > We treasure our healthy relations with business partners, team members, and society.
- > In the creation of our work, we consider public interests the top priority.
- > We are mindful of our roles.



### REFINED

- > Each of our masterpiece developments is brought to life with an eye for detail and cutting-edge design.
- > We select only premium materials and equipment, setting new and premium standards for each market segment.
- > We are dedicated to delivering quality workmanship with attention to all details.
- > We conduct ourselves appropriately for every situation, in both our attires and mannerism.



### INTEGRITY

- > We hold ourselves responsible for delivering every commitment made to clients, business partners, employees, shareholders, and society at large.
- > We treat all stakeholders with dignity and equality.
- > We stand firmly for righteousness and integrity.



### DYNAMIC

- > We respond with positive approaches to all challenges.
- > We strive to relentlessly improve ourselves and our colleagues to stay abreast of the changing business world.
- > We think creatively and present innovative viewpoints.
- > We ensure effective and quality responses to all situations.



### ENTREPRENEURSHIP

- > We work with passion and dedication for our goals.
- > We satisfy all stakeholders: clients, business partners, team members, society at large.
- > Our people are confident, and PRIDE is embedded in all our actions.
- > We are keen on devoting ourselves for the common good of society.

## BUSINESS STRATEGIES

From the vision to become a leading real estate developer with a commitment to crafting high quality and sophisticated projects in order to lead a complete new lifestyle that meets all living needs -dwelling, recreational, working and shopping activities, as well as promoting growth and bringing sustainable value to all stakeholder groups, Singha Estate Public Company Limited ("the Company") is determined to drive the organization to grow into a Global Holding Company and create a brand "Singha Estate" that is recognized for its standard of excellence, attention to detail and offering enriching experiences for everyone. To achieve such success, the organization will be prepped with development plans deployed for the burgeoning journey and is entrusted with the task of running its business with sustainable development to ensure Singha Estate can add value to all groups of stakeholders.

To accomplish Vision, Mission and Strategic Goal, the Company has pursued Corporate Strategy as well as Business Strategy and Functional Strategy as follows:

### Corporate Strategies

#### Becoming a Global Holding Company

The continuous growth and expansion of business both domestic and international underlies the Company's policy to establish an organization structure as a holding company on several business units ready to raise funds for continued growth, planning the organization to be active for augmentation schemes of each business along with developing employees' skillset to gain a professional capacity to lead the Company as a holding company in the global level.

#### Creating "Singha Estate Enriching Life" Brand to gain brand recognition

Creating products with attention to every detail and offering treasured experiences and beautiful memories to everyone all come from being a "Value Creator" who envisions true value and has an unwavering belief to promote sustainability for

the future. Singha Estate aims to be a leading brand that will deliver sustainable value to customers, communities, society and the environment.

#### Getting the corporation fully prepared to handle growth and tackle new challenges

To develop new businesses, Singha Estate focuses on creating a flexible organization, adjusting business proportions for flexibility in creating long-term value and the workflow to respond and capture towards competitiveness and global trends.

#### Delivering sustainable value to all stakeholders

Singha Estate is committed to ensuring its competitiveness and fostering ceaseless growth under good corporate governance along with its care for communities and the surroundings to provide balance and sustainable value to all stakeholders.

---

## Business and Functional Strategies

### 1. Investment and Business Development Strategy

Singha Estate is determined to establish a robust business portfolio and the potential to foster relentless corporate growth over the long term under uncertain circumstances due to various factors as well as the disruptive changes that industry is currently facing. It pursues investment and business development in multiple dimensions, whether continuing to invest in more than one type of property development business or through the management of business proportions by asset types or based on types of revenues earned by the Company, business locations of both domestic and international. Determinating on investments in other areas of property development business boosting synergy and competitiveness, along with studying new businesses can burgeon alongside the changing world according to the Mega Trend.

---

The Company will continually experiment and work on identifying directions to create new business opportunities and expand its business to another level. In doing so, it will undertake a thorough study under the scope of investment management, risk management as well as the sustainability development approach of the Company.

---

### 2. Residential Business Strategy

Singha Estate has gritty determination to improve lifestyle standards through projects meticulously developed with detailed design that meets residents' needs, suitable choice of materials and innovation that focused on style, durability, comfort and convenience, and construction that emphasized delivering quality work to customers. To realize the higher standards, Singha Estate requires that all customers be constantly given an impressive and memorable experience throughout the whole process: initial visit to the project, purchasing, inspection on delivery, after-sales service, and service from a professional property management company. That way, our customers may take delivery of quality projects

that are durable and offer pleasant experiences. All these make up our goal of lifestyle enhancement.

To achieve the above target, Singha Estate's Residential Development Unit aims at developing projects on land with prime locations considered suitable for target customers and outstanding when compared with other residential projects of the same class. Development is focused on creating residences with lasting values based on an in-depth study of target customers' main concerns and their latest lifestyle requirements, including amenities innovations. The design work at Singha Estate focuses on every detail and the materials selected are not only beautiful but also durable, friendly to the residents and the environment, mainly considering the economical use of resources. Regarding construction work, Singha Estate uses only experienced and high-quality construction contractors that meet its standards where all the projects will be under close supervision to augment unceasing value in the future.

---

### 3. Commercial and Retail Business Strategy

Singha Estate is committed to developing office buildings and retail space for rent to ensure long-term revenue stream for Singha Estate under self-development and investment. The main target is to upgrade working lifestyles for all under professional management and superb services until tenants are satisfied with our services and these assets reach their secure growth. Singha Estate will consider novating their leasehold rights to a property fund to raise funds for expansion of business to constantly support earning of regular revenue.

To achieve the target, Singha Estate focuses on potential locations that can respond to customers' needs for their daily commutes, such as city trains. Regarding building design, it pays attention to tenants' requirements, convenience, and efficient use of space. It will select high-quality materials, taking into account their beauty

---

and functionality as well as long-term maintenance. The property will be installed with a smart building system that covers security, IT management, and property management under the Leadership in Energy and Environment Design (LEED). As for the development of retail space, Singha Estate caters to customers' new modern lifestyles and supports joint marketing with retail shops in order to fulfill every day of customers with experiences other than work and ensure long-term success is buoyed for its tenants.

As for the commercial property projects under acquisition, it focuses on adding value through renovation and refurbishment. Also, it selects high-potential customers/tenants in parallel with the management method that emphasizes service, facilities, installation of smart systems that enhance security management and all types of management support. The buildings will be managed according to high environmental standards by a professional commercial property management team.

#### 4. Hospitality Business Strategy

Singha Estate operates hospitality business through S Hotels and Resorts Public Company Limited (SHR) and is determined to invest in developing, and managing hotels to create revenue stability by diversifying its investment and overseeing hotel management to popular tourist attractions in other countries to create a well-diversified portfolio. Singha Estate also aims at generating additional income from the hotel management service. Singha Estate aims to invest in hotels and develop them with a management style to establish an experience and fond memories for guests with the support of a design that blends well with nature and excellent service from well-trained staff. Singha Estate operates on environmental friendly concept by the experienced management teams. All these are to create and offer a truly outstanding holiday experience beyond expectation.

To achieve the goal, Singha Estate focuses on investing in hotels for development at tourist attractions with beautiful and unique landscapes, intended to draw prospect tourists. Investment sites are considered on the basis of their growth opportunities, taking into account the state of infrastructure that benefits tourism industries, such as roads, ports and airports. Singha Estate will provide hotel management and perform renovations, expand its target customers by drawing more high-potential customers of different cultures through hotel brands including self-managed SHR brands and reputable hotel franchises as well as rendering hotel management services for others through Hotel Management Agreements. Regarding service, Singha Estate's hotels stress on providing skill development to staff to raise service levels to standards comparable to those of world-leading hotels. This is done under the Company's policy on sustainable development, which aims to transfer the knowledge needed for conservation of nature and the environment. Singha Estate cooperates with all stakeholders beginning with raising awareness among employees on environmental preservation of hotels and surrounding areas, organizing activities between hotels and communities with collaborative efforts to conserve natural resources to ensure natural fertility and beauty is everlasting where hotels under its management will grow in tandem with communities.

#### 5. Corporate Branding and Marketing Strategy

The Company aims to create the Singha Estate brand to be recognized as "Value Creator" who cherishes the true value of life and strives to create lasting value for a better future. Such value will be added in every product delivered to customers whether it's a residence, office buildings and retail spaces, hotels, including sustainable value served to investors, communities, society and the environment.

From the above goals, the Company has driven brand building through operations in 4 areas: personnel aspect by focusing on cultivating personnel in accordance with

corporate values which will be reflected in the work performance of employees at all levels whether the quality of service, attention to quality of the development of a project that is exquisite and beautiful, product aspect by delivering products that meet the needs of customers, attention to details in order to deliver real value to customers, business operations aspect by taking into account the community, society, and environment to achieve balanced and sustainable growth and brand communication aspect in which its success relies on the 3 abovementioned aspects.

As for the marketing strategy, the Company focuses on online communication which can reach the customers quickly. It is also a platform that provides showcase brand expressions and acts as an important spokesperson for brand communication in a boarder context. Therefore, the corporate marketing team collaboration across the organization, ensure effective communication to the target customers and the impressive experience the customers will receive from the products and services, all of which will enable the organization to build a strong brand and able to achieve long-term success.

## 6. Sustainability Development Strategy

Singha Estate aspires to grow and deliver sustainable quality to all stakeholders. Sustainability development is hence defined as one of the corporate strategies to be integrated into all parts and processes of the business right from the start to enable realization of sustainable growth, as believed by Singha Estate. For instance, under the corporate investment and development policies, all stakeholders' interests must be considered, projects must be accepted by the communities and society involved, reducing impact on surrounding communities and the environment. The management of waste disposal under recognized standards, the provision of knowledge that supports conservation of natural resources and traditions and cultures of tourist attractions will enhance development of sustainability to Singha Estate,

communities and the environment.

To reach the target, Singha Estate's Sustainable Development Committee has set goals and work guidelines for all units of Singha Estate to comply with its emphasis on protecting and conserving natural resources and the environment, waste disposal, upgrading the communities' standards of living, and encouraging reduction of global warming by releasing less carbon. All business units have adapted their work scope for achieving such goal such as ensuring garbage reduction and waste disposal management are undertaken at all office buildings and hotels, conducting inspection at construction sites of various projects to ensure environmental impacts are strictly observed and avoided, educating the public on conservation of marine natural resources, and organizing projects to support education and development of a decent living standard for communities and the people in countries where Singha Estate pioneered its business, all of which will lead to recognition of Singha Estate as a global company that creates sustainable values for all stakeholder groups.

## 7. Human Capital Management and Development Strategy

Singha Estate aspires to be an employer of choice by developing a competent teamwork readily equipped with knowledge, skills and attitudes in line with Singha Estate's values, as well as the ability to adapt to change. Their competence will be a firm support to achieve sustainable growth in the long run for the organization.

Recognizing the importance of human capital, Singha Estate emphasizes talent management, which is the main management tool starting from recruitment which focuses on 'top talents' with experience, knowledge and skills, and attitude consistent with Singha Estate's values. The development of personnel focuses on continuous development and suitability to competencies expected



of top executives, managers, and operating staff and is consistent with the guideline for career development, career path, and succession plans. Regarding staff's incentives and motivation as well as engagement, Singha Estate emphasizes raising staff welfare to a level considered competitive with other leading companies. This includes holding assorted activities and internal communication through various channels to ensure that Singha Estate achieves its goal as a happy workplace and an employer of choice.

## 8. Organization and Competitiveness Development Strategy

In paving its way to becoming a global holding company that grows with stability and sustainability in the long term, the main criteria is to get Singha Estate fully prepared in various aspects, such as its organization structure, policies, work processes, capital structure, its competency in developing and operating business in various regions, including its competitiveness and innovation that will strengthen Singha Estate's potential for building up new businesses in a world full of disruptive changes.

From the above goal, the Company has rejigged the organization structure, policies and work processes with standards, efficiency, and agility in performance, including the flexibility to support growth in different aspects in the future. Regarding the strong financial position, Singha Estate has used tools and arranged components that support capital raising to formulate a suitable financial structure, such as fund raising through the capital market and appropriate money market enhancing competitiveness and management in various aspects in terms of improving teamwork as well as the organization's potential for performing important tasks, such as project development, sale, marketing, service and operation, or forming allies with business partners with potential. Singha Estate also aims at accessing and applying innovations that can

differentiate and extend its business. Implementation of these moves is realizable since Singha Estate has been stressing the importance of developing a strong foundation for the organization: IT technologies, financial and accounting standards, and support systems. All these comprise Singha Estate's roadmap toward being a global holding company in the future.

## 9. Project Development Strategy

Singha Estate aims to strengthen its competence for project development and delivery of quality, beauty, and delicate uniqueness through professional management and oversight of projects, based on quality and safety standards as well as specified time and budget with consideration of neighboring communities and the environment.

In response to challenges in the development of assorted properties, namely vertical and horizontal residential facilities, office buildings, retail space, and hotels and resorts, Singha Estate has created a design team and a construction team with expertise in design, property management, construction techniques, and innovative construction to take charge of its outstanding property design, which is in line with its corporate brand to deliver quality and sustainable values to customers.

Singha Estate is determined to raise its quality of project management, work processes, and cost management by bringing in applications that facilitate efficient management. It also strives to transfer knowledge to partners and business allies to ensure that they can in return deliver to the work of desired quality and by the time promised to customers. Singha Estate has established policies on quality control, safety at work, and responsibilities for communities surrounding construction sites and strictly implements these. Attempts to avoid impacts on surrounding people and communities are also part of its policy.



## SECURITIES AND SHAREHOLDERS

### Securities of Singha Estate Public Company Limited

As of 30 December 2019, the capital structure of the Company was presented as the following.

#### Ordinary shares

	Baht Amount	Type/Share Amount	Par Value
Registered capital	10,128,502,526	Ordinary Share/ 10,128,502,526	Baht 1
Issued and paid-up capital	6,853,719,395	Ordinary Share/ 6,853,719,395	Baht 1
Unpaid capital (reserved for unissued shares)	3,214,183,131	Ordinary Share/ 3,214,183,131	Baht 1
• Convertible Bond	1,491,829,723	Ordinary Share/ 1,491,829,723	Baht 1
• S-W1 Warrant (remaining)*	1,632,953,408	Ordinary Share/ 1,632,953,408	Baht 1
• ESOP-Warrant-1	50,000,000	Ordinary Share/ 50,000,000	Baht 1
• ESOP-Warrant-2	50,000,000	Ordinary Share/ 50,000,000	Baht 1
• ESOP-Warrant-3	50,000,000	Ordinary Share/ 50,000,000	Baht 1

\* Remark: S-W1 Warrant was expired since 16 July 2019. The Board of Directors of the Company shall propose at the 2020 Annual General Meeting of the Shareholders for the consideration of capital reduction for the amount of share reserved for this matter.

The Company issues no other share type than ordinary shares.

## Shareholder Structure

As of 30 December 2019, the Company's share distribution is as shown in the following table.

Shareholders	Number of shares	% shares
<b>Paid-up registered capital</b>	<b>6,853,719,395</b>	<b>100.00</b>
<b>Thai shareholders</b>		
Juristic persons	2,904,394,610	42.38
Ordinary persons	2,764,752,815	40.43
<b>Total</b>	<b>5,669,147,425</b>	<b>82.72</b>
<b>Non-Thai shareholders</b>		
Juristic persons	1,184,356,699	17.28
Ordinary persons	215,271	0.00
<b>Total</b>	<b>1,184,571,970</b>	<b>17.28</b>

## Top 10 shareholders

No.	Name	Number of shares	% of paid-up shares
1.	Singha Property Management Co., Ltd., Group	2,411,458,977	35.18
	• Singha Property Management Co., Ltd.	2,411,458,977	35.18
	• Singha Property Management (Singapore) Pte. Ltd. <sup>1</sup>	80,000,000	1.17
2.	Mr. Santi Bhirombhakdi's Group	1,861,732,399	27.16
	• Mr. Santi Bhirombhakdi	892,125,878	13.02
	• Morgan Stanley & Co. International Plc. <sup>2</sup>	289,606,521	4.23
	• Mr. Piti Bhirombhakdi	319,465,400	4.66
	• Mr. Bhurit Bhirombhakdi	301,776,300	4.40
3.	Morgan Stanley & Co. International Plc	374,661,404	5.47
	• Excluding shares held by Mr. Santi Bhirombhakdi	85,054,883	1.24
4.	Credit Suisse Securities (Europe) Limited	258,890,398	3.78
5.	Thai NVDR Company Limited	188,494,688	2.75
6.	J.P. MORGAN BANK LUXEMBOURG S.A. LEND	168,000,000	2.45
7.	Thailand Securities Depository Co., Ltd.	101,729,100	1.48
8.	CREDIT SUISSE AG, DUBLIN BRANCH	81,756,327	1.19
9.	CREDIT SUISSE INTERNATIONAL	67,325,300	0.98
10.	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	54,626,633	0.80
	<b>Total</b>	<b>5,300,310,405</b>	<b>77.33</b>

Remark:

<sup>1</sup> Singha Property Management (Singapore) Pte. Ltd. ("SPM SG"), shareholder of 626,301,966 shares in the Company, on July 18, 2017, had made available the total of its shares for Credit Suisse AG, Hong Kong Branch to borrow under the Securities Lending Contract ("SBL Transaction") in connection with the offering of the convertible bonds of the Company. Under the SBL Transaction, SPM SG will be entitled to require for the return of the shares tentatively from July 20, 2020 onwards or upon the termination of the SBL Transaction pursuant to terms and conditions under relevant agreements and documents.

<sup>2</sup> Shareholding of Mr. Santi Bhirombhakdi Group through account with Morgan Stanley & Co. International PLC.



Details of shareholding of the Company's directors and management are illustrated in the table "The Company's Securities Holding of Directors and Management".

#### Major shareholder group that exert de facto significant influence on company policies or business

The Singha Property Management Co., Ltd., Group (wholly owned by Boon Rawd Brewery Co., Ltd.) and Mr. Santi Bhirombhakdi's Group hold totaling 62.34% (on 30 December 2019) of total shares of the Company, thus

exerting de facto significant influence on company policies or business because of their three representative directors, namely Mr. Chutinant Bhirombhakdi, Mr. Chayanin Debhakam, D.B.A., and Mr. Nutchdhawattana Silpavittayakul, on the nine-man board.

#### Restrictions on foreign nationals' portfolio

The company's foreign limit is 39% of the paid-up capital. On 30 December 2019, foreigners' shares accounted for 17.28%.

#### Issuance of other securities

##### 1. Warrants for the subscription of the newly issued ordinary shares of Singha Estate Public Company Limited No. 1

The 2015 Annual General Meeting of Shareholders on 22 April 2015 resolved to approve the issuance and offering of warrants to purchase ordinary shares of the Company ("S-W1"), which were already issued and offered. Details are as follows:

Nature and type of the warrants	Warrants for the subscription of the newly issued ordinary shares of Singha Estate Public Company Limited No. 1 (S-W1), specified name of the holder and transferrable.
Term of the warrants	Not exceeding 4 years and 2 months from the date of issuance and offering of warrants
Number of the warrants issued and offered	1,632,953,508 units
Number of ordinary shares to be reserved for the exercise of warrants	1,632,953,508 shares
Offering price per unit	0.00
Exercise ratio	1 unit of warrants to 1 newly issued ordinary share (subject to change in accordance with the conditions of the rights adjustment)
Exercise price to purchase ordinary shares	Baht 15 per new ordinary share (subject to change in accordance with the conditions of the rights adjustment)
Offering/Allocation method	The Company allocated the warrants to the existing shareholders who subscribed and paid for the subscription price of the Rights Offering shares at the ratio of 1 unit of the allocated newly issued ordinary share to 2 units of the warrants.
First exercise date	15 January 2018
Last exercise date	15 July 2019
Number of non-exercised warrants	1,632,953,408 units
Secondary market of the warrants	The Stock Exchange of Thailand
Trading date in the secondary market	3 July 2015

S-W1 Warrant was expired since 16 July 2019. The Board of Directors of the Company shall propose at the 2020 Annual General Meeting of the Shareholders for the consideration of capital reduction for the amount of share reserved for this matter.

## 2. Convertible Debentures

The 2017 Annual General Meeting of Shareholders on 28 April 2017 resolved to approve the issuance and offering of convertible debentures in an amount not exceeding 200,000,000 US dollars or an equivalent amount in other currencies.

On 12 July 2017, the Company entered into a subscription agreement with Credit Suisse (Singapore) Limited and Krung Thai Bank Public Company Limited for the issue of "180,000,000 US dollars 2.00 percent Standby Letter of Credit Backed Convertible Bonds due 2022" (the "Bonds"). The Bonds were issued on July 20, 2017 and offered entirely to investors outside Thailand and the U.S.A., as well as listed on the Singapore Exchange Securities Trading Limited.

## 3. Warrants for the Subscription of the Ordinary Shares of Singha Estate Public Company Limited to be Issued and Offered for Sale to the Directors and Employees of the Company and/or its Subsidiaries No. 1 (ESOP-Warrant-1)

The 2016 Annual General Meeting of Shareholders on 26 April 2016 resolved to approve the issuance and offering of warrants to purchase the ordinary shares of Singha Estate Public Company Limited to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1), which were already issued and offered. Details are as follows:

Nature and type of the warrants	Warrants for the Subscription purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1) (the "ESOP-Warrant-1"), registered name of the holder and non-transferable, except for the transfer as provided in the terms and conditions.
Term of the warrants	Not exceeding 5 years from the issuing date of the ESOP-Warrant-1
Issuing date	1 December 2016
Number of warrants issued and offered	50,000,000 units
Number of ordinary shares to be reserved for the exercise of warrants	50,000,000 shares
Offering price per unit	Baht 0.00
Exercise ratio	1 unit of the ESOP-Warrant-1 is entitled to 1 newly issued ordinary share, except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-1.
Exercise price to purchase ordinary shares	The exercise price to purchase ordinary shares for each period is as follows: The 1 <sup>st</sup> year from the issuing date: the warrants cannot be exercised. The 2 <sup>nd</sup> year from the issuing date: 5.00 baht The 3 <sup>rd</sup> year from the issuing date: 5.50 baht The 4 <sup>th</sup> and 5 <sup>th</sup> year from the issuing date: 6.05 baht Except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-1.
First exercise date	30 November 2017
Last exercise date	30 November 2021
Number of non-exercised warrants	50,000,000 units
Secondary market of the warrants	The Company will not list the ESOP-Warrant-1 as registered securities on the SET.
Secondary market of newly issued ordinary shares as a result of the exercise of right under the warrants	The Stock Exchange of Thailand

#### 4. Warrants for the Subscription of the Ordinary Shares of Singha Estate Public Company Limited to be Issued and Offered for Sale to the Directors and Employees of the Company and/or its Subsidiaries No. 2 (ESOP-Warrant-2)

The 2016 Annual General Meeting of Shareholders on 26 April 2016 resolved to approve the issuance and offering of warrants to purchase the ordinary shares of Singha Estate Public Company Limited to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 2 (ESOP-Warrant-2), which were already issued and offered. Details are as follows:

Nature and type of the warrants	Warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 2 (ESOP-Warrant-2) (the "ESOP-Warrant-2"), registered name of the holder and non-transferable, except for the transfer as provided in the terms and conditions.
Term of the warrants	Not exceeding 5 years from the issuing date of the ESOP-Warrant-2
Issuing date	1 April 2017
Number of warrants issued and offered	50,000,000 units
Number of ordinary shares to be reserved for the exercise of warrants	50,000,000 shares
Offering price per unit	0.00 baht
Exercise ratio	1 unit of the ESOP-Warrant-2 will be entitled to purchase 1 newly issued ordinary share (except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-2.)
Exercise price to purchase ordinary shares	The exercise price to purchase ordinary shares for each period is as follows: The 1 <sup>st</sup> year from the issuing date: the warrants cannot be exercised. The 2 <sup>nd</sup> year from the issuing date: 5.00 baht The 3 <sup>rd</sup> year from the issuing date: 5.50 baht The 4 <sup>th</sup> and 5 <sup>th</sup> year from the issuing date: 6.05 baht Except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-2.
Offering/allocation method	The Company allocated the ESOP-Warrant-2 to the directors and employees of the Company and/or its subsidiaries.
First exercise date	31 May 2018
Last exercise date	31 March 2022
Number of non-exercised warrants	50,000,000 units
Secondary market of the warrants	The Company will not list the ESOP-Warrant-2 as registered securities on the SET.
Secondary market of newly issued ordinary shares as a result of the exercise of right under the warrants	The Stock Exchange of Thailand

## 5. Warrants for the Subscription of the Ordinary Shares of Singha Estate Public Company Limited to be Issued and Offered for Sale to the Directors and Employees of the Company and/or its Subsidiaries No. 3 (ESOP-Warrant-3)

The 2017 Annual General Meeting of Shareholders on 28 April 2017 resolved to approve the issuance and offering of warrants to purchase the ordinary shares of Singha Estate Public Company Limited to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 3 (ESOP-Warrant-3), which were already issued and offered. Details are as follows:

Nature and type of the warrants	Warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 3 (ESOP-Warrant-3) (the "ESOP-Warrant-3"), registered name of the holder and non-transferable, except for the transfer as provided in the terms and conditions.
Term of the warrants	Not exceeding 5 years from the issuing date of the ESOP-Warrant-3
Issuing date	1 April 2018
Number of warrants issued and offered	50,000,000 units
Number of ordinary shares to be reserved for the exercise of warrants	50,000,000 shares
Offering price per unit	0.00 baht
Exercise ratio	1 unit of the ESOP-Warrant-3 will be entitled to purchase 1 newly issued ordinary share (except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-3.)
Exercise price to purchase ordinary shares	The exercise price to purchase ordinary shares for each period is as follows: The 1 <sup>st</sup> year from the issuing date: the warrants cannot be exercised. The 2 <sup>nd</sup> year from the issuing date: 3.89 baht The 3 <sup>rd</sup> year from the issuing date: 4.28 baht The 4 <sup>th</sup> and 5 <sup>th</sup> year from the issuing date: 4.71 baht Except in the case of adjustment of right pursuant to the conditions of the adjustment of right of the ESOP-Warrant-3.
Offering/allocation method	The Company allocated the ESOP-Warrant-3 to the directors and employees of the Company and/or its subsidiaries.
First exercise date	31 May 2019
Last exercise date	31 March 2019
Number of non-exercised warrants	50,000,000 units
Secondary market of the warrants	The Company will not list the ESOP-Warrant-3 as registered securities on the SET.
Secondary market of newly issued ordinary shares as a result of the exercise of right under the warrants	The Stock Exchange of Thailand

### Dividend policy

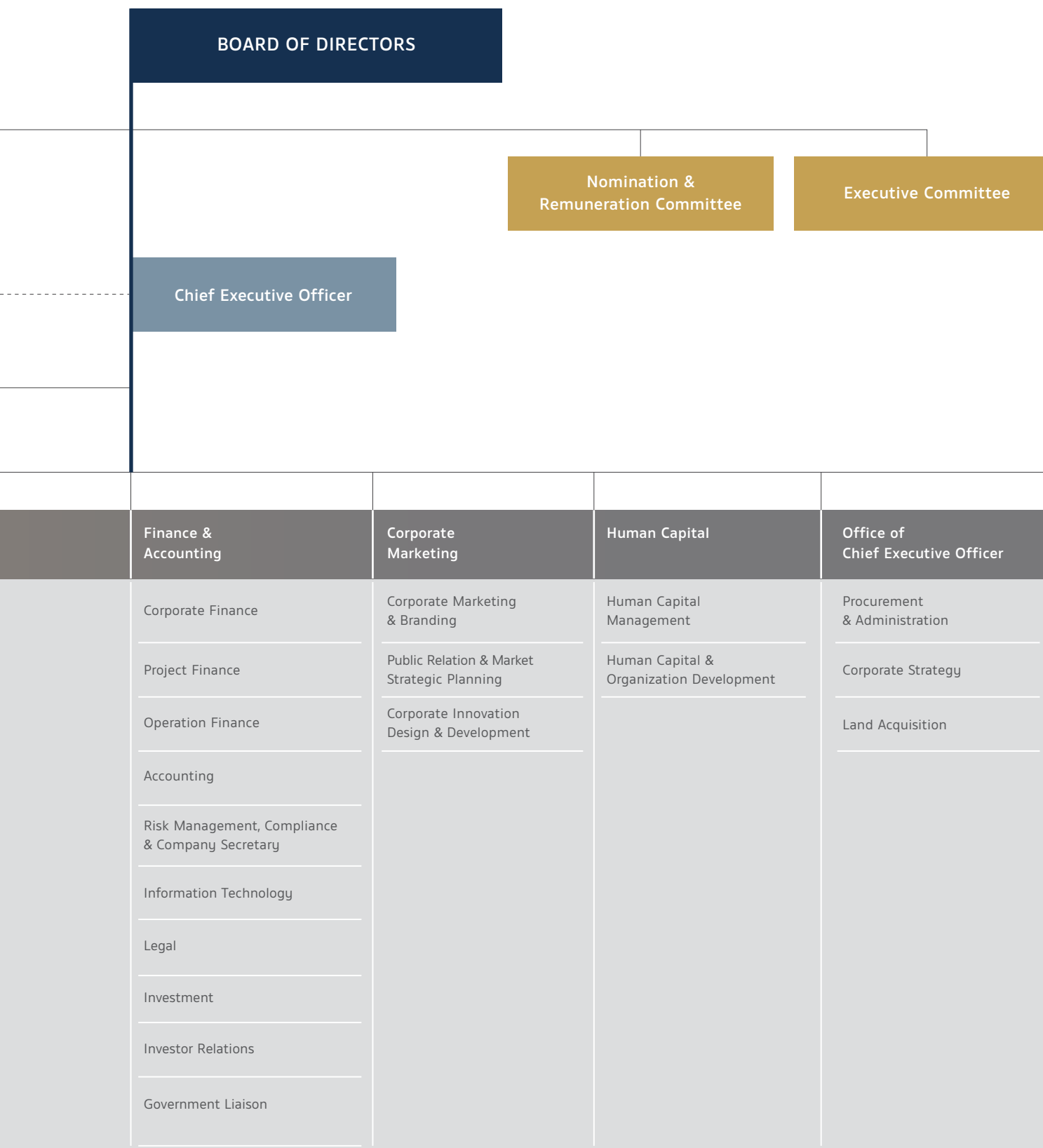
Singha Estate's policy is to pay dividends at no less than 40% of the net profits after deducting juristic-person income tax, legal reserves, and other provisions. Dividends are subject to change with performance outcomes, business expansion plans, liquidity, necessity, and other suitable future factors. The Board is authorized to decide on this matter in the best interests of the shareholders.



# ORGANIZATION CHART



CROSSROADS	Commercial & Retail	Residential Development	Design & Construction
Business Development	Business Development	Business Development	Design
	Operation	Product Design & Development	Construction Management
	Marketing	Sales & Marketing	Cost & Budget
	Leasing	Customer Services	Procurement
	Tenant Services	Condominium and Housing Projects	Administration
	Building & System Management	Administration	
	Light House Project	S Klas Management Co., Ltd.	
	Administration		



## MANAGEMENT STRUCTURE

Singha Estate's management structure as described below allows clear segregation of roles, duties, and responsibilities of the Board, the sub-committees, and the management for checks and balances, as well as cross-checking of their performances.

### Board of Directors

The Board is made up of directors with expertise and experience in various fields, being properly qualified and without forbidden qualities under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange

Act B.E 2535. The directors must not possess any distrustful characteristics unsuitable for the management position in public limited companies under the announcement of the Securities and Exchange Commission (SEC).

The Board of Directors as of December 31, 2019 consists of nine directors, including

- eight non-executive directors, five of whom are independent directors, representing more than One-third of the members
- one executive director

### List of directors as of December 31, 2019

No.	Name	Position	Appointment date
1.	Mr. Chutinant Bhirombhakdi <sup>1</sup>	Chairperson of the Board	1 <sup>st</sup> term : September 12, 2014 2 <sup>nd</sup> term : April 28, 2017
2.	Ms. Napaporn Landy	Chairperson of the Audit Committee	February 11, 2016
		Independent Director	1 <sup>st</sup> term : February 11, 2016 2 <sup>nd</sup> term : April 28, 2017
3.	Mr. Charamporn Jotikasthira	Chairperson of the Risk Management Committee	June 7, 2017
		Member of the Audit Committee	June 7, 2017
		Independent Director	1 <sup>st</sup> term : February 24, 2017 2 <sup>nd</sup> term : April 25, 2017
4.	Mr. Petipong Pungbun Na Ayudhya	Chairperson of Corporate Governance and Sustainable Development Committee	June 7, 2017
		Member of the Risk Management Committee	October 12, 2016
		Independent Director	1 <sup>st</sup> term : October 12, 2016 2 <sup>nd</sup> term : April 28, 2017
5.	Mr. Chayanin Debhakam, D.B.A. <sup>1</sup>	Chairperson of the Nomination and Remuneration Committee	May 15, 2015
		Chairperson of the Executive Committee	September 12, 2014
		Member of Corporate Governance and Sustainable Development Committee	June 7, 2017
		Director	1 <sup>st</sup> term : September 12, 2014 2 <sup>nd</sup> term : April 26, 2016 3 <sup>rd</sup> term : April 22, 2019

Remark: <sup>1</sup> Representative of major shareholder.

No.	Name	Position	Appointment date
6.	Asst. Prof. Thanavath Phonvichai, Ph.D.	Member of the Nomination and Remuneration Committee	May 15, 2015
		Independent Director	1 <sup>st</sup> term : April 22, 2015 2 <sup>nd</sup> term : April 25, 2017
7.	Mr. Karoon Nuntileepong	Member of the Audit Committee	November 12, 2014
		Member of the Nomination and Remuneration Committee	May 15, 2015
		Independent Director	1 <sup>st</sup> term : November 12, 2014 2 <sup>nd</sup> term : April 26, 2016 3 <sup>rd</sup> term : April 22, 2019
8.	Mr. Nutchdhawattana Silpavittayakul <sup>1</sup>	Member of Corporate Governance and Sustainable Development Committee	June 7, 2017
		Director	1 <sup>st</sup> term : June 7, 2017 2 <sup>nd</sup> term : April 25, 2017
9.	Mr. Naris Cheyklin	Member of the Risk Management Committee	March 11, 2015
		Member of Corporate Governance Sustainable Development Committee	June 7, 2017
		Member of the Executive Committee	September 12, 2014
		Director	1 <sup>st</sup> term : September 12, 2014 2 <sup>nd</sup> term : April 26, 2016 3 <sup>rd</sup> term : April 22, 2019

Remark: <sup>1</sup> Representative of major shareholder.

## Authorized company signatories

### General cases

The Company's seal affixed with the signatures of two of these three directors, namely Mr. Chutinant Bhirombhakdi, Mr. Chayanin Debhakam, or Mr. Naris Cheyklin, is considered valid.

### Specific cases

as follows;

- Application for building all types of buildings and structures.
- Application for property allocation
- Application for land trading
- Application for merging and splitting land title deeds
- Application for splitting ownership
- Application for house numbers
- Application for the use and transfer of electricity and tap-water permits
- Rental of phone numbers' rights
- Submission of general petitions concerning telephones
- Application for linking paths and drains
- Application for curb stone cutting
- Verification and confirmation of land rights
- Application for condominium registration
- Application for condominium juristic person registration
- Application for building use
- Consent for business operation on premises
- Provision of testimony, filing and receiving documents related to Customs Department
- Complaint-lodging to police or investigating officers, complaint-withdrawing, compromising and provision of testimony, submission and retrieval of case documents
- Application for selling, cooking, mixing, and storing food or ice on private premises
- Application for using premises for objectionable or hazardous businesses
- Application for selling whiskey, cigarettes, and playing cards
- Application for a license for Exchange Control Act B.E. 2485 (1942) businesses, the Company's seal affixed with the signature of one of these three directors, namely Mr. Chutinant Bhirombhakdi, Mr. Chayanin Debhakam, or Mr. Naris Cheyklin, is considered valid



## Directors' Meeting Attendance in Year 2019

No	Name of Director	Position	Meeting Attendance					
			Board of Directors (7 meetings)	Audit Committee (4 meetings)	Risk Management Committee (4 meetings)	Nomination and Remuneration Committee (2 meetings)	CG and Sustainable Development (4 meetings)	Executive Committee (13 meetings)
1	Mr. Chutinant Bhirombhakdi	Chairperson of the Board of Directors	7/7	-	-	-	-	-
2	Ms. Napaporn Landy	Chairperson of Audit Committee Independent Director	6/7	4/4	-	-	-	-
3	Mr. Charaporn Jotikasthira	Chairperson of Risk Management Committee Member of Audit Committee Independent Director	4/7	4/4	4/4	-	-	-
4	Mr. Petipong Pungbun Na Ayudhya	Chairperson of Corporate Governance and Sustainable Development Committee Member of Risk Management Committee Independent Director	7/7	-	4/4	-	4/4	-
5	Mr. Chayanin Debhakam, D.B.A.	Chairperson of Nomination and Remuneration Committee Chairperson of Executive Committee Member of Corporate Governance and Sustainable Development Committee Director	7/7	-	-	2/2	4/4	12/13
6	Asst. Prof. Thanavath Phonvichai, Ph.D.	Member of Nomination and Remuneration Committee Independent Director	6/7	-	-	2/2	-	-
7	Mr. Karoon Nuntileepong	Member of Audit Committee Member of Nomination and Remuneration Committee Independent Director	7/7	4/4	-	2/2	-	-
8	Mr. Nutchdhwattana Silpavittayakul	Member of Corporate Governance and Sustainable Development Committee Director	6/7	-	-	-	4/4	-
9	Mr. Naris Cheykin	Director Member of Risk Management Committee Member of Corporate Governance and Sustainable Development Committee Member of Executive Committee	7/7	-	4/4	-	4/4	12/13

Note: In the year 2019, the Board of Directors held one meeting to discuss agendas in which no executive directors and the management attended on 16 September 2019.

## The Management

Singha Estate's management team as of 31 December 2019 consists of five (As defined in the Notification of Stock Exchange Commission) executives as follows:

- |                               |  |
|-------------------------------|--|
| 1. Mr. Naris Cheyklin         | Chief Executive Officer                  |
| 2. Mr. Nattavuth Mathayomchan | Chief Residential Development Officer    |
| 3. Mr. Terachart Numanit      | Chief Design and Construction Officer    |
| 4. Mrs. Thitima Rungkwansiroj | Chief Financial Officer                  |
| 5. Mr. Thiti Thongbenjamas    | Chief Operating Officer - the CROSSROADS |

The organizational structure diagram is shown in the topic of human capital management and development.

## Company Secretary

Pursuant to the Securities and Exchange Act B.E. 2535 and principles of good corporate governance of listed companies, the Board passed a resolution on an appointment of Mrs. Thitima Rungkwansiroj as the Company Secretary since July 6, 2018 (profile of Mrs. Thitima Rungkwansiroj is contained in the Information of Directors, Executives and Persons directly responsible for supervision of accounting).

## Duties and responsibilities

The Company Secretary must perform the defined duties under Article 89/15 and Article 89/16 of the Securities and Exchange Act (No. 4), B.E. 2551 (2008), promulgated on August 31, 2008, with accountability, prudence, and integrity, while complying with the law, company objectives and articles of association, as well as the resolutions of the Board and shareholders' meetings. By law, her duties are as follows:

1. Establish and maintain the following documents:
  - Director roster
  - Board meeting notices, minutes of meetings, and the Company's annual report
  - Shareholders' meeting notices and minutes of meetings.

2. Maintain reports on vested interests filed by the directors, executives, or related parties, and send a copy of the reports on vested interests under Article 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within seven days of the Company's acknowledgment.
3. Hold Board meetings and shareholders' meetings under the applicable regulations and laws.
4. Provide recommendations on company businesses and the Board in line with the articles of association, company regulations, the Securities and Exchange Act, the Public Limited Companies Act, and applicable legislation.
5. Serve as a center of news and information for the directors, executives, and shareholders.
6. Coordinate and monitor compliance with the resolutions of the Board and shareholders' meetings.
7. Ensure disclosure of information and reporting of information under her responsibility to the regulators as required by the authority.
8. Take other actions as announced or required by the Capital Market Supervisory Board and as assigned by the Board.

## Officers assigned to be directly responsible for overseeing accounting

The Company has assigned Mrs. Thitima Rungkwansiroj, Chief Financial Officer, to be the highest responsible person in the accounting and finance and delegated Mrs. Kanokwan Sriphian, VP- Accounting, to have a direct responsibility for overseeing accounting to ensure full and strict compliance with accounting standards and various accounting rules (Profiles of Mrs. Thitima Rungkwansiroj and Mrs. Kanokwan Sriphian are in the Information of the Directors, Executives and Officers directly responsible for supervision of accounting).

# NOMINATION AND APPOINTMENT OF DIRECTORS AND SENIOR EXECUTIVES

## Nomination and appointment of directors

### Criteria and procedures

The Board has assigned the Nomination and Remuneration Committee ("the NRC") to recruit and nominate qualified persons under securities and exchange laws and in line with Singha Estate's defined qualifications and submit a short list to the Board for appointment or for tabling it to the shareholders' meeting as specified by company regulations, as the case may be. In so doing, the following channels will be considered:

- An opportunity given for shareholders to nominate directors during at least a 3-month period before each AGM, the latest one being from October 1, 2019 to January 31, 2020, under the criteria and terms announced on the company website
- Persons recommended by the company's executives, directors, and reliable external sources, including director pool and Thai Institute of Directors (IOD)
- Qualified persons recommended by professional search firms
- An opportunity given for directors to nominate qualified persons.

The NRC reviews annually the directors' skills and characteristics together with the Board's overall composition conforming to the Company's strategy and business direction. Then, the Board Skill Matrix is tabled annually for consideration of the gap of necessary skills and set-up of nomination criteria. In such reviews, the NRC also considers the diversity of skills, expertise, proficiency, experience, and other special competencies of directors, regardless of age and gender.

Qualifications of directors and independent directors are disclosed under topic "9.1 Corporate Governance" Principle 3 – Fortify Efficiency of the Board of Directors. .

## Position becomes vacant with term completion

When a position becomes vacant with term completion for a given director, the NRC recruits and nominates persons with suitable qualifications and nominate them to the Board for seeking approval from the AGM. As for directors' reappointment for another term, the NRC looks at several factors, including performance outcomes, profiles of meeting attendance and participation, and support given to Board activities. For an independent director, his or her independence in expression of opinions will also be taken into account.

Directors' election conforms to company regulations and those of relevant laws, which must be transparent and clear. Below are the criteria and methodology of directors' election at a shareholders' meeting:

1. Each shareholder's votes equal his or her number of shares held, one share per one vote.
2. Voting is to be done for individual nominees, for which each shareholder is to exercise his or her entire votes for individual directors, one by one.
3. To pass the resolution for director appointment, it requires a majority vote of the shareholders who are present at the meeting and entitled to vote.
4. Those that secure the highest votes, and those with the second highest votes, and so on, are regarded as being elected, matching the number of directors to be elected. Should there be more than one person with equal votes for a given position, the chairman of the meeting is to cast a deciding vote.

## Position becomes vacant for other reasons

The NRC recruits and nominates qualified persons to present to the Board for appointment replacing the resigned director(s) at the next Board meeting.

An exception applies if the remaining term is less than two months, in which case an approval is needed from the AGM. In any case, the term of the replacement director is only as long as that remaining of the resigned one. The decision of the Board in this case needs no less than three-quarters of the remaining directors on the Board.

#### Director removal and dismissal

1. Besides completing their terms, directors may leave their positions in the following cases:
  - 1.1 Death
  - 1.2 Resignation
  - 1.3 Lack of qualifications or having forbidden qualities under the Public Limited Companies Act
  - 1.4 Dismissal by shareholders' votes.
  - 1.5 Court order.
2. Directors who wish to leave their positions are to submit a resignation to the Company, which becomes effective from the date it is received by the Company. Such directors may also notify the public limited company registrar.
3. The shareholders' meeting may decide to have any director leave his or her position before term completion with a vote of no less than three-quarters of the attending eligible voters, which is no less than a half of the total shares of the attending eligible voters.

If the entire Board leave their positions, they are to remain in office to carry on business only as essential until the new Board takes office, except otherwise ordered by the court for the Board that leaves their positions at the court's order.

The Board that left their positions are to hold a shareholders' meeting to elect the new Board within

one month after leaving their positions. To this end, it sends meeting notices to the shareholders no less than 14 days ahead of the meeting date, which are advertised in newspapers for three consecutive days and no less than three days ahead of the meeting date.

#### Nomination and Appointment of Senior Executives

##### Nomination and Appointment of the CEO

The Board has assigned the NRC to prepare a CEO Succession Plan to ensure business continuity if the position becomes vacant. The committee is to nominate a qualified person to assume the position by selecting a competent, qualified person with experience beneficial to Singha Estate's operation from either inside or outside the Company before tabling his or her name to the Board for appointment. The committee is also responsible for regularly reviewing this succession plan as well as the list of those eligible for succession.

##### Nomination and Appointment of Senior Executives

The CEO recruits qualified person(s) suitable for the positions, duties, and responsibilities from those competent ones with experience beneficial to Singha Estate. Such selection must conform to Human Capital's personnel recruitment protocols.

Human Capital develops succession plans for senior executives and puts in place a system for personnel development for lesser positions to become ready to assume such positions.



## REMUNERATION OF DIRECTORS AND MANAGEMENT TEAM

### Monetary Remuneration

#### 1.1 Directors' remuneration

##### Criteria for directors' remuneration

The Nomination and Remuneration Committee ("the NRC") is responsible for defining the criteria for directors' remuneration, considering the following aspects:

- Directors' Responsibilities
- Linking the remuneration to Company overall performance

- Comparing directors' remuneration with peers listed in the stock exchange of the same business and the same size.

The 2019 AGM approved the remuneration for the directors and committee members in the forms of monthly retainer, meeting allowance, privilege for rooms and services at any of the Company's and its Group's hotels, and bonus. Details are as follows:

Types of Remuneration	Board of Directors		Sub-Committees			
			Executive Committee <sup>1</sup>		Other Sub-Committees	
	Chairman	Director	Chairman	Director	Chairman	Director
Meeting Allowance (Baht/Person/Month)	50,000	30,000	30,000	-	30,000	20,000
Privileges for Rooms and Services at any of the Company's and its Groups' Hotels (Baht/Person/Year)	Not exceeding 100,000	Not exceeding 100,000	-	-	-	-
Fixed Retainer	100,000	40,000	80,000	-	30,000 <sup>2</sup>	20,000 <sup>2</sup>
Bonus	Not exceeding 0.5 percent of dividend paid to shareholders and not exceeding Baht 3 million on average per person/year. The Chairman shall receive bonus at the rate which is 25 percent higher than the rate for directors.		-	-	-	-

Remark: <sup>1</sup> An executive director shall not receive meeting allowance for holding the position as a member of the Executive Committee.

