

**ANANDA**

# **BUILT TO LAST**

**ANNUAL REPORT 2018**

Ananda Development Public Company Limited







ANANDA

# BUILT TO LAST





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# VISION

Together, we are passionate about creating vibrant lives by continuously innovating urban living solutions based on major transport systems.












# MISSION

We are number one in mass transit living through ambition, determination and innovation.

We pursue optimization of capital, people development and ethical behavior.





The image is a vertical collage of three distinct scenes, separated by diagonal lines. The top scene shows a man in mid-air, wearing a dark jacket, jeans, and sunglasses, with his hands near his head. The middle scene shows a high-speed train in motion, blurred to convey speed. The bottom scene shows a multi-lane highway filled with cars, also blurred to show movement. The entire image has a blue and teal color palette.

TO DELIVER  
URBAN LIVING SOLUTIONS  
TO IMPROVE THE QUALITY  
OF URBAN LIFE





**THE SOUL  
OF THE PEOPLE  
IS THE SOUL  
OF THE CITY**

# COMPANY KEY HIGHLIGHTS

## ANOTHER RECORD YEAR

2018 saw the continuing of record year for Ananda.

The Company achieved record transfers **increased 120% year on year to 33,171 million Baht** for the whole of 2018 to an all-time high record.

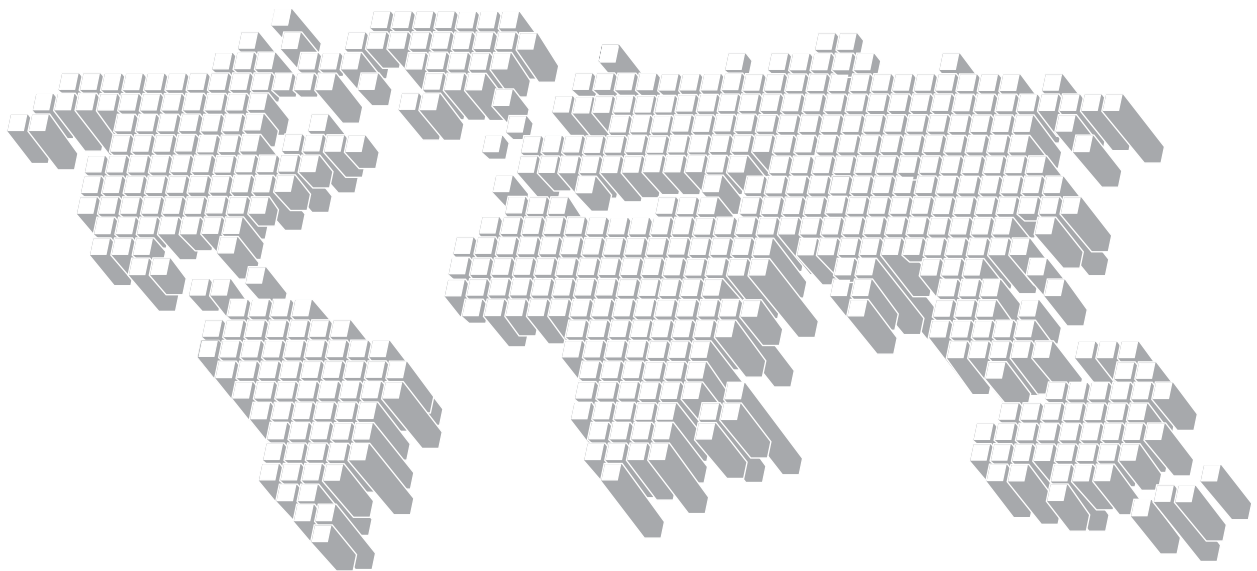
In addition, its International customers remain strong with combined transfers of **6,300 million Baht, up 300%** from the previous year.





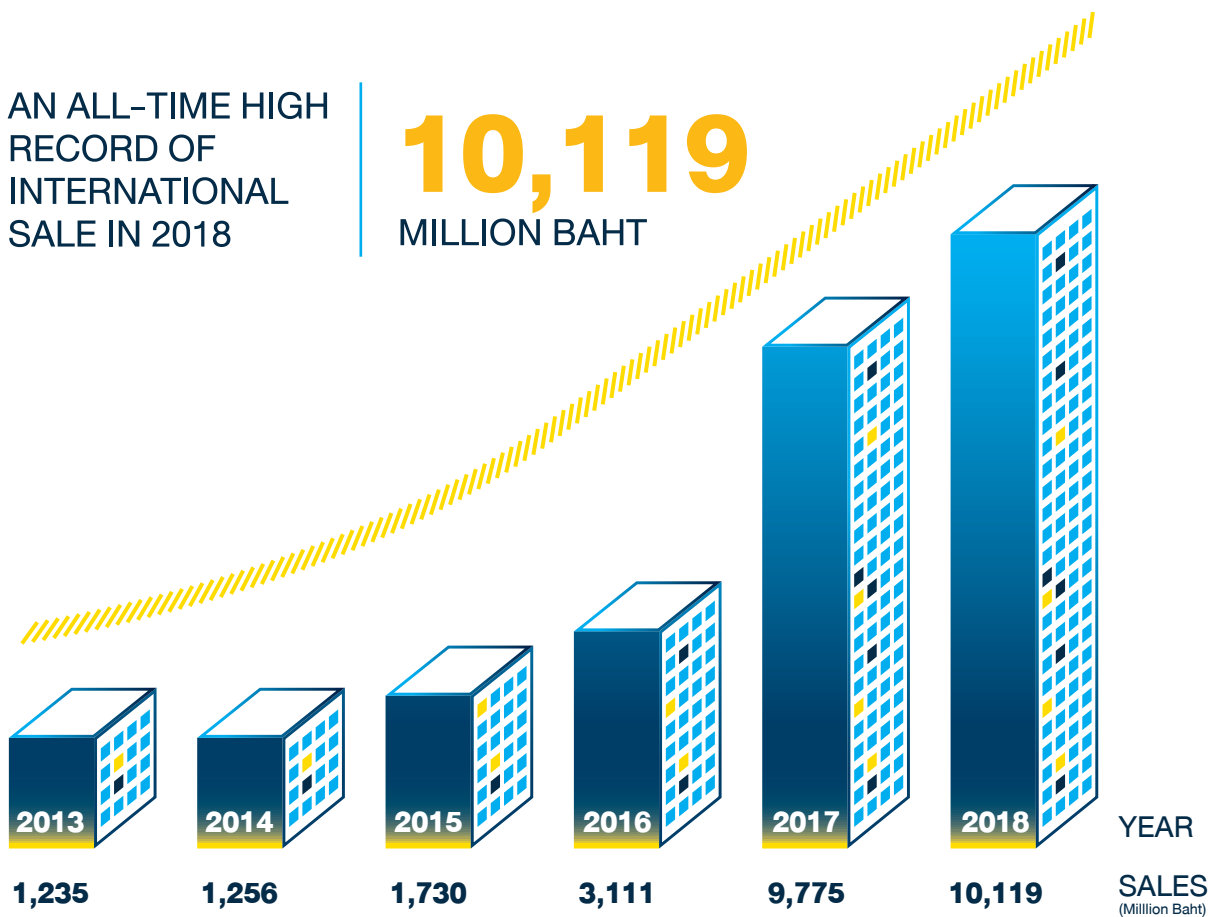
## INTERNATIONAL SALES

The Company achieved these record figures with the help of unprecedented foreign buying. The Company has also expanded its international sales in 2018 from its first initiation in September 2013. The Company has successful international sales both new launches and existing projects with sales of 10,119 million Baht bringing us into an all-time high international sales for the year 2018. This help the Company diversify customer base from international customers.



AN ALL-TIME HIGH  
RECORD OF  
INTERNATIONAL  
SALE IN 2018

**10,119**  
MILLION BAHT





## OUR PARTNERSHIP DEEPENS

Ananda has developed a joint venture with Mitsui Fudosan, one of Japan's largest real estate developer by revenues and announced its first joint venture project Ideo Q Chula-Samyang since 2013.

In 2018 we launched an additional 33 billion Baht : 5 condominium projects worth 23 billion Baht and 4 first serviced apartment projects worth 10 billion Baht bringing the total value of joint venture projects to 128 billion Baht in 30 projects

# #1

JOINT VENTURE

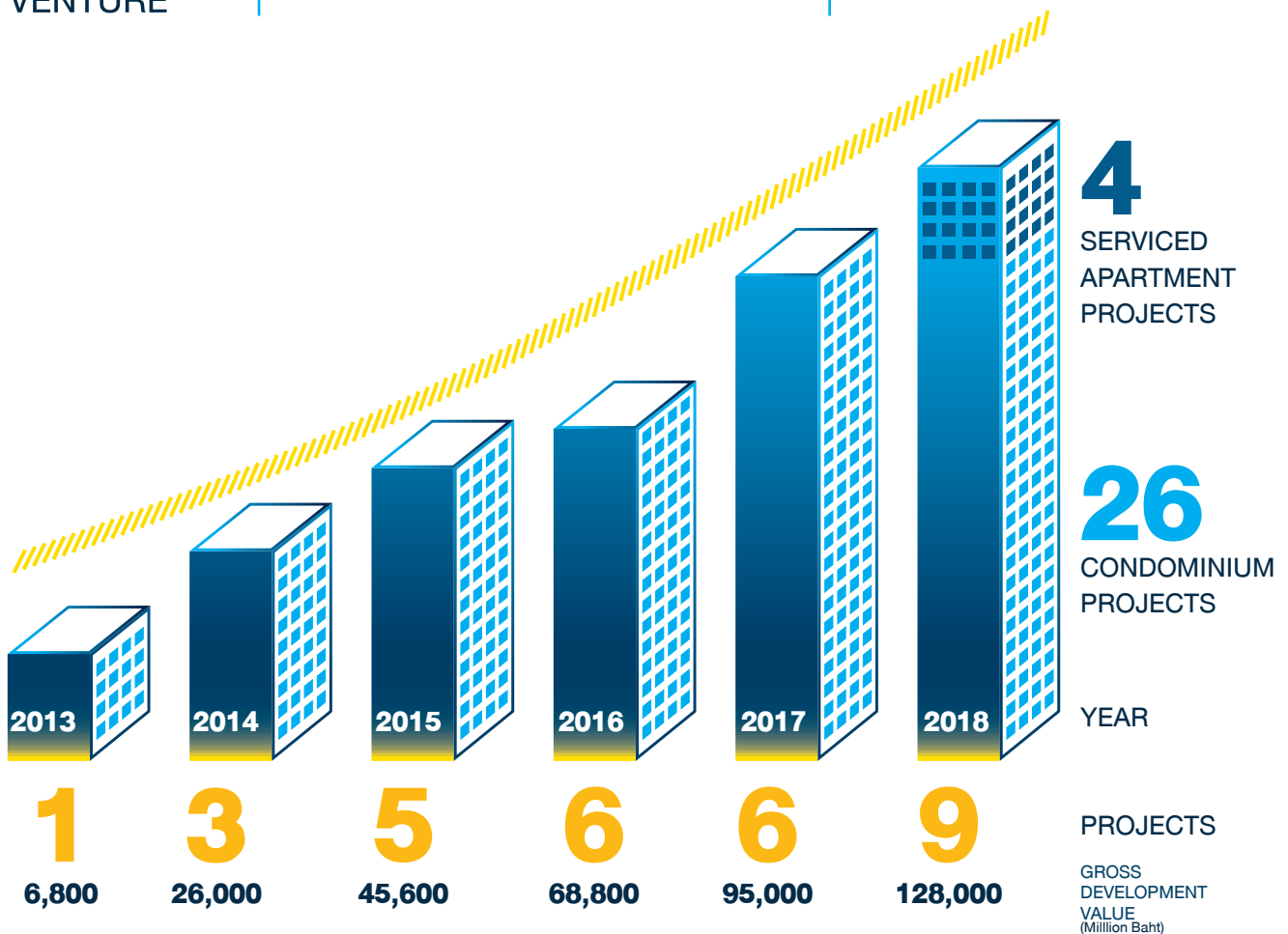
# 128,000

MILLION BAHT

# 30

PROJECTS

AS OF DECEMBER 2018



**IDEO**  
RAMA 9-ASOKE



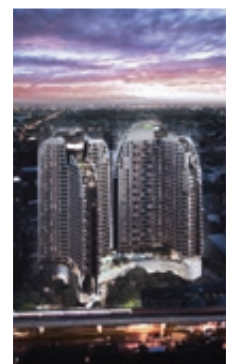
**IDEO**  
SATHORN-WONGWIEN YAI



**IDEO**  
RATCHADA-SUTTHISAN



**ELIO**  
SATHORN-WUTTHAKAT



**IDEO MOBI**  
SUKHUMVIT EASTPOINT

## DIVERSIFICATION

The Company plans to distribute revenue channels by adding portfolios from recurring income. We see the opportunity to expand the business and investments that has continued income in the long run. Therefore, the serviced apartment project has been started with global partners like The Ascott Limited. In 2018, the Company has developed five serviced apartment projects, namely, SOMERSET RAMA 9, ASCOTT EMBASSY SATHORN, ASCOTT THONGLOR, LYF SUKHUMVIT 8 in CBD and a serviced apartment in the middle of Pattaya Beach.



**SOMERSET RAMA 9**



**ASCOTT EMBASSY SATHORN**



**ASCOTT THONGLOR**



**LYF SUKHUMVIT 8**



# TECHNOLOGY LEADERSHIP

Ananda has continued its commitment to innovation with disclosure of a strategy based around the concept of Ananda being an UrbanTech company.

Ananda UrbanTech empowers Ananda Development's vision and commitment to disrupt the traditional way of living to improve the quality of Urban Life. Set up in 2017, this innovative approach has enabled Ananda Development to source innovation and technology in order to further develop this quality of life in all aspects of modern living, covering safety, speed and convenience in the areas of housing, commuting, working, health and personal finance.



In 2018, over 70 Ananda UrbanTech events including booth exhibitions, business meetings, university collaboration programs, knowledge sharing events etc. has inspired over 500,000 attendees who are C-level, Chairman, Top Executives, Government Agencies, Startups etc.

Through this UrbanTech strategic plan, Ananda Development is on its way to becoming a tech leader within the real estate market which committed to bringing new initiatives in order to prosper Thailand. The UrbanTech key highlights in 2018 include SingularityU Thailand Summit, Techsauce Global Summit, Digital Thailand Big Bang, CEBIT Asean Thailand, Seedstars Asian Summit etc.

Ananda sees the rich opportunities presented in cloud technologies, and digital business models, embarked to transform its transfer and inspection process through the development of the Ananda Transfer Application (ATA). This leverages on exponential technologies such as machine learning through Speech-to-Text and image recognition capabilities, as well as deep human centred design framework, to build an application that the users love. The application acts as a centralised platform to address information asymmetry offering single source of truth to all stakeholders. In doing so, operational efficiency is achieved through reduced turn-around time for inspection and repairs. Customers also benefited from more transparent and professional report generated automatically by ATA. As of 2018, 11 condominium projects of Ananda were early adopting this transfer application.



In addition, Ananda is the first property developer in Thailand to implement Virtual Reality (VR) Building Information modelling (BIM), immersive digital models of development plans. VR BIM models streamline the entire development process, allowing for reductions in both project costs and time.



Ananda won an Enterprise Innovation Award at the 24th Asia IoT Business Platform. Ananda Development set up a dedicated internal team, Ananda UrbanTech, to make use of big data and artificial intelligence to streamline construction project management and the transfer processes which have, ultimately, led to a marked reduction in construction time and cost.



## CORPORATE GOVERNANCE

The Company is very proud that its commitment to the best possible corporate governance and transparency has resulted in the Company's corporate governance rating issued by the Stock Exchange of Thailand being maintained "Excellent" corporate governance scoring (5-star) for second consecutive years.



## IR AWARDS

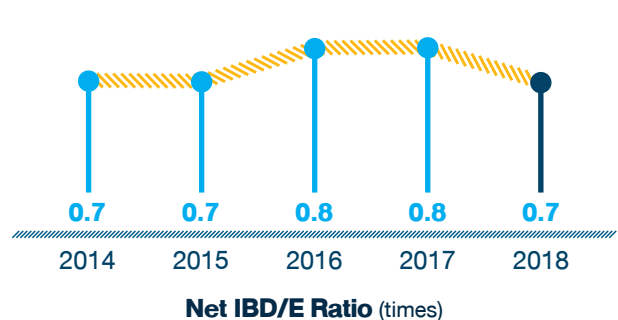
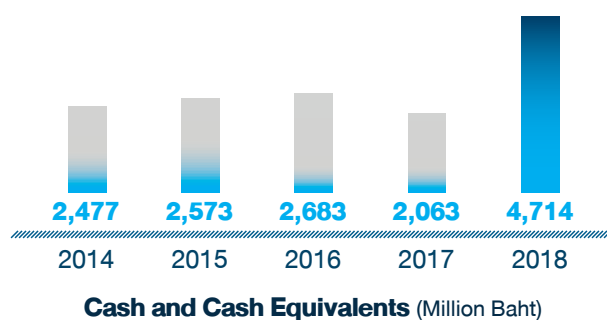
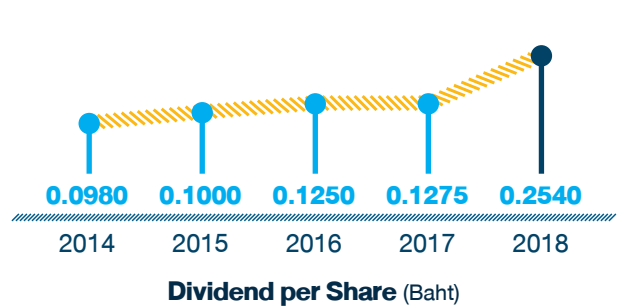
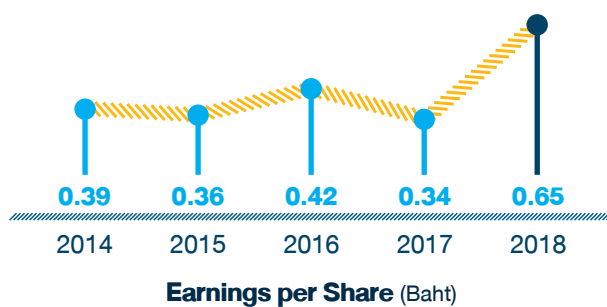
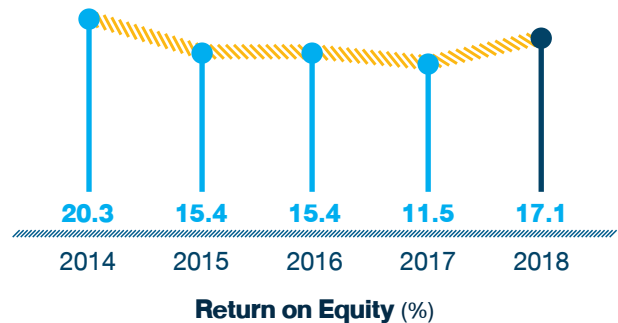
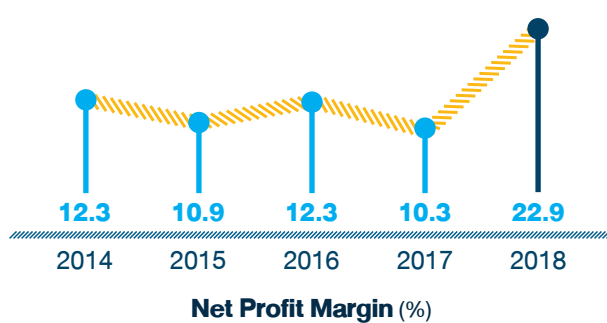
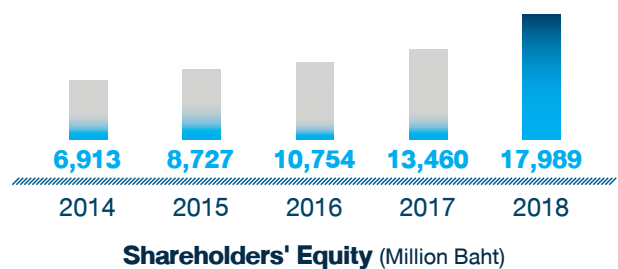
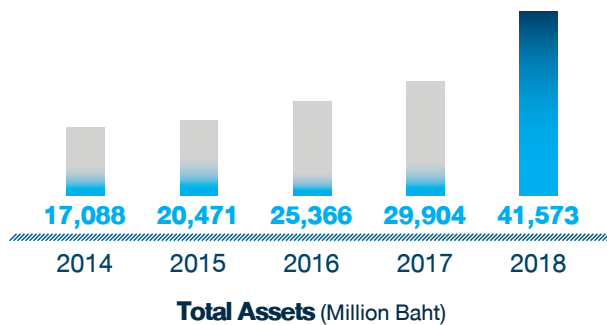
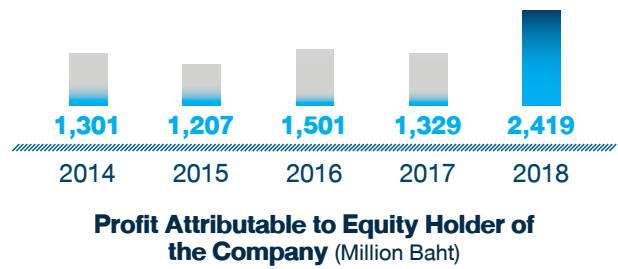
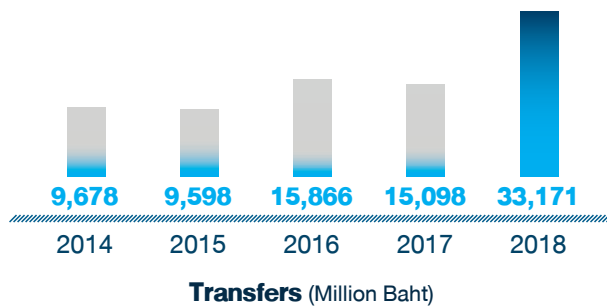
The Company is also very pleased that its efforts to communicate fully and transparently to domestic and international investors has been recognized with the company being awarded outstanding achievement for Investor Relations 2018 by the Stock Exchange of Thailand.





# FINANCIAL HIGHLIGHTS

	2018	2017	2016	2015	2014
Presales (Million Baht)	<b>31,483</b>	34,920	25,175	26,235	20,898
Transfers (Million Baht)	<b>33,171</b>	15,098	15,866	9,598	9,678
<b>Summary of Financial Position Statement (Million Baht)</b>					
Cash and Cash Equivalents	<b>4,714</b>	2,063	2,683	2,573	2,477
Total Assets	<b>41,573</b>	29,904	25,366	20,471	17,088
Total Liabilities	<b>23,584</b>	16,444	14,612	11,743	10,175
Shareholders' Equity	<b>17,989</b>	13,460	10,754	8,727	6,913
<b>Operating Results (Million Baht)</b>					
Revenue from Sale of Real Estate	<b>5,905</b>	8,932	9,780	9,598	9,678
Revenue from Project Management Services and Comission Income	<b>2,080</b>	2,061	1,243	961	522
Revenue from Construction	<b>1,674</b>	1,208	539	45	5
Total Revenues	<b>10,555</b>	12,950	12,230	11,025	10,580
Total Cost of Goods Sold	<b>6,950</b>	8,053	7,698	6,596	6,402
Gross Profit	<b>3,605</b>	4,898	4,532	4,430	4,178
Selling and Administrative and Other Expenses	<b>3,086</b>	2,570	2,505	2,152	2,063
Profit Attributable to Equity Holder of the Company	<b>2,419</b>	1,329	1,501	1,207	1,301
<b>Value per Share (Baht per Share)</b>					
Book Value Per Share	<b>3.7</b>	4.0	3.2	2.6	2.1
Earnings per Share	<b>0.65</b>	0.34	0.42	0.36	0.39
<b>Financial Ratios</b>					
Return on Assets (%)	<b>6.8</b>	4.8	6.6	6.4	8.8
Return on Equity (%)	<b>15.4</b>	11.5	15.4	15.4	20.3
Gross Profit Margin (%)	<b>34.2</b>	37.8	34.4	38.7	37.6
Net Profit Margin (%)	<b>22.9</b>	10.3	12.3	10.9	12.3
Dividend per Share (Baht)	<b>0.2540</b>	0.1275	0.1250	0.1000	0.0980
D/E Ratio (times)	<b>1.3</b>	1.2	1.4	1.3	1.5
Net IBD/E Ratio (times)	<b>0.7</b>	0.8	0.8	0.7	0.7





# MESSAGE FROM THE CHAIRMAN

Although challenges exist in the business world, they still create opportunities and progressive thinking for Ananda and Thailand. The past year saw the country's GDP growing at a rate of 4% per annum, a rate of growth higher than the average growth rate for the past five years. Fundamentals for the Thai economy in 2018 were driven by the robust tourism industry, consumer spending, government infrastructure expenditure and exports at a solid pace free from any external factors.



The election in 2019 will also boost the continuation of construction, and the acceleration of disbursements for all government infrastructure programs we expect to see in 2019 will also serve to shield Thailand from any external shocks including trade war. The approval by the Cabinet of the Royal Thai Government of new mass transit lines totalling 112 kms costing 232 billion baht which have been under construction to be ready in the next few years was a positive sign for Ananda and will expand the scope for Ananda to implement its strategy of mass transit living and continue to generate investment opportunities for many years to come.

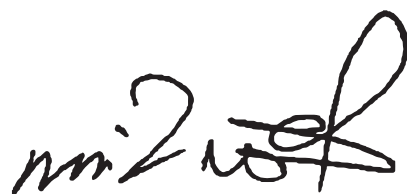
Ananda believes that business changes and disruptions are coming faster and more intensely than ever before and that the answer to these challenges is greater agility and faster learning. To do this, we have deployed the Ananda UrbanTech strategy and this has helped us become recognized as one of the most innovative companies in Thailand. This strategy empowers Ananda's vision and commitment to disrupt the traditional way of living to improve the quality of urban life for society.

The company has committed itself to fulfil its obligations and to extend these to the wider community. The company continued its support of Habitat for Humanity and has generated income for the community. The company supports CSR in-process and after-process activities which are carried out in effort to promote sustainable development of the society at large. In addition, Ananda has continued its commitment to innovation in 2018 with the disclosure of a strategy based on the concept of Ananda being an UrbanTech company. Over 70 public activities were launched in 2018, such as announcements of partnerships with local and international technology companies, bringing the world's best thinkers to Bangkok to share their knowledge with the community to improve the technology ecosystem, including the Techsauce Global

Summit, Digital Thailand Big Bang, CEBIT ASEAN Thailand, and the Seedstars Asian Summit. Furthermore, Ananda and the Council of University Presidents of Thailand co-organized the "How Cambridge, Berkeley and Stanford Do Tech Transfer" project for the first time in Thailand by being honored by representatives from the three leading global universities to share their best practices for intellectual property and transfer of technology knowledge to university leaders and students in Thailand. The main objective of this event was to push Thailand toward the development of innovation and technology which is needed to succeed, which can start from university and then make its way to business and Thai society.

I would like to congratulate the staffs of Ananda for maintaining our Corporate Governance Rating by the Stock Exchange of Thailand at the top rating of five stars, as well as for being awarded Outstanding Investor Relations of the Year by the Stock Exchange of Thailand. We take corporate governance and investor relations very seriously and we appreciate this being recognised.

On behalf of Ananda Development Public Company Limited, I would like to convey my appreciation to the shareholders, customers, financial institutions, members of the press and business partners for their support in helping bring Ananda to this point where we are now realizing our true potential. I would also like to thank the Board of Directors, executives and staff for the total dedication they have displayed in bringing Urban Living Solutions to improve the quality of urban life for the people of Bangkok and continuing our journey to be the leading property company in Thailand.



**Dr. Narongchai Akrasanee**

**Chairman of the Board**  
**Ananda Development Public Company Limited**



# MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The 2018 marked a 20-year journey for the company. We focus on the future growth of the company through its 'Built to Last' campaign with financial strength including good support from our partners including Mitsui Fudosan. Transfers including joint ventures increased 5 times over 6 years since the year our IPO was introduced on the Stock Exchange of Thailand in 2012.



The company has continued to set numerous records. It increased its transfers including joint ventures by 120% compared to 2017 to an all-time high record of 33,171 million Baht. Ananda also increased its international presales to an all-time high record of 10,119 million Baht. In addition, its international customers remain strong with all-time high transfers of 6,300 million Baht increasing 300% over the previous year. Including sales from new launches and existing projects, Ananda was the number one seller of condominiums within 300 metres from mass transit stations in the country for the year of 2016 to 2018.

Although revenues were lower by 18% compared to the previous year to 10,555 million Baht, our shares of profit from joint ventures still totalled 2,341 million Baht. The investments through joint venture projects have primarily been core businesses to expand our growth. Profit attributable to equity holder of the company for the year increased by 82% over 2017 to an all-time high record of 2,419 million Baht.

As CEO, I would like to continue improving our performance with financial discipline and our operations in the future. We have become the number one seller of condominiums within 300 metres from mass transit stations (BTS and MRT stations). Next, we need to become the best in the industry in operations.

Ananda reached its current position through the power of innovation in several aspects of its business. We expect our future to also be driven by our ability to harness and implement innovation. We have developed our innovation strategy through Ananda UrbanTech since 2017. Through this UrbanTech strategic plan, Ananda is on its way to becoming a technology leader within the real estate market. We are committed to bringing new initiatives to help Thailand prosper.

In addition, we were able to take the lead to bring the first Singularity University Summit to Southeast Asia. This is a summit that will benefit Thailand by bringing the leading edge of thinking on technology driven changes to Thailand to help improve the quality of Thai policy

making and business strategies. It will also benefit the country by attracting business and policy leaders from around the region to increase their involvement in Thailand as a place to invest in advanced technology and to partner with Thai companies.

As part of our strategy of expanding Ananda's revenue sources and increasing the proportion of recurring income, we acquired our 5 plots of land for developing serviced apartment projects in Bangkok and Pattaya. Ananda joined hands with The Ascott Limited, who is a leader in global luxury serviced residence, with numerous awards guaranteed. Normally, we select the best in class partner as our strategic investment policy. The first serviced apartment project is expected to be completed in late 2020, with many more to come in the next several years.

We were very pleased to be able to deepen our relationship with our partner Mitsui Fudosan by announcing 6 additional condominium and 4 serviced apartment projects, with a total gross development value of 33 billion baht, bringing the total to 30 projects with a total development value of 128 billion baht.

Looking ahead, we see that 2019 will see the company plans to increase launches to 38 billion baht as part of our normal capital cycle to support our growth in the next several years.

I would like to thank all of those involved, without whom this would not have been possible, including our customers, staff, suppliers and financial institutions. It's their support, skills, dedication, professionalism and creativity that make us the company driving Urban Living Solutions.

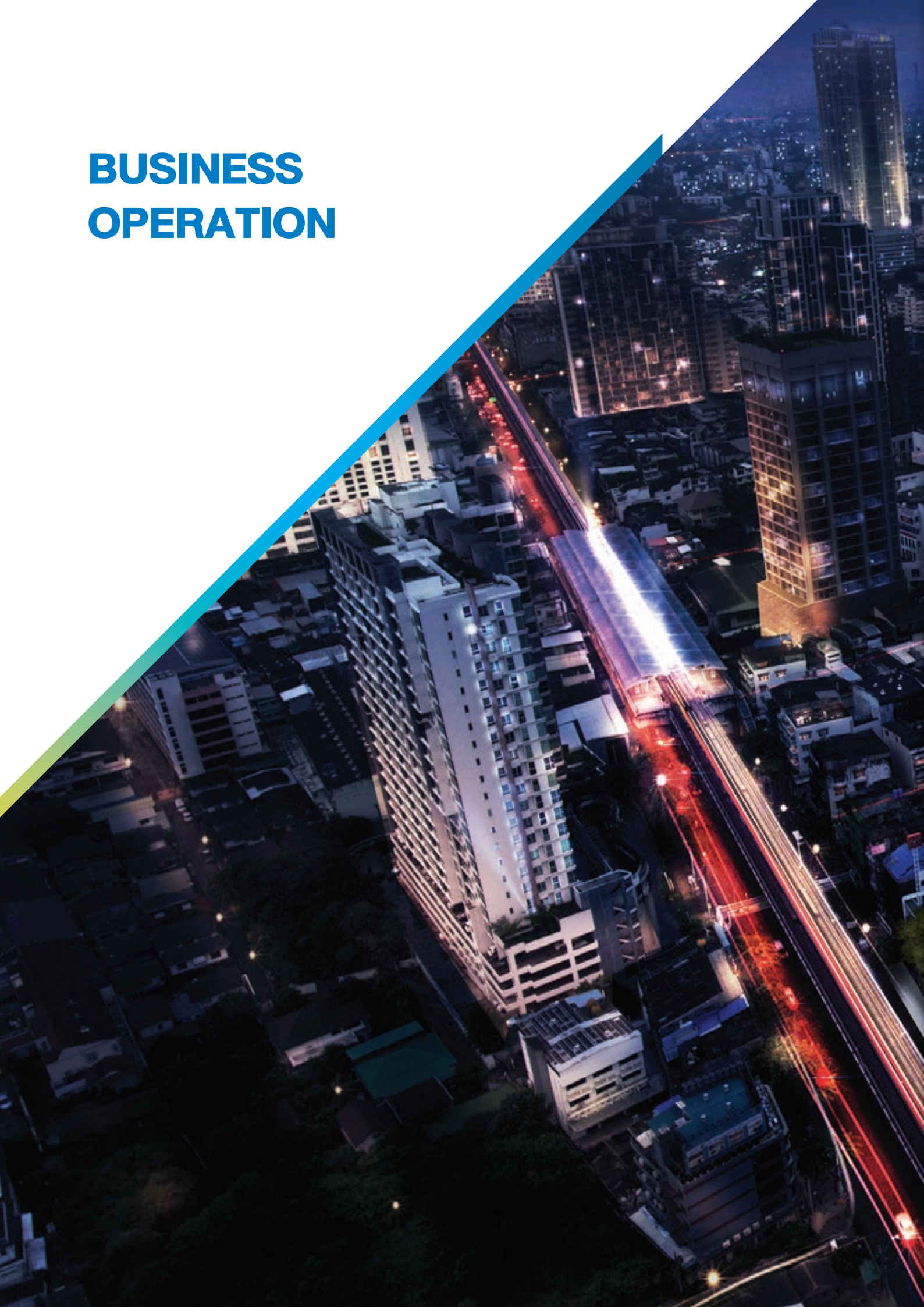


**Chanond Ruangkitya**

**President and Chief Executive Officer**  
**Ananda Development Public Company Limited**



# **BUSINESS OPERATION**







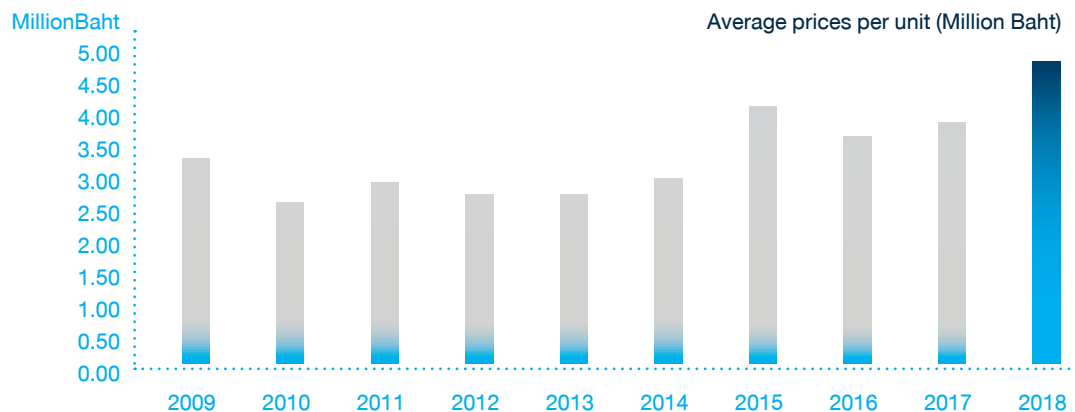
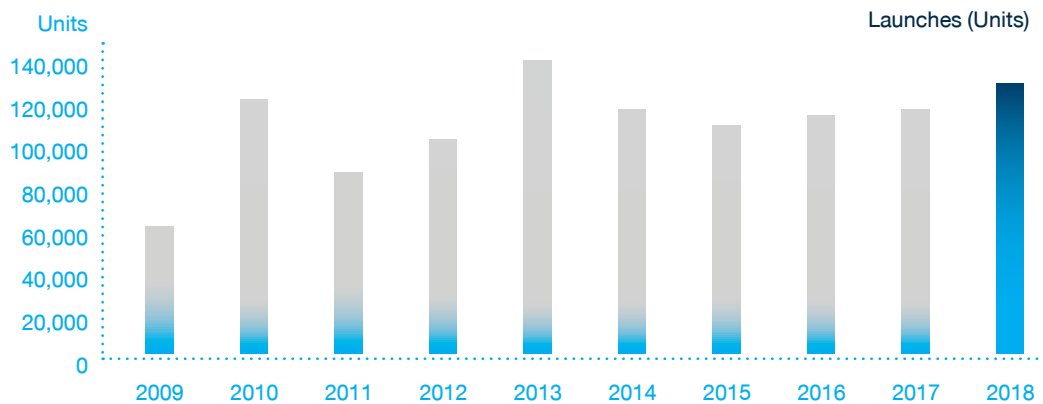


# OVERVIEW OF OPERATING ENVIRONMENT

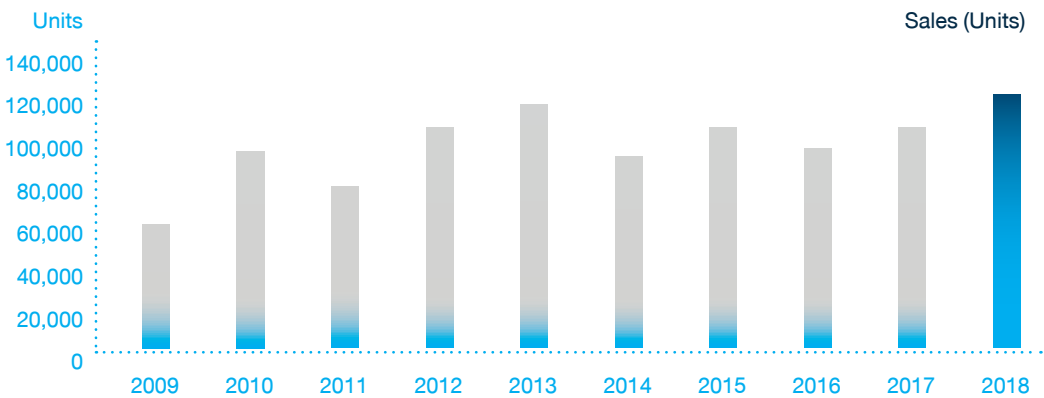
## INDUSTRY OVERVIEW

Overview of Thai real estate industry in 2018 continued to grow continuously among several challenges, both inside and outside the country. Market demand continued to grow at a rate close to supply. Price continued to rise, while targeted buyer groups expanded to the market outside the country. Foreign companies are interested in joint ventures with real estate project developers in Thailand.

In 2018, Thailand's Real Estate Information Centre, Agency for Real Estate Affairs Co., Ltd. (AREA), has reported that there was supply of newly launched projects in Bangkok and its vicinity of 125,118 units, increased by 9.3 percent from the year 2017 of 114,477 units. Condominiums accounted for the largest proportion of 59.4 percent of the new projects launched in 2018. However, if considering in terms of the value of newly launched projects, it amounted to Baht 565,811 million, or up 28.1 percent from the year 2017 of Baht 441,661 million. The average price per unit of newly launched projects in 2018 increased by 17.2 percent to Baht 4.52 million from Baht 3.86 million in the previous year since the developers focused on the development of medium to high-price product categories.

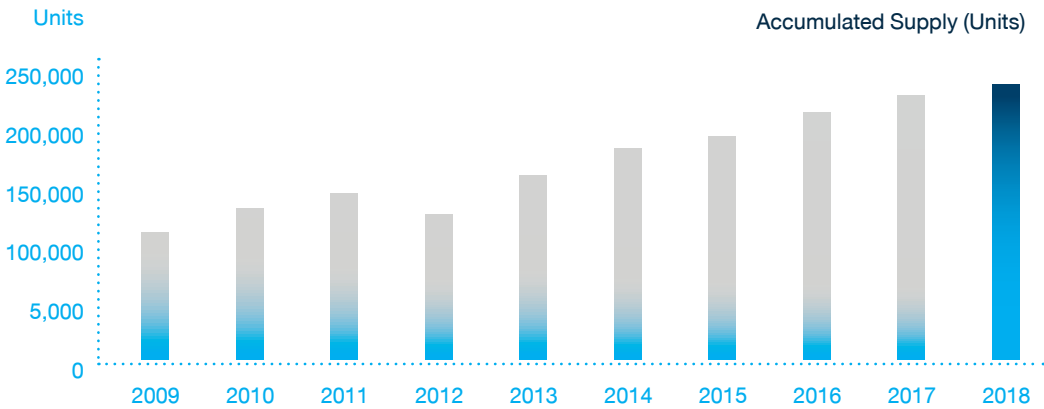


On the demand side or total sales in 2018 were equal to 120,577 units, increased by 16.4 percent from the year 2017. The sales mainly came from condominiums which accounted for 57.5 percent of the total sales, followed by townhouses and detached houses, accounting for 25.8 percent and 10.5 percent, respectively. The remaining of 6.3 percent came from other residences, including semi-detached houses, commercial buildings, and allocated land.



The number of supply newly launched in 2018 was 125,118 units, while the overall demand was 120,577 units, resulting in an increase in the remaining supply in the market of only 2.3 percent from the end of 2017 at 195,227 units to 199,768 units at the end of 2018. The key information can be classified as follows:

- Remaining supply of condominiums was 81,000 units, up 6.5 percent from the previous year.
- Remaining supply of townhouses was 63,222 units, increased by 1 percent from the previous year.
- Remaining supply of detached houses was 35,432 units, decreased by 4.2 percent from the previous year.

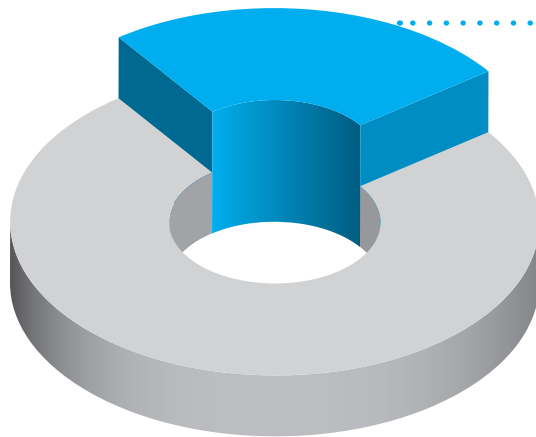




However, as of 31 December 2018, the number of remaining supply of condominiums located adjacent to the mass transit stations of not exceeding 300 meters was still lower than the remaining supply of condominium projects with a distance of more than 300 meters from the mass transit stations, both in the groups of selling prices in a range of Baht 1-3 million and selling prices of above Baht 3 million, which clearly showed that the location is a key factor in the sales.

#### Condominium Stock compared by distance from mass transit

**Price 1-3 MB**  
**: 50,000 Units**



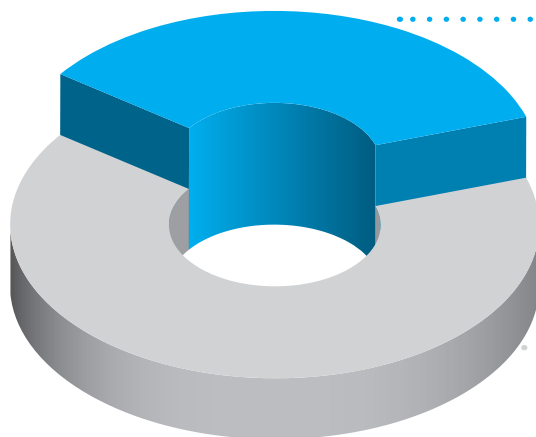
Distance < 300 M.

**10,000** Units  
**25%**

Distance > 300 M.

**40,000** Units  
**75%**

**Price > 3 MB**  
**: 31,000 Units**



Distance < 300 M.

**11,000** Units  
**35%**

Distance > 300 M.

**20,000** Units  
**65%**

Source: Thailand's Real Estate Information Centre, Agency for Real Estate Affairs Co., Ltd. (AREA) and ANANDA MARKET INTELLIGENCE

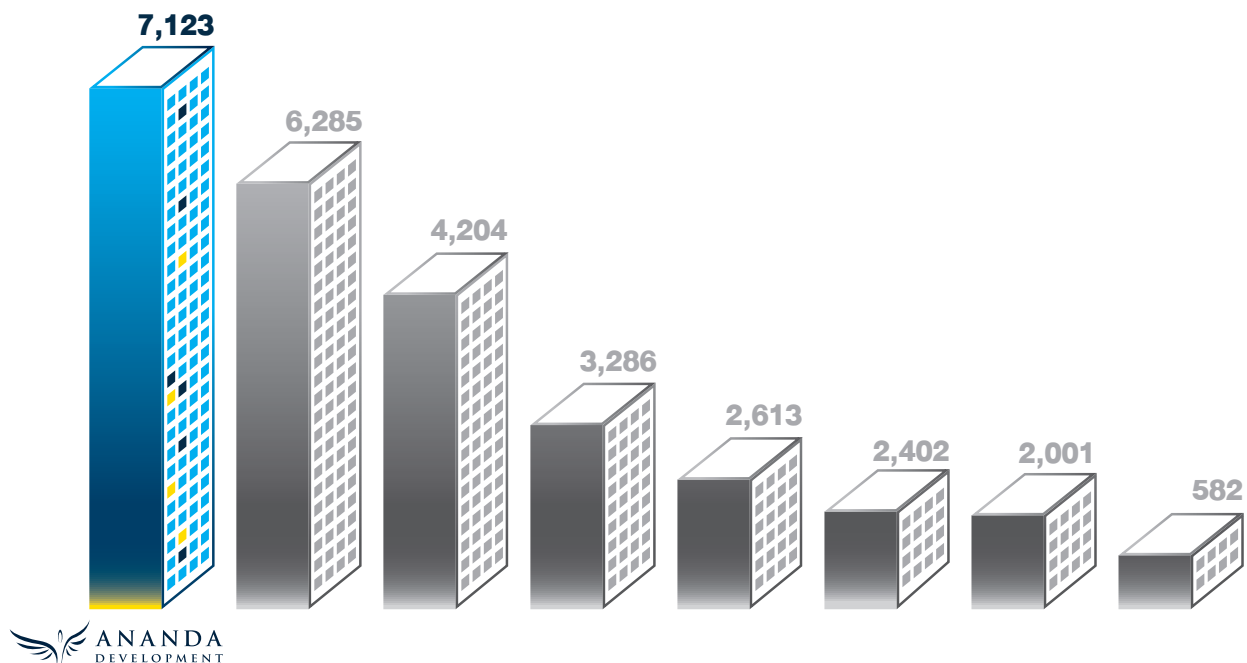
## COMPETITION AND MARKET SHARE

The trend of condominium market continues to be more and more competitive, especially in inner Bangkok district and surrounding areas of inner Bangkok with newly launched supply on a continuous basis. However, since location is still a key factor in the sales, as well as demand and lifestyles of consumers that are more diverse and individual, project developers must accelerate to develop products that respond to consumers' demand.

Ananda is a leader in condominium development in Thailand, focusing on investment in the projects close to the mass transit stations and offering a wide variety of brands that meet all customers' demand, including Ashton, Ideo Q, Ideo Mobi, and Ideo with the distance of equal or less than 300 meters from the mass transit station. For Elio brand, its distance from the mass transit station is in a range of 301-600 meters, as well as UNIO brand which has a distance from the mass transit stations of more than 600 meters. In addition, the Company also develops low-rise projects to meet customers' demand as well.

Ananda still maintains its leadership position in condominium market adjacent to the mass transit stations. The number of units sold during the year 2016 to 2018, for condominium with the distance from mass transit stations of equal or less than 300 meters, was the highest at 7,123 units. Ananda has a long-term goal to continue to maintain its leadership position in the condominium market adjacent to mass transit stations and expand income base to recurring income businesses that can generate income on a continuous basis in the long run.

**Number One Unit Sold in 2016-2018 (Distance from mass transit station between 0-300m)**



Source: Thailand's Real Estate Information Centre, Agency for Real Estate Affairs Co., Ltd. (AREA) and ANANDA MARKET INTELLIGENCE



# POLICY AND OVERVIEW OF BUSINESS OPERATION

## OVERVIEW OF BUSINESS OPERATION

Ananda Development Public Company Limited is engaged in real estate development business, including condominium projects, housing projects and townhouses in Bangkok and its vicinity. The Company and its subsidiaries have developed condominium projects under "Ashton", "Ideo Q", "Venio", "Ideo Mobi", "Ideo", "Elio", and "Unio" brands by focusing on the connections to mass transit stations in order to create convenient and comfortable living of residents. In terms of Landed housing, the Company and its subsidiaries have developed projects under "Artale", "Airi", "Arden", "Atoll", and "Unio Town" brands with the unique concept and architectural design that respond to the needs of each customer segment.

The Company focuses on a business model with rapid turnover of assets. Prior to a land acquisition, the Company has conducted a feasibility study in terms of location, marketing, reasonable price, cost, and comprehensive cash flow analysis for consideration to select potential land plots which can be developed immediately or in the near term. In addition, the Company has continuously developed innovative product design and construction in order to maximize efficiency, create added value, and respond to customers in all lifestyles.

The Company operates the business with a major business partner, Mitsui Fudosan Co., Ltd., which is a leading real estate development company in Japan, to help strengthen the Company's business on a continuous basis since 2013, that is, the leading innovation has been implemented in design and construction of the Company's projects which resulted in higher efficiency, cost reduction, as well as outstanding unique design. At the end of 2018, the Company and Mitsui Fudosan have mutually developed a total amount of 30 projects with a total value of 128,000 million Baht.

In addition to building a clear brand and a strong customer base in the country, the Company has also continued to expand its sales to foreign countries, especially in countries with high purchasing power, such as China, Hong Kong, Singapore, Taiwan, etc., which have been well received. In 2018, the Company's sales from foreign buyers were 10,119 million Baht.

Moreover, in 2018, the Company launched 4 projects of serviced apartments in collaboration with a leading global partner, The Ascott Limited, located in Bangkok's prime locations in order to generate recurring income in the long term.

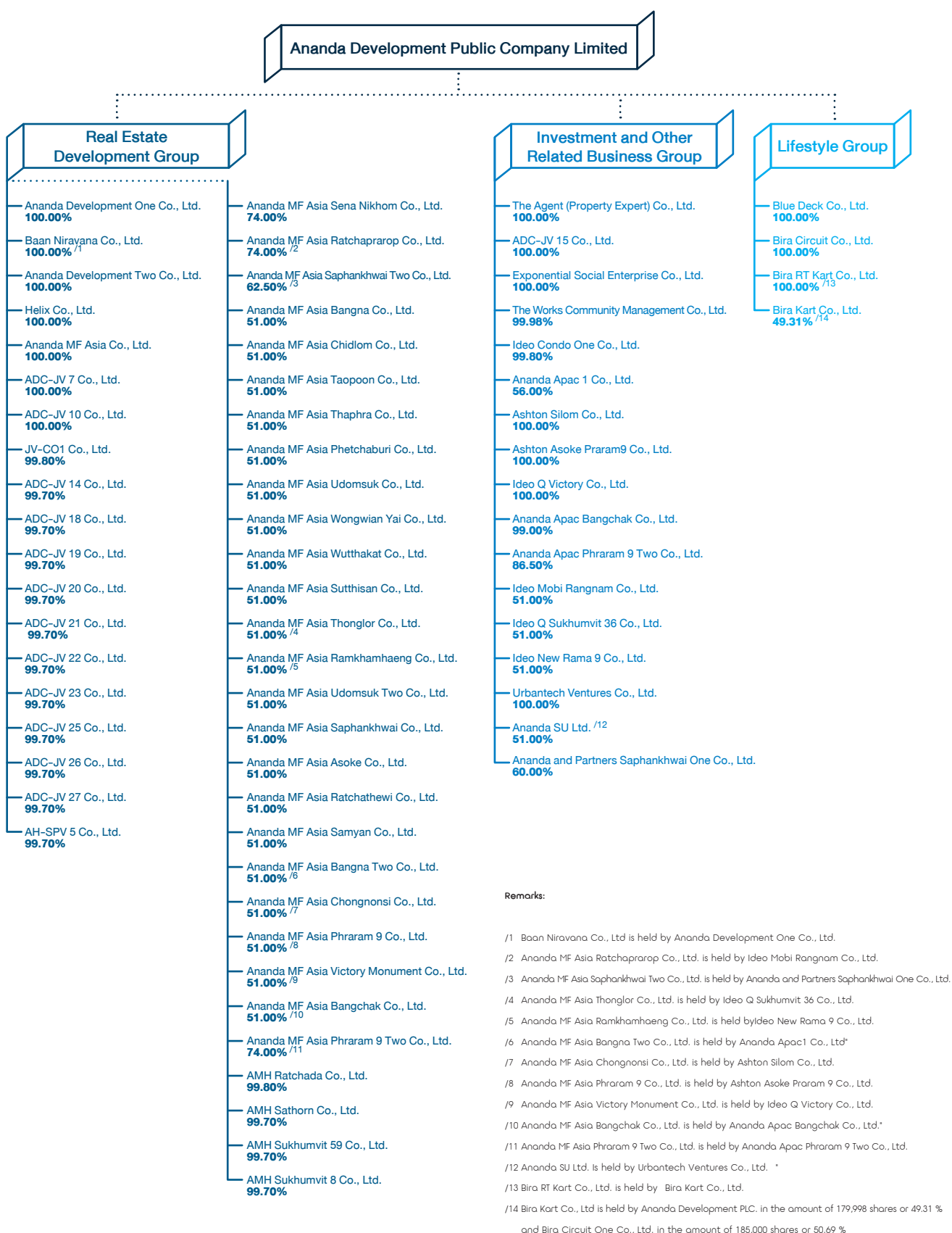
During the past year, the Company regularly reviewed its operational policy and strategy to be in alignment with its business undertakings amid changing environment and challenging factors both domestic and international. The Company has cascaded the development targets down to the implementation level in all divisions and integrated the action plans within the Company to generate maximum benefits to all stakeholders.

The Company emphasizes on financial discipline constantly with the intention of building the Company's sustainable strength. In this regard, the Company has a policy to maintain a debt to equity ratio at 1 time, together with a high level of cash reserves, which is strong sufficiently to support potential risks that may arise in the future.

The Company's subsidiaries consist of real estate related group companies, including Helix Co., Ltd., The Agent Property Expert Co., Ltd., and The Works Community Management Co., Ltd., as well as lifestyle service group companies, including Bira Circuit One Co., Ltd., Bira Kart Co., Ltd., Bira RT Kart Co., Ltd., and Blue Deck Co., Ltd. All subsidiaries are working in harmony to support and drive the overall business operation of Ananda for sustainable growth.

Ananda Development Public Company Limited is still committed to maintaining its leadership in the construction of condominiums close to mass transit stations, developing landed housing projects on a continuous basis, as well as increasing channels to generate recurring income in accordance with the policy framework of financial discipline in order to build the Company's business strength sustainably. In addition, the Company also focuses on human resources development on a non-stop basis which is the main driving force of the Company and emphasizes on social and environmental friendly business operation.

# SHAREHOLDING STRUCTURE OF THE COMPANY'S GROUP





# NATURE OF BUSINESS AND OPERATIONS

## OPERATIONS AND PRODUCTS

### Nature of Businesses and Details of Ananda's products in 2018

Ananda Development Public Company Limited and its subsidiaries have nature of businesses which can be classified into 3 groups; real estate development business, other businesses related to real estate development, and lifestyle services. Details of each business segment are as follows:

#### REAL ESTATE DEVELOPMENT BUSINESS

##### Condominium projects

The Company focuses on the development of condominium projects close to mass transit stations with the aim of being "urban living solutions" for residents who are living in Bangkok and travelling by using mass transit systems increasingly and steadily.

The Company has studied and classified its products based on distance from mass transit stations from 0-300 meters, 301-600 meters, and more than 600 meters in which the product brand will be created in accordance with the study of current consumers' demand and lifestyles.

The Company has a concept of classifying the Company's main target group, namely, "Generation C", which is classified by behavior and living lifestyle. In addition, it is also a living philosophy in the format of **"Having a creative life with a better living"**. GEN C has qualifications comprising of C's as follows:

- Cash Smart:** be smart in money management, have knowledge and ability to use money to work.
- Control:** be able to manage their own time and lives in order to achieve goals.
- Casual:** have a good work-life balance in the form of "Work Hard, Play Harder".
- Creativity:** Focus on details, pay attention to arts, beautiful design, and what makes life more aesthetic.
- Connect:** live online to access to news and talk with people around to make time and distance limitations smaller.
- Convenience:** desire convenient and comfortable living, as well as not wasting time on things that are considered unnecessary. Be able to use technology, such as applications, social media, and like living close to mass transit stations.

### Generation C



## Ananda Investment Principle



## Ananda Segments and Condominium Brands





In 2018, the Company launched 6 condominium projects as follows:



## 01 IDEO Sathorn Wongwian Yai



**Project Details:**  
28-storey residential building  
with a total of 508 units



**Project Launch:**  
March 2018



**Distance from Mass Transit Station:**  
140 meters  
from BTS Wongwian Yai Station

### THE GEM OF SATHORN

The location is fully filled with charm of traditional life, hidden with areas that respond to lifestyle of new generation. Easy access to inner Bangkok fast and conveniently but still can feel tranquility of Thanburi district near the heart of Central Business District (CBD), such as Sathorn-Silom and leading outstanding schools, with the location having strong potential to expand and grow in the future.



## 02 UNiO SUKHUMVIT 72 PHASE 2



**Project Details:**  
Five 8-storey residential buildings  
with a total of 992 units



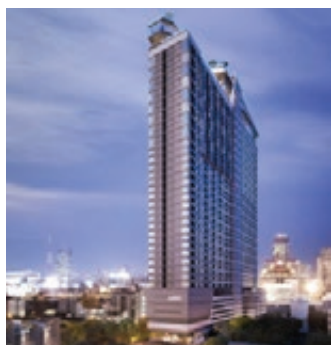
**Project Launch:**  
March 2018



**Distance from Mass Transit Station:**  
600 meters  
from BTS Bearing Station

### THE LIVING WAVE

The project is finely designed by an inspiration of beach-club style, allowing residents to escape from the hustle and bustle of the big city and perfectly relax with spacious 1-Rai shared common areas feature a wide range of facilities.