<sup>2</sup> Only Audit Committee members were entitled to

In summary, the monetary remuneration in 2019 for 9 directors amounted to 11,746,005 baht, which consisted of

1. Monthly Retainer totaling 6,840,000 baht
2. Meeting allowances:
  - Board meeting allowance, totaling 1,850,000 baht
  - Audit Committee meeting allowance, totaling 280,000 baht
  - Risk Management Committee meeting allowance, totaling 280,000 baht
  - Nomination and Remuneration Committee meeting allowance, totaling 140,000 baht
  - Corporate Governance and Sustainable Development Committee meeting allowance, totaling 360,000 baht
3. Privileges for rooms and services at any of the Company's and its groups' hotels (actual spending), totaling 265,261 baht
4. Bonus – 1,370,743 baht  
(Details are illustrated in the table "2019 Monetary Remuneration of Directors")

- Executive Committee meeting allowance, totaling 360,000 baht

## Monetary Remuneration of Directors for the Year 2019

No	Name of Directors	Position	Monetary Remuneration (Baht)								Total remuneration
			Monthly Retainer <sup>1</sup>	Meeting Allowance					Other remunerations <sup>2</sup>	Bonus <sup>3</sup>	
				Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Corporate Governance and Sustainable Development Committee			
1.	Mr. Chutinant Bhirombhakdi	Chairperson of the Board of Directors	1,200,000	350,000	-	-	-	-	83,840	178,062	1,811,902
2.	Ms. Napaporn Landy	Chairperson of Audit Committee Independent Director	840,000	180,000	120,000	-	-	-	43,593	139,648	1,323,241
3.	Mr. Charamporn Jotikasthira	Chairperson of Risk Management Committee Member of Audit Committee Independent Director	720,000	120,000	80,000	120,000	-	-	-	143,874	1,183,873
4.	Mr. Petipong Pungbun Na Ayudhya	Chairperson of Corporate Governance and Sustainable Development Committee Member of Risk Management Committee Independent Director	480,000	210,000	-	80,000	-	120,000	91,302	133,285	1,114,588
5.	Mr. Chayanin Debhakam, D.B.A.	Chairperson of Nomination and Remuneration Committee Chairperson of Executive Committee Member of Corporate Governance and Sustainable Development Committee Director	1,440,000	210,000	-	-	60,000	80,000	20,000	152,991	2,322,990
6.	Asst. Prof. Thanavath Phonvichai, Ph.D.	Member of Nomination and Remuneration Committee Independent Director	480,000	180,000	-	-	40,000	-	-	158,277	858,277
7.	Mr. Karoon Nuntileepong	Member of Audit Committee Member of Nomination and Remuneration Committee Independent Director	720,000	210,000	80,000	-	40,000	-	19,524	158,277	1,227,801
8.	Mr. Nutchdhwattana Silpavittayakul	Member of Corporate Governance and Sustainable Development Committee Director	480,000	180,000	-	-	-	80,000	-	158,277	898,277
9	Mr. Naris Cheyklin	Director Member of Risk Management Committee Member of Corporate Governance and Sustainable Development Committee Member of Executive Committee	480,000	210,000	-	80,000	-	80,000	7,000	148,052	1,005,052
Total			6,840,000	1,850,000	280,000	280,000	140,000	360,000	265,261	1,370,743	11,746,005

Note:

<sup>1</sup> The 2019 Annual General Meeting of Shareholders on April 22, 2019, passed a resolution to approve monthly compensation to the Chairman of the Board of Directors of 100,000 baht / month, for the directors of 40,000 baht / person / month, for the Chairman of the Audit committee of 30,000 baht / month, for the directors of 20,000 baht / person / month and for the Chairman of the Executive Committee of 80,000 baht / month.<sup>2</sup> Special privileges for staying and using the hotel services of the Company and its group as approved by the Annual General Meeting of Shareholders for the year 2019 in the amount of not exceeding 100,000 baht / person / year in which total remuneration amount will be recorded based on the actual use.<sup>3</sup> Bonuses as approved by the Annual General Meeting of Shareholders for the year 2019, the entire Board of Directors receiving not more than 0.5% of the amount of dividends paid to shareholders which is not more than 3 million baht / person / year on average for the whole Board where the Chairman receives a 25% higher bonus than directors.



## 1.2 Management's remuneration

For the accounting year ended December 31, 2019, the total remuneration for the first four executives, from the CEO to all positions equivalent to the fourth executive (totaling five persons) amounted to 72,543,409 baht, consisting of 55,285,790 baht for salaries and allowances; 8,304,067 baht for bonus; 4,122,633 baht for provident fund contribution; and 4,830,919 baht for others.

Executives who are members of the Provident Fund are entitled to a contribution of 10% of their salaries under the rules of the Provident Fund, which applies to all in the Company.

Note: The first four executives from the CEO and all positions equivalent to the fourth executive (according to the executive listing system of SEC) as of December 31, 2019, were

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Naris Cheyklin           | Chief Executive Officer                  |
| 2. Mr. Nattavuth Mathayomchan   | Chief Residential Development Officer    |
| 3. Mr. Thiti Thongbenjamas      | Chief Operating Officer – the CROSSROADS |
| 4. Mr. Terachart Numanit        | Chief Design and Construction Officer    |
| 5. Mrs. Thitima Rungkwansiriroj | Chief Finance Officer                    |

The management's remuneration excluded Mr. Dirk De André L. De Cuyper, Chief Hospitality Officer (under S Hotels and Resorts Public Company Limited).

## 2. Non-Monetary Remuneration

Warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries No. 1 (ESOP-Warrant-1), No. 2 (ESOP-Warrant-2), and No. 3 (ESOP-Warrant-3)

The Company had issued and offered the warrants to purchase the Company's ordinary shares to be issued and offered for sale to the directors and employees of the Company and/or its subsidiaries (ESOP-Warrant) to encourage their ownership, build their morale and courage in performing their duties, and retain their engagement with the Company in the long run. Summary details are as follows:

ESOP-Warrant	Approved by AGM	Number of Units	Date of Allocation
ESOP-Warrant-1	2016	50,000,000	December 1, 2016
ESOP-Warrant-2	2016	50,000,000	April 1, 2017
ESOP-Warrant-3	2017	50,000,000	April 1, 2018

Details of the three sets of ESOP-Warrant are described in "Securities and Shareholders". There was no allocation of ESOP-Warrants of exceeding 5 percent of the total number of units to directors and/or employees.

## Non-Monetary Remuneration of Directors for the Year 2019

No	Name of Directors	Position	Non-Monetary Remuneration					
			ESOP-Warrant-1		ESOP-Warrant-2		ESOP-Warrant-3	
			Amount (Unit)	% of warrants issued and offering	Amount (Unit)	% of warrants issued and offering	Amount (Unit)	% of warrants issued and offering
1	Mr. Chutinant Bhirombhakdi	Chairperson of the Board of Directors	2,500,000	5.00	2,500,000	5.00	2,500,000	5.00
2	Ms. Napaporn Landy	Chairperson of Audit Committee Independent Director	1,470,588	2.94	1,388,889	2.78	1,020,408	2.04
3	Mr. Charamporn Jotikasthira	Chairperson of Risk Management Committee Member of Audit Committee Independent Director					1,020,408	2.04
4	Mr. Petipong Pungbun Na Ayudhya	Chairperson of Corporate Governance and Sustainable Development Committee Member of Risk Management Committee Independent Director			833,333	1.67	1,122,449	2.24
5	Mr. Chayanin Debhakam, D.B.A.	Chairperson of Nomination and Remuneration Committee Chairperson of Executive Committee Member of Corporate Governance and Sustainable Development Committee Director	2,500,000	5.00	2,500,000	5.00	2,500,000	5.00
6	Asst. Prof. Thanavath Phonvichai, Ph.D.	Member of Nomination and Remuneration Committee Independent Director	882,353	1.76	833,333	1.67	612,245	1.22
7	Mr. Karoon Nuntileepong	Member of Audit Committee Member of Nomination and Remuneration Committee Independent Director	1,176,471	2.35	1,111,111	2.22	816,327	1.63
8	Mr. Nutchdhwattana Silpavittayakul	Member of Corporate Governance and Sustainable Development Committee Director					408,163	0.82
9	Mr. Naris Cheyklin	Director Member of Risk Management Committee Member of Corporate Governance and Sustainable Development Committee Member of Executive Committee	2,500,000	5.00	2,500,000	5.00	2,500,000	5.00
Total			11,029,412	23.81	11,666,666	25.01	12,500,000	25.00



## CORPORATE GOVERNANCE

### Corporate Governance Policy

The Board of Directors (the Board) of Singha Estate Public Company Limited ("Singha Estate or the Company") is committed to a transparent, fair and accountable business conduct in strict adherence to Corporate Governance (CG) Principles. Besides enhancing Singha Estate's competitiveness and strengthening the confidence of all investors and stakeholders at the domestic and international levels, such practices are key drivers for Singha Estate's business success, sustainable growth, flexible adaptation under a changing business environment, and good relationship with all stakeholders.

### Formulation of CG Policy

The Board supports and oversees the formulation of a CG policy. A written CG policy was issued in July 6, 2018, covering CG principles under the criteria and good practices of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC) and Thai Institute of Directors (IOD). All directors, executives and staff are required to strictly observe the policy, which encompasses diverse operational guidelines. The Board also promotes the communication of the CG policy, with monitoring and supervision measures undertaken to enhance all personnel's understanding and ensuring their compliance in a fully convinced and dedicated manner as part of the corporate culture to bolsters Singha Estate's security and sustainable growth.

In addition, the Board also carried out various actions in support of the CG guidelines during the year 2019 as follows;

- Extended the framework of the Sustainable Development Committee to include corporate governance business, which had been brought into focus by the Stock Exchange of Thailand and regulatory agencies, in an effort to ensure a clear and good corporate governance structure was established within the organization, thereby redesignating the committee as the "Corporate Governance and Sustainable Development Committee" as well as reforming the Charter of the Sustainable Development Committee in consonant with the revised scope of responsibilities.
- Conveyed the Code of Conduct Manual and the Anti-Corruption Practices to all employees in the Company through various communications such as new employee orientation, announcements in the internal communication system (Intranet), requests for employees' cooperation to pursue and take the knowledge test on the Code of Conduct Manual and Anti-Corruption Practices 100% under the e-learning system, filling out data in the assessment form relating to the relationship between employees and business partners including giving a formal notice on the Company's expression to fight against fraud and corruption to the main business partners of the Company.
- The Corporate Governance and Sustainable Development Committee also kept track of the progress of anti-corruption administrations and hearing complaints germane to fraud and corruption activities via designated whistle-blowing channels on a quarterly basis.
- Formulated a Governance and Management Policy for subsidiaries and associates as the Company has a growing numbers of subsidiaries as well as associated companies, which are both listed in the Stock Exchange of Thailand and non-listed companies, thereby enabling the entire group of companies to operate in accordance with relevant laws and regulations with consideration to the rights and benefits of all stakeholders including to conform to the Company's policies and its business expansion plan.
- Overhauled the Charter of the Board of Directors to bring it up-to-date and cover responsibilities of the Board of Directors in a manner that was complete and consistent with the newly formulated governance and management policy of subsidiaries and associates.
- Rejigged the Charter of the Nomination and Remuneration Committee by adding related policies and guidelines and

reinforcing necessary work processes of the Nomination and Remuneration Committee to achieve clarity and more quality with certain developments on requirements, methodology and criteria for the search of individuals suitable for Board seats based on each individual's qualifications and the Board structure together with the application of policies and criteria for the directors' remuneration.

- Modernized 5 policies related to good corporate governance to ensure they conformed to the current situations and in line with the Company's business operations as follows;
  1. Code of Conduct
  2. Policy on Whistleblowing and Complaints Hearing
  3. Securities Trading Policy for Directors, Executives, and Employees
  4. Corporate Governance Policy
  5. Information Disclosure Policy

### Awards bestowed for Corporate Governance and Sustainable Development

In 2019, Singha Estate received the following awards:

- Singha Estate earned 97 scores out of a total of 100 scores from the 2019 AGM Assessment Program (AGM Checklist)

of listed companies organized by the Thai Investors Association

- Singha Estate's CG score was ranked "Very Good" equivalent to 5-star rating from the Corporate Governance Report of Thai Listed Company 2019 (CGR 2019) conducted by Thai Institute of Directors (IOD).
- Singha Estate was chosen as one of the companies in the list of "Sustainable Investing" or Thailand Sustainability Investment (THSI) for the year 2019 in the group of companies listed on the Stock Exchange of Thailand with market values between 10,000 - 30,000 million baht belonging to the category of real estate and construction industry at the SET Awards 2019.

### CG principles and CG Code compliance assessment

The Board acknowledged the principles under the CG Code and fully understood its leadership role in creating sustainable value for Singha Estate's business, and conducted an assessment of overall compliance with CG Code, based on the outcomes of the Company Secretary's preliminary assessment and report. Meanwhile, Singha Estate is considering some principles under SET's CG which have not been complied with at this stage as follows:

Issues under consideration	Reason / Explanation
<b>Information Disclosure and Transparency</b> <ul style="list-style-type: none"> <li>• Disclosure of remuneration details of the Chief Executive Officer</li> </ul>	<p>The remuneration of the Chief Executive Officer was disclosed in the report 56-1 and 56-2, by declaring the total amounts with the first 4 executives, both in monetary forms divided into compensation in the form of salaries and allowances, special prize, provident fund, contributions and others, and in non-monetary forms, including warrants and warrants to purchase new ordinary shares of the Company.</p>
<b>The responsibilities of the Board of Directors</b> <ul style="list-style-type: none"> <li>• The Chairman of the Board is an independent director.</li> </ul>	<p>The Chairman was appointed by the Board resolution as defined by the business integration plan of 2014. Despite being a representative of the major shareholder, the Board charter clearly states that the Chairman of the Board shall be neither the Chairman of the Executive Committee nor the CEO, in order to clearly separate their roles and balance their authorities. The charter also clearly defines the scope of authorities, duties and responsibilities of the Board Chairman and the Board of Directors.</p> <p>Apart from expertise in Singha Estate's field of business and proficient leadership, the Chairman is capable of motivating all directors to participate and freely express their opinions</p>
<ul style="list-style-type: none"> <li>• All members of the Nomination and Remuneration Committee are independent directors</li> </ul>	<p>According to its charter, the Nomination and Remuneration Committee is composed of at least three directors, with no less than half of them being independent directors, and without the Board Chairman or the CEO as member of the committee.</p> <p>In conformance to its charter, the Nomination and Remuneration Committee currently consists of three directors, with two members being independent directors. All committee members can freely express their view.</p>

To enhance the knowledge and understanding of all directors, executives and employees of their obligations in performing their duties in compliance with the Corporate Governance Code (CG Code) for Listed Companies 2017 of the Securities and Exchange Commission (SEC) and as a guide for corporate management to raise confidence in the business conduct of Singha Estate for sustainable value creation, long-term satisfactory performance and with responsibility to all shareholders and stakeholders, the Board has defined eight CG principles as follows:

### **Principle 1 : Establish Clear Leadership Role and Responsibilities of the Board**

1.1 The Board understands and is aware of its roles and responsibility as the leader who oversees the overall operations of Singha Estate. The roles and responsibilities of the Board include:

- Review and conclude the Company's vision, mission, values, strategies, and operational goals that are significant every year commensurate with the changing economic, marketing, and competitive conditions based upon ethics and impacts on society and environment, including setting financial objectives, various business plans and annual budgets of the Company as well as managing key resources to achieve objectives and goals together with overseeing the administration and management of the Executive Committee and the Management Team to correspond closely to the specified strategies and budgets in an efficient and effective manner.
- Follow up on various operations of the Company, subsidiaries and associates on a regular basis to ensure that operations are performed in line with the Company's goals and business obstacles and problems that may occur are tackled in a timely fashion.
- Define and change the names of directors who are Singha Estate's binding signatories under the law and the articles of association.
- Consider actions in relation to the acquisition or disposition of assets and connected transactions in accordance with the regulations of the Stock Exchange of Thailand and investments with a value higher than 1,000 million baht, including significant transactions of the Company, subsidiaries and associated companies.
- Consider an appointment of sub-committees, Chairman of the sub-committees and the Chairman of the Executive Committee to support the works under the responsibility of the Board as it deems appropriate and necessary whereby the Board of Directors has a duty to monitor the performance of the sub-committees and the Executive Committee on a regular basis.
- Consider an appointment of a qualified person to serve as the CEO in case the position becomes vacant.
- Independent directors should exercise their discretion freely in defining strategies, execution, resource consumption, director appointment, and setting of business standards. They must be ready to object to actions by the management or other directors if they disagree with matters affecting the equitability of all shareholders.
- Consider a nomination of a qualified individual to serve as a director, representative or executive representative on behalf of the Company in subsidiaries and associated companies that are listed in direct proportion to the Company's shareholding structure to govern such subsidiaries and associated companies to adopt policies and operate their businesses in the same direction as the Company.
- Ensure a clear process for reporting to the Board by the Audit Committee. Once the Audit Committee encounters or becomes suspicious of certain actions that could significantly affect Singha Estate's financial position and performance, it must take corrective actions within the time seen suitable by the Audit Committee.
- Steer the governance to prevent conflicts of interest between the Company's stakeholders.
- Perform other shareholder-assigned tasks related to Singha Estate's business.

1.2 The Board defines policies, including corporate governance policy and code of conduct handbook for directors, management and employees for sustainable value creation, ethical business conduct promotion, with responsibility for all shareholders, stakeholders, society and the environment, as well as good performance and flexible adaptation under changing business conditions. The Board should regularly review and update significant policies and plans to suit the current business environment and communicate to all corporate levels to facilitate practical observance.

1.3 The Board oversees the business to ensure maximum benefits of Singha Estate and is independent of the management. The Board must perform duties with accountability and responsibility, duty of care, and duty of loyalty within the scope of the law, Singha Estate's objectives and articles of associations, together with Board and shareholders' resolutions and Singha Estate's policies or guidelines as follows:

- Arrange for information disclosure to shareholders and all stakeholders in an accurate, complete, transparency, credible, timely, and equitable way.
- Establish a credible accounting, financial reporting, and audit system and ensure the efficiency and effectiveness of the processes of assessing the suitability of internal control and internal audit, together with financial reporting and monitoring.
- Establish a suitable, effective risk management process to assess, monitor, and manage their key aspects.
- Establish clear, transparent processes for connected transactions.
- Appoint a Company Secretary to take care of assorted Board activities and ensure compliance with the law and related requirements on the part of the Board and the Company.

1.4 The Board has a thorough understanding of its roles, scope of duties and responsibility, and appoints subcommittees and the chairman of each committee, namely the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance and Sustainable

Development Committee, and the Executive Committee to support its performance as deemed appropriate and necessary, and regularly monitors their performance and ensures that their scopes of authority are clearly stated in the charter of each committee. Such charters must be reviewed and amended at least once a year in line with Singha Estate's directions.

In addition, it has clearly segregated the roles, duties and responsibilities of the Board of Directors and the management for clear performance of each position, checks and balances, and cross-checking of their performances together with efficient, transparent management practices. Details are as follows:

- **The Board of Directors** plays a key role in defining directions, policies, and business strategies for maximum returns of investment and benefit of shareholders. The Board is also responsible for supervising and monitoring the performance of the management to ensure conformity with such policies and strategies and in line with laws, corporate objectives and articles of association, and shareholders' resolutions.
- **The management** is responsible for managing Singha Estate's businesses to achieve goals and in line with the directions, policies, and strategies defined by the Board; and managing routine work and businesses to ensure smooth operation.
- **The Board Chairman**, as the leader of the Board, takes important roles in supervising and promoting Board performance in compliance with the laws, corporate governance, among others, and ensures that the overall operation conforms to the management's policies and in compliance with the laws, corporate objectives and articles of association, as well as the Board and shareholders' resolutions.
- **The Chief Executive Officer (CEO)**, as the leader of the management, is assigned by the Board to perform day-to-day business duties for Singha Estate by administering tasks strictly and honestly, as well as with integrity under the Board's approved plans and budgets in the best interests of Singha Estate and its



shareholders. The CEO must not engage in vested interests or conflicts of interest with Singha Estate and its subsidiaries.

Although the Board has delegated specific powers to sub-committees, the Chief Executive Officer (CEO) and senior executives, it has reserved its authorization over certain matters, including:

- Corporate strategies, business plans and budgets
- Capital expenditure and expenses which exceed the approved authority of the Executive Committee
- Strategic investments in new businesses and divestments
- Significant policies
- Material contracts
- Material litigation
- Dividend policy.

## **Principle 2 : Define Objectives and Goals that Promote Sustainable Value Creation**

- 2.1 The Board values the definition of Singha Estate's core objectives and goals in the conduct of its business for sustainable growth together with society, value creation and benefit for the organization, customers, business partners, employees, shareholders, stakeholders, and society as a whole. The Board promotes communication and ensures that the corporation's core objectives and goals are reflected in the decision-making and performance of all its employees that they become corporate culture in conformity to the corporate governance principles.
- 2.2 The Board ensures that Singha Estate formulates annual corporate strategies and 5- year corporate plans in line with its business objectives and goals, that is, to be the premier lifestyle developer by crafting quality settings for people to Live, Play, Work & Shop, while delivering sustainable growth, and creating value for all stakeholders through safe and appropriate innovation and technology. The Board should ensure that the objectives and goals are put into action through corporate strategies and plans. The Board should also be aware in setting the goals which might lead to illegal or unethical conduct,

## **Principle 3 : Strengthen Board Effectiveness**

- 3.1 The Board has the duties and responsibility for determining and reviewing its structure especially composition, qualifications, proportion of independent directors, term of tenure and limit of directorship in listed companies that each of Singha Estate's directors can hold, as deemed proper and necessary for achieving Singha Estate's objectives. The principle includes:

### **3.1.1 Board Composition**

In optimizing the diversity of its structure, the Board is composed of at least five directors with various qualifications, that is, gender, professional skills, knowledge, competency, and fields of specialization and experience, that are relevant to Singha Estate's business operations. The Board charter also requires that at least one-third of the directors, and no less than three, must be independent ones; and at least half of the Board must reside in Thailand.

As of December 31, 2019, the Board comprises one executive and eight non-executive directors, totaling nine members. Among the non-executive directors, which represent 89% of the entire Board, are five independent directors, representing 55.6%. All directors are knowledgeable, competent, skillful and experienced in fields useful to Singha Estate's business and are able to fully devote their time to the performance of their duties.

### **3.1.2 Qualifications of directors**

- The directors must be properly qualified without forbidden characteristics under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act B.E. 2535, and must not have characteristics indicating a lack of appropriateness of trustworthiness in managing business whose shares are held by public shareholders under the announcement of SEC.
- Must be knowledgeable, competent, skillful and experienced in fields useful to Singha

Estate's business, and able to fully devote their time to their duties regardless of gender, nationality, religion, age and other fields of expertise.

- Can exert leadership and supervise the management's execution efficiently and effectively.

### 3.1.3 Qualifications of independent directors:

Singha Estate's independent directors must possess qualifications required by the Capital Market Supervisory Board and must be able to protect the benefits of all shareholders equally in order to avoid conflicts of interest. Moreover, they must also be able to express their opinions independently at Board meetings. Singha Estate has set out the qualifications of independent directors as follows:

- (1) Hold up to 0.5% of the voting shares of Singha Estate, holding company, subsidiaries, associates, major shareholders, or its controllers. For this purpose, the shares held by related persons of individual independent directors are to be included.
- (2) Are not or have not been involved in the management, wage earners, employees, advisers on regular payroll, or controllers of the Company, holding company, subsidiaries, associates, sister companies, major shareholders, or Singha Estate's controller unless such status has ended for at least two years.
- (3) Are not of blood relationship or legal registration as father, mother, spouse, sibling, or children, including the spouses of the children of other directors, executives, major shareholders, controllers, or those nominated as directors, executives, or controllers of the Company or its subsidiaries.
- (4) Do not have or have not had business relationship with Singha Estate, holding company, subsidiaries, associates, major shareholders, or the Singha Estate's controller

that could obstruct their independent exercise of discretion; are not or have not been significant shareholders, or controllers of those with business relationship with the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controller unless such status has ended for not less than two years.

Under the previous paragraph, business relationships include trade transactions routinely engaged for renting of properties, asset-related or service-related transactions, or financial assistance provided or received involving loans or collateral, provision of assets as loan collateral or the likes--all of which result in Singha Estate or its contract counterpart owing from 3% of its net tangible assets or 20 million baht upward (whichever is lower). The calculation of such debts is to follow the method of calculating the value of related-party transactions under the announcement of the Capital Market Supervisory Board on the criteria for engagement in related transactions *mutatis mutandis*. However, in the consideration of such debts, they are to incorporate debts incurred during the year before the business relationship date with the same person.

- (5) Are not or have not been the auditor of Singha Estate, holding company, subsidiaries, associates, major shareholders, or the Company's controller, and are not significant shareholders, controllers, or partners of the auditing firm which the auditor of the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controllers are attached to unless such status has ended for not less than two years.
- (6) Are not or have not been professional advisers, whether legal or financial, with a consulting fee of more than 2 million baht a year from Singha Estate, holding company,

subsidiaries, associates, major shareholders or the Company's controllers, and are not significant shareholders, controllers, or partners of such professional advisers unless such status has ended for not less than two years.

- (7) Are not directors appointed as the representatives of other directors of Singha Estate, major shareholders, or shareholders related to Singha Estate's major shareholders.
- (8) Are not engaged in similar businesses and significantly competitive businesses with those of Singha Estate, its subsidiaries and are not significant partners in partnerships, management directors, wage earners, employees, advisers on regular payroll, or those holding more than 1% of the total voting rights in other companies engaged in similar businesses and significantly competitive businesses with those of Singha Estate or its subsidiaries.
- (9) Do not have any characteristics that hinder free expression of views on Singha Estate's business.

### 3.1.4 Terms of Directors

- The directors can serve the office no longer than three years each term and can be re-elected to resume office.
- At each annual general meeting, at least one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office.
- Directors to retire from office in the first year and the second year after the registration of Singha Estate shall be determined by drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire. A retiring director may be eligible for re-election.
- Independent directors can serve up to three consecutive terms.

### 3.1.5 Limiting Number of Listed Companies to Serve as Directors

To ensure their full dedication of time for efficient duties to optimize Singha Estate's benefit, directors are required by the Board charter to serve as a director in no more than five SET-listed companies (including the appointment as Singha Estate's director).

- 3.2 The Board selects a director as chairman and leader of the Board. The Board Chairman must not be an executive and shall lead the Board with the following roles:

- Chairing and calling Board meetings by assigning the Company Secretary to issue meeting notices no less than seven days before each meeting so that the directors may have enough time to study, deliberate, and make proper decisions at each meeting.
- Setting meeting agenda on consultation with the CEO.
- Efficiently control meetings, allocating enough time for the management to present supporting data for decision-making.
- Giving the directors opportunities to ask questions and express opinions and discretion freely; controlling discussion issues; and summarizing resolutions.
- Encouraging the directors to attend the shareholders' meetings and chairing such meetings to efficiently control Board proceeding and answer shareholders' questions.
- In the consideration of agenda which directly concerns a given director with conflicts of interest, the Chairman must ask that director to abstain from attending and voting during that portion of the meeting until the agenda has passed.
- Playing a key role in promoting directors' conformance to corporate governance and performance of their duties under the lawful authority of the Board, and promoting good relationship among the Board and the management.
- Inform the Board about crucial information and data.

- 3.3 The Nomination and Remuneration Committee ("NRC") is responsible for the selection and nomination of qualified persons to be proposed to the Board for appointment or for tabling it to the shareholders' meeting under Singha Estate's articles of association. The NRC annually reviews the directors' skills and characteristics together with the Board's overall composition conforming to Singha Estate's strategy as well as current and future business directions. Then, the Board Skill Matrix is tabled annually for consideration of gaps of necessary skills and definition of nomination criteria. In such reviews, the NRC also considers the diversity of skills, experience, expertise, proficiency, independence, age and gender of directors. The nomination process must be transparent and clear.
- 3.4 The Board assigns the NRC to consider the policy and criteria of clear, fair, reasonable and appropriate remuneration, both monetary and non-monetary, of directors and sub-committees, for their duties and responsibilities and linked to their individual as well as company performance (both short-term and long-term) that is also comparable with that of industry peers. The NRC then proposed these to the Board and seeks approval of the remuneration at the shareholders' meeting.
- 3.5 The Board ensures that all directors are properly accountable for their duties, responsibilities and actions, and allocate sufficient time to discharge their duties and responsibilities effectively. This year the Board held 7 meetings, details of which are shown in the Meeting Attendance in 2019 table.
- 3.6 The Board provides a scope and mechanisms for monitoring the policy and business performance of its subsidiaries and associates which are appropriate for their businesses, and ensures common understanding and standard of Singha Estate group.
- 3.7 The Board conducts an annual performance assessment of itself, sub-committees and individual directors as a scope for monitoring Board performance and whether it has been following good practices, so as to improve Board performance and to review problems and obstacles during the past year.

Singha Estate has devised a Board self-assessment in accordance with SET's guidelines and adapting it to the business and structure of the Board. The assessment comprises two sets of evaluation forms:

- 1) Board and sub-committee performance self-assessment (group assessment)
- 2) Board's individual self-assessment.

**Criteria for evaluation cover the following essential points:**

- 1) Board and subcommittee structure and qualifications
- 2) Board Meetings
- 3) Roles, duties and responsibilities of the Board and subcommittees
- 4) Others, such as relations with the management, directors' self-development, and executive development.

**Scoring In each of the topics, five levels of score are assigned:**

- 1 = totally disagree or nothing has been done
- 2 = disagree or a few things have been done
- 3 = agree or reasonable action has been taken
- 4 = rather agree or good action has been taken
- 5 = totally agree or there has been excellent undertaking

#### **Evaluation Process**

The Nomination and Remuneration Committee (NRC) considers and reviews the Board of Directors' Performance Evaluation Form, as well as seeking the Board's approval. The Company Secretary then distributes copies of the evaluation form to all directors to be evaluated and handed in at the end of each year. The calculated results will be summarized in an evaluation report to be submitted to the NRC to determine appropriate annual remuneration for the directors. The evaluation report will be submitted to the Board for acknowledgment and for discussion for future improvement.

## Evaluation Outcomes

The evaluation outcomes of the Board's performance in 2019 can be summarized as follows:

Evaluation form	Result			
	2018		2019	
	Average Score	(%)	Average Score	(%)
Form 1 Group Assessment				
a) Board's Performance Assessment	4.75	95	4.88	98
b) Sub-committees' Performance Assessment				
• Audit Committee	5.00	100	5.00	100
• Nomination and Remuneration Committee	4.57	91	4.86	97
• Risk Management Committee	4.73	95	4.87	97
• Sustainable Development Committee	4.69	95	4.94	99
Form 2 Self-Assessment	4.71	94	4.90	98

3.8 Singha Estate organizes directors' orientation, where the CEO or senior executives briefs new directors on business operations, approaches to business management, and other necessary information useful for taking up the directorship. Singha Estate prepares documents for new directors comprising key information such as business description, business structure, management structure, directions and strategies for business operations, charters of the Board and/or sub-committees, Manual of Listed Company Directors, manual of independent directors, and other manuals related to serving on sub-committees (if applicable).

Moreover, to increase the efficiency of the directors' performance, Singha Estate encourages the directors, executives, and employees responsible for Singha Estate's corporate governance to attend training and

seminars in courses beneficial to their work in cooperation with other institutions, such as Thai Institute of Directors (IOD), SET, and Thai Listed Companies Association. Singha Estate also distributes training schedules beforehand to all directors and subsidizes all costs of attendance. The goal is constant work improvement.

On November 22, 2019, the Company's directors attended the lecture on the topic of "Opportunities for real estate investment in Yangon Republic of the Union of Myanmar" by Collier Myanmar, whose travel purpose was to provide knowledge to the directors in order to support the Board's duties carried out efficient and beneficial to future business operations.

In 2019, 3 independent directors participated in training courses arranged by the Thai Institute of Directors (IOD) as follows:



Director	Position	Course
1. Mrs. Napaporn Landy	Independent Director Chairman of the Audit Committee	Boards that Make a Difference (BMD), Class 9/2019
2. Mr. Petipong Pungbun Na Ayudhya	Independent Director Chairman of the Corporate Government and Sustainable Development Committee Member of the Risk Management Committee	Director Certification Program (DCP), Class 285/2019
3. Assi. Prof. Thanavath Phonvichai, Ph.D.	Independent Director Member of the Nomination and Remuneration Committee	Board Nomination and Compensation Program (BNCP), Class 7/2019

3.9 To ensure the smoothness of the Board's operation and access to essential information, the Board appoints the Company Secretary with necessary and appropriate knowledge and experience to support the Board's operations as follows:

- The Board meets at least every three months and can schedule extraordinary meetings if necessary. Every year the Board schedules meetings in advance to ensure that the Board members can allocate their time for the meetings.
- Two or more directors may request convening a Board of Directors meeting. The Chairman shall fix a date of the meeting within 14 days from the date of the request.
- To constitute a quorum, at least half of the total number of directors must be present. The Chairman presides over the meeting. If the Chairman cannot perform his or her duty, he or she may designate the Vice Chairman to take his place. In the case that there is no Vice Chairman, or the Vice Chairman cannot perform his duty, the directors present at the meeting shall among themselves elect any one of them to preside over the meeting.
- All resolutions of the Board meeting shall be decided by a majority of the votes of the directors present. In the case of a tie in votes, the Chairman of the meeting shall cast one extra vote as a decisive vote.

Any director who has an interest in any resolution is not entitled to vote on such resolution.

- The Company Secretary will send an invitation letter outlining date, time and venue and matters for the Board meeting to all directors at least seven days in advance prior to the meeting date to ensure directors have sufficient time to study the materials before each meeting, except for an emergency case where Singha Estate's interest must be protected, in which case the Company may tender a notice of invitation to the Board meeting by other means and give a shorter notice period.
- During the meeting, the Chairman allocates sufficient time for and encourages all directors to freely express their views and ask questions, encourages executives or concerned management to participate in the meeting to provide information or explanation of related issues, and controls the meeting to be brief and completed in the time allotted.
- Non-executive directors shall meet separately in the absence of executive directors and the management at least once a year to discuss or exchange their views on any issues related to their responsibilities.
- In 2019, the non-executive directors had one separately meeting without the present of any executive director on 16 September 2019.

- The Company Secretary must ensure the meeting minutes are composed and finished within 14 days after the meeting, and then presented to all directors. The meeting minutes include details of proposals, opinions of the Board, and resolutions, and are to be systematically filed along with accompanying documents.

The Board appoints a person who is knowledgeable, competent, and suitable as Company Secretary by establishing and filing important documents such as director roster, Board meeting notices, minutes of Board meetings, minutes of shareholders' meetings, and annual reports, maintaining reports on vested interests filed by the directors, and executives, and holding Board meetings and shareholders' meetings. Moreover, the Company Secretary provides recommendations on laws and regulations for the Board, oversees the Board's activities, and coordinates and monitors compliance with the resolutions of the Board and shareholders' meetings.

#### **Principle 4 : Ensure Effective CEO and People Management**

- 4.1 The Board assigns the NRC, jointly with the Human Capital Vice President, to prepare a CEO Succession Plan to ensure business continuity if the position becomes vacant. The Committee is to nominate a person to assume the position by selecting a competent, qualified person with experience beneficial to Singha Estate's operations from either inside or outside Singha Estate. The committee is also responsible for regularly reviewing this succession plan.

The Board assigns Human Capital Department to develop succession plans for senior executives and puts in place a system for personnel development for them to become ready to assume such positions. Moreover, the CEO may serve as a director in other companies, but such position(s) must not obstruct the work as CEO. Moreover, the business type must not be the same as or must not compete with Singha

Estate's business. The CEO must seek prior approval from the Board before taking up directorship of another company.

- 4.2 The NRC considers and reviews the annual CEO Performance Evaluation Form by determining each year's performance goals with the CEO. The evaluation then compares performance results against the annual goals. The NRC will use the evaluation result to determine appropriate annual remuneration for the CEO that is attractive and comparable to industry peers.

**The criteria for CEO evaluation can be divided into**

- Part 1** Corporate KPIs of Singha Estate and policies that the Board has prioritized
- Part 2** Evaluation of management
- Part 3** Development of the CEO's career and other suggestions.

Singha Estate discloses information on the remuneration of individual directors and the overall remuneration of the executives in the Annual Information Disclosure (Form 56-1) and in the Annual Report (Form 56-2) as disseminated on Singha Estate's website and detailed under the Remuneration of Directors and Management Team.

#### **Principle 5 : Nurture Innovation and Responsible Business Operation**

- 5.1 The Board values the promotion of value-creating innovations in parallel with benefit to all stakeholders and responsibilities towards society and the environment by adopting business operations based on sustainable development framework and incorporating this into its strategies as follows:
  - Residential business – Singha Estate aims to create products that serve customers' needs by integrating the conservation and optimization of natural resources into the design. Buildings are designed to receive natural light. Its projects select durable materials and equipment.

- Commercial business - Singha Estate aims to develop and manage buildings under the scope of green buildings. Integration starts from design, work systems, and building management to save water and electricity.
- Hotel business and service - Singha Estate aims to manage its hotels by keeping in mind resource conservation and optimization.
- Construction management - Singha Estate sets high standards of construction management, which are communicated and transferred to related parties. Furthermore, it takes care of areas around construction sites.
- Human Capital Management - Singha Estate aims to be a good employer by formulating a strategy of human capital management and development.

5.2 The Board monitors Singha Estate's business operations, as reflected in the Company's operating plans, to ensure responsibility toward society and the environment in accordance with the Company's objectives, core targets, and strategic plans. The Board takes seriously the rights of all stakeholders, namely shareholders, investor, analysts, customers, employees, business partners, business competitors, creditors, communities, society, and the environment. Singha Estate treats all stakeholders fairly in accordance with the Company's policy as follows:

#### **Shareholders, Investors, and Analysts**

Singha Estate treats all shareholders and investors with equality. Directors, executives, and all employees are committed to working with integrity, transparency, and fairness, taking into account the maximum benefit to the shareholders. They do not engage in conflicts of interest, use inside information for the benefit of their own or their families and friends, and do not disclose confidential information to outsiders.

Moreover, Singha Estate recognizes and respects the rights of all shareholders, investors, and analysts in having regular access to accurate and essential information regarding Singha Estate's performance.

The Company publicizes its operating results and essential information through various activities such as meeting investors quarterly at the Opportunity Day event arranged by SET, uploading videos of shareholders' meetings on Singha Estate website, the Investor Relations Webpage, and meeting investors in foreign countries.

#### **Customers**

Apart from observing conditions, offers, and commitments to its customers, Singha Estate strives for maximum customer satisfaction by providing its customers with quality products and services to raise their standard of living. Singha Estate also focuses on details and creation of the "Best in Class" standard, differentiating from competitors by its distinctive design and superior services. It is determined to foster good and lasting relations with customers, not to mislead customers' or the public's understanding of the quality, prices, or conditions of sales or provision of services, and to strictly keep customers' confidentiality or information that should not be disclosed.

#### **Employees**

Employees are considered the most valuable resources. Therefore, Singha Estate strictly complies with laws regarding labor, social welfare, and human rights. It is Singha Estate's policy to treat all employees with fairness, equality, and without discrimination regardless of differences in race, skin color, place of birth, religion, gender, age, disability, or personal characteristics irrelevant to their duties. It is committed to ensuring that all employees have a healthy work attitude, awareness of duties and responsibilities, pride and confidence in the organization, as well as focus on teamwork. Singha Estate's core value and organization culture to be instilled in all employees is "PRIDE". Singha Estate also encourages employees to take various training courses relevant and useful to work. It pays attention to employees' health by arranging annual physical check-ups for all employees, promoting safety and good work environment, and providing sufficient and suitable remuneration and welfare.

Moreover, the consideration of employees' remuneration is mainly based on the assessment of their performances, relating to Singha Estate's short-term and long-term operating results, against their industry peers.

### **Business Partners**

Singha Estate treats its business partners with equality. The process for selecting business partners and the procurement process must be fair and transparent, while systematically and effectively conducted under regulations without demand, acceptance, or payment of any benefits to business partners. The Company focuses on maintaining healthy and sustainable relationships with business partners, taking into account common benefit and mutual trust, and strictly complying with business contracts, agreements, and other trade conditions. It maintains business partners' confidentiality and does not disclose such information for personal or others' benefit unless there is a consensus.

Singha Estate sets up pre-qualification as a guideline to select business partners in line with the Company's standards as follows:

- Producers, entrepreneurs, sellers, dealers, service providers, or contractors with explicit and well-known establishments, and with recognition from the same industries
- Equipped with personnel, equipment, tools, and machines for construction
- Reliable operation background, satisfactory performance with quality, awareness of safety, and no history of job abandonment
- Secure financial status and not on the public sector's and the private sector's blacklist
- No conflicts of interest with Singha Estate and no record of violation of laws

### **Business Competitors**

Singha Estate, under the Company's policy guidelines, is committed to operating business in compliance with laws and regulations based on fairness and transparency; abstaining from seeking business

competitors' confidentiality through dishonest and unlawful means; slandering business competitors; engaging in anything that is false and unfair; and violating others' intellectual property rights.

### **Creditors**

Singha Estate strictly complies with loan conditions and guarantee conditions stated in its contracts and agreements with creditors. It repays debts and interests on time and manages loans in compliance with its objectives, not abusing loans. It is committed to management with maximum efficiency to assure creditors of its financial status and its ability to repay loans. If it cannot comply with any given contractual condition, Singha Estate urgently informs its creditors to jointly find a solution.

### **Communities, Society and the Environment**

Singha Estate is well aware that Singha Estate must be responsible for communities, society, and the environment. Therefore, its business is conducted under the principle of creating mutual values among business and society. It emphasizes environmental protection by promoting efficient and effective resource use, such as designing and innovating an energy-efficient building like Singha Complex and future projects under the concept of Leadership in Energy and Environmental Design (LEED Gold) with a focus on building designs that rely on natural light to reduce energy consumption, increase green zones in projects, apply modern technology and environmentally friendly materials, while ensuring that Singha Estate's operations does not damage the quality of life of society, communities, and the environment.

- 5.3 Singha Estate and its subsidiaries use IT as a tool for their operations in various work systems and for customer services. The IT system and information in the form of database files, documents or others are considered Singha Estate's crucial assets. Therefore, the Board formulates the policy, regulations, and guideline for IT security to ensure that the IT system and information are safely filed and the risk management on IT security is appropriate to Singha Estate's business and in line with international standards.

## Principle 6 : Strengthen Effective Risk Management and Internal Control

6.1 Singha Estate pays great attention to the efficiency and effectiveness of its operations, the accountability and accuracy of its financial report, as well as compliance with applicable laws and regulations. To this end, Singha Estate established Internal Audit Office, to set up efficient internal control and internal audit systems across the organization. It also arranges for the annual assessment of the adequacy of the internal control system. The assessment covers the five following criteria:

1. Control environment
2. Risk assessment with the Board of Singha Estate's focus on appropriate and efficient procedures of risk management, which can be monitored, followed up, and managed the significant risk.
3. Control activity
4. Information and communication
5. Monitoring activity

6.2 The Board assigns the Audit Committee to verify that Singha Estate's internal control and internal audit systems are effective to ensure that the operation of its departments are efficient, compliant with law, regulations, good ethical standards, and that the Company's financial reports accurately conform to standards and applicable relevant regulations without conflicts of interest and will be submitted to the Board for consideration. The other additional details of the Audit Committee will be in accordance with its charter.

6.3 The Board ensures that Singha Estate commands a clear and transparent process of connected transactions and strictly complies with the criteria, methods, and disclosure of connected transactions as required by applicable laws or the regulators as follows:

- **Report of Conflicts of Interest** To comply with Announcement of the Capital Market Supervisory Board (CMSB) Tor Jor 2/2552 Re: Report of Directors, Executives, and Other Related Persons' Change of Interest, the Board approved the criteria for preparing

a report on directors' and executives' vested interests annually and any changes to be reported quarterly. The Company Secretary is responsible for compiling and sending copies of such report to the Chairman of the Board and the Chairman of the Audit Committee within seven days after the date of receipt. The information, however, is kept for internal use only.

- **Consideration of entering into connected transactions**

In deliberating connected transactions, the director(s) or executive(s) with vested interests is not allowed to join the meeting or pass any approval concerning the issue. The Chairman will ask each director to identify himself/herself and abstain from voting or leave the meeting until such agenda has passed. It is Singha Estate's policy to engage in any transactions with related parties on an arm's length basis, namely at the market price and in the normal course of business, with primary regard for the best interests of Singha Estate.

6.4 Thanks to Singha Estate's vision for sustainable growth and its recognition of threats arising from frauds and corruptions, which could thwart achievement of goals under such vision, the Board approves "An Anti-Corruption Guidelines" to ensure that all employees adhere to the guideline based on fairness, transparency, honesty, and abidance by law. They cover the Company's business in all relevant countries and agencies, raise awareness of the directors, executives, and all employees for all forms of anti-corruption, and strictly comply with all laws applicable to anti-corruption in Thailand. Singha Estate also sets up an internal control system, prepares a risk management handbook on corruption, and distributes the handbooks to the directors, executives, and employees for study and acknowledgment. In addition, Singha Estate formulates guideline on "Integrity" as one of the corporate values for all employees to observe in their performance and for new employees' orientation to underscore the significance and cultivate awareness of integrity among all employees. To this end, all executives are to serve as role models for conscientious performance. Preventive and punitive guidance are clearly stated in employee regulations.



6.5 Singha Estate's whistleblowing policy was reviewed and revised, by Governance, Risk and Compliance department, to be in line with the revised Code of Conduct whereby such policy is designed to provide all stakeholders with assorted channels for voicing their complaints or leads about misdeeds by directors, executives, or employees. Details and evidence of suspected or encountered cases of unlawful action, violation of Singha Estate's regulation or infringement of stakeholders' rights, as well as questions or opinions should be sent to the Company through the following channels:

1. Mail: The Board of Directors or the Audit Committee  
Singha Estate Public Company Limited  
Suntowers Building B, 40<sup>th</sup> Floor  
123 Vibhavadi Rangsit Road  
Chom Phon, Chatuchak, Bangkok 10900
2. Email: [compliance@singhaestate.co.th](mailto:compliance@singhaestate.co.th)
3. Website: [www.singhaestate.co.th](http://www.singhaestate.co.th) > Investor Relation >> Corporate Governance >>> Whistleblowing
4. Intranet or S@Net (for employees)

Singha Estate defines procedures for complaint-handling that are clear, suitable, efficient, fair, honest, transparent, and abide by international standards. Recommendations and complaints will be forwarded to relevant units for fact-finding, clarification, remedy, improvement, and conclusion for eventual reporting to the Board under the procedures and timelines stated in such policy.

Whistleblowers who are employees, customers or contractors, will be well protected by laws. Singha Estate encourages whistleblowers to reveal themselves and provide contact information to establish communication channels.

### Principle 7 : Ensure Disclosure and Financial Integrity

The Board is aware of its role to maintain financial credibility with its shareholders and stakeholders through reliable financial reporting and auditing, as well as

monitoring the adequacy of liquidity and ability to repay loans. Moreover, it focuses on transparent, accurate, and complete disclosure of information in a timely manner, both financial and non-financial, to the shareholders, investors, analysts, mass media, and stakeholders. Respecting the right of equal access for all parties, Singha Estate has therefore prepared regular disclosure of information in Thai and English through various communication channels:

- Singha Estate's website : [www.singhaestate.co.th](http://www.singhaestate.co.th) and Investor Relations Webpage
- System for disclosure of news and information of SET and SEC
- Annual Information Disclosure (Form 56-1) and Annual Report (Form 56-2)
- Various media, such as newspapers and magazines
- Information released to analysts and investors at company visits and meetings with executives
- Domestic and overseas roadshows
- Sending notices of shareholders' meetings and key information through postal mail
- Meeting with investors at the Opportunity Day event, organized quarterly by SET, to communicate operating results and key information
- Press conferences to disclose key company investment projects after dissemination on SET Portal.

Singha Estate sets out its practices for disclosure of information as follows:

- Confidential information must be disclosed without discrimination.
- It will not publicize material information that could affect share prices until it has notified SET, in which case it will immediately post such information on its website.
- It has no policy to comment on rumors or speculations that could skew Singha Estate share trading, particularly where it is clear that such rumors are not originated by Singha Estate.
- Singha Estate has set a silent period (non-communication for executives and Investor Relations regarding disclosure of financial information and general information to

analysts and investors) at one month before the announcement of its operating results, quarterly and annually, to the public. This is to prevent inappropriate disclosure of information or unfair release of information that may affect the prices of Company securities.

In compliance with the information disclosure rules of SEC, SET, and/or other supervising agencies, Singha Estate discloses the following material information:

- (1) Financial position and financial performance
- (2) A report on the Board's responsibility for financial statements and the external auditor's report that are disclosed next to each other in Singha Estate's annual reports
- (3) A report on vested interests of directors, executives, and other related persons/changes in their holding of Singha Estate's shares
- (4) The roles and duties of the Board and sub-committees, the number of their meetings, and individual directors' attendance
- (5) Directors' remuneration policy, including the form and amount of remuneration received by individual directors
- (6) CG Policy, Code of Conduct, an Anti-Corruption Guidelines, and sub-committee' charters
- (7) Report on sustainable development and CSR under GRI

- (8) Other relevant information, including Singha Estate's vision, mission, risk factors, shareholding structure, business description, internal control, connected transactions, and legal disputes, and others
- (9) Information about the acquisition/disposal of assets and connected transactions, and others.

To prevent conflicts of interest, the Board has defined the criteria for the preparation of annual reports on directors' and executives' vested interests along with quarterly reports of subsequent changes, the information of which is kept for internal use only. Strictly adhering to Singha Estate's information disclosure policy and CG principles, Investor Relations represents Singha Estate in communicating and providing accurate information to, as well as sharing opinions with, shareholders, institutional investors, securities analysts, and various stakeholders through the following conveniently accessible channels:

#### Investor Relations

Singha Estate Public Company Limited  
123 Suntowers Building B, 40<sup>th</sup> Floor  
Vibhavadi Rangsit Road Chom Phon,  
Chatuchak, Bangkok 10900  
Tel: +66 (0) 2050 5555 ext. 502  
Fax: +66 (0) 2617 6444-5  
Email: IR@singhaestate.co.th

In 2019 the activities of Investor Relations included the following:

Types of activity	Times
One-on-one Meeting	5
Domestic Investor Conference	17
Press Conference	3
Site Visit	3

## Principle 8 : Ensure Engagement and communication with shareholders

Shareholders exercise their controlling rights as company owners through the appointment of the Board as their representatives in performing its duties. Appreciating and respecting the rights of all shareholders, Singha Estate takes no action that deprives their rights, with policies in place to promote and facilitate the exercise of shareholders' rights, along with equally safeguarding all shareholders' fundamental rights and benefits, which include:

- Right to independently buy, sell, and transfer securities
- Right of access to news, information, performance and administrative policies accurately, completely and sufficiently in a timely manner
- Right to receive profit sharing in the form of dividends
- Right to attend shareholders' meetings, pose questions, express opinions and recommendations, and cast their votes on matters with significant impacts on Singha Estate
- Right to appoint and remove directors
- Right to appoint the external auditor and determine audit fees
- Other rights as stipulated by law and Singha Estate's articles of association.

Singha Estate has no Shareholders' Agreement with significant impacts on itself and other shareholders, while having no policy to buy back shares.

It is Singha Estate's policy to treat all shareholders with fairness, regardless of gender, age, color, race, nationality, origin, religion, beliefs or political views without discrimination against any group or individual shareholders. Moreover, Singha Estate has a policy to encourage and facilitate the full exercise of rights relating to shareholders' meetings. The following measures were undertaken:

1. Singha Estate holds its AGM within four months of the end of its accounting year to inform the shareholders about its past performance and avoids setting the meeting date close to public holidays. The 2019 AGM was held on April 22, 2019, at the Pride Lounge, 15<sup>th</sup> Floor, Singha Complex, No. 1788, New Petchburi Road, Bangkok, Huaykwang, Bangkok, which was a spacious and ample

venue and close to the MRT (Petchburi Station) to facilitate shareholder's attendance.

2. Singha Estate prepared its meeting notice in Thai and English, indicating the meeting date, time and venue, including other details comprising a map of the meeting venue, an invitation letter; minutes of the previous meeting; the Annual Report in QR Code format; meeting agenda with explanation of objectives, directors' opinions including information required for consideration of each agenda item; explanation of credentials to be presented for attending the meeting; a list of all independent directors who serve as proxies for voting; company articles of association concerning shareholders' meeting; a registration form with a barcode; and proxy forms. All these were mailed to all shareholders no later than 14 days before the meeting date and publicized on its website in advance so that shareholders may have time to study and acquire sufficient, accurate and complete information before casting their votes. The meeting notice was also advertised for three consecutive days in Thai and English newspapers at least three days before the meeting to announce the calling of the shareholders' meeting in advance.
3. Singha Estate facilitated shareholders who could not attend the meeting in person by enclosing Proxy Form B (the content of which was provided according to the Ministry of Commerce), the invitation letter and a list of independent directors serving as proxies. Detailed explanation of credentials to be presented for attending the meeting was also enclosed so that shareholders might prepare appropriate documents. Shareholders could also download Proxy Forms A, B and C from the Company's website and appoint proxies or appoint independent directors as notified in the invitation letter as proxies. Stamp duties were also provided for shareholders' and institutional investors' proxies on the actual day.
4. Singha Estate allowed and encouraged institutional investors to pre-register to save time for document review on the actual day.
5. A barcode system was used to ensure the accuracy and efficiency of the vote-counting process. The registration

is open two hours before the meeting. After two hours, shareholders could still register until the vote counting of the last agenda was done if they wished to attend the meeting without losing rights. Singha Estate also prepared stamp duties to facilitate shareholders on the actual day.

6. Singha Estate provided independent legal advisers and shareholder representatives to verify the accuracy and transparency of the vote-counting process on each agenda item. It also invited an internal auditor to attend the shareholders' meeting to provide answers about Singha Estate's financial report.
7. The Chairman allotted time and opportunities for the shareholders to fully express their views and ask questions. The Chairman of the Board, the Chairman of each sub-committee, all directors, senior executives, as well as external auditors, financial advisers and/or legal advisers related to the agenda of each meeting attended the meeting to answer shareholders' questions
8. All resolutions of the meeting as well as the results of the voting on each agenda item were reported via SET portal and uploaded onto the Company's website immediately after the meeting or no later than 9.00 a.m. on the following workday.
9. The minutes of the meeting containing detailed records of all essential contents in line with good CG principles were prepared and submitted to SET and SEC within 14 days of the meeting. Singha Estate also disseminated on its website the minutes in Thai and English along with a video recording of the meeting and informed the public about such dissemination via SET's channel.
10. Singha Estate encouraged all shareholders to propose meeting agenda items, nominate directors, and submit questions in advance no less than three months before the AGM, which is between October 1 and January 31 each year. Criteria and conditions were announced on the Company's website.
11. The Chairman conducted the meeting by the agenda and all issues outlined in the meeting notice without adding any agenda item.
12. Before the meeting, Singha Estate informed the shareholders about the number and ratio of shareholders

attending in person and assigning proxies, the steps and the voting process. Each shareholder had one vote per share. After summarizing the vote counting result of each agenda item, shareholders were informed about the result and resolution of such agenda item.

13. Singha Estate prepared ballots for voting on each of the agenda items. As for election of directors, individual voting is required to ensure transparency and auditability.
14. To prevent potential conflicts of interest, directors and executives are required to disclose information on the vested interest of themselves and related persons, while director(s) or executive(s) with vested interests in any transaction of Singha Estate is not allowed to take part in any deliberation for the approval of such transaction.
15. Singha Estate's securities trading policy forbids all directors, executives and employees from using or disclosing information for the benefit of themselves or related persons any inside information that is not yet publicized or could significantly affect share prices

### Sub-Committees

The Board's duties and responsibilities are delegated to five sub-committees, namely the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee, and the Executive Committee, to lighten its burden and duties in each aspect by clearly specifying the scope of duties and responsibilities in the charter of each committee.

### The Audit Committee (AC)

The Audit Committee consists of at least three independent directors, with qualifications of independence under the announcement of SEC. At least one of them must possess adequate expertise and experience in accounting and finance to review the creditability of financial reports.

As of December 31, 2019, the AC comprised the following three independent directors:

- |                                |         |
|--------------------------------|---------|
| 1. Ms. Napaporn Landy          | Chair   |
| 2. Mr. Karoon Nuntileepong     | Member  |
| 3. Mr. Charamporn Jotikasthira | Member. |

Ms. Napaporn Landy has adequate expertise and experience in accounting and finance to review the creditability of financial reports. Ms. Patchanee Tangjitjaroen, Vice President, Internal Audit, served as secretary to the Audit Committee.

**Scope of duties and responsibilities of the AC**

1. To annually review the charter of the AC to consider the specified responsibilities of the Committee and propose revision as needed to the Board for approval.
2. To review Singha Estate’s financial reporting process to ensure that it is accurate and adequately disclose such information.
3. To review Singha Estate’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 head of Internal Audit or any other unit in charge of Internal Audit.
4. To review Singha Estate’s compliance with laws on securities and exchange, SET’s regulations, and other laws relating to Singha Estate’s business.
5. To consider, select, nominate, and terminate independent persons to act as the external auditor of Singha Estate and propose their remuneration, and to hold at least one meeting a year with the external auditor without the management’s presence.
6. To approve the Internal Control System Sufficiency Evaluation Form” as reviewed and evaluated by internal audit unit to ensure sufficiency and suitability of the internal control system.
7. To review Internal Audit’s performance outcomes and approve the annual internal audit plan and changes of such plans, subject to the assessment outcomes of enterprise risk management.
8. To review connected transactions or transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws and SET’s regulations and are reasonable and in the best interests of Singha Estate.
9. To prepare and disclose in Singha Estate’s annual report an Audit Committees report which must be signed by

the AC’s chairman and consist of at least the following information:

- 9.1) an opinion on the accuracy, completeness and creditability of Singha Estate’s financial reports
- 9.2) an opinion on the adequacy of Singha Estate’s internal control system
- 9.3) an opinion on the compliance with laws on securities and exchange, SET’s regulations, or laws relating to Singha Estate’s business
- 9.4) an opinion on the suitability of the external auditor
- 9.5) an opinion of the transactions that may lead to conflicts of interests
- 9.6) the number of AC meetings and the attendance of such meetings by each committee member,
- 9.7) an opinion or overview comment received by the AC on its performance of duties in accordance with the charter, and
- 9.8) other transactions which, according to the AC’s opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by Singha Estate’s Board of Directors; and
10. To perform any other act as assigned by the Board of Directors, with the approval of the AC.

**The Nomination and Remuneration Committee (NRC)**

The NRC consists of at least three members, and no less than half of them must be independent directors. Its members must neither be the Board Chairman nor the CEO.

As of December 31, 2019, the NRC comprised the following members:

- |    |                               |                                  |
|----|-------------------------------|----------------------------------|
| 1. | Mr. Chayanin Debhakam, D.B.A. | Chairman                         |
| 2. | Mr. Karoon Nuntileepong       | Member<br>(independent director) |
| 3. | Mr. Thanavath Phonvichai      | Member<br>(independent director) |

Mrs. Thitima Rungkwansiroj, Company Secretary, served as NRC secretary.



## Scope of duties and responsibilities of the NRC

### 1. Nomination Scope

- 1) Set out recruitment criteria and process as well as nominating a qualified person to serve as a director, member of sub-committees and the CEO when their terms are due or the positions become vacant whereby the NRC shall propose to the Board of Directors for consideration and/or the Shareholders for consideration (as the case may be).
- 2) Review the structures, sizes, and compositions of the Board and sub-committees to ensure suitability for Singha Estate's size and business strategies as well as changing circumstances.
- 3) In determining the method and criteria of recruitment, the following must be considered.
  - Qualifications of individuals that are appropriate and in line with the company's business strategy and according to the size structure and the composition of the board of directors as prescribed by the Board of Directors, as well as the diversity in the structure of the Board of Directors (Board Diversity) and the qualifications of directors that are necessary and still lacking in the Board of Directors (Board Skill Matrix).
  - Diversity in knowledge, expertise, skills, experience and time dedication of the directors
- 4) In case a director position becomes vacant due to
  - 4.1) Term completion: Recruit and nominate qualified directors and propose them to the Board before seeking approval from the AGM
  - 4.2) Other reasons: Recruit and nominate qualified individuals for the Board's appointment to fill such position.
- 5) Encourage Singha Estate to give minor shareholders opportunities to nominate directors.
- 6) Select directors that are qualified to become committee members for the Board's appointment as seen fit or when a position becomes available.
- 7) Regularly revise the succession plan for the CEO together with the list of potential successors and

propose appointment to the Board when the position becomes available.

### 2. Remuneration Scope

- 1) Directors' remuneration
  - Determine policies and criteria for remuneration payment and remuneration rates in both monetary and non-monetary forms for the Board of Directors and sub-committees that are clear, fair, reasonable and commensurate with their responsibilities and the Company's performance both short-term and long-term and at a level that is attractive compared with other listed companies in the same industry and present to the Board of Directors for consideration prior to the Board of Directors proposing the remuneration for directors at the annual general meeting of shareholders for approval.
  - Endorse and revise the Board performance assessment forms for tabling to the Board for approval and assessment. The committee will use such assessment findings for their review of directors' remuneration each year and report the assessment results to the Board for acknowledgement including seeking guidelines for further improvements.
  - Propose criteria for remuneration fitting directors' responsibilities, linking remuneration to performance outcomes, business plans, and's overall performance to induce and retain competent, quality, and capable directors. The Board endorses such criteria before tabling them for the AGM's approval.
- 2) CEO's remuneration
  - Consider, approve, and revise the annual CEO performance assessment form.
  - Consider, approve, and revise the structure and composition of the CEO's remuneration annually. Carry out the annual performance assessment of the CEO and apply the findings in support of the decision on suitable remuneration for the CEO.
- 3) Consider, review and revamp the Charter of the NRC at least once a year and propose to the Board of Directors for approval.

- 4) Perform other actions as assigned by the Board of Directors concurrent with the NRC's opinions.

### 3. The Risk Management Committee (RMC)

The Risk Management Committee comprises at least three members, with at least two of them being independent directors. The CEO, when taking up the position, shall automatically serve as a member of the RMC.

As of December 31, 2019, the RMC comprised the following three members:

1. Mr. Charnporn Jotikasthira                      Chair  
(independent director)
2. Mr. Petipong Pungbun Na Ayudhya      Member  
(independent director)
3. Mr. Naris Cheyklin                              Member.

Ms. Amornrat Su-archawarat, Vice President, GRC and Company Secretary, served as RMC secretary.

#### Scope of duties and responsibilities of the RMC

1. Define and review a risk management framework, consisting of a risk management policy, structure, and process, at least once a year to ensure that it is efficient, on a par with international standards, and conforms to strategic directions and business plans before tabling it for approval of the Board.
2. Approve the risk appetite before tabling it for the Board's acknowledgment.
3. Supervise, monitor, and review corporate's key risk management reports, including risk management reports for investment projects as required, and provide recommendations on the findings of risk assessment, risk management measures, and management plans for Singha Estate's residual risks to ensure that efficient risk management is in place, fitting Singha Estate's business and able to deal with assorted risks to manageable levels in line with the risk management policy.
4. Report key-risk management outcomes to the Board in case of factors or events that could significantly affect Singha Estate.
5. Annually define and revise the committee's charter in line with the risk management policy for effectiveness

and adequacy, matching prevailing circumstances, and tabling them to the Board meeting for approval.

6. Provide support to continually and efficiently develop risk management and related tools across Singha Estate. Constantly and regularly support amendment and development of corporate risk management.
7. Take responsibility for other Board-assigned matters concerning risk management.
8. In performing its duties, the committee may seek comments from independent advisors as needed and as seen fit, for which Singha Estate will fund the expenses.
9. Regularly communicate and share data and coordinate with the Audit Committee matters concerning risks and internal control.

### The Corporate Governance and Sustainable Development Committee (CG&SD)

In 2019, the Sustainable Development Committee's scope was extended to an oversight of corporate governance matters of the Company. Therefore, the Board approved the redesignation of the original "the Sustainable Development Committee" to "the Corporate Governance and Sustainable Development Committee" which consists of no less than three directors of the Board where the Chair of the CG&SD must neither be the Board Chairman nor the CEO.

As of December 31, 2019, the CG&SD comprised four members;

1. Mr. Petipong Pungbun Na Ayudhya      Chair  
(independent director)
2. Mr. Chayanin Debhakam, D.B.A.      Member
3. Mr. Nutchdhawattana Silpavittayakul      Member
4. Mr. Naris Cheyklin                              Member

Ms. Sirithon Thamrongnawasawat, Vice President of Corporate Marketing and Branding Division, served as CG&SD secretary.

#### Scope of duties and responsibilities of the CG & SD

1. Set out guidelines and make recommendation on a policy, strategy, operating framework including identifying goals to achieve corporate governance and sustainable development pertaining to ethics and code of business conduct as well as policies/measures against corruption

to the Board and the Management Team in an effort to formulate an entire organization regulation that meets the standard with accurate principles in line with the objective of an organization that aims to build confidence and sustainability with all stakeholders.

2. Supervise, monitor, advise and review corporate governance and sustainable development operation; leading to practice, promoting participation in carrying out various projects under the corporate governance and sustainable development framework with both relevant internal and external units to reach international standards.
3. Provide consultation, promote, and support both resources and personnel for the dissemination of strategies and instilling culture of a corporate governance and sustainable development to ensure executives and employees at all levels share the same perception and ensure that the entire enterprise as well as subsidiaries shall adhere to the practice and perform it in the same direction.
4. Support and advise the Company to be evaluated or ranked for good corporate governance companies in order to develop and upgrade the standard of corporate governance of the Company on a consistent basis.
5. Summarize annual performance, including management of corporate governance and sustainable development, and report to the Executive Committee or the Board of Directors once a year.

### The Executive Committee

The Executive Committee should be made up of at least five persons but not exceeding ten. The Chairman of the Executive Committee shall be neither the Board Chairman nor the CEO. The CEO, when taking up the position, shall be automatically appointed as a member of the Executive Committee.

As of December 31, 2019, the Executive Committee comprised seven members as follows;

- |                                  |        |
|----------------------------------|--------|
| 1. Mr. Chayanin Debhakam, D.B.A. | Chair  |
| 2. Mr. Naris Cheyklin            | Member |
| 3. Mr. Nattavuth Mathayomchan    | Member |
| 4. Mr. Dirk André L. De Cuyper   | Member |

- |                                 |        |
|---------------------------------|--------|
| 5. Mr. Thiti Thongbenjamas      | Member |
| 6. Mr. Terachart Numanit        | Member |
| 7. Mrs. Thitima Rungkwansiriroj | Member |

Mrs. Thitima Rungkwansiriroj, Company Secretary, served as the Executive Committee secretary.

### Scope of duties and responsibilities of the Executive Committee

1. Perform duties within the scope of laws, Singha Estate's objectives and regulations, and the Board and shareholders' resolutions with a duty of loyalty, duty of care, accountability, and ethics with due regard for the interests of shareholders in an equitable way.
2. Provide recommendations to the management on Singha Estate's strategic directions, management structure, business plans, and annual budgets before tabling them for the Board's approval.
3. Manage Singha Estate's businesses and investment funds to achieve the Board's objectives, articles of associations, vision, mission, strategies, and policies complying with the law, terms, and regulations of Singha Estate and applicable regulators.
4. Supervise, audit, oversee and monitor the performance, the progress of investments and financial position of Singha Estate and its group to conform to the specified goals, policies and business plans including controlling spending activities according to the approved budget, and regularly report the findings to the Board.
5. Deliberate and provide views to the Board on Singha Estate's dividend policy and propose the annual dividend payment to the Board for consideration prior to the Board proposing to the shareholders' approval.
6. Review and approve investment transactions with value not more than 1 billion baht.
7. Consider and approve financial transactions with banks and financial institutions in opening accounts, closing accounts, borrowing and withdrawing money from all accounts of the Company, credit usage, the use of various financial services, including the use of various securities of the Company as collateral for such debts, both registered and unregistered as for the benefit of the Company's operations including designating authorized

signatories and credit limits for the bank account signing regulations of the Company, subsidiaries and associated companies which are non-listed companies.

8. Endorse matters needing the Board's approval except for activities that the Board assign to other committees.
9. Hire consultant(s) or independent parties to provide necessary views or recommendations.
10. Regularly report to the Board key task performances, including other important issues as well as resolutions or significant actions within the purview of the Executive Committee's responsibilities at the subsequent Board meetings.
11. Arrange for the management, employees and relevant persons to attend the meeting of the Executive Committee or provide information relating to the matter discussed in the Executive Committee meeting. In addition, the power to request information from various departments of the company, subsidiaries and associated companies for further consideration in various matters is also vested in the Executive Committee.
12. Self-assess its performance annually.
13. Has the power to approve to enter into contractual transactions, tender a request, an offer, contract, contract with the government authorities that is required by the regulations of the government or any related governing bodies in order to acquire various rights of the Company, its subsidiaries and associated companies which are non-listed companies and/or any operations related to the said matters until they are fully completed within the specified financial limit and/or in accordance with the Delegation of Authority prescribed by the Board of Directors and/or relevant laws and regulations and/or the Company's articles of associations.
14. Take other actions under its authority and responsibility, or as assigned by the Board.

The authority of the Executive Committee must follow the law and Company regulations. Executive directors cannot approve any transactions of potential conflicts of interest with themselves or their related parties because of their vested interests with the Company and its subsidiaries

(if any), in line with the announcements of SEC. Exceptions are the approval of the Company's routine businesses under a scope clearly defined by the Board.

### **Governance of subsidiaries and associated companies**

Today, Singha Estate has 61 direct and indirect subsidiaries<sup>1</sup> and 17 associated companies, with one subsidiary listed on the Market for Alternative Investment (mai), namely Nirvana Daii Plc (symbol NVD) and S Hotels and Resorts Public Company Limited (symbol SHR). Therefore, the Company has prepared a Governance and Management Policy of subsidiaries and associated companies as important guidelines in governing the operations of the subsidiaries and associated companies in an effort to administer and govern business of subsidiaries and associated companies to be in line with the Company's policies including laws pertaining to public company, securities and stock exchange laws as well as relevant notifications, rules and regulations.

The situation of all projects operated by subsidiaries and associated companies, including problems and obstacles encountered, are required to be constantly reported to the Board for acknowledgment so that it can provide opinions or recommendations in a timely manner.

The management is responsible for nominating Singha Estate's executives for proposing to the Board of subsidiaries and the Board of the Company for mutual consideration on appointment as directors or executives of subsidiaries and associated companies. Their common responsibility is the optimization of Singha Estate's benefit, along with the benefit of its subsidiaries and associated companies.

### **Supervision of the Use of Inside Information**

The Board has defined a policy on the control of the use of inside information and the transactions of Singha Estate's securities to foster equality and fairness among all shareholders and prevent directors and executives from exploiting inside information for personal gains or unlawful gains of others. Such policy is also announced to employees, executives, and directors through various channels such as Annual Information Disclosure (Form 56-1), Annual Report (Form 56-2), and Singha Estate website.

<sup>1</sup> Excluding subsidiaries that are in the process of liquidation or dissolution

- **Control of the use of inside information:** Directors, executives, and all employees must strictly refrain from using inside information that is material and not yet publicized for their own benefit or the benefit of others.
- **Report of Singha Estate's securities portfolios:** Directors, executives and the Company's auditors must declare their reports of securities holding – including securities belonging to themselves, their spouses and children under legal age. When they assume the positions, they have no reporting duty under section 59 of the Securities and Exchange Act until a transaction of purchase, sale, transfer or take transfer of securities or derivatives is made, in which such transaction will be reported through electronics system within 7 working days from the date of such purchase, sale, transfer or take transfer of securities or derivatives and where the Company already submitted a list of directors and executives. Whenever there is a transaction of purchase, sale, transfer or take transfer of the Company's securities, a report on the movements of securities holding through electronics system must be submitted within 3 working days in accordance with section 59 of the Securities and Exchange Act. Besides, the Company Secretary will collect data concerning the securities holding of directors, executives including spouses and children under legal age and report to the Board of Directors' meeting for acknowledgement on a quarterly basis.
- **Policy on Singha Estate's securities trading:** Directors and executives do have the rights to trade Singha Estate's securities. However, to avoid conflicts of interest or the use of inside information for their own or others' benefit, Singha Estate seeks cooperation from all directors and executives, including their spouses, and their children under legal age, in abstaining from purchasing, selling, transferring, or accepting transfer of Singha Estate's securities prior to disclosure of quarterly and annually financial statements to the public at least 30 days and at least 24 hours after disclosures have been made to the public and during other periods the Company sees fit.

#### Compliance with the Corporate Governance Policy

Singha Estate values compliance with the corporate governance principles as guided by SET and the SEC. In 2019, the Board reviewed the 2017 CG Code principles and adapted them to suit the business context where it was found that most of the principles were already applied to the Company policy. In addition, such policy was also reviewed to bring it up-to-date and to an appropriate level in which the Company is determined to gradually comply with the corporate governance principles at higher levels in the years to come.

However, there are some of the principles that cannot be complied with at this stage. Details are described under "CG principles and CG Code compliance assessment".





## HUMAN CAPITAL DEVELOPMENT AND ADMINISTRATION

Singha Estate is committed to creating a family atmosphere at work, an ethical and quality society that attracts high-caliber personnel. It is determined to recruit and develop personnel, consistent with the corporate culture so that they may be committed to producing exquisite projects and delivering impressive services. It therefore values internal communication and supports establishment of a “Happy Workplace” society through various projects and activities that promote a culture of friendship, contentment within the corporation, and a lifelong learning culture under the concept of cooperation for social benefit.

### **Organizational Capability Building and Succession Planning**

In creating opportunities for learning and capability development for the management and personnel, Singha Estate focuses on strengthening knowledge and skills required for each career path to support future business growth. Therefore, it conducts learning needs assessment to identify the knowledge and skills required for each function, resulting in annual training plans as well as other ways to train personnel for future business expansion. In the past year, it worked on various learning dimensions such as the organization value, namely PRIDE, leadership, technical management, and new technologies with a variety of

courses such as "Leadership Development Program" (LDP) and a course called "Coaching" for supervisors to instill new knowledge and skills to ensure that the management and employees can work more efficiently under Singha Estate's operation model.

As for the project to create and develop Career Management Platform that the Company jointly developed with the consultant Korn Ferry in 2018 to foster tangible growth opportunities for all employees of the organization, in the year 2019 the Company, through the Human Capital Department, conveyed this message to employees at all levels to understand the path of career growth and qualifications which would enable the staff to advance and gain promotion to the next positions.

In order to prepare successors of the executive positions and key positions of the organization, the Company has formulated a selection plan and a succession plan for executives and other positions that are important to the organization with good cooperation from the current management.

In year 2019 the Company set goals for personnel training of 18 hours per person per year. With such priority in mind, the Company achieved an average of 58 hours per personnel per year in 2019. This was from various development activities such as site visits, training, and other learning activities.

### **Good Relations, Lasting Friendship**

Singha Estate is committed to the PRIDE value at work and values healthy business relationships among teams and with society. The corporation and its personnel are therefore dedicated to creating an atmosphere of giving. In all phases of work, public benefit is considered the prime objective. Executives and personnel believe in "doing the right thing" and being responsible for their own roles. Superiors are to ensure work process compliance with regulations and ensure that employees follow appropriate procedures. On every occasion, executives remind all personnel of the importance of nurturing good partnerships, not taking advantage or seeking short-term benefit, and conducting environmentally and community-friendly business with "S Volunteer" activities that allow personnel to contribute to society.

### **Guidelines for Code of Business Conduct and Ethics**

Since PRIDE is Singha Estate's standard for business conduct, and "Integrity" is one crucial value, Singha Estate particularly values transparency at every stage of business process. It provides code of conduct and ethics training to all employees from day one. The management lead as role models, strictly observe ethical principles, keep promises given to every sector, and stay true to their duties so that they may serve as models for the entire team. Finally, clear preventive measures and punitive provisions are in place.

During the year 2019, the Company adopted an Anti-Corruption Policy and Code of Conduct through awareness raising campaign for employees and executives in which 100% goal target was achieved.

### **Guidelines for Whistleblowing**

Singha Estate firmly observes its code of conduct. To demonstrate fairness in particular for complaints and whistleblowing handling, established written practical guidelines of 2016 are communicated to all personnel through internal channels such as the intranet, company newsletter, and training.

### **Occupational Health, Safety and Work Environment**

To ensure that its personnel command good physical and mental health as well as safety at work, Singha Estate demonstrates its commitment through projects, activities, communication, and various regulations as follows:

- Improving the work environment in hygiene and safety
- Disseminating safety procedures and assigning all to ensure good housekeeping in work areas and common areas
- Conducting annual medical checkups
- Promoting the establishment of sports and recreation clubs to provide opportunities for adequately exercise as well as disseminating healthcare information and healthy lifestyles
- Organizing public relations for health care and hygienic living habits
- Establishing rules and eligibility for medical treatment for sick personnel as well as health care and benefits in case of disability and death

- Providing employees with opportunities and venues to express opinions and suggestions to improve occupational safety and work conditions.

In 2019 Singha Estate achieved zero work-related accident and sickness.

### **Employee Engagement**

To truly understand personnel's expectations, Singha Estate commissioned an external consultant to conduct a 2019 Employee Engagement Opinion survey (EOS) to identify issues and areas to improve work satisfaction and efficiency for all. Based on this year's survey, the management in all functions paid close attention and acted as a leader in the development and implementation of plans to improve the organization and working atmosphere in a concrete manner in an effort to lift up the employee engagement and to bring it to a level that can compare to leading organizations in the future.

According to the results from the EOS in the year 2019, the Company earned an employee engagement level of 77 percent or an increase of 23 percent from 2018, as a result of various projects and activities that the Company created for employees including the development of executive leadership program.

### **Recruiting Talent and Conscientious People**

Singha Estate firmly believes that success in sustainable business stems from recruiting and developing "talented, conscientious people". A system for screening personnel with qualifications and attitudes consistent with Singha Estate's value of "PRIDE" has been developed to ensure that employees can contribute effectively to business objectives and targets.

### **Executive and Employee Remuneration**

Singha Estate determines executive remuneration by considering fairness and appropriate payment suitable for the responsibilities assigned and prevailing organizational performance. Equally important, such remuneration must be competitive enough to attract and retain a pool of talented executives and key personnel considered critical to its long-term success.

Singha and subsidiaries employed 3,875 employees and executives as of December 31, 2019. The total remuneration, which includes salary, overtime payments, living allowances, bonuses, special allowances, social security payment, and joint contributions to the provident fund, was worth Baht 1,843.5 million. (Details of executive remuneration appear under "Remuneration for Directors and Executives".)

### **Provident Fund**

Apart from the above compensation, Singha Estate established a provident fund in 2014 under the Provident Fund Act B.E. 2530 (1987) by contributing 5%, 8%, or 10% of a given employee's salary into the fund. Employees are able to choose and match their contribution to the fund at 3%, 5%, 8%, 10% or 15% of their salaries.

### **Chief Executive Officer Remuneration**

The Nomination and Remuneration Committee conducts the CEO's performance appraisal annually. Findings determine his total remuneration including salary, bonus, or other payments by considering appropriateness and competitiveness in comparison with peer listed companies of similar sizes. Since it is personal information, the Company cannot disclose his compensation.

### **Salary Administration System Development**

To achieve systematic salary administration, Singha Estate commissioned a world-class human resource consultant to study and define a salary structure with clear, fair, and standardized criteria well accepted by all. The system will be an important tool for Singha Estate to achieve its target for attracting and retaining high-caliber personnel. Apart from this, the salary structure will form a strong foundation to support corporate growth by implementing a standardized salary administration system consistent with the target and policy of business expansion. To ensure successful implementation, Singha Estate is determined to build knowledge and understanding of the system among management so that the system can be integrated with the human capital system and other dimensions of the corporation.






# SINGHA ESTATE AND SUSTAINABLE DEVELOPMENT

Singha Estate engages in business with adherence to the sustainable development philosophy based on the royally bestowed strategy to ‘Understand, Reach out, and Develop’ and the sufficiency economy philosophy of His Majesty King Bhumibol Adulyadej The Great. In combination with the integrity and social contribution philosophy of Boon Rawd Brewery Co., Ltd., Singha Estate aims to be ‘Developer’ that represents the ‘Body of Knowledge’ to distribute knowledge and best practice to all stakeholders, which will lead to ‘Harmonious Coexistence’. This underlies Singha Estate’s policies and goals of sustainability management that encompasses 3 facets: Economic, Environment and Social.


Singha Estate has developed its own unique ‘S Sustainability Framework’ by considering its business materiality issues together with the United Nation’s Sustainable Development Goals (SDG 2030). The Framework beacons all business units of the Company to set similar goals and head in the same direction in an attempt to attain concrete sustainable development together. It is also developed to cover stakeholders’ expectation and concerns in all Governance, Environment and Social dimensions. Details are as follows.

## Singha Estate and the SDG 2030




**GOOD GOVERNING**

(G – Governance)  
Conduct good business practices throughout the supply chain



**SeaYouTomorrow**

(E – Environment)  
Conserve sea, marine life and environment for tomorrow



**LIVING QUALITY**

(S – Social)  
Enhance living quality of all stakeholders



### Good Governing: Conduct good business practices throughout the supply chain (Governance Dimension)

Various stakeholders are relevant to the real estate developer's business supply chain, including employees, customers, residents, tenants, contractors, government agencies, surrounding communities and etc. it is important for Singha Estate to place 'good governing' practice throughout its business supply chain in order to enhance collaboration among stakeholders within the supply chain and to drive our sustainability initiative to the achievement that benefit environment and society at large.

We advocate for fair treatment towards our customers, trade partners, compliance with laws, rules, and regulations as well as international treaties, respect for human right and that of stakeholders, including diversities of cultures, religion, geographical location, and prevention of violation or discrimination. We also promote participation by all businesses to build the sustainable development network by sharing knowledge, information and expertise within the chain.

To ensure compliance to our good governance, the Company has put in place the supplier assessment on our S Safety Manual as well as a site-visit to ensure prevention on illegal labors and no negative impact on society and environment is brought about by our business chain stakeholders and efforts to work together with clear standards are exerted.

### SeaYouTomorrow: Conserve sea, marine life and environment for tomorrow (Environmental Dimension)

'SeaYouTomorrow' initiative is developed to draw up the Company's sustainability guidelines on environmental operations. The initiative demonstrates our support on sea and marine life conservation, especially protection and restoration of coral reefs to ensure biodiversity is preserved and reduction of the impact of land-based activities from the business supply chain that may result in marine debris including the development of a project to conserve and educate the public on oceans and marine life leading onto formation of the Marine Discovery Center (MDC) in two locations - the MDC at the Phi Phi Island Village Beach Resort at Samui island, and the MDC at CROSSROADS in the Republic of Maldives, in order to be an oceans and life under the water knowledge center and raise awareness on sea and marine life conservation.

SeaYouTomorrow Project - a Photography Contest on the theme "The sea of tomorrow is in your hands" was co-organized with the Thai National Geographic Magazine to raise awareness about sustainable marine resource preservation. SeaYouTomorrowRun - a Charity Run that was designed to raise money to aid 4 environmental organizations and a Run Plogging which was a beach cleanup event joined by the Company group and external parties. "S Talks" on the topic of "The sea in the next 10 years", a talk show event that was held to share stories and truth of the oceans from people with direct experiences where homeowners, customers, executives and staff were among the audience.



The Company has worked towards a goal to apply international standards and environmental practices or frameworks that are recognized by credible agencies in its operations. With this reason, the Company has participated in the carbon emission assessment program under the guiding principles of the Thailand Greenhouse Gas Management Organization (Public Organization) (TGO), became a member of Bio-Diversity Network Alliance (B-DNA) under the supervision of the International Organization for Conservation of Nature (IUCN), used the ISO 14001: 2015: Environment Management System to administer the environment management in the Sun Towers, carried out construction of the Singha Complex project in accordance with the LEED Gold standard (Core and Shell version 3.0) including achieving its efforts to get the Phi Phi Island Village Beach Resort certified as "3 leaf" by the Green Leaf Foundation. Besides, Santiburi Hotel, in Koh Samui, has joined the project "Thailand's Carbon Offsetting to Promote the Voluntary National Markets Phase VI Project" organized by the Centre of Excellence on enVironmental strategy for GREEN business (VGREEN) of Kasetsart University, which provides carbon footprints for organizations to measure greenhouse gases emitted from the hotel and seek ways to reduce greenhouse gas emissions or promote the Carbon Neutral where the greenhouse gases are cut down to zero level. Santiburi Hotel was the first hotel to follow the carbon offset protocol which afterwards has been leveraged across the office buildings and other real estate businesses of

the Company. It has been instilled in all hotels of the group with an aim of fulfilling the Green Globe standard, an international standard for sustainable tourism.

At the very center of a knowledge-creating body, Singha Estate has communicated the green policy, monitored eco-friendly activities and raised awareness about its environmental campaigns among employees and the public. It also acts as a patron of the communities to cultivate a variety of sustainability endeavors such as the "Sharing Cloth Bags" Project where a bag sharing point on each floor is set up for employees to go on a shopping spree to reduce the use of plastic bags, the Magic Eyes and the Caring Shops to Save the Sea Project where collaborative efforts with the business operators in the Sun Plaza Market are devoted to campaign for cutbacks in the use of plastic bags, straws, coffee cups and single-used plastic containers in Soi Chei Phuang communities and offices, the Let's Go Green, Save the Earth Project where a notice banning the use of plastic bags in the food court area and the Sun Plaza market is issued to merchants, employees and people of more than 10,000 in the neighborhood, the Vibhavadi, land of no garbage Project, a movement formed to campaign for waste reduction, headed by Thailand Responsible Business Network (TRBN), joining forces with the Chatuchak district government, Tenant Alliance of Sun Towers and more than 20 nearby companies in the Vibhavadi area, along with the retailers in the Sun Plaza Market.



<sup>1</sup> The amount includes the 2,700 kilograms of waste collected together with other agencies through B-DNA member activities in the Coastal Cleanup project.



Singha Estate's environmental maneuvers throughout the 2019 year have resulted in the delivery of concrete environmental values in many ways, for example, 3,764 corals were grown, ocean cleanups were performed with collected 3,805 kilograms of debris<sup>1</sup>, use of single-used plastic was reduced by more than 242,000 bags, two MDC marine learning centers were visited by 3,990 guests at the end of 2019, etc. The environmental performance details can be further studied in the Sustainable Development Report for year 2019.

### **Living Quality: Enhance the quality of life. The social sustainability dimension (S - Social)**

Singha Estate's social responsibility is not limited to those for communities or external societies, but we aim to create "Living Quality - to improve the quality of life" for all groups of stakeholders within our business chain.

- For employees, the Company intends to create a Happy Workplace and bring in a variety of employees, with the proportion of Thai employees 64.11% and foreigners 35.89%
- For business partners, the Company promotes the quality of life of contractors and their employees, therefore announces the use of construction safety manuals with all contractors in 5 areas, which are 1) safety and security maintenance 2) sanitation 3) environment 4) construction site standards of S and 5) caring for

the community. In the year 2019, occupational injury rates and work-related injury rates were 1 and 3 people per 1,000,000 working hours respectively.

- For customers, the Company promotes the quality of life of residents, tenants through the design of buildings that are friendly to occupants with sufficient green space and security systems inside the building.
- For the surrounding communities, both domestically and internationally, the Company and its subsidiaries aim to contribute to improving the lives of local people in order to create sustainable value for life and to grow together with Singha Estate in a sustainable manner. With that said, the proportion of Maldives-national employees for projects in the Republic of Maldives are as high as 64.98%, of which 19.26% are women, creating jobs for local people and promoting female job opportunities. In addition, in 2019, the Company supported the Fannu Expo 2019, which was an exhibition of local products, local handicrafts and culture that helped generated income back to the Maldives community, where there were more than 350 visitors and more than 30,000 merchandises exhibited in the event.

Many more details on sustainability performance can be learnt in the Company's Sustainable Development Report 2019.



## RISK MANAGEMENT

Singha Estate ("The Company") focuses its efforts on the risk management system and has therefore continuously implemented it at the organizational level, department level covering all business groups of the Company with a policy, risk management framework including risk appetite with consideration to business plans and investment in various projects by contemplating various risk factors that may affect the attainment of the Company's business objectives and goals. This also includes the preparation for the business continuity management in order for the Company to be able

to operate its businesses uninterruptedly and sustainably consistent with the vision and mission of the Company.

### Risk factors

Singha Estate assesses potential risks by considering external and internal factors. The clearly-set targets aim to drive it toward meeting the objectives of sustainable business operation, including financial, social, and environmental aspects, with the definition and the division of risk factors as follows:

### Comparison of risk factors between 2018 and 2019

Risk factors	Risk level at the end of 2018	Risk level at the end of 2019
<b>Strategic risks:</b> <ul style="list-style-type: none"> <li>Risks from demand and supply of industries</li> <li>Risks from business expansion : acquisition of lands for condominium projects</li> </ul>	Medium - low Medium - low	Medium - high Medium - low
<b>Operational risks:</b> <ul style="list-style-type: none"> <li>Office buildings and retail space</li> <li>Hotel business</li> <li>Residential property business</li> </ul>	Low Low Medium	Low Medium - high Medium
<b>Financial risks:</b> <ul style="list-style-type: none"> <li>Volatile exchange rates</li> </ul>	Low	Low
<b>Risks of hazards to life and properties</b> <ul style="list-style-type: none"> <li>Environmental risks and occupational health and safety risks</li> </ul>	Medium	Medium
<b>Emerging Risks/Unanticipated Risks</b> <ul style="list-style-type: none"> <li>Cyber threats</li> <li>New accounting standards</li> </ul>	- -	Medium Low

## Strategic risks

### • Risks from demand and supply of industries:

The domestic and foreign economic conditions that grew at a reduced rate has affected the industrial sector, causing consumers to defer their decisions and reduce consumption to wait and see the situation in the future. In addition, the appreciation of the baht also puts pressure on the tourism industry as well, although the Bank of Thailand (BOT ) has cut the policy interest rate by 0.25% to 1.25% to help the economy grow and adjusted the criteria of 4 measures being; the revenue derived from export is exempt from repatriation, liberalizing investment in foreign stocks, liberalizing the outgoing money transfers and the trading of domestic gold in foreign currencies, all of which were an attempt to reduce the appreciation of the baht.

However, the majority of the customers of the Company were customers with high financial potential and the group of investors from countries that tend to invest into high rise residential projects; the impact is limited. Besides, there was still a demand for new housing from Hong Kong nationals looking for a second residence abroad to avoid the effects of domestic unrest.

### • Risks from business expansion:

Expansion of the business to strengthen the growth is an important factor to add value to the Company's stakeholders. Therefore, each year the Company establishes short- and long-term business plans including investment plans for the main business of the Company. However, for the operation during the year 2019, the Company has considered reformulating the plan to procure lands for investment in high-rise residential projects in line with the slowing pace of real estate market conditions but still look for lands with high potential continuously to develop into quality housing projects according to the Company's vision and as a result maintain the return on investment in accordance with the identified risk appetite.

## Operational risks:

### • Commercial and retail business:

In the beginning of 2019, the Company brought assets of Sun Tower's office buildings into the REIT for investment in leasehold rights of Prime Growth Real Estate (SPRIME) for investors interested in investing in this trust. Throughout the year 2019, Sun Towers still had a high

average occupancy rate of approximately 92%, in line with our target.

### • Residential business:

The Company has continued to deliver the condominiums in the Asoke project since the end of 2018 and began to deliver the condominiums in the project at the Singha Complex project at the end of the 3<sup>rd</sup> quarter of 2019, in which the said transfer of ownership met the set target. However, the Company maintained its commitment to deliver quality products to customers by still looking after the unit owners and rectifying various defects after the delivery of the units. For the Low-Rise condominium project located on Sukhumvit 43, the Company successfully obtained the environmental impact assessment (EIA) report and was about to commence construction, expected to start delivering the condominium units in 2022.

### • Hospitality business (Under S Hotels and Resorts Public Company Limited), "SHR"):

Some external factors have affected the Company's revenue which was caused by both the global economy causing tourists more likely to reduce their tourism budgets and changes in currency rates which may affect the hotel's competitiveness. Both factors were examples that affected the Company's performance. Therefore, SHR has adjusted its marketing strategies and promotional activities to attract new tourists and retain existing customers, procuring distribution channels suitable for different areas, encouraging repeated stays for regular customers and hiring an Outrigger company to manage 6 hotels in the Outrigger Group since Outrigger is renowned for operations of its resort hotels generating profits from operations as targeted. For the other 2 hotels (SAii Lagoon Maldives and Hard Rock Hotel Maldives) in the CROSSROADS, which opened in September 2019, both hotels incurred expenses before operating (Pre-operation) during the year, which was the general cost of opening a new hotel resulting in a relatively high administrative cost. However, both hotels have received positive feedback and comments from tourists who stayed at the hotels thereby producing the occupancy rate in line with the initial target. SHR still had to find various marketing strategies in terms of expanding sales channels, pricing, finding strong business partners and cost management from operations in order for the performance of both hotels to grow and to meet the target of the Company in the future.