## 03 IDEO Rama 9 - Asoke



**Project Details:**  
36-storey residential building  
with a total of 1,232 units  
2-storey commercial building  
4-storey town villa building



**Project Launch:**  
June 2018



**Distance from Mass Transit Station:**  
450 meters  
from MRT Rama 9 Station

### NEW URBAN ENERGY

A solution for all demand of living. Located on strong potential location of Rama 9, surrounded by office buildings, as well as large and luxury shopping malls with a variety of shared common areas and a wide range of facilities fully equipped.



## 04 IDEO Ratchada-Sutthisan



**Project Details:**  
24-storey residential building  
with a total of 410 units



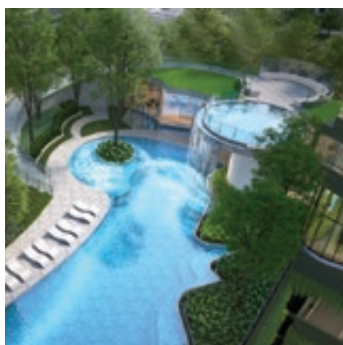
**Project Launch:**  
September 2018



**Distance from Mass Transit Station:**  
450 meters  
from MRT Sutthisan Station

### EVOLVE YOUR 24

Location is away from chaos but convenient for transportation. It's right in the middle, between the new central business district of Rama 9 and the lifestyle hub of Ratchada. Living in this area means you will always be well-connected no matter the time of day.



## 05 ELIO Sathorn-Wutthakat



### Project Details:

Two residential buildings, 41-storey building A and 35-storey building B, with a total of 1,161 units



### Project Launch:

September 2018



### Distance from Mass Transit Station:

470 meters  
from BTS Wutthakat Station

### TWIST TO BE EASY

All aspects of your urban living (live-work-play) can finally be at ease with one another because you will be within a walking distance to the Green Line of the BTS SkyTrain system and surrounded by convenient amenities. The design of each unit and on-site facilities lets you to easily switch to your OFF mode in an instant.



## 06 IDEO MOBI Sukhumvit Eastpoint



### Project Details:

32-storey residential building  
2 towers  
with a total of 1,162 units.



### Project Launch:

November 2018



### Distance from Mass Transit Station:

250 meters  
from BTS Bang Na Station

### ICONIC SMART LIVING

Under "Future-Nature" concept, technologies are fused together with natural elements to create a design and facilities that span and perfect all of your living dimensions.

### Joint venture with a major business partners in real estate project development

In 2013, the Company signed a joint venture agreement with Mitsui Fudosan Co., Ltd., one of the largest real estate developers in Japan, to mutually develop real estate projects in Thailand with the purpose of applying knowledge, experience, and new expertise to operate the business together, leading to the upgrading of Thai real estate industry to an international level.

In 2018, the Company and Mitsui Fudosan signed a mutual development of 5 condominium projects, consisting of Ideo Sathorn Wongwian Yai, Ideo Ratchada-Sutthisan, ELIO Sathorn-Wutthakat, Ideo Mobi Sukhumvit Eastpoint, and Ideo Q Saphan Khwai, as well as 4 serviced apartment projects, including ASCOTT THONGLOR, ASCOTT EMBASSY SATHORN, SOMERSET RAMA 9 and LYF SUKHUMVIT 8, with a total value of 9 projects of Baht 33,000 million. Therefore, at the end of 2018, the Company and Mitsui Fudosan had a total number of mutual development projects of 30 projects, with a total value of Baht 128,000 million.

### Landed Housing Projects and Townhouses

The Company has a variety of low-rise projects to respond to demand of every customer group, with the selling prices ranging from Baht 2.5 million to Baht 30 million, under "Artale", "Airi", "Arden", "Atoll", and "Unio Town" brands. In 2013, the Company launched a group of low-rise projects under "Atoll" brand, as

the first group, focusing on relaxation for residents with a large club house and a full range of facilities. The selling prices started from approximately Baht 2.5 million to Baht 5 million per unit.

In 2015, the Company launched "Arden" brand, which was a townhouse project located on a prime location in Bangkok, with selling prices starting from approximately Baht 7.5 million to Baht 18 million.

In 2017, the Company developed a luxury low-rise project under "Artale" brand, which was a new brand, with selling prices starting from Baht 17 million to Baht 30 million. The Company also launched a low-rise project under "Airi" brand, with selling prices starting from Baht 11 million.

In the same year, Helix Co., Ltd., a wholly owned subsidiary of Ananda, developed a new low-rise project under "Unio Town" brand which has selling prices starting from approximately Baht 2.59 million.

In the development of landed housing projects, the Company appointed Helix Co., Ltd., a wholly owned subsidiary of Ananda, to be the main construction operator of the projects in order to reduce a shortage of contractors and reduce risks of relying on external contractors only.



Low-rise projects of the Company can be classified into the following product categories as follows;



In 2018, the Company launched 6 low-rise projects as follows;



## 01 UNIO TOWN Phetkasem 110



**Project Area:**  
11-3-73.3 Rais



**Project Launch:**  
June 2018

Townhome for the new generation who adores privacy, fully equipped with functional and worthwhile benefits. A large green common area is ready for residents to get close to nature.



## 02 UNIO TOWN Srinakarin-Bangna



**Project Area:**  
22-3-17 Rais



**Project Launch:**  
September 2018

With a concept to build houses in harmony with nature, shared common area is beset with big trees, shady and fulfilling lives for all generations.



## 03 UNIO TOWN Suanluang-Phatthanakan



**Project Area:**  
16-0-61 Rais



**Project Launch:**  
September 2018

Townhome that uniquely complements perfect living, fully equipped with functional and worthwhile benefits, and designed in harmony with nature.



## 04 AIRI Rama 2



**Project Area:**  
22-2-00 Rais



**Project Launch:**  
September 2018

With the idea of conveying art creating perspective, precise in every single detail, the Japanese modern style homes are created with the beauty of living without a limited framework.



## 05 AIRI Chaengwatthana



**Project Area:**  
23-0-82.9 Rais



**Project Launch:**  
September 2018

All elements of living are perfectly designed and arranged in the way residents choose, with "SHAKKEI", the Japanese way of design, fully equipped with a wide range of facilities and amid the shady woods.



## 06 UNIO TOWN Suksawat 30



**Project Area:**  
19-1-09 Rais



**Project Launch:**  
December 2018

With the idea of balanced and perfect living, the townhome is designed to respond to residents' demand, fully equipped with a wide range of facilities.

### Construction of Residential Condominium and Low-Rise Projects

Helix Co., Ltd., a subsidiary of Ananda, was established in 2013 to operate real estate development and construction business. According to Ananda's idea to reduce the shortage of construction workers and reduce the risk of relying on external contractors only, Ananda has appointed Helix as the Company's main contractor for the construction of condominiums and low-rise projects. Helix has helped drive the real estate development business and improved operating efficiency. In addition, Helix has also allowed the Company to manage construction costs and develop the Company's products better with advanced technology and international quality, delivering quality works on time in order to meet demand and satisfy customers, as well as all related sectors.

In 2018, there are several Ananda's projects constructed by Helix, such as Ideo Q Victory, Ideo Q Sukhumvit 36, Ideo Mobi Sukhumvit Eastpoint, Ideo Mobi Sukhumvit 40, Unio Town Lumlukka Klong 4, Artale Kaset-Nawamin, and Arden Pattanakarn, etc. Helix has a long-term target to increase number of construction for Ananda's project to one-third of total projects





## Other Businesses Related to Real Estate

### **The Agent (Property Expert) Company Limited**

The Agent (Property Expert) Company Limited, a subsidiary of Ananda, was founded in 2010, to operate as a property agent for the sale/purchase of residential condominium units in the secondary market and for procurement of lessees for the owners of residential condominium units.

The Agent's services are not limited to residential condominium projects within the Company's real estate portfolio, its goal is to be the leading provider of real estate agency services specializing in properties located adjacent to mass transit stations. Accordingly, The Agent aims to be a market maker which promotes secondary sales to maintain the investment value of the Company's residential condominium projects.

### **The Works Community Management Company Limited**

The Works Community Management Company Limited was established to operate condominium management services, supervised by Ananda Development Public Company Limited. The Works offers management services for residential condominium projects. According to the title transfer of the units in a residential condominium project, The Works offers a year of complimentary management, or until the residential condominium's juristic persons entity is formed. The Works is committed to maintaining high service standards for its customers, delivering quality services, and allowing residents to be convenient and comfortable in order to maximize satisfaction and trust.

## Lifestyle Services

### **Bira Circuit One Company Limited / Bira Kart Company Limited / Bira RT Kart Company Limited**

In 2009, the Company invested in Bira Circuit One Company Limited and Bira Kart Company Limited, which operate a motor racing circuit named "Bira International Circuit" and a go-kart race track named "Bira Kart", respectively. Both of which are located in Chonburi Province. In addition, the Company also invested in Bira RT Kart Company Limited which operates the sales of motor vehicle parts and components to support the motor racing and go-kart racing business operations of Bira Circuit One Company Limited and Bira Kart Company Limited.

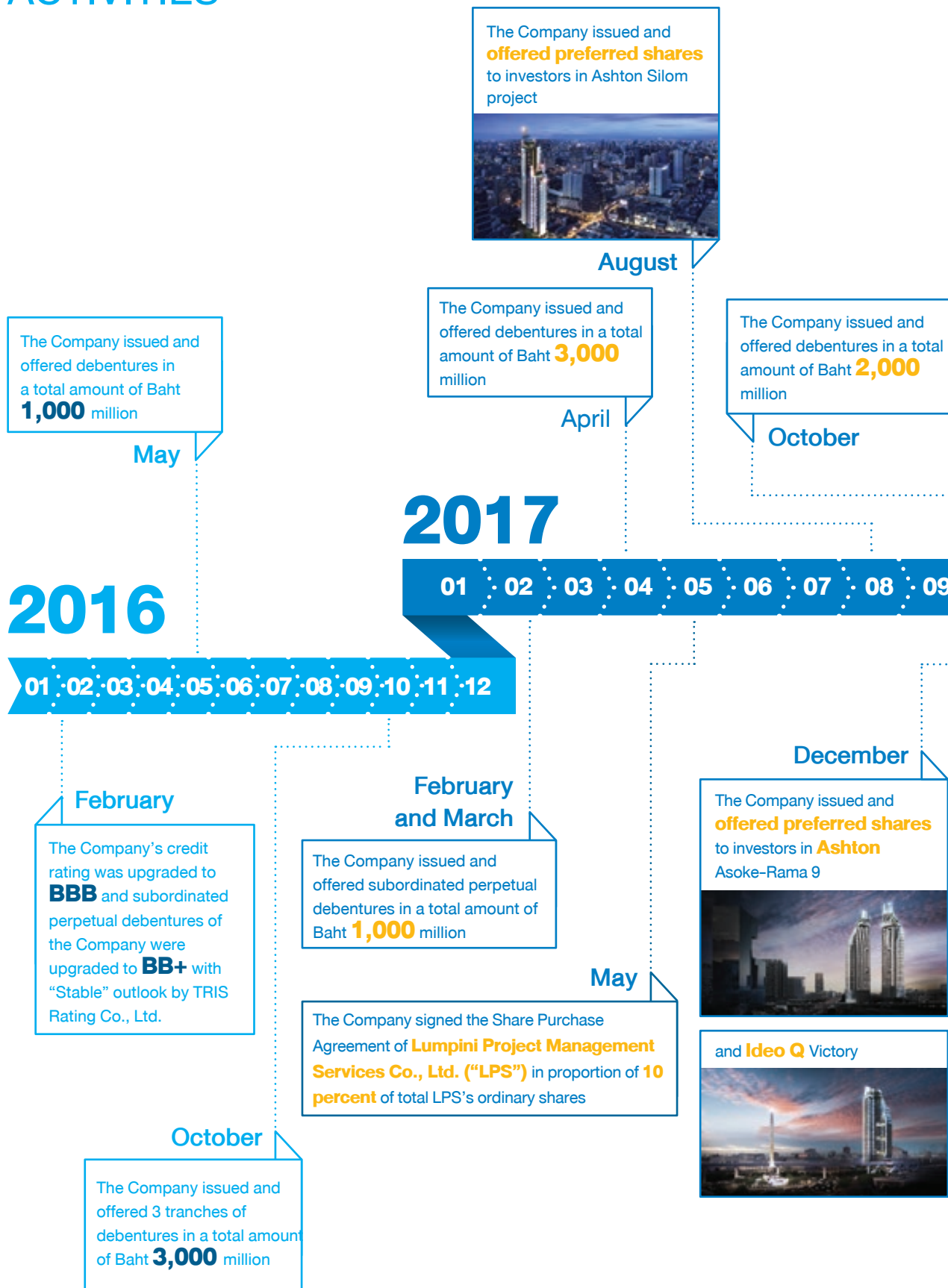
### **Blue Deck Co., Ltd.**

Blue Deck Co., Ltd., a subsidiary of Ananda, operates a sports club for members and general public under "Blue Deck Sports Club" name, located at Soi Kingkaew 19, Samutprakan Province. Furthermore, Blue Deck also operates an Italian restaurant named "Bacco" which is located in the sports club area.





# MAJOR EVENTS AND ACTIVITIES





# 2018

The Company launched **Ideo** Sathorn Wongwian Yai



**UNIO** Sukhumvit 72 Phase 2



March

The Company launched **Ideo** Rama 9 - Asoke



June

The Company launched **Ideo Mobi** Sukhumvit Eastpoint



November

01 02 03 04 05 06 07 08 09 10 11 12

10 11 12

February

The Company issued and offered 2 tranches of debentures in a total amount of Baht **3,500** million

September

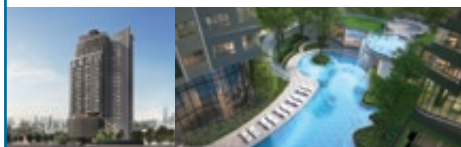
The Company issued and offered 2 tranches of subordinated perpetual debentures in a total amount of Baht **2,000** million



The Company entered into a **Partnership** agreement with Thai President Foods PLC.



The Company **launched** Ideo Ratchada-Sutthisan and ELIO Sathorn-Wutthakat



**The Company launched** Unio town Srinakarin Bangna and Unio town Suanluang Phatthanakan

December

The Company **entered into a joint venture with Mitsui Fudosan** in order to carry out development of 4 serviced apartment projects

# Year 2018

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## February

- The Company issued and offered 2 tranches of debentures in a total amount of Baht 3,500 million, consisting of Tranche 1 "Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders' representatives of Ananda Development Public Company Limited in an amount of Baht 1,000 million and a fixed annual interest rate of 2.95 percent, due 2019, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd." and Tranche 2 "Unsubordinated and unsecured debentures in the name-registered certificate with debenture holders' representatives of Ananda Development Public Company Limited in an amount of Baht 2,500 million and a fixed annual interest rate of 3.95 percent, due 2022, in which the debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Wongwian Yai Co., Ltd.

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## March

- The Company launched Ideo Sathorn Wongwian Yai project, located on a high potential location on Krung Thon Buri Road, adjacent to BTS Wong Wian Yai station with a distance of only 140 meters, and near the heart of Central Business District of Sathorn-Silom. The project is designed under the concept of "The Gem of Sathorn" in which residents can escape from the hustle and bustle of the big city to feel enjoyment and tranquility, as well as "New Urban Energy" in which innovation and nature are perfectly integrated in all dimensions of design.
- The Company launched UNiO Sukhumvit 72 Phase 2 project with the concept "The Living Wave" in which the project is finely designed by an inspiration of beach-club style, fully equipped with a wide range of facilities and spacious 1-Rai shared common areas.

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## June

- The Company launched Ideo Rama 9 - Asoke project, a residential condominium, located on strong potential location close to Rama 9 Road, with a distance from MRT Phra Ram 9 Station of only 450 meters.

## August

- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Bangna Two Co., Ltd.
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Wutthakat Co., Ltd.

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## September

- The Company issued and offered 2 tranches of subordinated perpetual debentures in a total amount of Baht 2,000 million, consisting of Tranche 1 "Subordinated Perpetual Debentures of Ananda Development Public Company Limited Payable upon Dissolution with the Issuer's Rights to Early Redemption and Unconditional Interest Deferral in an amount of Baht 1,500 million and a fixed annual interest rate of 8.50 percent for the first 5 years, in which the debentures were given a "BB+" credit rating with "Stable" outlook by TRIS Rating Co., Ltd." and Tranche 2 "Subordinated Perpetual Debentures of Ananda Development Public Company Limited Payable upon Dissolution with the Issuer's Rights to Early Redemption and Unconditional Interest Deferral in an amount of Baht 500 million and a fixed annual interest rate of 8.50 percent for the first 5 years, in which the debentures were given a "BB+" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Sutthisan Co., Ltd.
- The Company entered into a joint venture agreement with Thai President Foods PLC. by establishing 3 joint venture companies, named Ideo Mobi Rangnam Co., Ltd., Ideo Q Sukhumvit 36 Co., Ltd., and Ideo New Rama 9 Co., Ltd. Thai President Foods PLC. held 49 percent of shares in each joint venture company. The total value of the investment of all three transactions was Baht 1,006 million.



- The Company launched 2 residential condominium projects, consisting of Ideo Ratchada-Sutthisan, located on potential location in Sutthisan district, adjacent to MRT Sutthisan Station with a distance of only 450 meters, perfectly responding to urban living lifestyle, and ELIO Sathorn-Wutthakat on Ratchapruk Road, with a distance from BTS Wutthakat Station of only 470 meters, fully equipped with a wide range of facilities and large shared common areas.
- The Company launched 2 townhome projects, consisting of Unio town Srinakarin Bangna and Unio town Suanluang Phatthanakan.

### October

- AH-SPV5 Co., Ltd., a subsidiary of Ananda Development Public Company Limited, entered into a land lease agreement with G.I.C. Marketing Co., Ltd. in order to lease the land located on Pattaya Sai 2 Road, with a total land area of approximately 4 rai 92 square wahs, for the development of a serviced apartment project, with a rental period of 30 years from the date following the completed construction date. The investment value (which consists of rents and investments in project development) was in the total amount of more than Baht 771 million.

### November

- The Company launched Ideo Mobi Sukhumvit Eastpoint project, a residential condominium, adjacent to BTS Bang Na Station with a distance of only 250 meters, offering a modern building integrated with uniquely outstanding green element and surrounded by a full range of facilities.

### December

- The Company entered into a joint venture and disposed subsidiaries' shares to Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of 4 serviced apartment projects through 4 subsidiaries, consisting of AMH Ratchada Co., Ltd., AMH Sathorn Co., Ltd., AMH Sukhumvit 59 Co., Ltd., and AMH Sukhumvit 8 Co., Ltd., with a total investment value of 4 projects of Baht 3,173 million.
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 62.50:37.50 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Saphankhwai Two Co., Ltd.



# Year 2017

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## February and March

- The Company issued and offered “Subordinated Perpetual Debentures of Ananda Development Public Company Limited Payable upon Dissolution with the Issuer’s Rights to Early Redemption and Unconditional Interest Deferral, which were subordinated, unsecured and unconvertible debentures in the name-registered certificate with debenture holders’ representatives, and entitled to a bullet payment upon dissolution of the issuer or upon the exercise of the issuer’s early redemption right under the specified terms and conditions where the issuer had the sole right of unconditional interest deferral and cumulative interest. The Debentures were Baht 1,000 million in value, had a perpetual tenor, and carried a fixed annual interest rate of 8.00 percent for the first 5 years, after which would be adjusted as per the specified terms and conditions. The debentures were assigned a “BB+” credit rating with a “Stable” outlook by TRIS Rating Co., Ltd.”

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## April

- The Company issued and offered “Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders’ representatives of Ananda Development Public Company Limited in an amount of Baht 3,000 million, and a fixed annual interest rate of 3.95 percent, due 2020. The debentures were given a “BBB” credit rating with “Stable” outlook by TRIS Rating Co., Ltd.”

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## May

- The Company signed the Share Purchase Agreement of LumpiniProject Management Services Co., Ltd. (“LPS”) with L.P.N. Development Public Company Limited (“LPN”) in proportion of 10 percent of total LPS’s ordinary shares, or equivalent to 1,000,000 ordinary shares at Baht 12.50 per ordinary share with the total investment value of Baht 12,500,000 (Baht Twelve Million and Five Hundred Thousand only).
- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 51:49 in order to carry out development of 3 condominium projects through 3 subsidiaries, consisting of (1) Ananda MF Asia Udomsuk Two Co., Ltd. (formerly named “ADC-JV2 Co., Ltd.”), (2) Ananda MF Asia Thonglor Co., Ltd. (formerly named “ADC-JV5 Co., Ltd.”) and (3) Ananda MF Asia Ramkhamhaeng Co., Ltd. (formerly named “ADC-JV6 Co., Ltd.”).

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## August

- The Company issued and offered preferred shares to investors in Ashton Silom project.

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## September

- The Company entered into a joint venture agreement with Mitsui Fudosan Asia (Thailand) Co., Ltd. in the proportion of 74:26 in order to carry out development of 2 condominium projects through 2 subsidiaries, consisting of (1) Ananda MF Asia Ratchaprarop Co., Ltd. (formerly named “ADC-JV13 Co., Ltd.”), (2) Ananda MF Asia Sena-Nikhom Co., Ltd. (formerly named “ADC-JV8 Co., Ltd.”).

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## October

- The Company issued and offered “Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders’ representatives of Ananda Development Public Company Limited in an amount of Baht 2,000 million, and a fixed annual interest rate of 3.50 percent, due 2020. The debentures were given a “BBB” credit rating with “Stable” outlook by TRIS Rating Co., Ltd.”
- The Company registered the incorporation of 3 subsidiaries named AH-SPV2 Co., Ltd., AH-SPV3 Co., Ltd., and Ananda APAC Pharam9 Two Co., Ltd. in which the Company held 99.70 percent of their registered capital, in preparation for real estate project development in the future.

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## November

- The Company registered the incorporation of a subsidiary named AH-SPV4 Co., Ltd. in which the Company held 99.70 percent of registered capital, in preparation for real estate project development in the future.

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## December

- The Company issued and offered preferred shares to investors in Ashton Asoke-Rama 9 and Ideo Q Victory projects in the amount of Baht 550 million and Baht 240 million with maturity terms of 3 years, and 2 years and 3 months, respectively.

# Year 2016

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## February

- The Company registered the incorporation of 4 subsidiaries named JV-CO1 Co., Ltd., JV-CO2 Co., Ltd., JV-CO3 Co., Ltd., and Gem-Line 38 Co., Ltd., in which the Company held 99.98 percent of their registered capital, in preparation for real estate project development in the future.
- The Company's credit rating was upgraded to BBB. Unsubordinated unsecured debentures of the Company were upgraded to "BBB" from "BBB-". And subordinated unsecured debentures of the Company were upgraded to "BB+" from "BB" with "Stable" from "Positive" outlook by TRIS Rating Co., Ltd.

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## May

- The Company issued and offered "Subordinated Perpetual Debentures of Ananda Development Public Company Limited No. 1/2559 (ANAN16PA) Payable upon Dissolution with the Issuer's Rights to Early Redemption and Unconditional Interest Deferral, which were subordinated, unsecured and unconvertible debentures in the name-registered certificate with debenture holders' representatives, and entitled to a bullet payment upon dissolution of the issuer or upon the exercise of the issuer's early redemption right under the specified terms and conditions where the issuer had the sole right of unconditional interest deferral and cumulative interest. The Debentures were Baht 1,000 million in value, had a perpetual tenor, and carried a fixed annual interest rate of 8.50 percent for the first 5 years, after which would be adjusted as per the specified terms and conditions. The debentures were assigned a "BB+" credit rating with a "Stable" outlook by TRIS Rating Co., Ltd."

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## July

- The Company entered into a joint venture agreement with SEA Investment Five Pte. Ltd., a company in the group of Mitsui Fudosan Co., Ltd., in the proportion of 51: 49 percent, in order to carry out development of 3 condominium projects through 3 subsidiaries, consisting of Ananda MF Asia Phetchaburi Co., Ltd. (formerly named "Gem-Line 38 Co., Ltd."), Ananda MF Asia Bangchak Co., Ltd. (formerly named "JV-CO2 Co., Ltd."), and Ananda MF Asia Udomsuk Co., Ltd. (formerly named "ADC-JV4 Co., Ltd.)."

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## August

- The Company registered the incorporation of a subsidiary named Ananda Apac Bangchak Co., Ltd., in which the Company held 99.70 percent of the registered capital, in preparation for real estate project development in the future.

## September

- The Company registered the incorporation of 2 subsidiaries named ADC-JV5 Co., Ltd., and ADC-JV6 Co., Ltd., in which the Company held 99.70 percent of their registered capital, in preparation for real estate project development in the future.

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## October

- The Company issued and offered "Unsubordinated and unsecured debentures in the name-registered certificate without debenture holders' representatives of Ananda Development Public Company Limited No. 2/2016 with 3 tranches in a total amount of Baht 3,000 million, consisting of Tranche 1 due 2017 in an amount of Baht 1,000 million and a fixed annual interest rate of 3.05 percent, Tranche 2 due 2019 in an amount of Baht 500 million and a fixed annual interest rate of 3.50 percent and Tranche 3 due of 2021 in an amount of Baht 1,000 million and a fixed annual interest rate of 4.00 percent. The debentures were given a "BBB" credit rating with "Stable" outlook by TRIS Rating Co., Ltd."
- The Company entered into a joint venture agreement with SEA Investment Five Pte. Ltd., a company in the group of Mitsui Fudosan Co., Ltd., in the proportion of 51: 49 percent in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Saphankhwai Co., Ltd. (formerly named "ADC-JV1 Co., Ltd.")
- The Company leased a land plot for a period of 30 years with an area size of approximately 3 rai 1 ngan 67 square wahs. The land was located on Ratchadapisek Road which is a new business center and fully equipped with a wide range of facilities in order to develop the serviced apartment project. The aforementioned project is expected to be officially launched in the first quarter of 2020.

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## December

- The Company entered into a joint venture agreement with SEA Investment Five Pte. Ltd., a company in the group of Mitsui Fudosan Co., Ltd., in the proportion of 51: 49 percent in order to carry out development of 2 condominium projects through 2 subsidiaries, (1) consisting of Ananda MF Asia Phraram 9 Co., Ltd. (formerly named "JV-CO 3 Co., Ltd.") and (2) Ananda MF Asia Victory Monument Co., Ltd. (formerly named "ADC-JV 3 Co., Ltd.")
- The Company registered the incorporation of 2 subsidiaries named ADC-JV7 Co., Ltd., and ADC-JV8 Co., Ltd., in which the Company held 99.70 percent of their registered capital, in preparation for real estate project development in the future. 62.50:37.50 in order to carry out development of a condominium project through a subsidiary, which is Ananda MF Asia Saphankhwai Two Co., Ltd.



# REVENUE STRUCTURE

The Company's main source of revenue consisted of revenue from sales of real estate, revenue from project management services and commission income, and revenue from construction. The Company also derives revenue from rental and services, revenue from sales of foods and beverages, revenue from land sourcing and other incomes.

(Consolidated Financial Statement)

Statement of Comprehensive Income	For the Year-Ended 31 December					
	2018		2017		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Revenues</b>						
Revenue from Sales of Real Estate	5,904.7	55.9	8,931.9	69.0	9,780.4	80.0
Revenue from Project Management Services and Commission Income	2,079.7	19.7	2,060.7	15.9	1,242.8	10.2
Revenue from Construction	1,674.2	15.9	1,208.1	9.3	539.4	4.4
Revenue from Rental and Services and Sales of Foods and Beverages	274.9	2.6	201.3	1.6	175.3	1.4
Revenue from Land Sourcing	173.9	1.6	173.0	1.3	189.9	1.5
Other Incomes (1)	447.4	4.2	375.1	2.9	302.0	2.5
<b>Total Revenues</b>	<b>10,554.8</b>	<b>100.0</b>	<b>12,950.2</b>	<b>100.0</b>	<b>12,229.8</b>	<b>100.0</b>

**Note** (1) Other incomes including interest income, gain on sale of investment in joint venture, and other incomes.

# RISK FACTORS

The risk factors that may impact to business performance include the following: -

## 1. RISK OF ECONOMIC VOLATILITY, DISTRUCTIVE TECHNOLOGY AND OTHER SITUATIONS CHANGE

In response to the changing global economy, unbalance in demand and supply, law and regulatory changes, rapidly changing development trends and global technologies were consequence with our operation result. As well as the higher expectations the investors and stakeholders with our performance.

ANANDA has created systems and processes to manage the risks in strategic planning including a counteractive plan in preparation for future changes and uncertainties by setting the strategic plans to tackle with such volatile economic circumstance. New launch projects, new land acquisition, construction progress and cash flow management are primary concerns. In addition, we have a regular meeting to assess the situation. By comparing data from institutions with the reliable sources to consideration of our business and investment plan aim to adopt with economic and relevant situations in future.

## 2. RISK OF HIGHLY COMPETITION IN THE REAL ESTATE SECTOR

Regarding to currently situation, there is highly competition in real estate sector such as the increased number of the developers and the increasing of new launch projects, resulting in rapid increase in supply. In addition, various new marketing strategies and tactics have been constantly introduced to increase sales. Therefore, all property developers needed to seriously reconsider sales and operational plans. Thus, all factors were stated may make a consequence with our revenues.

ANANDA, as one of the leading property developers in developing housing and condominium projects close to mass transit infrastructure, reviewed its business plans to synchronize with economic circumstances and to meet customers' requirements. We have also optimized all sales and marketing plans. Regarding with the risk factors that may impact sales performance; we always pay attention to operational planning and implementation along the value chain to sustain our competitive advantages e.g. to enhance long term relationships with key customers (called ANANDA Member Club) and to enhance quality of construction on both housing and condominium projects. In addition, we continuously improve sale and after sales service in accordance with the Customer centric procedures.

## 3. RISK OF SCARCITY OF LAND TO BE ACQUIRED

The competitiveness in the property market continues to increase as well as the sharp increases in land prices, especially in central Bangkok and/or surrounding by the mass-transit system areas. Moreover, ANANDA has no policy to hold land banks for investment. In accordance to the factors were stated may consequence with us by we cannot acquired the land with the optimized cost to full-fill with our business plan.

To minimize the risk, ANANDA has established a long-term plan with strategic land agents to secure more land plots in prime and potential areas with optimized costs.

In case of the land can't be permitted and/or the un-optimized cost to develop the project.

ANANDA has a team who have an expert and observe the lands before acquired and assign independent land appraisal to survey, price estimation, do measurement the plotting, and other factors comply with the due diligence required. More

over, if there is any doubt about land exit or road's width, or whether such area is for public use or has legal constraints, also we will assign the liaison department to get the affirmation from related government agencies including land colour zone (zoning), expropriated area, conjunction, and other related matters. Moreover, we employ concise purchasing process before making decision. Business Unit and Finance Department analyse marketing data, feasibility studies, market environments and competitors; compare market price, official appraisal price, and price from independent appraiser. These processes will prevent unsuccessful of sales or loss from land development. In addition, land acquisition process is executed under a committee consisting of top executives who are experts in land and business development, business unit, finance, legal, risk management. This is to ensure that we acquire the qualified land in timely manner with the suitable land plots and able to achieve revenue as targeted.

#### 4. RISK IN RELATED LAWS AND REGULATIONS

Property development requires relevant construction and building permits throughout the project process. The risk of not obtaining necessary permits would affect the project timeline, customer satisfaction, revenues, and stakeholder trust.

To minimize the risk, ANANDA proactively follows the changes of related laws and regulations through its Legal and Due Diligence with compliance and timely processing of permit application and approval. In addition, studying and monitoring regulations and changes, engaging with related government agencies and consultants, and integrating necessary tasks and resources to project planning and progress review.

#### 5. RISK ON PROJECT DEVELOPMENT WILL BE DELAYED

##### 5.1 ENVIRONMENTAL AND COMMUNITY AWARENESS

The development of large-scale real estate projects directly impacts the society, environment and neighboring communities. Without preventive measures, neighboring communities may be affected by the construction of the projects, leading to a lawsuit and court order to halt the construction. Our business operation will then be seriously affected both in terms of business plan and corporate image.

To minimize the risk, ANANDA determined incorporate environmental and social responsibility into the strategic map by each business units must be established or assignment the community relations team to be responsible for managing relationship with surrounding communities during construction and after the handover of the project. For the land acquisition process, we carefully select location for project development to minimize environmental impacts.

##### 5.2 SHORTAGE OF CONTRACTOR AND SKILLED LABOR

The problem of construction worker shortage will remain a big problem for the real estate sector. Currently, there are many construction projects by each developer and furthermore, several large infrastructure projects were developed by the government is on progress. These may lead to the shortage of contractors and skilled workers in some specialized areas. If we cannot find specialized contractors to undertake ANANDA's projects, constructions progress may be delayed, and thus the transfer process to the buyers cannot be made within the scheduled time.

ANANDA mitigates the risk by improving its construction techniques from conventional to more precast and less reliant on a human workforce. In addition, we have developed strategic partnerships among contractors (KAIZEN) to streamline the project planning and to ensure that the project will be delivered within the timeline. In addition, ANAN always has monitoring and following the work progress with contractor. As the result, we can deliver the condominium and housing to our customers on time.



## 6. RISK ON INVENTORIES IS UNSOLD UNITS

ANANDA plans project development based on sales forecasts, which are regularly updated and analysis by the sales and marketing team. However, the economic slowdown could lead to decreasing sales and temporary unsold stock.

ANANDA have reduced this inventory by enhance the ability to cope with the changing environment such as trend of customer behavior, demanding. Single-detached house and townhouse projects have been phased with both pre-built houses and semi pre-built houses available for sale. For condominium, we steadfastly conduct in-depth research on consumer behavior before launching any projects, along with creating the sales promotions and attractive campaign such as "ready to move" or "one price" purpose to stimulate and achieve in our target.

## 7. RISK OF STRINGENT LOAN APPROVAL FROM THE FINANCIAL INSTITUTIONS

Regarding to the fluctuation of economic, increasing of household debts impact to the Financial Institution are more stringent and stricter in their loan approval all the credit for entrepreneurs (Pre-Finance) and customer loans (Post-Finance).

For the entrepreneurs may access to the capital is more difficult. The reduce the risk matter, ANANDA have the good reputation by the have a strong of financial position, monitoring the debt to equity ratio (D/E) is not exceeding than 2:1 aim to manage the financial cost under the appropriate level. Moreover, we have the cash flow and adequate facilities for the expansion of both the short and long-term investment as well as financial institutions and partners to support project financing for us (if we needed).

For the customer loans may affect from the stringent and maintain the strict in their loan approval. So, ANANDA may get the impact from this matter because of the revenue recognition depend on the loan approval with the inevitable. In addition, the rejection rate is increasing with the prior year. For this matter, we concerned and try to reduce the risk by collaborate with several key financial institutions to facilitate and provide services for the pre-approval process 6 months before transfer events. This can also speed up the credit approval process. For rejected units, we have a re-sales process to other customers looking for units in the projects.

## 8. RISK FROM INVESTING IN THE NEW BUSINESS

To prevent the disruptive events ANANDA continues to seek new investment opportunities. In accordance with the strategy, we need to expand the business must be in accordance that the sustainable growth. If we decide to invest in business opportunities such investments may require a large amount of investment to develop the new businesses. Therefore, shareholders may face risks in return on investment in new businesses.

To ensure that the New Business can generate income and get more valuation for us, we have strived to ensure that its new investments create value to the us at least the investment will be no less (devaluation) than what had been estimated prior to the acquisition and/or operation. In doing so, we have set the investment decision-making process in which the Risk Management Committee, comprising executive officers and experts, carefully considers and provides opinions on the alignment of new investments with the Company's growth strategies, and the return on investment against the ANANDA's criteria.

# MANAGEMENT AND CORPORATE GOVERNANCE









# BOARD OF DIRECTORS



## Dr. Narongchai Akrasanee

### Position :

Chairman of the Board of Directors  
Chairman of the Nomination and Remuneration Committee  
Chairman of the Good Corporate Governance Committee

**Type :** Independent Director

**Age :** 74 years

### Appointed date :

1 September 2015

**Family Relationship between Directors and Executive :** None

### Education

- Doctor of Economics, Johns Hopkins University, U.S.A.
- Master of Economics, Johns Hopkins University, U.S.A.
- Bachelor of Economics, University of Western Australia, Australia

### Training Courses

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 5/2003,

### Experience

#### Listed Company

- |                  |   |
|------------------|---|
| Sep.15 - Present | Chairman of the Board of Directors<br>Chairman of the Nomination and Remuneration Committee<br>Chairman of the Good Corporate Governance Committee<br>Ananda Development Public Company Limited<br>/ Real Estate Development and Providing Management Services for Real Estate Projects |
| 2016 - Present   | Chairman of the Board of Directors<br>Thai-German Products Public Company Limited<br>/ Manufacturer and supplier of stainless steel   |
| Oct.15 - Present | Chairman of the Board of Directors<br>Brooker Group Public Company Limited<br>/ Investment Advisory and Real Estate   |
| Sep.15 - Present | Chairman of the Board of Directors<br>MFC Asset Management Public Company Limited / Asset Management  |

#### Non - Listed Company

- |                  |  |
|------------------|--|
| 2016 - Present   | Independent Director<br>AIA Group Limited / Life Assurance / Insurance                     |
| Oct.15 - Present | Chairman of the Board of Directors<br>Seranee Holdings Co., Ltd. / Investment Advisors     |
| 2010- Present    | Chairman of the Board (Thailand)<br>Pacific Economic Cooperation Council                   |
| 2006 - Present   | Chairman of Council<br>Khon Kaen University  |
| 2004 - Present   | Chairman of the Board of Operating Directors and<br>Mekong Institute                       |
| 2002 - Present   | Vice Chairman of the Council<br>Fiscal Policy Research Institute Foundation                |
| 1984 - Present   | Member of Honorary Advisory Board<br>Thailand Development Research Institute Foundation    |
| 2014 - 2015      | Member of the Board of Directors and<br>Director of Council Minister<br>Ministry of Energy |



### **Mr. Poolsak Tansitthipun**

#### **Position :**

Vice Chairman of the Board of Directors  
Chairman of the Audit Committee  
Member of the Risk Management Committee  
Member of the Nomination and  
Remuneration Committee

**Type :** Independent Director

**Age :** 61 years

#### **Appointed date :**

7 October 2010

**Family Relationship between Directors and  
Executive :** None

### **Education**

- Master of Business Administration, Kasetsart University
- Bachelor of Laws, Ramkhamheang University

### **Training Courses**

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 50/2006
- Audit Committee Program class 31/2010
- Director Certification Program class 144/2011
- Anti-Corruption for Executive Program class 13/2014
- Role of the Chairman Program class 35/2014

### **Experience**

#### **Listed Company**

Dec.15 - Present	Vice Chairman of the Board of Directors Chairman of the Audit Committee Member of Risk Management Committee Member of the Nomination and Remuneration Committee Ananda Development Public Company Limited / Real Estate Development and Providing Management Services for Real Estate Projects
2015 - Present	Member of the Audit Committee FN Factory Outlet Public Company Limited /Retail Wholesale and export of textiles and apparel goods
2005 - Present	Member of the Audit Committee Union Petrochemical Public Company Limited /Importers - exporters petrochemical products

#### **Non - Listed Company**

1996 - Present	Director Sappakit Dhurakarn Co., Ltd. / Accounting & Taxation Law
1989 - Present	Directors B. Brothers Co., Ltd. / Office of Audit



## Mr. Nopporn Thepsithar

### Position :

Director  
Chairman of the Risk Management Committee  
Member of the Audit Committee  
Member of the Nomination and Remuneration Committee  
Member of the Good Corporate Governance Committee

**Type :** Independent Director

**Age :** 65 years

### Appointed date :

7 October 2010

**Family Relationship between Directors and Executive :** None

## Education

- Honorary Degree of Arts in Logistics and Supply Chain Management, Sripatum University
- Bachelor of Engineering in Electrical Engineering, Chulalongkorn University

## Training Courses

Training Courses by Thai Institute of Directors :

- Director Certification Program class 62/2005
- Director Accreditation Program class 43/2005
- Finance for Non-Finance Director Program class 21/2005
- Audit Committee Program class 14/2006

Training Courses by other Institute:

- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations class 19, King Prajadhipok's Institute
- Sale Credit skills Development Senior Credit, Export-Import Bank of Thailand and Omega Performance (Moody's Analysis)
- Congko Business Dinner Talk 2018, King Mongkut's Institute of Technology Ladkrabang

## Experience

### Listed Company

Jan.17 - Present	Independent Director Chairman of the Risk Management Committee Member of the Audit Committee Member of the Nomination and Remuneration Committee Member of the Good Corporate Governance Committee Ananda Development Public Company Limited / Real Estate Development and Providing Management Services for Real Estate Projects
2012 - Present	Member of the Audit Committee Chairman of the Nomination and Remuneration Committee Tipco Asphalt Public Company Limited / Producer and supplier of asphalt.

### Non - Listed Company

2018 - Present	Chairman Member of the Nomination and Remuneration Committee Meena Transport Co., Ltd / Transportation Business
2018 - Present	Advisor Thai National Shippers' Council / The Organization for shippers or exporter to promote and protect their interests
2014 - Present	Director and Chairman of Executive Committee Export-Import Bank of Thailand





**Mr. Wiboon Rasmeepaisarn**

**Position :**

Director  
Member of the Audit Committee  
Member of the Risk Management Committee  
Member of the Nomination and Remuneration Committee

**Type :** Independent Director

**Age :** 58 years

**Appointed date :**

7 October 2010

**Family Relationship between Directors and**

**Executive :** None

**Education**

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

**Training Courses**

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 28/2004
- Director Certification Program class 147/2011
- Role of the Compensation Committee Program class 13/2011
- Monitoring Fraud Risk Management class 8/2012
- Monitoring of the Quality of Financial Reporting class 16/2012
- Monitoring the Internal Audit Function class 13/2012
- Monitoring system of Internal Control and Risk Management class 13/2012
- Audit Committee Program class 41/2012
- Anti-Corruption for Executive Program class 13/2014
- Role of the Chairman Program class 35/2014

**Experience**

**Listed Company**

Sep.15 - Present	Director Member of the Audit Committee Member of the Risk Management Committee Member of the Nomination and Remuneration Committee Ananda Development Public Company Limited / Real Estate Development and Providing Management Services for Real Estate Projects
2003 - Present	Director NFC Public Company Limited / Production and distribution of fertilizers Ananda Development Public Company Limited

**Non - Listed Company**

2018 - Present	Director Mena Transport Co.,Ltd. / Transportation Business
2013 - Present	Director Technor Co.,Ltd. / Importer, distributor and installation of new electronic devices. Technology and equipment on telecommunications.
2009 - Present	Director Eltek Power (Thailand) Co., Ltd. / Importer, distributor and installation of new electronic devices. Technology and equipment on telecommunications.
1992 - Present	Director / Managing Director Warach Paisarn Co., Ltd. / Office of the Auditor



**Mr. James Teik Beng Lim**

**Position :**

Director

**Type :** Non – Executive Director

**Age :** 46 years

**Appointed date :**

20 February 2017

**Family Relationship between Directors and**

**Executive :** None

**Education**

- Bachelor of Laws (Honours), Monash University, Melbourne, Australia
- Bachelor of Commerce (Accounting and Finance), Monash University, Melbourne, Australia

**Training Courses**

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 16/2018

**Experience**

**Listed Company**

Feb.17-Present      Director  
Ananda Development Public Company Limited  
/ Real Estate Development and Providing  
Management Services for Real Estate Projects

**Non – Listed Company**

2014 – Present      Partner and Co-Founder  
/ CALIBRATION PARTNERS LIMITED, Hongkong.



**Mr. Tomoo Nakamura**

**Position :**

Director

**Type :** Non - Executive Director

**Age :** 48 years

**Appointed date :**

3 November 2017

**Family Relationship between Directors and**

**Executive :** None

**Education**

- Bachelor of Law Keio University, Japan

**Experience**

**Listed Company**

Sep 17 - Present Director

Ananda Development Public Company Limited  
/ Real Estate Development and Providing  
Management Services for Real Estate Projects

**Non - Listed Company**

Feb 17—Present Managing Director

Mitsui Fudosan Asia (Thailand) Co., Ltd.

/ Real estate development

Apr 13—Present Executive Director

Mitsui Fudosan (Asia) Pte. Ltd. (Singapore)

/ Real estate development





## **Mr. Chanond Ruangkritya**

### **Position :**

Director  
Member of the Good Corporate Governance Committee  
Member of the Nomination and Remuneration Committee  
Chairman of the Executive Committee  
President and Chief Executive Officer

**Type :** Authorized Director

**Age :** 46 years

### **Appointed date :**

9 June 2000

### **Family Relationship between Directors and**

**Executive :** Miss Patcharavalai Ruangkritya's elder brother

### **Education**

- Master of International Accounting and Finance, London School of Economics, U.K.
- Bachelor of Economics, University of California at Berkeley, U.S.A.

### **Training Courses**

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 23/2004

### **Experience**

#### **Listed Company**

Dec.15 - Present    Director  
Member of the Good Corporate Governance Committee  
Member of the Nomination and Remuneration Committee  
Chairman of Executive Committee  
President and Chief Executive Officer  
Ananda Development Public Company Limited  
/ Real Estate Development and Providing Management Services for Real Estate Projects

#### **Non - Listed Company**

2017 - Present    Director  
ADC-JV14 Co., Ltd. / Property Development  
Ashton Silom Co., Ltd.  
Ashton Asoke Praram 9 Co., Ltd.  
Ideo Q Victory Co., Ltd.  
/ Holding company in Real Estate Business  
Lumpini Project Management Services Co., Ltd.  
/ Real Estate Development Service Provider  
Digital Ventures Co., Ltd.  
/ Holding Company

2015 - Present    Director  
Strategic Property Investors Co., Ltd.  
/ Management Property Investment Trust

2008 - Present    Director  
Bira RT Kart Co., Ltd.  
/ Sale of spare parts and vehicle parts  
December Sun Co., Ltd.  
/ Trading boats, boat rentals, boat trips

2002 - Present    Director  
Kloset Design Co., Ltd.  
/ Commercial design garments Costume

2001 - Present    Director  
Pimanda Development Co., Ltd.  
/ Real Estate Development



## 8. Mr. Tanyalak Nunthanavorasiri

### Position :

Director  
Member of the Risk Management Committee  
Member of the Executive Committee  
Deputy Chief Executive Officer

**Type :** Authorized Director

**Age :** 55 years

### Appointed date :

9 June 2000

**Family Relationship between Directors and Executive :** None

### Education

- Master of Business Administration in Management, Ramkamheang University
- Bachelor of Finance, Bangkok University

### Training Courses

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 85/2010

### Experience

#### Listed Company

Sep.15- Present     Director  
Member of the Risk Management Committee  
Member of Executive Committee  
Deputy Chief Executive Officer  
Ananda Development Public Company Limited  
/ Real Estate Development and Providing  
Management Services for Real Estate Projects

#### Non - Listed Company

2018-Present     Director  
AH-SPV 5 Co., Ltd.  
/ Real estate development : Mixed Use  
Urban Tech Ventures Co., Ltd.  
/ Holding Company  
Exponential Social Enterprise Co., Ltd.  
/ Providing Academic seminar services

2017-Present     Director  
ADC-JV15 Co., Ltd. / Real estate development

2013-Present     Director  
Ananda Development One Co., Ltd.  
Baan Niravana Co., Ltd.  
/ Real estate development : Landed housing

2010-Present     Director  
The Work Community Management Co., Ltd.  
/Management of juristic person

2001-Present     Director  
Pimanda Development Co., Ltd.  
/ Real estate development



### **Miss Patcharavalai Ruangkritya**

#### **Position :**

Director  
Member of the Executive Committee  
Corporate Assistant Vice President – Office of CEO

**Type :** Authorized Director

**Age :** 38 years

#### **Appointed date :**

9 February 2007

#### **Family Relationship between Directors and**

**Executive :** Mr. Chanond Ruangkritya's younger sister

### **Education**

- Bachelor of Hospitality Administration, Boston University, U.S.A.

### **Training Courses**

Training Courses by Thai Institute of Directors :

- Director Accreditation Program class 85/2010

### **Experience**

#### **Listed Company**

2013 - Present      Director  
Member of Executive Committee  
Corporate Assistant Vice President - Office of CEO  
Ananda Development Public Company Limited  
/ Real Estate Development and Providing Management Services for Real Estate Projects

#### **Non - Listed Company**

2018 - Present      Director  
Ananda MF Asia Udomsuk Two Co.,Ltd.  
Ananda MF Asia Bangna Two Co.,Ltd.  
Ananda MF Asia Wong Wean Yai Co.,Ltd.  
Ananda MF Asia Wutthakad Co.,Ltd.  
Ananda MF Asia Sutthisarn Co.,Ltd.  
Ananda MF Asia Saphankhwa Two Co., Ltd.  
ADC-JV18 Co., Ltd.  
ADC-JV19 Co., Ltd.  
ADC-JV20 Co., Ltd.  
ADC-JV21 Co., Ltd.  
ADC-JV22 Co., Ltd.  
ADC-JV23 Co., Ltd.  
ADC-JV25 Co., Ltd.  
ADC-JV26 Co., Ltd.  
ADC-JV27 Co., Ltd.  
/ Real estate development  
Ananda APAC 1 Co.,Ltd.  
Ananda APAC Bangchak Co.,Ltd.  
Ananda APAC Phraram 9 Two Co., Ltd.  
Ananda and Partner Saphankhwa One Co., Ltd.  
/ Holding company in real estate business



2017 - Present     **Director**  
 Ananda MF Asia Phraram 9 Co., Ltd.  
 ADC-JV10 Co., Ltd.  
 ADC-JV11 Co., Ltd.  
 ADC-JV12 Co., Ltd.  
 Ananda MF Asia Ratchaprarop Co.,Ltd.  
 ADC-JV14 Co., Ltd.  
 ADC-JV16 Co., Ltd.  
 ADC-JV17 Co., Ltd.  
 / Real estate development  
 Ananda APAC Phrama 9 Two Co.,Ltd.  
 Ashton Silom Co., Ltd.  
 Ashton Asoke Praram 9 Co., Ltd.  
 Ideo Q Victory Co., Ltd.  
 / Holding company in real estate business

2016 - Present     **Director**  
 Ananda MF Asia Phetchaburi Co., Ltd.  
 Ananda MF Asia Bangchak Co., Ltd.  
 Ananda MF Asia Udomsuk Co., Ltd.  
 Ananda MF Asia Saphankhwai Co., Ltd.  
 Ananda MF Asia Phraram 9 Co., Ltd.  
 Ananda MF Asia Victory Monument Co., Ltd.  
 JV-CO1 Co., Ltd.  
 Ananda MF Asia Udomsuk Two Co.,Ltd.  
 Ananda MF Asia Thonglor Co.,Ltd.  
 Ananda MF Asia Ramkumhaeng Co., Ltd.  
 ADC-JV7 Co., Ltd.  
 Ananda MF Asia Sena-Nikhom Co.,Ltd.  
 / Real estate development  
 Ananda APAC Bangchak Co., Ltd.  
 / Holding company in real estate business

2015 - Present     **Director**  
 Ananda MF Asia Samyan Co., Ltd.  
 Ananda MF Asia Bangna Co., Ltd.  
 Ananda MF Asia Chitlom Co., Ltd.  
 Ananda MF Asia Chongnonsi Co., Ltd.  
 Ananda MF Asia Toapoon Co., Ltd.  
 Ananda MF Asia Thaphra Co., Ltd.  
 / Real estate development

2014 - Present     **Director**  
 Ananda MF Asia Asoke Co., Ltd.  
 / Real estate development  
 Ideo Condo One Co.,Ltd.  
 / Media Production

2013 - Present     **Director**  
 Ananda Development One Co., Ltd.  
 / Real estate development : Landed housing  
 Baan Niravana Co., Ltd.  
 / Real estate development : Landed housing  
 Ananda MF Asia Co., Ltd.  
 / Real estate development

2011 - Present     **Director**  
 Ananda Development Two Co., Ltd.  
 / Real estate development : Condominium  
 Helix Co., Ltd. / Construction  
 Ananda MF Asia Ratchathewi Co., Ltd.  
 / Real estate development

2010 - Present     **Director**  
 The Agent (Property Expert) Co., Ltd.  
 / To act as an agent in the sale / purchase and procurement of lessees  
 The Work Community Management Co., Ltd.  
 / Management of juristic person

2007 - Present     **Director**  
 Bluedeck Co., Ltd.  
 / To operate a sport club and restaurants  
 Pimanda Development Co., Ltd.  
 / Real estate development  
 Bira Kart Co., Ltd.  
 / Rendering car racetract service  
 Bira Circuit One Co., Ltd.  
 / Rendering car racetract service

# GENERAL AND OTHER INFORMATION

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**Name** : Ananda Development Public Company Limited

**Symbol** : ANAN

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**Type of Business** : Business of Real Estate Development and Providing Management Services for Real Estate Projects

**Registration No.** : 0107554000119

**Registered Capital** : Baht 333,300,000

**Paid-up Capital** : Baht 333,300,000

**Type and Number of Share** : 3,333,000,000 ordinary shares

**Par Value** : Baht 0.10 per share

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**Head Office** : No. 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Road (K.M.10.5),  
Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540  
Tel: (662) 317-1155  
Fax: (662) 317-1100

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**Branch** : FYI Center Building, 11th Floor, No. 2525 Rama IV Road,  
Klongtoei, Klongtoei District, Bangkok 10110  
Tel: (662) 056-2222  
Fax: (662) 056-2332

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**Homepage** : [www.ananda.co.th](http://www.ananda.co.th) and [www.ideocondo.com](http://www.ideocondo.com)

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## Other Reference Persons

- **Securities Registrar**

Thailand Securities Depository Company Limited

No. 93 The Stock Exchange of Thailand, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400

Tel: 0-2009-9999 Fax: 0-2009-9991

- **Debenture Registrar**

CIMB Thai Bank Public Company Limited

No. 44 Langsuan Road, Lumpini, Pathum Wan, Bangkok 10330

Tel: 0-2638-8000 Fax: 0-2657-3333

KASIKORNBANK Public Company Limited

No. 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana, Rat Burana, Bangkok 10140

Tel: 0-2470-1994

- **Debenture Holders Representative**

Krung Thai Bank Public Company Limited

No. 35 Sukhumvit Road, Khlong Toei Nua, Wattana, Bangkok 10110

Tel: 0-2298-0821 Fax: 0-2298-0835

Bank of Ayudhya Public Company Limited

No. 1222 RAMA III Road, Bangphongphang, Yannawa, Bangkok 10120

Tel: 0-2296-4788 0-2296-5004

KASIKORNBANK Public Company Limited

No. 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana, Rat Burana, Bangkok 10140

Tel: 0-2470-1994

- **Auditor**

EY Office Limited

No. 193/136-137, 33rd Floor, Lake Rajada Office Complex , New Rajadapisek Road,

Klongtoey, Bangkok 10110

Tel: 0-2264-0777 Fax: 0-2264-0789-90

1. Mr. Sophon Permsirivallop, Certified Public Accountant No. 3182 and/or
2. Ms. Rungnapa Lerdsuwankul, Certified Public Accountant No 3516 and/or
3. Mr. Chayapol Supposedtanon, Certified Public Accountant No. 3972 and/or
4. Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 and/or
5. Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659 and/or
6. Ms. Sumana Punpongsonon, Certified Public Accountant No. 5872

- **Legal Advisor**

Weerawong, Chinnavat & Partners Company Limited

540 Mercury Tower, 22nd Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

Tel: 0-2264-8000 Fax: 0-2657-2222



As of December 31, 2018, the Company held over 10% of the issued shares of the following companies:

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>1. Ananda Development One Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	2,155,981,405	2,155,981,405	431,196,281	5	431,196,279	100.00
<b>2. Baan Niravana Co., Ltd.</b> 9 Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	700,000,000	700,000,000	7,000,000	100	6,999,998	100.00 <sup>/1</sup>
<b>3. ADC-JV 7 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	240,000,000	240,000,000	2,400,000	100	2,399,998	100.00
<b>4. ADC-JV 10 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	500,000,000	500,000,000	5,000,000	100	4,999,997	100.00
<b>5. JV-CO1 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	998	99.80

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>6. ADC-JV 14 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>7. ADC-JV 18 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>8. ADC-JV 19 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>9. ADC-JV 20 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>10. ADC-JV 21 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>11. ADC-JV 22 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>12. ADC-JV 23 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>13. ADC-JV 25 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>14. ADC-JV 26 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>15. ADC-JV 27 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>16. Ananda MF Asia Sena Nikhom Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	650,000,000	650,000,000	6,500,000	100	4,809,999	74.00
<b>17. Ananda MF Asia Asoke Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	850,000,000	850,000,000	8,500,000	100	4,334,999	51.00



Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>18. Ananda MF Asia Ratchathewi Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00
<b>19. Ananda MF Asia Samyan Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,000,000,000	1,000,000,000	10,000,000	100	5,099,999	51.00
<b>20. Ananda AF Asia Bangna Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	625,000,000	625,000,000	6,250,000	100	3,187,499	51.00
<b>21. Ananda MF Asia Chidlom Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	400,000,000	400,000,000	4,000,000	100	2,039,999	51.00
<b>22. Ananda MF Asia Taopoon Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	350,000,000	350,000,000	3,500,000	100	1,784,999	51.00
<b>23. Ananda MF Asia Thaphra Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	425,000,000	425,000,000	4,250,000	100	2,167,499	51.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>24. Ananda MF Asia Phetchaburi Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00
<b>25. Ananda MF Asia Udomsuk Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	450,000,000	450,000,000	4,500,000	100	2,294,999	51.00
<b>26. Ananda MF Asia Wongwian Yai Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00
<b>27. Ananda MF Asia Wutthakat Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	600,000,000	600,000,000	6,000,000	100	3,059,999	51.00
<b>28. Ananda MF Asia Sutthisan Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	300,000,000	300,000,000	3,000,000	100	1,529,999	51.00
<b>29. Ananda MF Asia Bangna Two Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	750,000,000	750,000,000	7,500,000	100	3,824,999	51.00 <sup>/2</sup>