### Financial risks

- **Volatile exchange rates:**

The appreciation of the baht in 2019 had a positive impact on the Company's cash flow as the Company managed the FX risk by entering into forward contracts USD to support the obligations from the issuance of convertible bonds that may reach maturity in the year 2020. However, the depreciation of US dollar had a short-term negative impact on the Company's total asset value as a result of currency translation compared to the currency at the end of the year of assets of many subsidiaries but the Company had a policy to invest in these assets in the long run, therefore believed that such impact would not affect the long-term business goals.

### Safety Risk

- **Environmental Occupational Health and Safety Risks:**

The Company is aware of social responsibility and always places importance on safety management. The construction of various projects of the Company may affect nearby communities, both environmental and hygiene, such as noise, dust, etc., whereby the Company has adopted safety and environmental measures for contractors to follow as a standard guideline and have always coordinated with the surrounding communities to minimize the effects.

### Emerging Risk

- **Cyber threats:**

The harm of cyber threats is an occurrence with an increasing rate every year and may damage the Company's finances and reputation. The Company has updated software and various protection systems on a regular basis and raised awareness of cyber security threats, such as providing knowledge on dealing with the harm when the threat emerged, protection and information technology laws relating to employees on a regular basis.

- **New accounting standards:**

According to the monitoring report of potential new emerging risks during the year 2019, the Company found that Accounting & Reporting risks were caused by the change of the new accounting standards TFRS9 which will affect the financial reports of Company from classification and measurement of financial assets and financial liabilities, the recognition of impairment and allowance with the new method and TFRS16 which will result in changes in recording operating leases transactions and ultimately affect the Company's balance sheet and income statement. The Company has assessed the risk from the actual impact of the TFRS16 standard and found that such impact is insignificant. However, the Company will continue to monitor the impact of the TFRS9 standard during the year 2020.



---

## INTERNAL CONTROL

---

As Singha Estate Public Company Limited (the “Company”) recognizes the importance of having effective and ample internal control system, the Board of Directors, Audit Committee and the management of the Company therefore, have adopted an internal control in accordance with the internal control framework of COSO (Committee of Sponsoring Organizations of the Treadway Commission). In addition, the Internal Audit Department has collaborated efforts with the Accounting Department, the Human Capital Department, the Information Technology Department and GRC and Company Secretary Department to evaluate the adequacy of the internal control system based on “Internal Control System Sufficiency Evaluation Form” of the Office of the Securities and Exchange Commission as a guideline for evaluation consisting of 5 internal control modules, summarized as follows

### 1. Control Environment

The Company carried out various actions to ensure the control environment was appropriate as follows;

- The Board of Directors is independent from the management and is knowledgeable with good business expertise where roles and responsibilities of the Board of Directors and sub-committees have been clearly specified in the charter of each committee in order for them to perform the duties of the directors and committee members with efficiency, effectiveness, fairness and in accordance with the law, regulations, corporate governance policy and code of conduct. The Company set up a process for recruiting and considering the qualifications of directors under the supervision of the Nomination and Remuneration Committee before presenting to the Board of Directors for approval prior to proposing to the general meeting of shareholders for approval. This includes the assessment of the performance of the Chief Executive Officer annually, formulation of a succession plan for the Chief Executive Officer and senior management in important positions to prepare for promotion to

a higher position or a change of organizational leaders through a focus on recruiting and managing human resources with standards commensurate with the values of the organization “PRIDE”.

- Laying out a corporate governance policy and code of conduct, anti-corruption practice guideline as well as conveying them to the directors, executives, employees including to the public expressly. In the year 2019, the Company has arranged for all employees in the organization to take a knowledge test on such policy through the Electronic Learning Management System (ELMS). The Company also developed strategies, business plans, and business objectives which were clear, measurable as well as rejigging organizational structure to be suitable for business operations in the current competitive environment and in accordance with the organization’s policy by clearly segregating duties in important areas in order to create checks and balances amongst them and to support the growth and sustainable business development along with the preservation of the environment and society. The Company also organized various training courses and devised annual training plans in order to develop personnel in line with the business strategy of the Company as well as incentivizing staff and planning activities to cultivate good relationships amongst them.

### 2. Risk Assessment

Since risk management is vital for the Company business operations, the Risk Management Committee reviews the Enterprise Risk Management Policy, framework for risk management and risk appetite on an annual basis to ensure that risk management is appropriate for conditions of the Company’s business operation. The risk management unit under the supervision of the GRC and Company Secretary Department together with representatives from the business units (Risk Coordinator) collected, analyzed new risk factors and reviewed existing risk factors that may change

stemming from both internal and external factors. In case such changes may have impact on the Company's business operations, internal control and financial reports, the Risk Owner must follow up and report the progress of significant enterprise risk management to the Risk Management Committee and the Board of Directors on a quarterly basis as well as devising mitigation plans or reducing the impact / likelihood and set up effective Key Risk Indicators (KRIs) in managing and controlling the risks to be at an acceptable level. The Internal Audit Department audited the compliance of the risk management process to ensure that the said process has been appropriately implemented and later presented the audit report to the Audit Committee for acknowledgment.

The Company has formulated a Business Continuity Plan (BCP) which covers all operations of the Company to prepare and handle the risk of severe crises affecting business operations. In the year 2019, the Company devised an Incident Response Plan: IMP in the event of a fire (Fire Crisis) so that personnel can deal with such situation in an accurate and timely manner including conducting Table Top drills, which were drills that laid out roles and responsibilities of the Business Continuity Management Working Group (BCM Committee), beginning with situations that may prevent employees from entering the main work place, after which a decision to announce the use of a business continuity management plan was formed until an announcement that the circumstances turned into normal state was issued to ensure that the working group understand their roles, duties and responsibilities and have the ability to handle the crisis efficiently.

### 3. Control Activities

The Company controls the operations to attribute effective result to reduce the risk to an acceptable level with significant control measures as follows

- Arranging for review, reform of organizational structure, regulations for approval and implementation and other important regulations to be current, suitable for business operations under work characteristics, scope of operation, authority and approval limit for each level including appropriate segregation of duties including a review of the main work processes of the Company to review the control mechanism and improve the efficiency.

- Formulating a governance and management policy to oversee and manage the subsidiaries and associates as a guideline for business management and supervision of subsidiaries and associates in accordance with the various policies of the Company, including to comply with public company law, securities and exchange laws, as well as announcements, regulations and other relevant regulations of the Capital Market Supervisory Board, Securities and Exchange Commission and the Stock Exchange of Thailand. The Board of Directors arranged for progress reports including problems and obstacles of important projects operated by subsidiaries and associates on a regular basis within the purview of rights of the Company by taking into account the equality of minor shareholders of subsidiaries and associates (if any). In addition, the representatives of the Company assumed director seats and executive seats in each subsidiary and associated company in proportion to their shareholding structure in each company and set guidelines for the directors or executives, representatives in the subsidiaries or associated companies to adhere to.
- Conveying important information to all groups of stakeholders through the intranet system and the Company's website in accordance with the principles of good corporate governance and relevant regulations, including the disclosure of information relating to the interest of the directors in order to prevent conflicts of interest that may occur in the annual report under the heading "Information of executives and controlling persons" for transparency purposes.
- Directors, executives, and interested persons will not participate in the approval process for transactions with conflicts of interest. Clear separation of roles and responsibilities between the Board of Directors and management has been maintained in order to balance the power to review its administration which would result in efficient and transparent management. In this regard, connected transactions will be based on the value of compensation, service fee, or interest rate determined by the contract parties independent from each other in good faith (Arm's Length Basis) for the best interest of the Company.

### 4. Information & Communication

The company has used an efficient information and data communication system as follows

- The Board of Directors is aware of the importance of internal information or significant news that have not been disclosed to the public contributing to the price fluctuation of securities by specifying guidelines for the use of inside information and keeping information confidential (Confidentiality) for directors, executives and employees to beware and avert errors caused by carelessness resulting in information leakage as well as supervising the availability of data (Availability) and data security systems.
- Providing timely, adequate and important data, financial and other important information and communicating to the Board of Directors and/or related sub-committees to acknowledge before the meeting date, at least within the minimum period required by law to support their decision making.
- Arranging for internal and external communication channels via electronic mail (e-mail), Intranet (S@NET, Yammer) and the Company's website for those interested in receiving information about the Company. Besides, Investors Relations Department is responsible for regularly communicating with shareholders or investors. Also, whistleblowing channels for reporting information or clues about corruption to the Company are also in place.
- The Company's important documents are also stored and categorized systematically. The Company is in the process of devising a development plan for electronic document storage for the purposes of quick search of documents, prevention of loss of documents and minimizing storage of paper documents.

## 5. Monitoring Activities

The Company has used a monitoring system that is effective, adequate and appropriate as follows

- Arranging for follow-up of the operations to ensure that they are in line with business objectives through the Board of Directors' meeting at least once a quarter.
- Operational auditing with suggestions for constant and continuous improvement of the internal control system has been carried out, where the internal audit office has a reporting line directly to the audit committee, able to report the audit results and recommendations independently and follow up the progress to ensure that the findings are corrected appropriately and timely by reporting directly to the Audit Committee on a quarterly basis. In addition, internal auditors are encouraged to attend various training courses in order to continually improve their operations to meet international standards.
- A policy and guidelines for combating fraud and corruption have been implemented as a guideline for directors, executives, and employees at all levels to use as a direction for business operations, not neglecting or ignoring upon discovering actions that are considered fraud germane to the Company, which is contemplated as a duty to notify the supervisor or the person in charge. This includes establishing an internal control system to prevent fraud, accepting or giving bribes in all forms. In addition, the Company has carried out works in compliance with the Whistleblowing and Complaint Hearing policy and summarized the results of complaints hearing to report to the Corporate Governance and Sustainable Development Committee on a quarterly basis
- A report of the Audit Committee has been submitted to the Board of Directors upon discovery or suspicion over a transaction or action which may have a significant impact on the financial status and the performance of the Company. The Board of Directors must provide corrective actions within the timeframe that the Audit Committee deems appropriate.

The Board of Directors' Meeting No. 2/2563 (2020) on February 27, 2020, acknowledged the result of Internal Control System Sufficiency Evaluation Form submitted by the Audit Committee and concurred with the Audit Committee that the Company has an adequate, effective and appropriate internal control system and no significant issues or errors were found which is in line with the opinion of the Company's auditor who did not find any significant observations regarding internal control in the Company's audit for the year ended 31 December 2019.



## TRANSACTIONS WITH THE RELATED PARTIES

### Policy and Potentials on the Transaction with the Related Parties

The Board of Directors of the Company value the compliance of good corporate governance concerning the oversight of conflicts of interest. The Board steers the management by instituting clear and transparent processes concerning related parties and compliance with the rules, procedures, and approach for disclosing related transactions strictly in line with the law or regulators'

requirements. As a rule, in engaging in transactions with Singha Estate's related parties, most transactions occurred in the normal course of business. Therefore, engagement in transactions with these businesses or parties is likely to recur. What is important is that Singha Estate's policy or trend for engagement is still based on the same principle observed last year, namely observing arm's length commercial terms with primary regard for the best interests of Singha Estate and its shareholders.

Transactions made between the Company and its subsidiaries and conflicts of interest parties as of 31 December 2018, and 31 December 2019 are shown in the following table:

Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
<b>Boon Rawd Brewery Co., Ltd</b> (Ultimate major shareholder and related parties of the Company served as major shareholders, directors, management, or controlling persons)	Deferred revenue	387.01	379.11	The lease of certain office space at Singha Complex under a 50-year lease agreement between a subsidiary of the Company and Boon Rawd Brewery Co., Ltd, approved at the Extraordinary General Meeting of Shareholders No.1/2015, including goods and service revenues from Hard rock and SAii Lagoon Maldives
	Rental and service revenues	22.85	99.98	
	Revenue from services	9.35	-	Revenues from rooms and services from Santiburi Koh Samui and revenue from service from Singha Complex
	Trade receivable, and Other receivables	22.72	8.29	Receivables of goods, lease payment and parking, including deposit received
	Other payables	1.79	-	Advance received for construction
	Advance received, Service	-	2.00	Advance received and lease payment from Singha Complex
	Purchases of goods and service	0.08	-	Purchases of drinking water and bottled beverages service for customer and consume within office

Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
Bo Phut Property and Resort Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	0.04	0.04	Revenues from rooms and services from Santiburi Koh Samui. Rates and terms are based on agreed rate and conditions, comparable to those offered to key account customers.
	Revenue from services	0.50	0.43	
	Service expense	0.22	-	Management fees in relation to administrative services at Santiburi Koh Samui.
Beer Singha Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	0.08	0.12	Purchases of drinking water and bottled beverages, and consume within office
	Purchases of goods	0.53	0.90	
Singha Park Chiang Rai Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Lease payment and Service	-	0.01	Lease payment and service from Singha Complex
	Other payables	1.41	1.43	Purchases of goods and services.
	Purchases of goods	1.63	2.55	
Santiburi Samui Country Club Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade receivables	0.03	0.02	Commission charges when guests of Santiburi Koh Samui using golfing facilities at Santiburi Samui Country Club and Revenues from laundry service
	Revenue from services	0.32	0.27	
	Other payables	0.23	0.21	Service charges from using golfing facilities at Santiburi Samui Country Club by guests of Santiburi Koh Samui.
	Service expense	3.12	2.99	
Boon Rawd Trading Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	-	2.20	Rental and service expense at Singha complex, Sunplaza, Rates and terms are in line with normal business practice following the condition of general trading.
	Rental and service revenues	3.18	12.03	
	Trade payables and other payables	0.03	0.99	Purchases of drinking water and bottled beverages, service for customer and consume within office
	Purchases of goods and service	0.55	0.26	

Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
Singha Trend Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade payables and other payables	0.01	-	Purchase of goods and services. Rates and terms are in line with normal business practice following the condition of general trading.
	Purchases of goods	0.70	0.02	
CTG 2002 Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	8.54	2.19	Advertising expenses and consulting fees. Rates and terms are in line with normal business practice following the condition of general trading.
	Purchases of goods	10.66	7.03	
Prime Locations Management Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Advances	25.80	49.66	These transactions are in connection with a project management service under a master service agreement for the development of tourist facilities in the Republic of Maldives. Details of the agreement were disclosed to the Stock Exchange of Thailand on September 30, 2016.
	Trade receivables	16.32	-	
	Sale revenues	92.15	62.50	
	Management revenues	5.67	-	
EST Company (1993) Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade receivables	0.19	0.33	Rental revenues at Singha complex and other service revenues.
	Rental and service revenues	0.64	2.41	
	Other payables	0.39	-	PR and advertising payment
	Purchases of goods	0.53	0.22	
Bangkok Glass PCL. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	-	0.46	Rental revenues at Singha complex and other service revenues.
	Rental and service revenues	-	6.48	Lease payment of Singha Complex and other services. Rates and terms are in line with normal business practice following the condition of general trading.
BG Float Glass Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	0.26	0.39	Purchases of construction materials. Rates and terms are in line with normal business practice following the condition of general trading.
	Purchases of goods	0.26	3.33	

Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
Kabinburi Glass Industry Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	0.29	0.08	Purchases of goods. Rates and terms are in line with normal business practice following the condition of general trading.
	Purchases of goods	1.53	0.05	
Chiangrai santiburi golf Co., Ltd (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Golf related expense	0.01	-	Golf related expenses
Singha Property Management (Singapore) Pte.Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Management revenues	31.22	-	Revenues from rendering project management service under a master service agreement for the development of tourist facilities in the Republic of Maldives.Details of the agreement were disclosed to the Stock Exchange of Thailand on 30 September 2016.
Brand Family Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivable	-	0.10	2019 Singha Estate gift design payment. Rates and terms are in line with normal business practice following the condition of general trading.
	Purchases of goods	-	0.10	
Dream Islands Development Pvt. Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	142.47	-	Marketing service payment to Dream Islands Development Pvt. Ltd. such as VDO Presentation and PR arrangement for the CROSSROADS between 2018-2019 Rates and terms are in line with Marketing Support Service Agreement.
	Other payables	120.62	-	
	Service revenues	0.01	-	
	Management revenues	99.05	61.41	
	Advance receivables	-	29.10	

Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
S36 Property Co., Ltd. (A joint party)	Trade receivables	1.81	4.47	Management income and personnel income. Rates and terms are in line with normal business practice following the condition of general trading.
	Agent receivables	-	2.01	
	Management revenues	64.64	7.51	
	Rental and service revenues	-	4.47	Lease and service income from sale office. Rates and terms are in line with normal business practice following the condition of general trading.
	Other payables	-	4.46	Advances from management income. Rates and terms are in line with normal business practice following the condition of general trading.
S43 Property Co., Ltd. (Joint venture until 11 December 2019)	Management revenues	2.86	7.86	Management income and service income, Rates and terms are in line with normal business practice following the condition of general trading.
	Lease and service income	-	1.60	Lease and service income from sale office. Rates and terms are in line with normal business practice following the condition of general trading.
Nirvana Daiwa Development Co., Ltd. (A joint party)	Other receivables	0.74	13.70	Management income and service income, Rates and terms are in line with normal business practice following the condition of general trading.
	Management revenues	2.22	8.27	
	Revenue from sale of goods and service	385.56	30.06	Revenue from land sale, Rate and term are stated as in agreed contract.
Laguna service Co., Ltd. (An associate company)	Revenue from service	-	0.18	Revenues from rooms, utility and logistic for Outrigger Laguna Phuket Beach Resort. Rate and term are stated as in agreed contract.
	Other payables	3.24	1.81	Miscellaneous expenses from Laguna Service Co., Ltd., e.g. laundry service, utility fee, common area and marketing service as Laguna Service Co., Ltd. is a service provider to the neighboring hotels such as Dusit Thani Laguna Phuket Hotel and Angsana Laguna Phuket. Rates and terms are in line with normal business practice following the condition of general trading.
	Management payment	-	4.03	
	Service payment	16.47	25.30	



Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
Dream Islands Holdings Pvt. Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Advance Receivables	-	0.06	Advances for the group companies for the annual fee which is, in normal business, advanced among group company for business agility and collected at the actual payable amount.
Babylon Property Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Rental payment	-	0.54	Revenue from the room rental fee in which owned by the director. The fee was in line with the normal business condition.
SPRIME Growth Leasehold Real Estate Investment Trust (Joint investment)	Trade receivables	-	8.72	Incomes from other service fee and administration fee
	Advance receivables	-	5,365.17	Advances from office space rental and service fee from Suntowers Building
	Dividend receivable	-	28.23	Dividend receivable
	Management fee	-	40.03	Management fee
	Rental and service fee	-	216.95	Rental and service fee from Suntowers Building including utility fee
	Other payables	-	1.70	Rental, building facility and utility fee, rates and terms are in line with normal business practice following the condition of general trading.
	Rental and service fee	-	66.06	
SBP Digital Service Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade payables	-	9.13	Network infrastructure settling service at Banyan Tree Residence Riverside and Singha Complex which was partially regarded as asset cost. Pricing and service fee are in line with normal business practice following the condition of general trading.
	Purchase of Goods and services	-	9.73	
Singha Museum Company Limited (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Purchase of Goods	-	0.05	Picture frames, rates and terms are in line with normal business practice following the condition of general trading.

Individual / Juristic Person Who May Have Conflicts of Interest (Relationship)	Type of transaction	Transaction value (Baht)		Details and rationale
		2018	2019	
Forth Vending Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Income from lease and service fee	-	0.02	Rental fee from Singha Complex, Sun Plaza and other service fee. Pricing and service fee are in line with normal business practice following the condition of general trading.
Jupiter Hotels Limited (Joint company)	Other payables	-	0.01	Hotel service fee including other relevant services such as room fee, food and beverage, and service which are in line with normal business practice following the condition of general trading.
	Service fee	-	0.11	
Mr. Santi Bhirombhakdi (Related Person)	Advances receivable from the sell of property	-	7.17	Advances income from the sell of property which are in line with normal business practice following the condition of general trading.
Mr. Chayanin Debhakam, D.B.A. (Related Person)	Advances receivable from the sell of property	-	14.56	Advances income from the sell of property which are in line with normal business practice following the condition of general trading.
Mr. Naris Cheyklin (Related Person)	Advances receivable from the sell of property	-	4.57	Advances income from the sell of property which are in line with normal business practice following the condition of general trading.
Mr. Wichien Jiakjem (Related Person)	Advances receivable from the sell of property	-	18.75	Advances income from the sell of property which are in line with normal business practice following the condition of general trading.

---

## RESPONSIBILITY OF THE BOARD OF DIRECTORS TO FINANCIAL STATEMENT

---

The Board of Directors of Singha Estate Public Company Limited ("the Company") is responsible for the consolidated financial statement of the Company and its subsidiaries as well as financial information in the annual report. The financial statement is prepared in accordance with generally accepted accounting standards based on applicable accounting policies and regular accounting practice. Accounting discretion and best estimate are prudently adopted in this preparation. In addition, all important information is adequately disclosed in the notes to financial statement.

The Board of Directors has imposed and maintained an effective internal control to ensure that all accounting records are accurate, complete and sufficient to sustain its assets in a judicious manner. Moreover, all possible

threats could be identified to prevent fraud or material unusual transactions.

The Board of Directors had appointed the audit committee which comprises non-executive directors, responsible for having oversight of quality of financial report and internal control system. The opinion of the audit committee on this matter has already been presented in the audit committee report.

The Board of Directors is of an opinion that internal control systems of the Company are in the satisfactory and sufficient level with reasonableness to offer assurance and reliability of the consolidated financial statement of the Company and its subsidiaries as of 31 December 2019.



**(Mr. Chutinant Bhirombhakdi)**  
Chairperson



**(Mr. Naris Cheyklin)**  
Director and Chief Executive Officer

## INDEPENDENT AUDITOR'S REPORT

### To the Shareholders of Singha Estate Public Company Limited

#### My opinion

In my opinion, the consolidated financial statements of Singha Estate Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial statements of the Company present fairly, in all material respects, the consolidated and separate financial position of the Group and of the Company as at 31 December 2019, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

#### What I have audited

The consolidated financial statements and the separate financial statements comprise:

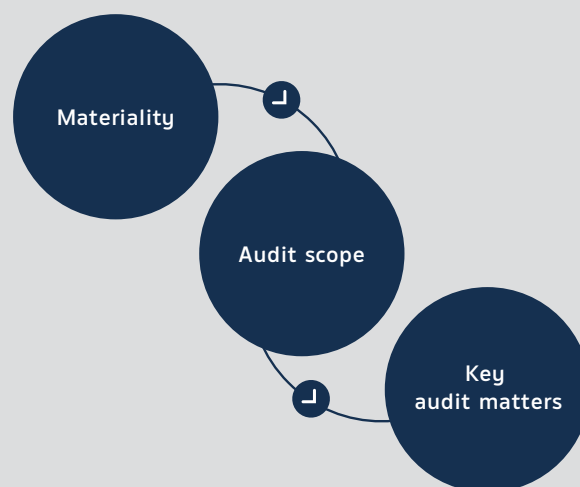
- the consolidated and separate statements of financial position as at 31 December 2019;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies.

#### Basis for my opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together

with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### My audit approach - overview



#### Materiality

Overall group materiality: Baht 60 million which represents 5% of Group's profit before tax.

#### Audit scope

I conduct with audit work of the consolidated financial statements by focusing on the significant components which account for 86% of the Group's profit before tax and 93% of the Group's total assets.

#### Key audit matters

I identified the following matters as key audit matters

- Valuation of investment properties
- Impairment testing of goodwill
- Business combination

Materiality

The scope of my audit was influenced by my application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on my professional judgment, I determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped me to determine the scope of my audit and the nature, timing and extent of my audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Overall group materiality	Baht 60 million
How I determined it	5% of profit before tax
Rationale for the materiality benchmark applied	I chose profit before tax as the critical measure because, in my view, it is the measure against which the performance of the Group is most commonly assessed. The 5% benchmark is a generally accepted auditing practice and there were no significant unusual elements that merited adjustments to this benchmark.

I agreed with the audit committee that I would report to them misstatements identified during my audit above Baht 3 million, in my view, warranted reporting for qualitative reasons.

How I tailored my group audit scope

I tailored the scope of my audit in order to perform sufficient work to enable me to provide an opinion on consolidated the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I don't provide a separate opinion on these matters.



Key audit matter	How my audit addressed the key audit matter
<p><b>Valuation of investment properties</b></p> <p>Refer to Note 4 Critical accounting estimates and judgements and Note 13 Investment properties.</p> <p>As at 31 December 2019, the Group recorded investment property, measured at fair value, of Baht 13,828 million in the consolidated financial statements. Almost investment property is the rental buildings, measured at fair value. During the year, the Group recognised gains arising from changes in the fair value of investment property of Baht 406 million in the consolidated comprehensive income for the year.</p> <p>The Group assessed the fair value of the rental buildings using the income approach, which was carried out by a professional appraiser. This appraiser was engaged by the Group after the appraiser's qualifications and expertise were assessed.</p> <p>I focussed on this area because of the magnitude of the value of investment property and because the valuation model depends on judgment of the appropriateness and reliability of the information and assumptions, such as revenue growth rate and discount rate.</p>	
	<p>I performed the key procedures as follows;</p> <p>I read the valuation report prepared by the appraiser and verified the appropriateness of the valuation approach and source data.</p> <p>I assessed the fair value of rental buildings using an income approach, which identified the future economic benefits that the Group can expect to generate from the property, and discounted these cash flows with a reasonable rate of return. I compared the projected cash flows for revenue, revenue growth rate, and occupancy rate with the historical results and the approved business plan and compared the discounted rate to the Group's appropriate rate of return.</p> <p>I assessed the appraiser's qualifications and expertise and read the terms of their engagement with the Group to determine whether there were any matters that might have affected their objectivity or imposed a scope limitation on their work.</p> <p>As a result of the procedures performed, I noted that the assumptions used for determining the fair value of the investment property are reasonable.</p>

Key audit matter	How my audit addressed the key audit matter
<p data-bbox="147 400 496 431">Impairment testing of goodwill</p> <p data-bbox="147 491 764 555">Refer to Note 4 Critical accounting estimates and judgements and Note 15 Goodwill.</p> <p data-bbox="147 597 764 729">As at 31 December 2019, the Group recorded goodwill of Baht 2,019 million, which was created from the acquisitions of the real estate and the hospitality businesses in Thailand and foreign countries.</p> <p data-bbox="147 772 764 1044">The management identified the cash generating unit (CGUs), in which the Group's goodwill was included. Management tested its impairment by comparing the book value with the recoverable amount of the assets, to using the value-in-use. Key assumptions used by management to calculate the value-in-use were the revenue growth rate and discount rate. Management determined that no allowance for impairment of these assets was necessary.</p> <p data-bbox="147 1087 764 1321">I focussed on this area due to the significant amount of the goodwill. Moreover, business volatility could impact the assumptions, e.g. the business plan, revenue growth rate and discount rate which required the management's judgement. Management needed to identify the appropriate assumption to be in line with the current situation.</p>	<p data-bbox="837 491 1438 555">I tested impairment of goodwill which was assessed by management as follows:</p> <p data-bbox="837 597 1438 661">I read the management's report of the Group's annual impairment test of goodwill.</p> <p data-bbox="837 704 1438 938">I assessed the impairment testing process and assessed the inputs and assumptions used in the impairment testing of goodwill, specifically the revenue growth rate and discount rate assumptions, checking whether they were in line with the business volatility. I compared those inputs and assumptions to the appropriate published information and the approved business plan.</p> <p data-bbox="837 981 1438 1215">I inquired and assessed the reasonableness of the business plan and forecasts by comparing them with historical results. Also, I performed a sensitivity analysis of the key assumptions used by management in its valuation model to consider the potential impact a material change in a key assumption would make on the impairment assessment.</p> <p data-bbox="837 1257 1438 1353">As a result of the procedures performed, I found that management's determination is reasonable based on the available evidence.</p>

Key audit matter	How my audit addressed the key audit matter
Business combination	
<p>Refer to Note 30, Business combination.</p> <p>During the year, the Group acquired the remaining 49% of share capital in S43 Property Co., Ltd. (S43), formerly holding 51%, and recognised this as a joint venture, with a total consideration of Baht 114 million. The Group's management assessed that this business acquisition qualified as a business combination (step-up acquisition) according to the definition in Thai Financial Reporting Standard no. 3 (TFRS 3) - Business Combination. As a result, the Group gained control over S43, and S43 became a subsidiary of the Group.</p> <p>Management determined that the fair value of net identifiable assets acquired was Baht 180 million, mainly comprising costs of property development of Baht 751 million and borrowing of Baht 556 million. Management determined that the transaction resulted in goodwill of Baht 25 million based on the difference between the fair value of the net assets acquired and the deemed consideration transferred. Management had a professional appraiser make the valuation of the net assets acquired. The appraiser used a market approach and cost approach to compute the valuation.</p> <p>I focussed on the business combination transactions as they required significant valuation judgments. Inputs and assumptions used in the valuation could impact the goodwill. Market price with nearby areas is one of the assumptions used.</p>	<p>I performed the key procedures as follows;</p> <p>I evaluated management's assessment that the acquisition identified in Note 30 should be accounted for as a business combination (step-up acquisition) and determined whether it was appropriately accounted for in accordance with the requirements set out in TFRS 3.</p> <p>I read the sales and purchase agreement, plus the minutes of the Board of Directors' meeting and extraordinary shareholders' meeting related to the approval for the acquisition.</p> <p>I assessed the appropriateness of the net assets acquired and liabilities assumed at the acquisition date by challenging management on the appropriateness of the procedures they used to determine the fair value and comparing the appraiser's market value against nearby areas.</p> <p>I assessed the appraiser's qualifications and expertise and read the terms of their engagement with the Group to determine whether there were any matters that might have affected their objectivity or imposed a scope limitation on their work.</p> <p>I tested the calculation of the goodwill arising from the business combinations, being the difference between the total purchase consideration and the fair value of the net identifiable assets.</p> <p>From the above procedures, I found that the management's procedures used to recognise the business combination was appropriate and in line with my expectations.</p>

### Other information

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

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

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

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

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

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

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

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

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

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

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

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


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

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

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

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

PricewaterhouseCoopers ABAS Ltd.



**Chanchai Chaiprasit**

Certified Public Accountant (Thailand) No. 3760

Bangkok

27 February 2020



# FINANCIAL STATEMENTS

SINGHA ESTATE PUBLIC COMPANY LIMITED  
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS  
31 DECEMBER 2019

## Statement of Financial Position

As at 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	5,412,813,450	3,544,788,132	639,280,696	281,242,229
Short-term investments		503,589,664	478,625,295	328,371,626	249,815,435
Trade and other receivables, net	8	600,716,873	433,819,853	3,677,260	7,392,619
Amounts due from related parties	29	379,259,514	382,625,842	417,251,391	667,660,955
Short-term loans to related parties	29	-	-	50,000,000	5,462,929,600
Inventories	9	5,371,360,494	7,218,214,870	-	-
Costs of property development	10	10,491,736,028	7,233,798,578	669,665,987	1,485,641,888
Deposits		388,132,354	658,178,946	1,875,931	341,804,010
Other current assets		939,762,647	829,413,174	88,582,349	149,530,139
<b>Total current assets</b>		<b>24,087,371,024</b>	<b>20,779,464,690</b>	<b>2,198,705,240</b>	<b>8,646,016,875</b>
<b>Non-current assets</b>					
Restricted bank deposits		296,842,682	73,172,372	227,040,424	1,724,256
Investments in associates and joint ventures	11	1,223,051,026	411,402,188	877,774,400	-
Investments in subsidiaries	12	-	-	22,094,401,061	22,094,401,061
Long-term loans to related parties	29	1,501,628,823	1,560,331,169	1,008,300,000	-
Long-term loans to other		241,500,000	91,500,000	-	-
Land held for development		1,615,639,209	1,615,896,809	141,113,080	141,113,080
Investment properties	13	13,828,260,490	12,063,930,718	83,600,000	85,500,000
Property, plant and equipment, net	14	19,869,537,111	17,370,204,615	38,452,563	40,062,954
Goodwill	15	2,018,535,376	2,089,426,973	-	-
Intangible assets, net		535,167,829	494,075,774	46,348,577	39,919,997
Leasehold right	16	1,520,020,377	1,647,553,931	-	-
Deferred income tax assets	17	180,249,294	142,455,493	-	-
Other non-current assets		763,319,512	590,756,268	237,420,140	195,524,870
<b>Total non-current assets</b>		<b>43,593,751,729</b>	<b>38,150,706,310</b>	<b>24,754,450,245</b>	<b>22,598,246,218</b>
<b>Total assets</b>		<b>67,681,122,753</b>	<b>58,930,171,000</b>	<b>26,953,155,485</b>	<b>31,244,263,093</b>

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

## Statement of Financial Position

As at 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term borrowings					
from financial institutions	19	3,724,739,265	1,993,371,928	557,935,408	332,935,408
Trade and other payables	18	4,350,001,134	5,165,442,177	456,700,711	1,245,471,634
Amounts due to related parties	29	65,915,217	142,580,134	122,354,595	222,060,907
Short-term borrowing from a related party	29	-	-	2,862,748,131	985,066,983
Current portion of long-term borrowings, net	19	1,664,919,688	2,194,352,523	-	-
Debentures due within one year, net	20	1,277,372,436	199,261,250	-	-
Income tax payable		144,139,546	95,578,653	-	-
Retention payables		676,520,387	627,233,126	100,321,699	83,444,395
Current portion of deferred revenue from related parties	29	192,991,892	7,894,612	-	-
Other current liabilities		417,247,783	327,846,130	34,574,448	80,150,617
<b>Total current liabilities</b>		<b>12,513,847,348</b>	<b>10,753,560,533</b>	<b>4,134,634,992</b>	<b>2,949,129,944</b>
<b>Non-current liabilities</b>					
Long-term borrowings, net	19	15,054,238,365	19,597,729,239	647,484,997	6,074,704,703
Debenture, net	20	5,319,210,716	6,659,416,766	5,319,210,716	5,670,069,239
Derivative liability		78,061,766	108,607,672	78,061,766	108,607,672
Deferred income tax liabilities	17	1,242,276,452	983,413,782	319,112,511	237,751,816
Employee benefits obligation		114,209,533	85,568,120	28,125,473	19,393,296
Deferred revenue from related parties	29	5,551,293,733	379,114,445	-	-
Other non-current liabilities		212,055,658	269,459,938	6,555,241	5,519,554
<b>Total non-current liabilities</b>		<b>27,571,346,223</b>	<b>28,083,309,962</b>	<b>6,398,550,704</b>	<b>12,116,046,280</b>
<b>Total liabilities</b>		<b>40,085,193,571</b>	<b>38,836,870,495</b>	<b>10,533,185,696</b>	<b>15,065,176,224</b>

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

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital	21				
Authorised share capital					
Ordinary shares, 10,128,502,526 shares at par value of Baht 1 each		10,128,502,526	10,128,502,526	10,128,502,526	10,128,502,526
Issued and paid-up share capital					
Ordinary shares, 6,853,719,395 shares paid-up at Baht 1 each (2018 : Ordinary shares, 6,853,719,295 paid-up at Baht 1 each)		6,853,719,395	6,853,719,295	6,853,719,395	6,853,719,295
Premium on share capital	21	7,116,800,268	7,116,798,868	10,761,524,648	10,761,523,248
Premium from acquisition		442,909,882	442,909,882	-	-
Discount from changing in percentage of shareholding in subsidiaries		(858,502,787)	(136,132,775)	-	-
Discount from business combination under common control		-	-	(2,931,610,254)	(2,931,610,254)
Share-based payment	27	272,676,619	214,529,626	269,836,754	214,529,626
Retained earnings					
Appropriated					
- Legal reserve	22	72,456,179	10,000,000	93,636,567	31,180,388
Unappropriated		4,461,538,616	3,652,719,649	1,372,661,221	1,249,123,583
Other components of equity		(822,675,142)	(832,458,197)	201,458	620,983
Equity attributable to owner of the parent		17,538,923,030	17,322,086,348	16,419,969,789	16,179,086,869
Non-controlling interests		10,057,006,152	2,771,214,157	-	-
Total equity		27,595,929,182	20,093,300,505	16,419,969,789	16,179,086,869
Total liabilities and equity		67,681,122,753	58,930,171,000	26,953,155,485	31,244,263,093

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

## Statement of Comprehensive Income

For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019 Baht	2018 Baht	2019 Baht	2018 Baht
Revenue from sales of house and condominium units		7,384,586,309	3,627,477,666	2,339,601,477	1,155,967,818
Revenue from rental and services		4,805,484,668	3,786,131,494	17,504,557	348,454,580
Revenue from sales of goods		85,368,228	125,870,759	-	-
<b>Total revenue from operation</b>		<b>12,275,439,205</b>	<b>7,539,479,919</b>	<b>2,357,106,034</b>	<b>1,504,422,398</b>
Costs of house and condominium unit sold		(4,309,918,858)	(2,134,349,933)	(1,164,373,141)	(573,662,204)
Costs of rental and services		(2,863,059,813)	(2,076,178,856)	(10,098,208)	(226,905,512)
Cost of goods sold		(69,133,378)	(80,296,795)	-	-
<b>Total costs from operation</b>		<b>(7,242,112,049)</b>	<b>(4,290,825,584)</b>	<b>(1,174,471,349)</b>	<b>(800,567,716)</b>
<b>Gross profit</b>		<b>5,033,327,156</b>	<b>3,248,654,335</b>	<b>1,182,634,685</b>	<b>703,854,682</b>
Other income	23	327,177,219	450,822,475	577,078,178	2,699,225,133
Fair value adjustments on investment properties	13	405,823,722	793,939,853	(1,900,000)	-
Selling expenses		(1,526,061,471)	(981,098,973)	(358,238,664)	(201,216,006)
Administrative expenses		(2,072,149,586)	(1,598,732,617)	(686,933,601)	(781,197,840)
Finance costs (interest expenses)		(815,608,733)	(661,605,786)	(569,706,666)	(413,934,694)
Net gains on exchange rate		369,296,469	151,701,110	398,655,055	38,593,460
Share of profit (loss) from investments in associates and joint ventures		12,756,383	(48,905,297)	-	-
<b>Profit before income taxes</b>		<b>1,734,561,159</b>	<b>1,354,775,100</b>	<b>541,588,987</b>	<b>2,045,324,735</b>
Income tax expenses	25	(525,908,622)	81,180,475	(81,465,576)	(320,566,463)
<b>Profit for the year</b>		<b>1,208,652,537</b>	<b>1,435,955,575</b>	<b>460,123,411</b>	<b>1,724,758,272</b>
<b>Other comprehensive income (expense), net of tax</b>					
Items that will be reclassified subsequently to profit or loss					
- Change in value of available-for-sale investments		(975,095)	848,765	(524,406)	584,525
- Currency translation differences		(958,112,179)	(413,810,986)	-	-
- Income tax relating to items that will be reclassified		195,019	(169,753)	104,881	(116,905)
<b>Total items that will be reclassified to profit or loss, net of taxes</b>		<b>(958,892,255)</b>	<b>(413,131,974)</b>	<b>(419,525)</b>	<b>467,620</b>

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



	Note	Consolidated financial statements		Separate financial statements	
		2019 Baht	2018 Baht	2019 Baht	2018 Baht
Items that will not be reclassified to profit or loss					
- Actuarial gain (loss)		2,067,837	(16,765,253)	-	(5,901,747)
- Change in value of property, plant and equipment from transfer		315,161,845	-	-	-
- Income tax relating to items that will not be reclassified		(63,445,936)	3,353,051	-	1,180,349
Total items that will not be reclassified to profit or loss, net of taxes		253,783,746	(13,412,202)	-	(4,721,398)
<b>Other comprehensive expense for the year</b>		(705,108,509)	(426,544,176)	(419,525)	(4,253,778)
<b>Total comprehensive income for the year</b>		503,544,028	1,009,411,399	459,703,886	1,720,504,494
<b>Profit attributable to:</b>					
Owners of the parent		1,143,750,470	1,286,707,984	460,123,411	1,724,758,272
Non-controlling interests		64,902,067	149,247,591	-	-
		1,208,652,537	1,435,955,575	460,123,411	1,724,758,272
<b>Total comprehensive income attributable to:</b>					
Owners of the parent		432,817,783	860,163,808	459,703,886	1,720,504,494
Non-controlling interests		70,726,245	149,247,591	-	-
		503,544,028	1,009,411,399	459,703,886	1,720,504,494
<b>Earnings per share</b>					
Basic earnings per share	26	0.167	0.188	0.067	0.252

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

**Singha Estate Public Company Limited**  
**Statement of Changes in Equity**  
**For the year ended 31 December 2019**

Consolidated financial statements																			
Attributed to owners of the parent																			
Notes	Issued and paid-up share capital				Premium on share capital		Premium from acquisition		Discount from changing in percentage of shareholding in subsidiaries		Share-based payment		Retained earnings		Other components of equity				
	Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		
<b>Opening balance as at 1 January 2019</b>																			
Total comprehensive income (expense)																			
	6,853,719,295	7,116,798,868		442,909,882		(136,132,775)		214,529,626		10,000,000	3,652,719,649	1,121,739	(833,579,936)	-		(832,458,197)	17,322,086,348	2,771,214,157	20,093,300,505
		-	-	-	-	-	-	-	-	-	1,145,404,740	(638,815)	(964,077,618)	252,129,476		(712,586,957)	432,817,783	70,726,245	503,544,028
21		100		1,400		-	-	-	-	-	-	-	-	-	-	-	1,500	-	1,500
Increase of non-controlling investment																			
		-	-	-	-	(722,370,012)	-	-	-	-	-	(170,250)	722,540,262	-		722,370,012	-	7,266,673,095	7,266,673,095
28		-	-	-	-	-	-	-	-	-	(274,129,594)	-	-	-	-	(274,129,594)	-	-	(274,129,594)
22		-	-	-	-	-	-	-	-	62,456,179	(62,456,179)	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(53,500,588)	(53,500,588)
27		-	-	-	-	-	-	58,146,993	-	-	-	-	-	-	-	-	58,146,993	1,893,243	60,040,236
<b>Closing balance as at 31 December 2019</b>																			
	6,853,719,395	7,116,800,268		442,909,882		(858,502,787)		272,676,619		72,456,179	4,461,538,616	312,874	(1,075,117,292)	252,129,476		(822,875,142)	17,538,923,030	10,057,006,152	27,595,929,182
<b>Opening balance as at 1 January 2018</b>																			
Total comprehensive income (expense)																			
	6,853,719,295	7,116,798,868		442,909,882		(136,132,775)		112,478,057		10,000,000	2,379,423,867	442,727	(419,769,950)	-		(419,326,223)	16,359,870,971	2,735,652,066	19,095,523,027
		-	-	-	-	-	-	-	-	-	1,273,295,782	679,012	(413,810,986)	-		(413,131,974)	860,163,808	149,247,591	1,009,411,399
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(113,685,490)	(113,685,490)
27		-	-	-	-	-	-	102,051,569	-	-	-	-	-	-	-	-	102,051,569	-	102,051,569
<b>Closing balance as at 31 December 2018</b>																			
	6,853,719,295	7,116,798,868		442,909,882		(136,132,775)		214,529,626		10,000,000	3,652,719,649	1,121,739	(833,579,936)	-		(832,458,197)	17,322,086,348	2,771,214,157	20,093,300,505

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

Singha Estate Public Company Limited  
Statement of Changes in Equity  
For the year ended 31 December 2019

Separate financial statements										
Notes	Issued and paid-up share capital	Premium on share capital	Discount from business combination under common control	Share-based payment	Retained earnings		Other components of equity		Total equity	Baht
					Appropriated - legal reserve	Unappropriated	Fair value reserve of available-for-sale investments	Baht		
Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	
<b>Opening balance as at 1 January 2019</b>										
	6,853,719,295	10,761,523,248	(2,931,610,254)	214,529,626	31,180,388	1,249,123,583	620,983		16,179,086,869	
	-	-	-	-	-	460,123,411	(419,525)		459,703,886	
21	100	1,400	-	-	-	-	-		1,500	
28	-	-	-	-	-	(274,129,594)	-		(274,129,594)	
22	-	-	-	-	62,456,179	(62,456,179)	-		-	
27	-	-	-	55,307,128	-	-	-		55,307,128	
<b>Closing balance as at 31 December 2019</b>										
	6,853,719,395	10,761,524,648	(2,931,610,254)	269,836,754	93,636,567	1,372,661,221	201,458		16,419,969,789	
<b>Opening balance as at 1 January 2018</b>										
	6,853,719,295	10,761,523,248	(2,931,610,254)	112,478,057	31,180,388	(470,913,291)	153,363		14,356,530,806	
	-	-	-	-	-	1,720,036,874	467,620		1,720,504,494	
27	-	-	-	102,051,569	-	-	-		102,051,569	
<b>Closing balance as at 31 December 2018</b>										
	6,853,719,295	10,761,523,248	(2,931,610,254)	214,529,626	31,180,388	1,249,123,583	620,983		16,179,086,869	