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>30. Ananda MF Asia Chongwonsi Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	600,000,000	600,000,000	600,000,000	100	3,059,999	51.00 <sup>/3</sup>
<b>31. Ananda MF Asia Phraram 9 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,100,000,000	1,100,000,000	11,000,000	100	5,609,999	51.00 <sup>/4</sup>
<b>32. Ananda MF Asia Victory Monument Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	475,000,000	475,000,000	4,750,000	100	2,422,499	51.00 <sup>/5</sup>
<b>33. Ananda MF Asia Ratchaprarop Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	500,000,000	500,000,000	5,000,000	100	3,699,999	74.00 <sup>/6</sup>
<b>34. Ananda MF Asia Thonglor Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	600,000,000	600,000,000	6,000,000	100	3,059,999	51.00 <sup>/7</sup>
<b>35. Ananda MF Asia Ramkhamhaeng Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	550,000,000	550,000,000	5,500,000	100	2,804,999	51.00 <sup>/8</sup>



Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>36. Ananda MF Asia Bangchak Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	950,000,000	950,000,000	9,500,000	100	4,844,999	51.00 <sup>/9</sup>
<b>37. Ananda MF Asia Pharam 9. Two Co., Ltd</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,000,000,000	1,000,000,000	10,000,000	100	7,399,999	74.00 <sup>/10</sup>
<b>38. Ananda Apac 1 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	398,500,000	398,500,000	3,985,000	100	2,231,599	56.00
<b>39. Ashton Asoke Praram9 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share Preferred Share	620,000,000 550,000,000	341,000,000 550,000,000	6,200,000 550,000,000	100 100	6,200,000 0	100.00 0
<b>40. Ideo Q Victory Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share Preferred Share	270,000,000 240,000,000	189,000,000 240,000,000	2,700,000 2,400,000	100 100	2,700,000 0	100.00 0
<b>41. Ideo Mobi Rangnam Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	795,990,000	718,858,569	7,959,900	100	4,059,548	51.00

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>42. Ideo Q Sukhumvit 36 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	664,430,000	555,995,024	6,644,300	100	3,388,592	51.00
<b>43. Ideo New Rama 9 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	599,670,000	544,620,294	5,996,700	100	3,058,316	51.00
<b>44. Ananda Apac Pharam 9 Two Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	772,300,000	772,300,000	7,723,000	100	6,679,394	86.50
<b>45. Ananda MF Asia Udomsuk Two Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	850,000,000	850,000,000	8,500,000	100	4,334,999	51.00
<b>46. Ananda MF Asia Saphankhwa Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	450,000,000	450,000,000	4,500,000	100	2,294,999	51.00
<b>47. Ananda MF Asia Saphankhwa Two Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Real Estate Development	Ordinary Share	1,150,000,000	1,150,000,000	11,500,000	100	7,187,499	62.50 <sup>/11</sup>

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>48. Ananda and Partners Saphankhwa One Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222	Holding Company in Real Estate Business	Ordinary Share	723,586,000	723,586,000	7,235,860	100	4,341,516	60.00
<b>49. AMH Ratchada Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	100,000	100,000	1,000	100	998	99.80
<b>50. AMH Sathorn Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>51. AMH Sukhumvit 59 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>52. AMH Sukhumvit 8 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	100,000	100,000	1,000	100	997	99.70
<b>53. AH-SPV 5 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of a Mixed-Use Real Estate Project	Ordinary Share	100,000	100,000	1,000	100	997	99.70



Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>54. Ananda Development Two Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development Real Estate Project	Ordinary Share	300,000,000	300,000,000	60,000,000	5	59,999,998	100.00
<b>55. Ananda MF Asia Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development Real Estate Project	Ordinary Share	900,000,000	900,000,000	9,000,000	100	8,999,998	100.00
<b>56. Helix Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Construction Service, Development of Real Estate Manufacture and Distribution of Building Materials	Ordinary Share	1,192,200,000	1,192,200,000	11,922,000	100	11,921,998	100.00
<b>57. Ashton Silom Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company IN Real Estate Business	Ordinary Share Preferred Share	338,000,000	338,000,000	3,380,000	100	3,380,000	100.00
			300,000,000	300,000,000	3,000,000	100	0	0
<b>58. Urbantech Ventures Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, amutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Investment in Other Companies	Ordinary Share	20,000,000	20,000,000	200,000	100	199,997	100.00
<b>59 Ananda SU Ltd.</b> Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands	Investment in Other Companies	Ordinary Share	100 USD	100 USD	100	1 USD	51	51.00 <sup>12</sup>

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>60. Blue Deck Co., Ltd.</b> 189 Moo 12 Rachathewa Sub-district, of Food and Bangplee District, Beverages Samutprakarn Province 10540 and Service Tel. 0-2762-0330 Sport Club Fax. 0-2762-0204	Sale	Ordinary Share	233,000,000	233,000,000	2,330,000	100	2,329,998	100.00
<b>61 Bira Circuit Co., Ltd.</b> 99/4 Moo 14 Soi Windmill Village, Car Bangna-Trad Rd. (K.M.10.5), Racing Bangpleeyai Sub-district, Service Bangplee District, Samutprakarn Province 10540 Tel. 0-2762-0330 Fax. 0-2762-0204	Rendering	Ordinary Share	45,000,000	45,000,000	450,000	100	449,998	100.00
<b>62 Bira RT Kart Co., Ltd.</b> 99/4 Moo 14 Soi Windmill Village, Spare Bangna-Trad Rd. (K.M.10.5), Parts and Bangpleeyai Sub-district, Vehicle Bangplee District, Samutprakarn Parts Province 10540 Tel. 0-2762-0330 Fax. 0-2762-0204	Sale of	Ordinary Share	2,000,000	2,000,000	20,000	100	9,000	45.00 <sup>13</sup>
<b>63 Bira Kart Co., Ltd.</b> 99/4 Moo 14 Soi Windmill Village, Car Bangna-Trad Rd. (K.M.10.5), Racing Bangpleeyai Sub-district, Service Bangplee District, Samutprakarn Province 10540 Tel. 0-2762-0330 Fax. 0-2762-0204	Rendering	Ordinary Share	36,500,000	36,500,000	365,000	100	364,998	100.00 <sup>14</sup>
<b>64 The Agent (Property Expert) Co., Ltd.</b> 99/4 Moo 14 Soi Windmill Village, Agent for Bangna-Trad Rd. (K.M.10.5), Sale/Purchase Bangpleeyai Sub-district, and Bangplee District, Samutprakarn Procurement Province 10540 of Lessees Tel. 0-2655-1177 Fax. 0-2317-1100	Property	Ordinary Share	4,000,000	4,000,000	40,000	100	39,998	100.00
<b>65 The Works Community Management Co., Ltd.</b> 99/4 Moo 14 Soi Windmill Village, Person Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2697-3300 Fax. 0-2697-3311	Management of Juristic Person	Ordinary Share	1,000,000	1,000,000	10,000	100	9,998	99.98

Name of Company/ Address	Type of Business	Type of Share	Registered Capital (Baht)	Paid-up Capital (Baht)	Number of Issued Shares (Shares)	Par Value (Baht)	Number of Shares Held (Shares)	Percentage of Shareholding (%)
<b>66. Ideo Condo One Co., Ltd.</b> 99/4 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2697-3300 Fax. 0-2697-3311	Media Production	Ordinary Share	100,000	100,000	1,000	100	998	99.80
<b>67. ADC-JV 15 Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Development of Software	Ordinary Share	140,000,000	89,896,020	1,400,000	100	1,399,997	100.00
<b>68. Ananda Apac Bangchak Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Holding Company in Real Estate Business	Ordinary Share	260,405,000	260,405,000	2,604,050	100	2,578,049	99.00
<b>69. Exponential Social Enterprise Co., Ltd.</b> 99/1 Moo 14 Soi Windmill Village, Bangna-Trad Rd. (K.M.10.5), Bangpleeyai Sub-district, Bangplee District, Samutprakarn Province 10540 Tel. 0-2056-2222 Fax. 0-2056-2332	Providing Academic Seminar Services	Ordinary Share	5,000,000	5,000,000	50,000	100	49,997	100.00

**Remarks:** /1 Baan Niravana Co., Ltd is held by Ananda Development One Co., Ltd.  
/2 Ananda MF Asia Bangna Two Co., Ltd. is held by Ananda Apac1 Co., Ltd.  
/3 Ananda MF Asia Chongnonsi Co., Ltd. is held by Ashton Silom Co., Ltd.  
/4 Ananda MF Asia Phraram 9 Co., Ltd. is held by Ashton Asoke Pharam 9 Co., Ltd.  
/5 Ananda MF Asia Victory Monument Co., Ltd. is held by Ideo Q Victory Co., Ltd.  
/6 Ananda MF Asia Ratchaprarop Co., Ltd. is held by Ideo Mobi Rangnam Co., Ltd.  
/7 Ananda MF Asia Thonglor Co., Ltd. is held by Ideo Q Sukhumvit 36 Co., Ltd.  
/8 Ananda MF Asia Ramkhamhaeng Co., Ltd. is held by Ideo New Rama 9 Co., Ltd.  
/9 Ananda MF Asia Bangchak Co., Ltd. is held by Ananda Apac Bangchak Co., Ltd.  
/10 Ananda MF Asia Phraram 9 Two Co., Ltd. is held by Ananda Apac Phraram 9 Two Co., Ltd.  
/11 Ananda MF Asia Saphankhwai Two Co., Ltd. is held by Ananda and Partners Saphankhwai One Co., Ltd.  
/12 Ananda SU Ltd. is held by Urbantech Ventures Co., Ltd.  
/13 Bira RT Kart Co., Ltd. is held by Bira Kart Co., Ltd.  
/14 Bira Kart Co., Ltd is held by Ananda Development PLC. in the amount of 179,998 shares or 49.31% and Bira Circuit One Co., Ltd. in the amount of 185,000 shares or 50.69%



# MAJOR SHAREHOLDERS

The Company's shareholding structure as of the latest record date on 3 December 2018 is as follows:

No.	Name of Shareholders	Number of Shareholders	%
1.	Ruangkritya Group <sup>/1</sup>	1,767,058,400	53.02
	1.1 Mr. Chanond Ruangkritya (1,680,558,400 shares or 50.42%)		
	1.2 Miss Patcharavalai Ruangkritya (86,500,000 shares or 2.60%)		
2.	Thai NVDR Co., Ltd.	129,135,366	3.87
3.	Mr. Piranart Chokwatana	77,478,800	2.32
4.	Miss Natthavipha Ruangkritya	65,250,000	1.96
5.	Mr. Pichai Wijakapan	60,000,000	1.80
6.	Mr. Pipat Paniangvait	47,405,700	1.42
7.	Lan Phoo Co., Ltd.	42,475,000	1.27
8.	Mr. Chinn Kittipanuwat	30,000,000	0.90
9.	Mr. Somsak Tiraganun	26,848,100	0.81
10.	STATE STREET EUROPE LIMITED	25,302,171	0.76
11.	Other Shareholders	1,062,046,463	31.87
<b>Total</b>		<b>3,333,000,000</b>	<b>100.00</b>
<i>Thai Securities Holders</i>		<i>3,230,133,421</i>	<i>96.91</i>
<i>Foreign Securities Holders</i>		<i>102,866,579</i>	<i>3.09</i>

**Remarks:** /1 Mr. Chanond Ruangkritya and Miss Patcharavalai Ruangkritya (Being a group of acting in concert pursuant to the Notification of Acting in Concert as a Result of the Nature of a Relationship or Behavior and Requirements under Sections 246 and 247)

# DIVIDEND PAYMENT POLICY

## • Ananda Development Public Company Limited

The Company will make dividend payments at a rate of not less than 40% of net profits after deduction of all taxes and legal reserves. The Board will consider paying dividends after taking into account shareholders' interests. These considerations include reservation of funds for future investment, repayment of loans or for the Company's working capital.

The Company is a listed company since 2012, the dividend has declared to our shareholders as the followings:

For the Year	Dividend/Share (Baht)	Net Profit/Share (Baht)		Dividend/Net Profit (%)	
		Separate FS	Consolidated FS	Separate FS	Consolidated FS
2018	0.2540	0.09	0.65	155.42	32.28
2017	0.1275	0.34	0.34	37.50	37.50
2016	0.1250	0.39	0.42	32.05	29.76
2015	0.1000	0.44	0.36	22.73	27.78
2014	0.0980	0.29	0.39	33.79	25.13
2013	0.0500	0.05	0.24	100.00	20.83

## • Subsidiary Companies

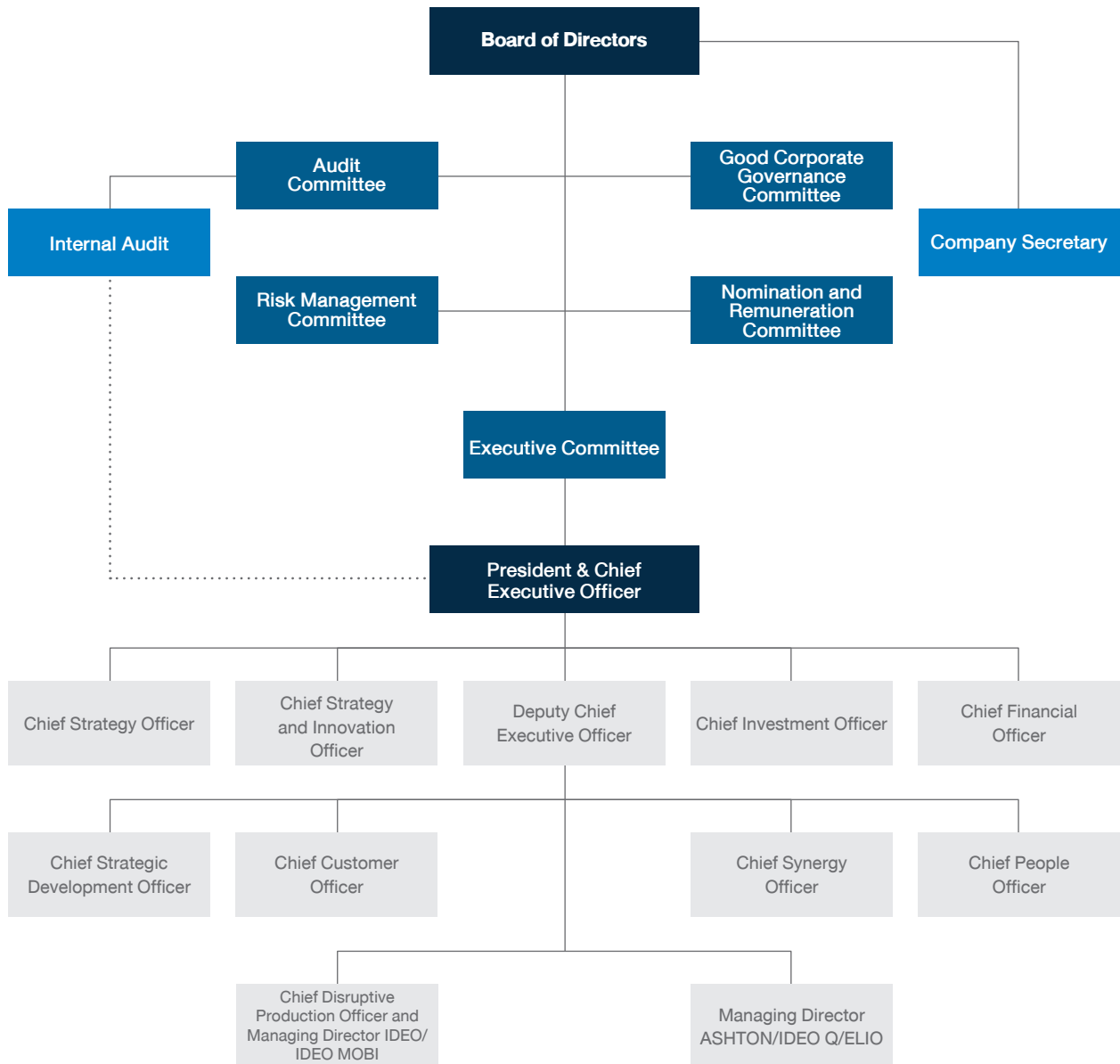
### ANANDA Development Two Co., Ltd.

Ananda Development Two Co., Ltd. has a policy of paying dividends at a rate of approximately 100% of net profits after deduction of all taxes and legal reserves, AD2 will consider its ability to pay dividends under the law after taking into account its cash flow position and its retained earnings.

### The Other Subsidiaries

In respect of dividend payment policy of the remaining subsidiaries, no rates of dividend payment after deduction of all taxes and legal reserves have been fixed. However, the board of the subsidiaries and/or the shareholders of the subsidiaries will consider paying dividends after taking into account the nature of business and considering the investment plans to expand the business of such subsidiaries.

# MANAGEMENT STRUCTURE





The manage structure of Ananda Development Public Company Limited consists of the Board of Directors and 5 Sub-Committees namely, the Audit Committee, the Risk Management Committee, the Nomination and Rumuneration Committee, the Good Corporate Governance Committee and the Executive Committee.

## 1. THE BOARD OF DIRECTORS OF ANANDA DEVELOPMENT PUBLIC COMPANY LIMITED

As at 31 December 2018, the Board of Directors consists of 9 directors as follows:

Name	Position
1. Dr. Narongchai Akrasanee	Independent Director, Chairman of the Board, Chairman of the Good Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee
2. Mr. Poolsak Tansitthipun	Independent Director, Vice Chairman, Chairman of the Audit Committee, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee
3. Mr. Nopporn Thepsithar	Independent Director, Director, Chairman of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee
4. Mr. Wiboon Rasmeepaisarn	Independent Director, Director, Member of the Audit Committee, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee
5. Mr. James Teik Beng Lim	Non-Executive Director and Director
6. Mr. Tomoo Nakamura	Non-Executive Director and Director
7. Mr. Chanond Ruangritya	Executive Director, Director, Member of the Nomination and Remuneration Committee, Member of the Good Corporate Governance Committee Chairman of the Executive Committee and the President and Chief Executive Officer
8. Mr. Tanyalak Nunthanavorasiri	Executive Director, Director, Member of the Risk Management Committee and Member of the Executive Committee
9. Miss Patcharavalai Ruangritya	Executive Director, Director and Member of the Executive Committee

Mr. Sermsak Khwanpuang, the Company Secretary, is the Secretary of the Board of Directors.

### • Scope of Power, Duties and Responsibility of the Board of Directors

1. To perform their duties in accordance with the law, the Company's objectives, Articles of Association and resolutions of Board meetings and shareholders' meetings with responsibility, care and honesty;
2. To approve the vision, business strategies, business direction, business policy, target, guidelines, operational plan and annual budget as prepared by the Executive Committee and the Management, with pertinent reviews thereof at least once a year;
3. To oversee the management and performance of the Executive Committee, Chief Executive Officer, the Management or any other person assigned to perform such duties, so as to conform with any policies set out by the Board;
4. To continuously monitor the Company's performance to be in line with the action plan and budget of the Company;
5. To ensure that the Company and its subsidiaries adopt an appropriate and efficient accounting system and to ensure that it has internal control and internal audit systems;
6. To ensure that the Company prepare balance sheet and profit and loss statements at the end of the Company's accounting period to propose to the annual general meeting of shareholders for further approval;

7. To consider and approve the selection and nomination the auditors and to determine the audit fee as proposed by the Audit Committee, prior to presenting it at the annual general meeting of shareholders for further approval;
8. To ensure that the Company has a written corporate governance policy and to efficiently adopt such policy in order to ensure that the Company is equally responsible to each group of stakeholders;
9. To consider the appointment of a person who has the qualifications and does not have prohibited character as prescribed under the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), as well as any relevant notifications, rules and/or regulations, to be a director in the event there is a vacancy on the Board due to any reason other than retirement by rotation, and to consider and approve the appointment of directors in replacement of directors retiring by rotation, and to determine the remuneration of directors as proposed by the Nomination and Remuneration Committee, before further submitting to a shareholders' meeting for approval;
10. To consider the appointment of sub-committees such as the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee and the Executive Committee or any other sub-committees, and to determine the power and responsibilities of such sub-committees in order to support the performance of the Board;
11. To determine and change the authorized directors to sign on behalf of and to bind the Company;
12. To consider the appointment of executives in accordance with the definition prescribed by the SEC or the Capital Market Supervisory Board and to appoint the Company's Secretary
13. To seek professional advice from third-party organizations if it is necessary to make a proper decision;
14. To put in place and monitor comprehensive internal control and risk management systems that cover all risks including financial and operational ones in order to ensure compliance with relevant laws, rules and regulations, to supervise to ensure that the Management adopts an efficient risk management system or process, and to put in place an efficient check-and-balance mechanism for safeguarding the Company's assets;
15. To put in place a policy against abuse of inside information, putting emphasis on the good corporate governance in order to maintain transparency and to prevent the abuse of non-public information for personal interest;
16. To manage and resolve possible conflicts of interest and connected transactions, and to meticulously review significant transactions in order to bring utmost benefits to the shareholders and stakeholders as a whole;
17. To formulate a policy on directors' and executives' reporting of interests;
18. To put in place an efficient anti-corruption system, in order to ensure that the Management places much importance on countering corruption as well as complying with anti-corruption measures;
19. To arrange for the orientation program, preparation of documents and necessary information for new directors in discharging their duties, including the induction session on the nature of the Company's business and operations;
20. To encourage the Company's directors, executives and Company Secretary to participate in the Thai Institute of Directors' seminars relating to the duties and responsibilities of directors and executives, in order to enhance their knowledge and competence conducive to good corporate governance, raise professional standard of directorship as well as provide best practice guidelines for directors in discharging their duties efficiently on par with international standards.

However, the Board of Directors, or its grantee, shall not approve transactions in which the Board of Directors or its grantee, or any person who may have any conflict of interest (as defined in the notification of the SEC or the Capital Market Supervisory Board) or may benefit in any manner which may give rise to a conflict with the Company or its subsidiaries, except where the approval of such transaction is consistent with the policy and criteria approved at a meeting of shareholders or Board meeting.

#### **Authorized Directors who can Sign on Behalf of the Company**

Name and number of the authorized directors who can sign and binding on behalf of the Company is Mr. Chanond Ruangkitya, Mr. Tanyalak Nunthanavorasiri and Miss Patcharavalai Ruangkitya, two of three persons are authorized to jointly sign on behalf of the Company together with the affixation of the Company's seal.

## 2. EXECUTIVES

As at 31 December 2018, the Company has 12 executives with the following details:

Name	Position
1. Mr. Chanond Ruangkritya	President and Chief Executive Officer
2. Mr. Tanyalak Nunthanavorasiri	Deputy Chief Executive Officer
3. Mr. Sermsak Khwanpuang	Chief Investment Officer
4. Dr. Chaiyuth Chunhacha	Chief Financial Officer
5. Mr. Wirote Kappiyajanya	Chief Synergy Officer
6. Mr. Santhad Natthakul	Chief Disruptive Production Officer and Managing Director - IDEO and IDEO MOBI
7. Mrs. Carmen Chun - Man Lam	Chief Customer Officer
8. Dr. John Leslie Millar	Chief Strategic Development Officer
9. Dr. Chern Chet Yong	Chief Strategy and Innovation Officer
10. Ms. Vanee Bijayendrayodhin	Chief People Officer
11. Dr. Thanita Khomphatraporn	Chief Strategy Officer
12. Mr. Sumeth Ratanasrikul	Managing Director - Ashton/Ideo Q/Elio

### • Scope of Power and Duties of the President and Chief Executive Officer

1. To account for the overall and/or day-to-day operations of the Company's business in accordance with the Company's objectives, provided that the management of the Company's business shall be subject to the policies, rules or orders prescribed by the Board and/or the Executive Committee;
2. To propose the vision, business strategies and direction, business policies, targets, guidelines, operational plans and the annual budget of the Company and subsidiaries to the Executive Committee so that the same will be further presented to the Board, and to consider the aforesaid matters with the Executive Committee and/or the Board;
3. To consider and approve specific matters or any action to be taken in the ordinary course of the Company's business within the amount or annual budget as approved by the Board and to the extent of the authorization granted;
4. To propose the significant matters to the Executive Committee, the Board or the shareholders' meeting for approval or for any other action to be taken as may be appropriate;
5. To conduct any other matters as assigned by the Board, the Executive Committee and/or at a shareholders' meeting; and
6. To negotiate and review agreements or documents in relation to the ordinary business operations of the Company, advise and propose such matters to the Board and/or the Executive Committee and/or persons in charge of such matters for consideration, review and find out the conclusion.

However, the President and Chief Executive Officer shall not approve transactions in which the President and Chief Executive Officer, or any person may have a conflict of interest or benefit in any manner resulting in a conflict of interest with the Company or its subsidiaries.

### 3. COMPANY SECRETARY

The Board of Directors Meeting No. 9/2017 held on 20 November 2017 resolved to approve the appointment of Mr. Serm Sak Khwanpuang to be the Company Secretary in compliance with the requirements of the Securities and Exchange Act B.E. 2535 (as amended).

- **Scope of Power and Duties of the Company Secretary**

1. To prepare and keep the following documents:
  - (a) register of directors;
  - (b) notice of the Board of Directors' meeting, minutes of the Board of Directors' meeting and annual reports of the Company; and
  - (c) notice of the shareholders' meeting and minutes of the shareholders' meeting;
2. To keep the report on conflicts of interest prepared by directors or executives; and
3. To take any other action as required under the notifications of the Capital Market Supervisory Board.

At present, Mr. Serm Sak Khwanpuang is Company Secretary. He graduated Master Degree in Economics and took a training course Director Certification Program. This course will help to support the Board of Directors and also directly involve with the duties of the Company Secretary.

### 4. REMUNERATION OF THE BOARD AND EXECUTIVES

#### Directors' Remuneration

##### 1. Monetary Remuneration

The 2018 Annual General Meeting of Shareholders held on 26 April 2018 had approved the directors' remuneration in 2018 in the amount of not exceeding Baht 12,000,000. The Nomination and Remuneration Committee recommended to pay in a form of the monthly remuneration that is paid in accordance with the duties and responsibilities of the Board of Directors and sub-committees, meeting allowance is paid when attending the meeting to non-executive directors and bonus which are determined by the company's profits and the amount of dividends paid to shareholders. The details are as follows:

Position	Directors' Remuneration (Baht)	
	Monthly Remuneration	Meeting Allowance/Time
Chairman of the Board	200,000	10,000
Chairman of the Audit Committee	75,000	10,000
Chairman of the Risk Management Committee	75,000	10,000
Non-Executive Directors	65,000	10,000
Executive Directors	30,000	-



## Summary on the Directors' Remunerations in 2018

Unit : Baht

Name	Monthly Remuneration	Meeting Allowance					Bonus	Total
		Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance		
1. Dr. Narongchai Akrasanee	2,400,000	110,000	-	-	20,000	10,000	400,000	2,940,000
2. Mr. Poolsak Tansitthipun	900,000	110,000	130,000	140,000	20,000	-	150,000	1,450,000
3. Mr. Nopporn Thepsithar	900,000	70,000	80,000	120,000	20,000	10,000	150,000	1,350,000
4. Mr. Wiboon Rasmeepaisarn	780,000	100,000	130,000	140,000	-	-	130,000	1,280,000
5. Mr. James Teik Beng Lim	780,000	50,000	-	-	-	-	112,192	942,192
6. Mr. Tomoo Nakamura <sup>/1</sup>	-	-	-	-	-	-	-	0
7. Mr. Chanond Ruangkritya	360,000	-	-	-	-	-	-	360,000
8. Mr. Tanyalak Nunthanavorasiri	360,000	-	-	-	-	-	-	360,000
9. Ms. Patcharavalai Ruangkritya	360,000	-	-	-	-	-	-	360,000
<b>Total</b>	<b>6,840,000</b>	<b>440,000</b>	<b>340,000</b>	<b>400,000</b>	<b>60,000</b>	<b>20,000</b>	<b>930,000</b>	<b>9,042,192</b>

Remark : <sup>/1</sup> Mr.Tomoo Nakamura expressed his intention not to receive directors' remuneration as non-executive director

## 2. Other Remuneration

- None -

## Executives' Remuneration

### 1. Monetary Remuneration

As of 31 December 2018, the Company has 12 executives with the following details:

Type of Remuneration	Number of Executives	Amount (Baht)
Salary	12	86,053,407
Bonus	12	24,435,581
Provident Fund	12	5,758,226
Operating Expense (gasoline, phone bills)	12	1,696,000

### 2. Other Remuneration

- None -

## 5. PERSONNEL

The Company and Subsidiary Companies have employees with the following details:

Name of Company	As of December 2018 (Person)	As of December 2017 (Person)
Ananda Development Public Company Limited	672	598
<b>Subsidiary Companies</b>		
The Works Community Management Co., Ltd.	257	236
The Agent (Property Expert) Co., Ltd.	95	85
Helix Co., Ltd.	382	334
Blue Deck Co., Ltd.	33	36
Bira Circuit One Co., Ltd.	8	8
Bira Kart Co., Ltd.	3	3
ADC-JV 15 Co., Ltd.	9	-
<b>Total</b>	<b>1,459</b>	<b>1,300</b>

The Company has the number of personnel divided by the main function as follows:

Main Function	As of December 2018 (Person)	As of December 2017 (Person)
Operation	221	217
Human Resource, Administration and Procurement	36	30
Finance and Juristic	114	93
Business Development	103	79
Management and Internal Audit	42	41
Investment	17	14
Production Control	139	124
<b>Total</b>	<b>672</b>	<b>598</b>

### Personnel Remuneration

The total of personnel remuneration of the Company consists of salary and bonus with the following details:

Type of Remuneration	As of December 2018 (Baht)	As of December 2017 (Baht)
Salary	555,698,106	466,557,163
Bonus	151,378,541	203,842,025
Operating expenses <sup>/1</sup>	23,870,378	21,628,528
<b>Total</b>	<b>730,947,025</b>	<b>692,027,716</b>

Remarks /1 Operating expenses are vehicle expense, gasoline expense and telephone expense

### Human Resources Development

The Company focuses on the development of employees which is the significant foundation of the organization's development to become a high performance organization sustainably. From the first working day, employees will attend the new employee orientation in order to understand business operations, goals, strategies, organizational structures, core working systems, corporate culture, and working atmosphere. There is a mentor system that will advise the new management to be able to adapt in compliance with the organization quickly and create work and success for the Company in a short period of time. In addition, the Company also focused on leadership development with a long-term course of more than one and a half years by McKinsey & Company, which is an international management consulting firm. The Company develops leadership courses to be appropriate for the Company by emphasizing that the management at all levels must have skills in converting the organization's strategic plans into operation plans together with employees, coaching, and feedback to support employees to maximize their performance and develop employees to be knowledgeable, capable, professional, and ready to perform their duties, as well as able to deliver good quality products and services to customers. This group of employees will have opportunities of career advancement in the Company appropriately, which leads to the creation of high performance teams that have readiness and potential to drive the organization forward dynamically.

The Company remains focused on cultivating the values of learning agility for employees to constantly learn by themselves and develop themselves (Self-Learning and Development) in accordance with 70:20:10 concept. Learning methods that the Company emphasizes include learning action, job enrichment, job enlargement, knowledge sharing, coaching culture, leading companies visiting, and online learning from leading institutions both inside and outside the country so that employees can access and learn anywhere, anytime, as well as apply knowledge to work quickly for maximum efficiency towards themselves, team, and organization.

### Training and development

The Company always recognizes that employees are valuable resources in driving the organization to succeed and grow sustainably. Therefore, the Company has improved the curriculum to develop skills, knowledge, and competency of employees at all levels continuously.

To promote and develop the potential of the Company's employees to be able to work efficiently and in accordance with the strategic plan and goals set by the Company, the Company, therefore, provides internal and external trainings in which, in 2018, the Company provided an average of 9.5-hour training per employee per year. The training courses are as follows:

- |  |  |
|--|--|
| 1. Executive Leadership Development Program (McKinsey & Company) | 8. Development of Communication Skills with Mass Media                 |
| 2. Leader as a Coach   | 9. Knowledge of Laws related to Advertising Media and Public Relations |
| 3. Key Performance Ananda (KPA) Setting                          | 10. Labor Laws for the Management                                      |
| 4. Think on your Feet (Effective Communication)                  | 11. Digital Productivity Improvement                                   |
| 5. SAP Ariba   | 12. How to Change Management   |
| 6. SAP Success Factors   | 13. Risk Based Audit   |
| 7. Personality Development                                       | 14. Power BI Desktop for Business Analytics                            |

### Safety and Hygiene

The Company realizes that occupational health and safety system is important to the Company's business operation, therefore, the Company has set the guidelines for the implementation of occupational health and safety as follows:

1. To establish the management and working structure to be legal and standardized by having procedures to follow-up, monitor, and evaluate works on a regular basis in order to ensure that works regarding to safety, occupational health, and environment will be efficient and sustainable.
2. To provide fire prevention and suppression plan, fire drill, fire evacuation drill, along with managing the workplace not having materials or working behaviors that may cause a fire.
3. To support resources for employee trainings of safety, occupational health, and working environment, as well as to communicate to create consciousness and constant participation of employees in order to strongly drive works regarding safety, occupational health, and environment.
4. To arrange an evaluation of safety and working environment, as well as improve to be in the standard criteria.

In 2018, there was no accident and none of employees stopped working or had illnesses due to work.

### Compensation and Welfare

The Company provides fair employment and advancement opportunities for employees fairly by giving the opportunity for all employees to fully show their abilities. In return, the Company will provide compensations that are appropriate and in line with the Company's operating performance, both in the short and long terms. Short-term compensations are salaries and bonuses, which the Company has a policy to compensate employees based on similar-sized industry peers, suitability, experience, qualifications, responsibilities, the Company's performance, and annual performance evaluation results. In addition, the Company also provides other welfares such as provident funds, annual health check-up, employee uniform, and employees' contributions in various fields, etc. For long-term compensations, the Company provides welfares in terms of the right to receive discounts on the purchase of houses and condos of the Company in which employees will receive discounts based on length of service. And to express gratitude to employees who have been working together with the Company, the Company also has "Long Service Award" for employees in order to create work motivation.

# CORPORATE GOVERNANCE

Ananda Group is an organization that has effective management in terms of business operation, good corporate governance, excellent administration, and business operation with responsibility, ethics, fairness, transparency, as well as accountability by striving to maximize shareholders' benefits and taking into account all groups of stakeholders in order to create confidence and mutually sustainable growth.

## 1. CORPORATE GOVERNANCE POLICIES

The Company has established Good Corporate Governance policies in writing and reviewed the aforementioned policies on a regular basis. The good corporate governance policies have been conducted based on the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Securities and Exchange Commission Code of Good Corporate Governance for Listed Companies 2017 (CG Code) with the purpose of creating benefits for the business sustainably to meet the aims of business sectors, investors, including capital market and overall society.

In addition, the Company has also prepared code of conduct and business ethics for directors, the management, and employees of the Company, and monitored the compliance with Good Corporate Governance policies, code of conduct and business ethics for directors, the management, and employees of the Company, as well as best practices regularly. Moreover, the Company has also used public relations to inform all employees throughout the organization.

For the previous year, the Company received "Excellent" score on the Corporate Governance Report of Thai Listed Companies for the year 2018, assessed by the Thai Institute of Directors. The score was based on the information published through the communication channels of the Stock Exchange of Thailand, as well as other published documents of the Company. The Company has presented the assessment report to the Corporate Governance Committee of the Company to consider and give recommendations in order to develop and improve the good corporate governance of the Company and report such recommendations to the Board of Directors' meeting.

**Implement with Good Corporate Governance Principles for the Year 2018**

## Section 1 Rights of Shareholders

The Company values the ownership rights of all shareholders, i.e. Thai, foreign, minority and institutional ones, which can be exerted by appointing the Board of Directors to act as their representatives and make decisions on material changes of the Company.

Therefore, the Company encourages the shareholders to equitably exercise their basic rights, namely the right to buy, sell or transfer shares, the right to gain profit sharing, the right to obtain adequate corporate information, the right to attend shareholders' meeting and exercise the voting rights regarding appointment or removal of directors, appointment of external auditors and matters that affect the Company, etc. It also ensures that such rights are protected and avoid any acts that violate or infringe the rights of shareholders, by adopting the following policies:-

1. The Company shall deliver the notice of shareholders' meeting specifying the date, time, venue, together with sufficient supporting information pertinent to the objectives, reasons and the Board's opinions on each agenda item, to the shareholders not less than 14 days in advance so that they can thoroughly study the information beforehand.
2. The Company shall facilitate the shareholders' attendance by convening the shareholders' meeting at a conveniently accessible venue, with a map enclosed with the notice, choosing an appropriate time and date, and allocating adequate time for the meeting.
3. Shareholders are invited to submit questions regarding the Company prior to the meeting date, the criteria for which shall be clearly determined.
4. The Company shall not perform any acts that would limit the shareholders to attend the Meeting. In the event that a shareholder cannot attend the meeting, the Company shall not set requirements inconvenient to his/her appointment



of proxy but shall promote to use the Proxy Form B or C in which the grantor can specify his/her votes. Such proxy forms are enclosed with the meeting notice and can be downloaded from the website as well.

5. The Company shall encourage the directors to attend the shareholders' meeting not less than 80% of the total directors of the Board. The Chairman of the Board, Chairmen of Sub-Committees, Chief Executive Officer and Chief Financial Officer should also attend the shareholders' meeting to discuss with or to answer relevant questions from the shareholders.
6. Before to start the shareholders' meeting, the Company will inform the voting procedures and vote casting or right to provide comments and any queries in relation to the agenda items. During the meeting, the shareholders are provided equal opportunity to fully provide comments or raise questions, and the Chairman of the Board shall appropriately allocate time for the shareholders' meeting.
7. The Company arranges for inspection of the vote counting in the shareholders' meeting, by either an external legal advisor or a shareholder who attends the meeting.
8. The Company encourages the use of a voting ballot on each agenda item for transparency as well as for inspection.
9. The Company encourages the election of directors on an individual basis, allowing the shareholders to exercise their rights to elect the directors as they truly wish.
10. The Company provides the shareholders with an additional channel of access to corporate information and news, by disclosing such information as well as pertinent details on its website. The notice of the shareholders' meeting, in particular, shall be posted in advance, thus enabling the shareholders to conveniently download complete details and agenda items and have sufficient time to study relevant information before receiving the mailed documents.
11. For future inspection by the shareholders, minutes of the shareholders' meeting shall contain a complete, clear and correct record of information about directors present at and absent from the meeting, voting and vote tabulation procedures, resolutions of the meeting together with details of approval, disapproval and abstention votes, including significant enquiries and comments. In addition, the minutes shall be published on the Company's website for shareholders' review and submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting.
12. The Company shall ensure that the shareholders will receive the dividends promptly and accurately.

In 2018, the Company encouraged the shareholders to exercise their rights, and avoid any acts that violate or infringe on the

rights of shareholders, as follows:

1. The 2018 Annual General Meeting of Shareholders, the Company invited the shareholders to propose any questions for 2018 AGM in advance and disclosed the criteria for accepting the questions on the company website. However, there were no shareholders to submit any questions.
2. The meetings were held at an appropriate date and time, and accessible venue. Notices of the meetings, containing clearly-separated agenda items, opinions of the Board as well as supporting documents, were sent to the shareholders not less than 14 days prior to the meeting date. Such notices, in both Thai and English versions, were also published on the Company's website not less than 30 days in advance; so that the shareholders had ample time to study the documents.
3. In the AGM date, the Board members attended the meetings, at which the Chief Executive Officer and Chief Financial Officer were present to answer relevant questions. The Company did not add or change the order of the agenda items. It also arranged for representatives from a law firm to inspect the proxy documentations and the ballot counting of each agenda item. The election of directors was conducted on an individual basis. Before the meeting commenced, the Company informed the shareholders of ballot-based voting procedures. During the consideration of each agenda item, the chairman of the meeting allocated to the shareholders an appropriate period for comments and questions.
4. The Company submitted minutes of the meeting, with detailed information about vote casting along with enquiries made on each agenda item, to the Stock Exchange of Thailand within 14 days after the meeting date. The minutes were published on the Company's website as well.

## Section 2 Equitable Treatment of Shareholders

To ensure the shareholders that the Board of Directors and the Management shall properly manage the shareholders' fund, the Board therefore oversees that all shareholders are treated on an equitable basis and their rights under Section 1 are protected, as follows:-

1. All shareholders, either executive, non-executive, Thai, foreign, minority or institutional ones, shall be treated equally.
2. All shareholders are entitled to vote on a one-share-one-vote basis.
3. Voting rights of all types of shares (if any) must be disclosed.
4. Minority shareholders are encouraged to exercise their

rights in proposing additional agenda items or nominating qualified candidates for directorship prior to the shareholders' meeting. Criteria, procedures and conditions pertinent to the acceptance of such proposals are clearly set forth and published via the Stock Exchange of Thailand's and the Company's websites.

5. The meeting notice is prepared in both Thai and English versions, and fully published on the Company's website in advance at least 30 days prior to the meeting date.
6. The agenda items shall be considered and voted on in the predetermined order, without any unannounced changes of significant information or unapproved addition of agenda items.
7. A policy against abuse of inside information is formulated in writing as guidelines on the safekeeping and protection of inside information and announced for across-the-board compliance. All the directors and executives having a duty to report their securities holding are required to submit such reports to the Board of Directors.
8. A policy on the disclosure of directors', executives' and related persons' interests is formulated, so that the Company acquires information for complying with requirements regarding connected transactions which may lead to conflicts of interest and misappropriation of benefits between the Company, subsidiaries and any persons who have interest.
9. A policy on connected transactions between the Company and persons with interests or possible conflicts of interest is clearly formulated. The Audit Committee shall give opinions on the necessity of the transactions, where the terms and conditions must be of general trading conditions and the transaction price must be measurable and comparable to market price. In a case where no comparison is possible, such transactions must be of reasonable price and carry the highest benefit to the Company and its shareholders.

In 2018, the Company treated all shareholders fair and equal as follows:

1. In 2018 AGM, the Company encouraged the shareholders to propose agenda items and/ or nominate candidates for appointment as director in advance, the criteria for which were clearly specified and published on the Company's website. However, there were no shareholders to propose agenda items and/or nominating candidates for appointment as director.
2. To facilitate the shareholders unable to attend the meeting, the Company set no complicated requirements for proxy appointment, procedures of which were stated in the meeting notice. The notice of meeting also included Proxy

Form B on which the votes could be predetermined. In addition, the Company had no restrictions on the right to attend the meeting for shareholders arriving late.

3. The Company provided new directors and employees with trainings on the practices regarding prevention of abuse of inside information. For the past year, there was no case of directors', executives' or employees' abusing inside information for personal gain.

### Section 3 Roles of Stakeholders

The Company recognizes the rights of all stakeholders, either internal ones which comprise the shareholders and employees or external ones which comprise customers, business partners, creditors, competitors, government agencies, other organizations as well as neighboring communities. Support from these stakeholders contribute greatly to the Company's competitiveness, profitability and, above all, long-term value. The Board of Directors has therefore devised the "Code of Business Conduct" handbook as practice guidelines in conjunction with the corporate rules and regulations, ethics, morality and integrity in a constructive manner. Details are as follows:

#### 1. Treatment of and Responsibility to Shareholders

The Company awares that the shareholders are owners of the business and the Company has a duty to bring value addition to them in the long term, the Company requires its employees to comply with the following guidelines:

- 1.1. To perform their duties with integrity, and carefully and prudently make decisions that are fair to every shareholder for the benefit of shareholders as a whole.
- 1.2 To oversee the operations to ensure that the Company has good financial status and operating performance, and that the reports on corporate position, operating results, financial and accounting status along with other matters are prepared and presented regularly and accurately.
- 1.3 To report to all shareholders on future trends, both positive and negative, of the Company based on feasibility projections supported by sufficient and rational information.
- 1.4 Not to use non-public information for personal or other persons' gain, or to perform any acts in a manner that may lead to conflicts of interest.
- 1.5 The Company shall treat every shareholder equally at a shareholders' meeting.

#### 2. Treatment of and Responsibility to Government Sector

The Company places significance on compliance with the laws, rules and regulations of the government sector, particularly in undertaking its business transactions. The Company

avoids any acts that may induce improper conduct of the government authorities or officials. Instead, it shall focus on developing mutually good relationships with them in an appropriate and permitted manner, such as meetings in public places and greetings on customary or festive occasions. Practices are as follows:

- 2.1 To act properly when contacting government officials or authorities.
- 2.2 To always be aware that the laws, rules or regulations of different government authorities may vary in conditions, processes or procedures, and the Company shall strictly comply with them.

### 3. Treatment of and Responsibility to Employees

The Company realizes at all times that all employees are the most valuable resources and crucial to the achievement of corporate goals, the Company establishes a policy toward fair treatment in terms of job opportunities, remuneration, appointment, transfer and capacity development, based on the following practices:

- 3.1 To treat all employees with respect for their honor, dignity and personal rights.
- 3.2 To keep the work environment safe for the lives and properties of its employees.
- 3.3 The appointment, transfer, reward and punishment of employees shall be done in good faith, based on the knowledge, competency and qualifications of such employees.
- 3.4 To put emphasis on the enhancement of employees' knowledge and capacity by arranging regular seminars and trainings and also giving them equal opportunities.
- 3.5 To set employee remuneration fairly based on market conditions, business competition, nature of duty, operating performance and the Company's financial capacity.
- 3.6 To avoid any unfair acts that may affect job security of employees.
- 3.7 To give employees an opportunity to make recommendations or complaints regarding their work, and to seek pertinent solutions in order to bring benefits to all parties and develop good relationships among colleagues.

### 4. Treatment of and Responsibility to Customers

The Company earnestly undertakes the real estate development business with an aim to present to its customers creative products and services managed based on high standards alongside ethical conduct. To achieve this, the Company has laid down the following practices:

- 4.1 To supply and develop products and services that fulfill customer needs.
- 4.2 To deliver high quality products and services under fair conditions.

4.3 To provide correct and sufficient information of its products and services so that customers can make informed decisions; and not to make an overstatement either in advertisements or other communications with customers that may mislead them over the quality, quantity or any conditions of the products and services.

4.4 To put in place a feedback and complaint procedure for customers, so that the Company can address and resolve the said problems promptly and also use the information to improve or develop its products and services.

4.5 To maintain customer confidentiality, without disclosure or abuse of such information.

### 5. Treatment of and Responsibility to Suppliers and Contractual Parties

The Company treats suppliers and contractual parties as important business partners and success factors, the Company has a policy to treat them on the basis of fairness and mutual benefits, under the following practices:

5.1 The Company intends to attain an efficient supply of products and services under the following principles:-

- To compete based on equal information provided;
- To set criteria for assessment and selection of suppliers and contractual parties;
- To prepare contracts with proper and fair terms to both parties;
- To set a management and monitoring system to ensure full compliance with the contractual terms and to prevent corruptive actions throughout the procurement process;
- To make punctual payments to suppliers and contractual parties in accordance with the agreed terms of payment.

5.2 The Company is intent on developing and maintaining sustainable relationships with the suppliers and contractual parties who have a clear objective of attaining price-worthy quality of their products and services in tandem with mutual trust.

5.3 All executives and employees are prohibited from personally accepting, directly or indirectly.

5.4 Not to use the information obtained in the course of procurement for personal or another persons' interest. The Company has criteria for selecting suppliers with the following qualifications:

- Meet the criteria that the Company determines both quality, price, delivery schedule and service
- Compliance with laws, having ethical standards of society and pay attention to human rights, society and environment

- Having good business conditions, stable financial status and can be checked. The suppliers have a reliable business history and have not banning trade due to corruption or in the list of banned companies of government and private sectors
- Comply with the policies and rules set by the Company

#### 6. Treatment of and Responsibility to Creditors

The Company is committed to operating its business in accordance with principles and discipline in order to build trust for creditors by adhering to the following principles:

- 6.1 To strictly comply with the conditions stipulated under contracts or as mutually agreed.
- 6.2 In case that the agreed conditions cannot be complied with, the Company will inform its creditors in advance to jointly consider solutions.

The Company will treat creditors with responsibility and fairness by adhering to best practices according to the terms and conditions of the contract, guarantee conditions, capital management and debt repayment, timeline, as well as financial obligations strictly. Moreover, the Company will not conceal information or facts that will result in damage to creditors and will report financial status to creditors in accordance with the terms and conditions of the loan contract correctly, completely, without distorting the facts.

#### 7. Treatment of and Responsibility to Competitors

The Company is intent on undertaking its business toward sustainable success and business leadership, while competing in the industry fairly and ethically under the following practices:-

- 7.1 To engage in fair competition.
- 7.2 Not to seek confidential information of its competitors by dishonest or improper means to benefit the Company's business operations.
- 7.3 Not to make a malicious accusation against or bring discredit on its competitors.
- 7.4 Not to perform any acts that infringe intellectual property rights of other persons or competitors.

#### 8. Treatment of and Responsibility to Society

The Company pays attention to community and society, the Company values the importance of sustainable development of its neighboring communities, the society and environment. It has therefore carried out social and community activities continually alongside socially responsible business operations, as follows:

- 8.1 To adopt a policy on eco-conscious business operations and to strictly comply with applicable environmental laws and rules.

- 8.2 To adopt a clear corporate social responsibility (CSR) policy, which is implemented across-the-board.

- 8.3 To promote among employees the awareness of and responsibility to the environment and society.

- 8.4 To have respect for the tradition, custom and culture of each locality in which the Company operates.

- 8.5 To regularly carry out social, community and environmental activities, either organized on its own or in cooperation with the government, private and community sector organizations, in order to help improve the quality of life in the communities in which the Company's operations are located.

- 8.6 To cooperate, as appropriate, with activities of neighboring communities in the areas in which the Company operates.

- 8.7 To respond promptly and efficiently to incidents, arisen from the Company's operations, that affect the environment, communities, lives and properties of the locals, by cooperating fully with relevant government authorities and agencies.

- 8.8 To adopt an anti-corruption policy, which prohibits the Company's personnel from engaging in all forms of bribery, either directly or indirectly, by offering, promising, soliciting, demanding, giving or accepting bribes or exhibiting any behaviors indicative of misconduct or corruption, in an attempt to gain or retain any other improper business benefits either for the Company's personnel or a third party. Particularly in the giving of gifts, assets or other benefits to government officials in Thailand and other countries, it must be ensured that such giving is not against the laws and local traditions.

#### Anti-Corruption Policy

The Company and subsidiaries pursue a policy of conducting business with fairness and resolute responsibility to the society and all stakeholders, based on the good corporate governance principles, code of business ethics and guidelines on stakeholder treatment in order to develop into a sustainable organization. To demonstrate its commitment against corruption in all forms, the Company has joined the Private Sector Collective Action Coalition Against Corruption pledge so as to ensure all stakeholders that the Company has proper management in tandem with good corporate governance principles. Hence, the Board of Directors has formulated the "Anti-Corruption Policy" in writing as a practice guideline mandatory for all directors, executives and employees. The policy focuses on raising awareness among executives and employees of all levels about the



harm of corruption along with cultivating the right values in furtherance of corporate transparency. In this regard, the “Anti-Corruption Coalition Committee” was established in August 2014, mainly responsible for supervision, formulation of policies and procedures concerning internal and external communications and employee knowledge programs on anti-corruption policy and guidelines, setting of whistle-blowing channels, and setting of appropriate practices against potential risks of corruption.

The Company has also designated persons responsible for preparing written criteria, processes, monitoring and reports. The Board of Directors has assigned the Audit Committee to oversee compliance with anti-corruption measures. Accordingly, the Audit Committee shall review relevant internal control measures and practices, reports on adequacy and efficiency of anti-corruption measures, as well as risk assessment, and shall make recommendations to the Board on suggested practices for risk mitigation. The executives shall implement such recommendations. By this, all stakeholders are ensured of the Board’s adherence to the good corporate governance principles.

The Anti-Corruption Policy is determined directors, executives and employees of the Company, subsidiaries, affiliates or group companies which it has management control are required to strictly comply with this Anti-Corruption Policy. Major practices include prohibition against bribery in all forms, either directly or indirectly, by offering, promising, soliciting, demanding, giving or accepting bribes, or exhibiting any behaviors indicative of misconduct or corruption, in attempt to gain or maintain any other improper business benefits. The Policy is expected to serve the interests of all stakeholders in the long term.

### Implementation

Staffs of all levels of the Company, subsidiaries, affiliates and group companies must comply with the guidelines set out as follows:

1. Comply with the Anti-Corruption and Bribery Policy, Code of Business Ethics, including rules and regulations of the Company, by avoiding either direct or indirect involvement in corruption in all forms.
2. Must not commit any acts indicative of a corrupt intent and giving or acceptance of bribes to and from stakeholders of Ananda group in the course of discharging their responsibilities, either directly or indirectly, in attempt to gain benefits for the organization, themselves or related persons.
3. Must not disregard or ignore behaviors of possible corruption related to the Company, subsidiaries, affiliates and group

companies, when witnessing one. It is their duty to report the case to their supervisors or responsible persons, including cooperate in the fact-finding investigation.

4. In the course of any acts with high risk of corruption, staff members of all levels of the Company, subsidiaries, affiliates and group companies must proceed with caution in the following instances:-

- 4.1 Giving or receiving of gifts, entertainments and other related expenses must be made in compliance with the good practices specified in the Company’s Good Corporate Governance Handbook, Code of Business Conduct, including Anti-Corruption and Bribery Policy of Ananda group.

- 4.2 Charitable donations must be made on behalf of the Company, subsidiaries, affiliates or group companies, and to trustworthy and certified organizations established for socially-charitable purposes. The donations must be carried out in a transparent and lawful manner in accordance with procedures specified by the Company, with a tracking scheme in place to ensure that such donations were not used as excuses for bribery.

- 4.3 Sponsorships, either in the form of money or assets, to any activities or projects must be made with the name of the Company, subsidiaries, affiliates or group companies being specified, and for the purpose of promoting the businesses and good image of the Company, subsidiaries, affiliates and group companies. The sponsorships must be carried out in a transparent and lawful manner in accordance with procedures specified by the Company.

- 4.4 Business associations, procurement transactions and interactions with public and private sectors, government officials as well as persons involving in business operations of the Company, subsidiaries, affiliates and group companies, either locally or overseas, must be carried out in a transparent and honest manner in accordance with applicable laws.

- 4.5 The Company has a policy of political neutrality. All staff members have political rights and liberties under the law, still should keep in mind that they are not to engage in any political activities as well as not to utilize resources of the Company, subsidiaries, affiliates and group companies in any such activities that could jeopardize the neutrality of Ananda Group or cause damages to the Company as a result of such involvement or political support.

### Internal and External Communications

The Company places an importance on internal communications via various media such as Intranet and bulletin board, and also on human resources management in effort to inculcate, disseminate and foster ethical conduct in employees and executives so as to raise awareness about the significance of good corporate governance, risk management and internal control in corruption prevention, as well as the reporting of corruption cases to the executives. The Anti-Corruption Policy, where all the processes shall be carried out under legal framework, has been disseminated to all directors, executives and employees. In addition, the Company has provided whistle-blowing channels along with protection measures for those who report corruption cases. Details of the Policy and implementation regarding prevention of corruption involvement are disclosed on the Company's website (<http://www.ananda.co.th/ir/company/index.php>) under the heading titled AntiCorruption Policy.

### Risk Management and Assessment

The Company put great importance on risk management process to identify corruption risks associated with its business operations, e.g. embezzlement, fraudulent financial reporting and other types of misconduct. The risks are analyzed, in terms of both likelihood and impact, in order to devise risk response and management measures. To mitigate and prevent such risks, the process takes into consideration the control activities, the monitoring of internal control function, including the assessment of the ability to prevent and detect corrupt transactions, errors, and regulation compliance or non-compliance. Examples of corruption in the Company's operational processes are corruption cases concerning finance, sales, marketing, other services, cash, material documents, procurement and etc.

In business risk assessment program, the corruption risks in all units of the Company and subsidiaries are to be assessed at least once a year. Each unit shall identify potential risks of corruption, scores of likelihood and respective impacts, as well as risk mitigation guidelines and measures to prevent or counter potential corruption. Risks are assessed based on nature of business activities, operational processes, industrial conditions, business conditions, policies concerning anti-corruption measures, along with handbooks on policies concerning anti-corruption measures which specify exact practices for each policy.

### Steps of Risk Assessment

1. Risk identification: Head of each unit identifies potential risks of corruption.
2. Risk assessment: Risks are analyzed and assessed as to the effects they pose on the achievement of corporate

objectives, by considering the degree of risk likelihood and potential risk impacts.

3. Risk prevention or management plan: Risk management strategies or activities are established in alignment with the Company's risk appetite. The existing risk management function is thus evaluated for adequacy, enabling it to reduce risk likelihood and impacts.
4. Risk governance or control activities: Policies or procedures are implemented as control activities, e.g. approval, review, reconciliation or segregation of duties, in order to ensure that corporate risk management is carried out appropriately and timely.
5. Risk monitoring and reporting: Risk management activities are monitored and modified continually. Information on corruption risks is collected and presented to the Risk Management Committee, which will subsequently assess, analyze and rank such risks, devise measures against or solutions to problems in corruption risk management, as well as report the risk assessment result to the Board of Directors on a quarterly basis.

### Implementation of Anti-Corruption Measures

The Company emphasizes the importance of internal audit process and the evaluation of internal control adequacy by means of self-assessment. It also encourages the use of technology in examining corruption on a regular and all-embracing basis.

Internal Audit Office is responsible for examining and reviewing that business operations are accurate and in compliance with policies, guidelines, delegated authority, rules, the laws and regulations of regulatory bodies, in order to ensure that the Company's internal control system is appropriate and adequate against potential risks of corruption. Results thereof shall be reported to the Audit Committee.

The Internal Audit Office has set out guidelines for monitoring and assessment of compliance with anti-corruption measures, as follows:

1. All directors, executives and employees of the Company, subsidiaries, affiliates and group companies over which it has management control are required to strictly comply with this Anti-Corruption Policy.
2. Compliance with anti-corruption measures are monitored and assessed by reviewing each step of the process where internal control deficiencies may be detected and thus exposed to corruption, in order to develop preventive guidelines and practices.
3. In order to mitigate risks of corruption, relevant practice processes, guidelines and policies shall be adjusted based

on the results of process review, the Audit Committee's comments and suggestions upon reviewing the adequacy of practice processes against the results of complaint investigation, the result of risk assessment, as well as the employees' comments made via provided email.