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

## Statement of Cash Flows

For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
<b>Cash flows from operating activities</b>					
Profit (loss) for the year before income taxes		1,734,561,159	1,354,775,100	541,588,987	2,045,324,735
<b>Adjustment to reconcile net profit (loss) before income tax for cash receipts (payments) from operations</b>					
Depreciation and amortisation expenses		744,503,142	470,968,364	17,130,751	86,885,430
Write-off of assets		4,681,469	3,304,173	11	335,803
Allowance for doubtful accounts		880,462	10,709,907	(160,576)	-
Gains from disposal of short-term investments		(9,393,070)	(6,657,812)	(1,291,252)	(3,575,545)
Unrealised gains on exchange rate		(365,333,903)	(259,389,005)	(404,179,311)	(41,802,405)
Losses (gains) from disposal of property, plant and equipment		7,633,878	54,419	2,298	(1,979,777,123)
Gains from disposal of investment in a subsidiary		-	(2,896,624)	-	(56,551,300)
Fair values adjustment of investment properties	13	(405,823,722)	(793,939,853)	1,900,000	-
Elimination of unrealised gains		29,173	203,910,246	-	-
Share of losses (profit) from investment in associates and joint ventures		(12,756,383)	48,905,297	-	-
Share-based payment	27	60,040,236	102,051,569	48,470,866	89,460,065
Amortisation of derivative liability		(31,211,367)	(30,545,906)	(31,211,367)	(31,211,367)
Employee benefits obligation		34,889,530	15,282,512	8,860,672	4,464,519
Dividend income		-	-	(85,174,091)	(121,015,404)
Interest income		(136,863,946)	(158,881,318)	(193,978,803)	(129,972,377)
Financial costs		815,608,733	661,605,786	569,706,666	413,934,694
<b>Cash flows before changes in working capital</b>		2,441,445,391	1,619,256,855	471,664,851	276,499,725
<b>Changes in working capital</b>					
Trade and other receivables		(167,700,764)	(19,298,637)	3,881,120	8,340,092
Amounts due from related parties		106,308,833	(13,389,788)	146,953,270	(288,792,929)
Costs of property development		(2,504,220,145)	2,482,899,037	815,975,901	(645,202,657)
Inventories		1,881,377,780	(6,482,114,821)	-	19,466,258
Other current assets		483,118,615	(196,153,473)	441,156,857	(101,962,448)
Other non-current assets		(160,949,927)	408,937,936	(41,895,270)	(189,796,062)
Trade and other payables		(1,638,237,906)	251,555,567	(769,191,909)	333,626,813
Amounts due to related parties		(87,441,982)	135,956,168	(106,872,312)	187,438,323
Retention payables		49,010,921	406,337,593	16,877,303	56,914,655
Other current liabilities		89,389,880	236,964,980	(45,576,170)	51,001,328
Other non-current liabilities		(241,272,461)	97,075,545	1,035,687	1,309,028
<b>Cash generated from (used in) operating activities</b>		250,828,235	(1,071,973,038)	934,009,328	(291,157,874)
Employee benefit paid		(3,283,353)	(5,229,657)	(128,495)	-
Interest paid		(721,399,023)	(544,355,332)	(486,518,507)	(328,353,933)
Income tax paid		(633,343,199)	(292,801,833)	(40,280,988)	(155,497,057)
Cash receipts from refundable withholding tax		41,780,804	-	-	-
<b>Net cash generated from (used in) operating activities</b>		(1,065,416,536)	(1,914,359,860)	407,081,338	(775,008,864)

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

## Statement of Cash Flows

For the year ended 31 December 2019

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2019	2018	2019	2018
		Baht	Baht	Baht	Baht
<b>Cash flows from investing activities</b>					
Cash receipts from disposal of short-term investments		4,066,403,606	5,685,968,546	939,960,655	2,928,930,000
Cash payments for purchase of short-term investments		(4,082,746,782)	(4,521,700,000)	(1,017,750,000)	(1,987,700,000)
Cash receipts from short-term loans to related parties	29	-	-	5,328,629,600	1,258,625,000
Cash payments from short-term loans to related parties	29	-	-	(582,000,000)	(5,306,430,000)
Cash receipts from long-term loans to a related party	29	-	-	375,000,000	-
Cash payments from long-term loans to a related party	29	-	-	(717,000,000)	-
Cash payments from long-term loans to other		(150,000,000)	-	-	-
Cash decreased from classification of investment in a subsidiary to investment in a joint venture		-	(117,806,303)	-	-
Cash decreased from classification of investment in a joint venture to investment in a subsidiary		(69,893,631)	-	-	-
Cash payment for business acquisition		-	(6,874,520,804)	-	-
Cash payments for investments in subsidiaries		-	-	-	(6,166,749,300)
Cash payments for investments in associates and joint ventures		(943,480,030)	(268,765,000)	(893,500,000)	-
Cash receipt from capital decrease of an associate		15,725,600	-	15,725,600	-
Cash receipt from capital decrease of a subsidiary		-	-	-	472,500,000
Cash receipts from disposal of investment in a subsidiary		-	133,725,900	-	133,725,900
(Increase) decrease in restricted bank deposits		(223,670,310)	355,725,112	(225,316,168)	(16,965)
Cash payments for purchase investment properties		(268,145,463)	(1,339,678,877)	-	-
Cash receipts from disposal of property, plant and equipment		9,238,486	4,606,284	33,291	2,816,376,706
Cash receipts from disposal of intangible assets		-	-	-	1,380,843
Cash payments for purchase of property, plant and equipment		(4,188,758,217)	(5,085,257,987)	(9,425,063)	(156,860,062)
Cash payments for purchase of intangible assets		(72,152,730)	(20,101,906)	(12,559,477)	(12,042,878)
Cash payments for purchase of land held for development		(2,370,400)	(523,677,267)	-	-
Cash receipt from lease income received in advance		5,541,144,750	-	-	-
Cash payments for prepaid lease		(32,753,296)	(612,123,929)	-	-
Cash receipts from dividend received		60,107,905	-	85,174,091	239,515,398
Cash receipts from interest income		25,843,884	49,199,171	304,266,175	150,068,756
<b>Net cash generated from (used in) investing activities</b>		<b>(315,506,628)</b>	<b>(13,134,407,060)</b>	<b>3,591,238,704</b>	<b>(5,628,676,602)</b>

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



## Statement of Cash Flows

For the year ended 31 December 2019

	Note	Consolidated financial statements		Separate financial statements	
		2019 Baht	2018 Baht	2019 Baht	2018 Baht
<b>Cash flows from financing activities</b>					
Net cash receipts from short-term borrowings from financial institutions		1,733,445,207	1,278,371,928	225,000,000	332,935,408
Net cash receipts from short-term borrowings from related parties	29	-	-	1,877,681,148	985,066,983
Cash receipts from issued shares		1,500	-	1,500	-
Cash receipts from issuing of debentures		278,474,328	1,184,022,063	-	-
Cash payment for debentures		(200,000,000)	(596,000,000)	-	-
Cash receipts from long-term borrowings from financial institutions		8,436,078,674	13,380,689,061	283,722,461	6,624,135,352
Repayments of long-term borrowings from financial institutions		(13,925,509,963)	(3,170,776,552)	(5,752,557,090)	(1,369,321,722)
Repayment for finance lease principal		(1,958,589)	7,019,484	-	-
Dividend paid to the Group's shareholders		(274,129,594)	-	(274,129,594)	-
Cash receipts from additional paid-up capital of a subsidiary without losing control		7,275,497,979	-	-	-
Dividend paid to non-controlling interest of a subsidiary		(53,500,588)	(113,685,492)	-	-
<b>Net cash generated from (used in) financing activities</b>		<b>3,268,398,954</b>	<b>11,969,640,492</b>	<b>(3,640,281,575)</b>	<b>6,572,816,021</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>1,887,475,790</b>	<b>(3,079,126,428)</b>	<b>358,038,467</b>	<b>169,130,555</b>
Gains (losses) on exchange rate on cash and cash equivalents		(19,450,472)	(136,607,890)	-	-
Cash and cash equivalents at beginning of the year		3,544,788,132	6,760,522,450	281,242,229	112,111,674
Cash and cash equivalents at ending of the year		<u>5,412,813,450</u>	<u>3,544,788,132</u>	<u>639,280,696</u>	<u>281,242,229</u>

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

## Statement of Cash Flows

For the year ended 31 December 2019

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
<b>Non-cash transactions</b>				
Material non-cash transaction				
as of 31 December as follows:				
Increase of cost of property development from transfer of land held for development	2,628,000	1,319,311,743	-	-
Increase of investments in a joint venture from reclassification of investment in a subsidiary	-	73,232,095	-	-
Increase of trade and other payables from purchase of investment properties	-	286,584,069	-	-
Increase of trade and other payables from purchase of property, plant and equipment	774,243,290	31,172,373	-	-
Increase of inventories from transfer of property, plant and equipment	34,523,405	10,388,591	-	254,348
Decrease of costs of property development from reclassification of investment in a subsidiary to a joint venture	-	594,562,088	-	-
Decrease of borrowings from financial institutions from reclassification of investment in a subsidiary to a joint venture	-	555,595,788	-	-

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

## **NOTES TO FINANCIAL STATEMENTS**

SINGHA ESTATE PUBLIC COMPANY LIMITED  
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS  
31 DECEMBER 2019

## **1 General information**

Singha Estate Public Company Limited (the Company) is a public limited company, which is listed on the Stock of Exchange of Thailand and incorporated in Thailand. The address of the Company's registered office is as follows:

Head office: 123 Sun Towers Building B, 22<sup>nd</sup> Floor, Vibhavadi - Rangsit Road, Chomphon, Chatuchak, Bangkok 10900.

Branch: (1) 12/12 Moo 1, Mae Nam, Samui, Suratthani 84330.

(2) 8/299 and 8/300 Charoen Nakorn Road, Klong Ton Sai, Klong San, Bangkok 10600.

The principal business operations of the Company and its subsidiaries (the Group) are development and investment of real estate for rental and sale, in hospitality business and in related businesses in Thailand and overseas.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 27 February 2020.

## **2 Accounting policies**

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

The consolidated and separate financial statements have been prepared under the historical cost convention except the measurement of available-for-sale investments, and investment properties at fair value which is explained in the relevant accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed to the consolidated and separate financial statements in Note 4.

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

### **2.2 New and amended financial reporting standards that are relevant and have significant impacts to the Group**

#### **2.2.1 The Group has applied the following standard and amendments for the first time for their annual reporting commencing 1 January 2019 which have significant changes and related to the Group**

##### **Thai Financial Reporting Standard no.15 (TFRS 15), Revenue from contracts with customers**

The Group has applied the modified retrospective approach and the comparative figures have not been restated. The Group has not adjusted the impact to the retained earnings brought forward because the adjustments are not material.

The following tables show the amounts of affected line items in the current year from the adoption of TFRS 15 compared to the previous revenue recognition standards.

	<b>Consolidated financial information</b>		
	<b>Amounts as reported Baht</b>	<b>Impacts from TFRS 15 Baht</b>	<b>Amounts under the previous revenue standards Baht</b>
<b>Statement of comprehensive income for the year ended 31 December 2019</b>			
Revenue from sales of house and condominium units	7,384,586,309	75,145,583	7,459,731,892
Costs of house and condominium unit sold	(4,309,918,858)	28,972,547	(4,280,946,311)
Selling expenses	(1,526,061,471)	(104,118,130)	(1,630,179,601)

## **2 Accounting policies (Cont'd)**

### **2.2 New and amended financial reporting standards that are relevant and have significant impacts to the Group (Cont'd)**

#### **2.2.1 The Group has applied the following standard and amendments for the first time for their annual reporting commencing 1 January 2019 which have significant changes and related to the Group (Cont'd)**

##### **Thai Financial Reporting Standard no.15 (TFRS 15), Revenue from contracts with customers (Cont'd)**

	Separate financial information		
	Amounts as reported Baht	Impacts from TFRS 15 Baht	Amounts under the previous revenue standards Baht
<b>Statement of comprehensive income for the year ended 31 December 2019</b>			
Revenue from sales of house and condominium units	2,339,601,477	21,950,453	2,361,551,930
Selling expenses	(358,238,664)	(21,950,453)	(380,189,117)

The adoption of TFRS15 mainly affects the Group's accounting treatment related to premium and special discount to customer which will be recognised as a reduction in revenue.

#### **2.2.2 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2020 which have not been early adopted by the Group**

##### **a) Financial instruments**

The new financial standards relate to financial instruments are:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These new standards address the classification, measurement, derecognition of financial assets and financial liabilities, impairment of financial assets, hedge accounting, and presentation and disclosure of financial instruments.

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

##### **b) TFRS 16, Leases**

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

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



## 2 Accounting policies (Cont'd)

### 2.3 Principles of consolidation and equity accounting

#### a) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group till the date that control ceases. In the separate financial statements, investments in subsidiaries are accounted for using cost.

#### b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. In the consolidated financial statements, investments in associates are accounted for using the equity method. In the separate financial statements, investments in associates are accounted for using cost.

#### c) Joint ventures

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. In the consolidated financial statements, interests in joint ventures are accounted for using the equity method. In the separate financial statements, investments in joint ventures are accounted for using cost.

#### d) Equity method

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

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

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

#### e) Changes in ownership interests

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

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

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

#### f) Intercompany transactions on consolidation

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

A list of the Group's subsidiaries, associate and joint ventures is shown in Note 11 and 12.

## **2 Accounting policies (Cont'd)**

### **2.4 Business combination**

The Group applies the acquisition method to account for business combinations with an exception on business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises.

- fair value of the assets transferred,
- liabilities incurred to the former owners of the acquiree
- equity interests issued by the Group

Identifiable assets and liabilities acquired 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 initially recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related cost are recognised as expenses.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognised in profit or loss.

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed of, transferred to retained earnings.

### **2.5 Foreign currency translation**

#### **a) Functional and presentation currency**

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

#### **b) Transactions and balances**

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

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

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

## **2 Accounting policies (Cont'd)**

### **2.5 Foreign currency translation (Cont'd)**

#### **c) Group companies**

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

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

### **2.6 Cash and cash equivalents**

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date and bank overdrafts. In the statements of financial position, bank overdrafts are shown in current liabilities.

### **2.7 Investments in debt and equity securities**

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

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

Held-to-maturity investments are carried at amortised cost using the effective interest method less impairment.

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

### **2.8 Trade accounts receivable**

Trade accounts receivable are amounts due from customers for goods sold or service performed in the ordinary course of business. Trade accounts receivable are recognised initially at the amount of consideration that is unconditionally unless they contain significant financing components, when they are recognised at its present value. The Group presented trade accounts receivable at cost less allowance for doubtful accounts.

### **2.9 Inventories**

The Group's inventories comprise condominium units, land and single detached houses for sale, food and beverage and supplies used in operation. 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 of each project.
- Cost of food and beverage and supplies used in operation are determined by weighted average cost method.

The cost of inventory comprises purchase, 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. The Group recognises allowance for decrease in value as appropriate.

### **2.10 Costs of property development**

Costs of property development are 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 costs of property development upon the transfer of title to the buyer.

## **2 Accounting policies (Cont'd)**

### **2.11 Investment property**

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

Investment property of the Group is land and building held for long-term rental yields, including certain building under construction.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property and 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 completed, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at fair value. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment property under construction for which the fair value cannot be determined reliably but for which the Group expects that the fair value of the property will be reliably determinable when construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or construction is completed - whichever is earlier.

The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Change in fair values are recognised in profit or loss. Investment property are derecognised when they have been disposed or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in profit or loss within net gain from fair value adjustment on investment property.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes. Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

### **2.12 Property, plant and equipment**

All property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss when incurred.

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

Land improvements	5 to 47 years
Buildings and building improvements	Shorter of lease period or 5 to 50 years
Furniture, fixtures and office equipment	3 to 10 years
Vehicles	5 to 10 years

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

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

## **2 Accounting policies (Cont'd)**

### **2.13 Goodwill**

The Group will test goodwill for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

### **2.14 Leasehold right**

Leasehold right is stated at historical cost. Leasehold right is amortised over their estimated useful lives, 15 to 50 years.

### **2.15 Intangible assets**

Intangible assets are initially measured at cost.

The assets with infinite useful life are hotel operating licenses and trademark which subsequently measured at cost less impairment losses (if any) and will be considered for impairment annually.

The assets with finite useful life are computer programs which subsequently measured at cost less amortisation and impairment losses (if any). Amortisation expense is calculated using straight-line method over the expected useful life of 3 years to 10 years. Costs associated with maintaining of computer programs are recognised when incurred.

### **2.16 Impairment of assets**

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

### **2.17 Leases**

*Where the Group is the lessee*

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

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

*Where the Group is the lessor*

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

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



## **2 Accounting policies (Cont'd)**

### **2.18 Borrowings**

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

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

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

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

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

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

### **2.19 Convertible bond**

The liability portion of convertible bonds is measured initially at fair value of an equivalent non-convertible bond. The equity portion is the remaining amount of the proceeds after deducting the value of the liability. Directly attributable transaction costs are allocated to each portion according to its initial carrying amount.

Subsequently, the liability portion is measured at amortised cost using effective interest rate while the equity portion is not remeasured.

Derivative liability is determined on issue of convertible debentures and subjected to be amortised over 5 years.

### **2.20 Current and deferred income taxes**

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

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

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

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

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

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

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

## **2 Accounting policies (Cont'd)**

### **2.21 Employee benefits**

The Group operates various post-employment benefits schemes. The Group has both defined benefit and defined contribution plans.

A defined contribution plan is a retirement 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. The Group pays contributions to a separate fund which is managed by an external fund manager in accordance with the provident fund Act. B.E. 2530. 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.

A defined benefit plan is a retirement plan that is not a defined contribution plan. Typically defined benefit plans define an amount of retirement 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 retirement plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated consistently 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 retirement liability.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the year in which they arise.

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

### **2.22 Share-based payment (*Employee options*)**

The Group receives services from employees as consideration for equity instruments (options) of the Group companies. The fair value of the options is recognised as an expense over the vesting period, with a corresponding increase in equity. The fair value of the options is determined by:

- including any market performance conditions e.g. the entity's share price;
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holdings shares for a specific period of time); and
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest.

At the end of each reporting period, the Group reviews the number of options that are expected to vest. It recognises the impact of the revision, if any, in profit or loss with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

### **2.23 Provisions**

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

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

## **2 Accounting policies (Cont'd)**

### **2.24 Share capital**

Ordinary shares and non-redeemable preference shares with discretionary dividends are classified as equity.

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

### **2.25 Revenue recognition**

Revenue are recorded net of value added tax. They are recognised in accordance with the provision of goods or services, provided that collectibility of the consideration is probable.

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

#### *Land development and resale*

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

#### *Construction*

Revenue from construction includes contracts to provide construction and foundation services for building, civil and maritime works. Under the contracts, the Group's construction activities create or enhance an asset or work in progress that the customer controls as the asset is created or enhanced, and hence revenue is recognised over time by reference to the progress towards completing the construction works. Under this method, the revenue recognised is based on the latest estimate of the total value of the contract and actual completion rate determined by reference to the physical state of progress of the works.

Claims, variations and liquidated damages are accounted for as variable consideration and are included in contract revenue provided that it is highly probable that a significant reversal will not occur in the future.

#### *Percentage of completion*

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

#### *Incremental costs of obtaining a contract*

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

#### *Payments to customers*

Payments to customers or on behalf of customers to other parties, including credited or subsequent discounts, are recognised as a reduction in revenue unless the payment constitutes consideration of a distinct goods or service from the customer.

#### *Services*

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

## **2 Accounting policies (Cont'd)**

### **2.25 Revenue recognition (Cont'd)**

#### *Hotel*

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

#### *Interest income and dividends*

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

#### *Other income*

Other income is recognised on an accrual basis.

### **2.26 Dividends**

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

### **2.27 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 Executive Officer that makes strategic decisions.

## **3 Financial risk management**

### **3.1 Financial risk factors**

The Group is exposed to normal business risks from changes in interest rates and currency exchange rates. The Group uses derivative financial instruments to reduce the uncertainty over future cash flows arising from movements in interest rates and exchange rate and to manage the liquidity of cash resources.

#### **3.1.1 Foreign exchange risk**

The Group's primary functional currency is Baht, while operates internationally which exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Euro, GBP and US Dollar. Entities in the Group use forward contracts, transacted with the Group treasury, to hedge their exposure to foreign currency risk in connection with measurement currency.

#### **3.1.2 Interest rate risk**

The Group has interest rate risk from borrowings and debentures at fixed and floating interest rates.

The Group uses interest rate swaps as cash flow hedges of future variable borrowings' interest payments. The Group agrees with the other parties to exchange, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts.

### **3 Financial risk management (Cont'd)**

#### **3.1 Financial risk factors (Cont'd)**

##### **3.1.3 Credit risk**

The Group has no significant concentrations of credit risk. The Group has policies in place to ensure that contracts are made with customers who have an appropriate credit history, limiting customers' credit limit as well as obtaining appropriate guarantees from customers. Derivative counterparties and deposits are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution.

##### **3.1.4 Liquidity risk**

The Group manages 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.

#### **3.2 Fair value estimation**

The following table presents financial assets and liabilities that are measured at fair value, excluding where its fair value is approximating the carrying amount.

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>Level 1</b>		<b>Level 1</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
<b>Assets:</b>				
Equity securities	503,589,664	478,625,295	328,371,626	249,815,435
<b>Total assets</b>	<b>503,589,664</b>	<b>478,625,295</b>	<b>328,371,626</b>	<b>249,815,435</b>

There were no transfers between level 1, 2, 3 during the year.

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

- Level 1: The fair value of financial instruments is based on the current bid price by reference to the Stock Exchange of Thailand or the Thai Bond Dealing Centre.
- Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.
- Level 3: The fair value of financial instruments is not based on observable market data.

There was no change to the valuation techniques during the year.

### **4 Critical accounting estimates and judgments**

Estimates and judgments 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.

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.

#### *Estimated impairment of goodwill*

The Group tests annually whether goodwill has suffered any impairment. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 15).

#### *Impairment estimation of indefinite assets*

The Group tests impairment of indefinite assets annually. The Group calculates recoverable amount by comparing the higher of fair value less cost to dispose or value-in-use. Determination of fair value less cost to dispose requires management's judgement, for example, business trend, growth rate and discount rate applied to the cash flow forecasts.



#### 4 Critical accounting estimates and judgments (Cont'd)

##### *Investments property*

The fair value of investment property is carried base on valuations by independent valuers. Fair value is measured by discounted cash flow projections which reflects rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects any cash out flows that could be expected in respect of the property. The discount reflects current market assessments of the time value of the money (Note 13).

#### 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.

#### 6 Segment information

The Group's board of director, consisting of the chief executive officer (CEO), the chief financial officer (CFO), examines the Group's performance from a product perspective and has identified four reportable segments of the Group's businesses.

The board of director primarily uses a measure of segments' revenue and net profit to assess the performance of the operating segments.

The segment revenue information for the year ended 31 December 2018 has been prepared in accordance with TFRS 11 and 18. Therefore, the segment revenue information presented in the current period ended 31 December 2019 and comparative period is not comparable. However, the comparable revenue has been disclosed in note 2.2.1.

Significant information relating to revenue and profit of the reportable segments are as follows.

	Consolidated financial information				
	For the year ended 31 December 2019				
	House and condominium Baht	Hospitality Baht	Investment property Baht	Other income Baht	Total Baht
Segment revenue	7,678,135,981	3,841,433,419	1,138,586,841	2,209,358,229	14,867,514,470
Intersegment revenue	(26,145,144)	(3,938,077)	(37,110,824)	(1,779,123,896)	(1,846,317,941)
Total revenue	<b>7,651,990,837</b>	<b>3,837,495,342</b>	<b>1,101,476,017</b>	<b>430,234,333</b>	<b>13,021,196,529</b>
<b>Profit (loss) before income taxes</b>					
Segment	1,819,740,968	(430,375,001)	804,270,086	83,691,820	2,277,327,873
Intersegment	(60,987,418)	106,901,690	5,756,470	(594,437,456)	(542,766,714)
Net profit (loss) before income taxes	<b>1,758,753,550</b>	<b>(323,473,311)</b>	<b>810,026,556</b>	<b>(510,745,636)</b>	<b>1,734,561,159</b>
Income taxes					(525,908,622)
Net profit for the year					<b>1,208,652,537</b>
<b>Timing of revenue recognition</b>					
At a point in time	7,470,152,924	3,837,495,342	1,101,476,017	368,824,825	12,777,949,108
Over time	181,837,913	-	-	61,409,508	243,247,421
Total revenue	<b>7,651,990,837</b>	<b>3,837,495,342</b>	<b>1,101,476,017</b>	<b>430,234,333</b>	<b>13,021,196,529</b>
<b>Assets as at 31 December 2019</b>					
Segment assets	16,096,702,422	50,614,356,229	10,036,726,038	50,559,648,992	127,307,433,681
Intersegment assets	1,526,027,527	(18,097,078,123)	17,114,345	(43,072,374,677)	(59,626,310,928)
Total assets	<b>17,622,729,949</b>	<b>32,517,278,106</b>	<b>10,053,840,383</b>	<b>7,487,274,315</b>	<b>67,681,122,753</b>

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**6 Segment information (Cont'd)**

Significant information relating to revenue and profit of the reportable segments are as follows: (Cont'd)

	<b>Consolidated financial information</b>				
	<b>For the year ended 31 December 2018</b>				
	<b>House and condominium Baht</b>	<b>Hospitality Baht</b>	<b>Investment property Baht</b>	<b>Other income Baht</b>	<b>Total Baht</b>
Segment revenue	4,169,611,934	2,575,728,409	1,504,998,354	3,360,960,109	11,611,298,806
Intersegment revenue	-	-	(37,149,611)	(2,838,812,245)	(2,875,961,856)
<b>Total revenue</b>	<b>4,169,611,934</b>	<b>2,575,728,409</b>	<b>1,467,848,743</b>	<b>522,147,864</b>	<b>8,735,336,950</b>
<b>Profit (loss) before income taxes</b>					
Segment	676,976,142	2,291,877,851	1,127,657,823	(662,590,730)	3,433,921,086
Intersegment	(230,980,224)	(2,006,341,268)	(25,243,771)	183,419,277	(2,079,145,986)
<b>Net profit (loss) before income taxes</b>	<b>445,995,918</b>	<b>285,536,583</b>	<b>1,102,414,052</b>	<b>(479,171,453)</b>	<b>1,354,775,100</b>
Income tax					81,180,475
<b>Net profit for the year</b>					<b>1,435,955,575</b>
<b>Timing of revenue recognition</b>					
At a point in time	3,685,853,267	2,575,728,409	1,467,848,743	424,201,532	8,153,631,951
Over time	483,758,667	-	-	97,946,332	581,704,999
<b>Total revenue</b>	<b>4,169,611,934</b>	<b>2,575,728,409</b>	<b>1,467,848,743</b>	<b>522,147,864</b>	<b>8,735,336,950</b>
<b>Assets as at 31 December 2018</b>					
Segment assets	17,290,245,809	27,570,804,830	11,186,724,722	43,947,022,356	99,994,797,717
Intersegment assets	-	(5,580,898,236)	-	(35,483,728,481)	(41,064,626,717)
<b>Total assets</b>	<b>17,290,245,809</b>	<b>21,989,906,594</b>	<b>11,186,724,722</b>	<b>8,463,293,875</b>	<b>58,930,171,000</b>

**7 Cash and cash equivalents**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Cash	10,970,518	11,262,497	682,465	1,017,001
Bank deposit	5,401,842,932	3,533,525,635	638,598,231	280,225,228
<b>Cash and cash equivalents</b>	<b>5,412,813,450</b>	<b>3,544,788,132</b>	<b>639,280,696</b>	<b>281,242,229</b>

The interest rate of bank deposits was 0.01% to 1.50% per annum (2018: 0.05% to 1.31% per annum).

**8 Trade and other receivables, net**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Trade accounts receivable	433,594,450	340,395,978	2,384,597	6,488,153
<u>Less</u> Allowance for doubtful accounts	(10,686,168)	(9,906,193)	-	(160,576)
Trade accounts receivable, net	422,908,282	330,489,785	2,384,597	6,327,577
Accrued income	45,588,173	49,804,669	47,191	42,007
Other receivables	138,823,695	60,028,189	1,245,472	1,023,035
<u>Less</u> Allowance for doubtful accounts	(6,603,277)	(6,502,790)	-	-
Other receivables, net	177,808,591	103,330,068	1,292,663	1,065,042
Trade and other receivables, net	600,716,873	433,819,853	3,677,260	7,392,619

Outstanding trade accounts receivable as at 31 December can be analysed as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Less than 3 months	311,066,145	267,334,231	1,603,699	5,906,578
Over 3 months but less than 6 months	62,592,047	7,089,676	148,027	170,605
Over 6 months but less than 12 months	38,614,515	34,092,012	521,166	10,884
Over 12 months	21,321,743	31,880,059	111,705	400,086
	433,594,450	340,395,978	2,384,597	6,488,153
<u>Less</u> Allowance for doubtful accounts	(10,686,168)	(9,906,193)	-	(160,576)
Trade accounts receivable, net	422,908,282	330,489,785	2,384,597	6,327,577

**9 Inventories**

	<b>Consolidated financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>
Condominium	1,514,460,416	2,729,562,937
Land for projects	2,296,638,110	2,562,051,330
Land and single detached house	1,159,997,532	1,702,503,657
Food and beverages	-	30,770,486
Supplies used in operation	62,673,237	91,229,696
Raw material	116,293,989	33,536,354
Work in process	47,191,114	18,878,375
Finished goods	251,575,369	49,682,035
Inventories	5,448,829,767	7,218,214,870

The cost of inventories recognised as expense and included in cost of sales in the consolidated and separate financial statements is Baht 3,252.74 million and Baht 1,164.37 million, respectively (2018: Baht 2,428.13 million and Baht 573.66 million, respectively).

As at 31 December 2019, the Group has pledged the above inventories of Baht 2,441.79 million (2018: Baht 4,057.69 million) as collaterals for long-term loans from financial institutions (Note 19).

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**10 Costs of property development**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Land	6,662,921,851	4,156,626,528	68,334,403	178,310,745
Land development costs	7,487,302	15,567,568	5,888,081	15,364,268
Construction in progress	2,983,261,652	2,294,185,468	499,276,909	1,088,676,641
Utilities costs	452,972,711	427,740,491	51,007,476	94,271,360
Other development costs	385,092,512	339,678,523	45,159,118	109,018,874
Costs of property development	10,491,736,028	7,233,798,578	669,665,987	1,485,641,888

As at 31 December 2019, the Group has pledged the above land and constructions of Baht 10,119.88 million (2018: Baht 7,055.40 million) as collaterals for long-term loans from financial institutions (Note 19).

Borrowing costs included in cost of property development in the amount of Baht 94.93 million and Baht 9.51 million in the consolidated and the separate financial statements, respectively (2018: Baht 255.01 million and Baht 24.82 million, respectively). The Group and the Company capital interest rate of such loans were 3.60% to 4.00% per annum and 4.00% per annum, respectively (2018: 2.65% to 5.76% per annum and 4.00% per annum, respectively). A Capitalisation rate was the actual rate of borrowing costs from loans used to financial the projects.

**11 Investments in associates and joint ventures**

The amounts recognised in the statement of financial position as at 31 December are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Associates	853,860,934	24,386,103	877,774,400	-
Joint ventures	369,190,092	387,016,085	-	-
Investments in associates and joint ventures	1,223,051,026	411,402,188	877,774,400	-

**Associates**

Name	Nature of business	Place of Business/Country Incorporation	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
			<b>Investment at equity method</b>		<b>Investment at cost method</b>	
			<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
S Prime Growth Leasehold Real Estate Investment Trust	Investment in real estate investment trust (REIT)	Thailand	20	-	832,997,140	-
Laguna Service Co., Ltd.	Provide support service hotel	Thailand	27	27	20,863,794	24,386,103
					853,860,934	24,386,103
					877,774,400	-

Laguna Service Co., Ltd. is limited company and there was no available quoted price in the market.

## 11 Investments in associates and joint ventures (Cont'd)

### Associates (Cont'd)

#### Changing in investment in an associate

##### S Prime Growth Leasehold Real Estate Investment Trust

On 17 January 2019, the Company has acquired unitholders of S Prime Growth Leasehold Real Estate Investment Trust amounting to Baht 893.50 million. On 7 November 2019, the Board of Directors' meeting of S REIT Management Company, as the REIT manager has an unanimously resolution to approve the decrease in SRIME's registered capital by decreasing par value of Trust Unit at Baht 0.176. SPRIME has distributed the proceeds from the capital decrease of Baht 15.73 million on 6 December 2019. Quoted price in the Stock Exchange of Thailand as at 31 December 2019 is Baht 13.20 per unit, totaling of Baht 1,179.42 million.

#### Summarised financial information for a material associate

	<b>S Prime Growth Leasehold Real Estate Investment Trust</b>
	<b>Baht</b>
<b>Summary of statement of comprehensive income for the period from 17 January to 31 December 2019</b>	
Revenue	524,310,627
Net loss	(102,864,007)
Dividend received from an associate	28,225,665
<b>Summary of statement of financial position as at 31 December 2019</b>	
Current assets	262,542,549
Non-current assets	5,322,272,420
Current liabilities	(69,152,139)
Non-current liabilities	(1,350,677,129)
Net assets	4,164,985,701
Group's share in associates (%)	20
Group's share in associates (Baht)	832,997,140
Associates carrying amount	832,997,140



**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**11 Investments in associates and joint ventures (Cont'd)**

**Joint ventures**

Name	Nature of business	Place of Business/ Country Incorporation	% of ownership Interest		Consolidated financial statements		Separate financial statements	
			2019	2018	Investment at equity method	2019	Investment at cost method	2018
FS JV CO LIMITED	Holding company	United Kingdom	50	50	160,980,860	149,090,529	-	-
FS JV LICENSE LIMITED	Holding company	United Kingdom	50	50	75,310,876	72,144,425	-	-
S36 Property Co., Ltd.	Real estate developer	Thailand	51	51	132,898,326	109,970,367	-	-
S43 Property Co., Ltd.	Real estate developer	Thailand	-	51	-	54,456,522	-	-
Nirvana Daiwa Development Co., Ltd.	Real estate developer	Thailand	49	49	-	1,354,242	-	-
SW Development Holding Co., Ltd.	Holding company	The Republic of Seychelles	50	-	30	-	-	-
					369,190,092	387,016,085	-	-

All joint ventures are a limited company and there were no available quoted price in the market.

## 11 Investments in associates and joint ventures (Cont'd)

### Joint ventures (Cont'd)

The future aggregate minimum lease payments under non-cancellable operating leases of joint venture, based on the percentage of interest, are as follows:

	Consolidated financial statement (Currency per agreement)			
	2019 Baht'000	2018 Baht'000	2019 GBP'000	2018 GBP'000
<b>Commitments - joint ventures</b>				
Not later than 1 year	-	140	2,770	2,779
Later than 1 year, but not later than 5 years	-	43	11,024	10,886
Later than 5 years	-	11	81,552	84,452
<b>Total</b>	-	194	95,346	98,117

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

### Change in investment in joint ventures

#### S36 Property Co., Ltd.

On 20 June 2019, the Board of Director's meeting of S36 Property Co., Ltd. (S36), a joint venture of a subsidiary, called an increase in its registered capital by Baht 49.98 million. The subsidiary has paid for such share subscription.

#### SW Development Holding Co., Ltd.

During the year, the Board of Directors' meeting of S Hotels and Resorts (SC) Co., Ltd. (SHC), a subsidiary of the Group, approved the investment in SW Development Holding Co., Ltd. (SWD) which is a newly established company, registered in Republic of Seychelles. SHC holds 50% of shareholding in SWD. The remaining shareholding is held by Wai Eco World Developer Pte. Ltd., which registered in Singapore, according to the Joint Venture Agreement. SWD has the registered share capital of US Dollar 65.8 million which are 65.8 million ordinary shares at a par value of US Dollar 1 each. As at 31 December 2019, SWD called for share subscription of US Dollar 1.

#### S43 Property Co., Ltd.

On 11 December 2019, S Residential Development Co. (SRD), Ltd., a subsidiary, acquired additional 49% of shareholding in S43 Property Co., Ltd. (S43), a joint venture of SRD, totaling of 771,750 shares amounting to Baht 113.67 million. As a result, SRD change % of shareholding in S43 from 51% to 100% and S43 became a subsidiary of the Group.

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**11 Investments in associates and joint ventures (Cont'd)**

**Joint ventures (Cont'd)**

**Summarised financial information for joint ventures**

**Summarised statement of financial position as at 31 December**

	S36 Property Co., Ltd.		FS JV CO LIMITED		FS JV LICENSE LIMITED		S43 Property Co., Ltd.		Nirvana Daiwa Development Co., Ltd.		Total	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht	2019 Baht	2018 Baht	2018 Baht	2019 Baht	2018 Baht	2019 Baht	2018 Baht	2018 Baht
<b>Current assets</b>												
Cash and cash equivalent	56,563,715	76,779,840	311,798,192	348,273,416	42,965,951	55,783,924	96,401,625	36,990,705	132,772,786	448,318,563	710,011,591	
Other current assets	3,223,065,016	2,431,359,619	364,087,299	289,146,400	33,659,693	29,742,385	605,509,317	1,020,882,048	785,769,468	4,641,693,739	4,141,527,189	
Total current assets	3,279,628,731	2,508,139,459	675,885,491	637,419,816	76,625,644	85,526,309	701,910,942	1,057,872,753	918,542,254	5,090,012,302	4,851,538,780	
<b>Non-current assets</b>												
Non-current assets	6,524,568	22,215,345	6,653,747,496	6,977,966,698	435,714,254	458,912,743	10,394,787	8,752,590	524,497	7,104,738,908	7,470,014,070	
Total non-current assets	6,524,568	22,215,345	6,653,747,496	6,977,966,698	435,714,254	458,912,743	10,394,787	8,752,590	524,497	7,104,738,908	7,470,014,070	
<b>Current liabilities</b>												
Other current liabilities (included trade accounts payable)	(870,394,360)	(548,462,868)	(5,321,802,734)	(1,372,460,059)	(75,849,098)	(90,585,420)	(49,782,050)	(37,242,221)	(8,759,631)	(6,305,288,413)	(2,070,050,028)	
Total current liabilities	(870,394,360)	(548,462,868)	(5,321,802,734)	(1,372,460,059)	(75,849,098)	(90,585,420)	(49,782,050)	(37,242,221)	(8,759,631)	(6,305,288,413)	(2,070,050,028)	
<b>Non-current liabilities</b>												
Financial liabilities	(2,203,128,870)	(1,815,484,435)	(1,481,867,959)	(5,694,177,635)	(285,869,032)	(309,564,783)	(555,746,034)	(641,400,000)	(491,400,000)	(4,612,265,861)	(8,866,372,887)	
Other non-current liabilities	(1,265,863)	-	(232,361,354)	(278,928,541)	-	-	-	-	-	(233,627,217)	(278,928,541)	
Total non-current liabilities	(2,204,394,733)	(1,815,484,435)	(1,714,229,313)	(5,973,106,176)	(285,869,032)	(309,564,783)	(555,746,034)	(641,400,000)	(491,400,000)	(4,845,893,078)	(9,145,301,428)	
<b>Net assets</b>	211,364,206	166,407,501	293,600,940	269,820,279	150,621,768	144,288,849	106,777,645	387,983,122	418,907,120	1,043,569,719	1,106,201,394	

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**11 Investments in associates and joint ventures (Cont'd)**

**Joint ventures (Cont'd)**

**Summarised financial information for joint ventures (Cont'd)**

**Summarised statement of comprehensive income for the years ended 31 December**

	S36 Property Co., Ltd.						FS JV CO LIMITED						FS JV LICENSE LIMITED						S43 Property Co., Ltd.						Nirvana Daiwa Development Co., Ltd.						Total																																																																																																																																																																																																																																																																		
	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31

The information above reflects the amounts presented in the financial statements of a joint venture (and not the Group's share of those amounts) adjusted for differences in accounting policies between the Group and joint ventures.

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**11 Investments in associates and joint ventures (Cont'd)**

**Investments in joint ventures (Cont'd)**

**Reconciliation of summarised financial information**

Reconciliation of the summarised financial information presented to the carrying amount of its interest in a joint venture:

	S36 Property Co., Ltd.			FS JV CO LIMITED			FS JV LICENSE LIMITED			S43 Property Co., Ltd.			Nirvana Daiwa Development Co., Ltd.			Total		
	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019	For the year ended 31 December 2019	For the year ended 31 December 2018	For the year ended 31 December 2019
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
<b>Opening net assets</b>																		
Addition	166,407,501	264,910,528	269,820,277	188,011,547	144,288,849	106,777,645	144,868,845	418,907,120	1,106,201,394	537,145,405								
Reclassification of investment	98,000,000	122,499,998	-	-	-	-	-	-	98,000,000	688,368,843								
Profit (loss) for the year	(53,043,295)	(221,003,025)	31,607,580	99,041,411	12,213,461	(81,460,665)	(38,091,350)	(30,923,998)	(81,460,665)	-								
Other comprehensive income (expense)	-	-	(7,826,918)	(17,232,681)	(5,880,558)	(25,316,980)	(2,092,880)	-	(65,463,232)	(93,180,062)								
<b>Closing net assets</b>	211,364,206	166,407,501	293,600,939	269,820,277	150,621,751	144,288,849	106,777,495	387,983,122	1,043,569,719	(26,132,792)								
Interest in joint ventures	51%	51%	50%	50%	50%	50%	51%	49%	49%									
Goodwill	107,795,745	84,867,785	146,800,470	134,910,139	75,310,846	-	54,456,522	-	329,907,091	551,643,360								
Fair value adjustment	-	-	14,180,390	14,180,390	-	-	-	-	14,180,390	14,180,390								
Elimination of unrealised gains from land sold	25,102,582	25,102,582	-	-	-	-	-	-	25,102,582	25,102,582								
Interest in joint ventures	-	-	-	-	-	-	-	-	-	(203,910,247)								
<b>Carrying value</b>	132,898,327	109,970,367	160,980,860	149,090,529	75,310,905	72,144,425	54,456,522	-	369,190,092	387,016,085								
	51%	51%	50%	50%	50%	50%	51%	49%	49%									
<b>Carrying value</b>	132,898,327	109,970,367	160,980,860	149,090,529	75,310,905	72,144,425	54,456,522	-	369,190,092	387,016,085								

As at 31 December 2019, FS JV CO LIMITED has classified long-term borrowings from financial institutions amounting to Baht 4,082 million to current portion since it can not retain the financial ratio as specified in the borrowing agreement. However, the shareholders of such joint venture intend to provide financial support for them. The Group's management and other shareholder are currently negotiating with the financial institution to waive the covenant breach.



## 11 Investments in associates and joint ventures (Cont'd)

### *Individually immaterial an associate and a joint venture*

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

	<b>2019 Baht</b>
<b>Aggregate carrying amount of individually immaterial an associate and a joint venture</b>	<b>20,863,824</b>
<b>The Group's share of:</b>	
Profit from continuing operations	20,246,757

## 12 Investments in subsidiaries

Detail of investments in subsidiaries as at 31 December is as follow:

	<b>Separate financial statements</b>	
	<b>Investment at cost method</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>
Nirvana Daii Public Co., Ltd.	3,532,932,601	3,532,932,601
S Estate Commercials Inter Co., Ltd.	4,061,998,900	4,061,998,900
S Hotels and Resorts Inter Co., Ltd.	14,404,145,300	14,404,145,300
S Residential Development Co., Ltd.	85,324,600	85,324,600
S REIT Management Co., Ltd.	9,999,600	9,999,600
S Hotel Management Co., Ltd.	60	60
<b>Total</b>	<b>22,094,401,061</b>	<b>22,094,401,061</b>

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**12 Investments in subsidiaries (Cont'd)**

As at 31 December 2019, the subsidiaries included in consolidated financial statement. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group.

Name	Country incorporation	Business	Ownership interest held by Company		Ownership interest held by the Group		Ownership interests held by non-controlling interests	
			2019 %	2018 %	2019 %	2018 %	2019 %	2018 %
S Estate Commercials Inter Co., Ltd.	Thailand	Holding company	99.99	99.99	-	-	0.01	0.01
S Estate Commercials Co., Ltd.	Thailand	Holding company	-	-	99.99	99.99	0.01	0.01
S Commercials (Singapore) Pte. Ltd.	Singapore	Holding company	-	-	99.99	99.99	0.01	0.01
Singha Property Development Co., Ltd.	Thailand	Real estate and property development	-	-	99.99	99.99	0.01	0.01
Max Future Co., Ltd.	Thailand	Real estate and property development	-	-	99.99	99.99	0.01	0.01
S REIT Management Co., Ltd.	Thailand	Trust management in REIT	99.96	99.96	-	-	0.04	0.04
S Residential Development Co., Ltd.	Thailand	Construction	99.99	99.99	-	-	0.01	0.01
S Park Property Co., Ltd.	Thailand	Real estate and property development	-	-	99.96	99.96	0.04	0.04
S KLAS Management Co., Ltd.	Thailand	Real estate and property development	-	-	99.96	99.96	0.04	0.04
S43 Property Co., Ltd.	Thailand	Real estate and property development	-	-	99.99	51.00	0.01	49.00
Nirvana Daii Public Co., Ltd.	Thailand	Real estate and property development	51.56*	51.56*	-	-	48.44	48.44
Nirvana Praram 9 Co., Ltd.	Thailand	Real estate and property development	-	-	51.55*	51.55*	48.45	48.45
Nirvana Construction Co., Ltd.	Thailand	Construction	-	-	51.55*	51.55*	48.45	48.45
Nirvana U Co., Ltd.	Thailand	Real estate and property development	-	-	51.55*	51.55*	48.45	48.45
NVDA Co., Ltd.	Thailand	Real estate and property development	-	-	36.09*	36.09*	63.91	63.91
Nirvana River Co., Ltd.	Thailand	Real estate and property development	-	-	51.55*	51.55*	48.45	48.45
Atech Enterprise Co., Ltd.	Thailand	Real estate and property development	-	-	51.55*	51.55*	48.45	48.45
Deeji Home Center Co., Ltd.	Thailand	Trading	-	-	51.55*	51.55*	48.45	48.45
Qtech Products Co., Ltd.	Thailand	Construction	-	-	51.55*	51.55*	48.45	48.45
NVDG Co., Ltd.	Thailand	Manufacturing	-	-	51.55*	51.55*	48.45	48.45
	Thailand	Real estate and property development	-	-	51.55*	51.55*	48.45	48.45

\* The Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over Nirvana Daii Public Co., Ltd. and its subsidiaries.

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**12 Investments in subsidiaries (Cont'd)**

As at 31 December 2019, the subsidiaries included in consolidated financial statement. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group. (Cont'd)

Name	Country incorporation	Business	Ownership interest held by Company		Ownership interest held by the Group		Ownership interests held by non-controlling interests	
			2019 %	2018 %	2019 %	2018 %	2019 %	2018 %
S Hotels and Resorts Inter Co., Ltd.	Thailand	Management or technical service and supporting service to affiliates or branch Holding company and supporting service to affiliates	99.99	99.99	-	-	0.01	0.01
S Services (Maldives) Pvt. Ltd. (formerly known as S Hotels and Resorts (Maldives) Pvt. Ltd.)	The Republic of Maldives		-	-	100.00	100.00	-	-
S Hotels and Resorts (SG) Pvt. Ltd.	Singapore	Holding company	-	-	100.00	100.00	-	-
S Hotels and Resorts Public Co., Ltd.*	Thailand	Investment in other company and management of domestic and foreign hotels	-	-	60.00	99.99	40.00	0.01
S Hotel Management Co., Ltd.	Thailand	Hospitality	0.0000004	0.0000004	59.99	99.99	40.01	0.01
S Hotel Phi Phi Island Co., Ltd.	Thailand	Hospitality	-	-	59.99	99.99	40.01	0.01
S Hotels and Resorts (HK) Ltd.	Hongkong	Holding company	-	-	60.00	100.00	40.00	-
S Hotels and Resorts (UK) Ltd.	United Kingdom	Holding company	-	-	60.00	100.00	40.00	-
S Hotels and Resorts APAC (SG) Pte. Ltd.	Singapore	Holding company	-	-	60.00	100.00	40.00	-
APAC Holding, LLC	Cayman Islands	Holding company	-	-	60.00	100.00	40.00	-
Madison Offshore Holdings I, LLC	Cayman Islands	Holding company	-	-	60.00	100.00	40.00	-
OTRG APAC Holdings, LLC	Cayman Islands	Holding company	-	-	60.00	100.00	40.00	-
SHR Hotels USA, INC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
SHR Global Holdings LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-

\* On 26 April 2019, at the Annual General of Shareholders' Meeting of S Hotels and Resorts Co., Ltd. (SHR), an indirect subsidiary, the shareholders passed a resolution to approve the conversion from company limited to public limited company and the change of the Company's name to S Hotels and Resorts Public Co., Ltd. The Subsidiary registered these with the Ministry of Commerce and effective on 3 May 2019. On 8 November 2019, SHR received an additional paid-up share capital from third party for 1,437,456,000 ordinary shares from an initial public offering ("IPO"). As a result, percentage of shareholding in SHR was reduced to 60% of registered shares. As a result, the Group recognised discount from changing in percentage of a subsidiary of Baht 722.37 million.

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**12 Investments in subsidiaries (Cont'd)**

As at 31 December 2019, the subsidiaries included in consolidated financial statement. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group. (Cont'd)

Name	Country incorporation	Business	Ownership interest held by Company		Ownership interest held by the Group		Ownership interests held by non-controlling interests	
			2019 %	2018 %	2019 %	2018 %	2019 %	2018 %
APAC Real Estate Holdings LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
LBR LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
AREH I LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
OCL US LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
OHL US LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
AREH III LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
SHR Global Holdings II LLC	United State of America	Holding company	-	-	60.00	100.00	40.00	-
Hillview Global Pte Limited	Fiji	Holding company	-	-	60.00	100.00	40.00	-
OC Pte Limited	Fiji	Hospitality	-	-	60.00	100.00	40.00	-
OH Pte Limited	Fiji	Holding company	-	-	60.00	100.00	40.00	-
OHH (Fiji) Pte Limited	Fiji	Holding company	-	-	60.00	100.00	40.00	-
Hillview Pte Limited	Fiji	Hospitality	-	-	60.00	100.00	40.00	-
Saltlake Resorts Limited	Mauritius	Hospitality	-	-	60.00	100.00	40.00	-
O.K.M. Private Limited	The Republic of Maldives	Hospitality	-	-	60.00	100.00	40.00	-
Castleton Hotels & Resorts Pte. Ltd.	Singapore	Holding company	-	-	60.00	100.00	40.00	-
Madison Offshore (Thailand) Co., Ltd.	Thailand	Holding company	-	-	59.99	99.99	40.01	0.01
Na Nimmann Co., Ltd.	Thailand	Hospitality	-	-	59.99	99.99	40.01	0.01
Laguna Beach Development Co., Ltd.	Thailand	Holding company	-	-	59.99	99.99	40.01	0.01
Laguna Phuket Club Co., Ltd.	Thailand	Hospitality	-	-	59.99	99.99	40.01	0.01
Laguna Paradise Co., Ltd.	Thailand	Holding company	-	-	59.99	99.99	40.01	0.01
S Hotels and Resort (SC) Co., Ltd.	The Republic of Seychelles	Holding company	-	-	60.00	100.00	40.00	-
Prime Locations Management 2 Ltd.	The Republic of Seychelles	Holding company	-	-	60.00	100.00	40.00	-
Dream Islands Development 2 Pvt. Ltd.	The Republic of Maldives	Hospitality	-	-	59.99	99.98	40.01	0.02
Prime Locations Management 3 Ltd.	The Republic of Seychelles	Holding company	-	-	60.00	-	40.00	-
Dream Islands Development 3 Pvt. Ltd.	The Republic of Maldives	Hospitality	-	-	60.00	-	40.00	-

All subsidiary undertaking are included in the consolidation.

## 12 Investments in subsidiaries (Cont'd)

### Financial information of subsidiaries with non-controlling interests

The summary financial information of each subsidiary that has non-controlling interests are significant to the Group are summarised below. The amounts are disclosed for each subsidiary is shown by the amount before the inter-company elimination.

#### Summarised statement of financial position as at 31 December

	Nirvana Daii Public Co., Ltd. and subsidiaries (*)		S Hotels and Resort Public Co., Ltd. and subsidiaries (**)	Total	
	2019 Baht	2018 Baht	2019 Baht	2019 Baht	2018 Baht
<b>Current</b>					
Assets	9,813,907,433	10,520,153,724	5,150,239,870	14,964,147,303	10,520,153,724
Liabilities	(5,608,679,817)	(3,863,459,599)	(2,813,923,948)	(8,422,603,765)	(3,863,459,599)
Net current assets	4,205,227,616	6,656,694,125	2,336,315,922	6,541,543,538	6,656,694,125
<b>Non-current</b>					
Assets	4,137,572,296	2,424,774,625	26,049,674,396	30,187,246,692	2,424,774,625
Liabilities	(3,400,058,642)	(3,972,782,370)	(8,331,875,240)	(11,731,933,882)	(3,972,782,370)
Net non-current liabilities	737,513,654	(1,548,007,745)	17,717,799,156	18,455,312,810	(1,548,007,745)
Net assets	4,942,741,270	5,108,686,380	20,054,115,078	24,996,856,348	5,108,686,380
Carrying value of non-controlling of interest	2,826,011,874	2,771,214,157	7,230,994,278	10,057,006,152	2,771,214,157

(\*) Subsidiaries of Nirvana Daii Public Co., Ltd. comprised of Nirvana Praram 9 Co., Ltd., Nirvana Construction Co., Ltd., Nirvana U Co., Ltd., NVDA Co., Ltd., Nirvana River Co., Ltd., Qtech Products Co., Ltd., Atech Enterprise Co., Ltd., Deeji Home Center Co., Ltd. and NVDG Co., Ltd.

(\*\*) Subsidiaries of S Hotels and Resort Public Co., Ltd. comprised of S Hotel Management Co., Ltd., S Hotel Phi Phi Island Co., Ltd., S Hotels and Resorts (HK) Ltd., S Hotels and Resorts (UK) Ltd., S Hotels and Resorts APAC (SG) Pte. Ltd., APAC Holding, LLC Madison Offshore Holdings I, LLC OTRG APAC Holdings, LLC SHR Hotels USA INC., SHR Global Holdings LLC, APAC Real Estate Holdings LLC, LBR LLC AREH II LLC, OCL US LLC OHL US LLC, AREH III LLC, SHR Global Holdings II LLC, Hillview Global Pte Limited, OC Pte Limited, OH Pte Limited, OHH (Fiji) Pte Limited, Hillview Pte Limited, Saltlake Resorts Limited, O.K.M. Private Limited, Castleton Hotels & Resorts Pte. Ltd., Madison Offshore (Thailand) Co., Ltd., Na Nimmann Co., Ltd., Laguna Beach Development Co., Ltd., Laguna Phuket Club Co., Ltd., Laguna Paradise Co., Ltd., S Hotels and Resorts (SC) Co., Ltd. Prime Locations Management 2 Ltd. Dream Islands Development 2 Pvt. Ltd. Prime Locations Management 3 Ltd. Dream Islands Development 3 Pvt. Ltd.

#### Summarised statement of comprehensive income for the years ended 31 December

	Nirvana Daii Public Co., Ltd. and subsidiaries (*)		S Hotels and Resort Public Co., Ltd. and subsidiaries (**)	Total	
	2019 Baht	2018 Baht	2019 Baht	2019 Baht	2018 Baht
Revenue	2,763,227,293	2,955,332,838	3,905,874,826	6,669,102,119	2,955,332,838
Profit before income tax	41,631,753	314,629,815	(316,189,166)	(274,557,413)	314,629,815
Income taxes	(30,001,285)	(73,554,620)	(139,834,862)	(169,836,147)	(73,554,620)
Post-tax profit from continuing operations	11,630,468	241,075,195	(456,024,028)	(444,393,560)	241,075,195
Other comprehensive income	(1,654,270)	-	(865,486,931)	(867,141,201)	-
Total comprehensive income (expense)	9,976,198	241,075,195	(1,321,510,959)	(1,311,534,761)	241,075,195
Total comprehensive income (expense) allocated to non-controlling interest	114,122,483	149,247,591	(43,396,238)	70,726,245	149,247,591
Dividend distributed to non-controlling interest	53,500,588	113,685,490	-	53,500,588	113,685,490

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**12 Investments in subsidiaries (Cont'd)**

**Financial information of subsidiaries with non-controlling interests (Cont'd)**

**Summarised statement of cash flows for the years ended 31 December**

	<b>Nirvana Daii Public Co., Ltd. and subsidiaries (*)</b>		<b>S Hotels and Resort Public Co., Ltd. and subsidiaries (**)</b>		<b>Total</b>
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
<b>Cash flows from operating activities</b>					
Cash used in operating activities	(739,419,517)	(2,084,115,944)	936,319,263	196,899,747	(2,084,115,944)
Interest paid	(290,851,112)	(198,131,233)	(460,043,807)	(741,385,547)	(198,131,233)
Income tax paid	(132,905,328)	(56,951,699)	(93,956,536)	(226,861,864)	(56,951,699)
Net cash generated from (used in) operating activities	(1,163,175,957)	(2,339,198,876)	382,318,920	(771,347,664)	(2,339,198,876)
Net cash used in investing activities	(325,919,215)	(295,787,622)	(3,900,242,007)	(4,235,670,593)	(295,787,622)
Net cash generated from financing activities	756,850,692	2,747,142,502	5,262,929,209	6,019,779,901	2,747,142,502
Net increase (decrease) in cash and cash equivalents	(732,244,480)	112,156,004	1,745,006,122	1,012,761,642	112,156,004

As at 31 December 2019, the Group used investments in subsidiaries, which the net book value totaling to Baht 5,769 million and US Dollar 5,999, as collaterals in order to pledge the long-term borrowings from financial institutions (Note 19).

**13 Investment properties**

	<b>Consolidated financial statements</b>		
	<b>Building and building improvement Baht</b>	<b>Construction in progress Baht</b>	<b>Total Baht</b>
As at 1 January 2019	12,023,145,400	40,785,318	12,063,930,718
Additions	102,775,393	165,370,071	268,145,464
Transfer from property, plant and equipment (Note 14)	792,033,414	-	792,033,414
Fair value adjustment from transfer of property, plant and equipment.	315,161,845	-	315,161,845
Currency translation differences	(16,834,673)	-	(16,834,673)
Net gain from fair value adjustments	405,823,722	-	405,823,722
As at 31 December 2019	13,622,105,101	206,155,389	13,828,260,490



### 13 Investments property (Cont'd)

	<b>Separate financial statements</b>	
	<b>Building and building improvement Baht</b>	<b>Total Baht</b>
As at 31 December 2018	85,500,000	85,500,000
Net loss from fair value adjustment	(1,900,000)	(1,900,000)
As at 31 December 2019	83,600,000	83,600,000

The Group's investment properties were valued by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use.

Valuation of investment properties was classified as fair value in Level 3 based on information use in valuation technique which is comparable to the current price.

Valuation technique and principal unobservable input use in measuring fair value of investment properties were as follows:

#### Valuation technique

- Discount projected of operation cash flows

Fair values are assessed by present values of operation cash flow from assets, which is calculated from expected rental rate and net cashflows, using the risk-adjusted discount rate.

- Compare with market

#### Principal unobservable inputs

- Occupancy rate (68% to 95%)
- Rental rate throughout the remaining lease agreement
- Risk-adjusted discount rate

#### The association of unobservable input with fair values

Estimated valuation of fair value will increase (decrease), if:

- Occupancy rate increase (decrease)
- Market rental rate increase (decrease)
- Risk adjusted discount rate decrease (increase)

The Group has no change on the valuation techniques during the year.

As at 31 December 2019, the Group used investment properties of Baht 13,159.62 million (2018: 11,974.93 million) as collaterals in order to pledge the long-term borrowings from financial institutions (Note19).

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Revenue from rental and services	695,652,294	711,058,501	17,504,557	18,278,011
Direct operating expense arise from investment properties that generated rental and service income	(263,861,132)	(343,987,102)	(10,370,463)	(10,551,775)

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**14 Property, plant and equipment, net**

	Consolidated financial statements						
	Land Baht	Land improvement Baht	Buildings and building improvement Baht	Furniture, fixtures and office equipment Baht	Vehicles Baht	Construction in progress Baht	Total Baht
<b>At 1 January 2018</b>							
Cost	2,133,407,845	108,097,172	1,716,237,438	627,475,245	46,089,144	124,784,528	4,756,091,372
Less Accumulated depreciation	-	(39,713,561)	(501,475,308)	(333,048,516)	(27,531,343)	-	(901,768,728)
Net book amount	2,133,407,845	68,383,611	1,214,762,130	294,426,729	18,557,801	124,784,528	3,854,322,644
<b>Year ended 31 December 2018</b>							
<b>Opening net book amount</b>	2,133,407,845	68,383,611	1,214,762,130	294,426,729	18,557,801	124,784,528	3,854,322,644
Additions	-	-	26,295,493	78,876,903	13,030,206	4,998,227,758	5,116,430,360
Increase from acquisition of a subsidiary, net	3,591,499,562	81,168,230	4,575,536,096	502,622,400	7,356,890	40,682,223	8,798,865,401
Transfer in (out) *	-	18,107,522	231,968,962	67,795,922	770	(302,059,086)	15,814,090
Write-off and disposals, net	-	-	(1,114,852)	(5,908,960)	(13,528)	(749,842)	(7,787,182)
Decrease from loss control in a subsidiary	-	-	(9,880,033)	(2,717,353)	-	-	(12,597,386)
Depreciation charge	-	(21,077,159)	(225,546,473)	(179,639,548)	(9,744,789)	-	(436,007,969)
Currency translation differences	32,401,299	1,003,432	3,563,578	(194,340)	(91,353)	4,482,041	41,164,657
<b>Closing net book amount</b>	5,757,308,706	147,585,636	5,815,584,901	755,261,753	29,095,997	4,865,367,622	17,370,204,615
<b>At 31 December 2018</b>							
Cost	5,757,308,706	209,947,585	7,749,761,346	2,448,630,254	75,422,496	4,865,367,622	21,106,438,009
Less Accumulated depreciation	-	(62,361,949)	(1,934,176,445)	(1,693,368,501)	(46,326,499)	-	(3,736,233,394)
<b>Net book amount</b>	5,757,308,706	147,585,636	5,815,584,901	755,261,753	29,095,997	4,865,367,622	17,370,204,615
<b>Year ended 31 December 2019</b>							
<b>Opening net book amount</b>	5,757,308,706	147,585,636	5,815,584,901	755,261,753	29,095,997	4,865,367,622	17,370,204,615
Additions	-	2,834,619	72,089,657	57,895,553	17,433,805	4,812,747,874	4,963,001,508
Increase from acquisition of a subsidiary, net (Note 30)	-	-	2,192,230	3,667,962	-	-	5,860,192
Transfer in (out)	-	55,966,528	7,628,132,696	750,627,825	325,317	(9,255,591,459)	(820,539,093)
Write-off and disposals, net	-	-	(12,114,472)	(9,280,164)	(1,971)	(136,023)	(21,532,630)
Depreciation charge	-	(21,107,594)	(416,209,932)	(273,982,762)	(10,942,944)	-	(722,243,232)
Currency translation differences	(200,235,563)	(6,832,271)	(449,905,080)	(49,307,195)	(900,479)	(198,033,661)	(905,214,249)
<b>Closing net book amount</b>	5,557,073,143	178,446,918	12,639,770,000	1,234,882,972	35,009,725	224,354,353	19,869,537,111
<b>At 31 December 2019</b>							
Cost	5,557,073,143	257,785,704	13,778,954,459	3,082,523,857	91,335,078	224,354,353	22,992,026,594
Less Accumulated depreciation	-	(79,338,786)	(1,139,184,459)	(1,847,640,885)	(56,325,353)	-	(3,122,489,483)
<b>Net book amount</b>	5,557,073,143	178,446,918	12,639,770,000	1,234,882,972	35,009,725	224,354,353	19,869,537,111

\*Transfer to investment properties of Baht 792,033,414 was included in the line of the transfer out.

Singha Estate Public Company Limited  
Notes to the Consolidated and Separate Financial Statements  
For the year ended 31 December 2019

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

	Separate financial statements						
	Land Baht	Land improvement Baht	Buildings and building improvement Baht	Furniture, fixtures and office equipment Baht	Vehicles Baht	Construction in progress Baht	Total Baht
<b>At 1 January 2018</b>							
Cost	208,721,352	29,360,771	724,419,981	244,017,260	14,003,956	48,480,183	1,269,003,503
Less Accumulated depreciation	-	(17,631,300)	(288,877,433)	(150,206,693)	(11,575,976)	-	(468,291,402)
<b>Net book amount</b>	208,721,352	11,729,471	435,542,548	93,810,567	2,427,980	48,480,183	800,712,101
<b>Year ended 31 December 2018</b>							
Opening net book amount	208,721,352	11,729,471	435,542,548	93,810,567	2,427,980	48,480,183	800,712,101
Additions	-	-	2,811,289	21,520,065	1,726,355	130,802,353	156,860,062
Transfer in (out)	-	14,285,182	146,531,807	18,490,430	769	(179,282,536)	25,652
Write-off and disposals, net	(207,817,082)	(23,734,673)	(517,192,488)	(85,167,863)	(3,023,280)	-	(836,935,386)
Depreciation charge	-	(2,279,980)	(49,912,961)	(27,274,711)	(1,131,823)	-	(80,599,475)
<b>Closing net book amount</b>	904,270	-	17,780,195	21,378,488	1	-	40,062,954
<b>At 31 December 2018</b>							
Cost	904,270	-	24,523,106	55,602,695	771,064	-	81,801,135
Less Accumulated depreciation	-	-	(6,742,911)	(34,224,207)	(771,063)	-	(41,738,181)
<b>Net book amount</b>	904,270	-	17,780,195	21,378,488	1	-	40,062,954
<b>Year ended 31 December 2019</b>							
Opening net book amount	904,270	-	17,780,195	21,378,488	1	-	40,062,954
Additions	-	-	2,155,706	7,269,357	-	-	9,425,063
Transfer in (out)	-	-	-	231,250	-	-	231,250
Write-off and disposals, net	-	-	-	(35,600)	-	-	(35,600)
Depreciation charge	-	-	(2,321,506)	(8,909,598)	-	-	(11,231,104)
<b>Closing net book amount</b>	904,270	-	17,614,395	19,933,897	1	-	38,452,563
<b>At 31 December 2019</b>							
Cost	904,270	-	26,678,812	62,339,553	771,064	-	90,693,699
Less Accumulated depreciation	-	-	(9,064,417)	(42,405,656)	(771,063)	-	(52,241,136)
<b>Net book amount</b>	904,270	-	17,614,395	19,933,897	1	-	38,452,563

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**14 Property, plant and equipment, net (Cont'd)**

As at 31 December 2019, the Group used land and building of Baht 16,241.98 million (2018: Baht 2,652.08 million) as collaterals in order to pledge the long-term loans from financial institutions (Note 19).

As at 31 December 2019, net book amount of the assets under the financial lease of the Group is Baht 8.08 million (2018: Baht 9.82 million).

For the Group, depreciation expenses of Baht 656,430,394 and Baht 65,812,838 has been charged in cost of rental and services and administrative expenses, respectively (2018: Baht 297,146,536 and Baht 138,861,433 respectively). For Company, depreciation expenses of Baht 21,016 and Baht 11,210,088 has been charged in cost of services and administrative expenses, respectively (2018: Baht 71,213,347 and Baht 9,386,128, respectively).

**15 Goodwill**

		<b>Consolidated financial statements</b>	
		<b>2019 Baht</b>	<b>2018 Baht</b>
<b>At 1 January</b>			
Cost		2,089,426,973	1,130,657,604
<u>Less</u> Allowance for impairment		-	-
<b>Net book amount</b>		<b>2,089,426,973</b>	<b>1,130,657,604</b>
<b>Year ended 31 December</b>			
Opening net book amount		2,089,426,973	1,130,657,604
Increase from acquisition of a subsidiary (Note 30)		25,378,748	946,591,872
Currency translation differences		(96,270,345)	12,177,497
<b>Closing net book amount</b>		<b>2,018,535,376</b>	<b>2,089,426,973</b>
<b>At 31 December</b>			
Cost		2,018,535,376	2,089,426,973
<u>Less</u> Allowance for impairment		-	-
<b>Net book amount</b>		<b>2,018,535,376</b>	<b>2,089,426,973</b>

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment.

A segment-level summary of the goodwill allocation is presented below.

		<b>Consolidated financial statements</b>					
		<b>2019</b>			<b>2018</b>		
		<b>House Baht</b>	<b>Hospitality Baht</b>	<b>Total Baht</b>	<b>House Baht</b>	<b>Hospitality Baht</b>	<b>Total Baht</b>
Goodwill allocation		906,833,675	1,111,701,701	2,018,535,376	881,454,927	1,207,972,046	2,089,426,973

The recoverable amount of a CGUs is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGUs operates. Based as the calculation, there are sufficient headroom over the book value.

The key assumptions used for value-in-use calculations are as follows:

		<b>2019</b>		<b>2018</b>	
		<b>House &amp; Condominium</b>	<b>Hospitality</b>	<b>House &amp; Condominium</b>	<b>Hospitality</b>
Growth rate		3%	3%	3%	3%
Discount rate		7.1%	7.5 % - 12%	8.6%	9.5% - 12%

These assumptions have been used for the analysis of each CGUs within the business segment.

## 15 Goodwill (Cont'd)

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The impairment assessment of goodwill includes impairment of trademark and hotel operation licenses which are presented under intangible assets.

If the assumptions used in calculation on impairment test for goodwill changes, the growth rate decrease by 1% per annum or discount rate increase by 1% per annum, there is still no impairment of goodwill.

## 16 Leasehold right

	<b>Consolidated financial statements Baht</b>
Net book amount as at 1 January 2018	64,328,418
Increase from acquisition of subsidiaries	1,016,901,282
Addition during the year	624,991,011
Transfer to current portion	(71,210,320)
Transfer to other assets	(9,930,158)
Currency transaction differences	22,473,698
Net book amount as at 31 December 2018	1,647,553,931
Addition during the year	32,753,296
Transfer to current portion	(52,627,288)
Currency transaction differences	(107,659,562)
Net book amount as at 31 December 2019	1,520,020,377

Current portion of leasehold right is presented under other current assets.

## 17 Deferred income taxes

Deferred income tax presented in the statements of financial position comprised of:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Deferred income tax assets	180,249,294	142,455,493	-	-
Deferred income tax liabilities	(1,242,276,452)	(983,413,782)	(319,112,511)	(237,751,816)
Deferred income tax, net	(1,062,027,158)	(840,958,289)	(319,112,511)	(237,751,816)

## 17 Deferred income taxes (Cont'd)

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
<b>Deferred income tax assets:</b>				
Deferred income tax asset to be recovered within 12 months	45,444,953	46,420,882	-	-
Deferred income tax asset to be recovered after more than 12 months	178,236,253	365,390,773	101,689,541	201,764,343
	223,681,206	411,811,655	101,689,541	201,764,343
<b>Deferred income tax liabilities:</b>				
Deferred income tax liabilities to be settled within 12 months	(15,628,937)	(4,530,582)	(2,785,188)	(155,246)
Deferred income tax liability to be settled after more than 12 months	(1,270,079,427)	(1,248,239,362)	(418,016,864)	(439,360,913)
	(1,285,708,364)	(1,252,769,944)	(420,802,052)	(439,516,159)
Deferred income tax, net	(1,062,027,158)	(840,958,289)	(319,112,511)	(237,751,816)

The movement of the deferred income tax account is as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
At 1 January	(840,958,289)	(282,186,328)	(237,751,816)	81,751,203
Increase from acquisition of subsidiaries	(24,681,360)	(792,732,788)	-	-
Increase/(decrease) to profit or loss	(192,514,423)	240,917,105	(81,465,576)	(320,566,463)
Increase/(decrease) to other comprehensive income (expense)	(63,250,917)	3,183,298	104,881	1,063,444
Currency translation differences	59,377,831	(10,139,576)	-	-
At 31 December	(1,062,027,158)	(840,958,289)	(319,112,511)	(237,751,816)



**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**17 Deferred income taxes (Cont'd)**

The movement in deferred income tax assets and liabilities are as follows:

	Consolidated financial statements						
	Employee benefit obligation Baht	Depreciation Baht	Allowance for doubtful debt Baht	Deposits Baht	Tax losses Baht	Share-based payment Baht	Other Baht
<b>Deferred income tax assets</b>							
As at 1 January 2018	9,446,745	348,419	1,075,503	23,124,987	109,648,290	19,702,294	7,638,164
Increase from acquisition of subsidiaries	1,132,393	(348,419)	-	-	30,012,939	-	5,996,025
Increase to profit or loss	1,637,682	-	2,152,457	20,339,694	117,111,402	17,892,013	41,081,540
Increase to other comprehensive income	3,353,051	-	-	-	-	-	-
Currency translation differences	14,253	-	-	-	377,765	-	75,458
As at 31 December 2018	15,584,124	-	3,227,960	43,464,681	257,150,396	37,594,307	54,790,187
As at 1 January 2019	15,584,124	-	3,227,960	43,464,681	257,150,396	37,594,307	54,790,187
Increase/(decrease) to profit or loss	5,642,513	-	54,350	(41,023,906)	(152,856,511)	9,760,580	(6,532,362)
Decrease to other comprehensive income	(413,567)	-	-	-	-	-	-
Currency translation differences	(165,436)	-	-	-	(2,295,157)	-	(300,953)
As at 31 December 2019	20,647,634	-	3,282,310	2,440,775	101,998,728	47,354,887	47,956,872
							223,681,206

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**17 Deferred income taxes (Cont'd)**

The movement in deferred income tax assets and liabilities are as follows: (Cont'd)

	Consolidated financial statements						Total Baht
	Re-measuring of fair value Baht	Depreciation Baht	Prepaid expenses Baht	Convertible debenture Baht	Financial lease Baht	Share profit from joint ventures Baht	
<b>Deferred income tax liabilities</b>							
At 1 January 2018	(217,061,132)	-	(31,210,741)	(23,130,675)	(166,834,534)	(7,083,393)	(453,170,730)
Increase from acquisition of a subsidiary	(770,706,836)	(51,126,844)	-	-	-	-	(829,524,726)
Increase/(decrease) to profit or loss	25,541,724	1,445,998	(7,016,143)	4,773,257	3,362,089	12,109,993	40,702,317
Decrease to other comprehensive income	(169,753)	-	-	-	-	-	(169,753)
Currency translation differences	(9,862,360)	(647,906)	-	-	-	-	(10,607,052)
At 31 December 2018	(972,258,357)	(50,328,752)	(38,226,884)	(18,397,418)	(163,472,445)	5,026,600	(1,252,769,944)
At 1 January 2019	(972,258,357)	(50,328,752)	(38,226,884)	(18,397,418)	(163,472,445)	5,026,600	(1,252,769,944)
Increase from acquisition of a subsidiary	(24,681,360)	-	-	-	-	-	(24,681,360)
Increase/(decrease) to profit or loss	33,457,620	(52,579,730)	26,933,510	5,925,114	3,334,681	3,843,718	(7,559,087)
Decrease to other comprehensive income	(62,837,350)	-	-	-	-	-	(62,837,350)
Currency translation differences	54,260,844	7,264,013	-	-	-	46,151	62,139,377
At 31 December 2019	(972,058,603)	(95,644,469)	(11,293,374)	(12,472,304)	(160,137,764)	8,916,469	(1,285,708,364)

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**17 Deferred income taxes (Cont'd)**

The movement in deferred income tax assets and liabilities are as follows: (Cont'd)

	Separate financial statements				
	Employee benefit obligation Baht	Depreciation Baht	Share based payment Baht	Tax losses Baht	Total Baht
<b>Deferred income tax assets</b>					
At 1 January 2018	1,805,406	300,419	19,702,294	95,241,670	117,049,789
Increase (decrease) to profit or loss	892,905	(300,054)	17,892,012	65,049,342	83,534,205
Increase to other comprehensive income	1,180,349	-	-	-	1,180,349
At 31 December 2018	3,878,660	365	37,594,306	160,291,012	201,764,343
At 1 January 2019	3,878,660	365	37,594,306	160,291,012	201,764,343
Increase (decrease) to profit or loss	1,746,346	(365)	9,694,173	(111,514,956)	(100,074,802)
At 31 December 2019	5,625,006	-	47,288,479	48,776,056	101,689,541

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**17 Deferred income taxes (Cont'd)**

The movement in deferred income tax assets and liabilities are as follows: (Cont'd)

	Separate financial statements					
	Re-measuring of fair value Baht	Unearned revenue finance lease Baht	Prepaid expenses Baht	Convertible debentures Baht	Premium on share capital Baht	Total Baht
<b>Deferred income tax liabilities</b>						
At 1 January 2018	(38,341)	-	(4,279,315)	(23,130,675)	(7,850,255)	(35,298,586)
Increase (decrease) to profit or loss	-	(404,870,817)	(3,963,110)	4,733,259	-	(404,100,668)
Decrease to other comprehensive income	(116,905)	-	-	-	-	(116,905)
At 31 December 2018	(155,246)	(404,870,817)	(8,242,425)	(18,397,416)	(7,850,255)	(439,516,159)
At 1 January 2019	(155,246)	(404,870,817)	(8,242,425)	(18,397,416)	(7,850,255)	(439,516,159)
Increase to profit or loss	-	7,176,510	5,507,602	5,925,114	-	18,609,226
Increase to other comprehensive income	104,881	-	-	-	-	104,881
At 31 December 2019	(50,365)	(397,694,307)	(2,734,823)	(12,472,302)	(7,850,255)	(420,802,052)

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of Baht 490.03 million in respect of losses amounting to Baht 2,450.05 million that can be carried forward against future taxable income. These loss carry forward will be expired in 2024.

**18 Trade and other payables**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Trade accounts payable	438,119,944	752,406,813	3,127,675	68,956,764
Other payables	828,637,607	845,793,130	65,203,556	82,548,036
Accrued expenses	2,039,896,415	1,729,198,446	242,321,667	282,530,552
Advance from construction contracts	54,361,441	62,724,977	-	-
Unearned revenue	988,985,727	1,771,318,811	146,047,813	811,436,282
Trade and other payables	4,350,001,134	5,165,442,177	456,700,711	1,245,471,634

**19 Borrowings**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
<b>Borrowings</b>				
Borrowings from financial institutions, net	20,437,397,653	23,776,995,435	1,205,420,405	6,407,640,111
Finance lease liabilities, net	6,499,665	8,458,255	-	-
	20,443,897,318	23,785,453,690	1,205,420,405	6,407,640,111
<b>Current</b>				
Short-term borrowings	3,724,739,265	1,993,371,928	557,935,408	332,935,408
Current portion of finance lease liabilities, net	1,498,077	1,745,410	-	-
Current portion of long-term borrowings, net	1,663,421,611	2,192,607,113	-	-
Total current, net	5,389,658,953	4,187,724,451	557,935,408	332,935,408
<b>Non-current</b>				
Finance lease liabilities, net	5,001,588	6,712,845	-	-
Long-term borrowings, net	15,049,236,777	19,591,016,394	647,484,997	6,074,704,703
Total non-current, net	15,054,238,365	19,597,729,239	647,484,997	6,074,704,703
<b>Total borrowings, net</b>	20,443,897,318	23,785,453,690	1,205,420,405	6,407,640,111

Borrowings of Baht 18,589.92 million (2018: Baht 22,797.16 million) are secured by the Group's inventories, costs of property development, subsidiaries' shares, investments property, and land (Note 9, 10, 12, 13 and 14).

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**19 Borrowings (Cont'd)**

Short-term borrowings from financial institutions as at 31 December 2019 and 2018 are detailed as follows:

No.	Credit facility	Payment term	Condition of borrowing Secured by	Interest % per annum	Consolidated financial statements		Separate financial statements		
					2019 Baht	2018 Baht	2019 Baht	2018 Baht	
The Company									
1.	Baht 4,001,190,000	1 February 2019 with interest 31 May 2019 with interest 31 January 2020 with interest 31 January 2020 with interest 17 March 2020 with interest	Nil Nil Nil Nil Nil	3.450 3.450 3.700 3.700 3.500	- - 66,587,082 266,348,326 225,000,000	66,587,082 266,348,326 - - -	- - 66,587,082 266,348,326 225,000,000	66,587,082 266,348,326 - - -	
Nirvana Daii Public Co., Ltd and its subsidiaries									
2.	Baht 200,000,000	12 December 2020 with interest 13 May 2020 with interest	Land and premises of project Land and premises of project	MLR minus certain margin MLR minus certain margin	100,000,000 100,000,000	- -	- -	- -	
3.	Baht 690,000,000	6 March 2019 with interest 6 March 2020 with interest	Land of project Land of project	MLR minus certain margin MLR minus certain margin	- 677,468,984	690,000,000 -	- -	- -	
4.	Baht 900,000,000	4 December 2019 with interest 4 December 2020 with interest	Land and premises of project Land and premises of project	5.350 5.125	- 897,922,131	900,000,000 -	- -	- -	
5.	Baht 70,436,520	21 December 2019 with interest	Land and premises of project	4.000	-	70,436,520	-	-	
6.	Baht 76,000,000	21 December 2020 with interest	Land and premises of project	4.000	73,316,520	-	-	-	
7.	Baht 331,000,000	19 December 2020 with interest	Fully guaranteed by Nirvana Daii Public Co., Ltd.	MLR minus certain margin	221,035,000	-	-	-	
8.	Baht 30,000,000	17 January 2020 with interest	Land and premises of project	MLR minus certain margin	25,000,000	-	-	-	
9.	Baht 112,000,000	26 June 2020 with interest	Fully guaranteed by Nirvana Daii Public Co., Ltd.	4.100	73,255,000	-	-	-	
S Park Property Co., Ltd.					998,806,222	-	-	-	
10.	Baht 998,810,000	31 January 2020 with interest	Nil	MMR	3,724,739,265	1,993,371,928	557,935,408	332,935,408	
Total short-term borrowings from financial institutions									



**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**19 Borrowings (Cont'd)**

Long-term borrowings from financial institutions as at 31 December 2019 and 2018 are detailed as follows:

No.	Credit facility	Payment term	Condition of borrowing		Interest % per annum	Consolidated financial statements		Separate financial statements	
			Secured by			2019 Baht	2018 Baht	2019 Baht	2018 Baht
The Company									
1.	Baht 2,110,000,000	On unit transfer within 21 March 2021	Land and building		MLR minus certain margin	-	922,977,757	-	922,977,757
2.	Baht 700,000,000	Within 30 August 2021	Nil		MLR minus certain margin	647,484,997	646,902,196	647,484,997	646,902,196
3.	Baht 2,271,290,000	Within 11 June 2020	Common shares of S Hotels and Resort APAC (SG) Pte Ltd. and subsidiaries		MLR minus certain margin	-	2,252,412,375	-	2,252,412,375
4.	Baht 2,271,290,000	Within 11 June 2020	Common shares of S Hotels and Resort APAC (SG) Pte Ltd. and subsidiaries		MLR minus certain margin	-	2,252,412,375	-	2,252,412,375
S Hotel Phi Phi Island Co., Ltd.									
5.	Baht 2,320,000,000	On quarterly basis from 31 March 2018 to 31 August 2027	Land and building		MLR minus certain margin	1,833,227,288	1,952,045,884	-	-
Singha Property Development Co., Ltd.									
6.	Baht 3,700,000,000	On quarterly basis from 31 May 2020 to 23 February 2031	Land and Building		MLR minus certain margin	3,301,084,147	3,054,010,309	-	-
7.	Baht 1,850,000,000	On unit transfer within 26 February 2022	Land and Building		MLR minus certain margin	20,000	767,826,645	-	-
Max Future Co., Ltd.									
8.	Baht 3,064,070,404	On quarterly basis from 31 August 2019 to 28 February 2026	Land and Building		6 months fixed deposit plus certain margin	-	3,073,166,201	-	-
9.	Baht 1,520,000,000	On Monthly basis from 30 November 2019 to 30 November 2022	Land		MLR minus certain margin	1,042,535,167	1,125,254,165	-	-
10.	Baht 2,320,000,000	On quarterly basis from 30 November 2022 to 31 August 2032	Leasehold and Building		MLR minus certain margin	79,811,672	-	-	-

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**19 Borrowings (Cont'd)**

Long-term borrowings from financial institutions as at 31 December 2019 and 2018 are detailed as follows: (Cont'd)

No.	Credit facility	Payment term	Condition of borrowing	Interest % per annum	Consolidated financial statements		Separate financial statements	
					2019 Baht	2018 Baht	2019 Baht	2018 Baht
Nirvana Daii PCL. and subsidiaries								
11.	Baht 500,000,000	Within December 2019	Land and future building	MLR minus certain margin	-	76,690,751	-	-
12.	Baht 215,000,000	Within November 2020	Land and premises of project and directors letter of comfort from directors and guaranteed by Nirvana Daii Public Co., Ltd.	MLR minus certain margin	68,474,400	63,092,400	-	-
13.	Baht 140,000,000	Within March 2020	Land and premises of project and directors letter of comfort from directors and guaranteed by Nirvana Daii Public Co., Ltd.	MLR minus certain margin	75,499,750	97,153,700	-	-
14.	Baht 176,000,000	Within February 2020	Land and future building	MLR minus certain margin	-	21,649,666	-	-
15.	Baht 2,430,000,000	Within October 2021	Land and future building and fully guaranteed by Nirvana Daii Public Co., Ltd	MLR minus certain margin	-	1,592,478,023	-	-
16.	Baht 200,000,000	Within August 2022	Land and premises of project	MLR minus certain margin	-	118,945,060	-	-
17.	Baht 295,000,000	Within September 2022	Land and premises of project	MLR minus certain margin	104,600,000	100,000,000	-	-
18.	Baht 1,236,250,000	Within March 2020	Land and premises of project	THBFX plus certain margin	632,050,000	771,250,000	-	-
19.	Baht 714,700,000	Within December 2019	Land and future building	MLR minus certain margin	-	113,034,921	-	-
20.	Baht 408,400,000	Within February 2020	Land and premises of project	MLR minus certain margin	10,000	-	-	-
21.	Baht 120,000,000	Within August 2027	Fully guaranteed	MLR minus certain margin	66,979,291	-	-	-
22.	Baht 2,500,000,000	Within September 2022	by Nirvana Daii Public Co., Ltd Land and premises of project and guaranteed	BIBOR plus certain margin	2,163,903,092	-	-	-
23.	Baht 240,000,000	Within August 2021	by Nirvana Daii Public Co., Ltd. Land and premises of project	MLR minus certain margin	126,490,138	-	-	-

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**19 Borrowings (Cont'd)**

Long-term borrowings from financial institutions as at 31 December 2019 and 2018 are detailed as follows: (Cont'd)

No.	Credit facility	Payment term	Condition of borrowing	Secured by	Interest % per annum	Consolidated financial statements		Separate financial statements	
						2019 Baht	2018 Baht	2019 Baht	2018 Baht
S Hotels and Resort APAC(SG) Pte Ltd. and subsidiaries									
24.	USD 28,000,000	Quarterly basis within 4 September 2020	Land and Building		LIBOR plus certain margin	-	586,700,952	-	-
25.	FJD 4,900,000	Monthly basis within 31 July 2019	Subsidiaries' shares		Published index rate minus certain margin	-	9,438,230	-	-
26.	FJD 2,100,000	Monthly basis within 31 July 2019	Subsidiaries' shares		Published index rate minus certain margin	-	4,044,973	-	-
27.	FJD 48,333,959	Monthly basis within 6 December 2022	Land and Building		Published index rate minus certain margin	417,859,372	510,230,638	-	-
28.	FJD 16,120,457	Monthly basis within 31 July 2022	Land and Building		Published index rate minus certain margin	219,605,252	253,698,824	-	-
29.	Baht 1,685,000,000	Quarterly basis within 18 March 2021	Land and Building		MLR minus certain margin	1,376,111,979	1,418,207,462	-	-
30.	USD 3,560,000	Quarterly basis within 31 December 2025	Land and Building		LIBOR plus certain margin	94,973,132	-	-	-
31.	EURO 12,673,600	Quarterly basis within 31 December 2025	Land and Building		LIBOR plus certain margin	379,228,231	-	-	-
S Hotels and Resorts Public Co., Ltd.									
32.	Baht 650,000,000	On quarterly basis from May 2021 to August 2022	Nil		MLR minus certain margin	648,551,921	-	-	-
Dream Islands Development 2 Pvt. Ltd.									
33.	USD 120,000,000	On quarterly basis from 30 June 2021 to 30 September 2032	Guaranteed by S Hotels and Resorts Public Co., Ltd.		LIBOR plus certain margin	2,877,963,017	-	-	-
S43 Property Co., Ltd.									
34.	Baht 900,000,000	On unit transfer within 7 August 2023	Land and Building		MLR minus certain margin	556,195,542	-	-	-
Total long-term borrowings from financial institutions						16,712,658,388	21,783,623,507	647,484,997	6,074,704,703
Less: Current portion of long-terms borrowing						(1,663,421,611)	(2,192,607,113)	-	-
Long-term borrowings, net						15,049,236,777	19,591,016,394	647,484,997	6,074,704,703

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**19 Borrowings (Cont'd)**

Interest rate risk of borrowing from financial institutions is as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
borrowing				
At fixed rates	1,602,429,059	1,303,371,928	557,935,408	332,935,408
At floating rates	18,834,968,594	22,473,623,507	647,484,997	6,074,704,703
Total loans	20,437,397,653	23,776,995,435	1,205,420,405	6,407,640,111

The effective interest rates at the statement of financial position date are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Bank borrowings	3.3% to 7.3%	3.3% to 7.4%	3.3% to 4.0%	3.3% to 4.0%

The fair value of borrowings approximately equal their carrying amount, as the impact of discounting is not significant.

Maturities of long-term borrowings are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Within 1 year	1,663,421,611	2,192,607,113	-	-
Later than 1 year but not later than 5 years	14,970,203,217	19,591,016,394	647,484,997	6,074,704,703
Later than 5 years	79,033,560	-	-	-
Total loans	16,712,658,388	21,783,623,507	647,484,997	6,074,704,703

**Borrowing facilities**

The Group have the following undrawn committed borrowing facilities:

	<b>Consolidated financial statements (Original currency)</b>				
	<b>2019</b>			<b>2018</b>	
	<b>Million Baht</b>	<b>Million USD</b>	<b>Million Fijian Dollar</b>	<b>Million Baht</b>	<b>Million Fijian Dollar</b>
Fixed rate					
- expiring within 1 year	38.75	-	-	-	-
- expiring beyond 1 year	-	-	-	-	-
Total	38.75	-	-	-	-
Floating rate					
- expiring within 1 year	395.53	-	-	3,508.06	-
- expiring beyond 1 year	4,639.46	24.00	15.38	4,426.22	15.38
Total	5,034.99	24.00	15.38	7,934.28	15.38

## 19 Borrowings (Cont'd)

### Borrowing facilities (Cont'd)

The Group have the following undrawn committed borrowing facilities: (Cont'd)

	Separate financial statements	
	2019 Million Baht	2018 Million Baht
Floating rate		
- expiring within 1 year	-	1,883.06
- expiring beyond 1 year	-	362.85
	-	2,245.91

The facilities expiring within one year are annual facilities subject to review at various dates during year. The other facilities have been arranged to help finance the proposed expansion of the Group and the Company activities.

## 20 Debentures, net

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
<b>Current portion</b>				
Debentures due within one year, net	1,277,372,436	199,261,250	-	-
	1,277,372,436	199,261,250	-	-
<b>Non-current portion</b>				
Debentures, net	-	989,347,527	-	-
Convertible debentures, net	5,319,210,716	5,670,069,239	5,319,210,716	5,670,069,239
	5,319,210,716	6,659,416,766	5,319,210,716	5,670,069,239
	6,596,583,152	6,858,678,016	5,319,210,716	5,670,069,239

As at 31 December 2019, the Group has debentures which are secured over the pledge assets and unsubordinated, bearing interest at rate 5.00 per annum (2018: 5.00 per annum) and unsecured and unsubordinated, bearing interest at 5.25 per annum (2018: 5.25 per annum). The maturity date are in the period from June 2019 to June 2020.

As at 31 December 2019, the fair value of debenture was baht 1,286.20 million (2018: Baht 1,199.55 million). The fair value is within level 2 of the fair value hierarchy.

**Movement of debentures from financial institutions for the year ended 31 December 2019 is as follow:**

	Consolidated financial statements Baht	Separate financial statements Baht
The liabilities as at 1 January - book value	6,858,678,016	5,670,069,239
Issurance	283,000,000	-
Redemption	(200,000,000)	-
Increase in deferred financing fees	(4,525,672)	-
Amortisation of deferred financing fees	35,113,772	24,824,441
Interest expense	140,890,207	140,890,207
Interest paid	(112,393,860)	(112,393,860)
Unrealised gain on exchange rate	(404,179,311)	(404,179,311)
The liabilities as at 31 December - book value	6,596,583,152	5,319,210,716

## 20 Debentures, net (Cont'd)

Details and main condition of convertible debentures are summarized as follows:

<b>Issuer</b>	Singha Estate Public Company Limited
<b>Offering</b>	US Dollar 180,000,000 2.00 percent standby letter of credit backed convertible debentures, convertible into ordinary shares of the Company that are capable of being registered in the name of non-Thai nationals, and if the context so requires, non-voting depositary receipts (NVDRs) issued in respect thereof, offered and sold outside Thailand and the U.S.
<b>Status</b>	Direct, unconditional, unsubordinated and unsecured obligations of the Company
<b>Offer Size</b>	US Dollar 180,000,000
<b>Standby Letter of Credit</b>	The Convertible debentures will have the benefit of an irrevocable standby letter of credit (SBLC) issued by KTB pursuant to which the Trustee, on behalf of bondholders, can make a claim under the SBLC in certain circumstances.
<b>Issue Date</b>	20 July 2017
<b>Maturity Date</b>	20 July 2022
<b>Coupon</b>	2.00% per annum, payable semi-annually in arrear
<b>Redemption Price</b>	100% of the principal amount
<b>Initial Conversion Price</b>	Baht 4.99 per share, subject to the Conversion Price Reset. The Initial Conversion Price may be adjusted upon occurrence of adjustment events specified in the terms and conditions of the convertible debentures.
<b>Conversion Period</b>	41 days after the Issue Date to 10 days before the Maturity Date, except during the period in which the conversion is not permitted.
<b>Conversion Price Reset</b>	On 20 September 2018, if the market price of one ordinary share is less than the conversion price in effect, the conversion price shall be reset to the then market price but not less than Baht 4.6033.
<b>Redemption at the Option of Bondholders</b>	The Bondholders have a put option to have the Convertible debentures redeemed on a date at the end of 3 years from the Issue Date, at the principal amount together with accrued but unpaid interest.
<b>Redemption at the Option of the Company</b>	The Company has a call option to redeem the Convertible debentures at any time after 10 August 2020 at the principal amount together with accrued but unpaid interest provided that the closing price of the shares for 30 consecutive Trading Days was at least 130% of the Conversion Price then in effect.