4. Results of process revision and post-revision outcome shall be monitored in order to ensure that the recommendations intended for improvement of processes, practices and policies have been implemented in a prompt manner.
5. Results of monitoring and assessment of compliance with anti-corruption measures along with process revision and post-revision outcome shall be reported on a quarterly basis to the Audit Committee, which shall review the completeness, appropriateness and adequacy of processes, practices and policies relating to anti-corruption measures.

The Audit Committee is responsible for reporting the review results to the Board of Directors, so that relevant processes, practices and policies can be revised to ensure a more efficient internal control function.

#### **Whistle-blowing and Complaint Reporting**

Adopting a policy to undertake business with fairness, transparency and accountability under the good corporate governance principles, the Company provides its stakeholders an opportunity to report or give information on irregularities in business operations of the Company via provided channels

#### **Whistle-blowing channels**

1. Postal mail to Ananda Development Public Company Limited
2. Email of complaint recipient, addressed to Audit Committee, Chairman of Audit Committee, Chief Executive Officer and Vice President of Internal Audit Office
3. Company website <http://www.ananda.co.th/ir/company/whistle-blowing.php>
4. Company's Intranet

#### **Protection Measures for Whistleblowers**

1. The whistleblower can choose to remain anonymous in case he/she anticipates damage, but must indicate sufficiently clear details, facts or evidence which can constitute reasonable grounds to believe that an act in violation of laws, or breach of the Company's regulations or code of conduct has taken place.
2. In case the whistleblower anticipates danger or damage, he/she can request the complaint recipient to provide appropriate protection measures, or else the complaint recipient may establish ones without the whistleblower's request if the case is deemed to potentially cause

damage or danger.

3. In case the whistleblower or other person affected by the complaint is unjustly or inappropriately treated by an employee or complaint recipient of the Company, it is deemed that said employee or complaint recipient has committed a gross breach of discipline and is thus subject to disciplinary action, including legal action if such act violates the laws.
4. Any person undergoing trouble or damage shall be relieved from such distress through appropriate and fair means or process.

#### **Complaint Handling**

##### **Coordinating with units to solve complaints / grievances**

The Secretary of the Audit Committee shall consider appropriate further action or forward the matter to related party (investigator) by considering freedom to duly act on the issue in question so as to find facts and track progress. This is to ensure that the Company's actions fit the complaints. Guidelines are as below:

1. Violations of personnel aspects of Company's policies and procedures should be forwarded to the Human Resources Manager.
2. Violations of laws, government regulations, the Company's policy and principles of corporate governance, code of conduct, or regulations should be forwarded to the Company Secretary.
3. Doubtful acts for unlawful gains for one or other parties, including embezzlement, corrupt practices, and fraud should be forwarded to the Audit Committee or the Internal System Audit Manager.
4. If the matter under (1), (2), or (3) is complicated or involve several units, it should be forwarded to the Chief Executive Officer (CEO) and President, who will appoint the investigation committee to consider proper actions.

Investigator, under (1), (2), (3), and (4), shall verify and assess the fact and validity of the complaint. In case that an allegation (or a complaint) is proved valid, the guilty party is subject to the Company's disciplinary measures or penalty by law if the violation is unlawful, or both.

When the investigation of a complaint has been concluded, the investigator, under (1), (2), (3), and (4), has duties to report the resolution to the Secretary of the Audit Committee; the Secretary of the Audit Committee then shall inform the Audit Committee and inform the complainant on such matter (in case he or she reveals his or her identity).

The processes from receiving a complaint until the announcement of complaint resolution to the complainant shall appropriately perform under an appropriate period of time.

#### Monitoring of Complaint Resolution

1. When the complaint recipient received a complaint, the complaint recipient shall inform in writing to the complainant within 7 days from the date of receiving the complaint.
2. The complaint recipient shall inform the management of the relevant departments regarding the subject of the complaint within 1 day so that the relevant departments can take corrective actions immediately by considering and implementing the complaint resolution completely within 30 days from the date of receiving the complaint. Unless in the case of force majeure that solution may not be completed within the specified period, the complainant shall be informed the progress of action and expected time to be completed on a weekly basis.
3. The relevant departments shall report performance results to the Secretary of the Audit Committee within 7 days so that the Secretary of the Audit Committee shall inform the Audit Committee to inform the complainant as the next step.

#### Reporting of Complaint Resolution to the Management

1. To collect and report the summary of complaints / grievances to the management on a monthly basis.
2. To compile a summary report of complaints subsequent to the end of the year in order to analyze overall complaints / grievances of departments to be used as guidelines to resolve, improve, develop, and plan for the implementation of monitoring the internal control system as the next step.

In 2018, the Company treated its stakeholders fairly in all aspects in accordance with the laws, rules, regulations of government authorities or the Company, as well as the Good Corporate Governance Policy and other policies, e.g. treatment of suppliers, creditors and debtors in a fair manner according to the agreed trading conditions or obligations. In regard to competitors, the Company observed fair competition conduct, did not act in a manner detrimental or destructive to competitors, and also maintained customer confidentiality. Thus, there was no misconduct in relation to patent infringement or human right violation. In part of personnel, each employee received remuneration commensurate with knowledge, competence, responsibility and performance, as well as adequate and appropriate fringe benefits consistent with the laws and economic conditions. The Company and its employees jointly established under the Provident Fund Act B.E. 2530 a provident fund in the name of the registered Krung Thai Master Pooled Fund, with investment options employees could select as appropriate. The fund provided employees with financial security upon resignation or retirement. Furthermore, the Company arranges the training course and knowledge sharing to develop our people continuously and also encourage our people to use resources effectively.

#### Section 4 Disclosure of Information and Transparency

1. The Board of Directors has a policy to disclose financial information and non-financial information pertinent to the business and operating results of the Company in a factual, complete, sufficient, regular and timely manner, which reflect the actual financial status, operations and business outlook of the Company.
2. The Board endeavors to ensure strict compliance with the laws, rules and regulations pertinent to information disclosure and transparency. The Company's information, both in Thai and English versions, shall be published via the corporate website, mass media, and the Stock Exchange of Thailand's electronic channel, so that it is widely disseminated to the shareholders and related parties. Practices on information disclosure shall be revised in line with requirements prescribed by the Stock Exchange of Thailand and the Office of the SEC.
3. The Company arranges for Investor Relations Unit to communicate with investors and the shareholders, The Company periodically holds meetings to present the Company's performance. In addition, the Company also discloses the information in both of Thai and English to shareholders regularly through the Company's website.
4. The Company emphasizes importance on representing its financial reports in a manner that portrays the Company's actual financial position and operating results, based on accurate, complete and sufficient accounting information in accordance with generally accepted accounting standards.
5. The Company has disclosed information on director profiles, roles and responsibilities of the Board of Directors as well as sub-committees, the number of meetings held and director attendance records in the past year, including remuneration of directors and senior executives in the Company's annual report (Form 56-2) and annual registration statement (Form 56-1).
6. The Company has a policy enabling its stakeholders to make enquiries, lodge complaints or report cases of wrongdoings, inaccuracy of financial reports, weakness in internal control system, unfair treatment caused by a wrongdoing, or the Company's violation of business ethics to any independent director or the Audit Committee member. Such complaints and information shall be protected and treated as confidential. The independent director or the Audit Committee member shall call for an investigation into the case in order to seek a solution thereto (if possible) and report such matter to the Board of Directors.



In 2018, IR activities for disclosing corporate information to investors can be summarized as follows:

Activities	Persons/Time
Investor and Analyst Visit (persons)	436
Analyst Meeting (times)	4
Investor Conference and Roadshow (times)	10
SET Opportunity Day (times)	4
Company Event (times)	3

Moreover, the Company regularly holds press conferences and media events to present key updates of the Company and promotes its activities through press releases as well. Interested persons can contact Investor Relations Unit at:

Dr. Chaiyuth Chunnahacha  
Mr. Komsan Atthaphonphithak  
Ms. Katalee Krachangsaeng

Investor Relations Unit  
Ananda Development Public Company Limited  
2525 FYI Center Building, 11th Floor  
Rama 4 Road, Kwang Klongtoei, Khet Klongtoei,  
Bangkok 10110  
Telephone : 0-2056-2222 Facsimile : 0-2056-2332  
e-mail : ir@ananda.co.th Website : www.ananda.co.th

## Section 5 Responsibility of the Board of Directors

### 1. Structure of the Board of Directors

#### Composition of the Board

The Company's Board of Directors comprises directors possessing diversified qualifications, expertise, proficiency and professional backgrounds pertinent to real estate development business, with the following composition:

1. The Board consists of at least 5 directors and not less than one-third of the total number of directors. Independent directors fully qualified under relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand. At least half of the total number of directors shall reside in Thailand.

2. Each director is allowed to simultaneously hold a director or management position in not more than 5 other listed companies, excluding the Company's subsidiaries. Any director about to be a director or an executive of another listed company must inform the Board of the matter in advance before taking such position, so that the Board shall properly consider the appropriateness of the Board composition.
3. The Company's President must not hold a director or management position in any other listed companies, unless such companies are the Company's subsidiaries or affiliates.
4. The Board shall appoint 1 independent director possessing appropriate expertise, experience and qualifications as Chairman of the Board, who shall assume responsibility as the leader of the Board, discharge a duty as the chair of the Board and shareholders' meetings, and be responsible to the Board in supervising corporate management according to the guidelines and policies set by the Board.
5. The Board appoints the Company Secretary to be responsible for providing advice on regulatory matters to ensure compliance with the laws, the Company's Articles of Association, code of best practices and other regulations concerning the Board, taking care of the Board activities, and coordinating to ensure compliance with the Board resolutions.

#### Term of Directorship

At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number closest to one-third shall apply. The directors to retire from office in the first and second years after the conversion of corporate status shall be selected by drawing lots. In subsequent years, the directors having served longest in the office shall retire. The directors retiring from office may be re-elected by the shareholders' meeting.

Furthermore, the Board has imposed a limit on the maximum term of an independent director to not exceed 9 consecutive years, in order to maintain transparency and good corporate governance and also to enable independent directors to independently exercise their discretion, without the influence of any group, in making decisions on or raising objections to any matters perceived as disadvantageous to shareholders' or stakeholders' interests.

Apart from retirement by rotation, the directors shall vacate office upon:-

1. Death;
2. Resignation;
3. Lack of qualifications, or possession of legally prohibited characteristics;
4. Removal by a resolution of the shareholders' meeting by a vote of not less than three-fourth of the total shareholders attending the meeting and entitled to vote and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote;
5. Removal by a court order.

#### **Check and Balance**

The Company has stipulated that the Chairman of the Board, the Chairman of the Audit Committee and the President must not be the same person or persons in the same family, so as to ensure a clear duty and independent opinions of each position. This will permit appropriate check and balance together with transparency of internal operations.

#### **Chairman of the Board**

The Chairman of the Board must have requisite knowledge, ability, experience and appropriate qualifications. The Chairman of the Board is responsible for leading the Board and presiding over meetings of the Board and the shareholders. The Chairman of the Board shall maintain order of meetings, encourage active engagement by every director, provide help and advice, as well as oversee and ensure independence in giving opinions. The Chairman of the Board shall be liable to the Board in managing the Company in accordance with the guidelines and policies of the Board.

#### **2. Structure of Sub-Committees**

The Board has appointed certain directors or executives to sit in various sub-committees set up for particular task of studying and reviewing specific matters of interest. Each sub-committee has the same tenure as the Board of Directors and has duties as assigned by the Board of Directors.

The Board has appointed 5 sub-committees, namely the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee and the Executive Committee. The duties and responsibilities of each committee shall be as stated in its Charter.

#### **3. Roles, Duties and Responsibilities of the Board**

The Company has determined roles, duties and responsibilities of the Board in writing and reviewed on a regular basis. (The roles, duties and responsibilities of the Board are stated under a topic of Management Structure)

#### **4. Board of Directors' Meeting**

The Company sets out the criteria for the Board of Directors meeting as follows:

1. The Board meetings are pre-scheduled annually and convened at least once a quarter. Additional special meetings may be convened as necessary and appropriate, with prior notice at least 7 days in advance. At least one-half of the total number of directors shall attend the meeting to constitute a quorum. In case a vote is taken, not less than two-third of the total number of directors must be present.
2. The agenda items of the meeting shall be clearly specified in advance, where the Chairman of the Board and the President should jointly consider and select agenda items for the meeting. In this regard, the Company Secretary is responsible for delivering the meeting notice and documents to the directors at least 7 days in advance, so that they have sufficient time to review the matters for due opinions and votes.
3. The Board shall receive sufficient, complete and continuous information in a timely manner prior to each meeting. The directors can directly and independently contact the Company Secretary, who has a duty to provide them with consultation in relation to legal and regulatory compliance.
4. The Chairman of the Board shall duly allocate sufficient time for the Management to present pertinent information and for the directors to discuss significant issues. Each director is encouraged to express his/her opinion before a conclusion is reached.
5. The Board has a policy to allow non-executive directors to hold meetings among themselves as necessary, without the presence of the Management, to discuss management issues of concern. The Chief Executive Office should be informed of the meeting results as well
6. The Board encourages the Chief Executive Officer and President to invite senior executives to attend the Board meetings so that they, as the persons in direct charge, can provide more in-depth details. This gives the Board an opportunity to gather information for management succession planning.

7. During the consideration of the agenda items, directors having interests in any agenda item shall not be entitled to vote on such matter and exclude themselves from the meeting.
8. Records of each meeting shall be taken in writing. The Board-approved minutes of all meetings shall be kept for future inspection by the directors and relevant parties.

## Meetings

Name	The Board Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance Committee	Executive Committee	Non- Executive Directors	AGM
1. Dr. Narongchai Akrasanee	11/11	-	-	2/2	1/1	-	1/1	1/1
2. Mr. Poolsak Tansitthipun	11/11	13/13	14/14	2/2	-	-	1/1	1/1
3. Mr. Wiboon Rasmeepaisarn	10/11	13/13	14/14	0/2	-	-	0/1	1/1
4. Mr. Nopporn Thepsithar	7/11	8/13	12/14	2/2	1/1	-	1/1	0/1
5. Mr. James Teik Beng Lim	5/11	-	-	-	-	-	0/1	0/1
6. Mr. Tomoo Nakamura	7/11	-	-	-	-	-	1/1	1/1
7. Mr. Chanond Ruangkritya	9/11	-	-	2/2	1/1	35/47		1/1
8. Mr. Tanyalak Nunthanavorasiri	10/11	-	12/14	-	-	43/47		1/1
9. Miss Patcharavalai Ruangkritya	11/11	-	-	-	-	44/47		1/1
10. Mr. Wirote Kappiyajanya	-	-	5/9 <sup>/1</sup>	-	-	43/47		-
11. Mr. Semsak Khwanpuang	-	-	2/3 <sup>/2</sup>	-	-	43/47		-
12. Dr. Chaiyuth Chunnahacha	-	-	2/2 <sup>/3</sup>	-	-	7/7 <sup>/3</sup>		-

Remarks: /1 Mr. Wirote Kappiyajanya resigned from the member of the Risk Management Committee since 8 August 2018

/2 Mr. Semsak Khwanpuang has appointed as a member of Risk Management Committee since 8 August 2018 and resigned from the member of the Risk Management Committee since 13 November 2018

/3 Dr. Chaiyuth Chunnahacha has appointed as a member of Risk Management Committee and a member of Executive Committee since 8 August 2018

## Securities Holding of the Directors and Executives

### Directors

No	Name	No. of Shares Held As of 31 December 2017	Change Increase (Decrease)	No. of Shares Held As of 31 December 2018	% of Shareholding
1	Dr. Narongchai Akrasanee	-/1	-	-/1	-
	Spouse and Minor Children	-	-	-	-
2	Mr. Poolsak Tansitthipun	-	-	-	-
	Spouse and Minor Children	-	-	-	-

No	Name	No. of Shares Held As of 31 December 2017	Change Increase (Decrease)	No. of Shares Held As of 31 December 2018	% of Shareholding
3	Mr. Nopporn Thepsithar	-	-	-	-
	Spouse and Minor Children	-	-	-	-
4	Mr. Wiboon Rasmeepaisarn	-	-	-	-
	Spouse and Minor Children	-	-	-	-
5	Mr. James Teik Beng Lim	-	-	-	-
	Spouse and Minor Children	-	-	-	-
6	Mr. Tomoo Nakamura	-	-	-	-
	Spouse and Minor Children	-	-	-	-
7	Mr. Chanond Ruangkritya	1,670,998,400	22,908,400	1,693,906,800	50.82
	Spouse and Minor Children	-	-	-	-
8	Mr. Tanyalak Nunthanavorasiri	4,658,800	-	4,658,800	0.14
	Spouse and Minor Children	-	-	-	-
7	Miss Patcharavalai Ruangkritya	86,500,000	-	86,500,000	2.60
	Spouse and Minor Children	-	-	-	-

Remarks: /1 Held through Seranee Holdings Co., Ltd. in an amount of 1,202,400 shares or 0.04%

#### Executives

No	Name	No. of Shares Held As of 31 December 2017	Change Increase (Decrease)	No. of Shares Held As of 31 December 2018	% of Shareholding
1	Mr. Chanond Ruangkritya	1,670,998,400	22,908,400	1,693,906,800	50.82
	Spouse and Minor Children	-	-	-	-
2	Mr. Tanyalak Nunthanavorasiri	4,658,800	-	4,658,800	0.14
	Spouse and Minor Children	-	-	-	-
3	Mr. Serm Sak Khwanpuang	2,427,000	-	2,427,000	0.07
	Spouse and Minor Children	-	-	-	-
4	Dr. Chaiyuth chunnahacha	-	-	-	-
	Spouse and Minor Children	-	-	-	-



No	Name	No. of Shares Held As of 31 December 2017	Change Increase (Decrease)	No. of Shares Held As of 31 December 2018	% of Shareholding
5	Mr. Wirote Kappiyajanya	-	250,000	250,000	0.01
	Spouse and Minor Children	-	-	-	-
6	Mr. Santhad Natthakul	-	-	-	-
	Spouse and Minor Children	-	-	-	-
7	Mrs. Carmen Chun - Man Lam	-	-	-	-
	Spouse and Minor Children	-	-	-	-
8	Mr. John Leslie Millar	893,000	-	893,000	0.03
	Spouse and Minor Children	-	-	-	-
9	Dr. Chern Chet Yong	-	-	-	-
	Spouse and Minor Children	-	-	-	-
10	Ms. Vanee Bijayendrayodhin	-	-	-	-
	Spouse and Minor Children	-	-	-	-
11	Dr. Thanita Khomphatraporn	-	-	-	-
	Spouse and Minor Children	-	-	-	-
12	Mr. Sumeth Ratanasrikul	-	500,000	500,000	0.02
	Spouse and Minor Children	-	-	-	-

## 5. Self-Assessment of the Board

The Board shall conduct self-assessments of the collective Board, of individual directors and of all sub-committees at least once a year, in order to use the assessment results for reviewing performances, problems or challenges experienced over the previous year as well as for enhancing efficacy of the Board and sub-committees to attain optimal corporate benefit. The results are also used as information to support the determination of remuneration. Assessment forms are prepared in accordance with the Good Corporate Governance principles of the Company and the scope of responsibilities of the Board with the objective to use the evaluation results that have been utilized in reviewing the results of assessment, issues or obstacles in the past year and improving the performance of the Board of Directors and sub-committees in order to achieve the effectiveness of the Board of Directors for maximum benefits and will be used for considering the remuneration.

In 2018, the Company arranged for all the directors to conduct the annual performance assessments, as follows:

- 1) Self-assessment of the collective Board and individual;
- 2) Self-assessment of the Audit Committee;
- 3) Self-assessment of the Risk Management Committee;
- 4) Self-assessment of the Nomination and Remuneration Committee;
- 5) Self-assessment of the Good Corporate Governance Committee.

### Assessment Process and Criteria

At each year-end, the Company Secretary sends assessment forms to members of the Board and all committees. Directors, upon completing their annual self-assessments, shall return the forms to the Company Secretary Office or respective committee

secretaries. Assessment results of each committee's annual performance are then summarized and reported to the Board of Directors for acknowledgement. The results are assessed in percentage terms based on the following criteria:

Scores	Rate
Over 90%	Excellent
Over 80%	Very good
Over 70%	Good
Over 60%	Fair
Below 60%	Improvement needed

Self-assessment of the collective Board, consisting of 6 sections, namely:

Section	Topic
1	Composition and qualifications of the Board
2	Roles, duties and responsibilities of the Board
3	Board meetings
4	Discharge of duties
5	Relationship with the Management
6	Self-development of directors and development of executives

According to the assessment results, the overall performance of the collective Board on 6 sections was rated Very good with an average score of 88.27%.

Self-assessment of individual directors, consisting of 8 sections, namely:

Section	Topic
1	Roles and duties of directors
2	Strategic and business planning
3	Risk management and internal control
4	Supervision against conflicts of interest
5	Monitoring of financial and operational reports
6	Board meetings
7	Nomination and remuneration review process
8	Self-development of directors and development of executives

According to the assessment results, the overall performance of individual directors on 8 sections was rated Very good with an average score of 86.14%.

Self-assessment of 4 sub-committees which comprise of assessment of the Audit Committee, assessment of the Risk Management Committee, assessment of the Nomination and Remuneration Committee, and assessment of the Good Corporate Governance Committee, all consisting of 3 sections, namely:

Section	Topic
1	Composition and qualifications of committee members
2	Discharge of duties within the scope of duties and responsibilities
3	Charter and meetings

Assessment results and overall performance of the 4 sub-committees in 3 sections can be summarized with average scores as follows:

- The Audit Committee's performance was rated Excellent with 95.00%
- The Risk Management Committee's performance was rated Excellent with 95.14%.

- The Nomination and Remuneration Committee's performance was rated Very good with 83.00%.
- The Good Corporate Governance Committee's performance was rated Excellent with 90.80%.

#### **Performance Assessment of the President and Chief Executive Officer**

The Board of Directors assigns the Nomination and Remuneration Committee to assess the performance of the President and Chief Executive Officer based on short- and long-term goals. Assessment results shall be used for determination the appropriate remuneration to President and Chief Executive Officer.

#### **6. Remuneration**

The Board assigns the Nomination and Remuneration Committee to consider the remuneration based on the following criteria:-

1. The Company's operating results and business size in comparison with director remuneration of other listed companies in the similar sector and of the similar business size;
2. Experiences, roles, duties and scope of responsibilities of each director;
3. Benefits expected from each director;
4. The remuneration must be appropriate enough to motivate persons whose qualifications suit corporate needs and circumstances to be directors or executives of the Company.

Remuneration is set in 3 categories, i.e. monthly fee for duties and responsibilities of the Board or sub-committees, meeting allowance for attendance at each meeting of non-executive directors, and bonus which is considered based on the Company's profits and dividends paid to the shareholders.

#### **Policy on Remuneration of President and Chief Executive Officer**

The Nomination and Remuneration Committee shall consider the President's remuneration, both in monetary form and other fringe benefits, as comparable to that of peer companies and consistent with the Company's operating result and assessment results for the year, and subsequently propose it to the Board of Directors for approval.

#### **7. Development of Directors and the Management**

The Board of Directors has a policy to encourage training and education for directors, the management, and related parties continuously. In 2018, the Company has invited officials from the SEC to give a lecture on the topic of "Acquisition and disposition of assets transaction, connected transaction, and private placement, which is very useful for directors and the management.

In addition, in the event that there is a change in directors or appointing new directors, the Company will provide an orientation and deliver documents and information that are useful to the performance of the new directors. Moreover, the Company will also introduce the Company's business characteristics and business operation practices to new directors as well.

#### **Succession Plan**

The Company has established a policy and procedures in the circumstance that the position of the President, or Chief of staff or equivalent status falls vacant or the position holder is unable to perform the duty. To maintain continuity of management under such position that contributes to the Company's sustainable growth, an executive of similar level or lower rank shall be appointed as an acting position holder until the vacancy is filled according to the recruitment, selection and appointment process specified by the Nomination and Remuneration Committee. Successor candidates for the vacant position shall be identified, by selecting at least 3 personnel who are highly potential and qualified in terms of seniority and ability, namely knowledge, experience, beyond-expectation performance together with attitude and behavior that match the corporate culture. If necessary, qualification requirements may be set for external recruitment. For the position of the President, the Nomination and Remuneration Committee shall select the most qualified candidate to assume the position and propose the appointment of such person to the Board of Directors for approval. For the position of chiefs of staff or equivalent, the selection shall be made by the President.

#### **8. Internal Control and Risk Management**

The Board has put in place comprehensive internal control and risk management systems that cover all risks, including enterprise risk, strategic risk, financial risk, marketing risk, operational risk, project risk and compliance risk, and is in accordance with relevant laws, rules and regulations. Furthermore, it has arranged for the assessment of potential corruption risks in business operations, by establishing an efficient check-and-balance mechanism for constant safeguarding the Company's assets, defining a hierarchy of approval authority and verifiable responsibilities of executives and employees, and setting operational procedures in writing. An independent internal audit unit has been assigned to monitor and ensure regulatory compliance of all operating units, and to assess the efficiency and adequacy of the internal control systems of such units.

#### **9. Use of Inside Information**

The Board of Directors recognizes the importance of good corporate governance and for transparency and prevent the exploitation of personal information from the use of internal

information of the company which has not been disclosed to the public. The company has established a policy to use the information of the company.

## 10. Annual Report

The Board is responsible for the preparation of the Company's financial reports and financial information in the annual report. It has exercised careful judgment in ensuring that these financial reports are prepared in accordance with generally accepted accounting standards, appropriate accounting policies are applied and regularly practiced, and material information is sufficiently disclosed in the notes to financial statements. The Board has also assigned the Audit Committee to be responsible for overseeing the quality of the financial reports and giving pertinent opinions to the Board.

## 2. SUB-COMMITTEES

The management structure of Ananda Development Public Company Limited consist of 5 sub-committees, namely, (1) Audit Committee (2) Risk Management Committee (3) Nomination and Remuneration Committee (4) Good Corporate Governance Committee and (5) Executive Committee

### 1. Audit Committee

As at 31 December 2018, the Audit Committee consists of the following 3 Independent Directors

	Name	Position
1.	Mr. Poolsak Tansitthipun	Chairman of the Audit Committee
2.	Mr. Nopporn Thepsithar	Audit Committee Member
3.	Mr. Wiboon Rasmeepaisarn	Audit Committee Member

Mr. Wiboon Rasmeepaisarn has sufficient knowledge and experience for auditing the reliability of the Company's financial statements. Mr. Chatchawan Upani, Vice President of Office of Internal Control, is the secretary of the Audit Committee.

#### • Scope of power, duties and responsibility of the Audit Committee

1. To review and ensure that the Company provides a sufficient and accurate report of its financial statements;
2. To review and ensure that the Company has appropriate and efficient internal controls and internal audit systems, to consider the independence of the Office of Internal

Audit Bureau, and to approve the appointment, transfer and termination of employment of the Chief of Internal Audit Bureau or any other unit responsible for internal audit;

3. To review and ensure that the Company complies with securities and exchange laws, regulations of the SET and the laws relating to the Company's business;
4. To consider, recruit, nominate and terminate an independent third-party to be the Company's auditor and to determine the auditor's fee, as well as to hold at least 1 meeting per year with the auditor without participation of the management;
5. To consider and ensure that the Company's connected transactions or transactions that may result in conflicts of interest are in compliance with the law and the rules of the SET, and to ensure that such transactions are reasonable and in the best interest of the Company;
6. To prepare the Audit Committee's report which will be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and shall contain at least the following details:
  - (a) opinion on the accuracy, completeness and reliability of the Company's financial report;
  - (b) opinion on the sufficiency of the Company's internal control system;
  - (c) opinion on compliance with securities and exchange laws, regulations of the SET and the laws relating to the Company's business;
  - (d) opinion on suitability of the auditor;
  - (e) opinion on transactions which may result in conflicts of interest;
  - (f) number of meetings held by the Audit Committee and the attendance records of each member of the Audit Committee;
  - (g) comments or overall remarks made by the Audit Committee in the course of duties under the Charter; and
  - (h) other matters of which the shareholders and general investors should be informed, to the extent of their duties and responsibilities, as assigned by the Board;
7. To perform any other activities as designated by the Board with the Audit Committee's approval;
8. If the Audit Committee, in the course of duties, finds or is suspicious of 1 of the following transactions or actions which has significantly affected the Company's financial standing and operating results has occurred, the Audit Committee shall report that transaction or action to the Board such that any rectification will be made within the time that the Audit Committee deems appropriate:
  - (a) a transaction resulting in a conflict of interest;
  - (b) fraud or any major irregularity or defect in the Company's internal control system; or



(c) a violation of securities and exchange laws, regulations of the SET and the laws relating to the Company's business.

If the Board of Directors or Management fails to rectify the problem within the time as specified above, any 1 member of the Audit Committee may report to the SEC or the SET that a transaction or action as specified above has occurred; and

9. To revise and propose any amendments to the scope, duties and responsibilities of the Audit Committee to reflect the current situation.

## 2. Risk Management Committee

As at 31 December 2018, the Risk Management Committee consists of the following 5 members:

Name	Position
1. Mr. Nopporn Thepsithar	Chairman
2. Mr. Poolsak Tansitthipun	Member
3. Mr. Wiboon Rasmeepaisarn	Member
4. Mr. Tanyalak Nunthanavorasiri	Member
5. Dr. Chaiyuth Chunnahacha	Member

Mr. Rachod Nantakwang is the secretary of the Risk Management Committee.

### • Scope of power, duties and responsibility of the Risk Management Committee

#### 1. Power

- 1.1 The Risk Management Committee has the power to, as it deems appropriate, enquire or request written information from the executives, concerned staff or concerned units of ANANDA group, or invite them to attend meetings with the Committee regarding risks or discharge of duties under their responsibilities. It is the responsibility of said executives, concerned staff and concerned units of ANANDA group to provide full cooperation to the Committee and strictly respond to such enquiry, request or invitation within the specified time.
- 1.2 The Risk Management Committee has the power to appoint working teams for assessing and monitoring all

risks in order to ensure discharge of the duties and responsibilities under this Charter, or to perform any other special duties as assigned by the Board of Directors.

## 2. Duties and Responsibilities

2.1 To consider risk management policies and framework, and propose them to the Board of Directors for approval, covering significant risks as follows:-

1. Corporate risk;
2. Strategic risk;
3. Financial risk;
4. Marketing risk;
5. Operational risk;
6. Compliance risk;
7. Corruption risk;
8. Project risk;
9. Other risks.

2.2 To promote continual and regular improvement and development of the Company's risk management framework, and to approve risk management guidelines for the Management to implement and comply with the established framework.

2.3 To study and assess potential risks at least once a year, including suggested approaches for mitigating such risks to an acceptable level, to monitor risk management process in order to assess the results at least once a quarter, as well as to improve relevant action plan to ensure that the risks are managed adequately and appropriately.

2.4 To communicate with the Board of Directors and the Audit Committee about significant risks.

2.5 To perform any other tasks as assigned by the Board of Directors in relation to management of significant risks.

### 3. Nomination and Remuneration Committee

As at 31 December 2018, the Nomination and Remuneration Committee consists of the following 5 members:

Name	Position
1. Dr. Narongchai Akrasanee	Chairman
2. Mr. Poolsak Tansitthipun	Member
3. Mr. Wiboon Rasmeepaisarn	Member
4. Mr. Nopporn Thepsithar	Member
5. Mr. Chanond Ruangkritya	Member

Mrs. Uaanuj Liangsupree is the secretary of the Nomination and Remuneration Committee.

#### • Scope of power, duties and responsibilities of the Nomination and Remuneration Committee

1. To consider policies and criteria in the selection and nomination of qualified persons as well as to set the remuneration package for the Company's directors, in order to propose the matters to the Board of Directors and/or the shareholders' meeting for approval.
2. To consider the annual corporate budget and the criteria of salary adjustment, annual bonus and long-term incentive for executives and employees of the Company.
3. To assess the performance of the Chief Executive Officer, as well as to adjust the annual remuneration and long-term incentive thereof.
4. To consider and give opinions on the annual performance appraisal of the chief officers, Managing Director Housing, and Managing Director - Condominium.

### 4. Good Corporate Governance Committee

As at 31 December 2018, the Good Corporate Governance Committee consists of the following 3 members:

Name	Position
1. Dr. Narongchai Akrasanee	Chairman
2. Mr. Nopporn Thepsithar	Member
3. Mr. Chanond Ruangkritya	Member

Ms. Wanlapa Pattanapongpornchai is the secretary of the Good Corporate Governance Committee.

#### • Scope of power, duties and responsibilities of the Good Corporate Governance Committee

1. To oversee and ensure that the organization performs and complies with principles of good corporate governance;
2. To consider and approve the action plans for enhancing good corporate governance practice in order to maintain and develop good corporate governance and to promote good corporate governance as the organization's culture by regularly communicating with and educating the directors, executives and employees of the Company;
3. To monitor the performance and activities in respect of corporate social responsibility and environmental responsibility;
4. To review and update the Company's good corporate governance principles, the Articles of Association, the rules of the Board and the Committees, business ethics and the Employees' Code of Conduct to be suitable for the Company's business and to be in line with the practices of the SET, the SEC and the Capital Market Supervisory Board;
5. To review the Anti-Corruption Policy, make recommendations, and set a framework for the supervision of anti-corruption activities.
6. To set up guidelines for the report of compliance with good corporate governance principles in the Company's annual report; and
7. To consider and approve the public relations aspect of the Company's good corporate governance activities and the Company's policy of disclosure of information to the public, including the improvement in the dissemination of information on the Company's corporate governance on the Company's website in the future.

### 5. Executive Committee

As at 31 December 2018, the Executive Committee consists of the following 5 members:

Name	Position
1. Mr. Chanond Ruangkritya	Chairman
2. Mr. Tanyalak Nunthanavorasiri	Member
3. Miss Patcharavalai Ruangkritya	Member
4. Mr. Sermsak Khwanpuang	Member
5. Mr. Wirote Kappiyajanya	Member
6. Dr. Chaiyuth Chunchacha	Member

Mrs. Uaanuj Liangsupree is the secretary of the Executive Committee.

- **Scope of power, duties and responsibilities of the Executive Committee**

1. The Executive Committee is responsible for managing the Company's business in accordance with the objectives of the Company's business operations, provided that management of the Company's business shall be subject to policies, rules or orders prescribed by the Board. In addition, the Executive Committee is responsible for reviewing matters to be proposed to the Board for further approval;
2. To prepare the vision, business strategies and direction, business policies, targets, guidelines, operational plans and the annual budget of the Company and its subsidiaries, and to present the same to the Board for approval;
3. To efficiently oversee and monitor the Company's operations in accordance with the Company's management policies and guidelines as approved by the Board;
4. To consider and approve specific matters or any action to be taken in the ordinary course of the Company's business within the amount or annual budget as approved by the Board and as authorized, provided that in taking such action.
5. To report the result of operations for the following matters within the following period of time to the Board:
  - 5.1 quarterly report of the Company's performance to be submitted within the timeframe prescribed by the SET;
  - 5.2 report of the auditor in respect of the Company's financial statements, including annual and quarterly financial statements, to be submitted within the timeframe prescribed by the SET; and
  - 5.3 other reports deemed to be appropriate by the Executive Committee;
6. To consider and approve any action to be taken at each meeting of the Executive Committee, where a quorum shall be constituted when not less than half of all the members of the Executive Committee are present at such meeting;
7. At each meeting of the Executive Committee, each member of the Executive Committee has 1 vote. In the event that there is a tied vote, the chairman of the Executive Committee has a casting vote;
8. Any resolution approved by the Executive Committee shall be passed by a simple majority of all the members in attendance
9. The meetings of the Executive Committee shall be held as deemed necessary and appropriate. Apart from regular meetings, any member of the Executive Committee may call for a special meeting, provided that advance notice of such meeting shall be delivered to the other members to allow reasonable time for the members to consider the meeting agendas;

10. The Executive Committee may establish working groups and/or appoint any person to review the matters proposed to the Executive Committee, or to take any action which will benefit the performance of duties of the Executive Committee, or to take any action on behalf of the Executive Committee, to the extent of the power granted to the Executive Committee; and
11. To authorize and/or sub-authorize a third party to take specific action on its behalf. Such authorization or sub-authorization shall be subject to the powers specified in the Power of Attorney given and/or in accordance with regulations, rules or orders prescribed by the Board. The authorization or sub-authorization of powers, duties and responsibilities of the Executive Committee shall not allow the Executive Committee or its authorized person to approve any transactions in which the Executive Committee or its authorized person may have any conflict of interest (as defined in the notification of the Capital Market Supervisory Board or the SEC) or who may benefit in any manner which may give rise to conflicts of interest with the Company or its subsidiaries.

### 3. NOMINATION AND APPOINTMENT OF DIRECTORS AND HIGHEST EXECUTIVES

#### 1. Nomination and Appointment of Directors

##### Criteria and Procedures of Nomination

The Board of Directors has assigned to the Nomination and Remuneration Committee to consider the selection of qualified persons under the Securities and Exchange Act including other relevant laws and other qualifications as defined by the Company. After that, such qualified persons will propose the Board of Directors or the meeting of shareholders to consider the appointment (as the case may be) in accordance with the Company's Articles of Association.

The Nomination and Remuneration Committee will review the qualifications and diversity of the skills, knowledge, expertise and experience of the Board Skills Matrix, as well as the overall composition of the Board to be in line with the Company's strategy and business direction annually. The Nomination and Remuneration Committee will consider not limit to gender, race, religion, age, and other specialized abilities including the dedication of time for their duties and performance. To appointment of a new director, the Nomination and Remuneration Committee will prepare a Board Skills Matrix to determine the qualifications of the directors to be selected by considering the

necessary skills that are still lacking in the Board. In addition, the Nomination and Remuneration Committee will consider the database of Director Pool or may consider the Professional Search Firm database as the case may be. In addition, the Nomination and Remuneration Committee will receive the suggestions from minority shareholders who will nominate persons proposed to be elected as directors because the Company provides opportunity to shareholders to nominate persons to be elected as directors at the Annual General Meeting of Shareholders according to the criteria set by the Company.

## Qualifications of Directors and Independent Directors

### 1. Qualifications of Directors

- 1.1 Having of the qualifications and possesses no prohibited characteristics under Public Limited Companies Act, the Securities and Exchange Act, and relevant laws.
- 1.2 Having knowledge, capabilities, integrity and business ethics and sufficient time dedicated to the Company.
- 1.3 Every director must not hold directorship of more than 5 listed companies excluding subsidiaries. In case a director will take a position of director or executive in any listed company must notify to the Board of Directors in advance before accepting such positions in order to consider the appropriateness of the composition of the Board of Directors.

### 2. Qualifications of Independent Directors

In addition to qualifications according to abovementioned, independent directors must have the qualifications required by the Capital Market Supervisory Board as follows:

- 2.1 Hold shares not exceeding 0.75 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, major shareholders or controller persons of the Company, including the shares held by related persons of the Independent Director.
- 2.2 Neither being nor having been an Executive Director, employee, or advisor who receives salary or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before the date of application to the Securities and Exchange Commission. The aforementioned prohibition does not include cases where the Independent Director used to be a public servant or consultant of government agencies which is a major shareholder or controlling persons of the Company.

- 2.3 Not being a person related by blood or registration under laws, such as in the manner of father, mother, spouse, sibling, and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary.
- 2.4 Not having any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, in any manner that may interfere with his or her independent judgment, and not be, or used to be, a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before being appointed.

The business relationship in paragraph one includes normal business transactions for the purpose of business operations, rental or lease of immovable property, transaction related to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.

- 2.5 Neither being nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, and not having been a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, except they have ended the foregoing relationship not less than two years before being appointed.
- 2.6 Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from



the Company, its parent company, subsidiaries, affiliates, major shareholders or controller persons of the Company, and not having been a substantial shareholder, controlling person or partner of the professional advisor, except they have ended the foregoing relationship not less than two years before being appointed.

2.7 Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.

2.8 Not conduct any business of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) percent of the voting shares of any company whose business is of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect.

2.9 Not having any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs.

Independent Directors of the Company is independence from the management and major shareholders.

### The Process of Directors' Appointment

#### In case of Directors who vacate the office due to the retirement

When a position becomes vacant with term completion, the Nomination and Remuneration Committee will consider and nominate persons with suitable qualifications and propose them to the Board and shareholders for approval from the Annual General Meeting of Shareholders for re-appointment them for another term. The Nomination and Remuneration Committee will consider the several factors including the performance, meeting attendance and participation in the meeting.

The directors' election complies with the Company's Articles of Association and other relevant laws. The criteria and methodology of directors' election at a shareholders' meeting are as follows:

1. Each shareholder's votes equal to his or her number of shares held, one share per one vote.
2. In voting of directors' election, voting is to be done for individual directors, 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. The person who receives the highest number of votes in descending order is elected as the number of directors to be elected. In the case where a person who has been elected in the next order has the same number of votes in excess of the number of directors to be elected or elected at that time. The chairman of the meeting shall have the casting vote.

#### In case of the directors' vacancy due to any reasons other than the expiration of the term

The Nomination and Remuneration Committee will seek qualified persons to be nominated to the Board for consideration the appointment directors in replace of 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 required from the Annual General Meeting of Shareholders. In any case, the term of the replacement director is only as long as that of the resigned one. The resolution of the Board in this case must be required not less than three-fourths of the remaining directors on the Board.

### Nomination and Appointment of the Executives

The nomination of the Chief Executive Officer, who is highest executives of the organization, will be preliminary considered by the Executive Committee. The Executive Committee will seek a qualified candidate with knowledge, skills, and experience that are beneficial to the Company's operations, well understanding the Company's businesses and can manage to achieve the objectives and goals set by the Board of Directors. Then, the Executive Committee will propose to the Nomination and Remuneration Committee for consideration and propose to the Board of Directors for approval.

#### 4. SUPERVISION OF OPERATIONS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Ananda Development Public Company Limited has set significant guidelines for supervising the operations of subsidiaries and associated companies in order to allow the Company to manage and supervise its subsidiaries and associated companies in accordance with the Company's various policies, as well as to comply with the laws, rules, regulations, notifications, and guidelines related to the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company has set a plan and taken action to ensure that subsidiaries and associated companies disclose operating results and financial status, as well as information that must be disclosed to regulators, relevant government agencies, and external investors, including general public with accuracy, completeness, and reliability. In the event that subsidiaries and/or associated companies are required to enter into a connected transaction or transaction that may pose conflicts of interest, the Company must monitor its subsidiaries and/or associated companies to enter into the aforementioned transactions with transparency and fairness. In this regard, the Company will comply with the rules on connected transactions, as well as acquisition and disposition of assets transaction which are determined by the relevant regulators strictly.

The Company has operated its several projects through subsidiaries and associated companies in which the Board of Directors will be responsible for supervising each subsidiary and associated company under the following scopes:

- (1) To assign the Executive Committee to be responsible for supervising each subsidiary and/or associated company to perform duties in compliance with the laws, objectives, and regulations, as well as the Board of Directors' resolutions and the meeting of shareholders' resolutions. In addition, subsidiary and/or associated company must perform duties in compliance with the good corporate governance policies, as well as code of conduct and business ethics with duty of loyalty, duty of care, accountability, and ethics.
- (2) To assign the Executive Committee to be responsible for monitoring the operations of subsidiaries and/or associated companies in all aspects continuously and providing advice to ensure that the operations of subsidiaries and/or associated companies are in line with the goals and can manage problems and obstacles that may occur in a timely and appropriate manner.
- (3) To assign the Executive Committee to be responsible for supervising to ensure the compliance with the corporate governance policies on subsidiaries and/or associated companies, as well as commanding subsidiaries and/or associated companies to have internal control systems and operational systems that are efficient and effective in business operations. In this regard, the Executive Committee assigns the Internal Audit Office to investigate operations in accordance with the operational policy of the subsidiaries and/or associated companies to ensure that subsidiaries and/or associated companies have good internal control systems and comply with various policies appropriately.

- (4) To assign the Executive Committee to be responsible for reviewing and updating significant policies and plans related to business operations of subsidiaries and/or associated companies to be current and appropriate for business conditions on a regular basis.

In addition, Ananda Development Public Company Limited will send the Company's representatives to be in director positions in subsidiaries and/or associated companies in proportion to the shareholding in each company or in accordance with the conditions agreed upon in the contract of representative appointment as directors in each subsidiary and/or associated company.

## 5. USE OF INSIDER INFORMATION

The Board of Directors recognizes the importance of good corporate governance and for transparency and prevention of conflicts of interest arising from the use of insider information of the Company which has not been disclosed to the public, the Company set following policies:

1. To educate directors, the management, and persons with position of accounting manager or finance manager or higher positions on the duties to prepare and submit the report of their securities holding, spouse and minor children to the Office of the SEC under Section 59 and punishment under Section 275 of the Securities and Exchange Act B.E. 2535.
2. To set guidelines for directors, the management, and persons with position of accounting manager or finance manager or higher positions to prepare and submit the report of their securities holding, spouse, and minor children through the Company Secretary prior to submission to the Office of the SEC at all times. The report shall be prepared and submitted within 30 days from the appointment date of directors, the management, or the report of changes in securities holding of directors and the management within 3 business days from the date of purchase, sale, transfer, or receipt of transfer of such securities.
3. To set guidelines for directors, the management, or persons with position of accounting manager or finance manager or higher positions, and relevant officers, who know the material inside information, which affects the changes in securities price, shall refrain from purchasing and selling the Company's securities during the period prior to the disclosure of financial statement or financial status of the Company until such information has been disclosed to the public. The Company will inform, in writing, directors, the management, including persons with position of accounting manager or finance manager or higher positions to refrain from purchasing and selling the Company's securities at

east 30 days in advance prior to disclosure of information to the public and shall wait for at least 24 hours after the disclosure of information to the public. Moreover, the disclosure of material information to other persons is prohibited. Directors and the management are required to report the purchase, sale, transfer, or receipt of transfer of the Company's securities prior to the actual trade at least 1 day to the Company Secretary in order to report to the Board of Directors at the next Board of Directors' meeting.

Disciplinary action will be applied in case of breach of duty on the use of insider information for personal benefit. It may be done in the format of warning letter issuance, wage deduction, temporary work suspension without payment, or employment termination to the extent permitted by law. Disciplinary action will be taken into account the intention and seriousness of such violation.

## 6. AUDIT FEE

The Company and subsidiaries paid audit fee to EY Office Limited in the fiscal year 2018 in a total amount of Baht 14 million. In addition, the Company and subsidiaries, paid non-audit fee, such as tax, IT, and finance inspection fee in the past fiscal year in a total amount of Baht 5.25 million.

## 7. IMPLEMENTATION OF GOOD CORPORATE GOVERNANCE CODE (CG CODE) FOR LISTED COMPANIES 2017

The Company reviewed the Good Corporate Governance Policies based on the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles) and the Securities and Exchange Commission Code of Good Corporate Governance for Listed Companies 2017 (CG Code) in which the Corporate Governance Committee has already considered and found that the Company has adopted most practices and proposed to the Company's Board of Directors for acknowledgment in principle at the Board of Directors' Meeting No. 11/2018 held on 21 December 2018.

## 8. IMPLEMENT WITH GOOD CORPORATE GOVERNANCE PRINCIPLES

The Company's Board of Directors has evaluated the corporate governance practices of the Company and found that throughout the year 2018, the Company, as a listed company, has complied with the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012 (CG Principles), except in some principles that the Company has applied in different ways. Details and explanations are as follows:

Principles/Best Practices of the Stock Exchange of Thailand	Explanations
1. Board of Directors should consist of Independent Directors more than 50 percent	The structure of the Company's Board of Directors consists of Independent Directors, Non-executive Director, and Executive Directors of approximately 44.45 percent, 22.22 percent, and 33.33 percent, respectively. The Company has an opinion that the structure and composition of the Company's Directors are appropriate since the Company has Executive Directors of only 33.33 percent in which Independent Directors and Non-executive Directors account for 66.67 percent. Therefore, such proportion is appropriate which can balance the power of the management, as well as can provide opinions independently.
2. Nominating and Remuneration Committee should entirely consist of independent directors	The Nomination and Remuneration Committee consists of Independent Directors of approximately 80 percent of the total number of the Committee in which the Company has an opinion that the structure and composition of the Nomination and Remuneration Committee are appropriate since the Nomination and Remuneration Committee consists of Independent Directors more than half of the members of the Committee and the Chairman of the Nomination and Remuneration Committee is an Independent Director.



# **CORPORATE SOCIAL RESPONSIBILITY**







Ananda's operations rest on the vision: "Together, we are passionate about creating vibrant lives by continuously innovating urban living solutions based on major transport systems as well as being an organization that values its employees, society, the environment and individual shareholders". The Company, its subsidiaries and affiliates strive for business stability and sustainability, the well-being of society and communities both within and outside the organization, along with environmental stewardship, through a policy encouraging employees, executives, customers and business partners to constantly take part in its corporate social responsibility (CSR) activities.

The Company's CSR mission and policy center on the maintenance of business stability and sustainability by achieving business growth, promoting the well-being of intra- and extra-organizational societies, as well as ensuring compliance with applicable laws and regulations. In addition, CSR in-process and after-process activities are carried out in effort to promote sustainable development of the society at large.

**The Company has implemented corporate social responsibility in accordance with the following principles;**

### 1. BUSINESS OPERATION WITH FAIRNESS

The Company has established guidelines for stakeholder treatment in the business ethics manual, by recognizing the responsibility, which not only complying with the law, but also not taking any action that violates / lessens stakeholder's right. The details are as shown in the Corporate Governance Report.

### 2. ANTI-CORRUPTION

The Company has ideology and confidence that operating business with integrity and fairness to all parties by complying with the law and adhering to moral principles, being transparent and accountable, having responsibility towards society and all groups of stakeholders according to the principles of good corporate governance, shall enable the Company to develop into a sustainable organization. Therefore, the Company has joined as part of the Private Sector Collective Action Coalition Against Corruption (CAC) to show the intention and commitment in the fight against all forms of corruption. The Company has established an anti-corruption policy in writing to serve as a guideline for directors, management, and employees to strictly follow the policy.

### 3. RESPECT FOR HUMAN RIGHTS

The Company respects and supports human rights principles by focusing on and adhering to the principles as the main policies for business operation towards sustainability, which is the foundation of valuable and efficient business operation. The Company treats employees equally, similarly, without discrimination of race, color, origin, religion, gender, age, or any disability that is not relevant to the job operation. In addition, the Company also oversees staff of the Company to not participate or get involved in the abuse of human rights. The Company has not used illegal workers. Human dignity, equality, fairness, are recognized in the Company, without discrimination against employees due to differences in personal characteristics. The Company realizes that employees are a key factor in creating quality products. Accordingly, the Company pays attention to fair treatment to employees, both in terms of opportunity, rewards, as well as working system management to ensure that employees have safety in life, properties, and have good health and sanitation. The Company develops employees' skills and enhances employees' capacity, together with the development of morality so that employees will be competent staff and also good people of society at the same time.

### 4. FAIR EMPLOYEE TREATMENT

The Company recognizes the importance of treating employees fairly and respects individuality and human dignity according to the international human rights and ethics principles in order to contribute to peace in the society and create a sustainable growth of the Company.

The Company provides supervision for work safety, maintains working environment, and manages working system to ensure that employees have safety in life, properties, and have good health and sanitation in accordance with the following guidelines:

- Establish a policy regarding safety and occupational health in workplace.
- Analyse and define measures to control safety risks and occupational health at work, as well as provide a system to prevent pollution that can occur during job operation. Provide a clean workplace for safety that may occur.
- Communicate and educate employees regarding the requirements of safe working practices and ensure that employees understand and comply with such practices correctly.
- Provide safety equipment and personal safety protection equipment that are necessary for employees.
- Assess safety and occupational health risks at work.
- Allow employees to participate in management system of safety, occupational health, and environment, as well as respect the rights of employees.

### 5. RESPONSIBILITY TO CONSUMERS

The Company adheres to principles and follows policies that will respond to customer's satisfaction. In this regard, the Company manages products and services to customers based on standards and ethical principles under the following practices;

- Determine to supply and develop products and services to respond to customers' needs.
- Deliver high quality products and services under fair conditions.
- Provide accurate and sufficient information of products and services so that customers can have sufficient information to make decisions, without any overstatement, either advertisements or other communication channels to customers that may mislead them regarding quality, quantity, or any conditions of products and services.
- Provide feedback and complaint procedures for customers to inform the Company about problems or inappropriate services so that the Company will be able to prevent and resolve the aforementioned problems promptly and also use the information to improve or develop products and services in the future.
- Maintain information and confidentiality of customers, without any disclosure or abuse of such information.

### 6. ENVIRONMENTAL CARE

The Company is committed to operating business, together with caring environment by strictly complying with environmental requirements, focusing on efficient resources usage, developing production processes to prevent and reduce environmental impact, and promoting the development of human resources with knowledge and awareness of environment and social responsibility, as well as leading into the implementation across the organization and ongoing development.

### 7. JOINT DEVELOPMENT OF QUALITY OF LIFE AND SOCIETY

The Company recognizes the importance of improving the quality of life and society of all stakeholders. In the past year, the Company still continued to strive and carry on CSR activities in various projects incessantly. The Company provided supports to construct homes for those who get fewer opportunities by collaborating with Habitat for Humanity Thailand in order to extend hopes in providing homes for underprivileged people. In addition, the Company also donated necessary stuff, clothes, medicine, and equipment that are useful in daily life, as well as supported voluntary team in the construction of homes for underprivileged people.



- **GIVE HOMES GIVE HUGS @ KANCHANABURI 2018**

In 2018, Ananda has continued GIVE HOMES GIVE HUGS @ KANCHANABURI project for the second consecutive year in order to construct homes for villagers living in Bo Phloi District, Kanchanaburi Province. The objectives are to provide homes for underprivileged people in remote areas to have better quality of life and to mutually care Thai society to improve quality of life, along with developing communities to be sustainable. The Company has signed a memorandum of cooperation with Habitat for Humanity Thailand to support grants and voluntary team to construct single-storey reinforced concrete homes for families experiencing housing problems, with the size of 42 square meters, totaling 45 units. This project is an ongoing project for 3-year period (15 units per year), starting from the year 2017 to the year 2019. In addition to promote the quality of life in terms of homes, the Company also encouraged agriculture by providing knowledge, together with funds for planting appropriate economic crops in each season to help increase income of the community with the aim of having better living standard sust



The management, contractors, and design companies, as well as the Company's staff in a total number of more than 80 people participated in as volunteers to construct homes in the project "GIVE HOMES GIVE HUGS @ KANCHANABURI, 2nd Year" at Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province in November 2018.



- **Activities to provide necessary stuff and equipment to villagers living in Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province**

In addition, the Company also encourages its employees and partners to be involved in delivering donated stuff to underprivileged people in Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province, such as clothes, medicine, dried food, books, stationery, toys for children, as well as other equipment which are essential to living. The event was held during November 2018.



The management and employees jointly donated stuff and useful equipment to villagers living in Lumrang Sub-district, Bo Phloi District, Kanchanaburi Province.

- **Vegetable growing to generate revenue for the community**

Ananda Development Public Company Limited strives to improve the quality of life of villagers in Nong Kum Sub-district, Bo Phloi District, Kanchanaburi Province. In addition to provide homes to villagers, the Company also recognizes the importance of creating sustainability in living to the community's people by encouraging them to use their own land for agriculture which is an extension of occupation of local people. The Company encourages villagers to grow vegetables that are economic crops which can grow well in the climate and landscape of Kanchanaburi Province. In this regard, the Company has supplied people with agricultural expertise to deliver accurate knowledge regarding the selection of seeds, suggest correct growing methods, and support the discontinuation of the use of pesticides. Moreover, the Company also provides distribution channels in which villager can sell their products at the Company. Such project is in accordance with the Company's intention that wants to promote a better quality of life for people and sustainable growth for the community.



Vegetable garden plots of villagers and fresh products from farm sold at Ananda.



- Funding project to build toilets for laymen at Aran Phrommaram temple, Nakhon Ratchasima Province

Ananda Development Public Company Limited has donated funds to build toilets for laymen at Aran Phrommaram temple, Prathai District, Nakhon Ratchasima Province. The toilets with the size of 160 square meters are built for people who come to the temple to make merit can use clean, hygienic, and comfortable toilets in which the Company recognizes the need to support funds to build toilets at this time which is considered as an important factor in living and to facilitate local people who come to the temple to make merit as well.



## 8. WORK DEVELOPMENT AND INNOVATIONS

### Development of Construction System

The Company well aware that the corporate reputation and credibility for reasonable prices along with quality design and construction are major factors influencing buyers' decision, the Company therefore earnestly adopts innovative approaches, namely **"Ananda Production System" or "APS,"** in developing its production system to punctually deliver to customers houses and condominiums of supreme quality so as to maximize customer satisfaction that shall bring about repeat purchases or referrals. Based on the organization's core values and culture, APS attaches great significance to operational management (Internal) which involves meticulous standards of controlling, inspecting and assessing quality of works at all stages, either design, construction, delivery or maintenance. Management of relationship with business alliances (External), i.e. designers, contractors, and building material suppliers, is also underlined in order to secure an integrated supply chain. Through network collaboration, the integration of both internal and external components shall induce exchange of know-how and joint development via the quality cycle, resulting in infinite enhancement of processes. Hence, Ananda Production System or APS is the Company's high-standard system of house and condominium production, with a resolute intent to offer services under the "Customer Centric for Customer Delight" philosophy.

### APS HOUSE



### Ananda Development PCL won Enterprise Innovation Awards at the 24th Asia IoT Business Platform



Ananda Development Public Company Limited (the Company), a publicly listed property developer, won an Enterprise Innovation Awards at the 24th Asia IoT Business Platform, held in Bangkok on 24th - 25th July 2018 at the Intercontinental Bangkok, Thailand. The award was given to local enterprises that have demonstrated an ability to use IoT technology to enhance business operations. From over 20 nominations, the Company was one of two winners to pick up the prestigious award, alongside Krungsri Consumer.

**Ananda Development Public Company Limited is first Thai Property Developer to Implement VR Development**



Ananda Development Public Company Limited (the Company) is first Thai property developer to implement VR development models. The move cements Ananda Development's position as an innovation leader in Thailand. The Company is the first property developer in Thailand to implement virtual reality Building Information modelling (BIM) models, immersive digital models of development plans. VR BIM models streamline the entire development process, allowing for reductions in both project costs and time.