Interest on the convertible debentures is calculated on the effective yield basis by applying the coupon interest rate 2.55% per annum for an equivalent non-convertible debentures (2018: 2.55% per annum).

The fair value of convertible debentures approximately equal their carrying amount, as the impact of discounting is not significant.



## 21 Share capital and premium on share capital

	Consolidated financial statements			
	Number of shares Shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2018	6,853,719,295	6,853,719,295	7,116,798,868	13,970,518,163
Issue of shares	-	-	-	-
At 31 December 2018	6,853,719,295	6,853,719,295	7,116,798,868	13,970,518,163
Issue of shares	100	100	1,400	1,500
At 31 December 2019	6,853,719,395	6,853,719,395	7,116,800,268	13,970,519,663
	Separate financial statements			
	Number of shares Shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2018	6,853,719,295	6,853,719,295	10,761,523,248	17,615,242,543
Issue of shares	-	-	-	-
At 31 December 2018	6,853,719,295	6,853,719,295	10,761,523,248	17,615,242,543
Issue of shares	100	100	1,400	1,500
At 31 December 2019	6,853,719,395	6,853,719,395	10,761,524,648	17,615,244,043

At as 31 December 2019, the total authorised ordinary shares is 6,853,719,395 shares (2018: 6,853,719,295 shares) with a par value of Baht 1 per share (2018 : Baht 1 per share) are issued and fully paid-up.

## 22 Legal reserve

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
At 1 January	10,000,000	10,000,000	31,180,388	31,180,388
Appropriation during the year	62,456,179	-	62,456,179	-
At 31 December	72,456,179	10,000,000	93,636,567	31,180,388

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

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**23 Other income**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Dividend income	-	-	85,174,091	121,015,404
Interest income	136,863,947	158,881,318	193,978,804	129,972,377
Management fee	71,424,040	113,986,781	258,547,194	366,645,441
Gains on disposal of assets	7,633,878	-	1,469	1,979,441,321
Gains on disposal of investments in subsidiaries	-	2,896,624	-	56,551,300
Gains on disposal of short-term investments	9,393,070	6,657,812	1,291,252	3,575,545
Others	101,862,284	168,399,940	38,085,368	42,023,745
<b>Total</b>	<b>327,177,219</b>	<b>450,822,475</b>	<b>577,078,178</b>	<b>2,699,225,133</b>

**24 Expense by nature**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Construction costs	4,467,294,389	2,441,321,423	1,164,373,141	573,662,204
Cost of services	737,591,412	696,774,707	-	32,734,887
Raw material and consumables used	101,157,238	56,603,309	95,400	12,367,043
Staff costs	2,108,460,417	1,390,881,480	539,877,517	633,299,467
Depreciation and amortisation	744,503,142	470,968,364	17,130,751	86,885,430
Marketing expenses	690,728,385	584,883,384	150,513,080	80,274,782
Operating lease payment	115,267,148	111,937,717	42,478,483	27,793,037
Repair and maintenance	93,496,798	64,985,111	3,495,830	8,088,407
Consulting fee	185,083,591	214,968,777	39,414,544	113,240,461
Services fee	213,526,019	36,584,363	36,145,252	37,447,802
Utilities expenses	258,793,553	153,938,203	11,379,026	24,228,471
Claim expenses	188,588,243	41,891,627	66,042,439	30,109,124
Losses of written-off of fixed assets	4,660,265	3,126,479	11	335,803
Special business tax and transfer fees of investments property	309,135,228	157,325,273	98,215,168	50,797,710
Allowance for doubtful debt	880,462	10,709,907	(160,576)	-

**25 Income tax expenses**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Current income tax:				
Current tax on profits for the year	333,394,199	159,736,630	-	-
<b>Total current income tax</b>	<b>333,394,199</b>	<b>159,736,630</b>	<b>-</b>	<b>-</b>
Deferred income tax:				
Origination temporary differences	192,514,423	(240,917,105)	81,465,576	320,566,463
<b>Total deferred income tax</b>	<b>192,514,423</b>	<b>(240,917,105)</b>	<b>81,465,576</b>	<b>320,566,463</b>
<b>Total income tax expenses</b>	<b>525,908,622</b>	<b>(81,180,475)</b>	<b>81,465,576</b>	<b>320,566,463</b>

## 25 Income tax expenses (Cont'd)

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
Profit before tax	1,734,561,159	1,354,775,100	541,588,987	2,045,324,735
Tax calculated at a tax rate of 20 % (2018: 20%)	346,912,232	270,955,020	108,317,797	409,064,947
Tax effect of:				
Income/Expenditure adjustment in accordance with Revenue Code	(93,454,672)	(414,729,446)	(26,852,221)	(88,498,484)
Tax losses for which no deferred income tax asset was recognised	238,210,434	116,191,072	-	-
Tax effect from different tax rate	16,230,037	(27,240,168)	-	-
Revenue grant income tax exception	-	(27,107,494)	-	-
Others	18,010,591	750,541	-	-
Tax charge	525,908,622	(81,180,475)	81,465,576	320,566,463

The weighted average applicable tax rate for the Group and the Company was 30.32% and 15.04%, respectively (2018: 5.99% and 15.67%, respectively).

## 26 Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue and paid-up during the year.

Basic earnings per share for the years ended 31 December 2019 and 2018 are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Profit for the year attributable to ordinary shareholders of the Company (Baht)	1,143,750,470	1,286,707,984	460,123,411	1,724,758,272
Weighted average number of ordinary shares outstanding (shares)	6,853,719,338	6,853,719,295	6,853,719,338	6,853,719,295
Basic earnings per share (Baht per share)	0.167	0.188	0.067	0.252

As mentioned in Note 27, warrants which can be converted to 150 million shares are instruments that are convertible into ordinary shares as to increase the number of ordinary shares for calculating of diluted earnings per share. Adjustments on finance costs relating to the warrants should be made to net profit. However, for the year ended 31 December 2019, no diluted earnings (loss) per share (2018: Nil) has been presented in the consolidated and separate financial statements because market price of ordinary shares of the Company is lower than exercise price of all 150 million units of warrants.

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

## 27 Share-based payment

The Company issued and offered grants of warrants to the executives and employees of the Company and its subsidiaries (ESOP - Warrant), which their terms 5 years from the issued date and no offered price. The criteria of right exercise is regarding to the Company policy. The exercise ratio and price on issued date are as follows:

	Issued date	Expired date	Exercise price Baht/unit	Number of Issued warrants units	Exercise Ratio unit/share	Exercise period	
						Start	End
ESOP - Warrant-1	1 December 2016	30 November 2021	5.00 to 6.05	50,000,000	1:1	1 November 2017	30 November 2021
ESOP - Warrant-2	1 April 2017	31 March 2022	4.59 to 5.56	50,000,000	1:1	1 May 2018	31 March 2022
ESOP - Warrant-3	1 April 2018	31 March 2023	3.89 to 4.71	50,000,000	1:1	1 May 2019	31 March 2023

The fair value of the warrant is measured by a Black-Scholes Model with the following financial assumptions:

	ESOP - Warrant - 1	ESOP - Warrant - 2	ESOP - Warrant - 3
Fair value of the warrant at the grant date	1.97 Baht/unit	2.37 Baht/unit	1.85 Baht/unit
Share price at the grant date	4.64 Baht/share	4.84 Baht/share	3.82 Baht/share
Exercise price	5.00 to 6.05 Baht/unit	4.59 to 5.56 Baht/unit	3.89 to 4.71 Baht/unit
Expected volatility	49.67%	53.49%	55.95%
The expected period, that shareholders will completely use their right on warrant	5 years	5 years	5 years
Risk free interest rate	2.00%	2.14%	1.83%

On 5 November 2019, S Hotels and Resorts Public Company Limited, a subsidiary (SHR) issued and offered grants of warrants to the executives and employees of the Group. In totalling 70,000,000 units were issued. The term of the warrants is 2 years from the issued date and no offered price. The criteria of the right to exercise the warrants is in accordance with the subsidiary's policy. The exercise ratio and price on the issued date are as follows:

No.	Exercise price (Baht/unit)	Number of issued warrants Units*	Exercise ratio unit/share	Exercise period	
				Start	End
1	5.20	30%	1:1	28 February 2020	5 November 2021
2	5.46	30%	1:1	29 May 2020	5 November 2021
3	5.72	40%	1:1	30 November 2020	5 November 2021

\*Number of exercised warrants of the total allocated units.

Movements of capital reserve for share-based payment for the years ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
At 1 January	214,529,626	112,478,057	214,529,626	112,478,057
Increase during the year	58,146,993	102,051,569	55,307,128	102,051,569
At 31 December	272,676,619	214,529,626	269,836,754	214,529,626

## 27 Share-based payment (Cont'd)

Movements of number of the warrants for the years ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2019 Unit	2018 Unit	2019 Unit	2018 Unit
At 1 January	150,000,000	100,000,000	150,000,000	100,000,000
Increase during the year	70,000,000	50,000,000	-	50,000,000
At 31 December	220,000,000	150,000,000	150,000,000	150,000,000

## 28 Dividend

At the Annual General Meeting on 22 April 2019, the shareholders approved the payment of annual dividend from net profit 2018 of 0.04 Baht per share, totaling Baht 274.15 million and appropriate its net income to legal reserve amounting to Baht 62.46 million. The Thailand Securities Depository Company Limited notified the Company that certain shareholders were not entitled to receive dividend totaling Baht 0.02 million.

## 29 Related-party transactions

### 29.1 Parent entities

The Group's ultimate parent is Boon Rawd Brewery Co., Ltd., incorporated in the Thailand. The remaining 34.79% of the shares is widely held (2018: 34.09%).

The Group is controlled by the following entities:

Name	Type	Place of incorporation	% of ownership interest	
			2019	2018
Singha Property Management Co., Ltd.	Shareholder of the Company	Thailand	35.18	35.18
Singha Property Management (Singapore) Pte. Ltd.	Shareholder of the Company	Singapore	2.38	1.17
Mr. Santi Bhirombhakdi	Shareholder of the Company	Thailand	13.02	22.94
Mr. Piti Bhirombhakdi	Shareholder of the Company	Thailand	4.76	-
Mr. Bhurit Bhirombhakdi	Shareholder of the Company	Thailand	4.40	-
Morgan Stanley & Co. International Plc.	Shareholder of the Company	Singapore	5.47	6.62

**Singha Estate Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**29 Related-party transactions (Cont'd)**

**29.1 Parent entities (Cont'd)**

The relationship with the related parties are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries as at 31 December 2019 are listed below.

Entities' name	Country/Nationality	Relationship
Mr. Santi Bhirombhakdi	Thai	Shareholder and Director is shareholder
Boon Rawd Brewery Co., Ltd.	Thailand	Director is shareholder
Singha Corporation Co., Ltd.	Thailand	Director is shareholder
Singha Property Management Co., Ltd.	Thailand	Shareholder
Singha Property Management (Singapore) Pte. Ltd.	Singapore	Shareholder
Damerius Pte. Ltd.	Singapore	Shareholder and Director is shareholder
Santiburi Development Co., Ltd.	Thailand	Director is shareholder
Chiang Rai Santiburi Golf Club Co., Ltd.	Thailand	Director is shareholder
Santiburi Private Community Co., Ltd.	Thailand	Director is shareholder
Santiburi Samui Country Club Co., Ltd.	Thailand	Director is shareholder
Bo Phut Property and Resort Co., Ltd.	Thailand	Director is shareholder
Beer Singha Co., Ltd.	Thailand	Director is shareholder
Brand Family Co., Ltd.	Thailand	Director is shareholder
Singha trend Co., Ltd.	Thailand	Director is shareholder
Boon Rawd Trading Co., Ltd.	Thailand	Director is shareholder
Boon Rawd Asia Co., Ltd.	Thailand	Director is shareholder
EST Company (1933) Co., Ltd.	Thailand	Director is shareholder
Singha Park Chiang Rai Co., Ltd.	Thailand	Director is shareholder
Prep Group Co., Ltd.	Thailand	Director is shareholder
CTG 2002 Co., Ltd.	Thailand	Director is shareholder
CB Holding Co., Ltd.	Thailand	Director is shareholder
Bangkok Glass Public Co., Ltd.	Thailand	Director is shareholder
BG Float Glass Co., Ltd.	Thailand	Director is shareholder
Kabinburi Glass Industry Co., Ltd.	Thailand	Director is shareholder
Forth Vending Co., Ltd.	Thailand	Shareholder is shareholder of the Group
Prime Locations Management Ltd.	Republic of Seychelles	The Group's ultimate parent is shareholder
Dream Islands Development Pvt. Ltd.	Republic of Maldives	The Group's ultimate parent is shareholder

Entity's is name and country of registration of subsidiaries, associates and joint ventures are shown in Note 11 and 12.

**29.2 Pricing policy for transactions between the Company and related parties are summarised below:**

- Revenues from sales of condominium units are based on sales and purchase contracts with discounts per staff and management welfare schemes.
- Management and other services income are based on actual cost plus a contribution margin not more than 5% or agreed price.
- Purchase of inventories is based on an agreed price comparable to rates to third parties.
- Rental is based on agreed rate comparable to rates to third parties.
- Project management expense is based on an agreed rate in accordance with the co-venture agreement.
- Consulting fee is based on an agreed rate for the construction advisory contracts.



**29 Related-party transactions (Cont'd)**

29.3 The following significant transactions were carried out with related parties:

a) Sales of goods and services

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
<b>Sales of houses and condominium units</b>				
Other related persons	33,309,624	-	14,556,886	-
<b>Sales of goods</b>				
Joint ventures	30,061,384	385,560,000	-	-
Other related parties	-	16,317,226	-	-
<b>Purchases of goods</b>				
Other related parties	10,584,312	4,686,228	4,358,147	1,587,501
<b>Revenue from rental and services</b>				
Associate	217,038,701	-	-	-
Joint ventures	6,064,629	-	-	-
Other related parties	121,629,836	27,506,006	707,290	1,699,081
<b>Others</b>				
<b>Management income</b>				
Subsidiaries	-	-	258,544,457	356,723,950
Associate	40,032,280	-	-	-
Joint ventures	23,633,678	47,884,487	3,422	-
Other related parties	62,500,000	134,787,978	-	10,021,490
<b>Revenue from commission fee</b>				
Joint ventures	2,012,400	21,826,800	-	-
<b>Interest income</b>				
Subsidiaries	-	-	192,027,584	128,435,428
Joint ventures	112,022,971	119,687,017	-	-
<b>Dividend income</b>				
Subsidiaries	-	-	56,948,426	121,015,404
Associate	-	-	28,225,665	-
<b>Other income</b>				
Subsidiaries	-	-	84,301	-
Other related parties	61,409,508	96,972,812	-	-
<b>Interest expense</b>				
Subsidiaries	-	-	97,946,332	11,212,387
<b>Management fee</b>				
Subsidiaries	-	-	125,790	84,747,104
Associate	4,032,556	-	-	-
<b>Rental and services expense</b>				
Subsidiaries	-	-	8,346,146	24,034,055
Associate	91,359,696	16,466,036	35,420,483	-
Joint ventures	105,463	-	-	-
Other related parties	17,184,739	15,138,155	2,906,710	7,272,362
<b>Employee benefits obligations</b>				
Subsidiaries	-	-	3,215,640	-
<b>Sale on assets</b>				
Subsidiaries	-	-	-	2,882,864,060

**29 Related-party transactions (Cont'd)**

29.3 The following significant transactions were carried out with related parties: (Cont'd)

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019 Baht</b>	<b>2018 Baht</b>	<b>2019 Baht</b>	<b>2018 Baht</b>
<b>Amounts due from related parties</b>				
<b>Trade accounts receivable</b>				
- Associate	8,721,103	-	-	-
- Join ventures	16,848,373	1,807,631	-	-
- Other related parties	60,255,974	48,470,742	-	-
<b>Other receivable</b>				
- Subsidiaries	-	-	404,638,473	541,682,063
- Join ventures	1,321,689	737,375	-	-
- Other related parties	37,150	142,536,106	20,000	20,000
<b>Interest receivables</b>				
- Subsidiaries	-	-	5,365,887	115,658,442
- Joint ventures	292,004,611	189,052,652	-	-
- Other related parties	9,454	9,454	-	-
<b>Advances to</b>				
- Subsidiaries	-	-	7,227,031	10,293,340
- Joint ventures	-	7,110	-	7,110
- Other related parties	61,160	4,772	-	-
Total amounts due from related parties	379,259,514	382,625,842	417,251,391	667,660,955
<b>Amounts due to related parties</b>				
<b>Trade accounts payable</b>				
- Other related parties	9,237,358	564,710	-	10,318
<b>Other payables</b>				
- Subsidiaries	-	-	8,587,559	211,394,661
- Associate	3,503,614	-	1,063,416	-
- Joint ventures	4,469,775	-	13,195	-
- Other related parties	7,864,563	19,608,565	1,483,870	2,795,098
<b>Unearned revenue</b>				
- Other related persons	11,737,500	-	7,166,000	-
- Other related parties	29,102,407	-	-	-
<b>Interest payables</b>				
- Subsidiaries	-	-	104,040,555	6,094,223
<b>Advances from</b>				
- Subsidiaries	-	-	-	1,766,607
- Other related parties	-	122,406,859	-	-
Total amounts due to related parties	65,915,217	142,580,134	122,354,595	222,060,907
<b>Deferred revenue</b>				
- Associate	5,365,171,180	-	-	-
- Other related party	379,114,445	387,009,057	-	-
Total deferred revenue from related parties	5,744,285,625	7,894,612	-	-
<b>Less: Current</b>	192,991,892	379,114,445	-	-
<b>Non-current</b>	5,551,293,733	387,009,057	-	-

## 29 Related-party transactions (Cont'd)

29.3 The following significant transactions were carried out with related parties: (Cont'd)

### c) Loans to related parties

	Interest rate		Separate financial statements	
	2019 % per annum	2018 % per annum	2019 Baht	2018 Baht
<u>Short-term loans</u>				
S Estate Commercial Inter Co., Ltd	-	3.00	-	600,000
S Hotels and Resorts Inter Co., Ltd	4.00	3.75	50,000,000	5,245,830,000
S Residential Development Co., Ltd.	-	3.00 and 4.00	-	216,499,600
Total			50,000,000	5,462,929,600

Movement of short-term loans to related parties for the years ended 31 December is as follows:

	Separate financial statements	
	2019 Baht	2018 Baht
At 1 January	5,462,929,600	1,415,124,600
Addition during the year	582,000,000	5,306,430,000
Repayment	(5,328,629,600)	(1,258,625,000)
Reclassification	(666,300,000)	-
At 31 December	50,000,000	5,462,929,600

	Interest rate		Consolidated financial statements		Separate financial statements	
	2019 % per annum	2018 % per annum	2019 Baht	2018 Baht	2019 Baht	2018 Baht
<u>Long-term loans</u>						
<u>Joint ventures</u>						
FS JV CO LIMITED	LIBOR+6.50	LIBOR+6.50	1,481,867,973	1,539,797,819	-	-
FS JV LICENSE LIMITED	8.00	8.00	19,760,850	20,533,350	-	-
<u>Subsidiary</u>						
S Residential Development Co., Ltd.	3.70 and 4.00	-	-	-	1,008,300,000	-
Total			1,501,628,823	1,560,331,169	1,008,300,000	-

As at 31 December 2019, long-term loans to joint ventures represent GBP loan of GBP 37.99 million (2018: GBP 37.99 million). The loans are repayable in 2021 and 2022.

The fair value of long-term loan appropriately equals their carrying amount, as the impact of discount is not significant.

Movement of long-term loans to related parties for the years ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
At 1 January	1,560,331,169	1,671,269,107	-	-
Addition during the year	-	-	717,000,000	-
Repayment	-	-	(375,000,000)	-
Reclassification	-	-	666,300,000	-
Currency translation differences	(58,702,346)	(110,937,938)	-	-
At 31 December	1,501,628,823	1,560,331,169	1,008,300,000	-

## 29 Related-party transactions (Cont'd)

29.3 The following significant transactions were carried out with related parties: (Cont'd)

### d) Borrowing from a related party

	Interest rate		Separate financial statements	
	2019 % per annum	2018 % per annum	2019 Baht	2018 Baht
<u>Short-term loans</u>				
S Estate Commercial Inter Co., Ltd	3.70 and 4.00	3.70	2,862,748,131	985,066,983
Total			2,862,748,131	985,066,983

Movement of short-term borrowing from a related party for the years ended 31 December is as follow:

	Separate financial statements	
	2019 Baht	2018 Baht
At 1 January	985,066,983	-
Addition during the year	1,877,681,148	990,000,000
Repayment	-	(4,933,017)
At 31 December	2,862,748,131	985,066,983

### e) Management remuneration

	Consolidated financial statements		Separate financial statements	
	2019 Baht	2018 Baht	2019 Baht	2018 Baht
Salary and short-term employee benefits	238,699,113	130,137,000	89,613,138	68,275,000
Long-term benefits	33,604,263	3,748,350	16,684,940	2,686,418
Share-based payment benefits	21,382,995	68,574,192	17,988,626	60,946,294
Total	293,686,371	202,459,542	124,286,704	131,907,712

### 30 Business Acquisition

On 11 December 2019, the Group acquired additional 49 % of the share capital of S43 Property Co., Ltd. (S43) for a total consideration of Baht 113.67 million, therefore of holding was changed to 100% of registered share capital. As a result of the acquisition, investment in S43 was changed from investment in joint venture to investment in subsidiary.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	<b>Baht</b>
Purchase consideration - Cash paid	113,670,000
Total purchase consideration	113,670,000

The assets and liabilities recognised as a result of the acquisition are as follows:

	<b>Baht</b>
Cash and cash equivalents	43,776,369
Trade and other receivables	76,718
Costs of property development	751,089,304
Building and equipment	5,860,192
Trade and other payables	(39,700,222)
Borrowing	(556,157,365)
Deferred income tax liabilities	(24,681,360)
Other assets less other liabilities	(77,530)
Net identifiable assets acquired	180,186,106
<u>Less</u> Investment in joint venture held before business acquisition	(91,894,854)
Goodwill	25,378,748
Net assets acquired	113,670,000

The Group recognised a gain of Baht 37,438,335 as a result of measuring at fair value its 51% equity interest in S43 held before the business combination. The gain is included in other income in the Group's statement of comprehensive income for the year 2019.

S43 has no revenue during the period from 11 December 2019 to 31 December 2019 but contributed net loss of Baht 2,040,475 over the same period. Had S43 been consolidated from 1 January 2019, the consolidated statement of comprehensive income for the year ended 31 December 2019 would show revenue of the same and profit of Baht 1,183,335,557.

### 31 Contingent and commitment liabilities

#### a) Capital expenditure commitments

Capital expenditure commitments but not recognised in the financial statements is as follows:

	<b>Consolidated statements (Original currency)</b>			
	<b>2019</b>		<b>2018</b>	
	<b>Million Baht</b>	<b>Million US Dollar</b>	<b>Million Baht</b>	<b>Million US Dollar</b>
Capital commitments	1,190.82	16.20	1,353.61	93.43
	<b>Separate financial statements (Original currency)</b>			
	<b>2019</b>		<b>2018</b>	
	<b>Million Baht</b>	<b>Million US Dollar</b>	<b>Million Baht</b>	<b>Million US Dollar</b>
Capital commitments	-	-	998.81	-

### 31 Contingent and commitment liabilities (Cont'd)

#### b) Commitments under contracts for project developments

Commitments under contracts for project developments but not recognised in the financial statements is as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Million Baht	Million Baht	Million Baht	Million Baht
Commitments under contracts for project development	1,631.70	1,435.92	87.01	413.12

#### c) Commitments under contracts for construction

Commitments under contracts for construction but not recognised in the financial statements is as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Million Baht	Million Baht	Million Baht	Million Baht
Commitments under contracts for construction	56.18	-	-	-

#### d) Operating lease commitments

The Group made the under non-cancellable operating lease commitments related with the rental of land, office, vehicles and other services. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated financial information											
	2019						2018					
	Million Baht	Million US Dollar	Million Mauritian Rupee	Million Euro	Million AU Dollar	Million GBP	Million Baht	Million US Dollar	Million Mauritian Rupee	Million Euro	Million AU Dollar	Million GBP
Within 1 year	138.22	2.19	3.15	0.01	0.01	0.01	98.75	2.19	3.15	-	-	-
Later than 1 year but not later than 5 years	228.84	8.67	7.88	-	-	-	127.34	8.77	11.04	-	-	-
Later than 5 years	473.60	81.40	-	-	-	-	474.25	84.92	-	-	-	-
Total	840.66	92.26	11.03	0.01	0.01	0.01	700.34	95.88	14.19	-	-	-

	Separate financial information					
	2019			2018		
	Million Baht	Million US Dollar	Million Euro	Million Baht	Million US Dollar	Million Euro
Within 1 year	38.79	0.01	0.01	24.57	-	-
Later than 1 year but not later than 5 years	58.63	-	-	9.90	-	-
Total	97.42	0.01	0.01	34.47	-	-

#### e) Bank guarantee

As at 31 December 2019, the Group had outstanding bank guarantees for the normal course of business, issued by banks of Baht 272.04 million and Fijian Dollar 0.28 million (2018: Baht 302.82 million and Fijian Dollar 0.28 million). The Company had been guarantee of Baht 1.69 million (2018: Baht 2.19 million).



**31 Contingent and commitment liabilities (Cont'd)**

**f) Foreign currency forward contract**

As at 31 December 2019, the Group had outstanding foreign currency forward contract in the amount of US Dollar 183.6 million at fixed exchange rate (2018: amounted to US Dollar 7.2 million at fixed exchange rate). The maturity date of contract is in the period during 18 January 2020 to 20 July 2022. The Group will recognise the impact of such contract at the maturity date. The fair value of the open foreign currency forward contract as at 31 December 2019 is unfavorable amounting to Baht 74.6 million.

**g) Interest rate swap contracts**

As at 31 December 2019, the Group had interest rate swap contract with a financial institution to manage the exposure of fluctuations in interest rate for the borrowing of US Dollar 50 million by converting floating interest rate of 3-month USD LIBOR plus margin to fixed interest rate. The contract will expire on 30 June 2022. The Group will recognise the impact of such contract at the maturity date. The fair value of the open interest rate swap contracts for loans as at 31 December 2019 is unfavorable amounting to Baht 5 million. (2018 Nil).

**32 Events occurring after the reporting date**

- a) On 10 January 2020, the Group acquired the Metropolis office building and its leasehold from a third party for a total consideration of Baht 1,725 million. This acquisition is met the criteria of business combination. The Group recognised goodwill from this acquisition amounting to Baht 123 million.

Details of the purchase consideration, the net assets acquired and goodwill at the acquisition date are as follows:

	<b>Baht</b>
Purchase consideration - Cash paid	1,725,000,000
Total purchase consideration	1,725,000,000

The asstes and liabilities recognised at the acquisition date are as follows:

	<b>Baht</b>
Investment property	1,602,000,000
Net identifiable assets acquired	1,602,000,000
Goodwill	123,000,000
Net assets acquired	1,725,000,000

- b) On 19 February 2020, S Hotels and Resorts (SC) Co., Ltd. (SHC) transferred 50% shareholding of Prime Locations Management 3 Ltd. (PLM3) (a subsidiary of SHC) to Wai Eco World Developer Pte. Ltd. according to a Joint Venture Agreement. The agreement resulted in the change in shareholding percentage in PLM3 of SHC and Wai Eco World Developer Pte. Ltd. to 50% and 50%, respectively. SHC received consideration in cash amounting to US Dollar 16.2 million.
- c) At the Board of Directors' meeting of the Company on 27 February 2020, the board has a resolution to propose the resolution to the shareholders at the Annual General Meeting of 2020 to consider and approve the appropriation of the Company's net profit for the year 2019 as a legal reserve according to the law in the amount of Baht 23,006,171 which is equal to 5 percent of the net profit for the year 2019 and the dividend payment of the Company's net profit for the year 2019 at the rate of Baht 0.045 per share, totalling Baht 308,417,373, the dividend shall be paid on 21 May 2020.

---

## 2019 AUDIT FEE

---

### **Audit Fee**

Singha Estate and its subsidiaries paid the audit fee to the auditors' company for the fiscal year of 2019, amounting to THB 18,766,351 (Eighteen Million Seven Hundred Sixty Six Thousand Three Hundred Fifty One Baht only).

### **Non-Audit Fee**

Singha Estate and its subsidiaries paid the non-audit fee, e.g. financial advisory services, to the auditors' company for the fiscal year of 2019, amounting to THB 8,575,200 (Eight Million Five Hundred Seventy Five Thousand Two Hundred Baht only).



## INFORMATION OF DIRECTORS, EXECUTIVES AND OFFICERS DIRECTLY RESPONSIBLE FOR SUPERVISION OF ACCOUNTING



### 1) Mr. Chutinant Bhirombhakdi

#### Chairperson of the Board of Directors (Non-Executive Director)

Age : 62 Years Old

First Appointment Date : September 12, 2014

(Re-elected on April 28, 2017)

#### Education

- Honorary Doctorate degree in Business Administration, Rajamangala University of Technology Tawan-ok
- Honorary Doctorate degree in Finance, Rajamangala University of Technology Phra Nakhon
- Bachelor's Degree in Economics, Boston University, Massachusetts, U.S.A.

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Audit Committee Program (ACP 38/2012)
- Role of Chairman Program (RCP 11/2005)
- Director Certification Program (DCP 49/2004)

#### Other Trainings

- Capital Market Academy Leader Program (Class 8/2009)
- National Defense Course, Government, Private and Politics, 2003, National Defense Course College
- Strategic Negotiations: Deal Making for the Long Term, Harvard University, U.S.A.
- Families in Business: From Generation to Generation, Harvard University, U.S.A.

#### Work Experience in the 5 Preceding Years

- Present Chairman of the Board of Directors Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Director Bangkok Glass Public Company Limited (Glassware Manufacture)
- Present Director Singha Property Management Company Limited (Investment in Property Business and Property Development)
- Present Director and Executive Vice President Boon Rawd Brewery Company Limited (Holding Company)
- Present Chief Executive Officer Singha International Headquarter Company Limited (Regional Office Headquarter)
- Present Chairman C.B. Holding Company Limited (Real Estate Lease and Logistics)
- Present Director Park Industry Company Limited (Property Trade)
- Present Director Singha Corporation Company Limited (Holding Company)
- Present Director Chiang Mai Beverage Company Limited (Soft Drink and Soda Manufacture)

- Present Director Treasury Properties Development (Thailand) Company Limited (Property and Asset Lease)
  - Present Director Nares Voraritd Company Limited (Ready-to-Wear Clothing)
  - Present Director Boonrawd Asia Beverage Company Limited (Bottled Water and Mineral Water Manufacture)
  - Present Director Pathum Thani Brewery Company Limited (Malt and Alcohol Manufacture)
  - Present Director Prep Group Company Limited (Computer, Peripherals and Software Distributor)
  - Present Director Music Move Company Limited (Publications and Music)
  - Present Director Wangnoi Beverage Company Limited (Soft Drink and Soda Manufacture)
  - Present Director Samsen Brewery Company Limited (Soft Drink and Soda Manufacture)
  - Present Director Singha Beverage Company Limited (Malt and Alcohol Manufacture)
  - Present Director Surat Thani Beverage Company Limited (Soft Drink and Soda Manufacture)
  - Present President Paralympic Committee of Thailand (Non - Governmental Organization)
  - Present Committee The Council of National Scout Organization of Thailand (Council Panel)
  - Present Committee Sports Authority of Thailand (State Enterprise)
  - Present Committee Nation Sports Development Fund (State Enterprise)
  - Present Committee Sports Policy, Sports Authority of Thailand (Government)
  - 2012 - 2014 Managing Director Boonrawd Trading International Company Limited (Alcohol Distributor)
  - 2011 - 2014 Director, Member of Audit Committee, Member of Corporate Social Responsibility Committee Thai Airways International Public Company Limited (Aviation)
- Note: In parentheses is business type

<b>Directorship in Listed Company</b>	1 company
---------------------------------------	-----------

#### Securities Holding in Singha Estate

Common share (S)	770,932 shares, 0.01% of total paid-up capital
------------------	--

#### Family Relation with Other Directors

Uncle of Mr. Chayanin Debhakam, D.B.A.

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------



## 2) Ms. Napaporn Landy

### Independent Director

#### Chairperson of the Audit Committee

Age : 68 Years Old

First Appointment Date : February 11, 2016

(Re-elected on April 28, 2017)

#### Education

- Master of Business Administration-Finance, Wharton School, University of Pennsylvania, U.S.A.
- Bachelor of Accountancy (Honors), Faculty of Commerce and Accountancy, Chulalongkorn University

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Boards that Make a Difference (BMD 9/2019)
- Risk Management Program for Corporate Leaders (RCL 6/2017)
- Strategic Board Master Class (SBM 2/2017)
- Chartered Director Class (CDC 7/2013)
- Audit Committee Program (ACP 39/2012)
- Director Certification Program (DCP 8/2001)

#### Other Trainings

- Advanced Certificate in Credit Management, Standard Chartered Bank
- Capital Market Academy Leader Program (Class 9)
- Top Executive Program in Commerce and Trade (TEPCoT), Class 5, Commerce Academy, University of the Thai Chamber of Commerce
- OIC Advanced Insurance Institute Class 5, OIC Advanced Insurance Institute

### Work Experience in the 5 Preceding Years

- Present Independent Director and Chairman of the Audit Committee Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Independent Director and Member of the Audit Committee Allianz Ayudhya Assurance Public Company Limited (Life Insurance)
- Present Director Primo Company Limited (Investment Advisory)
- Present Director Thai-German Development Foundation (Foundation)
- Present Director Navatham Foundation (Foundation)

Note: In parentheses is business type

<b>Directorship in Listed Company</b>	1 company
---------------------------------------	-----------

#### Securities Holding in Singha Estate

Common share (S)	None
------------------	------

<b>Family Relation with Other Directors</b>	None
---	------

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------



### 3) Mr. Charamporn Jotikasthira

#### Independent Director

#### Chairperson of the Risk Management Committee

#### Member of the Audit Committee

Age : 62 Years Old

First Appointment Date : February 24, 2017

(Re-elected on April 25, 2018)

#### Education

- Master of Business Administration, Harvard University, U.S.A.
- Bachelor of Science in Electrical Engineering and Computer Science, Massachusetts Institute of Technology, U.S.A.

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 185/2014)
- Director Accreditation Program (DAP 66/2007)

#### Other Trainings

- The Executive Program of Energy Literacy for a Sustainable Future (Class 1/2012), Thailand Energy Academy (TEA)
- National Defense Course for the Joint State Private Sector (2004), The National Defense College of Thailand
- Executive Leadership Program (Class 11), Capital Market Academy

#### Work Experience in the 5 Preceding Years

- Present Independent Director, Chairman of the Risk Management Committee and Member of the Audit Committee Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Executive Director Bangkok Bank Public Company Limited (Financial Institution)
- Present Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Member of the Nominating and Corporate Governance Committee Minor International Public Company Limited (Hospitality Entertainment and Management)

- Present Consultant Thai Group Holdings Public Company Limited (Holding Company)
  - Present Director The Thai Silk Company (Jim Thompson) (Silk Fabrication and Production)
  - Present Governor, Chairman of the Information Technology Management Committee, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee The Stock Exchange of Thailand (SET) (Public Organization)
  - Present Member Chulabhorn Royal Academy Council (Research Institute)
  - Present Director Suksapattana (Foundation Foundation)
  - Present Director Foundation for Research in Information Technology (Foundation)
  - Present Director Thai Institute of Directors (IOD) (Association)
  - Present Member of Finance Committee Srisavarindhira Thai Red Cross Institute of Nursing (Non-Profit Organization)
  - 2014 – 2017 Director and President Thai Airways International Public Company Limited (Aviation)
  - 2011 – 2014 Member The Financial Institutions Policy Committee (FIPC) Bank of Thailand (Government)
  - 2011 – 2014 Executive Chairman Electronic Transactions Development Agency (Public Organization)
  - 2010 – 2014 President The Stock Exchange of Thailand (Public Organization)
- Note: In parentheses is business type

<b>Directorship in Listed Company</b>	3 companies
---------------------------------------	-------------

#### Securities Holding in Singha Estate

Common share (S)	None
------------------	------

<b>Family Relation with Other Directors</b>	None
---	------

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------





#### 4) Mr. Petipong Pungbun Na Ayudhya

##### Independent Director

##### Chairman of the Corporate Governance and Sustainable Development Committee

##### Member of the Risk Management Committee

Age : 72 Years Old

First Appointment Date : October 12, 2016

(Re-elected on April 28, 2017)

##### Education

- Honorary Doctorate in Agricultural and Resource Economics, Kasetsart University
- MPA (Development Administration), California State University, U.S.A.
- B.A. (Economics), North East Missouri State University, (Now Truman State University) U.S.A.
- Bachelor of Law, Ramkhamhaeng University

##### Director Training Courses by Thai Institute of Directors Association (IOD)

- Risk Management Program for Corporate Leaders (RCL 7/2017)
- Director Certification Program (285/2019)

##### Other Trainings

- Capital Market Academy Leader Program (Class 12)
- Diploma, National Defence College, The Joint State-Private Sector Course (Class 33)

##### Work Experience in the 5 Preceding Years

- Present Independent Director, Chairman of the Corporate Governance and Sustainable Development Committee and Member of the Risk Management Committee Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Chairman of the Board Patkol Public Company (Cooler Manufacture)
- Present Member of State Council No. 7 Office of the Council of State (Government)
- Present Chairman of the Committee for Verification Draft Legislations Development The Secretariat of the Cabinet (Government)

- Present Advisor of the Board of Directors Highland Research and Development Institute (Public Organization)
  - Present President of the Committee Biodiversity-Based Economy Development Foundation (Public Organization)
  - Present Chairman of National Social Reform Committee Office of the National Economic and Social Development (Government)
  - 2015 - 2017 Member National Reform Steering Assembly (Government)
  - 2015 - 2017 Chairperson National Reform Steering Sub-Committee on New Economy (Government)
  - 2014 - 2015 Minister Ministry of Agriculture and Cooperatives (Government)
  - 2013 - 2014 Member of the Audit and Evaluation Committee Ministry of Natural Resources and Environment (Government)
  - 2011 - 2014 Member National Committee on Water Resource Management Strategy (Government)
  - 2011 - 2014 President of the Board of Directors Thailand Center Excellence for Life Sciences (Public Organization)
  - 2008 - 2014 Board of Directors Office of Knowledge Management and Development (Public Organization)
  - 2007 - 2014 Advisor Agricultural Research Development Agency (Public Organization)
  - 2007 - 2014 President of the Board of Directors Biodiversity-Based Economy Development Office (Public Organization)
- Note: In parentheses is business type

**Directorship in Listed Company** 2 companies

##### Securities Holding in Singha Estate

Common share (S) None

**Family Relation with Other Directors** None

**Lawsuits in the 10 Preceding Years** None



### 5) Mr. Chayanin Debhakam, D.B.A.

#### Director (Non-Executive Director)

Chairperson of the Nomination and Remuneration Committee

Member of the Corporate Governance and Sustainable Development Committee

Chairperson of the Executive Committee

Age : 50 Years Old

First Appointment Date : September 12, 2014

(Re-elected on April 22, 2019)

#### Education

- Doctorate degree in Business Administration, Rattana Bundit University
- Master of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Biomedical Science, Kingston University, United Kingdom

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 191/2014)

#### Other Trainings

- Securities & Exchange Commission Capital Markets Leader Program: Building Competitiveness of Nation and Thai Capital Markets
- Advanced Certificate Course in Politic and Governance in Democratic Systems for Executive 12, King Prajadhipok's Institute
- Advanced Certificate Course in Judicial Training for Executive 15 Judicial Training Institute

#### Work Experience in the 5 Preceding Years

- Present Director Chairman of the Nomination and Remuneration Committee, Member of the Corporate Governance and Sustainable Development Committee and Chairman of the Executive Committee Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Director S Hotels and Resorts Public Company Limited (Hospitality)
- Present Director 46 subsidiaries and/or joint ventures of the company (Property Development and Hospitality)
- Present Director Park Industry Company Limited (Property Trade)

- Present Director Mahasan Enterprise Company Limited (Holding Company)
  - Present Director Angthong Power Company Limited (Electricity Production)
  - Present Director Siam Parboiled Rice Company Limited (Rice Milling)
  - Present Director Khao Pun Dee Company Limited (Rice Distributor)
  - Present Director Absolute Power P Company Limited (Petroleum Refinery Product)
  - Present Director Solar Innovation Company Limited (Electricity Production)
  - Present Director G-Force Company Limited (Motorcycle Sale)
  - Present Director Bangkok 12 Company Limited (Marketing and Management Planning)
  - Present Director Kasem Wanarom Company Limited (Farming)
  - Present Director and Deputy Managing Director Singha Corporation Company Limited (Holding Company)
  - Director CTG 2002 Company Limited (Event Organizer)
  - Director Boonrawd Brewery Company Limited (Holding Company)
  - Director Leo Links Company Limited (Logistics)
  - Director Fine Food Capital Company Limited (Food Wholesaler )
- Note: In parentheses is business type

**Directorship in Listed Company** 2 companies

#### Securities Holding in Singha Estate

Common share (S) 4,000,000 shares, 0.06% of total paid-up capital

#### Family Relation with Other Directors

Nephew of Mr. Chutinant Bhirombhakdi

**Lawsuits in the 10 Preceding Years** None



## 6) Assistant Professor Thanavath Phonvichai, Ph.D.

### Independent Director

### Member of the Nomination and Remuneration Committee

Age : 54 Years Old

First Appointment Date : April 22, 2015

(Re-elected on April 25, 2018)

### Education

- Doctor of Philosophy, Applied Statistics and Research Methods, University of Northern Colorado, U.S.A.
- Master of Economics (Economics Development – Economics Planning, Second-Class Honors), National Institute of Development Administration
- Bachelor of Economics (Financial Economics, Second-Class Honors), Ramkhamhaeng University

### Director Training Courses by Thai Institute of Directors Association (IOD)

- Board Nomination and Compensation Program (BNCP 7/2019)
- Advanced Audit Committee Program (AAP 27/2017)
- Director Certification Program (DCP 224/2016)
- Successful Formulation & Execution of Strategy (SFE 26/2016)
- Financial Statements for Directors (FSD 31/2016)
- Director Accreditation Program (DAP 51/2006)

### Other Trainings

- Top Executive Program in Commerce and Trade (TEPCoT), Class 2, Commerce Academy, University of the Thai Chamber of Commerce
- Certificate in Capital Market Academy Leadership Program, Class 16
- Certificate in Energy Education Program for Executives, Class 4, Thailand Energy Academy
- Diploma, National Defence College, The National Defence Course Class 57

### Work Experience in the 5 Preceding Years

- Present Independent Director and Member of the Nomination and Remuneration Committee Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Chairman of Audit Committee Independent Director Nakhonluang Capital Public Company Limited (Commercial and Investment Loans)
- Present Senior Vice President for Academic Affairs and Research University of the Thai Chamber of Commerce (Academic Institute)

- Present Director Center for Economic and Business Forecasting, University of the Thai Chamber of Commerce (Academic Institute)
  - Present Director Anti-dumping and Countervailing Duty Committee, Ministry of Commerce (Government)
  - Present Director Patent Committee, Ministry of Commerce (Government)
  - Present Director The Government Lottery Office (State Enterprise)
  - Present Director Rubber Authority of Thailand (State Enterprise)
  - 2012 - 2015 Vice President for Research University of the Thai Chamber of Commerce (Academic Institute)
  - 2009 - 2014 Dean of Faculty of Economics University of the Thai Chamber of Commerce (Academic Institute)
  - Director Thai National Tourism Committee Ministry of Tourism and Sports (Government)
  - Director Thai National Food Commission Ministry of Public Health (Government)
  - Director International Institute for Trade and Development (Public Organization)
  - Director Thai National Rice Policy Subcommittee - Marketing Ministry of Commerce (Government)
  - Director Monitoring and Evaluation of Macroeconomics Subcommittee, the Senate (Government)
  - Director Trade Competition Committee, Ministry of Commerce (Government)
  - Director Study and Development Committee on Retail and Wholesale Trade System, Ministry of Commerce (Government)
  - Director Economics and Academy Committee, the Thai Chamber of Commerce (Academic Institute)
- Note: In parentheses is business type

**Directorship in Listed Company** 1 company

### Securities Holding in Singha Estate

Common share (S) None

**Family Relation with Other Directors** None

**Lawsuits in the 10 Preceding Years** None



## 7) Mr. Karoon Nuntileepong

### Independent Director

### Member of the Audit Committee

### Member of the Nomination and Remuneration Committee

Age : 59 Years Old

First Appointment Date : November 12, 2014

(Re-elected on April 22, 2019)

### Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Laws, Thammasart University

### Director Training Courses by Thai Institute of Directors Association (IOD)

- Board Matters and Trends (BMT 2/2017)
- Advanced Audit Committee Program (AACP 25/2017)
- How to Develop a Risk Management Plan (HRP 11/2016)
- Director Certification Program (DCP 9/2001)

### Other Trainings

- Enterprise Risk Management and Procedure by the Stock Exchange of Thailand (SET)
- Career and Competency Management System
- Intellectual Property Law and International Trade by the Central Intellectual Property and International Trade Court
- Internal Quality Audit (IQA)
- Key Performance Indicator (KPI) – Management System
- Compensation Management System

### Work Experience in the 5 Preceding Years

- Present Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee Singha Estate Public Company Limited (Property Development and Hospitality)
  - Present Director Chumporn Palm Oil Industry Public Company Limited (Palm Oil Manufacture)
  - Present Director Chumporn Holding Company Limited (Holding Company)
  - Present Director Nature Touch Company Limited (Retail and Wholesale of Ready-to-Wear)
  - 2012 - 2014 Director CPP Company Limited (Palm Oil Manufacture)
  - 2011 - 2014 Director CPI Agrotech Company Limited (Planting)
  - 2007 - 2014 Managing Director Chumporn Palm Oil Industry Public Company Limited (Palm Oil Manufacture)
- Note: In parentheses is business type

<b>Directorship in Listed Company</b>	2 companies
---------------------------------------	-------------

### Securities Holding in Singha Estate

Common share (S)	None
------------------	------

<b>Family Relation with Other Directors</b>	None
---	------

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------



## 8) Mr. Nutchdhawattana Silpavittayakul

### Director (Non-Executive Director) Member of the Corporate Governance and Sustainable Development Committee

Age : 56 Years Old

First Appointment Date : June 7, 2017

(Re-elected on April 25, 2018)

#### Education

- Master Degree in Business Administration, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor Degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Role of Chairman Program (RCP 39/2016)
- Director Certification Program (DCP 102/2008)

#### Other Trainings

- Capital Market Leader Program (CMA 28/2019) Capital Market Academy
- Strategy Management Program (SMP, Class 1), Faculty of Commerce and Accountancy, Chulalongkorn University
- Fiscal Economy Program for Executives (Class 3), King Prajadhipok's Institute
- CFO Certification Program, The Federation of Accounting Professions

#### Work Experience in the 5 Preceding Years

- Present Director (Non-Executive Director) and Member of the Corporate Governance and Sustainable Development Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Executive Vice President Boonrawd Brewery Co., Ltd. (Holding Company)
- Present Chairman of the Board Mahasarakham Beverage Co., Ltd. (Bottled Water and Mineral Water Manufacture)
- Present Director Singha Park Chiangrai Co., Ltd. (Merchandiser)
- Present Director Beer Singha Beer Thai Co., Ltd. (Financial Advisory)

- Present Director C.B. Holding Co., Ltd. (Property Rental and Logistics)
  - Present Director Singha Venture Capital Fund Ltd. (Investment)
  - Present Director SBP Digital Service Co., Ltd (IT Service Provider / Advisor)
  - Present Director Singha Europe Company Limited (Capital Venture)
  - Present Director Heng Leasing Ltd. Leasing
  - 2009 - 2014 Corporate Finance and Accounting Director Boonrawd Brewery Co., Ltd. (Holding Company)
- Note: In parentheses is business type

Directorship in Listed Company	1 company
--------------------------------	-----------

#### Securities Holding in Singha Estate

Common share (S)	340,728 shares, 0.005% of total paid-up capital
	212,500 shares, 0.003% of total paid-up capital (Spouse)

Family Relation with Other Directors	None
--------------------------------------	------

Lawsuits in the 10 Preceding Years	None
------------------------------------	------



### 9) Mr. Naris Cheyklin

#### Director

#### Member of the Risk Management Committee

#### Member of the Corporate Governance and Sustainable Development Committee

#### Member of the Executive Committee

#### Chief Executive Officer

Age : 58 Years Old

First Appointment Date : September 12, 2014

(Re-elected on April 22, 2019)

#### Education

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 9/2002)

#### Other Trainings

- Institute of Metropolitan Development (Class 4)
- Advanced Security Management Program (Class 4/2013)
- Capital Market Academy Leader Program (Class 2/2006)
- Organizational Risk Management Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University (Class 2/2004)
- Corporate Financial Strategies, Kellogg School of Management, Chicago, U.S.A.
- Executive Development Program in Real Estate Management, Thammasat University (1993)
- Computer Audit Program, Arthur Andersen
- General Audit Program, SGV-Na Thalang, Bangkok and SGV Manila, Philippines

#### Work Experience in the 5 Preceding Years

- Present Director, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee, Member of the Executive Committee and Chief Executive Officer Singha Estate Public Company Limited (Property Development and Hospitality)

- Present Director, Chairman of the Executive Committee and Member Nomination and Remuneration Committee, Nirvana Daii Public Company Limited (Property Development)
  - Present Director and Member of the Executive Committee S Hotels and Resorts Public Company Limited (Hospitality)
  - Present Director 64 subsidiaries and/or joint ventures of the company Property Development and Hospitality
  - Present Chairman Nirvana River Company Limited (Property Development)
  - Present Director Siratara Company Limited (Financial Advisory)
  - Present Director Interaccy Company Limited (Financial Advisory)
  - 2015 – 2017 Director S 36 Property Company Limited (Property Development)
  - 2015 – 2017 Chairman Nirvana Development Company Limited (Property Development)
  - 2014 – 2017 Director Thai Setakij Insurance Public Company Limited (Non-Life Insurance)
- Note: In parentheses is business type

<b>Directorship in Listed Company</b>	3 companies
---------------------------------------	-------------

#### Securities Holding in Singha Estate

Common share (S)	14,000,000 shares, 0.20% of total paid-up capital
------------------	---

<b>Family Relation with Other Directors</b>	None
---	------

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------





## 10) Mr. Nattavuth Mathayomchan

### Member of the Executive Committee Chief Residential Development Officer

Age : 49 Years Old

#### Education

- Master of Business Administration (Management), Kasetsart University
- Bachelor of Engineering (Civil Engineering), Khon Kaen University

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 228/2016)
- Risk Management Program for Corporate Leaders (RCL 4/2016)

#### Other Trainings

- Chief Executive for Development of City Leaders (Class 4/2019), Navamindradhiraj University

#### Work Experience in the 5 Preceding Years

- Present Member of the Executive Committee and Chief Residential Development Officer Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Director, Member of the Executive Committee and Member of the Corporate Governance and Sustainable Development Committee Nirvana Daii Public Company Limited (Property Development)
- Present Director Singha Park Chiangrai Company Limited (Merchandise)
- Present Director 10 subsidiaries and/or joint ventures of the company (Property Development and Hospitality)
- 2015 - 2017 Director Singha Estate Public Company Limited (Property Development and Hospitality)
- 2015 - 2017 Director Nirvana Development Company Limited (Property Development)
- 2015 - 2016 Member of the Risk Management Committee Singha Estate Public Company Limited (Property Development and Hospitality)

- 2010 - 2014 Vice President - Real Estate Development Boonrawd Brewery Company Limited (Holding Company)  
Note: In parentheses is business type

<b>Directorship in Listed Company</b>	1 company
---------------------------------------	-----------

#### Securities Holding in Singha Estate

Common share (S)	None
------------------	------

<b>Family Relation with Other Directors</b>	None
---	------

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------



### 11) Mr. Dirk Andre L.De Cuyper

#### Mr. Dirk Andre L.De Cuyper

Member of the Executive Committee

Age : 54 Years Old

#### Education

- Bachelor of Hotel Management, Brussels Erasmus University, Belgium
- Director Training Courses by Thai Institute of Directors Association (IOD)
- Director Certification Program (English Program) (DCP 247/2017)

#### Other Trainings

- Executive Leadership Programs, Cornell University
- Executive Leadership Programs, IMD Business School
- Executive Leadership Programs, London Business School

#### Work Experience in the 5 Preceding Years

- Present      Member of the Executive Committee  
Singha Estate Public Company Limited  
(Property Development and Hospitality)
  - Present      Director and Chief Executive Officer  
S Hotels and Resorts Public Company Limited  
(Hospitality)
  - Present      Director 52 subsidiaries and/or joint ventures  
of the company (Hospitality)
  - 2012 - 2015   Regional General Manager Thailand General Manager  
Millennium Hilton Bangkok, Hilton Worldwide  
(Hospitality)
- Note: In parentheses is business type

Directorship in Listed Company      1 company

#### Securities Holding in Singha Estate

Common share (S)      None

Family Relation with Other Directors      None

Lawsuits in the 10 Preceding Years      None



## 12) Mr. Thiti Thongbenjamas

### Member of the Executive Committee

Age : 47 Years Old

#### Education

- Executive Master of Business Administration, San Francisco State University (Concurrent), U.S.A.
- Bachelor of Arts, University of California, Berkeley, U.S.A.

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 251/2018)
- Boardroom Success through Financing & Investment (BFI 4/2561)

#### Other Trainings

- None

#### Work Experience in the 5 Preceding Years

- Present Member of the Executive Committee Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Director 42 subsidiaries and/or joint ventures of the company (Property Development and Hospitality)
- Present Chief Operating Officer S Hotels and Resorts Public Company Limited (Hospitality)
- 2018 - 2019 Director S Hotels and Resorts Public Company Limited (Hospitality)
- 2017 - 2018 Director and Member of the Executive Committee Nirvana Daii Public Company Limited (Property Development)
- 2013 - 2016 Director MH&R Asia (ROH) Limited (Regional Office Headquarter)
- 2009 - 2016 Director MH&R Man (Thailand) Limited (Hotel Management Advisory)
- 2009 - 2016 Vice President, Chief Finance & Controlling Officer, Asia Pacific & China Movenpick Hotels & Resorts (Hospitality)
- 2007 - 2016 Director Siam Resort Company Limited (Hospitality)

Note: In parentheses is business type

Directorship in Listed Company None

#### Securities Holding in Singha Estate

Common share (S) None

Family Relation with Other Directors None

Lawsuits in the 10 Preceding Years None



### 13) Mr. Terachart Numanit

#### Member of the Executive Committee Chief Design and Construction Officer

Age : 62 Years Old

#### Education

- Bachelor Degree in Civil Engineering, Polytechnic University, New York, U.S.

#### Director Training Courses by Thai Institute of Directors Association (IOD)

- None

#### Other Trainings

- None

#### Work Experience in the 5 Preceding Years

- Present      Member of the Executive Committee and Chief Design and Construction Officer  
Singha Estate Public Company Limited  
(Property Development and Hospitality)
- Present      Director  
S Hotels and Resorts Public Company Limited  
(Hospitality)
- Present      Director  
S43 Property Company Limited  
(Property Development)
- 2017          Director and Member of the Executive Committee  
Nirvana Daii Public Company Limited  
(Property Development)  
Director  
5 subsidiaries and/or joint ventures of Nirvana Daii Public Company Limited  
(Property Development)
- 2014-2017   Director  
8 subsidiaries and/or joint ventures of the Company  
(Property Development)

- 2003-2014   Executive Vice President  
Central Pattana Public Company Limited  
(Property Management)  
Note: In parentheses is business type

<b>Directorship in Listed Company</b>	1 company
---------------------------------------	-----------

#### Securities Holding in Singha Estate

Common share (S)	3,200 shares, 0.00% of total paid-up capital
------------------	---

<b>Family Relation with Other Directors</b>	None
---	------

<b>Lawsuits in the 10 Preceding Years</b>	None
---	------



#### 14) Mrs. Thitima Rungkwansiroj

##### Member of the Executive Committee

##### Chief Financial Officer

##### Company Secretary

Age : 58 Years Old

##### Education

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

##### Director Training Courses by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 131/2015)
- Director Accreditation Program (DAP 65/2007)

##### Other Trainings

- Financial Statement Analysis, Faculty of Commerce and Accountancy, Chulalongkorn University
- Withholding Tax and Tax Deduction, GTO Training, Co., Ltd.
- Advanced Management Program, INSEAD Business School, Singapore
- Advance Derivative and Financial Risk Management, Hong Kong
- CFO Becoming a Strategic Partner, Singapore
- CFO Regional Summit Forum, Singapore

##### Work Experience in the 5 Preceding Years

- Present Member of the Executive Committee, Chief Financial Officer and Company Secretary Singha Estate Public Company Limited (Property Development and Hospitality)
- Present Director and Member of the Executive Committee Nirvana Daii Public Company Limited (Property Development)
- Present Director and Member of the Executive Committee S Hotels and Resorts Public Company Limited (Hospitality)

- Present Director  
18 subsidiaries and/or joint ventures of the Company (Property Development and Hospitality)
  - 2017 - 2018 President and Director  
Sukhumvit Asset Management Company Limited (Asset Management)
  - 2014 - 2016 Executive Director  
KPMG Phoomchai Advisory (Thailand) Limited (Business Advisory)
- Note: In parentheses is business type

**Directorship in Listed Company** 2 companies

##### Securities Holding in Singha Estate

Common share (S) None

**Family Relation with Other Directors** None

**Lawsuits in the 10 Preceding Years** None

**15) Mrs. Patchanee Tangjitjaroen****Vice President of Internal Audit  
Secretary to the Audit Committee**

Age : 47 Years Old

First Appointment Date : September 28, 2016

**Education**

- Master's degree in Business Administration (MBA), Ramkhamhaeng University
- Bachelor's degree in Business Administration (BBA), Rajamangala Institute of technology
- Bachelor's degree in Accounting, Sukhothai Thammathiraj University

**Director Training Courses by Thai Institute of Directors Association (IOD)**

- Effective Minutes Taking (EMT)
- Company Secretary Program (CSP)

**Other Trainings**

- CAE Chief Audit Executive Professional Leadership Program, Federation of Accounting Professions
- Manager as Coach, Thailand Coaching Institute
- Update Accounting standards and Thai Financial Reporting Standards
- Internal Audit in Disruptive Technology, Federation of Accounting Professions
- TFRS 2560 Update, Federation of Accounting Professions
- COSO ERM, Federation of Accounting Professions
- Risk-Red Flag Program, Federation of Accounting Professions
- Certificate of Management Development Program (MDP 1/2012), Chulalongkorn Business School
- Certified Professional Internal Auditor of Thailand (CPIAT 18/2011), The Institute of Internal Auditors of Thailand (IIAT)

**Work Experience in the 5 Preceding Years**

- 2016 – Present Vice President of Internal Audit and Secretary to the Audit Committee  
Singha Estate Public Company Limited  
(Property Development and Hospitality)
  - 2015 – 2016 Assistant Vice President of Internal Audit and Secretary to the Audit Committee Gunkul Engineering  
Public Company Limited (Solar Energy)
  - 2014 – 2015 Senior Manager of Internal Audit Berli Jucker  
Public Company Limited (Manufacture and Services)
- Note: In parentheses is business type

**Directorship in Listed Company** None**Securities Holding in Singha Estate**Common share (S) 10,000 shares, 0.00%  
of total paid-up capital**Family Relation with Other Directors** None**Lawsuits in the 10 Preceding Years** None**16) Miss Kanokwan Sriphian****Vice President of Accounting Department**

Age : 38 Years

**Education**

- Master of Accountancy, Chulalongkorn University
- Bachelor of Accountancy, Thammasat University

**Director Training Courses by Thai Institute of Directors Association (IOD)**

- Strategic Financial Leadership Program (SFLP) 2019 certification

**Other Trainings**

- CFO in Practice Program (Class 9), Federation of Accounting Professions

**Work Experience in the 5 Preceding Years**

- 2018 – Present Vice President of Accounting Department  
Singha Estate Public Company Limited  
(Property Development and Hospitality)
- 2015 – 2018 Assistant Vice President of Accounting Department  
Singha Estate Public Company Limited  
(Property Development and Hospitality)
- 2012 – 2015 Senior Accounting Manager of Accounting Department  
Dusit Thani Public Company Limited  
(Hospitality)

Note: In parentheses is business type

**Directorship in Listed Company** None**Securities Holding in Singha Estate**Common share (S) 16,000 shares, 0.00%  
of total paid-up capital  
(Spouse)**Family Relation with Other Directors** None**Lawsuits in the 10 Preceding Years** None





The Company's Securities Holding of Directors and Management <sup>1</sup>

	Name-Surname	Position	Ordinary Shares		
			As of 31 December 2018		
			Amount (Shares)	Percentage of Paid-Up Capital	
1	Mr. Chutinant Bhirombhakdi	Chairperson of the Board	770,932	0.01	
	Spouse / Minor Children		-	-	
2	Mrs. Napaporn Landy	Independent Director / Chairperson of the Audit Committee	-	-	
	Spouse / Minor Children		-	-	
3	Mr. Charnporn Jotikasthira	Chairperson of the Risk Management Committee / Member of the Audit Committee / Independent Director	-	-	
	Spouse / Minor Children		-	-	
4	Mr. Petipong Pungbun Na Ayudhya	Chairperson of the Risk Management Committee / Member of the Audit Committee / Independent Director	-	-	
	Spouse / Minor Children		-	-	
5	Mr. Chayanin Debhakam, D.B.A.	Chairperson of the Nomination and Remuneration Committee / Chairperson of the Executive Committee / Member of the Corporate Governance and Sustainable Development Committee / Director	4,000,000	0.06	
	Spouse / Minor Children		-	-	
6	Asst. Prof. Thanavath Phonvichai, Ph.D.	Member of the Nomination and Remuneration Committee / Independent Director	-	-	
	Spouse / Minor Children		-	-	
7	Mr. Karoon Nuntileepong	Member of the Audit Committee / Member of the Nomination and Remuneration Committee Independent Director	-	-	
	Spouse / Minor Children		-	-	
8	Mr. Nutchdhwattana Silpavittayakul	Member of the Corporate Governance and Sustainable Development Committee / Director	340,728	0.00	
	Spouse / Minor Children		212,500	0.00	
9	Mr. Naris Cheykin	Member of the Risk Management Committee / Member of the Corporate Governance and Sustainable Development Committee / Member of the Executive Committee / Director / Chief Executive Officer	4,300,000	0.06	
	Spouse / Minor Children		-	-	
10	Mr. Nattavuth Mathayomchan	Member of the Executive Committee / Chief Residential Development Officer	-	-	
	Spouse / Minor Children		-	-	
11	Mr. Dirk André L. De Cuyper	Member of the Executive Committee	-	-	
	Spouse / Minor Children		-	-	
12	Mr. Thiti Thongbenjamas	Member of the Executive Committee	-	-	
	Spouse / Minor Children		-	-	
13	Mr. Terachart Numanit	Member of the Executive Committee / Chief Design and Construction Officer	3,200	0.00	
	Spouse / Minor Children		-	-	
14	Mrs. Thitima Rungkwansiroj	Member of the Executive Committee / Chief Financial Officer	-	-	
	Spouse / Minor Children		-	-	
15	Mrs. Samaporn Junhasobhaga	Vice President - Operation Finance	-	-	
	Spouse / Minor Children		-	-	
16	Mr. Sanoh Rusmeerojwong	Vice President - Corporate Finance	-	-	
	Spouse / Minor Children		-	-	
17	Ms. Thiphaphon Sophonphinitkun	Vice President - Project Finance	-	-	
	Spouse / Minor Children		-	-	
18	Ms. Kanokwan Sriphan	Vice President - Accounting	-	-	
	Spouse / Minor Children		16,000	0.00	

Note:

<sup>1</sup> List of the directors and management according to the definition under the Notification of the Capital Market Supervisory Board No.TorJor 23/2551.<sup>2</sup> S-W1 Warrant was expired since 16 July 2019

Ordinary Shares				S-W1 Warrant <sup>2</sup>			
	As of 31 December 2019		In-Year Changes (Share)	As of 31 December 2018		As of 31 December 2019	
	Amount (Shares)	Percentage of Paid-Up Capital		Amount (Unit)	Percentage of Remaining Warrant	Amount (Unit)	Percentage of Remaining Warrant
	770,932	0.01	-	157,866	0.0097	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	4,000,000	0.06	0	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	340,728	0.00	0	81,052	0.0050	-	-
	212,500	0.00	0	50,000	0.0031	-	-
	14,000,000	0.20	9,700,000	2,000,000	0.1225	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	3,200	0.00	0	274,820	0.0168	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	16,000	0.00	0	-	-	-	-

## GENERAL INFORMATION OF BUSINESS HELD BY SINGHA ESTATE 10% UPWARD

**As of December 31, 2019**

(Listed by alphabetical order)

(according to the Notes to the Financial Statement, items 11 and 12)

Company Name and Address	Date of Establishment	Registration Number	
<b>Residential Business</b>			
<b>Qtech Products Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	17 April 1995	0105538046680	
<b>NVDA Co., Ltd.<sup>1</sup></b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	12 March 2001	0105544024684	
<b>Atech Enterprise Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	11 September 2003	0105546109903	
<b>Nirvana Daii Plc.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	15 September 2004	0107547000851	
<b>Deeji Home Center Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	5 October 2005	0105548131353	
<b>Nirvana Construction Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	27 February 2006	0105549027304	
<b>Nirvana Rama9 Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	22 February 2008	0105551021652	
<b>Nirvana U Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	28 September 2009	0105552103733	
<b>NVDG Co., Ltd.<sup>2</sup></b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	31 July 2009	0105552077368	

Note :

<sup>1</sup> Formerly Subthananin Co., Ltd.

	Nature of Business	Registered Capital	Type of Share	Number of Paid-up Shares (Shares)	Value of Share	Shareholding
	Manufacturing of prefabricated fences, structures, and walls.	10,000,000 THB	Common	1,000,000	10 THB	51.55
	Real Estate	65,000,000 THB	Common	650,000	100 THB	51.55
	Trading of aluminum doors and windows.	7,000,000 THB	Common	700,000	10 THB	51.55
	Property and Construction	1,681,719,973 THB	Common	1,380,599,978	1 THB	51.56
	Construction	8,000,000 THB	Common	800,000	10 THB	51.55
	Construction	140,000,000 THB	Common	1,400,000	100 THB	51.55
	Real Estate	150,000,000 THB	Common	1,500,000	100 THB	51.55
	Real Estate	80,000,000 THB	Common	800,000	100 THB	51.55
	Construction	5,000,000 THB	Common	500,000	THB 10	51.55

Company Name and Address	Date of Establishment	Registration Number	
<b>Nirvana River Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	15 November 2013	0105556183821	
<b>S Residential Development Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	24 August 2016	0105559132801	
<b>S36 Property Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Soi Choeiphuang Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	26 October 2016	0105559168113	
<b>S43 Property Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	21 September 2017	0105560160562	
<b>S Klas Management Co., Ltd.<sup>3</sup></b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	19 July 2018	0105561123938	
<b>S Park Property Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	19 July 2018	0105561124021	
<b>S Reit Management Co., Ltd.</b> 123 Suntowers Building A, 31 <sup>st</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	19 July 2018	0105561123946	
<b>Nirvana Daiwa Development Co., Ltd.</b> 123 Suntowers Building A, 11 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-105-6789 Fax +66 (0) 2-105-6787	17 August 2018	0105561140786	
<b>Commercial Business</b>			
<b>Singha Property Development Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	12 June 2012	0105555084454	
<b>Max Future Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	6 August 2013	0105556124875	
<b>S Estate Commercials Inter Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	24 July 2015	0105558121547	

Note :

<sup>2</sup> Formerly Ginza Home Co., Ltd.<sup>3</sup> Formerly S Active Management Co., Ltd.



	Nature of Business	Registered Capital	Type of Share	Number of Paid-up Shares (Shares)	Value of Share	Shareholding
	Real Estate	305,000,000 THB	Common	3,050,000	100 THB	36.09
	Construction business	85,325,000 THB	Common	853,250	100 THB	99.99
	Property development (Condominium)	800,000,000 THB	Common	8,000,000	100 THB	51.00
	Property development (Condominium)	157,500,000 THB	Common	1,575,000	100 THB	99.99
	Property management	1,000,000 THB	Common	10,000	100 THB	99.96
	Property development (Condominium)	711,000,000 THB	Common	7,110,000	100 THB	99.96
	Reit Manager	10,000,000 THB	Common	100,000	100 THB	99.96
	Investment and development in real estate project for sale	421,000,000 THB	Common	4,210,000	100 THB	49
	Property development and investment	2,562,000,000 THB	Common	25,620,000	100 THB	99.99
	Property development and investment	1,500,000,000 THB	Common	15,000,000	100 THB	99.99
	Acquisition, divestment, exchange, lease, and let out of lands, buildings and properties of all kinds, and investment in other companies	4,062,000,000 THB	Common	40,620,000	100 THB	99.99

Company Name and Address	Date of Establishment	Registration Number	
<b>S Estate Commercials Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	29 July 2015	0105558124031	
<b>S Commercials (Singapore) Pte. Ltd.</b> 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	3 August 2015	201530744M	
<b>Hotel Business</b>			
<b>SHR HOTELS USA, INC.</b> 71 Washington Street, Reno, Nevada 89503, USA	21 September 1978	NV19881026604	
<b>Aston Hotels Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	7 July 1994	02946395	
<b>OHH (Fiji) Pte Limited</b> KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	11 September 1998	13097	
<b>Saltlake Resorts Ltd</b> Allee Des Cocotiers Royal, Bel Ombre, The Republic of Mauritius	16 September 1999	C8023004	
<b>SHR GLOBAL HOLDINGS LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	25 March 2002	NV20021035189	
<b>Aston Ventures Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	29 May 2003	04780953	
<b>The Hotelier Group Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	7 July 2004	05173209	
<b>Aston Hotels (Sheffield) Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	6 February 2006	05698974	
<b>SHR GLOBAL HOLDINGS II LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	12 February 2008	NV20081038499	
<b>Na Nimmann Co.,Ltd.</b> 63/182 Moo 5, Tambol Bohput, Ampher Koh Samui, Suratthani province	29 October 2010	0105553134241	
<b>Laguna Beach Development Co.,Ltd.</b> No. 323 Moo 2, Srisoonthorn Road, Tambol Cherngtalay, Amphur Thalang, Phuket province	9 February 2011	0105554019934	
<b>Jupiter Hotels Holdings Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	3 March 2011	07550744	
<b>Jupiter Hotels Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	3 March 2011	07550805	

Note :

<sup>2</sup> Formerly Ginza Home Co., Ltd.<sup>3</sup> Formerly S Active Management Co., Ltd.

	Nature of Business	Registered Capital	Type of Share	Number of Paid-up Shares (Shares)	Value of Share	Shareholding
	Acquisition, divestment, exchange, lease, and let out of lands, buildings and properties of all kinds, and investment in other companies	2,080,000,000 THB	Common	20,800,000	100 THB	99.99
	Investment in other companies	56,796,178 USD	Common	56,796,178	1 USD	99.99
	Investment in other companies	25,000 USD	Common	25,000	1 USD	60
	Hotel management and investment	3,000,000 GBP	Common	3,000,000	1 GBP	50
	Investment in other companies	2 FJD	Common	2	1 FJD	60
	Hotel management and investment	216,505,000 MUR	Common	216,505	1,000 MUR	60
	Investment in other companies		Member	Member contribution 119,784,667 USD	USD	60
	Hotel management and investment	1,000,000 GBP	Common	1,000,000	1 GBP	50
	Investment in other companies	8,022,378.7 GBP	Common	80,223,787	0.1 GBP	50
	Hotel management and investment	1,000,000 GBP	Common	1,000,000	1 GBP	50
	Investment in other companies	N/A	Common	N/A	USD	60
	Hotel management and investment	118,000,000	Common	11,800	10,000 THB	59.99
	Investment in other companies	10,000,000	Common Preference	600,000 400,000	10 THB 10 THB	59.99
	Investment in other companies	27,100,000 GBP	Common	27,100,000	1 GBP	50
	Investment in other companies and hotel management and investment	35,776,000 GBP	Common Preference	35,750,000 26,000	1 GBP 1 GBP	50

Company Name and Address	Date of Establishment	Registration Number	
<b>Jupiter Hotels Midco Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	3 March 2011	07550973	
<b>Jupiter Hotels Wetherby Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	3 March 2011	07550824	
<b>APAC REAL ESTATE HOLDINGS LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	13 February 2013	NV20131093144	
<b>LBR LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	13 February 2013	NV20131093128	
<b>Laguna Paradise Co.,Ltd.</b> No. 323 Room no.1, Moo 2, Srisoonthorn Road, Tambol Cherntalay, Amphur Thalang, Phuket province	12 March 2013	0105556045525	
<b>Laguna Service Co.,Ltd.</b> No. 57 Moo 4, Srisoonthorn Road, Tambol Cherntalay, Amphur Thalang, Phuket province	6 August 2013	0105533134742	
<b>OC Pte Limited</b> KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	4 September 2013	RCBS2013L5225	
<b>OH Pte Limited</b> KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	4 September 2013	RCBS2013L5227	
<b>OCL US LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	16 October 2013	NV20131609770	
<b>OHL US LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	16 October 2013	NV20131609872	
<b>Jupiter Hotels Management Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	28 February 2014	08917598	
<b>Hillview Global Pte Limited</b> KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	16 April 2014	16464	
<b>AREH II LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	3 June 2014	NV20141368370	
<b>AREH III LLC</b> 71 Washington Street, Reno, Nevada 89503, USA	10 June 2014	NV20141385068	
<b>O.K.M Pvt Ltd</b> H. Orchid Maage, 02nd Floor, Ameer Ahmed Magu, K.Male', The Republic of Maldives	24 June 2014	C-0535/2014	

	Nature of Business	Registered Capital	Type of Share	Number of Paid-up Shares (Shares)	Value of Share	Shareholding
	Investment in other companies	27,100,000 GBP	Common	27,100,000	1 GBP	50
	Hotel management and investment	4,505,000 GBP	Common Preference	4,500,000 5,000	1 GBP 1 GBP	50
	Investment in other companies	N/A	Member	Member contribution 100,935,067 USD	USD	60
	Investment in other companies	N/A	Member	Member contribution 12,753,212 USD	USD	60
	Investment in other companies	1,000,000 THB	Common	100,000	10 THB	59.99
	Hotel management and investment	90,500,000 THB	Common	905,000	100 THB	27
	Hotel management and investment	9,546,323 USD	Common	9,546,323	1 USD	60
	Investment in other companies	9,444,406 FJD	Common	9,444,406	1 FJD	60
	Investment in other companies	N/A	Member	Member contribution 11,966,753 USD	USD	60
	Investment in other companies	N/A	Member	Member contribution 20,975,604 USD	USD	60
	Hotel management and investment	1 GBP	Common	1	1 GBP	50
	Investment in other companies	10,000 USD	Common	2	1 USD	60
	Investment in other companies	N/A	Member	Member contribution 40,030,955 USD	USD	60
	Investment in other companies	N/A	Member	Member contribution -26,991,361 USD	USD	60
	Hotel management and investment	154,200 MVR	Common	1,000	154 MVR	60

Company Name and Address	Date of Establishment	Registration Number	
<b>S Hotel Management Co., Ltd.</b> 123 Suntowers Building B, 10 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel. +66 (0) 2-058-9888 Fax +66 (0) 2-617-6444-5	15 September 2014	0105557135820	
<b>S Hotel Phi Phi Island Co., Ltd.</b> 123 Suntowers Building B, 10 <sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel. +66 (0) 2-058-9888 Fax +66 (0) 2-617-6444-5	24 November 2014	0105557173454	
<b>Castleton Hotels and Resorts Pte. Ltd.</b> 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619	10 April 2015	201509668Z	
<b>Laguna Phuket Club Co., Ltd.</b> No. 323 Moo 2, Srisoonthorn Road, Tambol Cherngtalay, Amphur Thalang, Phuket province	1 September 2015	0835558010269	
<b>FS JV Co Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	24 September 2015	09793554	
<b>FS Mezz Co Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	24 September 2015	09793967	
<b>FS Mid Co Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	24 September 2015	09794137	
<b>FS Senior Co Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	24 September 2015	09794219	
<b>S Hotels and Resorts Inter Co., Ltd.</b> 123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok Tel. +66 (0) 2-050-5555 Fax +66 (0) 2-617-6444-5	25 September 2015	0105558156189	
<b>S Hotels and Resorts (UK) Ltd.</b> The Broadgate Tower, 3rd Floor, 20 Primrose Street, London, United Kingdom, EC2A 2RS	30 September 2015	09802164	
<b>S Hotels and Resorts (HK) Limited</b> 18th Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong	7 October 2015	2293599	
<b>S Hotels and Resorts Public Company Limited</b> 123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel. +66 (0) 2-058-9888 Fax +66 (0) 2-617-6444-5	10 November 2015	107562000190	
<b>S Hotels and Resorts (SG) Pte. Ltd.</b> 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	11 November 2015	201540210R	
<b>FS JV License Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	12 April 2016	10119634	



	Nature of Business	Registered Capital	Type of Share	Number of Paid-up Shares (Shares)	Value of Share	Shareholding
	Hotel management and investment	1,531,122,890 THB	Common	153,112,289	10 THB	59.99
	Hotel management and investment	300,000,000 THB	Common	3,000,000	100 THB	59.99
	Investment in other companies	1,734,000 USD	Common	1,734,000	1 USD	60
	Hotel management and investment	373,000,000 THB	Common Preference	37,137,000 163,000	10 THB 10 THB	59.99
	Investment in other companies	1,000,000 GBP	Common	1,000,000	1 GBP	50
	Investment in other companies	1,000,000 GBP	Common	1,000,000	1 GBP	50
	Investment in other companies	1,000,000 GBP	Common	1,000,000	1 GBP	50
	Investment in other companies	1,000,000 GBP	Common	1,000,000	1 GBP	50
	Property investments and management services or technical services and/or supporting services to associated companies or branches	13,815,531,500 THB	Common	138,155,315	100 THB	99.99
	Investment in other companies	500,000 GBP	Common	500,000	1 GBP	60
	Investment in other companies	42,632,000 GBP	Common	42,632,000	1 GBP	60
	Investment in other companies and/or property investments and management services or technical services and/or supporting services to associated companies or branches	18,318,200,000 THB	Common	3,593,640,000	5 THB	60
	Investment in other companies	65,163,993 USD	Common	65,163,993	No par value	100
	Investment in other companies	3,264,000 GBP	Common	3,264,000	1 GBP	50

Company Name and Address	Date of Establishment	Registration Number	
<b>FS Mid License Limited</b> 40 Oxford Road, High Wycombe, BUCKS HP11 2EE from 54 Portland Place, London, W1B 1DY	12 April 2016	10119891	
<b>Hillview Pte Limited</b> KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	23 November 2016	12754	
<b>Madison Offshore Holdings I, LLC</b> MAPLES CORPORATE SERVICES LIMITED PO Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands	23 November 2016	MC - 145	
<b>OTRG APAC Holdings, LLC</b> MAPLES CORPORATE SERVICES LIMITED PO Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands	23 November 2016	MC - 143	
<b>Madison Offshore (Thailand) Co., Ltd.</b> 123 Suntowers Building B, 22 <sup>nd</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel. +66 (0) 2-058-9888 Fax +66 (0) 2-617-6444-5	20 December 2016	0105559194459	
<b>Prime Locations Management 2 Ltd.</b> Oliaji Trade Centre, 1 <sup>st</sup> Floor, Victoria, Male', the Republic of Seychelles	20 April 2017	192014	
<b>S Hotels and Resorts (SC) Co., Ltd.</b> Oliaji Trade Centre, 1 <sup>st</sup> Floor, Victoria, Mahe', The Republic of Seychelles	20 April 2017	193638	
<b>S Services (Maldives) Pvt Ltd<sup>4</sup></b> H. Gadhamoo Building, First Floor, Boduthakurufaanu Magu, Henveiru, Male' City, Maldives	22 June 2017	C-0621/2017	
<b>Dream Islands Development 2 Private Limited</b> #02-01, Millennia Tower, 10 Ameer Ahmed Magu, Male' 20026, Republic of Maldives	4 October 2017	C-0971/2017	
<b>APAC Holding, LLC</b> MAPLES CORPORATE SERVICES LIMITED PO Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands	2 March 2018	MC -1084	
<b>S Hotels and Resorts APAC (SG) Pte. Ltd.</b> 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	20 March 2018	201809514H	
<b>Prime Locations Management 3 Ltd.</b> Oliaji Trade Centre, 1st Floor, Victoria, Male', the Republic of Seychelles	5 September 2019	214852	
<b>Dream Islands Development 3 Private Limited</b> #02-01, Millennia Tower, 10 Ameer Ahmed Magu, Male' 20026, Republic of Maldives	27 November 2019	C11872019	
<b>SW Development Holding Co. Ltd</b> Oliaji Trade Centre, 1st Floor, Victoria, Male', the Republic of Seychelles	27 December 2019	217669	

Note :

<sup>4</sup> Formerly S Hotels and Resorts (Maldives) Pvt. Ltd.

	Nature of Business	Registered Capital	Type of Share	Number of Paid-up Shares (Shares)	Value of Share	Shareholding
	Investment in other companies	1 GBP	Common	1	1 GBP	50
	Hotel management and investment	14,338,979 FJD	Ordinary	14,338,979	1 FJD	60
	Investment in other companies	N/A	Member	Member contribution 36,162,058.55 USD	No par value	60
	Investment in other companies	N/A	Member	Member contribution 135,867,297.38 USD	No par value	60
	Investment in other companies	500,000 THB	Common	100,000	5 THB	59.99
	Investment in other companies	500,000,000 USD	Common	1	1 USD	60
	Investment in other companies	500,000,000 USD	Common	177,700,001	1 USD	60
	Management of tourist resort developments in Maldives	6,000 MVR	Common	92,520	15.42 MVR	100
	Hotel management and investment	92,520 MVR	Common	6,000	15.42 MVR	59.99
	Hotel management and investment	N/A	Member	Member contribution 235,003,573.33 USD	No par value	60
	Investment in other companies, Hotel management and investment	245,096,094 USD	Common	245,096,094	1 USD	60
	Investment in other companies	65,000,000 USD	Common	8,000,000	1 USD	60
	Hotel management and investment	2,000 MVR	Common	2,000	1 MVR	60
	Investment in other companies	500,000,000 USD	Common	2	1 USD	50

## LIST OF DIRECTORS IN SUBSIDIARIES AND JOINT VENTURES

List of Directors in Subsidiaries and Joint Ventures as of December 31, 2019

Director	Subsidiaries																																					
	Singha Estate Public Company Limited	Singha Property Development Co., Ltd.	Max Future Co., Ltd.	S Estate Commercials Inter Co., Ltd.	S Estate Commercials Co., Ltd.	S Hotels and Resorts Inter Co., Ltd.	S Residential Development Co., Ltd.	S43 Property Co., Ltd.	S Park Property Co., Ltd.	S Klas Management Co., Ltd.	S Reit Management Co., Ltd.	S Hotels and Resorts (SG) Pte. Ltd.	S Services (Maldives) Pvt Ltd	Nirvana Daiil Plc.	Qtech Products Co., Ltd.	NVDA Co., Ltd.	Atech Enterprise Co., Ltd.	Deeji Home Center Co., Ltd.	Nirvana Construction Co., Ltd.	Nirvana Rama9 Co., Ltd.	NVDG Co., Ltd.	Nirvana U Co., Ltd.	Nirvana River Co., Ltd.	S Hotels and Resorts Public Company Limited	Laguna Service Co.,Ltd.	Na Nimmann Co.,Ltd.	Laguna Beach Development Co.,Ltd.	Laguna Paradise Co.,Ltd.	S Hotel Phi Island Co., Ltd.	S Hotel Management Co., Ltd.	Laguna Phuket Club Co.,Ltd.	Madison Offshore (Thailand) Ltd.	SHR Hotels USA, Inc	OHH (Fiji) Pte Limited	Saltlake Resorts Ltd	SHR Global Holdings LLC		
1 Mr Chutinant Bhirombhakdi	X																																					
2 Ms Napaporn Landy	•																																					
3 Mr Charamporn Jotikasthira	•																																					
4 Mr Petipong Pungbun Na Ayudhya	•																																					
5 Mr Chayanin Debhakam, DBA	•	•	•	•	•	•	•	•	•	•		•											•		•	•	•	•	•	•	•	•	•	•	•	•	•	
6 Asst Prof Thanavath Phonvichai, PhD	•																																					
7 Mr Nutchdhawattana Silpavittayakul	•																																					
8 Mr Karoon Nuntileepong	•																																					
9 Mr Naris Cheyklin	•	•	•	•	•	•	•	•	•	•	•	•	•	•								•	•		•	•	•	•	•	•	•	•	•	•	•	•	•	
10 Mr Nattavuth Mathayomchan		•	•	•	•		•	•	•	•				•										•		•	•	•	•	•	•	•	•	•	•	•	•	•
11 Mr Dirk Andre LDe Cuyper												•											•		•	•	•	•	•	•	•	•	•	•	•	•	•	•
12 Mr Thiti Thongbenjamas		•	•	•	•	•	•		•	•		•	•										•		•	•	•	•	•	•		•	•	•	•	•	•	•
13 Mr Terachart Numanit								•															•															
14 Mrs Thitima Rungkwansiriroj		•	•	•	•	•	•	•	•	•		•		•									•		•	•	•	•	•	•	•	•	•					
15 Mrs Auyporn Footrakul					•																																	
16 Mr Ketkorn Kematorn											•																											
17 Mrs Tipawan Chayutimand											•																											
18 Mr Sutthichai Sungkamanee														X																								
19 Mrs Preeprem Nonthaleerak, PhD													•																									
20 Ms Pojanard Prinyapatpakorn													•																									
21 Mr Sornsak Somwattana													•	•	•	•	•	•	•	•	•	•																
22 Mr Kampanart Lohachareonvanich												•																										
23 Mr Apimuk Sukprasit												•																										
24 Mr Narongrit Sudthongkong														•			•	•			•																	
25 Mr Thitiwut Vimuktanonda														•			•	•			•																	
26 Mr Kittipong Burapakusolsri														•			•				•																	

X = Chairman

• = Director

[illegible]

Director	Subsidiaries																																				
	Singha Estate Public Company Limited	Singha Property Development Co., Ltd.	Max Future Co., Ltd.	S Estate Commercials Inter Co., Ltd.	S Estate Commercials Co., Ltd.	S Hotels and Resorts Inter Co., Ltd.	S Residential Development Co., Ltd.	S43 Property Co., Ltd.	S Park Property Co., Ltd.	S Klas Management Co., Ltd.	S Reit Management Co., Ltd.	S Hotels and Resorts (SG) Pte. Ltd.	S Services (Maldives) Pvt Ltd	Nirvana Daii Plc.	Qtech Products Co., Ltd.	NVDA Co., Ltd.	Atech Enterprise Co., Ltd.	Deeji Home Center Co., Ltd.	Nirvana Construction Co., Ltd.	Nirvana Rama9 Co., Ltd.	NVDG Co., Ltd.	Nirvana U Co., Ltd.	Nirvana River Co., Ltd.	S Hotels and Resorts Public Company Limited	Laguna Service Co.,Ltd.	Na Nimmann Co.,Ltd.	Laguna Beach Development Co.,Ltd.	Laguna Paradise Co.,Ltd.	S Hotel Phi Phi Island Co., Ltd.	S Hotel Management Co., Ltd.	Laguna Phuket Club Co.,Ltd.	Madison Offshore (Thailand) Ltd.	SHR Hotels USA, Inc	OHH (Fiji) Pte Limited	Saltlake Resorts Ltd	SHR Global Holdings LLC	
27 Mr Ronnachai Trisunan																•			•	•		•															
28 Mr Jiradej Nusthit																•			•	•		•															
29 Mr Toontawee Mongkolsangsuree																	•																				
30 Mr Parichatr Yampandh																							•														
31 Mr Sompong Tantapart																								X													
32 Mr Jukr Boon-Long																								•													
33 Mr Praisun Wongsomsmith																								•													
34 Mr Kontee Worrapitayut																									•												
35 Mr Shankar Chandran																									•												
36 Mr Kuan Chiet																									•												
37 Ms Areewan Sriwetchupong																									•												
38 Mr Stuart David Reading																									•												
39 Ms Piploy Pluemarom																									•												
40 Mrs Nanchalewe Kecharananta																									•												
41 Mr Russell Graham Blaik																																				•	
42 Mr Assad Abdullatiff																																					•
43 Mr Mohamed Shahdy Anwar													•																								
41 Mr Hak Ching Terence Lee																																					
45 Mr Yee Kong Seng Francis																																					
46 Mr Daisuke Murakami																																					
47 Mr Masakane Kuge																																					
48 Mr Sanjay Kumar Singh																																					
49 Mr Krit Srichawla																																					
50 Mr Shane Harris																																					
51 Mr Andrew Edward Pring																																					
52 Mr Lai Foon Kuen													•																								
53 Wan Kin Foo																																					
54 Sai Shang																																					
55 Khin Saw Hlaing																																					
56 Zaw Win Maung																																					
57 Le Le Wai																																					
58 Nadia Sayed Khadija																																					•

X = Chairman

• = Director



[illegible]

---

## REFERENCES

---

### Registrar of Ordinary Shares

Thailand Securities Depository Co., Ltd.

The Stock Exchange of Thailand Building  
93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400, Thailand

Tel : +66 (0) 2009 9000 or  
SET Contact Center : +66 (0) 2009 9999  
Fax : +66 (0) 2009 9991  
Email : SETContactCenter@set.or.th

---

### Auditors

PricewaterhouseCoopers ABAS Ltd.

By Mr. Chanchai Chaiprasit Certified Public Accountant No.3760, or  
Mr. Pisit Tangtanakul Certified Public Accountant No.4095, or  
Mr. Boonrueng Lerdwiseswit Certified Public Accountant No.6552

15<sup>th</sup> Floor Bangkok City Tower,  
179/74-80 South Sathorn Road, Khwaeng Thung Maha Mek, Khet Sathon,  
Bangkok 10120, Thailand

Tel. : +66 (0) 2344 1000  
Fax : +66 (0) 2286 8200

---

---

## INFORMATION FOR INVESTORS

---

### Singha Estate Public Company Limited

Registered Capital	: Baht 10,128,502,526
Issued and Paid-up Capital	: Baht 6,853,719,395
Comprising of ordinary shares of	6,853,719,395 shares
Par Value	Baht 1 per shares

### Stock Information

Ordinary shares of the Company have been listed and traded on the Stock Exchange of Thailand since 12 April 2007 under the company name Rasa Property Development Public Company Limited with "RASA" as the abbreviated security name.

On 12 September 2014, the Company underwent a business integration with a change in its shareholding structure and company name to Singha Estate Public Company Limited with "S" as the stock symbol.

### Annual General Meeting of Shareholders

The Board of Directors of Singha Estate Public Company Limited agreed to hold the 2020 Annual General Meeting of Shareholders on 27 April 2020, at 14.00 hrs. at The PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310 Thailand.

### Investor Relations

#### Address:

Singha Estate Public Company Limited  
123 Sun Towers Building B, 30th Floor,  
Vibhavadi-Rangsit Road, Chompon, Chatuchak,  
Bangkok 10900 Thailand

Telephone : +66(0) 2050 5555

Facsimile : +66(0) 2617 6884-5

Email : IR@singhaestate.co.th

Website : www.singhaestate.co.th

### Dividend Policy:

S has a policy to pay dividends at a rate of approximately 40 percent of the annual net profit (unless there is a compelling reason against this).

---

## FINANCIAL CALENDAR FOR 2019 AND 2020

Financial Calendar	2019	2020 (Tentative)
Announcement of full year financial results (prior year)	February	February*
Record Date for the Annual General Meeting	March	March
The Annual General Meeting of the Shareholders	April	April
Announcement of first quarter financial results	May	May*
Announcement of second quarter financial results	August	August*
Announcement of third quarter financial results	November	November*

\* Referred to the Notification of Capital Market Supervisory Board no. Tor.Jor. 70/2015 re: Regulations, Conditions and Disclosure Approaches on Financial Status and Operating Result (No. 6), the Company with shares listed in the Stock Exchange of Thailand shall arrange and submit the reviewed financial statement for quarter 1, quarter 2, quarter 3 within 45 days from the end of such quarter, and the audited financial statement for the year end within 2 months from the end of the financial year.



**SINGHA ESTATE PUBLIC COMPANY LIMITED**

123 Sun Towers Building B, 22<sup>nd</sup> Floor,  
Vibhavadi-Rangsit Road, Chom Phon,  
Chatuchak, Bangkok 10900

Tel : +66 (0) 2050 5555

Fax : +66 (0) 2617 6444 - 5

[www.singhaestate.co.th](http://www.singhaestate.co.th)