**Ananda Development and CUPT launch "How Cambridge Berkeley Stanford do Tech Transfer"**



An event aiming at bringing a revolution in the Thai tech ecosystem through the best practices of three globally renowned universities. Ananda Development Public Company Limited and Council of University Presidents of Thailand (CUPT) are partnering to organize 'How Cambridge Berkeley Stanford do Tech Transfer' for the first time in Thailand. Top representatives of these three prestigious universities will share their best practices in intellectual property and technology transfer with Thai university leaders and students. Through these diverse success stories, the objective of this event is to help advance the development of a successful innovation and tech culture in Thailand, from universities to businesses and also to the whole of society.

**ABOUT ANANDA URBANTECH**

Ananda UrbanTech empowers Ananda Development's vision and commitment to disrupt the traditional way of living to improve the quality of Urban Life. Set up in 2018 by this publicly listed property developer, Ananda UrbanTech is a strategic plan that is made of three strategic pillars whose components are: Ecosystem Support, Fund of Funds and Corporate Venture Capital. This innovative approach has enabled Ananda Development to make use of technology in order to further develop this quality of life in all aspects of modern living, covering safety, speed and convenience in the areas of housing, commuting, working, health and personal finance.

Through this strategic plan, Ananda Development is on its way to becoming a regional tech leader within the real estate market.

For more information, please visit

<https://www.ananda.co.th/urbantech/>

**In Summary**

Through all these years, one thing the Company always values and pursues in parallel with business growth is the active contribution to raising CSR awareness among all related parties. It has thus engaged in an array of activities in a keen effort to give back to the society and shall carry on with its CSR activities alongside business operations in a continual and sustainable manner.







# INTERNAL CONTROL AND RISK MANAGEMENT

## 1. CONTROL ENVIRONMENT

The Company has defined an organization structure, by having the Board of Directors as the key driving engine of the organization. The Board of Directors understands roles, duties, and realizes responsibilities, as well as determines objectives, main goals of the business, visions, missions, directions, policies, strategies that affect the business evolving into digital age. The Board of Directors also considers business plans, annual budgets, and reviews those on a regular basis in order for the Management to comply with the business plans in accordance with directions and strategies of business operations.

The Board of Directors focuses not only on the sustainably successful business operation and good performance, but also focuses on maximizing the Company's interests to be responsible for its performance towards shareholders. Therefore, the Board of Directors has established corporate governance policy, business ethics, and several policies for all directors, the Management, and employees to comply with through strict supervision from the sub-committees of the Company in which the Board of Directors appointed and assigned independent directors to closely supervise all the sub-committees.

- 1.1 The Company has clearly established visions, missions, and objectives as practice guidelines for the Management and employees of all levels, as well as set Key Performance Indicators (KPIs) as guidelines for implementation and monitoring of results against the targets to ensure accomplishment of goals.
- 1.2 The Company has established an appropriate organization structure and adjusted in accordance with the changes in environment to support the business growth. The approval authority and duties are clearly defined according to hierarchy, enabling agile operations suitable for business conditions.
- 1.3 The Company has established business ethics and code of conducts in writing for the directors and employees as practice guidelines. Furthermore, there are trainings for new employees for understanding and acknowledgement of such practice. The Management has determined rules in writing, which were informed to all employees to acknowledge and comply with.

- 1.4 The Company has established a policy to be a part of the declaration of intention on anti-corruption action, and the Management has improved the internal control system in compliance with the regulations and practice guidelines specified by the criteria of the Anti-Corruption Project. The system shall be implemented in Ananda Group's companies.
- 1.5 The Company has established human resources management policies and procedures in writing, such as recruitment, trainings, promotion, compensation, etc. The policies focus on continuously developing employees' knowledge and ability so that they can acquire capabilities that meet business needs and support future expansion plans.
- 1.6 The Company has established processes for recruitment, development, and retention of all the Management and employees, such as mentoring system and training program. In this regard, the Company has conducted training needs surveys for each position and prepared an annual employee training plan, together with preparing a summary report comparing with the training plans.
- 1.7 The Company has established performance evaluation process (Diamond) by setting KPA for each employee, based on the Company's strategy, and shall be applied as performance measurement. The Company has also pursued leadership enhancement of top executives by employing McKinsey Academy to recommend on development areas, such as Strategic thinking, Solving problems, Communicating effectively, etc.
- 1.8 The Company has evaluated duties and functions of all employees and allowed employees to create Role Charters of all-level positions, from LL1-LL6 which is the organization and authority structure, resulting in more convenient and faster operations.

## 2. RISK ASSESSMENT

The Company focused on risk management under changes affecting the business that is growing and evolving into digital age, in order that the Company can handle uncertain situations that may occur, and can also evaluate good opportunities, both from internal and external factors. Risk management is a key component in business operations in which the risk assessment unit has collaborated with the internal audit department in order to lead to additional value creation for the organization,



shareholders, stakeholders, and support the Company's sustainable growth. During the year 2018, there were principles or tools to supervise/control to be in accordance with changes in risks as follows;

2.1 Current organization structure consisted of the Risk Management Committee, including independent directors and executive directors, responsible for setting and reviewing risk management policy framework and risk management structure, as well as offering guidance on risk management suitable for the strategic direction and business plan. The Risk Management Committee also supervises, monitors, and reviews the reports of material risk management. In addition, the Risk Management Unit is set up to implement the risk management policy and to consider investment projects. The Board of Directors has delegated authority to the Executive Committee to consider and approve, as agreed by the Risk Management Committee, exclusively real estate investment projects for condominium and housing development business and service apartment businesses.

The Risk Management Committee has prepared the Project Risk Management Manual to ensure that all related units acknowledge and understand their roles and responsibilities related to project risk management.

2.2 The Company has participated in Thailand's Private Sector Collective Action Coalition Against Corruption Project and assigned a working group to be responsible for in 2018, as well as for implementation in 2019. The Audit Committee has considered and discussed with the Management regarding probability of corruption as well as preventive and corrective measures in the event that cases of employee corruption are detected at least once a year.

### 3. CONTROL ACTIVITIES

The Company focuses on the control of each operational activity by having policies to supervise business operation, develop work processes in terms of purchasing, construction, and sales to be more efficient, segregate job duties appropriately for the organization to achieve its goals, as well as adopt the information technology system to monitor construction performance, product delivery, after-sales services management, resulting in good internal control system as follows;

3.1 The Company has set an organization structure and delegated authority to the Management along the business lines that enable appropriate internal control. Various committees, such as Corporate Marketing Committee, Production Improvement Committee, and Procurement Committee, etc., have also been established to create the operation balance.

3.2 The Company has established a policy on "Manual of Authority" for each level of management, regulations and procedures in writing in order to support business expansion and corporate growth, to facilitate check and balance, as well as to control operating activities in line with organizational goals.

3.3 The Company has set control measures appropriate to risks and the Company's characteristics, such as business environment, complexity and nature of business, scope of work and other attributes, as follows;

- 1) The Company has Customer Relationship Management and Real Estate Management System (CRM-RE), Systems Applications and Products in Data Processing (SAP), Human Resource Management System (HRMS), Building Information Modelling (BIM), Sales Force, Application AMC Care, Ananda Agency Commission Operating System, Online Booking System, Cisco WebEx Meeting, Application Smart Living, and Work Instruction Smart Living, Qlik Sense (BI Report) Program, Construction Planning System (Alice), Progress Monitoring and Management System (Procore), and Supplier Management (Ariba), as well as determination of access rights by separating duties and responsibilities in the information technology system clearly.
- 2) The Company has prepared work manuals, such as Design Standard (DS) & Key Quality Item (KQI) under ATQPM Project to improve construction standards, Key Quality Housing manual, management process of purchase, sales, and utilization of assets in the sales office, advertising media guideline, monitoring and controlling process of PR/PO outstanding, repairing process of houses and condominium projects, determination of rights to use software system (CRM-RE & SAP), management process for conducting a deposit reconciliation statement, and summary reports of SAP commitments, construction management process to be in line with an approved allocation plan, operation adjustment in compliance with the International Accounting Standard No. 15; revenue from contracts with customers, and operating manuals of all departments in order to set an operating standard of performance.
- 3) The Company has established the corporate governance policy of subsidiaries and associated companies, investment policy in joint venture companies, net selling price policy, loan policy between group companies, and price discount policy.

- 4) The Company has established the business partnership policy to cooperate with contractors, vendors, and service providers in the supply chain and evaluate performance with business partners to achieve sustainably mutual business development.
  - 5) The Company has applied LEAN System to develop in order to reduce waste in internal control system of the Company.
- 3.4 The Company has a clear segregation of significant duties, such as approval, transaction recording, data processing, safe custody of assets, in order to ensure checks and balances
- 3.5 The Company has established internal control of the organization covering activities at corporate, business unit and functional levels, by putting all business processes in writing for being used as operating guidelines. The Company has also established appropriate manual and automated internal control approaches, including record list, inspection of operating documents, determination of access rights to certain systems, and budget control for the Systems Applications and Products in Data Processing (SAP) system.
- 3.6 The Audit Committee reviews related transactions and connected transactions in order to ensure compliance with the Stock Exchange of Thailand's regulations and strict disclosure of information. In this regard, the Company has kept detailed record of major shareholders and their related persons for monitoring and reviewing related transactions and connected transactions. The Accounting Department is responsible for preparing and submitting related transaction and connected transaction report to the Audit Committee on a quarterly basis
- 3.7 The Company has established Key Performance Indicators for Ananda (KPA) as a tool for planning, controlling and monitoring performances of executives of all levels in order to ensure accomplishment of the set goals.
- 4.1 The Company has arranged channels of internal communication through the Intranet system, Facebook at Work, Jabber, We Present, as well as Town Hall so that all employees can receive information on the organization goals, policies, and rules/regulations of the Company for operations. It also enables the executives to follow up the sales performance of each investment project compared to daily targets, in which reports on total sales and transfers (or to be transferred) compared to targets shall be submitted to senior executives on a monthly basis.
- 4.2 The Company has employed CRM-RE (CRM and Real Estate Management System), SAP (Systems, Applications and Products in Data Processing), and Sales Force applications in its information system, and used Qlik Sense Program for processing and presenting data to support the Management's decisions.
- 4.3 President and Chief Executive Officer arrange Management Committee Meeting, Management Weekly Meeting, Accounting/Finance Weekly Meeting to monitor policy implementation, work progress and problem-solving (if any) so that the Management of all levels can access to sufficient information for operation and decision-making.
- 4.4 The Company has stored all documents used for preparation of financial statements, accounting records, and other important documents in categories.
- 4.5 The Company has set whistle-blower hotline procedures for whistleblowing or lodging complaints about non-compliance with the code of conduct, and has communicated to all employees that in case of finding any suspicious cases of fraud or corruption in the organization, they can directly notify either to the Audit Committee Chairman, Chief Executive Officer or Vice President of Internal Audit Office via e-mail on Intranet or by phone.
- 4.6 Prior to a scheduled committee meeting, each committee members shall receive an invitation to meeting and supplements containing necessary and sufficient information in a timely manner. In addition, meeting minutes shall be recorded for reference and auditing
- 4.7 The Audit Committee arranges a meeting between auditors and the Management to review accounting preparation in accordance with generally accepted accounting standards.

#### 4. INFORMATION & COMMUNICATION

The Company provides an advanced information system which can utilize data from common operations in a single source for prompt decisions, support accurate and complete data storage, and access to information at any time. The aforementioned system shall be applied in procurement function for transparency and fairness, construction management for appropriate project management to certain situation, after-sales services for customers' maximum satisfaction, several operation systems for higher efficiency, as well as faster and complete communication to relevant employees as follows:

4.8 The Company discloses the information through the Stock Exchange of Thailand's (SET) system. The Company also provides appropriate communication channels which external stakeholders can make enquiry and lodge complaints, through official website [www.ananda.co.th](http://www.ananda.co.th) and 24-hour call center hotline service at 02-3162222, in order to enable third parties, shareholders and investors to obtain complete, accurate and timely information of the Company so that they can make a well-informed decision.

## 5. MONITORING ACTIVITIES

The Company focuses on monitoring of operating performance on a regular basis by developing a monitoring system, which incorporates technology and Coaching & Feedback system, to introduce to staff and the Management. The performance report shall show operating performance from upstream to downstream, as well as supporting and core processes in order to acknowledge the situation for timely development and correction. During the year, the Company has implemented the following tools;

- 5.1 The Company has set a clear target for the year 2018 in order to guide the Management and employees and has established Key Performance Indicators (KPIs). The Management has monitored performance of individual employee by using Success Factor Program. In addition, President and Chief Executive Officer arranges Management Weekly Meeting, Accounting/Finance Weekly Meeting, and Management Committee Meeting to monitor work progress and solve problems (if any).
- 5.2 The Company has monitored from the outside perspective by certified auditors in 2018, in which the Company selected EY Office Company Limited, an independent auditing firm appointed by the Annual General Meeting of Shareholders, to audit and provide opinions on the Company's financial statements, and review the internal control system in accounting and finance, and subsequently report audit results to the Audit Committee. In this regard, the auditor had an opinion that there was no material deficiency in the Company's internal control system.

5.3 The Company has reviewed the adequacy and appropriateness of the internal control system of several processes by the Internal Audit Office, as well as monitored and evaluated the internal control system by competent staff in which the Head of Internal Audit, which has been appointed, removed, and transferred by the Audit Committee, shall review the internal audit plan for the year 2018 and perform the internal audit function according to the internal audit manual, based on the internal audit handbook and auditing standards. Internal control results shall be reported to heads of the units and audited for acknowledgement and correction, as well as shall also be independently reported to the Audit Committee. In this regard, the assessment results for the past year indicated no material deficiency in the Company's internal control system.

- 5.4 The Company has assessed its internal control system in 2018 by using the assessment form prepared in accordance with the Securities and Exchange Commission (SEC) and reported the assessment results to the Audit Committee and the Board of Directors.

# RELATED PARTY TRANSACTIONS

## 1 BUSINESS TRANSACTIONS WITH RELATED PARTIES OR BUSINESSES

In 2018, the Company and subsidiaries had related transactions with related party persons or juristic persons. These transactions were in line with trading terms and criteria agreed upon between the Company and subsidiaries with related party persons or juristic persons and conducted in the normal course of business with the following details:

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
(1) Transaction with the Company				
1. Green Valley Properties Co., Ltd. The shareholders of Green Valley Properties Co., Ltd. are Mr. Chanond Ruangkritya, Ms. Natthavipha Ruangkritya, Ms. Patcharavalai Ruangkritya and Ms. Mollika Ruangkritya who are the major shareholders holding in aggregate 22.84% and having the control of Green Valley Properties Co., Ltd. It is currently under bankruptcy proceedings.	Account receivable Incurred from advance payment for the repair of customers' houses in the projects managed by Green Valley Properties Co., Ltd.	2,146,195.07	2,146,195.07	The transaction was executed in 2004 between the Company and Green Valley Properties, in which the Company's directors held shares, as repair expenses for customers of Green Valley's projects and was therefore a transaction regarding offer/ receipt of financial assistance.  The Audit Committee instructed that the Company should be cautious and not repeat similar transaction. The Company collected payments for the actual expenses incurred, set aside debt provisions thereof in full, and filed a claim for debt repayments with the official receiver. At present, the Company is waiting the instruction of the official receiver.  There is no additional change in 2018.
2. Kloset Cafe' Co., Ltd. Kloset Cafe' Co., Ltd. is related to the major shareholders of Ananda Development Public Company Limited and the control person of Kloset Cafe' Co., Ltd is close relatives of Mr. Chanond Ruangkritya who is a director of Ananda Development Public Company Limited.	Expense	26,777,050.65	26,303,618.25	The transaction was executed between Ananda Development PCL and Kloset Cafe' Co., Ltd. It was the food and beverage appeared in the account of administrative expenses in the financial statements that have been certified by the auditors of the company and in line with the Agreement of Making the Finished Food dated 1 November 2017, which is effective for 2 years The Audit Committee enforced the Company to strictly comply with the laws, regulations and the relevant announcement of the official orders.
3. Digital Ventures Co., Ltd. Mr. Chanond Ruangkritya is a director of Digital Ventures Co., Ltd.	Revenue	900,000	-	The transaction was executed between Ananda Development PCL and Digital Ventures Co., Ltd. which is a temporary space rental for the FYI office.  The Audit Committee acknowledged that such revenue occurred from the temporary rental of space with the price calculated according to Ananda Development Company Public Company Limited paid the actual rental rate.



Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
4. Ananda MF Asia Asoke Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Asoke Co., Ltd.	Long-Term Loan	525,101,595.13	433,500,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 12 September 2014 and Shareholders Loan Agreement dated 19 September 2014, which was a financial assistance transaction of the Company.
	Interest Income	32,299,600.19	19,412,136.96	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 12 September 2014 and Shareholders Loan Agreement dated 19 September 2014, which was a financial assistance transaction of the Company.
	Accrued Interest	5,265,402.29	54,367,397.23	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 12 September 2014 and Shareholders Loan Agreement dated 19 September 2014, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	41,206,390.68	73,241,605.62	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Revenue from Project Management	32,035,214.95	206,012,878.87	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Commission Income	32,285,265.22	142,887.50	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Account Receivable	4,308,288.68	7,806,663.17	The transaction was executed between Ananda Development PCL and Ananda MF Asia Asoke Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
5. Ananda MF Asia Ratchathewi Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkriya is the authorized directors of Ananda MF Asia Ratchathewi Co., Ltd.	Interest Income	7,400,922.64	16,829,999.98	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 12 September 2014 and Shareholders Loan Agreement dated 19 September 2014, which was a financial assistance transaction of the Company.
	Payment Received in Advance from Management Project	16,860,849.99	35,544,622.10	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Revenue from Project Management	18,683,771.67	71,688,985.36	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Commission Income	9,379,200.22	14,741,639.38	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Account Receivable	148,267.52	2,141,925.33	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 19 September 2014, which was a normal business transaction of the Company.
	Dividend	51,000,000.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such dividend derived from the joint venture performance and was in line with the resolution of the joint venture company which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
6. Ananda MF Asia Samyan Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Samyan Co., Ltd.	Interest Income	17,528,233.08	24,479,999.98	The transaction was executed between Ananda Development PCL and Ananda MF Asia Samyan Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 12 September 2014 and Shareholders Loan Agreement dated 6 January 2015, which was a financial assistance transaction of the Company.
	Payment Received in Advance from Management Project	111,466,156.84	155,077,107.33	The transaction was executed between Ananda Development PCL and Ananda MF Asia Samyan Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such payment received in advance from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 6 January 2015, which was a normal business transaction of the Company.
	Revenue from Project Management Fee	104,170,259.79	187,860,486.94	The transaction was executed between Ananda Development PCL and Ananda MF Asia Samyan Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 6 January 2015, which was a normal business transaction of the Company.
	Revenue from Commission	63,934,332.38	10,290,257.25	The transaction was executed between Ananda Development PCL and Ananda MF Asia Samyan Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such revenue commission was in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 6 January 2015, which was a normal business transaction of the Company.
	Account Receivable	4,059,942.29	10,000,305.49	The transaction was executed between Ananda Development PCL and Ananda MF Asia Samyan Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 12 September 2014 and Project Management Agreement dated 6 January 2015, which was a normal business transaction of the Company.
	Dividend	510,000,000.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Samyan Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such dividend derived from the joint venture performance and was in line with the resolution of the joint venture company which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
7. Ananda MF Asia Chidlom Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkitya is the authorized directors of Ananda MF Asia Chidlom Co., Ltd.	Long-Term Loan	46,470,326.21	204,000,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 25 June 2015, which was a financial assistance transaction of the Company
	Interest Income	10,718,544.67	9,699,780.81	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 25 June 2015, which was a financial assistance transaction of the Company.
	Accrued Interest	129,862.28	20,581,643.82	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 25 June 2015, which was a financial assistance transaction of the Company
	Payment Received in Advance Project Management Fee	7,630,826.66	25,920,513.57	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Revenue from Project Management	18,289,686.91	68,368,559.40	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Commission Income	22,987,987.05	8,235,629.84	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Account Receivable	641,258.61	4,625,966.20	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Other Receivable	12,105.95	1,156.35	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable was derived from advance of credit card fee which was a supporting normal business transaction of the Company.
	Other Payable	540,350.00	50,500.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other payable was derived from advance from selling the unit of joint venture condominium which was a supporting normal business transaction of the Company.



Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
8. Ananda MF Asia Bangna Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Bangna Co., Ltd.	Long-Term Loan	142,002,754.71	318,750,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 25 June 2015, which was a financial assistance transaction of the Company.
	Interest Income	17,094,680.19	14,555,958.94	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 25 June 2015, which was a financial assistance transaction of the Company.
	Accrued Interest	396,829.62	25,854,904.14	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 25 June 2015, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	12,327,069.23	7,524,571.93	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Revenue from Project Management	43,780,277.06	135,688,090.11	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Commission Income	28,980,303.85	20,766,054.90	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.
	Account Receivable	4,434,149.68	20,983,522.43	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 25 June 2015, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
9. Ananda MF Asia Chongnonsi Co., Ltd. This company is a joint venture with a 51% stake held by the subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Chongnonsi Co., Ltd.	Payment Received in Advance Project Management Fee	77,991,555.42	107,943,538.81	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 26 June 2015 and Project Management Agreement dated 14 July 2015, which was a normal business transaction of the Company.
	Revenue from Project Management	100,809,311.69	85,490,182.61	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 26 June 2015 and Project Management Agreement dated 14 July 2015, which was a normal business transaction of the Company.
	Commission Income	13,860,742.61	3,223,762.47	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 26 June 2015 and Project Management Agreement dated 14 July 2015, which was a normal business transaction of the Company.
	Account Receivable	5,406,960.26	6,892,485.57	The transaction was executed between Ananda Development PCL and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 26 June 2015 and Project Management Agreement dated 14 July 2015, which was a normal business transaction of the Company.
10. Ananda MF Asia Taopoon Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Taopoon Co., Ltd.	Long-Term Loan	266,396,613.69	178,500,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 14 August 2015, which was a financial assistance transaction of the Company.
	Interest Income	14,413,009.70	10,710,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 14 August 2015, which was a financial assistance transaction of the Company.
	Accrued Interest	744,450.81	20,678,054.80	The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 14 August 2015, which was a financial assistance transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Payment Received in Advance Project Management Fee	21,021,110.20	38,078,235.67	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 14 August 2015, which was a normal business transaction of the Company.</p>
	Revenue from Project Management	17,057,125.47	62,989,428.96	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 14 August 2015, which was a normal business transaction of the Company.</p>
	Commission Income	9,338,637.41	7,829,768.77	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 14 August 2015, which was a normal business transaction of the Company.</p>
	Account Receivable	255,270.71	5,463,540.85	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Taopoon Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 14 August 2015, which was a normal business transaction of the Company.</p>
11. Ananda MF Asia Thaphra Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Thaphra Co., Ltd.	Long-Term Loan	269,996,794.52	218,996,794.52	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 16 September 2015, which was a financial assistance transaction of the Company.</p>
	Interest Income	15,956,684.40	15,244,669.66	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 16 September 2015, which was a financial assistance transaction of the Company.</p>
	Accrued Interest	39,649,888.30	23,693,203.90	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 June 2015 and Shareholders Loan Agreement dated 16 September 2015, which was a financial assistance transaction of the Company.</p>

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Payment Received in Advance Project Management Fee	32,898,595.70	30,322,591.87	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 16 September 2015, which was a normal business transaction of the Company.</p>
	Revenue from Project Management	18,560,496.17	90,077,675.81	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 16 September 2015, which was a normal business transaction of the Company.</p>
	Commission Income	13,030,689.85	16,408,483.14	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 16 September 2015, which was a normal business transaction of the Company.</p>
	Account Receivable	1,135,629.36	7,931,480.63	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thaphra Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 June 2015 and Project Management Agreement dated 16 September 2015, which was a normal business transaction of the Company.</p>
12. Ananda MF Asia Phetchaburi Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Phetchaburi Co., Ltd.	Long-Term Loan	280,500,000.00	127,500,000.00	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 12 July 2016 and Shareholders Loan Agreement dated 21 July 2016, which was a financial assistance transaction of the Company.</p>
	Interest Income	10,416,575.35	5,688,246.58	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 12 July 2016 and Shareholders Loan Agreement dated 21 July 2016, which was a financial assistance transaction of the Company.</p>
	Accrued Interest	16,704,246.59	6,287,671.24	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 12 July 2016 and Shareholders Loan Agreement dated 21 July 2016, which was a financial assistance transaction of the Company.</p>



Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Payment Received in Advance Project Management Fee	57,808,261.11	83,928,016.94	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Revenue from Project Management	85,428,999.83	47,171,854.34	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Commission Income	14,075,488.35	7,549,618.34	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Account Receivable	14,184,884.74	5,684,492.09	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
13. Ananda MF Asia Bangchak Co., Ltd. This company is a joint venture with a 26% stake indirectly held by the Company and Ms. Patcharavalai Ruangritiya is the authorized directors of Ananda MF Asia Bangchak Co., Ltd.	Payment Received in Advance Project Management Fee	50,294,047.13	110,186,962.13	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangchak Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Revenue from Project Management	168,727,540.90	178,956,923.82	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangchak Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Commission Income	46,568,219.94	19,517,250.91	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangchak Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Account Receivable	8,639,102.87	11,513,152.95	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangkok Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
14. Ananda MF Asia Udomsuk Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Udomsuk Co., Ltd.	Long-Term Loan	229,500,000.00	127,500,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 12 July 2016 and Shareholders Loan Agreement dated 21 July 2016, which was a financial assistance transaction of the Company.
	Interest Income	9,846,493.16	3,730,684.93	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 12 July 2016 and Shareholders Loan Agreement dated 21 July 2016, which was a financial assistance transaction of the Company.
	Accrued Interest	13,577,178.09	3,730,684.93	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 12 July 2016 and Shareholders Loan Agreement dated 21 July 2016, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	23,645,879.36	51,903,034.82	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Revenue from Project Management	66,881,871.30	39,837,875.20	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Commission Income	10,607,751.59	6,004,377.05	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.
	Account Receivable	7,937,359.01	3,444,037.16	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 12 July 2016 and Project Management Agreement dated 21 July 2016, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
15. Ananda MF Asia Saphankhwa Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangritya is the authorized directors of Ananda MF Asia Saphankhwa Co., Ltd.	Long-Term Loan	229,500,000.00	178,500,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 14 October 2016 and Shareholders Loan Agreement dated 3 November 2016, which was a financial assistance transaction of the Company.
	Interest Income	11,808,246.57	3,558,821.92	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 14 October 2016 and Shareholders Loan Agreement dated 3 November 2016, which was a financial assistance transaction of the Company.
	Accrued Interest	15,580,849.32	3,772,602.75	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 14 October 2016 and Shareholders Loan Agreement dated 3 November 2016, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	45,860,701.59	65,043,674.25	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 14 October 2016 and Project Management Agreement dated 3 November 2016, which was a normal business transaction of the Company.
	Revenue from Project Management	67,753,812.66	43,941,231.85	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 14 October 2016 and Project Management Agreement dated 3 November 2016, which was a normal business transaction of the Company.
	Commission Income	16,753,195.41	18,524,887.50	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 14 October 2016 and Project Management Agreement dated 3 November 2016, which was a normal business transaction of the Company.
	Account Receivable	14,266,429.67	5,122,405.65	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwa Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 14 October 2016 and Project Management Agreement dated 3 November 2016, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
16. Ananda MF Asia Phraram 9 Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangritya is the authorized directors of Ananda MF Asia Phraram 9 Co., Ltd.	Payment Received in Advance Project Management Fee	204,978,313.01	188,735,646.40	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phraram 9 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Revenue from Project Management	69,914,271.77	82,589,186.17	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phraram 9 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Commission Income	16,922,843.58	59,500,585.92	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phraram 9 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Account Receivable	7,682,327.00	14,761,294.25	The transaction was executed between Ananda Development PCL and Ananda MF Asia Phraram 9 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
17. Ananda MF Asia Victory Monument Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangritya is the authorized directors of Ananda MF Asia Victory Monument Co., Ltd.	Payment Received in Advance Project Management Fee	74,249,576.76	59,550,670.75	The transaction was executed between Ananda Development PCL and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Revenue from Project Management	35,256,006.19	77,465,240.52	The transaction was executed between Ananda Development PCL and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Commission Income	2,948,561.77	45,710,797.90	The transaction was executed between Ananda Development PCL and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Account Receivable	4,454,313.00	4,281,837.17	The transaction was executed between Ananda Development PCL and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 23 December 2016 and Project Management Agreement dated 12 January 2017, which was a normal business transaction of the Company.
	Other Payable	217,369.27	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other payable was derived from payable of furniture and other decoration from sale office and the selling price was under the policy of the sale of office assets management which was a assets and services transaction of the Company.



Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
18. Ananda MF Asia Udomsuk Two Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Udomsuk 2 Co., Ltd.	Long-Term Loan	178,500,000.00	76,500,000.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 May 2017 and Shareholders Loan Agreement dated 1 June 2017, which was a financial assistance transaction of the Company.
	Interest Income	10,357,890.41	3,344,168.22	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 May 2017 and Shareholders Loan Agreement dated 1 June 2017, which was a financial assistance transaction of the Company.
	Accrued Interest	12,948,410.96	2,590,520.55	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 May 2017 and Shareholders Loan Agreement dated 1 June 2017, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	151,306,733.75	93,766,869.69	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
	Revenue from Project Management	78,728,845.54	63,342,936.71	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
	Commission Income	15,748,274.65	14,947,156.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
	Account Receivable	8,272,590.31	25,937,994.76	The transaction was executed between Ananda Development PCL and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
19. Ananda MF Asia Ramkhamhaeng Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Ramkhamhaeng Co., Ltd.	Interest Income	3,793,561.66	5,638,306.87	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 May 2017 and Shareholders Loan Agreement dated 1 June 2017, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	53,002,647.39	47,255,820.26	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
	Revenue from Project Management	79,773,140.87	48,693,411.78	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
	Commission Income	8,589,659.34	23,974,265.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
	Account Receivable	5,225,804.57	14,233,783.61	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.
20. Ananda MF Asia Thonglor Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Thonglor Co., Ltd.	Interest Income	4,409,753.42	4,843,452.05	The transaction was executed between Ananda Development PCL and Ananda MF Asia Thonglor Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 May 2017 and Shareholders Loan Agreement dated 1 June 2017, which was a financial assistance transaction of the Company.
	Payment Received in Advance from Project Management	118,878,870.20	67,391,205.51	The transaction was executed between Ananda Development PCL and Ananda MF Asia Thonglor Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Revenue from Project Management	55,070,588.91	58,541,276.11	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.</p>
	Commission Income	14,314,300.34	16,148,542.78	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.</p>
	Account Receivable	5,830,431.71	27,813,898.49	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 May 2017 and Project Management Agreement dated 1 June 2017, which was a normal business transaction of the Company.</p>
21. Ananda MF Asia Sena Nikhom Co., Ltd. This company is a joint venture with a 74% stake held by the Company and Ms. Patcharavalai Ruangkitya is the authorized directors of Ananda MF Asia Sena Nikhom Co., Ltd.	Long-Term Loan	481,000,000.00	-	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 September 2017 and Shareholders Loan Agreement dated 28 September 2017, which was a financial assistance transaction of the Company.</p>
	Interest Income	10,339,726.03	979,808.22	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 September 2017 and Shareholders Loan Agreement dated 28 September 2017, which was a financial assistance transaction of the Company.</p>
	Accrued Interest	10,339,726.03	-	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 September 2017 and Shareholders Loan Agreement dated 28 September 2017, which was a financial assistance transaction of the Company.</p>
	Payment Received in Advance Project Management Fee	38,028,777.09	24,597,295.73	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.</p>

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Revenue from Project Management	105,724,470.64	26,332,264.27	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.
	Commission Income	19,788,078.73	4,272,677.50	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.
	Account Receivable	5,464,264.91	18,195,422.23	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and Commission fee in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.
	Other Receivable	25,738.76	297,237.40	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable derived from the advance of credit card fee of a joint venture company, which was a supporting normal business transaction of the Company.
	Other Payable	377,200.00	4,295,300.00	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other payable was derived from advance of sale of condominium unit of a joint venture company which was a supporting normal business transaction of the Company.
22. Ananda MF Asia Ratchaprarop Co., Ltd. This company is a joint venture with a 74% stake held by the Subsidiary and Ms. Patcharavalai Ruangritya is the authorized directors of Ananda MF Asia Ratchaprarop Co., Ltd.	Interest Income	3,904,767.13	2,395,236.91	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 September 2017 and Shareholders Loan Agreement dated 28 September 2017, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management	61,364,125.32	9,702,896.30	The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.



Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Revenue from Project Management	40,152,298.98	28,825,995.70	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchaprarap Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.</p>
	Commission Income	6,721,291.58	6,189,701.03	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchaprarap Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.</p>
	Account Receivable	3,947,161.52	13,925,920.70	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Ratchaprarap Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 22 September 2017 and Project Management Agreement dated 28 September 2017, which was a normal business transaction of the Company.</p>
23. Ananda MF Asia Pharam 9 Two Co., Ltd. This company is a joint venture with a 64% stake held indirectly by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Pharam 9 Two Co., Ltd.	Interest Income	1,976,902.46	1,453,708.50	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Pharam 9 Two Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 15 December 2017 and Shareholders Loan Agreement dated 20 December 2017, which was a financial assistance transaction of the Company.</p>
	Payment Received in Advance Project Management Fee	263,134,154.21	-	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Pharam 9 Two Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 15 December 2017 and Project Management Agreement dated 20 December 2017, which was a normal business transaction of the Company.</p>
	Revenue from Project Management	83,225,313.79	-	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Pharam 9 Two Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 15 December 2017 and Project Management Agreement dated 20 December 2017, which was a normal business transaction of the Company.</p>
	Account Receivable	30,883,719.23	54,028,110.41	<p>The transaction was executed between Ananda Development PCL and Ananda MF Asia Pharam 9 Two Co., Ltd., a joint venture company.</p> <p>The Audit Committee acknowledged that such account receivable was charged from the project management and Commission fee in line with the Joint Venture Agreement dated 15 December 2017 and Project Management Agreement dated 20 December 2017, which was a normal business transaction of the Company.</p>

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
24. Ananda MF Asia Wongwian Yai Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangritiya is the authorized directors of Ananda MF Asia Wongwian Yai Co., Ltd.	Long-Term Loan	76,500,000.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 23 February 2018 and Shareholders Loan Agreement dated 9 March 2018, which was a financial assistance transaction of the Company.
	Interest Income	4,798,783.76	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 23 February 2018 and Shareholders Loan Agreement dated 9 March 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	3,583,972.60	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 23 February 2018 and Shareholders Loan Agreement dated 9 March 2018, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	58,069,364.16	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 23 February 2018 and Project Management Agreement dated 9 March 2018, which was a normal business transaction of the Company.
	Revenue from Project Management	62,650,975.84	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 23 February 2018 and Project Management Agreement dated 9 March 2018, which was a normal business transaction of the Company.
	Commission Income	22,327,795.54	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 23 February 2018 and Project Management Agreement dated 9 March 2018, which was a normal business transaction of the Company.
	Revenue from Other Service	33,001,442.99	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from other service derived from the land acquisition of the project and it was in line with the Joint Venture Agreement dated 23 February 2018 and Project Management Agreement dated 9 March 2018, which was a normal business transaction of the Company.
	Account Receivable	13,761,308.33	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and in line with the Joint Venture Agreement dated 23 February 2018 and Project Management Agreement dated 9 March 2018, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
25. Ananda MF Asia Bangna Two Co., Ltd. This company is a joint venture with a 28.56% stake held indirectly by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Bangna Two Co., Ltd.	Interest Income	2,277,417.14	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 10 August 2018 and Shareholders Loan Agreement dated 22 August 2018, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	34,565,668.58	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Revenue from Project Management	79,965,153.92	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Commission Income	2,004,264.50	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Account Receivable	2,144,563.02	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such account receivable was charged from the project management and Commission fee in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
26. Ananda MF Asia Wutthakat Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Wutthakat Co., Ltd.	Long-Term Loan	51,000,000.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 10 August 2018 and Shareholders Loan Agreement dated 22 August 2018, which was a financial assistance transaction of the Company.
	Interest Income	1,255,705.46	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 10 August 2018 and Shareholders Loan Agreement dated 22 August 2018, which was a financial assistance transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Accrued Interest	570,082.19	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 10 August 2018 and Shareholders Loan Agreement dated 22 August 2018, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	20,222,588.09	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Revenue from Project Management	44,990,304.06	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Commission Income	10,356,640.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Revenue from Other Service	12,149,532.71	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from other service derived from the land acquisition of the project and it was in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Account Receivable	17,881,554.77	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and Commission fee in line with the Joint Venture Agreement dated 10 August 2018 and Project Management Agreement dated 22 August 2018, which was a normal business transaction of the Company.
	Other Receivable	124,201.29	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable was derived from the advance of credit card fee of a joint venture company, which was a supporting normal business transaction of the Company.
	Other Payable	1,400,973.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Wutthakat Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable was derived from the advance of sale of condominium unit of a joint venture company, which was a supporting normal business transaction of the Company.



Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
27. Ananda MF Asia Sutthisan Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Sutthisan Co., Ltd.	Long-Term Loan	102,000,000.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 17 September 2018 and Shareholders Loan Agreement dated 26 September 2018, which was a financial assistance transaction of the Company.
	Interest Income	2,554,824.39	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 17 September 2018 and Shareholders Loan Agreement dated 26 September 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	1,140,164.38	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 17 September 2018 and Shareholders Loan Agreement dated 26 September 2018, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	8,480,402.04	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 17 September 2018 and Project Management Agreement dated 26 September 2018, which was a normal business transaction of the Company.
	Revenue from Project Management	20,582,626.24	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 17 September 2018 and Project Management Agreement dated 26 September 2018, which was a normal business transaction of the Company.
	Commission Income	8,694,875.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income was in line with the Joint Venture Agreement dated 17 September 2018 and Project Management Agreement dated 26 September 2018, which was a normal business transaction of the Company.
	Revenue from Other Service	14,850,264.49	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from other service derived from the land acquisition of the project and it was in line with the Joint Venture Agreement dated 17 September 2018 and Project Management Agreement dated 26 September 2018, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Account Receivable	7,842,331.81	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and in line with the Joint Venture Agreement dated 17 September 2018 and Project Management Agreement dated 26 September 2018, which was a normal business transaction of the Company.
	Other Receivable	1,717.35	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable was derived from the advance of credit card fee of a joint venture company, which was a supporting normal business transaction of the Company.
	Other Payable	100,000.00	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Sutthisan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable was derived from the advance of sale of condominium unit of a joint venture company, which was a supporting normal business transaction of the Company.
28. Ananda MF Asia Saphankhwai Two Co., Ltd. This company is a joint venture with a 37.50% stake held by the Company and Ms. Patcharavalai Ruangritya is the authorized directors of Ananda MF Asia Saphankhwai Two Co., Ltd.	Interest Income	3,044,585.64	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwai Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 29 November 2018 and Shareholders Loan Agreement dated 13 December 2018, which was a financial assistance transaction of the Company.
	Payment Received in Advance Project Management Fee	37,962,743.39	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwai Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such payment received in advance from project management fee was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 29 November 2018 and Project Management Agreement dated 13 December 2018, which was a normal business transaction of the Company.
	Revenue from Project Management	33,398,232.69	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwai Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from project management was charged based on the progress of work completed and in line with the Joint Venture Agreement dated 29 November 2018 and Project Management Agreement dated 13 December 2018, which was a normal business transaction of the Company.
	Revenue from Other Service	113,894,896.56	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwai Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from other service derived from the land acquisition of the project and it was in line with the Joint Venture Agreement dated 29 November 2018 and Project Management Agreement dated 13 December 2018, which was a normal business transaction of the Company.
	Account Receivable	198,223,783.72	-	The transaction was executed between Ananda Development PCL and Ananda MF Asia Saphankhwai Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and in line with the Joint Venture Agreement dated 29 November 2018 and Project Management Agreement dated 13 December 2018, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
29. Ananda Apac Bangchak Co., Ltd. This company is a subsidiary company with a 99% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda Apac Bangchak Co., Ltd.	Long-Term Loan	14,757,254.40	153,805,000.00	The transaction was executed between Ananda Development PCL and Ananda Apac Bangchak Co., Ltd., a subsidiary company. The Audit Committee acknowledged that such long-term loan was in line with the Agreement dated 21 November 2016 and Loan Agreement dated 7 December 2016, which was a financial assistance transaction of the Company.
	Interest Income	8,291,156.25	9,228,299.96	The transaction was executed between Ananda Development PCL and Ananda Apac Bangchak Co., Ltd., a subsidiary company. The Audit Committee acknowledged that such interest income was in line with the Agreement dated 21 November 2016 and Loan Agreement dated 7 December 2016, which was a financial assistance transaction of the Company.
	Accrued Interest	99,459.85	9,506,413.11	The transaction was executed between Ananda Development PCL and Ananda Apac Bangchak Co., Ltd., a subsidiary company. The Audit Committee acknowledged that such accrued interest was in line with the Agreement dated 21 November 2016 and Loan Agreement dated 7 December 2016, which was a financial assistance transaction of the Company.
30. Ananda Apac Phraram 9 Two Co., Ltd. This company is a joint venture with a 86.50% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda Apac Phraram 9 Two Co., Ltd.	Long-Term Loan	283,939,500.00	-	The transaction was executed between Ananda Development PCL and Ananda Apac Phraram 9 Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 16 November 2017 and Shareholders Loan Agreement dated 12 December 2017, which was a financial assistance transaction of the Company.
	Interest Income	16,289,570.25	-	The transaction was executed between Ananda Development PCL and Ananda Apac Phraram 9 Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 16 November 2017 and Shareholders Loan Agreement dated 12 December 2017, which was a financial assistance transaction of the Company.
	Accrued Interest	16,289,570.25	-	The transaction was executed between Ananda Development PCL and Ananda Apac Phraram 9 Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 16 November 2017 and Shareholders Loan Agreement dated 12 December 2017, which was a financial assistance transaction of the Company.
31. Ananda Apac 1 Co., Ltd. This company is a joint venture with a 56% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda Apac 1 Co., Ltd.	Long-Term Loan	166,040,000.00	-	The transaction was executed between Ananda Development PCL and Ananda Apac 1 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 6 July 2018 and Shareholders Loan Agreement dated 6 July 2018, which was a financial assistance transaction of the Company.

Person with Possible Conflict of Interest and Relationship	Type of Business	Transaction Value (Baht)		Rational of the Transaction/ Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
	Interest Income	1,995,057.54	-	The transaction was executed between Ananda Development PCL and Ananda Apac 1 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 6 July 2018 and Shareholders Loan Agreement dated 6 July 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	1,995,057.54	-	The transaction was executed between Ananda Development PCL and Ananda Apac 1 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 6 July 2018 and Shareholders Loan Agreement dated 6 July 2018, which was a financial assistance transaction of the Company.
	Revenue from Other Service	24,765,920.03	-	The transaction was executed between Ananda Development PCL and Ananda Apac 1 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such revenue from other service derived from the investment advisor and it was in line with the Joint Venture Agreement dated 6 July 2018 and the Advisory of Investment Project Agreement dated 24 August 2018, which was a normal business transaction of the Company.
32. Ananda and Partners Saphankhwai One Co., Ltd. This company is a joint venture with a 60% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda and Partners Saphankhwai One Co., Ltd.	Long-Term Loan	284,151,600.00	-	The transaction was executed between Ananda Development PCL and Ananda and Partners Saphankhwai One Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 November 2018 and Shareholders Loan Agreement dated 28 November 2018, which was a financial assistance transaction of the Company.
	Interest Income	887,487.19	-	The transaction was executed between Ananda Development PCL and Ananda and Partners Saphankhwai One Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 November 2018 and Shareholders Loan Agreement dated 28 November 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	887,487.19	-	The transaction was executed between Ananda Development PCL and Ananda and Partners Saphankhwai One Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 November 2018 and Shareholders Loan Agreement dated 28 November 2018, which was a financial assistance transaction of the Company.



Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
(2) Related party transactions between Ashton Asoke Param9 Co., Ltd., a subsidiary company, and Ananda MF Asia Pharam 9 Co., Ltd. as follows:				
1. Ananda MF Asia Pharam 9 Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Pharam 9 Co., Ltd.	Long-Term Loan	306,000,000.00	306,000,000.00	The transaction was executed between Ashton Asoke Param9 Co., Ltd. and Ananda MF Asia Pharam 9 Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 December 2017 and Shareholders Loan Agreement dated 22 December 2017, which was a financial assistance transaction of the Company.
	Interest Income	18,360,000.05	503,013.70	The transaction was executed between Ashton Asoke Param9 Co., Ltd. and Ananda MF Asia Pharam 9 Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 22 December 2017 and Shareholders Loan Agreement dated 22 December 2017, which was a financial assistance transaction of the Company.
	Accrued Interest	27,967,561.69	9,607,561.64	The transaction was executed between Ashton Asoke Param9 Co., Ltd. and Ananda MF Asia Pharam 9 Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 December 2017 and Shareholders Loan Agreement dated 22 December 2017, which was a financial assistance transaction of the Company.
(3) Related party transactions between Ideo Q Victory Co., Ltd., a subsidiary company, and Ananda MF Asia Victory Monument Co., Ltd. as follows:				
1. Ananda MF Asia Victory Monument Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Victory Monument Co., Ltd.	Long-Term Loan	165,750,000.00	165,750,000.00	The transaction was executed between Ideo Q Victory Co., Ltd. and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 22 December 2017 and Shareholders Loan Agreement dated 22 December 2017, which was a financial assistance transaction of the Company.
	Interest Income	9,945,000.03	272,465.75	The transaction was executed between Ideo Q Victory Co., Ltd. and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest Income was in line with the Joint Venture Agreement dated 22 December 2017 and Shareholders Loan Agreement dated 22 December 2017, which was a financial assistance transaction of the Company.
	Accrued Interest	19,236,082.23	9,291,082.20	The transaction was executed between Ideo Q Victory Co., Ltd. and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 22 December 2017 and Shareholders Loan Agreement dated 22 December 2017, which was a financial assistance transaction of the Company.

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	

**(4) Related party transactions between Ashton Silom Co., Ltd., a subsidiary company, and Ananda MF Asia Chongnonsi Co., Ltd. as follows:**

1. Ananda MF Asia Chongnonsi Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Chongnonsi Co., Ltd.	Long-Term Loan	408,000,000.00	255,000,000.00	The transaction was executed between Ashton Silom Co., Ltd. and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 3 August 2017 and Shareholders Loan Agreement dated 3 August 2017, which was a financial assistance transaction of the Company.
	Interest Income	20,304,986.27	6,287,671.23	The transaction was executed between Ashton Silom Co., Ltd. and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 3 August 2017 and Shareholders Loan Agreement dated 3 August 2017, which was a financial assistance transaction of the Company.
	Accrued Interest	51,730,767.10	31,425,780.83	The transaction was executed between Ashton Silom Co., Ltd. and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 3 August 2017 and Shareholders Loan Agreement dated 3 August 2017, which was a financial assistance transaction of the Company.

**(5) Related party transactions between Ideo Mobi Rangnam Co., Ltd., a subsidiary company, and Ananda MF Asia Ratchaprarop Co., Ltd. as follows:**

1. Ananda MF Asia Ratchaprarop Co., Ltd. This company is a joint venture with a 74% stake held by the Subsidiary and Mr. Sermak Khwanpuang is the authorized directors of Ananda MF Asia Ratchaprarop Co., Ltd.	Long-Term Loan	222,000,000.00	-	The transaction was executed between Ideo Mobi Rangnam Co., Ltd., and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
	Interest Income	3,722,301.37	-	The transaction was executed between Ideo Mobi Rangnam Co., Ltd., and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	8,515,068.50	-	The transaction was executed between Ideo Mobi Rangnam Co., Ltd., and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such interest receivable was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
(6) Related party transactions between Ideo New Rama 9 Co., Ltd., a subsidiary company, and Ananda MF Asia Ramkhamhaeng Co., Ltd. as follows:				
1. Ananda MF Asia Ramkhamhaeng Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Sermsak Khwanpuang is the authorized directors of Ananda MF Asia Ramkhamhaeng Co., Ltd.	Long-Term Loan	178,500,000.00	-	The transaction was executed between Ideo New Rama 9 Co., Ltd., and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
	Interest Income	2,992,931.51	-	The transaction was executed between Ideo New Rama 9 Co., Ltd., and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	8,438,054.82	-	The transaction was executed between Ideo New Rama 9 Co., Ltd., and Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
(7) Related party transactions between Ideo Q Sukhumvit 36 Co., Ltd., a subsidiary company, and Ananda MF Asia Thonglor Co., Ltd. as follows:				
1. Ananda MF Asia Thonglor Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Sermsak Khwanpuang is the authorized directors of Ananda MF Asia Thonglor Co., Ltd.	Long-Term Loan	102,000,000.00	-	The transaction was executed between Ideo Q Sukhumvit 36 Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such long-term loan was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
	Interest Income	1,710,246.57	-	The transaction was executed between Ideo Q Sukhumvit 36 Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such interest income was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.
	Accrued Interest	9,574,027.38	-	The transaction was executed between Ideo Q Sukhumvit 36 Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such accrued interest was in line with the Joint Venture Agreement dated 8 October 2018 and Shareholders Loan Agreement dated 8 October 2018, which was a financial assistance transaction of the Company.

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
(8) Related party transactions between The Agent (Property Expert) Co., Ltd., a subsidiary company, and persons as follows:				
1. Ananda MF Asia Victory Monument Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Serm Sak Khwanpuang and Mr. Santhad Natthakul are the authorized directors of Ananda MF Asia Victory Monument Co., Ltd.	Commission Income	61,310.41	974,882.43	The transaction was executed between The Agent (Property Expert) Co., Ltd., and . Ananda MF Asia Victory Monument Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
2. Ananda MF Asia Sena Nikhom Co., Ltd. This company is a joint venture with a 74% stake held by the Company and Mr. Serm Sak Khwanpuang and Mr. Sumeth Ratanasrikul are the authorized directors of Ananda MF Asia Sena Nikhom Co., Ltd.	Account Receivable	177,460.00	363,670.00	The transaction was executed between The Agent (Property Expert) Co., Ltd., and . Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	515,135.52	363,670.00	The transaction was executed between The Agent (Property Expert) Co., Ltd., and . Ananda MF Asia Sena Nikhom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement which was a normal business transaction of the Company.
3. Ananda MF Asia Ratchaprarop Co., Ltd. This company is a joint venture with a 74% stake held by the Subsidiary and Mr. Serm Sak Khwanpuang and Mr. Sumeth Ratanasrikul are the authorized directors of Ananda MF Asia Ratchaprarop Co., Ltd.	Account Receivable	1,819,086.28	458,845.97	The transaction was executed between The Agent (Property Expert) Co., Ltd., and . Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	1,271,252.63	458,845.97	The transaction was executed between The Agent (Property Expert) Co., Ltd., and . Ananda MF Asia Ratchaprarop Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
4. Ananda MF Asia Phraram 9 Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Serm Sak Khwanpuang and Mr. Sumeth Ratanasrikul are the authorized directors of Ananda MF Asia Phraram 9 Co., Ltd.	Commission Income	2,832,146.45	9,690,564.41	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Phraram 9 Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
5. Ananda MF Asia Udomsuk Two Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Serm Sak Khwanpuang and Mr. Sumeth Ratanasrikul are the authorized directors of Ananda MF Asia Udomsuk 2 Co., Ltd.	Account Receivable	467,130.00	1,443,660.00	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	1,783,345.79	1,443,660.00	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Udomsuk Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.



Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
6. Ananda MF Asia Thonglor Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasikul are the authorized directors of Ananda MF Asia Thonglor Co., Ltd.	Account Receivable	288,682.10	5,327,122.30	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	763,165.41	5,327,122.30	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
7. Ananda MF Asia Ramkhamhaeng Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Santhad Natthakul are the authorized directors of Ananda MF Asia Ramkhamhaeng Co., Ltd.	Account Receivable	2,093,720.00	1,834,080.00	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	888,728.98	1,834,080.00	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Ramkhamhaeng Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
8. Ananda MF Asia Chidlom Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasikul are the authorized directors of Ananda MF Asia Chidlom Co., Ltd.	Account Receivable	130,898.79	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	431,606.66	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Chidlom Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
9. Ananda MF Asia Samyan Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasikul are the authorized directors of Ananda MF Asia Samyan Co., Ltd.	Commission Income	133,608.41	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Samyan Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
10. Ananda MF Asia Bangna Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasikul are the authorized directors of Ananda MF Asia Bangna Co., Ltd.	Account Receivable	80,670.26	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	86,317.18	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Bangna Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
11. 11.Ananda MF Asia Wongwian Yai Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Santhad Natthakul are the authorized directors of Ananda MF Asia Wongwian Yai Co., Ltd.	Account Receivable	143,230.00	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	133,859.81	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Wongwian Yai Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
12. Ananda MF Asia Chongnonsi Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasikul are the authorized directors of Ananda MF Asia Chongnonsi Co., Ltd.	Account Receivable	225,743.00	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	210,974.77	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
13. Ananda MF Asia Udomsuk Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasikul are the authorized directors of Ananda MF Asia Udomsuk Co., Ltd.	Account Receivable	329,826.80	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	308,249.35	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Udomsuk Co., Ltd., a joint venture company. The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
14. Ananda MF Asia Ratchathewi Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Mr. Sermak Khwanpuang and Mr. Sumeth Ratanasrikul are the authorized directors of Ananda MF Asia Ratchathewi Co., Ltd.	Account Receivable	253,700.00	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such account receivable was charged from the project management and commission fee and it was in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
	Commission Income	237,102.80	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ananda MF Asia Ratchathewi Co., Ltd., a joint venture company.  The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement in line with the criteria of the agent appointment of the international sale, which was a normal business transaction of the Company.
15. Mr. Tanyalak Nunthanavorasiri He is a director and executive of Ananda Development PLC.	Commission Income	104,672.90	67,289.72	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Mr. Tanyalak Nunthanavorasiri  The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement which was a normal business transaction of the Company.
16. Mr. Sermak Khwanpuang He is an executive of Ananda Development PLC.	Commission Income	116,822.42	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Mr. Sermak Khwanpuang.  The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement which was a normal business transaction of the Company.
17. Mr. Sumeth Ratanasrikul He is an executive of Ananda Development PLC.	Commission Income	386,168.22	110,654.21	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Mr. Sumeth Ratanasrikul  The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement which was a normal business transaction of the Company.
18. Ms. Natthavipha Ruangkritya She is a close relative of director and executive of Ananda Development PLC.	Commission Income	93,457.94	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Ms. Natthavipha Ruangkritya  The Audit Committee acknowledged that such commission income derived from the Company's collecting of commissions under the commission agreement which was a normal business transaction of the Company.
	Payment Received in Advance from Commission	302,424.30	-	The transaction was executed between The Agent (Property Expert) Co., Ltd., and Khun Natthavipha Ruangkritya  The Audit Committee acknowledged that such payment received in advance from commission derived from the Company's collecting of commissions under the commission agreement which was a normal business transaction of the Company.

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
(9) Related party transaction between Helix Co, Ltd., a subsidiary, and person as follows:				
1. Toscana Piazza Co., Ltd. This company is related to a major shareholder of Ananda Development PLC. The director of Toscana Piazza Co., Ltd. is a close relative of an executive of Ananda Development PLC.	Guarantee Deposit	5,879,888.07	5,757,833.78	The transaction was executed between Helix Co, Ltd. and Toscana Piazza Co., Ltd.
	Revenue from Construction	8,657,288.25	2,016,904.72	The Audit Committee considered that the construction of buildings for Toscana Piazza Co., Ltd. was a normal business transaction, on grounds that 1) construction fee charged to the connected party was in accordance with the predetermined policy, 2) when compared to construction fees of other companies (public limited companies), Helix Co., Ltd. had set a gross profit margin from construction cost at a rate comparable to (higher than) that of other companies (public limited companies).
2. Ananda MF Asia Victory Monument Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Sermak Khwanpuang is the authorized directors of Ananda MF Asia Victory Monument Co., Ltd.	Account Receivable	13,686,347.28	-	The transaction was executed between Helix Co, Ltd. and Ananda MF Asia Victory Monument Co., Ltd., a joint venture company.
	Revenue from Construction	187,085,746.79	11,957,618.87	The Audit Committee considered that the construction of buildings was a normal business transaction, on grounds that 1) construction fee charged to the connected party was in accordance with the predetermined policy, 2) when compared to construction fees of other companies, Helix Co., Ltd. had set a gross profit margin from construction cost at a rate comparable to other companies.
	Unbilled Receivable	14,029,098.21	-	
	Deposit Received in Advance	37,979,712.32	55,285,386.17	
	Guarantee Deposit	8,540,103.44	597,880.94	
3. Ananda MF Asia Thonglor Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Mr. Sermak Khwanpuang is the authorized directors of Ananda MF Asia Thonglor Co., Ltd.	Account Receivable	13,575,123.75	12,883,428.30	The transaction was executed between Helix Co, Ltd. and Ananda MF Asia Thonglor Co., Ltd., a joint venture company.
	Revenue from Construction	185,985,740.91	13,904,116.93	The Audit Committee considered that the construction of buildings was a normal business transaction, on grounds that 1) construction fee charged to the connected party was in accordance with the predetermined policy, 2) when compared to construction fees of other companies, Helix Co., Ltd. had set a gross profit margin from construction cost at a rate comparable to other companies.
	Unbilled Receivable	75,327,994.97	1,863,529.74	
	Deposit Received in Advance	77,430,645.30	-	
	Guarantee Deposit	5,523,258.06	-	
4. Ananda MF Asia Bangna Two Co., Ltd. This company is a joint venture with a 28.56% stake held indirectly by the Company and Mr. Sermak Khwanpuang and Mr. Santhad Natthakul are the authorized directors of Ananda MF Asia Bangna Two Co., Ltd.	Account Receivable	5,277,450.45	-	The transaction was executed between Helix Co, Ltd. and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company.
	Revenue from Construction	13,345,692.94	-	The Audit Committee considered that the construction of buildings was a normal business transaction, on grounds that 1) construction fee charged to the connected party was in accordance with the predetermined policy, 2) when compared to construction fees of other companies, Helix Co., Ltd. had set a gross profit margin from construction cost at a rate comparable to other companies.
	Unbilled Receivable	9,998,603.74	-	
	Other Receivable	51,408.53	-	The transaction was executed between Helix Co, Ltd. and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other receivable derived from the advance of credit card fee which was a supporting normal business transaction of the Company.
	Other Payable	706,200.00	-	The transaction was executed between Helix Co, Ltd. and Ananda MF Asia Bangna Two Co., Ltd., a joint venture company. The Audit Committee acknowledged that such other payable derived from the advance received from the sale of condominium unit of a joint venture company which was a supporting normal business transaction of the Company.
5. Mr. Chanond Ruangkritya He is a major shareholder and director of Ananda Development PLC.	Revenue from Construction	2,750,109.97	10,577,898.65	The transaction was executed between Helix Co, Ltd. and Mr. Chanond Ruangkritya
	Guarantee Deposit	1,261,992.10	254,530.17	The Audit Committee considered that the construction of buildings was a normal business transaction, on grounds that 1) construction fee charged to the connected party was in accordance with the predetermined policy, 2) when compared to construction fees of other companies, Helix Co., Ltd. had set a gross profit margin from construction cost at a rate comparable to other companies.



Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
(10)Related party transaction between Bira Circuit One Co., Ltd., a subsidiary, and person as follows:				
1. Bira Circuit Co., Ltd. This company is related to a major shareholder of Ananda Development PLC. The director of Bira Circuit Co., Ltd. is a close relative of . Mr. Chanond Ruangkritya who is a director of Ananda Development PLC.	Accrued Land	5,817,246.11	4,593,037.04	The transaction was executed between Bira Circuit One Co., Ltd. and Bira Circuit Co., Ltd., directors of which were related as close relatives of the Company’s executives.  The transaction took place in 2007. The company fixed rental according to the business investment plan adopted in 2007. However, the transaction was a long-term agreement still binding the company in the future. The Audit Committee thus directed that the Management closely monitor the operating performance as well as review the agreement occasionally. In June 2012, the company amended the agreement so that it was able to terminate the agreement prior to expiry date if the operating results differed from the business plan without changing the value of the rental agreement.  Furthermore, the Audit Committee instructed the Management to be cautious about transactions of this nature. The transaction was subject to proposal under a revised business plan, rental assessment by a third party, and re-approval process according to the investment policy in 2012. At present, the transaction is a connected transaction by related parties.
	Rental			
	Land Rental	3,326,209.07	2,391,629.63	
(11)Related party transaction between Bira Kart Co., Ltd., a subsidiary, and person as follows:				
1. Bira Circuit Co., Ltd. This company is related to a major shareholder of Ananda Development PLC. The director of Bira Circuit Co., Ltd. is a close relative of . Mr. Chanond Ruangkritya who is a director of Ananda Development PLC.	Accrued Land			The transaction was executed between Bira Kart Co., Ltd. and Bira Circuit Co., Ltd., directors of which were related as close relatives of the Company’s executives.  The transaction took place in 2005. The company fixed rental according to the business investment plan adopted in 2005. However, the transaction was a long-term agreement still binding the company in the future. The Audit Committee thus directed that the Management closely monitor the operating performance as well as review the agreement occasionally. In June 2012, the company amended the agreement so that it was able to terminate the agreement prior to expiry date if the operating results differed from the business plan without changing the value of the rental agreement.  Furthermore, the Audit Committee instructed the Management to be cautious about transactions of this nature. The transaction was subject to proposal under a revised business plan, rental assessment by a third party, and re-approval process according to the investment policy in 2012. At present, the transaction is a connected transaction by related parties.
	Rental	3,307,822.08	3,145,361.56	
	Land Rental	1,262,460.52	1,262,460.52	
(12)Related party transaction between The Works Community Management Co., Ltd., a subsidiary, and person as follows:				
1. Ananda MF Asia Taopoon Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Taopoon Co., Ltd.	Revenue from	150,000.00	581,687.68	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Taopoon Co., Ltd., a joint venture.  The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accomodation which was a normal business transaction of the Company
	Service			
2. Ananda MF Asia Asoke Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Asoke Co., Ltd.	Revenue from	100,000.00	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Asoke Co., Ltd., a joint venture.  The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects before based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.
	Service			

Person with Possible Conflict of Interest	Type of Business	Transaction Value (Baht)		Opinion of the Audit Committee
		As of 31 Dec 2018	As of 31 Dec 2017	
3. Ananda MF Asia Samyan Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Samyan Co., Ltd.	Revenue from Service	100,000.00	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Samyan Co., Ltd., a joint venture. The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.
4. Ananda MF Asia Udomsuk Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Udomsuk Co., Ltd.	Revenue from Service	702,333.33	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Udomsuk Co., Ltd., a joint venture. The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.
5. Ananda MF Asia Phetchaburi Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Phetchaburi Co., Ltd.	Revenue from Service	446,666.67	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Phetchaburi Co., Ltd., a joint venture. The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.
6. Ananda MF Asia Chongnonsi Co., Ltd. This company is a joint venture with a 51% stake held by the Subsidiary and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Chongnonsi Co., Ltd.	Revenue from Service	100,000.00	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Chongnonsi Co., Ltd., a joint venture. The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.
7. Ananda MF Asia Saphankhwai Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Saphankhwai Co., Ltd.	Account Receivable	107,000.00	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Saphankhwai Co., Ltd., a joint venture.
	Revenue from Service	100,000.00	-	The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.
8. Ananda MF Asia Bangchak Co., Ltd. This company is a joint venture with a 51% stake held by the Company and Ms. Patcharavalai Ruangkritya is the authorized directors of Ananda MF Asia Bangchak Co., Ltd.	Account Receivable	107,000.00	-	The transaction was executed between The Works Community Management Co.,Ltd. and Ananda MF Asia Bangchak Co., Ltd., a joint venture.
	Revenue from Service	100,000.00	-	The Audit Committee acknowledged that such service income derived from the condominium management services of the joint venture projects based on the criteria of the determination of service fees and manual of accommodation which was a normal business transaction of the Company.

**(13) Related party transaction between Ananda MF Asia Bangna Co., Ltd., a joint venture company and person as follows:**

1. Mr. Tanyalak Nunthanavorasiri He is a director and executive of Ananda Development PLC.	Revenue Received in Advance	399,800.00	361,800.00	The transaction was executed between Ananda MF Asia Bangna Co., Ltd., and Mr. Tanyalak Nunthanavorasiri. The Audit Committee acknowledged that such income received in advance derived from sale of the condominium unit based on the Agreement, which was a normal business transaction of the Company
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## 2 TRANSACTION WITH POSSIBLE CONFLICT OF INTEREST

The Company's Board of Directors and executives are consciously cautious about possible conflicts of interest and connected transactions, and therefore carefully, fairly and transparently consider such transactions were charged at fair value or market price or agreed price at the normal course of business and fair and at arms' length basis. Where there is an event, at a Board of Directors' meeting, that a director happens to have any conflict of interest in a particular agenda, such director would abstain from voting and withdraw from the meeting at the consideration of the related matter. The Company has also set necessary measures for practices as follows:

### 1. Measures or Procedures for Approving Connected Transactions

In the event of any connected transaction of the Company with a person having a possible conflict of interest or an interest therein, the Audit Committee will provide an opinion on the necessity of the transaction, where the terms and conditions of such connected transaction must be consistent with the market practices and the transaction price must be appraisable and comparable with market prices. In the event that there is no benchmark price, the transaction price must be reasonable and in the best of the Company and its shareholders. In the event that the Audit Committee does not have essential expertise to evaluate the connected transaction, the Company will engage an independent expert to provide an opinion on the connected transaction to be considered by the Board of Directors, the Audit Committee or the shareholders' meeting, as the case may be. The person having a possible conflict of interest or an interest in the matter shall not be entitled to vote on such connected transaction. In addition, details of connected transactions will be disclosed in the notes to the financial statements, audited or reviewed by the external auditor, in the Company's annual report and annual registration statement.

### 2. Policy on Future Connected Transactions

For any future connected transaction, the Company shall comply with the Securities and Exchange Act, regulations, notifications, orders or rules of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as Thailand's generally accepted accounting principles in respect of information disclosure on related persons or businesses as prescribed by the Certified Public Accountant Association of Thailand, and the Company's regulations.

Should the Company enter into a connection, it will arrange for the Audit Committee to provide an opinion as to the appropriateness of such transaction. In the event that the Audit Committee does not have essential expertise to consider the connected transaction, the Company will engage an independent expert, e.g. a professional appraiser, to provide an opinion on the connected transaction. Such opinion of the Audit Committee or the expert will be used to support a decision of the Board of Directors or shareholders' meeting, as the case may be. This is to ensure that the transaction will not result in a misappropriation of benefits between the Company or its shareholders but is executed in the best interest of all shareholders.

The Company and its subsidiaries agree not to enter into any connected transaction with their directors, executives or related persons of the Company or its subsidiaries, unless such transaction has been executed under normal commercial terms in the same manner as a reasonable person would agree with a general counterparty under the similar circumstances, without influential commercial bargaining power of an individual in the status of a director, executive or related person.

The Audit Committee shall review business transactions with related parties and list of related persons on a quarterly basis.

# REPORT OF THE GOOD CORPORATE GOVERNANCE COMMITTEE

Dear Shareholders,

The Board of Directors of Ananda Development Public Company Limited has appointed the Corporate Governance Committee to define the system with structures and processes of relationship between the Board of Directors, the management, and shareholders in order to create competitiveness, resulting in growth and increased value to shareholders in the long term by taking into account all groups of stakeholders. The Corporate Governance Committee consists of two independent directors and one executive director. Details are as follows:

1. Dr. Narongchai Akrasanee Chairman of the Corporate Governance Committee
2. Mr. Nopporn Thepsithar Member of the Corporate Governance Committee
3. Mr. Chanond Ruangkritya Member of the Corporate Governance Committee

## Performance of the Corporate Governance Committee in 2018

The Corporate Governance Committee held a total of 1 meeting by performing its duties under the scope of authorities and responsibilities set forth in the Corporate Governance Committee Charter approved by the Board of Directors which can be summarized as follows:

### 1. Ensuring compliance with applicable laws, regulations and best practices

- To ensure compliance with good corporate governance principles by taking into account the rights of shareholders, fair treatment of shareholders, role of stakeholders, disclosure and transparency, as well as responsibilities of the Board of Directors in accordance with the good corporate governance guidelines of the Stock Exchange of Thailand (SET), which resulted in an excellent CG score evaluated by the SET for 2 consecutive years.
- To supervise the implementation of corporate governance practices in order to comply with laws, rules and regulations related to the Company.

### 2. Securing compliance with corporate governance and business code of conduct

- To consider and apply the Corporate Governance principles (CG Code) of the Office of Securities and Exchange Commission (SEC) to the good corporate governance principles of the Company.
- To approve the corporate governance plan and operational supervision plan for the year 2019
- To review the Corporate Governance report disclosed in the 2018 Annual Report to ensure that the disclosure is complete, correct, and in compliance with good corporate governance guidelines of the Company.
- To encourage directors and the management to attend the seminar program related to the role, duties, and responsibilities of directors and the management. In 2018, the Company has invited the SEC to provide knowledge and exchange views on acquisition or disposition transactions, and connected transactions.

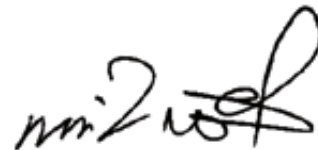


### 3. Performance, assessment and development

- To determine dates for the Corporate Governance Committee' meetings for the entire year in order to consider and acknowledge the performance of the Corporate Governance Committee and report to the Board of Directors for acknowledgment, as well as provide recommendations regarding the Company's corporate governance.
- To review and update the Corporate Governance Committee Charter and policies to be most updated and in accordance with changes in rules and regulations.

The Corporate Governance Committee is committed to performing its duties to ensure the operation with transparency and accuracy in accordance with guidelines set by the principles of good corporate governance for the maximum benefits which will result in value-added creation for the Company in the long term.

On behalf of the Corporate Governance Committee



(Dr. Narongchai Akrasanee)

Chairman of the Corporate Governance Committee

# REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Shareholders,

The Board of Directors of Ananda Development Public Company Limited has appointed the Nomination and Remuneration Committee to consider the criteria and the process for selecting qualified candidates for the director position of the Company and consider nominating persons according to the nominating process including the criteria and forms of remuneration for directors and the President and Chief Executive Officer as per the good corporate governance guidelines. The Nomination and Remuneration Committee comprises of 5 directors as follows:

1. Dr. Narongchai Akrasanee	Chairman of the Nomination and Remuneration Committee
2. Mr. Poolsak Tansitthipun	Member of the Nomination and Remuneration Committee
3. Mr. Nopporn Thepsithar	Member of the Nomination and Remuneration Committee
4. Mr. Wiboon Rasmeepaisarn	Member of the Nomination and Remuneration Committee
5. Mr. Chanond Ruangkritya	Member of the Nomination and Remuneration Committee

## Summary on the Nomination and Remuneration Committee's Performance in 2018

Nomination and Remuneration Committee held a total of two meetings to perform their duties and responsibilities set forth in the Charter as approved by the Board of Directors as follows:

### 1. Directors Nomination

- To consider the nomination of directors who are retired by rotation at the annual general meeting of shareholders in 2018, the Company provided the opportunity for shareholders to nominate candidates to appoint as the Company's directors for two months in advance and no shareholders proposed any candidates for election as the Company's directors. The Nomination and Remuneration Committee therefore proposed the name of Mr. Poolsak Tansitthipun, Mr. Wiboon Rasmeepaisarn and Miss Patcharavalai Ruangkritya, all of them are qualified as prescribed by laws and in accordance with the business strategy of the Company to hold the position of director for another term. The shareholders' meeting has approved the same as recommended by the Nomination and Remuneration Committee.

### 2. Compensation

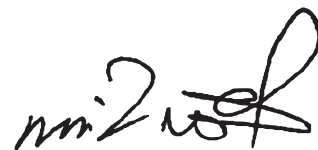
- To consider and propose to the Board of Directors to determine the remuneration for directors and sub-committees for the year 2018, based on the performance of the Board of Directors, economic situation and the operating results of the Company, compared with the survey of remuneration for directors in similar industries and businesses. The Committee agreed to keep the same policy and forms of compensation as the previous year and approved by the Annual General Meeting of Shareholders for the year 2018 as proposed.
- To consider the performance evaluation and annual remuneration for the year 2018 of the President and Chief Executive by considering the performance results as well as the assigned duties and responsibilities.

### 3. Improvement and development of duties

- To arrange for the performance evaluation of the Nomination and Remuneration Committee for the year 2018 and report the evaluation results to the Board of Directors and disclosed in the annual report of the Company;
- To review and revise the Charter of the Nomination and Remuneration Committee to be updated and in accordance with various rules that may change;
- To determine the succession plan of the management position for continuity in operations

Nomination and Remuneration Committee committed to perform duties and responsibilities to ensure transparency and accuracy in accordance with the principles of good corporate governance for the maximum benefits that will result in creating additional value for the Company in the long run.

On behalf of the Nomination and Remuneration Committee



(Dr. Narongchai Akrasanee)

Chairman of the Nomination and Remuneration Committee

# REPORT OF THE RISK MANAGEMENT COMMITTEE

Dear Shareholders,

In order to continue to make ANANDA's business grow sustainably according to the Company vision, the Board of Directors are committed to establishing and managing business risks effectively, in order to ensure that the Company's business has sustainable growth in line with vision and mission to our stakeholders.

Risk Management Committee, as legally appointed by the Board of Directors, comprises independent directors, executive directors, and executive management level persons. Together, they are accountable for risk assessment and risk mitigation throughout the company (or enterprise risk management) in all business aspects. In addition, Risk Management Committee were supported our operation by promotion, following and monitoring the processes have efficiency with a good corporate governance. Furthermore, The Risk Management Committee's accountability also covered to monitoring the result of the operation to ensure that ANANDA which has a competitiveness and bring the value creation for the business and long-term stability. According to the Risk Management Committee Charter, Risk Management Committee's general meeting will be organized on a quarterly basis. Extraordinary meetings shall be organized as required. During 2018, there were 14 official Risk Management Committee meetings organized. The responsibilities of the Risk Management Committee were following:-

1. To consider and risk assessment of the Strategy, Business Plan and Annual Budget to ensure that our strategy, business plan and budget with effective and efficiency. Also, our plan can make a value creation with a sustainable growth for us.
2. To assessment, following and monitoring the Enterprise Risk Management and Mitigation plans. To ensure that the result is operation is meet our expectation such as objectives, strategy and business. Furthermore, for proving the mitigation plan can adopt with the effective and a competitiveness.
3. To consider and risk assessment for investment in the project development which are developed by ANANDA and our group of companies. To ensure that the investments are comply with the investment policy and monitoring and/or preventive the risk from each project has a risky under the risk appetite.
4. According to the disruptive of innovation and technology were impact with the business. To reduce of disruption risk, the Company has a direction to invest in the new business aim to make the revenues and expand the business under the sustainable growth concept. Risk Management Committee's accountabilities to consider and risk assessment for the investment in new business matters. To ensure that the investment is comply with our strategy by review, monitor and suggestion the mitigation plan to reduce and/or preventive of risks from investment is under our risk appetite
5. To consider the risk management policy, risk management structure, mitigation plan, and reviewed the Risk Management Committee Charter.



6. Monitoring and following the Sub-Risk Management Committee's performance. Risk Management Committee appoint the Sub-Risk Management Committee to responsibilities to assessment the risk from land acquisition, key terms of selling and purchase agreement to ensure that the mitigation plans is reduce or preventive the risk under our risk appetite.
7. To consideration the established and/or amendment the policies such as Investment in Project Development Policy, Investment in Joint-Venture Policy, Control Subsidiaries and Affiliated Compony Policy. To ensure that ANANDA has the appropriated of internal control and good corporate governance and create the most benefit to the Company.
8. To implement the Risk Management framework is comply with the international standard by adopted with COSO-Enterprise Risk Management 2017. To ensure that the Risk Management is appropriate, effective by reduce and/or preventive the risk under the risk appetite. Furthermore, support the corporate to achieve the business plan.
9. Work closely with Audit Committee to ensure that the Company appropriately and effectively abides by the appropriated of Internal Control and Good Corporate Governance. As well as to comply with technological changes and innovations to support new businesses in the future.

Regarding to the Committee monitored the risk management procedures, and mitigation of residual risk to ensure that risks are contained within the acceptable level, and protective measures are exercised to support and enhance the Company's objectives and targets and be able to appropriately render maximized benefits to the business, shareholders, and stakeholders.



(Mr.Nopporn Thepsithar)

Chairman of Risk Management Committee

# **FINANCIAL STATUS AND PERFORMANCE**







# FINANCIAL INFORMATION

## SUMMARY OF INDEPENDENT AUDITOR'S REPORTS IN THE PAST 3 YEARS

- **Summary of Independent Auditor's report as of 31 December 2018**

By Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521 EY Office Limited, gave an opinion in conclusion as follows.

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended. Nothing has come to my attention that causes me to believe that the accompanying financial information is not prepared, in all material respects.

- **Summary of Independent Auditor's report as of 31 December 2017**

By Rungnapa Lertsuwankul, Certified Public Accountant (Thailand) No. 3516 EY Office Limited, gave an opinion in conclusion as follows.

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended. Nothing has come to my attention that causes me to believe that the accompanying financial information is not prepared, in all material respects.

- **Summary of Independent Auditor's report as of 31 December 2016**

By Sophon Permsirivallop, Certified Public Accountant (Thailand) No. 3182 EY Office Limited, gave an opinion in conclusion as follows.

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended. Nothing has come to my attention that causes me to believe that the accompanying financial information is not prepared, in all material respects.

Summary of Statement of Financial Position and Statement of Comprehensive Income for the Year-Ended 2016 - 2018

(Consolidated)

Statement of Financial Position	31 December 2018		31 December 2017		31 December 2016	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	4,713.91	11.34	2,063.40	6.91	2,182.74	8.61
Current investment	200.25	0.48	-	-	500.06	1.97
Trade and other receivables	772.70	1.86	1,071.72	3.59	369.08	1.46
Real estate development costs	17,350.69	41.73	13,108.39	43.89	12,352.09	48.70
Advance payments for purchase of project land and related costs	331.70	0.80	1,431.29	4.79	38.21	0.15
Other current assets	4,634.04	11.14	4,486.59	15.02	3,303.26	13.02
<b>Total current assets</b>	<b>28,003.29</b>	<b>67.35</b>	<b>22,161.39</b>	<b>74.20</b>	<b>18,745.44</b>	<b>73.91</b>
<b>Non-current assets</b>						
Restricted financial institution deposits/withdrawal conditions	268.43	0.65	284.43	0.95	288.45	1.14
Investments in joint ventures	8,297.12	19.96	4,464.16	14.83	3,329.06	13.12
Long-term loans to and interest receivable from related parties	2,605.78	6.27	1,305.05	4.37	1,505.43	5.93
Investment properties	464.49	1.12	356.10	1.19	267.57	1.05
Property, buildings and equipment	684.01	1.64	813.52	2.72	902.50	3.56
Intangible assets	287.87	0.69	209.65	0.70	185.68	0.73
Leasehold rights	717.99	1.73	132.92	0.45	-	-
Other non-current assets	244.16	0.59	176.74	0.59	141.78	0.56
<b>Total non-current assets</b>	<b>13,569.85</b>	<b>32.65</b>	<b>7,742.57</b>	<b>25.80</b>	<b>6,620.47</b>	<b>26.09</b>
<b>Total assets</b>	<b>41,573.14</b>	<b>100.00</b>	<b>29,903.96</b>	<b>100.00</b>	<b>25,365.91</b>	<b>100.00</b>
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Short-term loans from financial institutions	5,671.75	13.64	1,498.57	5.02	854.02	3.36
Trade and other payables	1,736.20	4.18	1,140.83	3.82	1,382.88	5.45
Advances received from customers	805.74	1.94	749.70	2.51	541.98	2.14
Current portion of long-term debentures	1,497.93	3.60	1,999.13	6.69	4,994.65	19.69
Current portion of long-term loans	411.99	0.99	636.26	2.13	149.92	0.59
Other current liabilities	2,480.94	5.97	2,015.11	6.74	1,623.44	6.40
<b>Total current liabilities</b>	<b>12,604.55</b>	<b>30.32</b>	<b>8,039.60</b>	<b>26.91</b>	<b>9,546.89</b>	<b>37.63</b>
<b>Non-current liabilities</b>						
Long-term loans — net of current portion	831.80	2.00	246.79	0.83	947.32	3.73
Long-term debentures	9,982.07	24.01	7,980.17	26.72	3,991.42	15.74
Other non-current liabilities	165.74	0.40	177.59	0.48	125.94	0.50
<b>Total non-current liabilities</b>	<b>10,979.61</b>	<b>26.41</b>	<b>8,404.55</b>	<b>28.03</b>	<b>5,064.68</b>	<b>19.97</b>
<b>Total liabilities</b>	<b>23,584.16</b>	<b>56.73</b>	<b>16,444.15</b>	<b>54.94</b>	<b>14,611.57</b>	<b>57.60</b>



Statement of Financial Position	31 December 2018		31 December 2017		31 December 2016	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Shareholders' Equity</b>						
Issued and fully paid up share capital	333.30	0.80	333.30	1.12	333.30	1.31
Share premium on ordinary shares	5,130.09	12.34	5,150.40	17.24	5,159.49	20.34
Subordinated perpetual debentures	5,000.00	12.03	3,000.00	10.04	2,000.00	7.88
Retained earning	5,488.56	13.20	3,909.24	13.09	3,258.08	12.84
Other components of shareholders' equity	3.29	0.01	3.38	0.01	3.47	0.01
<b>Equity attribute to owners of the Company</b>	<b>15,955.24</b>	<b>38.38</b>	<b>12,396.32</b>	<b>41.50</b>	<b>10,754.34</b>	<b>42.40</b>
Non-controlling interests of the subsidiary	2,033.74	4.89	1,063.49	3.56	-	-
<b>Total shareholders' equity</b>	<b>17,988.98</b>	<b>43.27</b>	<b>13,459.81</b>	<b>45.06</b>	<b>10,754.34</b>	<b>42.40</b>
<b>Total liabilities and shareholders' equity</b>	<b>41,573.14</b>	<b>100.00</b>	<b>29,903.96</b>	<b>100.00</b>	<b>25,365.91</b>	<b>100</b>

Comprehensive Income	31 December 2018		31 December 2017		31 December 2016	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Revenues</b>						
Revenues from sales of real estate	5,904.69	59.44	8,931.91	72.02	9,780.36	83.38
Revenues from sales and services	4,028.83	40.56	3,470.19	27.98	1,949.56	16.62
<b>Total revenues</b>	<b>9,933.52</b>	<b>100.00</b>	<b>12,402.10</b>	<b>100.00</b>	<b>11,729.92</b>	<b>100.00</b>
<b>Cost of Goods sold</b>						
Cost of real estate sold	4,260.85	42.89	(6,060.37)	(48.87)	(6,472.92)	(55.18)
Cost of sales and services	2,688.85	27.07	(1,986.06)	(16.01)	(1,214.07)	(10.35)
<b>Total cost of goods sold</b>	<b>6,949.70</b>	<b>69.96</b>	<b>(8,046.43)</b>	<b>(64.88)</b>	<b>(7,686.99)</b>	<b>(65.53)</b>
<b>Gross profit</b>	<b>2,983.82</b>	<b>30.04</b>	<b>4,355.67</b>	<b>35.12</b>	<b>4,042.93</b>	<b>34.47</b>
Selling and administrative expenses	(2,912.26)	(29.32)	(2,575.62)	(20.77)	(2,515.63)	(21.45)
<b>Operating profit</b>	<b>71.56</b>	<b>0.72</b>	<b>1,780.05</b>	<b>14.35</b>	<b>1,527.30</b>	<b>13.02</b>
Other expense	(173.21)	(1.74)	-	-	-	-
Other income	621.24	6.25	548.05	4.42	499.86	4.26
Share of profit (loss) from investments in joint ventures	2,341.25	23.57	(341.52)	(2.75)	115.42	0.98
<b>Profit before finance cost and income tax expenses</b>	<b>2,860.84</b>	<b>28.80</b>	<b>1,986.58</b>	<b>16.02</b>	<b>2,142.58</b>	<b>18.26</b>
Finance Cost	(368.31)	(3.71)	(285.23)	(2.30)	(334.84)	(2.85)
<b>Profit before income tax expenses</b>	<b>2,492.53</b>	<b>25.09</b>	<b>1,701.35</b>	<b>13.72</b>	<b>1,807.74</b>	<b>15.41</b>
Income tax expense	(95.01)	(0.96)	(372.90)	(3.01)	(306.30)	(2.61)
<b>Profit for the year</b>	<b>2,397.52</b>	<b>24.14</b>	<b>1,328.45</b>	<b>10.71</b>	<b>1,501.44</b>	<b>12.80</b>

Cash Flow Statement	31 December 2018		31 December 2017		31 December 2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Cash flows from operating activities (Million Baht)	(7,559.79)		(5,688.73)		2,074.45	
Cash flows from investing activities (Million Baht)	164.49		108.32		(4,646.33)	
Cash flows from financing activities (Million Baht)	10,045.81		5,461.07		2,181.23	
<b>Net increase (decrease) in cash and cash equivalents (Million Baht)</b>	<b>2,650.51</b>		<b>(119.34)</b>		<b>(390.65)</b>	

#### Key Financial Information and Ratios

Information and ratios	2018	2017	2016
Total assets	41,573.15	29,903.96	25,365.91
Total liabilities	23,584.16	16,444.15	14,611.57
Total shareholders' equity	17,988.98	12,396.32	10,754.34
Total revenue	10,554.77	12,950.16	12,229.78
Total cost of goods sold	6,949.70	8,046.43	7,697.49
Profit attributable to equity holder of the Company	2,419.43	1,328.45	1,501.44
Quick ratio (time)	0.45	0.39	0.32
Receivable turnover (time)	10.67	17.01	5.78
Average Collection Period (day)	33.75	21.16	65.26
Payable turnover (time)	4.84	6.40	6.29
Payment period (day)	74.31	56.28	57.22
Net profit margin (%)	22.92	10.26	12.30
Debt to Equity ratio (time)	1.31	1.22	1.36
Net Interest-Bearing Debt to Equity Ratio (day)	0.7	0.8	0.8
Current ratio (time)	2.22	2.76	1.96
Interest Coverage ratio <sup>1</sup>	4.42	4.72	4.29

Note 1. Interest Coverage ratio: calculated by EBITDA / interest expense

# MANAGEMENT DISCUSSION AND ANALYSIS

## MANAGEMENT DISCUSSION AND ANALYSIS

The Company and its subsidiaries' operating results for the year ended 31 December 2018 are as follows

(Consolidated)

Statement of Comprehensive Income	31 December 2018		31 December 2017		Increased (Decreased)	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Revenues</b>						
Revenue from Sale of Real Estate	5,904.7	55.9	8,931.9	69.0	(3,027.2)	(33.9)
Revenue from Project Management Services and Commission Income	2,079.7	19.7	2,060.7	15.9	19.0	0.9
Revenue from Construction	1,674.2	15.9	1,208.1	9.3	466.1	38.6
Revenue from Rental and Services	274.9	2.6	201.3	1.6	73.6	36.6
Revenue from Land Sourcing	173.9	1.6	173.0	1.3	0.9	0.5
Other Incomes	447.3	4.2	375.1	2.9	72.3	19.2
<b>Total Revenues</b>	<b>10,554.8</b>	<b>100.0</b>	<b>12,950.2</b>	<b>100.0</b>	<b>(2,395.4)</b>	<b>(18.5)</b>
<b>Cost of Goods Sold</b>						
Cost of Real Estate Sold	4,260.8	40.4	6,060.4	46.8	(1,799.5)	(29.7)
Cost of Project Management Services and Commission Income	903.8	8.6	736.9	5.7	166.9	22.6
Cost of Construction Services	1,534.1	14.5	1,105.8	8.5	428.3	38.7
Cost of Sale and Services	250.9	2.4	143.4	1.1	107.5	75.0
<b>Total Cost of Goods Sold</b>	<b>6,949.7</b>	<b>65.8</b>	<b>8,046.4</b>	<b>62.1</b>	<b>(1,096.7)</b>	<b>(13.6)</b>
<b>Profit before Selling and Administration Expenses</b>	<b>3,605.1</b>	<b>34.2</b>	<b>4,903.7</b>	<b>37.9</b>	<b>(1,298.6)</b>	<b>(26.5)</b>
<b>Selling and Administration Expenses</b>	<b>2,912.3</b>	<b>27.6</b>	<b>2,575.6</b>	<b>19.9</b>	<b>336.7</b>	<b>13.1</b>
Selling Expenses	947.2	9.0	1,111.8	8.6	(164.6)	(14.8)
Administrative Expenses	1,965.1	18.6	1,463.9	11.3	501.2	34.2
Other Expenses	173.2	1.6	-	-	173.2	-
<b>Operating Profit</b>	<b>519.6</b>	<b>4.9</b>	<b>2,328.1</b>	<b>18.0</b>	<b>(1,808.5)</b>	<b>(77.7)</b>
Finance Cost	(368.3)	(3.5)	(285.2)	(2.2)	(83.1)	29.1
Income Tax Expenses	(95.0)	(0.9)	(372.9)	(2.9)	277.9	(74.5)
<b>Profit before Share of Profit from Investments in Joint Ventures</b>	<b>56.3</b>	<b>0.5</b>	<b>1,670.0</b>	<b>12.9</b>	<b>(1,613.7)</b>	<b>(96.6)</b>
Share of Profit (Loss) from Investments in Joint Ventures	2,341.3	22.2	(341.5)	(2.6)	2,682.8	(785.6)
<b>Profit for the Period</b>	<b>2,397.5</b>	<b>22.7</b>	<b>1,328.5</b>	<b>10.3</b>	<b>1,069.0</b>	<b>80.5</b>
Profit Attributable to Non-Controlling Interests	(21.9)	(0.2)	-	-	(21.9)	-
<b>Profit Attributable to Equity Holder of the Company</b>	<b>2,419.4</b>	<b>22.9</b>	<b>1,328.5</b>	<b>10.3</b>	<b>1,091.9</b>	<b>82.1</b>

### **Revenue**

Total revenue in 2018 stood at Baht 10,554.8 million, decreasing Baht 2,395.4 million or 18.5% year on year, mainly from an increase in construction revenue and a decrease in sales of real estate revenue came from the Company and its subsidiaries owned. The Company presently has been developing projects through joint venture companies which was recognized in statement of comprehensive income under the share of profit (loss) from investments in joint ventures.

### **Cost of Goods Sold and Operating Expenses**

2018 total cost of goods sold was Baht 6,949.7 million, dropping Baht 1,096.7 million or 13.6% year on year, which was in line with a decrease in total revenue. A drop in total cost of goods sold was due mostly to a decline in cost of real estate sold. 2018 cost of real estate sold accounted for Baht 4,260.8 million, dropping Baht 1,799.6 million or 29.7% from the previous year.

### **Selling and Administrative Expenses**

Selling expenses in 2018 dropped Baht 164.6 million or 14.8% year on year to Baht 947.2 million. Meanwhile, administrative expenses rose Baht 501.2 million or 34.2% from the previous year to Baht 1,965.1 million, due mostly to business expansion to support the company's long-term growth. During the year, the Company recognised loss on diminution in value of property development for sales, land held for development, investment property, and land, building, and equipment under other expenses of Baht 173.2 million.

### **Finance Costs**

2018 finance cost of the Company was Baht 368.3 million, increasing Baht 83.1 million or 29.1% year on year mainly because of an increase in debentures issuance in 2018. As of 31 December 2018, the Company's Net Interest Bearing Debt to Equity Ratio (Net IBD/E ratio) stood at 0.7 time. The Company expected to maintain its preferred measure of leverage, Net IBD/E ratio, below 1 time as its long-term target.

### **Share of Profit (Loss) from Investments in Joint Ventures**

2018 share of profit from investment in joint ventures accounted for Baht 2,341.3 million, an increase of Baht 2,682.8 million from the previous year due mainly to the recognition profits from 8 joint venture projects which were completed and started to transfer during the year.

### **Income Tax Expenses**

The Company and its subsidiaries' income tax expenses in 2018 accounted for Baht 95.0 million, dropping Baht 277.9 million or 74.5% from the previous year because the Company presently has been developing the projects through joint venture companies which income tax expenses were netted of under the share of profit (loss) from the investments in joint ventures.

### **Profit Attributable to Equity Holder of the Company**

For the year ended 2018, the Company and its subsidiaries recorded its Profit attributable to equity holder of the company of Baht 2,419.4 million, significantly rising Baht 1,091.9 million or 82.1% from the previous year, driven mainly by an increase in share of profit from investments in joint ventures. A significant increase in net profit of the Company was due to the company efforts on the business growth in the form of joint venture projects with its strategic partners, Mitsui Fudosan.

## STATEMENT OF FINANCIAL POSITION

### Assets

As of 31 December 2018, total assets of the Company and its subsidiaries were Baht 41,573.1 million, an increase of Baht 11,669.2 million or 39.0 percent from total assets of Baht 29,904.0 million in 2017. The return on asset ratio as of 31 December 2018 equaled to 6.8 percent. Details of major changes in assets are as follows:

- **Trade and Other Receivables**

The Company has a policy to recognize revenue from the sale of real estate upon the ownership transferred to customers. For advance payment, deposits and contractual payments, they shall not be recognized as revenue and shall be recorded as advance payments received from customers. Therefore, the Company does not have trade receivables from the sale of real estate. In this regard, the Company's trade receivables are the pending collection of project management fees, which are mainly connected transactions.

As of 31 December 2018, trade and other receivables were Baht 772.7 million, equivalent to 1.9 percent of total assets, decreased from the year 2017 by Baht 299.0 million. Main factors came from a reduction of advance payment that the Company received from its joint venture companies.

- **Real Estate Development Costs**

Costs associated with real estate development incurred prior to the transfer of ownership shall be recorded as real estate development costs in the Company's and subsidiaries' statement of financial position, and subsequently recognized as real estate development costs in the statement of comprehensive income upon the transfer of ownership to customers. As of 31 December 2018, net costs of real estate development amounted to Baht 17,350.7 million, or equivalent to 41.7 percent of the consolidated total assets, an increase of Baht 4,242.3 million or 32.4 percent from Baht 13,108.4 million in 2017.

- **Current Portion of Long-term Loans to and Accrued Interest Receivables from Related Parties**

As of 31 December 2018, the Company's current portion of long-term loans to and accrued interest receivables from related parties were Baht 2,669.2 million, a decrease of Baht 46.8 million from the year 2017, which was equal to Baht 2,716.0 million. The entire long-term loans and accrued interest receivables are owned by a group of joint venture companies, in accordance with the joint venture agreement that the shareholders of joint venture shall provide financial supports for project development, which is unsecured loan and carries interest at the rate of 6 percent.

- **Advance Payments for Constructions**

A real estate developer generally outsources contractors to deal with construction works for its and subsidiaries' project development, and these contractors typically require advance payments. The Company and subsidiaries shall deduct a part of each periodical payment made to them in order to offset such amount against the advance payments until the entire payment made upfront has been fully recovered, and also deduct another part as retention proceeds, which will be returned to the contractors after the retention period of the construction works has come to an end. As of 31 December 2018, the Company and subsidiaries recorded advance payments for constructions of Baht 284.6 million, an increase of Baht 167.4 million from Baht 117.2 million in 2017, which was in line with an increase in project development from the year 2017.

- **Advance Payments for Land Acquisition and Related Costs**

As of 31 December 2018, the Company made land deposit payments for project development totaling Baht 331.7 million, a decrease of Baht 1,099.6 million from Baht 1,431.3 million in 2017.

- **Investments in Joint Venture**

Since 2013, the Company has entered into joint venture agreements on mutual development of condominium projects with SEAIS and Mitsui Fudosan Asia Thailand Co., Ltd., subsidiaries of Mitsui Fudosan Co., Ltd. which is one of major real estate developers in Japan, to mutually develop condominium projects.



As of 31 December 2018, the Company had investments in 26 joint venture projects, increased by 5 projects from the year 2017. Details are as follows;

Company	Project	Book value according to Equity method (Million Baht)
Ananda MF Asia Ratchathewi Co., Ltd.	Ideo Q Siam-Ratchathewi	400.8
Ananda MF Asia Asoke Co., Ltd.	Ashton Asoke	743.0
Ananda MF Asia Samyan Co., Ltd.	Ashton Chula-Silom	662.1
Ananda MF Asia Chidlom Co., Ltd.	Ideo Q Chidlom-Phetchaburi	328.4
Ananda MF Asia Bangna Co., Ltd.	Ideo O2	526.2
Ananda MF Asia Chongnonsri Co., Ltd.	Ashton Silom	271.7
Ananda MF Asia Taopoon Co., Ltd.	Ideo Mobi Bangsue-Grand Interchange	218.6
Ananda MF Asia Thaphra Co., Ltd.	Ideo Thaphra Interchange	243.4
Ananda MF Asia Petchaburi Co., Ltd.	Ideo Mobi Asoke	316.4
Ananda MF Asia Udomsuk Co., Ltd.	Ideo Mobi Sukhumvit 66	247.4
Ananda MF Asia Saphankhwai Co., Ltd.	Ideo Phaholyothin-Chatuchak	335.9
Ananda APAC Bangchak Co., Ltd.	Ideo Sukhumvit 93	463.9
Ananda MF Asia Pharam 9 Co., Ltd.	Ashton Asoke-Rama 9	328.9
Ananda MF Asia Victory Monument Co., Ltd.	Ideo Q Victory	141.9
Ananda MF Asia Udomsuk Two Co., Ltd.	Elio Del Nest	303.7
Ananda MF Asia Thonglor Co., Ltd.	Ideo Q Sukhumvit 36	190.1
Ananda MF Asia Ramkamhaeng Co., Ltd.	Ideo New Rama 9	173.0
Ananda MF Asia Sena Ni-khom Co., Ltd.	Elio Del Moss Phaholyothin 34	370.2
Ananda MF Asia Ratchaprarop Co., Ltd.	Ideo Mobi Rangnam	268.7
Ananda MF Asia Pharam 9 Two Co., Ltd.	Ideo Rama 9-Asoke	574.5
Ananda MF Asia Wongwian Yai Co., Ltd.	Ideo Sathorn-Wongwian Yai	216.6
Ananda APAC1 Co., Ltd.	Ideo Mobi Sukhumvit Eastpoint	186.5
Ananda MF Asia Wutthakat Co., Ltd.	ELIO Sathorn—Wutthakat	273.4
Ananda MF Asia Sutthisan Co., Ltd.	Ideo Ratchada-Sutthisan	130.5
Ananda and Partners Saphankhwai One Co., Ltd.	Future project	373.1
Ananda SU LTD	Invest in other businesses	8.2
<b>Total</b>		<b>8,297.1</b>

- **Long-term Loans to and Accrued Interest Receivables from Related Parties**

As of 31 December 2018, the Company had long-term loans to and accrued interest receivables from related parties of Baht 5,275.0 million, an increase of Baht 1,253.9 million from Baht 4,021.0 million in 2017, which include current portion due within one year equal to Baht 2,669.2 million and Baht 2,716.0 million in 2018 and 2017, respectively. The entire long-term loans and accrued interest receivables were executed by the joint venture companies according to the joint venture agreement that the shareholders of joint venture shall provide financial supports for project development, which is unsecured loan and carries interest at the rate of 6 percent. Details are as follows;

Company	Loan amount and accrued interest receivables (Million Baht)		Principal and interest payment due date
	As of 31 Dec 18	As of 31 Dec 17	
Ananda MF Asia Ratchathewi Co., Ltd.	-	328.8	30 June 2019
Ananda MF Asia Asoke Co., Ltd.	530.4	487.9	30 June 2020
Ananda MF Asia Samyan Co., Ltd.	-	468.1	30 December 2019
Ananda MF Asia Chidlom Co., Ltd.	46.6	224.6	30 June 2019
Ananda MF Asia Bangna Co., Ltd.	142.4	344.6	30 December 2019
Ananda MF Asia Chongnonsri Co., Ltd.	459.7	286.4	30 December 2019
Ananda MF Asia Taopoon Co., Ltd.	267.1	199.2	30 December 2019
Ananda MF Asia Thaphra Co., Ltd.	309.6	242.7	30 December 2019
Ananda MF Asia Petchaburi Co., Ltd.	297.2	133.8	28 June 2019
Ananda MF Asia Saphankhwai Co., Ltd.	245.1	182.3	30 December 2019
Ananda APAC Bangchak Co., Ltd.	14.9	163.3	7 December 2019
Ananda MF Asia Pharam 9 Co., Ltd.	334.0	315.6	31 May 2020
Ananda MF Asia Victory Monument Co., Ltd.	185.0	175.0	30 September 2019
Ananda MF Asia Udornsuk Co., Ltd.	191.4	79.1	30 November 2019
Ananda MF Asia Thonglor Co., Ltd.	111.6	105.5	28 February 2020
Ananda MF Asia Ramkamhaeng Co., Ltd.	186.9	78.2	31 August 2019
Ananda MF Asia Udornsuk Two Co., Ltd.	243.1	131.2	28 June 2019
Ananda MF Asia Ratchaprarop Co., Ltd.	230.5	74.9	31 January 2020
Ananda MF Asia Wongwian Yai Co., Ltd.	80.1	-	31 December 2019
Ananda MF Asia Pharam 9 Two Co., Ltd.	300.3	-	28 February 2020
Ananda MF Asia Sena Ni-khom Co., Ltd.	491.3	-	31 July 2020
Ananda APAC1 Co., Ltd.	168.0	-	31 August 2020
Ananda MF Asia Wutthakat Co., Ltd.	51.6	-	31 May 2021
Ananda MF Asia Sutthisan Co., Ltd.	103.1	-	31 July 2020
Ananda and Partners Saphankhwai One Co., Ltd.	285.0	-	31 January 2022
Less Current Portion due within 1 year	(2,669.2)	(2,716.0)	
<b>Total</b>	<b>2,605.8</b>	<b>1,305.0</b>	

- **Investment Properties**

From 2012 onwards, the Company and subsidiaries have reclassified items under “real estate development costs,” specifically for the areas leased out to retail shops in its condominium projects, to “investment properties” items for the fact that such areas are not for sale, but held by the Company and subsidiaries for lease-out to retail shops. As of 31 December 2018, investment properties of the Company and subsidiaries totaled Baht 464.5 million.

- **Land Leasehold Rights**

The Company has leased 5 land plots with a net present value as of 31 December 2018 of Baht 718.0 million to develop a service apartment project in the future.

- **Property, Buildings and Equipment**

As of 31 December 2018, net amount of property, buildings and equipment was Baht 684.0 million, a decrease of Baht 129.5 million, or 15.9 percent from Baht 813.5 million recorded in 2017. The decrease arose mainly from depreciation made in accordance with the general accounting standards over the useful lives of assets.

- **Intangible Assets**

As of 31 December 2018, net intangible asset amounted to Baht 287.9 million, an increase of Baht 78.2 million from Baht 209.7 million in 2017. The intangible assets consisted of computer software programs.

## **Liabilities**

As of 31 December 2018, total liabilities of the Company and subsidiaries amounted to Baht 23,584.2 million, an increase of Baht 7,140 million, or 43.4 percent from Baht 16,444.2 million in 2017. Details of major changes in liabilities are as follows:

- **Trade and Other Payables**

As of 31 December 2018, the Company and subsidiaries had trade and other payables of Baht 1,736.2 million or equivalent to 4.2 percent of total liabilities and shareholders’ equity. The figure increased from 2017 by Baht 595.4 million or 52.2 percent.

- **Short-term Loans from Financial Institutions**

As of 31 December 2018, the Company and subsidiaries had short-term loans from financial institutions of Baht 5,671.8 million, an increase of Baht 4,173.2 million or 278.5 percent from Baht 1,498.6 million in 2017. These short-term loans were drawn to support acquisition of land for real estate project development.

- **Debentures**

As of 31 December 2018, the Company and subsidiaries had a net amount of current portion of long-term debentures of Baht 1,497.9 million, a decrease of Baht 501.2 million or 25.1 percent from 31 December 2017. In addition, the Company had a net long-term debentures, after being deducted by a current portion of long-term debentures of Baht 9,982.1 million, increasing from 31 December 2017 by Baht 2,001.9 million or 25.1 percent. During the year 2018, the Company and subsidiaries issued unsubordinated and unsecured debentures in the first quarter in a total amount of Baht 3,500.0 million, consisting of unsecured debentures in an amount of Baht 1,000.0 million, with a maturity term of 1.7 years and a fixed interest rate of 2.95 percent, and unsecured debentures of Baht 2,500.0 million, with a maturity term of 4 years and a fixed interest rate of 3.95 percent. The aforementioned unsubordinated and unsecured debentures were issued to redeem the unsubordinated and unsecured debentures in an amount of Baht 2,000.0 million which will be due in May 2018 and the remaining Baht 1,500.0 million shall be used to support the future investment of the Company.

- **Advance Payment Received from Customers**

Cash received by the Company and subsidiaries from customers before the date of ownership transfer, e.g. advance payment, deposits and contractual payments, shall be recorded as advance payment received from customers and shall be subsequently recognized as revenue upon the transfer of ownership to customers. Such advance payment, deposits and contractual payments generally account for 10 to 25 percent of selling price, depending on the policy of each project. As of 31 December 2018, advance payment received from customers amounted to Baht 805.7 million, an increase of Baht 56.0 million or 7.5 percent which was consistent with presale recognition of real estate business.

- **Long-term Borrowings**

As of 31 December 2018, a current portion of long-term borrowings was Baht 412.0 million, a decrease of Baht 224.2 million from 31 December 2017 which recorded a said current portion of Baht 636.3 million. In addition, the net long-term borrowings, after being deducted by a current portion was Baht 831.8 million, an increase of Baht 585.0 million from 31 December 2017. The long-term borrowings were mainly used for development of condominium projects and detached house projects of the Company and its subsidiaries.

### **Shareholders' Equity**

As of 31 December 2018, shareholders' equity was Baht 17,989.0 million, accounting for 43.3 percent of total liabilities and shareholders' equity. The shareholders' equity increased from the end of 2017 by Baht 4,529.2 million or 33.6 percent due to profits from continuous success of the Company and subsidiaries in transferring the ownership of condominium units and detached houses. As of 31 December 2018, the return on equity ratio was 15.4 percent.

### **Statement of Cash Flows**

- **Cash Flows from Operating Activities**

In 2018, the Company and subsidiaries had net cash flows used in operating activities of Baht 7,559.8 million, increasing from 2017 by Baht 1,871.1 million in which the Company mainly used money in condominium projects under development in 2018.

- **Cash Flows from Investment Activities**

In 2018, net cash from investing activities of the Company and subsidiaries was Baht 164.5 million. Main items were a decrease in short-term loans to related parties of Baht 3,531.2 million, proceeds from long-term loans to related parties of Baht 1,301.1 million, cash paid for long-term loans to related parties of Baht 2,625.4 million, and cash paid for investment in joint ventures of Baht 2,072.7 million.

- **Cash Flows from Financing Activities**

In 2018, the Company and subsidiaries had net cash flows from financing activities of Baht 10,045.8 million. Main items came from an increase in short-term loans from financial institutions of Baht 6,846.5 million, net cash received from the issuance of debentures after a deduction of debentures due in 2018 of Baht 1,500.0 million, and cash received from short-term loans of Baht 1,527.3 million.

As of 31 December 2018, the Company and subsidiaries had cash and cash equivalents of Baht 4,713.9 million.

### **Auditor's Remunerations**

The Company, by the Audit Committee, has reviewed the qualifications of external auditors, taking into account their independence, appropriateness, accountability, and absence of relationship or interest or conflict of interest with the Company, subsidiaries, management, major shareholders or their related persons. Furthermore, the Audit Committee has annually reviewed and determined audit fee commensurate with the scope of audit work. The Audit Committee shall propose the qualified external auditors and audit fee to the Board of Directors, who shall propose the appointment of external auditors and determination of audit fee to the annual general meeting of shareholders for approval.

In accounting year 2018, the Company, subsidiaries paid audit fee to EY Office Limited in a total amount of Baht 14 million. In addition, the Company, subsidiaries also paid non-audit fee, such as tax examination fee in terms of IT and finance in the past accounting year in a total amount of Baht 5.3 million.

## FACTORS THAT MAY AFFECT FUTURE BUSINESS OPERATIONS OR FINANCIAL POSITION

The Company has persistently conformed to its project development plans, by managing to achieve targets on sales management, construction, unit hand-over and ownership transfer. As a result, the Company has sufficient liquidity to attain continual and solid growth.

### Accounting Policy

#### Financial Reporting Standards Effective in the Current Year

During the current year, the Federation of Accounting Professions issued a number of the revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarification directed towards disclosures in the notes to financial statements.

#### Financial reporting standards that will become effective for the fiscal years beginning on or after 1 January 2019

The Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) including new accounting treatment guidance, which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company and its subsidiaries believe that the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied.

### Economic Volatility and Political Crisis

Global economic volatility and domestic political crisis have inflicted Thailand and consumer sentiment. Consumers may have dwindling purchasing power or decide to hold off their purchases, causing the Company to take longer time in selling its projects which may affect its operating results and financial position.



# FINANCIAL REPORTS







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# REPORT OF THE AUDIT COMMITTEE

## To Shareholders:

The Audit Committee of Ananda Development Public Company Limited has been appointed by the Board of Directors to ensure that the Company performs its duties in compliance with the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The Audit Committee consists of three fully qualified independent directors with expertise and experiences in organization management, laws, and accounting, as the followings;

- |                             |                                 |
|-----------------------------|---------------------------------|
| 1) Mr. Poolsak Tansitthipun | Chairman of the Audit Committee |
| 2) Mr. Wiboon Rasmeepaisarn | Member of the Audit Committee   |
| 3) Mr. Nopporn Thepsithar   | Member of the Audit Committee   |

The Vice President of the Internal Audit Office acts as the Secretary to the Audit Committee.

The Audit Committee has performed its duties as assigned by the Board of Directors and according to the Audit Committee Charter, and in line with the regulations of the Stock Exchange of Thailand by focusing on a review of financial statements, a review of related transactions and connected transactions, a review of compliance with relevant laws and regulations, and a review of internal control in order to enable the Company to operate its business in accordance with main objectives, visions, strategies, and business plans efficiently and effectively under highly competitive competition and rapidly changing business environment, with good corporate governance, proper, accurate, and reliable management, as well as being able to prevent risks in several areas. In addition, the Audit Committee also focused on the external auditors' findings and recommendations by holding a meeting with the external auditors without the presence of the Management, resulting in various improvements to be more appropriate and cautious, as well as development of the Audit Committee and the Internal Audit Department.

In 2018, the Audit Committee held 13 meetings, and performed the following responsibilities:

### 1. Review of financial statements

The Audit Committee, together with the external auditors, the Management and the Internal Audit Office, reviewed the quarterly and annual separate financial statements, as well as the consolidated financial statements of the Company and subsidiaries. The results appeared that the quarterly financial statements were certified by the auditor as "Unqualified", that is, the auditor did not find any evidence to believe that interim financial information was not prepared in accordance with Thai Accounting Standard No. 34, Interim Financial Reporting. And according to the annual financial statements of the Company, financial performance and cash flows for the year then ended were in accordance with Thai Financial Reporting Standards, while material information was adequately and timely disclosed in compliance with the applicable laws and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

### 2. Review of related transactions, connected transactions, or transactions with potential conflicts of interest

The Audit Committee considered and provided opinions on the Company's and subsidiaries' related transactions, connected transactions and transactions with potential conflicts of interest, as well as reviewed a disclosure of such information in order to ensure that the Company had carried out these transactions under normal business conditions with principles and reasons that are appropriate, accurate and complete, in accordance with the rules of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, by taking into account interests of all stakeholders. The Audit Committee has given advice in order for the Management to review and improve normal business conditions to be more caution and suitable for changing environments.

### 3. Review of the Company's compliance with the Securities and Exchange Act, the regulations of the SET and laws related to the Company's business

The Audit Committee agreed that there was no significant issue regarding non-compliance with the Securities and Exchange Act, the regulations of the SET and relevant laws. In this regard, the Company has supervised the compliance with the regulations and the Company's policies.



#### 4. Review of internal control and performance reporting

The Audit Committee reviewed an adequacy of the Company's internal control system by considering reports of the Internal Audit Office which were proceeded in accordance with the plans set by the Audit Committee in 2018, including construction management process, construction cost and quality monitoring, sales management process, condominium juristic persons management process of subsidiaries, management process for conducting a deposit reconciliation statement, general control of information management systems, and work specific control system of key audit matters.

The Audit Committee recommended and followed up the Management to review and revise within the specified period, as well as reviewed and revised policies, causing the Company's internal control system to be more caution and appropriate, without any impact on inefficiency and inflexibility of operation, such as corporate governance policy of subsidiaries and associated companies, investment policy in joint venture companies, loan policy between group companies, net selling price and price discount policy, construction management process to be in line with an approved allocation plan, key quality housing manual, management process of purchase, sales, and utilization of assets in the sales office, advertising media guideline, monitoring and controlling process of PR/PO outstanding, repairing process of houses and condominium projects, etc.

The Audit Committee followed up and accelerated Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) project in order to ensure that the internal control is in accordance with good corporate governance and prevent any risks that may arise.

#### 5. Supervision of internal audit function


The Audit Committee supervised the internal audit function, covering a scope of work, a scope of responsibilities, communication with relevant agencies, independence in auditing performance, by considering the internal audit plans to be in line with the Company's business operating risks, observations from the auditor, reviewing the results of internal audit reports, providing feedback on operation, and following up corrective actions that caused the internal audit performance to be in accordance with specified objectives and plans. In addition, the Audit Committee also spared time for operation of the Management in case of urgent tasks and focused on human resources development of the internal audit department, as well as focused on working together with a risk management department and other departments. The outcomes were satisfying by being able to help the Management in examining and solving problems in various systems, including information technology systems.

#### 6. Consideration of external auditor's nomination and remuneration

The Audit Committee evaluated performance of the external auditor in 2018 and found that the auditor had knowledge, competence, and independence in accordance with the auditing standards by presenting plans in advance and achieving targets, being able to work together with all relevant parties very well, as well as providing very useful suggestions and recommendations to the Company, resulting in improvements in the organization in the future, that were very satisfying. Therefore, the Audit Committee considered selecting EY Office Company Limited to be the auditors in the fiscal year 2019 and also considered appropriate auditor fees for the auditor who has experience in the Company's industry, as well as shall propose to the Annual General Meeting of Shareholders to appoint EY Office Company Limited as the auditor of the Company for another term.

Ms. Pimjai Manitkajohnkit, the external auditor, has performed the duties to express and present her opinions on the financial statements for the year ended December 31, 2018 to the Audit Committee. In this regard, the Audit Committee agreed with the auditor that the said financial statements have duly represented the Company's financial position as of December 31, 2018 as well as operating performance and cash flows for the year then ended accurately, in all material respects, in accordance with financial reporting standards.

In summary, overall, the Audit Committee has an opinion that the Company focused on the internal control system in which a good system shall help prevent, manage risks or damages that may occur to the Company and stakeholders. The Company is committed to performing its duties to ensure that the Company has a good and sufficient internal control system for good corporate governance, the Company's fast moving forward operations, sustainable success, and to be in accordance with goals, objectives, laws, and relevant regulations effectively, resulting in the Company's business evolution into digital age that can protect assets from corruption, damages, and can prepare accurate and reliable accounting reports.



Mr. Poolsak Tansitthipun  
Chairman of the Audit Committee

# REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTS

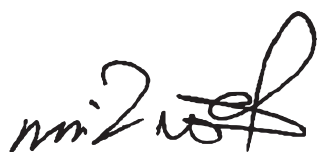
The Board of Directors recognizes its duties and responsibilities, as directors of a listed company, for the Company's separate and consolidated financial reports, as well as other financial information appearing in the Annual Report.

To ensure that the financial reports and information are prepared in accordance with generally accepted accounting standards, under the adoption of and regular adherence to suitable accounting policies alongside the exercise of proper and prudent discretion, so that the shareholders, investors and the public obtain sufficient, accurate and timely information; the Board of Directors has assigned the Audit Committee, being experienced and competent in financial and accounting systems, to consider and select an audit firm that is of internationally-recognized standards and certified by the Office of the Securities and Exchange Commission to be the Company's external auditor.

The Board of Directors has assigned the Audit Committee which comprised of independent directors to be responsible for reviewing the quality of the Company's quarterly and annual financial reports, including giving advice on the internal control in order to ensure that the information in the financial reports is prepared according to the intended objectives and under the good corporate governance system.

Furthermore, the Board of Directors has promoted the Company to comply with the good corporate governance principles along with efficient and effective risk management and internal control systems. This is to ensure that the accounting records are accurate, complete and sufficient for securing the Company's and subsidiaries' assets, and for preventing any material misconduct or malpractice.

The Board of Directors is therefore of the opinion that the Company has adequate and appropriate corporate governance, risk management system and internal control system, thus providing reasonable confidence that financial reports and information of the Company and subsidiaries have been prepared under the financial reporting standards, suitable and consistently-conformed accounting policies, with proper and prudent discretion, as well as with sufficient, accurate and timely information disclosure.



(Dr. Narongchai Akrasanee)  
Chairman of the Board



(Mr. Chanond Ruangkritya)  
President and Chief Executive Officer



# FINANCIAL STATEMENTS

Ananda Development Public Company Limited  
and its subsidiaries  
Report and consolidated financial statements  
31 December 2018



## **Independent Auditor's Report**

To the Shareholders of Ananda Development Public Company Limited

### **Opinion**

I have audited the accompanying consolidated financial statements of Ananda Development Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2018, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Ananda Development Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ananda Development Public Company Limited and its subsidiaries and of Ananda Development Public Company Limited as at 31 December 2018, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### **Basis for Opinion**

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

## **Key Audit Matters**

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

### ***Recognition of revenue from sale of real estate***

Revenue from sale of real estate is the most significant amount in the statements of comprehensive income and it is a key performance indication in the real estate industry on which the financial statements' users focus. In addition, the Group has a significant number of property units for sale and property sale agreements. There are therefore risks with respect to the occurrence of revenue from sale of real estate presented in the financial statements, and the relation between business and revenue.

I have examined the recognition of revenue from sale of real estate of the Group by:

- Assessing and testing the Group's IT system and their internal controls with respect to the cycle of revenue from sale of real estate by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls, and with special consideration given to expanding the scope of the testing of the internal controls which respond to the above risks.
- Applying a sampling method to select sales agreements to assess whether recognition of revenue from sale of real estate was consistent with the conditions of the relevant agreements, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions of revenue from sale of real estate throughout the period, particularly for accounting entries made through journal vouchers.

### ***Impairment of real estate development costs***

Estimating the net realisable value of real estate development costs, as disclosed in Note 12 to the financial statements, is an area of significant management judgement, particularly with regard to the estimation of allowance for diminution in the value of real estate development costs with impairment indicators. This requires detailed analysis of the project nature, the competitive environment, economic circumstances and the situation within real estate business. There is a risk with respect to the amount of allowance for diminution in value of real estate development costs, which real estate development costs is the biggest item in the statement of financial position.

I assessed and tested the internal controls of the Group relevant to the determination of allowance for diminution in value of real estate development costs by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. In addition, I also assessed the method and the assumptions applied by management in determining such allowance. The procedures that I performed included:

- Gaining an understanding of the basis applied in determining the allowance for diminution in value of real estate development costs, and reviewing the consistency of the application of that basis, and the rationale for the recording of allowance for diminution in the value of real estate development costs.
- Comparing the holding periods of the real estate development projects and their movements with indicators of lower than normal inventory turnover including the consideration of related internal and external information to assess whether real estate development projects have any impairment indicators.
- Comparing details of sales transactions occurring after the date of the financial statements with the cost of real estate development costs for each project.
- Gaining an understanding of and assessing the method and the assumptions of the estimation of the net realisable value of real estate development costs prepared by the management of the Group or appraisal reports of independent appraisers.

## **Compliance with loan covenants in loan agreements and prospectus**

Compliance with loan covenants in loan agreements and prospectus is a key audit matter as the Group has significant loan and debenture balances, which are the biggest liability items of the Group and are made up of a large number of loan agreements. Each loan agreement and prospectus specifies loan covenants with which the Group must comply, such as debt to equity ratios. If the Group is unable to comply with the financial covenants, it may result in the lenders calling the loans and the reclassification of the liabilities from non-current liabilities to current liabilities, which could affect the going concern of the Group.

I have gained an understanding of the process of monitoring compliance with the various covenants by management and testing for compliance with both non-financial and financial covenants, including whether financial ratios are in line with those stipulated in the borrowing agreements. In addition, we have assessed the disclosures made with respect to covenants in the notes to the financial statements.

## **Other Information**

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

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

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

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.



## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

In preparing the financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the 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 Thai Standards on Auditing 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 financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's 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 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 those charged with governance 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 those charged with governance 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 those charged with governance, I determine those matters that were of most significance in the audit of the 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.

I am responsible for the audit resulting in this independent auditor's report.

A handwritten signature in black ink, appearing to read 'Pimjai Manitkajohnkit', written in a cursive style.

Pimjai Manitkajohnkit

Certified Public Accountant (Thailand) No. 4521

EY Office Limited

Bangkok: 26 February 2019

Ananda Development Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	4,713,913,898	2,063,403,324	3,911,862,586	1,107,362,134
Current investment	8	200,251,218	-	200,251,218	-
Trade and other receivables	6, 9	772,703,219	1,071,723,851	387,184,770	862,369,294
Unbilled receivables	6, 13	808,236,564	527,434,855	-	-
Current portion of long-term loans to and interest receivable from related parties	6	2,669,193,796	2,715,988,793	1,837,538,892	2,429,563,012
Short-term loans to and interest receivable from related parties	6	-	761,899,578	5,623,884,506	5,397,829,744
Project management in progress	10	-	47,444,630	-	65,478,876
Inventories	11	27,346,724	20,531,312	-	89,989
Real estate development costs	12	17,350,693,138	13,108,387,286	5,144,419,046	5,598,011,928
Construction in progress	13	153,381,634	45,333,739	-	-
Advance payments for constructions	6	284,596,745	117,234,551	19,478,565	55,184,621
Advance payments for purchase of project land and related costs		331,697,834	1,431,286,687	331,697,834	569,046,647
Other current assets	6, 14	691,275,350	250,716,044	220,232,257	76,477,936
<b>Total current assets</b>		<b>28,003,290,120</b>	<b>22,161,384,650</b>	<b>17,676,549,674</b>	<b>16,161,414,181</b>
<b>Non-current assets</b>					
Restricted financial institution deposits/withdrawal conditions	15	268,432,279	284,431,553	183,325,593	187,725,703
Investment in associates	16	-	-	-	-
Investments in subsidiaries	17	-	-	7,054,721,894	6,129,308,688
Investments in joint ventures	18	8,297,126,341	4,464,163,468	6,118,533,816	5,010,369,316
Other long-term investments	19	28,333,700	12,500,000	12,500,000	12,500,000
Long-term loans to and interest receivable from related parties - net of current portion	6	2,605,776,843	1,305,047,454	1,929,720,185	814,398,810
Investment properties	20	464,487,432	356,098,165	179,091,006	162,943,726
Property, buildings and equipment	21	684,007,785	813,521,616	384,523,993	447,363,086
Intangible assets	22	287,869,794	209,652,280	226,483,542	193,922,631
Leasehold rights	23	717,988,809	132,920,131	-	-
Deferred tax assets	34	138,334,190	88,039,171	61,203,512	58,173,904
Other non-current assets	6	77,497,764	76,203,886	45,043,238	36,640,305
<b>Total non-current assets</b>		<b>13,569,854,937</b>	<b>7,742,577,724</b>	<b>16,195,146,779</b>	<b>13,053,346,169</b>
<b>Total assets</b>		<b>41,573,145,057</b>	<b>29,903,962,374</b>	<b>33,871,696,453</b>	<b>29,214,760,350</b>

The accompanying notes are an integral part of the financial statements.

Ananda Development Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loans from financial institutions	24	5,671,773,923	1,498,567,964	900,000,000	-
Trade and other payables	6, 25	1,736,194,757	1,140,831,520	1,116,064,899	668,909,156
Current portion of long-term debentures	26	1,497,923,045	1,999,127,605	1,497,923,045	1,999,127,605
Current portion of long-term loans	27	411,992,330	636,260,729	-	-
Current portion of liabilities under finance lease agreements		3,271,317	7,503,624	3,185,416	6,119,105
Short-term loans from and interest payable					
to related parties	6	-	-	3,705,272,745	3,700,920,071
Income tax payable		6,922,116	44,483,435	-	21,382,920
Short-term provisions	30	237,354,478	202,039,880	172,185,450	156,238,283
Unbilled payables		227,270,878	158,047,286	-	14,567,832
Advances received from project management services	6, 10	1,623,255,408	1,275,714,879	1,804,812,027	1,415,905,073
Advances received from customers	6	805,733,821	749,701,236	61,712,213	126,411,145
Retention payables	6	230,461,268	208,182,546	215,892,943	206,213,466
Other current liabilities	28	152,392,955	119,141,313	91,839,761	76,683,755
<b>Total current liabilities</b>		<b>12,604,546,296</b>	<b>8,039,602,017</b>	<b>9,568,888,499</b>	<b>8,392,478,411</b>
<b>Non-current liabilities</b>					
Long-term debentures - net of current portion	26	9,982,073,151	7,980,165,955	9,982,073,151	7,980,165,955
Long-term loans - net of current portion	27	831,799,341	246,788,357	24,330,061	246,788,357
Liabilities under finance lease agreements					
- net of current portion		3,330,555	5,092,390	3,044,221	5,092,390
Deferred tax liabilities	34	7,281,119	7,778,046	-	-
Provision for transaction under equity method					
of investments in joint ventures	18	-	34,386,482	-	-
Provision for long-term employee benefits	29	118,192,649	86,413,722	90,253,278	64,360,895
Long-term provisions	30	35,980,178	33,928,563	32,420,311	30,608,425
Other non-current liabilities		958,520	10,000,000	-	10,000,000
<b>Total non-current liabilities</b>		<b>10,979,615,513</b>	<b>8,404,553,515</b>	<b>10,132,121,022</b>	<b>8,337,016,022</b>
<b>Total liabilities</b>		<b>23,584,161,809</b>	<b>16,444,155,532</b>	<b>19,701,009,521</b>	<b>16,729,494,433</b>

The accompanying notes are an integral part of the financial statements.



Ananda Development Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
Shareholders' equity					
Share capital					
Registered					
3,333,000,000 ordinary shares of Baht 0.10 each		333,300,000	333,300,000	333,300,000	333,300,000
Issued and fully paid-up					
3,333,000,000 ordinary shares of Baht 0.10 each		333,300,000	333,300,000	333,300,000	333,300,000
Share premium on ordinary shares		5,130,088,999	5,150,396,725	5,130,088,999	5,150,396,725
Subordinated perpetual debentures	31	5,000,000,000	3,000,000,000	5,000,000,000	3,000,000,000
Retained earnings					
Appropriated - statutory reserve	32	33,330,000	33,330,000	33,330,000	33,330,000
Unappropriated		5,455,229,989	3,875,907,549	3,673,967,933	3,968,239,192
Other components of shareholders' equity		3,291,454	3,380,888	-	-
Equity attribute to owners of the Company		15,955,240,442	12,396,315,162	14,170,686,932	12,485,265,917
Non-controlling interests of the subsidiary	17.2	2,033,742,806	1,063,491,680	-	-
Total shareholders' equity		17,988,983,248	13,459,806,842	14,170,686,932	12,485,265,917
Total liabilities and shareholders' equity		41,573,145,057	29,903,962,374	33,871,696,453	29,214,760,350
		-	-	-	-

The accompanying notes are an integral part of the financial statements.

**Ananda Development Public Company Limited and its subsidiaries**
**Statement of comprehensive income**
**For the year ended 31 December 2018**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
<b>Profit or loss:</b>					
<b>Revenues</b>					
Revenues from sales of real estate		5,904,694,653	8,931,914,200	3,173,446,990	5,682,462,465
Revenues from project management services	6	1,531,610,598	1,649,783,023	1,574,223,626	1,691,660,883
Construction service income	6	1,674,228,956	1,208,132,087	-	-
Commission income	6	548,062,988	410,940,218	415,416,467	311,917,498
Rental income	6	27,946,603	22,331,753	13,299,786	10,392,740
Service income	6	236,009,464	160,128,115	-	-
Revenue from sale of food and beverages		10,975,432	18,871,350	462,028	6,795,097
Other income					
Interest income	6	295,760,524	223,473,335	493,812,010	411,885,327
Dividend income	6, 18.2	-	-	561,000,000	255,509,944
Gain on sale of investment in joint ventures	6	32,959,051	71,258,057	89,281,122	36,581,146
Revenue from land sourcing	6	173,896,137	172,973,321	173,896,137	172,973,321
Others		118,628,142	80,352,712	58,013,532	42,964,538
<b>Total revenues</b>		<b>10,554,772,548</b>	<b>12,950,158,171</b>	<b>6,552,851,698</b>	<b>8,623,142,959</b>
<b>Expenses</b>					
Cost of real estate sold		4,260,847,574	6,066,532,557	2,326,036,714	3,906,565,408
Cost of project management services		610,802,600	483,425,981	651,984,725	533,902,226
Cost of construction services		1,534,108,430	1,105,768,108	-	-
Cost of commission income		293,026,989	253,512,327	230,509,871	208,303,315
Cost of rental		28,888,843	24,958,564	12,034,109	10,845,392
Cost of services		213,791,284	110,959,574	-	-
Cost of sale of food and beverages		8,234,652	7,439,336	290,716	3,412,851
Selling expenses		947,175,546	1,111,759,237	521,183,183	764,301,117
Administrative expenses		1,965,092,987	1,458,002,587	1,508,131,919	1,129,718,346
Other expenses					
Loss on diminution in value of real estate development cost (reversal)		173,214,307	(307,398)	(5,854,652)	5,854,652
Loss on impairment of short-term loans		-	-	195,100,000	-
Loss on impairment of investments in subsidiaries	17	-	-	-	13,300,000
<b>Total expenses</b>		<b>10,035,183,212</b>	<b>10,622,050,873</b>	<b>5,439,416,585</b>	<b>6,576,203,307</b>
<b>Profit before share of profit (loss) from investments</b>					
<b>in joint ventures, finance cost and income tax expense</b>		<b>519,589,336</b>	<b>2,328,107,298</b>	<b>1,113,435,113</b>	<b>2,046,939,652</b>
Share of profit (loss) from investments in joint ventures	18.2	2,341,250,373	(341,522,603)	-	-
<b>Profit before finance cost and income tax expenses</b>		<b>2,860,839,709</b>	<b>1,986,584,695</b>	<b>1,113,435,113</b>	<b>2,046,939,652</b>
Finance cost	6	(368,312,718)	(285,232,160)	(505,497,186)	(443,826,329)
<b>Profit before income tax expenses</b>		<b>2,492,526,991</b>	<b>1,701,352,535</b>	<b>607,937,927</b>	<b>1,603,113,323</b>
Income tax expense	34	(95,011,197)	(372,898,049)	(63,228,188)	(286,648,968)
<b>Profit for the year</b>		<b>2,397,515,794</b>	<b>1,328,454,486</b>	<b>544,709,739</b>	<b>1,316,464,355</b>

The accompanying notes are an integral part of the financial statements.

**Ananda Development Public Company Limited and its subsidiaries**

**Statement of comprehensive income (continued)**

**For the year ended 31 December 2018**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
<b>Other comprehensive income:</b>					
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial loss		(3,015,745)	(7,582,661)	(1,611,186)	(3,975,564)
Less: Income tax effect	34	603,149	1,516,532	322,237	795,113
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(2,412,596)	(6,066,129)	(1,288,949)	(3,180,451)
<b>Other comprehensive income for the year</b>		<b>(2,412,596)</b>	<b>(6,066,129)</b>	<b>(1,288,949)</b>	<b>(3,180,451)</b>
<b>Total comprehensive income for the year</b>		<b>2,395,103,198</b>	<b>1,322,388,357</b>	<b>543,420,790</b>	<b>1,313,283,904</b>
<b>Profit attributable to</b>					
Equity holders of the Company		2,419,427,085	1,328,454,486	544,709,739	1,316,464,355
Non-controlling interest of the subsidiary		(21,911,291)	-		
		<b>2,397,515,794</b>	<b>1,328,454,486</b>		
<b>Total comprehensive income attributable to</b>					
Equity holders of the Company		2,417,014,489	1,322,388,357	543,420,790	1,313,283,904
Non-controlling interest of the subsidiaries		(21,911,291)	-		
		<b>2,395,103,198</b>	<b>1,322,388,357</b>		
<b>Earnings per share</b>	36				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.65	0.34	0.09	0.34

The accompanying notes are an integral part of the financial statements.

**Ananda Development Public Company Limited and its subsidiaries**

**Statement of changes in shareholders' equity**

**For the year ended 31 December 2018**

	Consolidated financial statements										(Unit: Baht)
	Other components of equity										
	Other changes by the owners										
	Valuation surplus										
Issued and fully paid-up share capital	Share premium on ordinary shares	Subordinated perpetual debentures	Retained earnings		Surplus on business combination under common control	Valuation surplus of the fair value of assets from an acquisition	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity	
			Appropriated - statutory reserve	Unappropriated							
333,300,000	5,159,491,182	2,000,000,000	33,330,000	3,224,749,474	2,239,713	1,230,841	3,470,554	10,754,341,210	-	10,754,341,210	
	-	-	-	1,328,454,486	-	-	-	1,328,454,486	-	1,328,454,486	
	-	-	-	(6,066,129)	-	-	-	(6,066,129)	-	(6,066,129)	
	-	-	-	1,322,388,357	-	-	-	1,322,388,357	-	1,322,388,357	
	-	-	-	-	-	(89,666)	(89,666)	(89,666)	-	(89,666)	
	-	-	-	(483,281,127)	-	-	-	(483,281,127)	-	(483,281,127)	
	-	-	-	-	-	-	-	-	1,063,491,680	1,063,491,680	
	-	(9,094,457)	1,000,000,000	-	-	-	-	990,905,543	-	990,905,543	
	-	-	-	(187,949,155)	-	-	-	(187,949,155)	-	(187,949,155)	
	333,300,000	5,150,396,725	3,000,000,000	33,330,000	3,875,907,549	2,239,713	1,141,175	12,396,315,162	1,063,491,680	13,459,806,842	
	333,300,000	5,150,396,725	3,000,000,000	33,330,000	3,875,907,549	2,239,713	1,141,175	12,396,315,162	1,063,491,680	13,459,806,842	
	-	-	-	-	2,419,427,085	-	-	2,419,427,085	(21,911,291)	2,397,515,794	
	-	-	-	-	(2,412,596)	-	-	(2,412,596)	-	(2,412,596)	
	-	-	-	-	2,417,014,489	-	-	2,417,014,489	(21,911,291)	2,395,103,198	
	-	-	-	-	-	-	(89,434)	(89,434)	-	(89,434)	
	-	-	-	-	(608,261,908)	-	-	(608,261,908)	-	(608,261,908)	
	-	-	-	-	-	-	-	-	992,162,417	992,162,417	
	-	(20,307,726)	2,000,000,000	-	-	-	-	1,979,692,274	-	1,979,692,274	
	-	-	-	-	(229,430,141)	-	-	(229,430,141)	-	(229,430,141)	
	333,300,000	5,130,088,999	5,000,000,000	33,330,000	5,455,229,989	2,239,713	1,051,741	15,955,240,442	2,033,742,806	17,988,983,248	
	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	

The accompanying notes are an integral part of the financial statements.

Ananda Development Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2018

(Unit: Baht)

	Separate financial statements					
	Issued and fully paid-up share capital	Share premium on ordinary shares	Subordinated perpetual debentures	Retained earnings		Total shareholders' equity
				Appropriated - statutory reserve	Unappropriated	
<b>Balance as at 1 January 2017</b>	333,300,000	5,159,491,182	2,000,000,000	33,330,000	3,326,185,570	10,852,306,752
Profit for the year	-	-	-	-	1,316,464,355	1,316,464,355
Other comprehensive income for the year	-	-	-	-	(3,180,451)	(3,180,451)
Total comprehensive income for the year	-	-	-	-	1,313,283,904	1,313,283,904
Dividend paid (Note 39)	-	-	-	-	(483,281,127)	(483,281,127)
Issuance of subordinated perpetual debentures	-	(9,094,457)	1,000,000,000	-	-	990,905,543
Dividend paid for subordinated perpetual debentures - net of income tax (Note 31)	-	-	-	-	(187,949,155)	(187,949,155)
<b>Balance as at 31 December 2017</b>	333,300,000	5,150,396,725	3,000,000,000	33,330,000	3,968,239,192	12,485,265,917
<b>Balance as at 1 January 2018</b>	333,300,000	5,150,396,725	3,000,000,000	33,330,000	3,968,239,192	12,485,265,917
Profit for the year	-	-	-	-	544,709,739	544,709,739
Other comprehensive income for the year	-	-	-	-	(1,288,949)	(1,288,949)
Total comprehensive income for the year	-	-	-	-	543,420,790	543,420,790
Dividend paid (Note 39)	-	-	-	-	(608,261,908)	(608,261,908)
Issuance of subordinated perpetual debentures (Note 31)	-	(20,307,726)	2,000,000,000	-	-	1,979,692,274
Dividend paid for subordinated perpetual debentures - net of income tax (Note 31)	-	-	-	-	(229,430,141)	(229,430,141)
<b>Balance as at 31 December 2018</b>	333,300,000	5,130,088,999	5,000,000,000	33,330,000	3,673,967,933	14,170,686,932
	-	-	-	-	-	-
	-	-	-	-	-	-

The accompanying notes are an integral part of the financial statements.



**Ananda Development Public Company Limited and its subsidiaries**
**Cash flow statement**
**For the year ended 31 December 2018**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2018	2017	2018	2017
<b>Cash flows from operating activities</b>				
Profit before tax	2,492,526,991	1,701,352,535	607,937,927	1,603,113,323
Adjustments to reconcile profit before tax to				
net cash provided by (paid from) operating activities:				
Decrease in real estate development costs as a result				
of transfer to cost of sales	4,260,847,574	6,060,370,507	2,326,036,714	3,906,565,408
Decrease in project management in progress as a result				
of transfer to cost of project management services	610,802,600	483,425,981	651,984,725	533,902,226
Decrease in construction in progress as a result				
of transfer to cost of construction services	1,534,108,430	1,105,768,108	-	-
Depreciation and amortisation	143,133,232	126,540,319	87,812,039	81,582,352
Reversal of doubtful accounts	(252,520)	(118,801)	-	(1,299,823)
Loss from impairment of short-term loans to and interest receivable				
from related party	-	-	195,100,000	-
Reduction (reversal) of real estate development costs to net realisable value	173,214,307	(307,398)	(5,854,652)	5,854,652
Long-term employee benefits expenses	35,376,788	15,093,015	26,697,033	9,759,009
Short-term provisions expenses	80,108,768	8,643,839	55,418,443	373,816
Long-term provisions expenses	2,051,615	1,744,020	1,811,886	1,811,886
Reversal on impairment of assets	-	(11,039,800)	-	(9,441,677)
Loss from impairment of investments in subsidiaries	-	-	-	13,300,000
Gain on sale of investment in subsidiaries	(16,788,061)	(18,325,769)	-	-
Gain on changes in fair value of investments in trading securities	(251,218)	-	(251,218)	-
Loss on sale/write-off of buildings, equipment,				
vehicles and intangible assets	3,937,697	12,627,428	1,119,279	960,362
Gain on sale of investments in joint ventures	(32,959,051)	(71,258,057)	(89,281,122)	(36,581,146)
Gain on sale of current investment	(3,144,152)	(2,979,578)	(3,144,152)	(2,979,578)
Amortisation of financial fees	11,700,815	22,995,662	13,596,980	22,995,662
Share of loss (profit) from investments in joint ventures	(2,341,250,373)	341,522,603	-	-
Interest income	(295,760,524)	(223,473,335)	(493,812,010)	(411,885,327)
Dividend income	-	-	(561,000,000)	(255,509,944)
Interest expenses	356,611,903	262,236,498	491,900,206	420,830,667
Profit from operating activities before changes in				
operating assets and liabilities	7,014,014,821	9,814,817,777	3,306,072,078	5,883,351,868
<b>Operating assets (increase) decrease</b>				
Trade and other receivables	299,255,873	(705,316,206)	475,184,523	(660,810,372)
Unbilled receivables	(280,801,709)	(296,865,390)	-	2,548,144
Project management in progress	(563,357,969)	(455,614,460)	(586,505,849)	(454,253,444)
Inventories	(6,815,412)	(16,744,499)	89,989	146,464
Real estate development costs	(14,410,067,401)	(12,150,802,216)	(1,794,799,756)	(2,414,948,080)
Construction in progress	(1,642,156,325)	(1,108,453,727)	-	-
Advance payments for constructions	(171,095,950)	24,406,991	35,706,056	32,565,208
Advance payments for purchase of project land and related costs	1,099,588,853	(1,393,077,537)	237,348,813	(530,837,497)
Other current assets	(289,042,691)	(82,901,508)	(25,971,960)	(45,906,819)
Other non-current assets	(21,503,885)	(17,864,548)	(8,402,932)	6,659,904

The accompanying notes are an integral part of the financial statements.

**Ananda Development Public Company Limited and its subsidiaries**
**Cash flow statement (continued)**
**For the year ended 31 December 2018**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2018	2017	2018	2017
<b>Operating liabilities increase (decrease)</b>				
Trade and other payables	1,220,146,839	265,471,925	443,394,334	(268,470,591)
Short-term provisions	(44,794,170)	(45,250,927)	(39,471,276)	(37,539,129)
Unbilled payables	69,223,592	112,117,659	(14,567,832)	(32,148,841)
Advances received from project management services	347,540,529	348,917,561	388,906,954	330,961,251
Advance received from customers	56,032,585	207,727,294	(64,698,932)	(165,097,246)
Other current liabilities	54,731,556	35,039,250	22,366,989	(6,578,033)
Provision for long-term employee benefits	(6,613,606)	(163,984)	(2,415,836)	-
Other non-current liabilities	(9,041,480)	-	(10,000,000)	-
Cash flows from (used in) operating activities	(7,284,755,950)	(5,464,556,545)	2,362,235,363	1,639,642,787
Cash paid for corporate income tax	(275,031,264)	(224,174,541)	(133,699,129)	(295,297,173)
<b>Net cash flows from (used in) operating activities</b>	<b>(7,559,787,214)</b>	<b>(5,688,731,086)</b>	<b>2,228,536,234</b>	<b>1,344,345,614</b>
<b>Cash flows from investing activities</b>				
Decrease in restricted financial institution deposits/withdrawal conditions	15,999,274	4,022,952	4,400,110	2,692,442
Decrease (increase) in current investment	(196,855,848)	503,044,258	(196,855,848)	503,044,258
Decrease (increase) in short-term loans to related parties	3,531,220,000	3,505,140,000	(251,652,829)	254,573,879
Cash paid for long-term loans to related parties	(2,625,381,100)	(1,514,750,000)	(2,472,381,100)	(1,514,750,000)
Cash received from long-term loans to related parties	1,301,076,455	150,753,205	1,803,576,456	877,503,205
Increase (decrease) in cash from sale of investments in subsidiaries	(9,360,607)	(62,664,133)	277,500	238,611
Cash paid for investments in subsidiaries	-	-	(926,012,606)	(3,100,162,500)
Cash paid for investments in joint ventures	(2,072,669,045)	(2,673,847,000)	(2,064,455,600)	(2,673,847,000)
Cash received from sale of investments in joint ventures	113,300	521,081,046	1,045,894,122	1,630,404,646
Cash received from interest income	420,167,558	125,271,393	469,817,466	245,525,563
Dividend income	561,000,000	255,509,944	561,000,000	255,509,944
Proceeds from sales of buildings, equipment and vehicles	3,254,775	5,589,168	3,254,775	58,850
Cash paid for acquisitions of buildings, equipment and intangible assets	(163,176,359)	(119,327,283)	(70,049,736)	(62,362,294)
Cash paid for leasehold rights	(585,068,678)	(99,516,725)	-	-
Cash paid for purchasing subsidiary	-	(479,487,554)	-	-
Cash paid for other long-term investments	(15,833,700)	(12,500,000)	-	(12,500,000)
<b>Net cash flows from (used in) investing activities</b>	<b>164,486,025</b>	<b>108,319,271</b>	<b>(2,093,187,290)</b>	<b>(3,594,070,396)</b>

The accompanying notes are an integral part of the financial statements.

**Ananda Development Public Company Limited and its subsidiaries**
**Cash flow statement (continued)**
**For the year ended 31 December 2018**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2018	2017	2018	2017
<b>Cash flows from financing activities</b>				
Increase (decrease) in short-term loans from financial institutions	6,846,528,266	2,900,516,212	900,000,000	(289,170,000)
Increase (decrease) in short-term loans from related parties	-	950,000,000	(49,386,644)	1,570,000,000
Cash paid for liabilities under finance lease agreements	(10,823,608)	(15,974,288)	(9,314,127)	(7,287,423)
Cash received from long-term loans	1,527,319,049	1,595,420,850	-	933,000,000
Repayment of long-term loans	(1,162,555,394)	(1,817,060,378)	(223,162,573)	(1,085,878,632)
Cash received from long-term debentures	3,500,000,000	6,000,000,000	3,500,000,000	6,000,000,000
Repayment of short-term debentures	-	(1,000,000,000)	-	(1,000,000,000)
Repayment of long-term debentures	(2,000,000,000)	(4,000,000,000)	(2,000,000,000)	(4,000,000,000)
Cash paid for financial fees	(42,515,201)	(31,529,665)	(20,777,124)	(30,024,665)
Cash paid for fees related to issuance of subordinated perpetual debentures	(25,117,158)	(11,368,070)	(25,117,158)	(11,368,070)
Cash received from issuance of subordinated perpetual debentures	2,000,000,000	1,000,000,000	2,000,000,000	1,000,000,000
Cash paid for fees related to issuance of preference shares	-	(33,135,400)	-	-
Cash received from issuance of preference shares	-	1,090,000,000	-	-
Cash paid for fees related to issuance of share capital of subsidiaries	(21,602,104)	-	-	-
Cash received from issuance of share capital of subsidiaries	1,009,444,100	-	-	-
Cash paid for interest expenses	(679,816,603)	(447,580,072)	(508,041,282)	(434,523,117)
Cash paid for dividend	(608,261,908)	(483,281,126)	(608,261,908)	(483,281,126)
Cash paid for dividend of subordinated perpetual debentures	(286,787,676)	(234,936,444)	(286,787,676)	(234,936,444)
<b>Net cash flow from financing activities</b>	<b>10,045,811,763</b>	<b>5,461,071,619</b>	<b>2,669,151,508</b>	<b>1,926,530,523</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>2,650,510,574</b>	<b>(119,340,196)</b>	<b>2,804,500,452</b>	<b>(323,194,259)</b>
Cash and cash equivalents at beginning of year	2,063,403,324	2,182,743,520	1,107,362,134	1,430,556,393
<b>Cash and cash equivalents at end of year</b>	<b>4,713,913,898</b>	<b>2,063,403,324</b>	<b>3,911,862,586</b>	<b>1,107,362,134</b>
	-	-	-	-

**Supplemental cash flow information**

## Non-cash transactions

Transfer of real estate development costs to

investment properties	17,768,520	12,900,020	-	8,646,847
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Transfer of property, buildings and equipment to investment properties	120,796,540	20,671,719	37,972,440	13,206,140
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Transfer of property, buildings and equipment to leasehold rights	-	33,403,406	-	-
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Transfer of other current assets to intangible assets	15,525,000	-	-	-
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Transfer of other current assets to finance cost	2,726,750	-	2,726,750	-
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Investments in subsidiaries changed to investments in

joint ventures	18,415,815	-	321,900	460,800
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Transfer of other non-current assets to other current assets	20,000,000	-	-	-
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Amortisation of valuation surplus of the fair value

of assets from an acquisition	89,434	89,666	-	-
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Actuarial loss	-3,015,745	-7,582,661	-1,611,186	(3,975,564)
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Increase in other current liabilities from deferred tax assets	2,468,492	1,477,699	2,468,492	1,477,699
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Increase in payable for assets acquisition	5,646,382	213,091	3,673,187	213,091
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Transfer of deferred financial fees to other current assets	10,558,500	798,000	9,225,500	180,500
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Decrease in liabilities under finance lease agreements				
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decreased from cancellation	834,760	-	834,760	-
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Motor vehicles acquired under finance lease agreements	5,664,226	-	5,167,030	-
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The accompanying notes are an integral part of the financial statements.

## **Ananda Development Public Company Limited and its subsidiaries**

### **Notes to consolidated financial statements**

**For the year ended 31 December 2018**

#### **1. Corporate information**

Ananda Development Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in development and sale of real estate, provision of house construction service and management of real estate development projects. Its registered address is 99/1 Moo 14, Soi Windmill Housing Estate, Bangna-Trad (Km. 10.5) Road, Bangpleeyai, Bangplee, Samutprakarn. The Company has one branch located at 2525, FYI Center building, 11<sup>th</sup> Floor, Rama 4 Road, Klongtoey, Klongtoey, Bangkok.

#### **2. Basis of preparation**

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

#### **2.2 Basis of consolidation**

- a) The consolidated financial statements include the financial statements of Ananda Development Public Company Limited (“the Company”) and the following subsidiaries (“the subsidiaries”).

Company's name	Nature of business	Country of incorporation	Percentage of shareholding of ordinary shares	
			2018	2017
			(%)	(%)
<u>Direct holding</u>				
Ananda Development Two Co., Ltd.	Development of real estate projects and provision of property rental services	Thailand	100.00	100.00
Ananda Development One Co., Ltd.	Development of real estate projects	Thailand	100.00	100.00
Blue Deck Co., Ltd.	Development of real estate, sale of food and beverages, and service sport club members	Thailand	100.00	100.00
The Agent (Property Expert) Co., Ltd.	Property agent for sale/purchase and procurement of lessees	Thailand	100.00	100.00
The Works Community Management Co., Ltd.	Management of juristic person	Thailand	99.98	99.98
Bira Circuit One Co., Ltd.	Rendering car racetract service	Thailand	100.00	100.00
Bira Kart Co., Ltd. (and 50.69% equity interest held by Bira Circuit One Co., Ltd.)	Rendering car racetract service	Thailand	49.31	49.31
Helix Co., Ltd.	Construction services, development of real estate manufacture and distribution of building materials	Thailand	100.00	100.00
Ideo Condo One Co., Ltd.	Media production	Thailand	99.80	99.80
JV-Co1 Co., Ltd.	Development of real estate project	Thailand	99.80	99.80
ADC-JV 7 Co., Ltd.	Development of real estate project	Thailand	100.00	100.00
AMH Ratchada Co., Ltd. (Formerly known as "AH-SPV1 Co., Ltd. ")	Development of a mixed-use real estate project	Thailand	99.80	99.80
ADC-JV 10 Co., Ltd.	Development of real estate project	Thailand	100.00	100.00
ADC-JV 11 Co., Ltd.	Development of real estate project	Thailand	-	99.70
ADC-JV 12 Co., Ltd.	Development of real estate project	Thailand	-	99.70
ADC-JV 14 Co., Ltd.	Development of real estate project	Thailand	99.70	99.70
ADC-JV 15 Co., Ltd.	Development of software	Thailand	99.70	99.70
ADC-JV 16 Co., Ltd.	Development of real estate project	Thailand	-	99.70
ADC-JV 17 Co., Ltd.	Development of real estate project	Thailand	-	99.70
Ashton Silom Co., Ltd.	Holding company in real estate business	Thailand	100.00	100.00
Helix Development Thonglor Co., Ltd.	Holding company in real estate business	Thailand	-	99.70



Company's name	Nature of business	Country of incorporation	Percentage of shareholding of ordinary shares	
			2018	2017
			(%)	(%)
AMH Sathorn Co., Ltd. (Formerly known as "AH-SPV2 Co., Ltd. ")	Development of a mixed-use real estate project	Thailand	99.70	99.70
AMH Sukhumvit59 Co., Ltd. (Formerly known as "AH-SPV3 Co., Ltd. ")	Development of a mixed-use real estate project	Thailand	99.70	99.70
AMH Sukhumvit8 Co., Ltd. (Formerly known as "AH-SPV4 Co., Ltd. ")	Development of a mixed-use real estate project	Thailand	99.70	99.70
Ananda MF Asia Co., Ltd.	Development of real estate project and provision of property rental services	Thailand	100.00	100.00
Ashton Asoke Praram9 Co., Ltd.	Holding company in real estate business	Thailand	100.00	100.00
Ideo Q Victory Co., Ltd.	Holding company in real estate business	Thailand	100.00	100.00
ADC-JV 18 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 19 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 20 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 21 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 22 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 23 Co., Ltd.	Development of real estate project	Thailand	99.70	-
Urbantech Ventures Co., Ltd.	Investment in other companies	Thailand	100.00	-
Exponential Social Enterprise Co., Ltd.	Providing academic seminar services	Thailand	100.00	-
ADC-JV 25 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 26 Co., Ltd.	Development of real estate project	Thailand	99.70	-
ADC-JV 27 Co., Ltd.	Development of real estate project	Thailand	99.70	-
Ideo Mobi Rangnam Co., Ltd.	Holding company in real estate business	Thailand	51.00	-
Ideo New Praram9 Co., Ltd.	Holding company in real estate business	Thailand	51.00	-
Ideo Q Sukhumvit36 Co., Ltd.	Holding company in real estate business	Thailand	51.00	-
AH-SPV5 Co., Ltd.	Development of a mixed-use real estate project	Thailand	99.70	-
<u>Indirect holding</u>				
Baan Niravana Co., Ltd. (100.00% equity interest held by Ananda Development One Co., Ltd.)	Development of real estate projects	Thailand	100.00	100.00

Details of changes in the composition of the group of companies during the current year are presented in Notes 17 and 18.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
  - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
  - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
  - e) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
  - f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

### **3. New financial reporting standards**

#### **(a) Financial reporting standards that became effective in the current year**

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

#### **(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2019**

The Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company and its subsidiaries believe that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

### **TFRS 15 Revenue from Contracts with Customers**

TFRS 15 supersedes the following accounting standards together with related Interpretations.

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The management of the Company and its subsidiaries expects the adoption of this accounting standard to result in the following adjustments.

- Commission paid to obtain a contract - The Company and its subsidiaries have determined that commission paid to obtain a customer contract should be recorded as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. Under the previous accounting policy, the Company and its subsidiaries immediately recorded commission as selling expenses when the transaction occurred.

**(c) Financial reporting standards related to financial instruments that will become effective for fiscal years beginning on or after 1 January 2020**

During the current year, the Federation of Accounting Professions issued a set of TFRSs related to financial instruments, which consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

**4. Significant accounting policies**

**4.1 Revenue recognition**

*Revenue from sale of real estate*

Revenue from sale of real estate comprised of revenue from sale of land and houses and revenue from sale of residential condominium units. The Company and its subsidiaries recognised revenue from sale of real estate when the construction works are completed and the ownerships have been transferred to buyers after all payments are received from the buyers.

#### *Rendering of project management and construction*

The Company recognised service income from project management contracts on the basis of percentage of completion, and the consideration of the percentage of completion is arrived at based on the proportion of actual construction costs or projects management cost incurred up to the end of the year to the total anticipated service costs or recognised service income based on the stage of completion. Allowance for the total anticipated loss on project management projects will be made in the accounts as soon as the possibility of loss is ascertained.

Construction service income from construction contracts is recognised on the basis of percentage of completion based on the assessment of the project engineer, and consideration of the percentage of completion which is arrived at based on the proportion of actual construction costs incurred up to the end of the year to the total anticipated construction costs.

The recognised revenues which have not yet been due as per contracts have been shown under the caption of “Unbilled receivables” in the statements of financial position.

#### *Commission income*

Commission income is recognised when service is completed, and represents the invoiced value, excluding value added tax.

#### *Rental income*

Rental of units in residential buildings and related services income are recognised on accrual basis over the period of contract.

#### *Service income*

Service income is recognised when services have been rendered taking into account the state of completion.

Service income from sport club member service is recognised on the straight-line basis over the subscription period.

#### *Revenue from sale of food and beverages*

Revenues from sale of food and beverages represent the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowance.

#### *Interest income*

Interest income is recognised on an accrual basis based on the effective interest rate.

#### *Dividend income*

Dividend income is recognised when the right to receive the dividends is established.



## **4.2 Cost recognition**

### *Cost of real estate sold*

Cost of real estate sold comprised cost of land and houses sold and cost of residential condominium units. In determining the cost of real estate sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed to land and houses sold on the basis of the salable area and to residential condominium units sold on the basis of the salable area weighted to the selling price of the unit, and then recognised as costs in profit or loss concurrently with revenue from sales.

Project development costs are stated at cost, consisting of cost of land, design fees, utilities, construction and related interest.

### *Cost of project management and construction services*

In determining cost of project management services, the total anticipated costs are attributed to each management project (taking into account actual costs incurred to date) and then recognised as cost of services in profit or loss on the basis of portion of revenue recognition.

In determining cost of construction service, the total anticipated construction costs are attributed to each construction project (based on actual cost) and then recognised as cost of construction service in profit or loss on the basis of percentage of completion. Allowance for total anticipated loss on each construction project will be made in the accounts as soon as the possibility of loss is ascertained.

The recognised cost which has not yet been due has been shown under the caption of "Unbilled payables" in the statements of financial position.

The actual cost of services incurred but not yet recognised as cost of services in profit or loss has been regarded as "Construction in progress" and "Project management in progress" in the statements of financial position.

Construction in progress and project management in progress include the cost of raw materials, direct labour and other expenses incurred for each project. Such construction in progress and project management in progress are valued at the lower of cost or net realisable value.

## **4.3 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, due cheques which are not yet deposited and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

#### **4.4 Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

#### **4.5 Inventories**

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

#### **4.6 Real estate development costs**

Land and construction in progress are stated at cost less provision for loss on diminution in value of projects. The details of cost calculation are as follows:

- |                          |   |  |
|--------------------------|---|--|
| Land                     | - | Cost of land is recorded using the weighted average method, and calculating it separately for each project.  |
| Construction in progress | - | Construction in progress consists of the cost of construction, public utility costs and interest capitalised to cost of projects by recording cost of construction and public utilities based on the actual cost incurred. |

#### **4.7 Investments**

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).
- c) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.
- d) Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method, less allowance for loss on impairment of investments (if any).

The fair value of unit trusts is determined from their net asset value at the end of reporting period.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

#### 4.8 Investment properties

The Company and its subsidiaries recognised investment properties initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 and 30 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### 4.9 Property, buildings and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any). The costs comprise any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. These include decommissioning costs, relocation and restoration costs, and any obligation associated with either its acquisition or a consequence of having used the items.

Depreciation of buildings and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings and structure	20 - 30	years
Building improvement	5, 12 and 30	years
Equipment	5	years
Furniture, fixtures and office equipment	5	years
Motor vehicles	7	years

Restaurant operating equipment, consisting of crockery, glassware and utensils, is determined annually by a physical count.

Depreciation is included in determining income.

No depreciation is provided for land and assets under installation and under construction.

An item of property, buildings and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### **4.10 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **4.11 Intangible assets**

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software and database	10 years
Deferred franchise fee	6 years
Agreements to buy and to sell condominium signed with customers	By conveyancing

#### **4.12 Leasehold rights/Amortisation**

Leasehold rights is stated at cost less accumulated amortisation.

Subsidiaries amortise leasehold rights on a straight-line basis over a period of lease.

Amortisation is included in determining income.

#### **4.13 Deferred financial fees**

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees. A portion of deferred financial fees proportionate to the amount of the loan facility already drawn is presented as a deduction against the related loan account and amortised using the effective interest rate method over the term of the loans.

The amortisation of deferred financial fees is included in profit or loss or real estate development costs.

#### **4.14 Related party transactions**

Related parties comprise enterprises and individuals of enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, or officers with authority in the planning and direction of the Company's operations.

#### **4.15 Long-term leases**

Leases of equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long-term payables, while the interest element is charged to profit or loss over the lease period. The equipment acquired under finance leases is depreciated over the useful life of the asset.

Leases of property, buildings or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

#### **4.16 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.



Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### **4.17 Impairment of assets**

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the investment properties, property, buildings and equipment and intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

#### **4.18 Employee benefits**

##### ***Short-term employee benefits***

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

##### ***Post-employment benefits and other long-term employee benefits***

###### ***Defined contribution plans***

The Company, the subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company's and its subsidiaries' contributions are recognised as expenses when incurred.

###### ***Defined benefit plans and other long-term employee benefits***

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labour law and other employee benefit plans. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan. In addition, the Company provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

Actuarial gain and losses arising from other long-term benefits are recognised immediately in profit and loss.

#### **4.19 Provisions**

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

## **4.20 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

## **4.21 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximise the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities.

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly.

Level 3 - Use of unobservable inputs such as estimates of future cash flows.

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## **5. Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Non-consolidation of the Company and its subsidiaries in which the Company's shareholding is more than half of the total shares**

a) The management of the Company and its subsidiaries has decided that the Company and its subsidiaries have no control over the following companies:

- Ananda MF Asia Ratchathewi Co., Ltd.
- Ananda MF Asia Asoke Co., Ltd.
- Ananda MF Asia Samyan Co., Ltd.
- Ananda MF Asia Chitlom Co., Ltd.
- Ananda MF Asia Bangna Co., Ltd.
- Ananda MF Asia Chongnonsi Co., Ltd.
- Ananda MF Asia Taopoon Co., Ltd.
- Ananda MF Asia Thaphra Co., Ltd.
- Ananda MF Asia Phetchaburi Co., Ltd.
- Ananda MF Asia Udomsuk Co., Ltd.
- Ananda MF Asia Saphankhwai Co., Ltd.

- Ananda MF Asia Phraram 9 Co., Ltd.
- Ananda MF Asia Victory Monument Co., Ltd.
- Ananda MF Asia Udomsuk Two Co., Ltd.
- Ananda MF Asia Thonglor Co., Ltd.
- Ananda MF Asia Ramkumhaeng Co., Ltd.
- Ananda MF Asia Senanikom Co., Ltd.
- Ananda MF Asia Ratchaprarop Co., Ltd.
- Ananda APAC Phraram 9 Two Co., Ltd.
- Ananda MF Asia Wongwian Yai Co., Ltd.
- Ananda APAC1 Co., Ltd.
- Ananda MF Asia Wutthakat Co., Ltd.
- Ananda MF Asia Sutthisan Co., Ltd.
- Ananda SU Ltd.
- Ananda and Partners Saphankhwai One Co., Ltd.

Even though the Company and its subsidiaries hold shares and voting rights in these companies, which are more than half (as described in Note 18) the Company and its subsidiaries entered into joint venture agreements to incorporate these companies. The agreements stipulate that key matters, as defined in the agreements, must be approved by at least one member appointed by each venturer in writing. As a result, the Company and its subsidiaries decided that they have no control over these companies, that the investments are investments in joint ventures, and that these companies are not to be included in the consolidated financial statements.

- b) The Company's management has decided that the Company has no control over Ananda APAC Bangchak Co., Ltd. Even though the Company holds 99% of shares in this company, which is more than half, the Company entered into shareholder agreement to incorporate this company. The agreement stipulated that key matters, as defined in the agreement, must be approved by at least one member appointed by each venturer in writing. As a result, the Company decided that it has no control over this company, that the investments are investments in joint ventures, and that this company is excluded in the consolidated financial statements. However, the Company recognised share of profit or loss from investment in this company at 51% in accordance with the conditions in the shareholder agreement.



## ***Leases***

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset have been transferred, taking into consideration terms and conditions of the arrangement.

## ***Allowance for doubtful accounts***

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

## ***Project management costs estimation***

In recognising revenue and cost from project management, the Company has to estimate all project management costs, comprising payroll cost, promotional expenses and other related costs. The management estimates these costs based on their business experience and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs. The important factors in estimating the cost of project management are the expected duration of the project and personnel costs. These factors are uncertain, and depend on the overall state of the economy.

## ***Project development costs estimation***

In calculating cost of condominium and cost of land and buildings sold, the Company and subsidiaries have to estimate all project development costs, comprising land and land improvement costs, design and construction costs, public utility costs, borrowing costs and other related costs. The management estimates these costs based on their business experience and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

## ***Allowance for diminution in value of real estate development costs***

The Company and its subsidiaries treat real estate development costs as impaired when a significant decline in the fair value is noted, with management determining the devaluation based on net realisable value. However, the determination of what is “significant” and the amount of devaluation requires the management to exercise judgment.

### ***Impairment of investments in subsidiaries, joint ventures and associates***

The Company treats investments in subsidiaries, joint ventures and associates as impaired if the business operations of such companies are severely impacted by the economic crisis and the investments will take time to recover their value. The management determines devaluation of such investments based on management's judgement. The use of different estimates and assumptions could affect the amounts of allowances for impairment of investments in subsidiaries, joint ventures and associates and adjustments to the allowances may therefore be required in the future.

### ***Property plant and equipment/Investment properties/Intangible assets/ Depreciation and amortisation***

In determining depreciation of buildings and equipment and investment properties, the management is required to make estimates of the useful lives and residual values of the Company's buildings and equipment and investment properties to review estimate useful lives and residual values when there are any changes.

In determining amortisation of intangible assets with finite lives, the management is required to make estimates of the useful lives of the Company's intangible assets and to review estimate useful lives when there are any changes.

In addition, the management is required to review property, buildings and equipment and intangible assets for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying cost. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### ***Provision for fee from recommendation of new customers and reward for repurchase***

In estimating the Company's provision for fee from recommendation of new customers and reward for repurchase, the management considered historical data and/or currently available information about the exercise of entitlement by members who have received recommendation fees based on the value of properties which were purchased and in accordance with the stipulated conditions.

### ***Provision for maintenance of housing and condominium units, and public utilities***

In recording provision for maintenance of housing and condominium units care warrantee, and public utilities the management estimates the expenses expected to be incurred as a result of providing maintenance based on past experiences of actual expenses claimed.

### ***Compensation for Housing Estate Juristic Persons***

The Company and its subsidiaries estimate the compensation for Housing Estate Juristic Persons using the rate specified by the laws and regulations and the budgeted public utilities costs as a basis for the calculation.

### ***Deferred tax assets***

The Company and its subsidiaries recognised deferred tax assets for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

### ***Post-employment benefits under defined benefit plans and other long-term employee benefits***

The obligation under the defined benefit plan and other long-term employee benefit plants is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

### ***Litigation***

The Company and its subsidiaries have contingent liabilities as a result of litigation. The management of the Company and its subsidiaries has used judgement to assess the results of the litigation and believes that such provision for contingent liabilities (if any) as at the end of reporting period is appropriate.

## **6. Related party transactions**

The relationships between the Company, subsidiaries, associates and joint ventures are summarised as described in Notes 16 - 18 and the relationships between the Company and other related parties and summarised below:

Name	Relationship
Greenvally Properties Co., Ltd.	Common shareholders/Common directors
Toscana Piazza Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Tuscani Ville Co., Ltd.	Major shareholder and director is a close relative of the Company's management

Name	Relationship
Bira Circuit Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Kloset Design Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Kloset Café Co., Ltd.	Major shareholder and director is a close relative of the Company's management
Digital Ventures Co., Ltd.	Common directors
Directors	Directors of the Company and its subsidiaries
Related persons	Shareholder of subsidiary

- 6.1 During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties:

(Unit: Million Baht)

	Consolidated		Separate		
	financial statements		financial statements		
	2018	2017	2018	2017	Pricing policy
<b><u>Transactions with subsidiary companies</u></b>					
(eliminated from the consolidated financial statements)					
Project management income	-	-	42	42	Contract price by the project, 2.87% and 6.50% of project value, as specified in contract
Commission income	-	-	5	1	1.00% and 2.00% (2017: 1.00%) of sale value of condominium units with contract completed and transferred during the year
Rental income	-	-	1	1	Contract price
Gain on sale of investment in joint ventures	-	-	89	-	Contract price
Interest income	-	-	258	199	MLR + fixed rate, 3.85% - 5.38% per annum and interest rate on 12-month fixed deposit at bank (2017: MLR + fixed rate, MOR - fixed rate and 3.50 - 5.38% per annum and interest rate on 12-month fixed deposit at bank)
Construction cost of real estate development project	-	-	314	268	Cost plus gross margin
Cost of project management fee	-	-	47	-	Contract price

(Unit: Million Baht)

	Consolidated		Separate		Pricing policy
	financial statements		financial statements		
	2018	2017	2018	2017	
Commission expenses	-	-	31	70	1.00% and 2.00% (2017: 0.38% - 6.00%) of sale value of condominium units for which deposits were paid and transferred during the year
Interest expenses	-	-	85	72	MOR - fixed rate per annum and interest rate on 12-month fixed deposit at bank + 0.10%
Other service expenses	-	-	16	7	Contract price
Rental expenses	-	-	2	-	Contract price
<b><u>Transactions with joint ventures</u></b>					
Project management income	1,532	1,650	1,532	1,650	Contract price by the project and 7.50% of project value, as specified in contract
Construction service income	386	26	-	-	Contract price
Service income	2	1	-	-	Contract price
Commission income	420	330	410	311	0.50% - 2.50% (2017: 1.50% and 2.50%) of sale value of condominium units with contract completed and transferred during the year
Interest income	281	212	224	205	3.90% - 6.00% per annum (2017: 4.12% - 6.00% per annum)
Dividend income	-	-	561	256	As declared
Gain on sale of investments in joint ventures	33	71	-	37	Contract price
Revenue from land sourcing	174	173	174	173	Contract price
Other income	42	19	25	-	Contract price
Rental expenses	-	1	-	1	Contract price
<b><u>Transactions with related parties</u></b>					
Construction service income	9	2	-	-	Contract price
Other income	1	-	1	-	Contract price
Rental expenses	5	4	-	-	Contract price
Other service expenses	27	26	27	26	Contract price
<b><u>Transactions with directors</u></b>					
Construction service income	3	11	-	-	Contract price



6.2 The balances of the accounts as at 31 December 2018 and 2017 between the Company and those related companies are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2018	2017	2018	2017
<b><u>Trade and other receivables - related parties (Note 9)</u></b>				
Subsidiaries	-	-	7,877	26,571
Joint ventures	430,108	863,799	377,196	829,904
Related parties	8,026	13,129	2,146	2,146
Director	1,262	10,716	-	-
Total	439,396	887,644	387,219	858,621
Less: Allowance for doubtful accounts	(2,146)	(2,146)	(2,146)	(2,146)
Total trade and other receivables - related parties, net	437,250	885,498	385,073	856,475
<b><u>Unbilled receivables - related parties</u></b>				
Joint ventures	99,356	1,864	-	-
Related party	-	2,284	-	-
Director	-	1,219	-	-
Total unbilled receivables - related parties	99,356	5,367	-	-
<b><u>Advance payments for constructions - related parties</u></b>				
Subsidiaries	-	-	17,312	53,437
<b><u>Advance payments for project management services - related parties (Note 14)</u></b>				
Subsidiaries	-	-	31	-
<b><u>Deposits - related party</u></b>				
<b>(presented under other non-current assets)</b>				
Subsidiaries	-	-	386	386
<b><u>Trade and other payables - related parties (Note 25)</u></b>				
Subsidiaries	-	-	69,894	90,313
Joint ventures	3,342	7,768	2,636	7,768
Related parties	9,125	7,738	-	-
Total trade and other payables - related parties	12,467	15,506	72,530	98,081

		(Unit: Thousand Baht)	
	Consolidated financial statements		Separate financial statements
	2018	2017	2018
<b><u>Advances received from project management services - related parties (Note 10)</u></b>			
Subsidiaries	-	-	181,557
Joint ventures	1,623,255	1,275,715	1,623,255
Total advances received from project management service - related parties	1,623,255	1,275,715	1,804,812
<b><u>Advances received from customers - related parties</u></b>			
Joint ventures	115,410	55,286	-
Related party	-	733	-
Director	-	392	-
Total advances received from customers - related parties	115,410	56,411	-
<b><u>Retention payable - related parties</u></b>			
Subsidiary	-	-	145,105
<b><u>Deposit payables - related parties</u></b>			
<b>(presented under other current liabilities)</b>			
Subsidiaries	-	-	304

As at 31 December 2017, the Company had outstanding advances to three joint ventures (presented in trade and other receivables - related parties) amounting to Baht 500 million, which were to be used to redeem the mortgage of residential condominium units to be transferred to customers of the joint ventures. In January 2018, the Company received a portion of advances amounting to Baht 450 million. Subsequently, on 22 February 2018, the other joint venture entered into an addendum to a loan agreement with the Company and another venturer whereby it would borrow funds to repay the remaining advances to the Company and for use as working capital. During the first quarter of 2018, the Company received the remaining advances from the joint venture in full.

### 6.3 Loans to and loans from related parties

As at 31 December 2018 and 2017, the balance of loans between the Company and those related companies and the movement are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements							
	Balance as at		Increase		Decrease		Balance as at	
	31 December 2017						31 December 2018	
	Loans	Interest	Loans	Interest	Loans	Interest	Loans	Interest
<b><u>Short-term loans to and interest receivable from related parties</u></b>								
<b>Joint Ventures</b>								
Ananda MF Asia Phraram9 Two Co., Ltd.	759,500	2,400	3,500	1,977	(763,000)	(4,377)	-	-
Ananda MF Asia Wongwian Yai Co., Ltd.	-	-	351,870	8,848	(351,870)	(8,848)	-	-
Ananda MF Asia Bangna Two Co., Ltd.	-	-	548,000	14,103	(548,000)	(14,103)	-	-
Ananda MF Asia Wutthakat Co., Ltd.	-	-	476,000	4,560	(476,000)	(4,560)	-	-
Ananda MF Asia Sutthisan Co., Ltd.	-	-	357,800	3,277	(357,800)	(3,277)	-	-
Ananda MF Asia Saphankhwai Two Co., Ltd.	-	-	1,992,050	52,707	(1,992,050)	(52,707)	-	-
<b>Total short-term loans to and interest receivable from related parties</b>	<b>759,500</b>	<b>2,400</b>	<b>3,729,220</b>	<b>85,472</b>	<b>(4,488,720)</b>	<b>(87,872)</b>	<b>-</b>	<b>-</b>
<b><u>Long-term loans to and interest receivable from related parties</u></b>								
<b>Joint Ventures</b>								
Ananda MF Asia Ratchathewi Co., Ltd.	280,500	48,260	-	7,401	(280,500)	(55,661)	-	-
Ananda MF Asia Asoke Co., Ltd.	433,500	54,367	214,200	32,300	(122,598)	(81,402)	525,102	5,265
Ananda MF Asia Samyan Co., Ltd.	408,000	60,093	-	17,528	(408,000)	(77,621)	-	-
Ananda MF Asia Chitlom Co., Ltd.	204,000	20,582	-	10,719	(157,530)	(31,170)	46,470	131
Ananda MF Asia Bangna Co., Ltd.	318,750	25,855	-	17,095	(176,747)	(42,553)	142,003	397
Ananda MF Asia Chongnonsi Co., Ltd.	255,000	31,426	153,000	20,305	-	-	408,000	51,731
Ananda MF Asia Taopoon Co., Ltd.	178,500	20,678	104,550	14,413	(16,653)	(34,347)	266,397	744
Ananda MF Asia Thaphra Co., Ltd.	218,997	23,693	51,000	15,957	-	-	269,997	39,650
Ananda MF Asia Phetchaburi Co., Ltd.	127,500	6,288	153,000	10,417	-	-	280,500	16,705
Ananda MF Asia Saphankhwai Co., Ltd.	178,500	3,773	51,000	11,808	-	-	229,500	15,581
Ananda APAC Bangchak Co., Ltd.	153,805	9,506	-	8,291	(139,048)	(17,698)	14,757	99
Ananda MF Asia Phraram9 Co., Ltd.	306,000	9,607	-	18,361	-	-	306,000	27,968
Ananda MF Asia Victory Monument Co., Ltd.	165,750	9,291	-	9,945	-	-	165,750	19,236
Ananda MF Asia Udomsuk Two Co., Ltd.	76,500	2,590	102,000	10,358	-	-	178,500	12,948
Ananda MF Asia Thonglor Co., Ltd.	102,000	3,454	-	6,120	-	-	102,000	9,574
Ananda MF Asia Ramkumhaeng Co., Ltd.	76,500	1,652	102,000	6,786	-	-	178,500	8,438
Ananda MF Asia Udomsuk Co., Ltd.	127,500	3,731	102,000	9,846	-	-	229,500	13,577
Ananda MF Asia Ratchaprarop Co., Ltd.	74,000	888	148,000	7,627	-	-	222,000	8,515
Ananda MF Asia Wongwian Yai Co., Ltd.	-	-	76,500	3,584	-	-	76,500	3,584
Ananda MF Asia Sena Nikhom Co., Ltd.	-	-	481,000	10,340	-	-	481,000	10,340
Ananda APAC Phraram9 Two Co., Ltd.	-	-	283,939	16,289	-	-	283,939	16,289
Ananda APAC1 Co., Ltd.	-	-	166,040	1,995	-	-	166,040	1,995
Ananda MF Asia Wutthakat Co., Ltd.	-	-	51,000	570	-	-	51,000	570
Ananda MF Asia Sutthisan Co., Ltd.	-	-	102,000	1,140	-	-	102,000	1,140
Ananda and Partners Saphankhwai Co., Ltd.	-	-	284,152	887	-	-	284,152	887
<b>Total long-term loans to and interest receivable from related parties</b>	<b>3,685,302</b>	<b>335,734</b>	<b>2,625,381</b>	<b>270,082</b>	<b>(1,301,076)</b>	<b>(340,452)</b>	<b>5,009,607</b>	<b>265,364</b>
Less: Current portion	(2,424,747)	(291,242)					(2,486,374)	(182,820)
<b>Long-term loans to and interest receivable from related parties - net of current portion</b>	<b>1,260,555</b>	<b>44,492</b>					<b>2,523,233</b>	<b>82,544</b>

(Unit: Thousand Baht)

	Separate financial statements							
	Balance as at						Balance as at	
	31 December 2017		Increase		Decrease		31 December 2018	
	Loans	Interest	Loans	Interest	Loans	Interest	Loans	Interest
<b>Short-term loans to and interest receivable from related parties</b>								
<b>Subsidiaries</b>								
Blue Deck Co., Ltd.	20,601	1,483	5,826	923	-	-	26,427	2,406
Bira Kart Co., Ltd.	-	-	5,000	162	-	-	5,000	162
Bira Circuit One Co., Ltd.	5,226	3,754	23,000	1,106	-	-	28,226	4,860
Helix Co., Ltd.	2,326,462	117,627	-	107,172	(150,000)	(1,128)	2,176,462	223,671
JV-Co1 Co., Ltd.	448,000	33,004	6,500	23,126	-	-	454,500	56,130
ADC-JV 7 Co., Ltd.	436,000	197	127,000	1,544	(436,000)	(295)	127,000	1,446
AMH Ratchada Co., Ltd. (Formerly known as "AH-SPV 1 Co., Ltd.")	149,657	5,264	268,731	13,606	-	-	418,388	18,870
AMH Sathorn Co., Ltd. (Formerly known as "AH-SPV 2 Co., Ltd.")	-	-	199,706	6,740	-	-	199,706	6,740
AMH Sukhumvit 59 Co., Ltd. (Formerly known as "AH-SPV3 Co., Ltd.")	10,000	14	138,948	3,456	-	-	148,948	3,470
AMH Sukhumvit 8 Co., Ltd. (Formerly known as "AH-SPV4 Co., Ltd.")	10,000	27	66,900	1,704	-	-	76,900	1,731
AH-SPV5 Co., Ltd.	-	-	60,000	70	-	-	60,000	70
ADC-JV 10 Co., Ltd.	-	-	62,000	164	(7,000)	(9)	55,000	155
ADC-JV 11 Co., Ltd.	329,370	5,358	4,500	2,275	(333,870)	(7,633)	-	-
ADC-JV 12 Co., Ltd.	716,980	1,376	1,275,070	48,287	(1,992,050)	(49,663)	-	-
ADC-JV 15 Co., Ltd.	15,525	5	57,400	1,963	(72,925)	(1,968)	-	-
ADC-JV 16 Co., Ltd.	-	-	534,000	11,825	(534,000)	(11,825)	-	-
ADC-JV 17 Co., Ltd.	-	-	469,000	3,875	(469,000)	(3,875)	-	-
ADC-JV 18 Co., Ltd.	-	-	2,200	5	-	-	2,200	5
ADC-JV 22 Co., Ltd.	-	-	252,300	5,617	-	-	252,300	5,617
ADC-JV 23 Co., Ltd.	-	-	1,018,250	10,580	(659,858)	(3,142)	358,392	7,438
ADC-JV 24 Co., Ltd.	-	-	357,800	1,862	(357,800)	(1,862)	-	-
ADC-JV 25 Co., Ltd.	-	-	1,225,000	6,478	(800,000)	(4,133)	425,000	2,345
ADC-JV 26 Co., Ltd.	-	-	537,000	2,322	-	-	537,000	2,322
Ashton Silom Co., Ltd.	-	-	112,500	2,304	-	-	112,500	2,304
Ashton Asoke Praram9 Co., Ltd.	-	-	4,000	122	-	-	4,000	122
Ideo Condo One Co., Ltd.	-	-	25	1	-	-	25	1
Urbantech Ventures Co., Ltd.	-	-	11,000	146	-	-	11,000	146
Exponential Social Enterprise Co., Ltd.	-	-	33,000	601	(33,000)	(601)	-	-
<b>Joint Ventures</b>								
Ananda MF Asia Pharam9 Two Co., Ltd.	759,500	2,400	3,500	1,977	(763,000)	(4,377)	-	-
Ananda MF Asia Wongwian Yai Co., Ltd.	-	-	351,870	8,848	(351,870)	(8,848)	-	-
Ananda MF Asia Bangna Two Co., Ltd.	-	-	548,000	14,103	(548,000)	(14,103)	-	-
Ananda MF Asia Wutthakat Co., Ltd.	-	-	476,000	4,560	(476,000)	(4,560)	-	-
Ananda MF Asia Sutthisan Co., Ltd.	-	-	357,800	3,277	(357,800)	(3,277)	-	-
Ananda MF Asia Saphankhwai Two Co., Ltd.	-	-	1,992,050	52,707	(1,992,050)	(52,707)	-	-
Total short-term loans to and interest receivable from related parties	5,227,321	170,509	10,585,876	343,508	(10,334,223)	(174,600)	5,478,974	340,011
Less: Impairment of short-term loans	-	-	(138,970)	(56,130)	-	-	(138,970)	(56,130)
<b>Total short-term loans to and interest receivable from related parties - net</b>	<b>5,227,321</b>	<b>170,509</b>	<b>10,446,906</b>	<b>287,378</b>	<b>(10,334,223)</b>	<b>(174,006)</b>	<b>5,340,004</b>	<b>283,881</b>

(Unit: Thousand Baht)

Separate financial statements								
	Balance as at						Balance as at	
	31 December 2017		Increase		Decrease		31 December 2018	
	Loans	Interest	Loans	Interest	Loans	Interest	Loans	Interest
<b><u>Long-term loans to and interest receivable from related parties</u></b>								
<b>Joint Ventures</b>								
Ananda MF Asia Ratchathewi Co., Ltd.	280,500	48,260	-	7,401	(280,500)	(55,661)	-	-
Ananda MF Asia Asoke Co., Ltd.	433,500	54,367	214,200	32,300	(122,598)	(81,402)	525,102	5,265
Ananda MF Asia Samyan Co., Ltd.	408,000	60,093	-	17,528	(408,000)	(77,621)	-	-
Ananda MF Asia Chitlom Co., Ltd.	204,000	20,582	-	10,719	(157,530)	(31,170)	46,470	131
Ananda MF Asia Bangna Co., Ltd.	318,750	25,855	-	17,095	(176,747)	(42,553)	142,003	397
Ananda MF Asia Taopoon Co., Ltd.	178,500	20,678	104,550	14,413	(16,653)	(34,347)	266,397	744
Ananda MF Asia Thaphra Co., Ltd.	218,997	23,693	51,000	15,957	-	-	269,997	39,650
Ananda MF Asia Phetchaburi Co., Ltd.	127,500	6,288	153,000	10,417	-	-	280,500	16,705
Ananda MF Asia Saphankhwai Co., Ltd.	178,500	3,773	51,000	11,808	-	-	229,500	15,581
Ananda APAC Bangchak Co., Ltd.	153,805	9,506	-	8,291	(139,048)	(17,698)	14,757	99
Ananda MF Asia Udomsuk Two Co., Ltd.	76,500	2,590	102,000	10,358	-	-	178,500	12,948
Ananda MF Asia Thonglor Co., Ltd.	102,000	3,454	-	4,410	(102,000)	(7,864)	-	-
Ananda MF Asia Ramkumhaeng Co., Ltd.	76,500	1,652	102,000	3,793	(178,500)	(5,445)	-	-
Ananda MF Asia Udomsuk Co., Ltd.	127,500	3,731	102,000	9,846	-	-	229,500	13,577
Ananda MF Asia Ratchaprarop Co., Ltd.	74,000	888	148,000	3,905	(222,000)	(4,793)	-	-
Ananda MF Asia Wongwian Yai Co., Ltd.	-	-	76,500	3,584	-	-	76,500	3,584
Ananda MF Asia Sena Nikhom Co., Ltd.	-	-	481,000	10,340	-	-	481,000	10,340
Ananda APAC Pharam9 Two Co., Ltd.	-	-	283,939	16,289	-	-	283,939	16,289
Ananda APAC1 Co., Ltd.	-	-	166,040	1,995	-	-	166,040	1,995
Ananda MF Asia Wuthakat Co., Ltd.	-	-	51,000	570	-	-	51,000	570
Ananda MF Asia Sutthisan Co., Ltd.	-	-	102,000	1,140	-	-	102,000	1,140
Ananda and Partners Saphankhwai One Co., Ltd.	-	-	284,152	887	-	-	284,152	887
<b>Total long-term loans to and interest receivable from related parties</b>	<b>2,958,552</b>	<b>285,410</b>	<b>2,472,381</b>	<b>213,046</b>	<b>(1,803,576)</b>	<b>(358,554)</b>	<b>3,627,357</b>	<b>139,902</b>
Less: Current portion	<u>(2,169,747)</u>	<u>(259,816)</u>					<u>(1,734,124)</u>	<u>(103,415)</u>
<b>Long-term loans to and interest receivable from related parties - net of current portion</b>	<b>788,805</b>	<b>25,594</b>					<b>1,893,233</b>	<b>36,487</b>
<b><u>Short-term loans from and interest payable to related parties</u></b>								
<b>Subsidiaries</b>								
Ananda Development Two Co., Ltd.	1,023,706	153,411	-	52,615	-	-	1,023,706	206,026
Ananda Development One Co., Ltd.	1,045,000	16,081	-	14,534	(49,387)	(22,255)	995,613	8,360
Baan Niravana Co., Ltd.	505,000	6,764	-	7,140	-	-	505,000	13,904
Ananda MF Asia Co., Ltd.	950,000	958	-	10,925	-	(9,219)	950,000	2,664
<b>Total short-term loans from and interest payable to related parties</b>	<b>3,523,706</b>	<b>177,214</b>	<b>-</b>	<b>85,214</b>	<b>(49,387)</b>	<b>(31,474)</b>	<b>3,474,319</b>	<b>230,954</b>



### Short-term loans to and short-term loans from related parties

Short-term loans to and short-term loans from related parties are unsecured and due at call. Interest was charged at the rates of MLR + fixed rate, MOR - fixed rate and 3.85% - 5.38% per annum, and interest rate on 12-month fixed deposit at bank and interest rate on 12-month fixed rate deposit at bank + 0.10% (2017: Interest was charged at the rates of MLR + fixed rate, MOR - fixed rate and 3.50% - 5.38% per annum, and interest rate on 12-month fixed deposit at bank and interest rate on 12-month fixed deposit at bank + 0.10%).

### Long-term loans to related parties

Loans to the joint ventures are unsecured, with interest charged at a rate of 6.00% per annum. The principal and accrued interest are due on the following dates. The loans can be prepaid or the payment schedule can be extended, with the agreement of the lenders, in accordance with the conditions stipulated in the joint venture agreements described in Note 18.1 to the financial statements.

<u>Joint ventures</u>	<u>Due date of principal and interest</u>
Ananda MF Asia Ratchathewi Co., Ltd.	30 June 2019
Ananda MF Asia Asoke Co., Ltd.	30 June 2020
Ananda MF Asia Samyan Co., Ltd.	30 December 2019
Ananda MF Asia Chitlom Co., Ltd.	30 June 2019
Ananda MF Asia Bangna Co., Ltd.	30 December 2019
Ananda MF Asia Chongnonsi Co., Ltd.	30 December 2019
Ananda MF Asia Taopoon Co., Ltd.	30 December 2019
Ananda MF Asia Thaphra Co., Ltd.	30 December 2019
Ananda MF Asia Phetchaburi Co., Ltd.	28 June 2019
Ananda MF Asia Udomsuk Co., Ltd.	28 June 2019
Ananda MF Asia Saphankhwai Co., Ltd.	30 December 2019
Ananda APAC Bangchak Co., Ltd.	7 December 2019
Ananda MF Asia Phraram 9 Co., Ltd.	31 May 2020
Ananda MF Asia Victory Monument Co., Ltd.	30 September 2019
Ananda MF Asia Udomsuk Two Co., Ltd.	30 November 2019
Ananda MF Asia Thonglor Co., Ltd.	28 February 2020
Ananda MF Asia Ramkhamhaeng Co., Ltd.	31 August 2019
Ananda MF Asia Senanikom Co., Ltd.	31 July 2020
Ananda MF Asia Ratchaprarop Co., Ltd.	31 January 2020
Ananda APAC Phraram9 Two Co., Ltd	28 February 2020

<u>Joint ventures</u>	<u>Due date of principal and interest</u>
Ananda MF Asia Wongwian Yai Co., Ltd.	31 December 2019
Ananda APAC1 Co., Ltd.	31 August 2020
Ananda MF Asia Wutthakat Co., Ltd.	31 May 2021
Ananda MF Asia Sutthisan Co., Ltd.	31 July 2020
Ananda and Partners Saphankhwai One Co., Ltd.	31 January 2022

#### 6.4 Directors and management's benefits

During the years ended 31 December 2018 and 2017, the Company and its subsidiaries had employee benefit expenses payable to the directors and management as below.

	(Unit: Million Baht)	
	Consolidated and separate financial statements	
	2018	2017
Short-term employee benefits	166	115
Post-employment benefits	21	3
Total	187	118

#### 6.5 Guarantee obligations with related parties

The Company and its subsidiaries have outstanding guarantee obligations with their related parties, as described in Note 40.8 to the financial statements.

### 7. **Cash and cash equivalents**

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash	2,963	2,931	738	863
Bank deposits	4,627,712	1,789,046	3,875,775	1,009,354
Cheques in transit	83,239	271,426	35,350	97,145
Total	4,713,914	2,063,403	3,911,863	1,107,362

As at 31 December 2018, bank deposits in savings accounts carried interests between 0.10% - 0.40% per annum (2017: 0.10% - 0.40% per annum).

## 8. Current investments

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statements	
	2018	2017
<b>Investments in trading securities</b>		
Investments in open-end fixed income fund	200,000	-
Add: Unrealised gain on changes in value of investments	251	-
Total current investments	200,251	-

## 9. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	410,998	294,640	384,688	291,331
Past due				
Up to 3 months	2,174	13,907	-	-
3 - 6 months	466	-	-	-
6 - 12 months	2,166	5,225	-	-
Total trade receivables - related parties	415,800	313,772	384,688	291,331
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	158,006	95,857	314	104
Past due				
Up to 3 months	38,014	21,254	68	97
3 - 6 months	8,359	290	-	34
6 - 12 months	60	806	60	-
Over 12 months	5,930	5,963	5,011	5,011
Total	210,369	124,170	5,453	5,246
Less: Allowance for doubtful debts	(5,930)	(6,182)	(5,011)	(5,011)
Total trade receivables - unrelated parties - net	204,439	117,988	442	235
Total trade receivables - net	620,239	431,760	385,130	291,566

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
<b>Other receivables</b>				
Advances - related parties	2,146	502,290	2,302	502,290
Advances - unrelated parties	-	38	-	-
Other receivables - related parties	21,450	71,582	229	65,000
Other receivables - unrelated parties	131,829	69,015	2,414	6,403
Total	155,425	642,925	4,945	573,693
Less: Allowance for doubtful debts	(2,961)	(2,961)	(2,890)	(2,890)
Total other receivables - net	152,464	639,964	2,055	570,803
Trade and other receivables - net	772,703	1,071,724	387,185	862,369

## 10. Project management contract in progress

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Aggregate amount of project management costs incurred to date	1,805,419	1,451,363	1,991,160	1,932,349
Recognised profits or losses to date	2,774,957	2,163,200	2,866,307	2,469,318
	4,580,376	3,614,563	4,857,467	4,401,667
Sum of progress billings	(6,203,631)	(4,842,833)	(6,662,279)	(5,752,093)
	(1,623,255)	(1,228,270)	(1,804,812)	(1,350,426)
<b>Gross amount due from customers for project management work</b>				
Project management in progress	-	47,445	-	65,479
	-	47,445	-	65,479
<b>Gross amount due to customers for project management work</b>				
Advances received from management project services	(1,623,255)	(1,275,715)	(1,804,812)	(1,415,905)
	(1,623,255)	(1,275,715)	(1,804,812)	(1,415,905)
	(1,623,255)	(1,228,270)	(1,804,812)	(1,350,426)

Advances received from project management services are recognised as income based on the stage of completion.

## 11. Inventories

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Food and beverages	252	369	-	90
Construction materials	27,095	20,162	-	-
Total	27,347	20,531	-	90

## 12. Real estate development costs

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Costs of land	15,357,689	14,115,225	4,558,148	7,103,170
Construction in progress	14,471,081	18,281,415	7,747,944	10,999,114
Project management and advisory fee	574,618	1,214,809	234,324	481,693
Capitalised borrowing cost	1,032,475	1,109,442	548,994	708,461
Total	31,435,863	34,720,891	13,089,410	19,292,438
Less: Accumulated transfer to cost of projects	(13,808,638)	(21,528,516)	(7,877,352)	(13,620,933)
Accumulated transfer to investment properties	(57,168)	(37,839)	(33,586)	(33,586)
Reduce cost to net realisable value	(219,364)	(46,149)	(34,053)	(39,907)
<b>Total real estate development costs - net</b>	<b>17,350,693</b>	<b>13,108,387</b>	<b>5,144,419</b>	<b>5,598,012</b>

During the year, the Company and its subsidiaries capitalised borrowing costs in the cost of land and construction in progress during the year which are calculated from capitalisation rate from weighted average rate of loans as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Borrowing costs included in the cost of land and construction in progress (Million Baht)	275	191	72	101
Capitalisation rate (%)	2.95 - 5.00	3.05 - 5.40	2.95 - 4.90	3.05 - 5.40



As at 31 December 2018 and 2017, the Company and a subsidiaries have pledged some land and construction thereon as collateral for credit facilities and overdrafts of the Company and the subsidiary which have net book value as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Net book value of land and construction that have been pledged as collateral	11,500	8,438	326	2,255

Movements in the reduction of cost to net realisable value for the year ended 31 December 2018 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statement	
Balance as at 1 January 2018	46,149	39,907
Add: Additional set up	188,528	-
Less: Reversal as a result of sale	(15,313)	(5,854)
Balance as at 31 December 2018	219,364	34,053

### Additional information of the projects

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Total estimated sale value of projects which were selling at the end of year	31,713	34,514	11,995	16,423
Total sale value of units with signed agreements to buy and sell, or units sold	12,758	15,982	5,387	9,097
Percentage of sale value of units with signed agreements to buy and sell, or units sold	40	46	45	55

### 13. Construction contract in progress

(Unit: Thousand Baht)

	Consolidated financial statements	
	2018	2017
Aggregate amount of construction costs incurred to date	3,264,915	1,624,362
Recognised profits or losses to date	287,455	147,464
	3,552,370	1,771,826
Sum of progress billings	(2,786,631)	(1,393,272)
	765,739	378,554
<b>Gross amount due from customers for construction work</b>		
Unbilled receivable from construction	808,237	527,379
Construction in progress	153,382	45,334
	961,619	572,713
<b>Gross amount due to customers for construction work</b>		
Advances received from construction		
(presented under advances received from customer)	(195,880)	(194,159)
	(195,880)	(194,159)
	765,739	378,554
Accounts receivable under retention construction		
(presented under trade and other receivables)	141,762	60,693

### 14. Other current assets

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Prepaid expenses	305,690	61,519	30,242	37,446
Withholding tax receivable	220,363	70,170	111,284	-
Tax refundable	53,618	31,961	-	-
Advance payment for project management fee	-	-	31,401	-
Others	111,604	87,066	47,305	39,032
Total	691,275	250,716	220,232	76,478

### 15. Restricted financial institution deposits/withdrawal conditions

The balances represented saving deposits of the Company and its subsidiaries which were pledged with the financial institutions to secure letters of guarantee.

## 16. Investments in associate

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			2018	2017	2018	2017	2018	2017
			(%)	(%)				
Bira RT Kart Co., Ltd.	Sale of spareparts and vehicle parts	Thailand	45	45	900	900	-	-
(45% of equity interest held by Bira Kart Co., Ltd.)								

The consolidated statements of financial position as at 31 December 2018 and 2017 included investment in associate which the Company recognised share of loss under the equity method in full amount of the investment.

In the consolidated statements of comprehensive income for the years ended 31 December 2018 and 2017, there was no share of profit or loss from the associate under the equity method and there was no dividend received from the associate during the years ended 31 December 2018 and 2017.

## 17. Investments in subsidiaries

17.1 Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment of investments		Net	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
			(%)	(%)						
Ananda Development Two Co., Ltd.	300,000	300,000	100.00	100.00	2,459,532	2,459,532	(1,315,000)	(1,315,000)	1,144,532	1,144,532
Ananda Development One Co., Ltd.	2,155,981	2,155,981	100.00	100.00	1,143,572	1,143,572	(27,000)	(27,000)	1,116,572	1,116,572
Blue Deck Co., Ltd.	233,000	233,000	100.00	100.00	233,000	233,000	(142,800)	(142,800)	90,200	90,200
The Agent (Property Expert) Co., Ltd.	4,000	4,000	100.00	100.00	4,000	4,000	-	-	4,000	4,000
The Works Community Management Co., Ltd.	1,000	1,000	99.98	99.98	1,000	1,000	-	-	1,000	1,000
Bira Circuit One Co., Ltd.	45,000	45,000	100.00	100.00	45,000	45,000	(36,000)	(36,000)	9,000	9,000
Bira Kart Co., Ltd. (and 50.69% held by Bira Circuit One Co., Ltd.)	36,500	36,500	49.31	49.31	17,999	17,999	(6,000)	(6,000)	11,999	11,999
Helix Co., Ltd.	1,192,200	1,192,200	100.00	100.00	1,192,200	1,192,200	-	-	1,192,200	1,192,200
Ideo Condo One Co., Ltd.	100	100	99.80	99.80	99	99	-	-	99	99
JV-Co1 Co., Ltd.	100	100	99.80	99.80	100	100	-	-	100	100
ADC-JV 7 Co., Ltd.	240,000	240,000	100.00	100.00	240,000	240,000	-	-	240,000	240,000
AMH Ratchada Co., Ltd. (Formerly known as "AH-SPV1 Co., Ltd.")	100	100	99.80	99.80	100	100	-	-	100	100
ADC-JV 10 Co., Ltd.	500,000	500,000	100.00	100.00	500,000	500,000	-	-	500,000	500,000
ADC-JV 11 Co., Ltd.	-	100	-	99.70	-	100	-	-	-	100
ADC-JV 12 Co., Ltd.	-	100	-	99.70	-	100	-	-	-	100
ADC-JV 14 Co., Ltd.	100	100	99.70	99.70	100	100	-	-	100	100
ADC-JV 15 Co., Ltd.	89,986	100	100.00	99.70	89,986	100	-	-	89,986	100
ADC-JV 16 Co., Ltd.	-	100	-	99.70	-	100	-	-	-	100
ADC-JV 17 Co., Ltd.	-	100	-	99.70	-	100	-	-	-	100
Ashton Silom Co., Ltd.	338,000	338,000	100.00	100.00	338,000	338,000	-	-	338,000	338,000
	300,000 <sup>(1)</sup>	300,000 <sup>(1)</sup>	-	-	-	-	-	-	-	-

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment of investments		Net	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
			(%)	(%)						
Ananda APAC1 Co., Ltd.	-	100	-	99.70	-	100	-	-	-	100
AMH Sathom Co., Ltd. (Formerly known as "AH-SPV2 Co., Ltd.")	100	100	99.70	99.70	99	99	-	-	99	99
AMH Sukhumvit 59 Co., Ltd. (Formerly known as "AH-SPV3 Co., Ltd.")	100	100	99.70	99.70	99	99	-	-	99	99
AMH Sukhumvit 8 Co., Ltd. (Formerly known as "AH-SPV4 Co., Ltd.")	100	100	99.70	99.70	99	99	-	-	99	99
Ananda MF Asia Co., Ltd.	900,000	900,000	100.00	100.00	950,510	950,510	-	-	950,510	950,510
Ashton Asoke Praram9 Co., Ltd.	341,000	341,000	100.00	100.00	341,000	341,000	-	-	341,000	341,000
Ideo Q Victory Co., Ltd.	550,000 <sup>(1)</sup>	550,000 <sup>(1)</sup>	-	-	-	-	-	-	-	-
	189,000	189,000	100.00	100.00	189,000	189,000	-	-	189,000	189,000
	240,000 <sup>(1)</sup>	240,000 <sup>(1)</sup>	-	-	-	-	-	-	-	-
ADC-JV 18 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 19 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 20 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 21 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 22 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 23 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
Urbantech Ventures Co., Ltd.	20,000	-	100.00	-	20,000	-	-	-	20,000	-
Exponential Social Enterprise Co., Ltd.	5,000	-	100.00	-	5,000	-	-	-	5,000	-
ADC-JV 25 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 26 Co., Ltd.	100	-	99.70	-	100	-	-	-	100	-
ADC-JV 27 Co., Ltd.	100	-	99.70	-	99	-	-	-	99	-
Ideo Mobi Rangnam Co., Ltd.	718,859	-	51.00	-	328,823	-	-	-	328,823	-
Ideo New Praram9 Co., Ltd.	544,620	-	51.00	-	250,782	-	-	-	250,782	-
Ideo Q Sukhumvit36 Co., Ltd.	555,995	-	51.00	-	230,424	-	-	-	230,424	-
AH-SPV5 Co., Ltd.	100	-	99.70	-	99	-	-	-	99	-
Total					8,581,522	7,656,109	(1,526,800)	(1,526,800)	7,054,722	6,129,309

(1) paid-up preference shares

During the years ended 31 December 2018 and 2017, subsidiaries did not pay dividend.

## 17.2 Details of investments in subsidiaries that have material non-controlling interests are as below:

(Unit: Million Baht)

Company's name	Proportion of voting right of non-controlling interests		Dividend rate of preference shares		Accumulated balance of non-controlling interests		Loss attributable to non-controlling interests of the subsidiaries during the year		Direct cost of issuance shares <sup>(1)</sup>	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
	(%)	(%)	(% p.a.)	(% p.a.)						
<b>The subsidiaries' preference shareholders</b>										
Ashton Silom Co., Ltd.	4.25	4.25	8.0	8.0	292	292	-	-	-	7.4
Ashton Asoke Pharam 9 Co., Ltd.	4.25	4.25	8.9	8.9	537	537	-	-	-	13.3
Ideo Q Victory Co., Ltd.	4.26	4.26	8.5	8.5	234	234	-	-	-	5.8
<b>The subsidiaries' common shareholders</b>										
Ideo Mobi Rangnam Co., Ltd.	49.00	-	-	-	376	-	(8)	-	6.7	-
Ideo New Praram9 Co., Ltd.	49.00	-	-	-	281	-	(8)	-	5.0	-
Ideo Q Sukhumvit36 Co., Ltd.	49.00	-	-	-	314	-	(6)	-	5.6	-

<sup>(1)</sup> Direct costs relating to the offering of shares, after deducting income tax and are presented as "Share discount of subsidiaries" and included as a part of non-controlling interest of subsidiaries in the consolidated statement of financial position.

There was no profit or loss attributable to non-controlling interests of the subsidiary's preference shareholders during the year ended 31 December 2018 and 2017, accordance with conditions in the agreement.

Additional details of the rights of non-controlling interests of the subsidiaries' preference shareholders are as follows:

- Voting rights at 1 vote per 20 shares
- Right to receive a cumulative, non-compounding dividend in preference to the ordinary shareholders at fixed rates per annum of the par value of the paid up shares, based on the subsidiary's operating performance.
- In the event of liquidation, after the subsidiary's liabilities are fully settled and the remaining assets suffice for the distribution to the shareholders, the preference shareholders are entitled to the remaining assets before the ordinary shareholders, but not over the par value of the paid up preference shares. Any assets and capital remaining after the distribution to the preference shareholders will be distributed to the ordinary shareholders thereafter.

Under the subsidiary's shareholders' agreement, subsequent to the period specified in the agreement, the Company, who is a joint-shareholder, entitled to request that the preference shareholders sell their shares at the same price per share that they paid to the subsidiary, plus a fixed rate per annum of compounding margin, calculated over a period from the period the subsidiary received share subscription payment to the date on which the Company exercised its right to purchase the preference shares, and after deducting any dividends and/or any returns of share capital earlier distributed to the joint shareholders (if any).

The Company classified preference shares after deducting preference share discount as equity instruments under the caption of "Non-controlling interests of the subsidiaries" in the consolidated financial statements in accordance with the opinion of a financial specialist who is also a financial advisor of the Company.

Additional details of the rights of non-controlling interest of the subsidiary's ordinary shareholders are as follows:



Non-controlling interests of the subsidiaries' ordinary shareholders are group B ordinary shares of the subsidiary and their significant rights differ from group A ordinary shares as detailed below:

Under the agreement between the shareholders and the subsidiary, ordinary shareholders group A are entitled to purchase back group B ordinary shares after the joint venture invested by the subsidiary transferred at least 90% of its total condominium units to buyers, at a price specified in the agreement (as described in Note 18.5.5). The exercise price to purchase back group B shares in accordance with the price specified in the agreement.

17.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling

Summarised information about financial position

(Unit: Million Baht)

For the year ended 31 December												
Ashton		Ashton Asoke		Ideo Q		Ideo Mobi		Ideo New		Ideo Q		
Silom Co., Ltd.		Praram 9 Co., Ltd.		Victory Co., Ltd.		Rangnam Co., Ltd.		Praram 9 Co., Ltd.		Sukhumvit 36 Co., Ltd.		
2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	
460	329	1	15	189	12	81	-	238	-	99	-	
446	298	829	862	232	422	623	-	300	-	446	-	
116	-	5	17	-	8	1	-	1	-	1	-	
Current assets												
Non-current assets												
Current liabilities												

Summarised information about comprehensive income

(Unit: Million Baht)

For the year ended 31 December												
	Ashton		Ashton Asoke		Ideo Q		Ideo Mobi		Ideo New		Ideo Q	
	Silom Co., Ltd.		Praram 9 Co., Ltd.		Victory Co., Ltd.		Rangnam Co., Ltd.		Praram 9 Co., Ltd.		Sukhumvit 36 Co., Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Revenue	20	6	19	1	10	-	4	-	3	-	2	-
Profit for the year	163	(4)	(34)	(18)	(6)	3	(9)	-	(3)	-	(6)	-
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	163	(4)	(34)	(18)	(6)	3	(9)	-	(3)	-	(6)	-

## Summarised information about cash flow

(Unit: Million Baht)

	For the year ended 31 December									
	Ashton		Ashton Asoke		Ideo Q		Ideo Mobi		Ideo New	
	Silom Co., Ltd.	2017	Praram 9 Co., Ltd.	2018	2017	2018	Rangnam Co., Ltd.	2017	Praram 9 Co., Ltd.	2017
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Cash flow from operating activities	165	(4)	(48)	(4)	(11)	11	(9)	-	(3)	(6)
Cash flow from investing activities	(322)	(584)	30	(859)	3	(422)	(622)	-	(485)	(445)
Cash flow from financing activities	115	630	4	878	-	423	712	-	539	550
Net increase (decrease) in cash and cash equivalents	(42)	42	(14)	15	(8)	12	81	-	51	99

## 17.4 The significant changes of investments in subsidiaries

### 17.4.1 Establishment of new subsidiaries held by the Company

Board of Directors' meetings passed a resolution to establish new subsidiaries in Thailand, to engage in real estate business and investment in other business, as detailed below:

Companies	Date of incorporation	Registered capital (Million Baht)	Paid-up capital (Million Baht)	Percentage of shareholding of ordinary shares (%)
ADC-JV 18 Co., Ltd.	25 January 2018	0.1	0.1	99.70
ADC-JV 19 Co., Ltd.	25 January 2018	0.1	0.1	99.70
ADC-JV 20 Co., Ltd.	25 January 2018	0.1	0.1	99.70
ADC-JV 21 Co., Ltd.	25 January 2018	0.1	0.1	99.70
ADC-JV 22 Co., Ltd.	25 January 2018	0.1	0.1	99.70
ADC-JV 23 Co., Ltd.	25 January 2018	0.1	0.1	99.70
ADC-JV 24 Co., Ltd.	25 January 2018	0.1	0.1	99.70
Urbantech Ventures Co., Ltd.	23 February 2018	0.1	0.1	99.70
Exponential Social Enterprise Co., Ltd.	23 February 2018	1.0	1.0	99.97
ADC-JV 25 Co., Ltd.	10 August 2018	0.1	0.1	99.70
ADC-JV 26 Co., Ltd.	10 August 2018	0.1	0.1	99.70
ADC-JV 27 Co., Ltd.	10 August 2018	0.1	0.1	99.70
Ideo Mobi Rangnam Co., Ltd.	20 September 2018	796.0	718.9	51.00
Ideo New Praram9 Co., Ltd.	20 September 2018	599.7	544.6	51.00
Ideo Q Sukhumvit36 Co., Ltd.	20 September 2018	664.4	556.0	51.00
AH-SPV5 Co., Ltd.	1 October 2018	0.1	0.1	99.70

### 17.4.2 Sale of ordinary shares in subsidiaries and change of the status from subsidiaries to joint ventures

#### ADC-JV 11 Co., Ltd.

On 22 February 2018, a meeting of the Company's Board of Directors passed a resolution to sell investment in ADC-JV 11 Co., Ltd., which was the subsidiary. Subsequently, on 23 February 2018, there was a registration of the changes of subsidiary's name from ADC-JV 11 Co., Ltd. to "Ananda MF Asia Wongwian Yai Co., Ltd." with the Ministry of Commerce and the Company entered into a joint venture agreement with a company to operate a joint venture which would principally engage in development of real estate under the name of Ananda MF Asia Wongwian Yai Co., Ltd. As stipulated in the joint venture agreement, the shareholders are required to provide financial support in the form of loan facilities. On 28 February 2018, the Company sold a 49% of interest in the ordinary shares of Ananda MF Asia Wongwian Yai Co., Ltd. to a company, as stipulated in the joint venture agreement. As a result, the Company's interest in this company decreased to 51% of its registered share capital. Following the above sale of investment, the Company determined that it did not have control over the business of the subsidiary and the status of this company changed from "subsidiary" to "joint venture". The Company therefore presented investment in subsidiary as investment in joint venture.

#### Helix Development Thonglor Co., Ltd.

On 29 June 2018, a meeting of the Company's Board of Directors passed a resolution to sell investment in Helix Development Thonglor Co., Ltd. Which is the subsidiary. Subsequently, on 5 July 2018, there was a registration of the changes of subsidiary's name from Helix Development Thonglor Co., Ltd. to "Ananda APAC1 Co., Ltd." with the Ministry of Commerce.

On 6 July 2018, the Company entered into a joint venture agreement with a company to operate a joint venture which would principally engage in investment in property development business under the name of Ananda APAC1 Co., Ltd. As stipulated in the joint venture agreement, the shareholders are required to provide financial support in the form of loan facilities. On the same day, the Company sold a 44% interest in the ordinary shares of Ananda APAC1 Co., Ltd. to a company, which is in accordance with the joint venture agreement. As a result, this Company's interest in this company decreased to 56% of its registered share capital. Following the above sale of investment, the Company determined that it did not have control over the business of subsidiary and the status of this company changed from "subsidiary" to "joint venture". The Company therefore presented investment in subsidiary as investment in joint venture.

#### ADC-JV 16 Co., Ltd.

On 29 June 2018, a meeting of the Company's Board of Directors passed a resolution to sell investment in ADC-JV 16 Co., Ltd., which was the subsidiary. On 9 August 2018, the changes of subsidiary's name from ADC-JV 16 Co., Ltd. to "Ananda MF Asia Bangna Two Co., Ltd." was registered with the Ministry of Commerce.

On 10 and 24 August 2018, the Company entered into joint venture agreements with two companies to develop a real estate project under the name of Ananda MF Asia Bangna Two Co., Ltd. The joint venture agreement requires the shareholders to provide financial support in the form of loan facilities. The Company sold 49% of the investment in the ordinary shares of such company to a company and sold 51% of the investment to Ananda APAC1 Co., Ltd. (a Joint venture), which is in accordance with the joint venture agreement. As a result, the Company has indirect shareholding in that joint venture through equity interest held by Ananda APAC1 Co., Ltd. (a Joint venture) and the Company determined that it did not have control over the business of the subsidiary and the status of this company has been changed from "subsidiary" to "joint venture", held by Ananda APAC1 Co., Ltd. (a Joint venture).



#### ADC-JV 17 Co., Ltd.

On 29 June 2018, a meeting of the Company's Board of Directors passed a resolution to sell investment in ADC-JV 17 Co., Ltd. which was the subsidiary. Subsequently, on 9 August 2018, there was registration of the changes of subsidiary's name from ADC-JV 17 Co., Ltd. to "Ananda MF Asia Wutthakat Co., Ltd." with the Ministry of Commerce.

On 10 August 2018, the Company entered into a joint venture agreement with a company to operate the joint venture which would principally engage in development of real estate under the name of Ananda MF Asia Wutthakat Co., Ltd. As stipulated in the joint venture agreement, the shareholders are required to provide financial support in the form of loan facilities. On 14 August 2018, the Company sold 49% of interest in the ordinary shares of Ananda MF Asia Wutthakat Co., Ltd. to a company, as stipulated in the joint venture agreement. As a result, the Company's interest in this company decreased to 51% of its registered share capital. Following the above sale of investment, the Company determined that it did not have control over the business of the subsidiary and the status of this company changed from "subsidiary" to "joint venture". The Company therefore presented investment in subsidiary as investment in joint venture.

#### ADC-JV 24 Co., Ltd.

On 10 September 2018, there was a registration of the changes of subsidiary's name from ADC-JV 24 Co., Ltd. to "Ananda MF Asia Sutthisan Co., Ltd." with the Ministry of Commerce. Subsequently, on 17 September 2018, a meeting of the Company's Board of Directors passed a resolution to sell investment in ADC-JV 24 Co., Ltd., which is the subsidiary and the Company entered into a joint venture agreement with a company to operate a joint venture which would principally engage in development of real estate under the name of Ananda MF Asia Sutthisan Co., Ltd. As stipulated in the joint venture agreement, the shareholders are required to provide financial support in the form of loan facilities. On 19 September 2018, the Company sold a 49% interest in the ordinary shares of Ananda MF Asia Sutthisan Co., Ltd. to a company, as stipulated in the joint venture agreement. As a result, the Company's interest in this company decreased to 51% of its registered share capital. Following the above sale of investment, the Company determined that it did not have control over the business of the subsidiary and the status of this company changed from "subsidiary" to "joint venture". The Company therefore presented investment in subsidiary as investment in joint venture.

#### ADC-JV 12 Co., Ltd.

On 29 November 2018, there was a registration of the changes of subsidiary's name from ADC-JV 12 Co., Ltd. to "Ananda MF Asia Saphankhwai Two Co., Ltd." with the Ministry of Commerce. Subsequently, the Company entered into a joint venture agreement with a company to operate a joint venture which would principally engage in development of real estate under the name of Ananda MF Asia Saphankhwai Two Co., Ltd. As stipulated in the joint venture agreement, the shareholders are required to provide financial support in the form of loan facilities. On 30 November 2018, the Company sold a 37.5% interest in the ordinary shares of Ananda MF Saphankhwai Two Co., Ltd. to a company, as stipulated in the joint venture agreement. As a result, the Company's interest in this company decreased to 62.4% of its registered share capital. Following the above sale of investment, the Company determined that it did not have control over the business of the subsidiary and the status of this company changed from "subsidiary" to "joint venture". The Company therefore presented investment in subsidiary as investment in joint venture.

#### 17.4.3 Increase in share capital of subsidiaries

##### Urbantech Ventures Co., Ltd.

On 14 March 2018, the Extraordinary General Meeting of the shareholders of Urbantech Ventures Co., Ltd. passed a resolution to increase its registered share capital of Baht 19.9 million from the existing registered share capital of Baht 0.1 million to Baht 20 million by issuing new ordinary shares of 199,000 shares of Baht 100 each, fully called up. The Company paid for the share capital increase in proportion to the amount of Baht 19.9 million to that company on 14 March 2018. The subsidiary registered the share capital increase with the Ministry of Commerce on 20 March 2018.

##### Exponential Social Enterprise Co., Ltd.

On 3 December 2018, the Extraordinary General Meeting of the shareholders of Exponential Social Enterprise Co., Ltd. passed a resolution to increase its registered share capital of Baht 4 million from the existing registered share capital of Baht 1 million to Baht 5 million by issuing new ordinary shares of 40,000 shares of Baht 100 each, fully called up. The Company paid for the share capital increase in proportion to the amount of Baht 4 million to that company on 3 December 2018. The subsidiary registered the capital increase with the Ministry of Commerce on 4 December 2018.

#### ADC-JV15 Co.,Ltd.

On 13 December 2018, the Extraordinary General Meeting of shareholders of ADC-JV15 Co., Ltd. passed a resolution to increase its registered share capital by Baht 139.9 million from the existing registered capital of Baht 0.1 million to Baht 140 million by issuing new ordinary shares of 1,399,000 shares of Baht 100 each, and to initially call up these shares at Baht 64.25 each. The Company made payment of the initial subscription of 1,399,000 shares or amounting to Baht 90 million on 13 December 2018. The subsidiary registered the increase of its share capital with the Ministry of Commerce on 14 December 2018.

In this regard, other shareholders did not pay for additional share subscription. As a result, the Company's shareholding percentage in ADC-JV15 Co., Ltd. increased from 99.70% to 100.00%.

#### 17.5 Income tax liability on acquisition of an entity

In the purchase price allocation process of the acquisition of Ananda Development Two Co., Ltd. in 2010, there was an assessment of the fair value of tax expenses as a result of an increase in fair value of inventories and intangible assets. The Company presented this income tax liabilities on acquisition in deferred tax liabilities in the consolidated statements of financial position.

## 18. Investments in joint ventures

### 18.1 Details of investments in joint ventures

Investments in joint ventures represent investments in entities which are jointly controlled by the Company and other company.

Details of these investments are as follows:

(Unit: Thousand Baht)									
	Joint ventures	Nature of business	Consolidated financial statements				Separate financial statements		
			Percentage of shareholding		Cost	Carrying amounts based on equity method		Cost	
			2018 (%)	2017 (%)		2018	2017		
									2018
Joint ventures registered in Thailand									
	Ananda MF Asia Ratchathewi Co., Ltd.	Development of real estate project	51	51	280,480	280,480	400,778	325,099	280,480
	Ananda MF Asia Asoke Co., Ltd.	Development of real estate project	51	51	433,500	433,500	742,957	115,507	433,500
	Ananda MF Asia Samyan Co., Ltd.	Development of real estate project	51	51	510,000	510,000	662,104	231,272	510,000
	Ananda MF Asia Chitlom Co., Ltd.	Development of real estate project	51	51	204,000	204,000	328,420	84,497	204,000
	Ananda MF Asia Bangna Co., Ltd.	Development of real estate project	51	51	318,750	318,750	526,249	347,020	318,750
	Ananda MF Asia Chongnonsi Co., Ltd.	Development of real estate project	51 <sup>(1)</sup>	51 <sup>(1)</sup>	306,000	306,000	271,710	137,691	-
	Ananda MF Asia Taopoon Co., Ltd.	Development of real estate project	51	51	178,500	178,500	218,559	181,906	178,500
	Ananda MF Asia Thaphra Co., Ltd.	Development of real estate project	51	51	216,749	216,749	243,354	203,109	216,749
	Ananda MF Asia Phetchaburi Co., Ltd.	Development of real estate project	51	51	280,500	280,500	316,416	177,246	280,500
	Ananda MF Asia Udomsuk Co., Ltd.	Development of real estate project	51	51	229,500	229,500	247,412	181,007	229,500
	Ananda MF Asia Saphankhwai Co., Ltd.	Development of real estate project	51	51	229,500	229,500	335,925	172,114	229,500
	Ananda APAC Bangkok Co., Ltd.	Holding company in real estate business	99	99	257,804	257,804	463,933	138,430	257,804
	Ananda MF Asia Phiraram9 Co., Ltd.	Development of real estate project	51 <sup>(1)</sup>	51 <sup>(1)</sup>	561,000	561,000	328,902	393,842	-
	Ananda MF Asia Victory Monument Co., Ltd.	Development of real estate project	51 <sup>(1)</sup>	51 <sup>(1)</sup>	242,250	242,250	141,947	171,430	-
	Ananda MF Asia Udomsuk Two Co., Ltd.	Development of real estate project	51	51	433,500	433,500	303,686	366,508	433,500
	Ananda MF Asia Thonglor Co., Ltd.	Development of real estate project	51 <sup>(1)</sup>	51	306,000	306,000	190,134	246,741	-
	Ananda MF Asia Ramkhamhaeng Co., Ltd.	Development of real estate project	51 <sup>(1)</sup>	51	280,500	280,500	173,048	222,790	-

(Unit: Thousand Baht)

Joint ventures	Nature of business	Percentage of shareholding		Consolidated financial statements				Carrying amounts based on equity method		Separate financial statements	
		2018	2017	Cost		2018	2017	2018	2017	Cost	
		(%)	(%)								
Ananda MF Asia Sena Nikhom Co., Ltd.	Development of real estate project	74	74	481,000	481,000	370,161	456,135	481,000	481,000	481,000	
Ananda MF Asia Ratchaprarop Co., Ltd.	Development of real estate project	74 <sup>(1)</sup>	74	370,000	370,000	268,684	311,819	-	-	370,000	
Ananda APAC Phiraram9 Two Co., Ltd.	Holding company in real estate business	86.5	86.4	667,939	86	574,516	-(2)	667,939	667,939	86	
Ananda MF Asia Wongwian Yai Co., Ltd.	Development of real estate project	51	-	280,500	-	216,642	-	280,500	280,500	-	
Ananda APAC1 Co., Ltd.	Holding company in real estate business	56	-	223,160	-	186,544	-	223,160	223,160	-	
Ananda MF Asia Wuthakat Co., Ltd.	Development of real estate project	51	-	306,000	-	273,385	-	306,000	306,000	-	
Ananda MF Asia Sutthisan Co., Ltd.	Development of real estate project	51	-	153,000	-	130,456	-	153,000	153,000	-	
Ananda and Partners Saphankhwai One Co., Ltd.	Holding company in real estate business	60	-	434,152	-	373,050	-	434,152	434,152	-	
Total				8,184,284	6,119,619	8,288,942	4,464,163	6,118,534	6,118,534	5,010,369	
Joint venture registered in foreign country											
Ananda SU Ltd	Investment in other company	51 <sup>(1)</sup>	-	8,213	-	8,184	-	-	-	-	
Total				8,213	-	8,184	-	-	-	-	
Total investment in joint ventures											
				8,192,497	6,119,619	8,297,126	4,464,163	6,118,534	6,118,534	5,010,369	

<sup>(1)</sup> Held by subsidiaries<sup>(2)</sup> Investment under equity method, which is the "provision for transaction under equity method of investments in joint ventures"



The carrying amounts of investments in joint ventures based on equity method, which is the “provision for transaction under equity method of investments in joint ventures” are as follows:

Joint ventures	Consolidated financial statements	
	2018	2017
Ananda APAC Pharam9 Two Co., Ltd.	-	34,386

The Company presented the negative investment value based on equity method as “provision for transaction under equity method of investments in joint ventures” in the consolidated statement of financial position. The negative investment value was resulted from share of loss from investments in joint ventures in proportion to the Company’s shareholding in joint ventures.

The Company and its subsidiaries entered into joint venture agreements with three foreign companies and three domestic company and a person to incorporate joint ventures which would principally engage in development of real estate and operating joint venture in Thailand. In addition, the agreements stipulate that the shareholders are required to provide financial support to the joint ventures in the form of loans with the facilities as stipulated in the joint venture agreements as follows:

Joint ventures	Registered capital	Loan facilities granted by the Company and its subsidiaries	
		Loan facilities from shareholders	Loan facilities granted by the Company and its subsidiaries
Ananda MF Asia Ratchathewi Co., Ltd.	550	550	281
Ananda MF Asia Asoke Co., Ltd.	850	1,270	648
Ananda MF Asia Samyan Co., Ltd.	1,000	1,000	510
Ananda MF Asia Chitlom Co., Ltd.	400	400	204
Ananda MF Asia Bangna Co., Ltd.	625	625	319
Ananda MF Asia Chongnonsi Co., Ltd.	600	800	408
Ananda MF Asia Taopoon Co., Ltd.	350	650	332
Ananda MF Asia Thaphra Co., Ltd.	425	875	446
Ananda MF Asia Phetchaburi Co., Ltd.	550	550	281
Ananda MF Asia Udornsuk Co., Ltd.	450	450	230
Ananda MF Asia Saphankhwai Co., Ltd.	450	450	230
Ananda APAC Bangchak Co., Ltd.	260	506	258

(Unit: Million Baht)

Joint ventures	Registered capital	Loan facilities from shareholders	Loan facilities granted by the Company and its subsidiaries
Ananda MF Asia Phraram9 Co., Ltd.	1,100	1,100	561
Ananda MF Asia Victory Monument Co., Ltd.	475	475	242
Ananda MF Asia Udomsuk Two Co., Ltd.	850	850	434
Ananda MF Asia Thonglor Co., Ltd.	600	600	306
Ananda MF Asia Ramkhamhaeng Co., Ltd.	550	550	281
Ananda MF Asia Sena Nikhom Co., Ltd.	650	650	481
Ananda MF Asia Ratchaprarop Co., Ltd.	500	500	370
Ananda APAC Phraram9 Two Co., Ltd.	772	772	668
Ananda MF Asia Wongwian Yai Co., Ltd.	550	550	281
Ananda APAC1 Co., Ltd.	399	399	223
Ananda MF Asia Wutthakat Co., Ltd.	600	600	306
Ananda MF Asia Sutthisan Co., Ltd.	300	300	153
Ananda and Partners Saphankhwai One Co., Ltd.	724	724	284

The Company and its subsidiaries determined that they do not have control over the joint ventures' business, and therefore the Company and its subsidiaries present those investments as investments in joint ventures.

## 18.2 Share of comprehensive income and dividend received

During the year, the Company and its subsidiaries recognised its share of comprehensive income from investments in the joint ventures in the consolidated financial statements and the Company recognised dividend received from joint ventures in separate financial statements as follows:

Joint ventures	Consolidated financial statements				Separate financial statements	
	Share of gain (loss) from investments in joint ventures during the year		Share of other comprehensive income from investments in joint ventures during the year		Dividend received during the year	
	2018	2017	2018	2017	2018	2017
<b>Joint Ventures registered in Thailand</b>						
Ananda MF Asia Co., Ltd. <sup>(1)</sup>	-	79,995	-	-	-	255,510
Ananda MF Asia Ratchathewi Co., Ltd.	126,679	189,557	-	-	51,000	-
Ananda MF Asia Asoke Co., Ltd.	627,450	(96,483)	-	-	-	-
Ananda MF Asia Samyan Co., Ltd.	940,832	(98,365)	-	-	510,000	-
Ananda MF Asia Chitlom Co., Ltd.	243,923	(35,758)	-	-	-	-
Ananda MF Asia Bangna Co., Ltd.	179,229	148,533	-	-	-	-
Ananda MF Asia Chongnonsi Co., Ltd.	134,019	(50,285)	-	-	-	-
Ananda MF Asia Taopoon Co., Ltd.	36,653	56,403	-	-	-	-

(Unit: Thousand Baht)						
Joint ventures	Consolidated financial statements				Separate financial statements	
	Share of gain (loss) from investments in joint ventures during the year		Share of other comprehensive income from investments in joint ventures during the year		Dividend received during the year	
	2018	2017	2018	2017	2018	2017
Ananda MF Asia Thaphra Co., Ltd.	40,245	46,219	-	-	-	-
Ananda MF Asia Phetchaburi Co., Ltd.	139,170	(25,954)	-	-	-	-
Ananda MF Asia Bangchak Co., Ltd. <sup>(2)</sup>	-	(13,775)	-	-	-	-
Ananda MF Asia Udomsuk Co., Ltd.	66,405	(22,301)	-	-	-	-
Ananda MF Asia Saphankhwai Co., Ltd.	163,811	(30,553)	-	-	-	-
Ananda APAC Bangchak Co., Ltd.	325,503	(46,065)	-	-	-	-
Ananda MF Asia Phraram 9 Co., Ltd.	(64,940)	(100,148)	-	-	-	-
Ananda MF Asia Victory Monument Co., Ltd.	(29,513)	(62,426)	-	-	-	-
Ananda MF Asia Udomsuk Two Co., Ltd.	(62,822)	(61,753)	-	-	-	-
Ananda MF Asia Thonglor Co., Ltd.	(56,607)	(56,166)	-	-	-	-
Ananda MF Asia Ramkhamhaeng Co., Ltd.	(49,742)	(51,058)	-	-	-	-
Ananda MF Asia Sena Nikhom Co., Ltd.	(85,974)	(21,426)	-	-	-	-
Ananda MF Asia Ratchaprarop Co., Ltd.	(43,135)	(55,941)	-	-	-	-
Ananda APAC Pharam 9 Two Co., Ltd.	(58,951)	(33,773)	-	-	-	-
Ananda MF Asia Wongwian Yai Co., Ltd.	(59,292)	-	-	-	-	-
Ananda APAC1 Co., Ltd.	(34,519)	-	-	-	-	-
Ananda MF Asia Wutthakat Co., Ltd.	(31,547)	-	-	-	-	-
Ananda MF Asia Sutthisan Co., Ltd.	(21,892)	-	-	-	-	-
Ananda MF Asia Saphankhwai Two Co., Ltd.	(72,043)	-	-	-	-	-
Ananda and Partners Saphankhwai One Co., Ltd.	(11,663)	-	-	-	-	-
<b>Total</b>	<b>2,341,279</b>	<b>(341,523)</b>	<b>-</b>	<b>-</b>	<b>561,000</b>	<b>255,510</b>
<b>Joint venture registered in foreign country</b>						
Ananda SU Ltd.	(29)	-	-	-	-	-
<b>Total</b>	<b>2,341,250</b>	<b>(341,523)</b>	<b>-</b>	<b>-</b>	<b>561,000</b>	<b>255,510</b>

(1) During the fourth quarter of 2017, Ananda MF Asia Co., Ltd. is changed its status from joint venture to subsidiary

(2) In March 2017, the Company sold investment in Ananda MF Asia Bangchak Co., Ltd. Ltd. to Ananda APAC Bangchak Co., Ltd. in full.

### 18.3 Summarised financial information of jointly controlled entities

#### Summarised statement of financial position

(Unit: Million Baht)

	Ananda MF Asia		Ananda MF Asia		Ananda MF Asia		Ananda MF Asia		Ananda MF Asia		Ananda MF Asia		Ananda MF Asia	
	Ratchathewi		Asoke Co., Ltd.		Samyan Co., Ltd.		Chitlom Co., Ltd.		Bangna Co., Ltd.		Chongnonsi		Co., Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Cash and cash equivalents	373	242	1,182	875	781	97	186	47	449	456	268	135		
Other current assets	518	1,390	1,550	3,928	1,282	4,625	694	1,908	1,044	2,250	3,032	2,863		
Non-current assets	16	24	171	131	24	86	24	34	40	32	51	53		
Short-term loans from financial institutions	-	-	-	(674)	-	-	-	(334)	-	-	(156)	(925)		
Current portion of long-term loans from and interest payable to joint ventures	-	(645)	-	(957)	-	(918)	(91)	(440)	(279)	(676)	-	(562)		
Current portion of long-term from	-	-	-	(986)	-	-	-	(441)	-	(506)	-	-		
Other current liabilities	(91)	(293)	(792)	(1,786)	(734)	(1,304)	(133)	(506)	(167)	(764)	(740)	(826)		
Long-term loans from and interest payable to joint venturers - net of current portion	-	-	(1,039)	-	-	-	-	-	-	-	(901)	-		
Long-term loans	-	-	-	-	-	(1,886)	-	-	-	-	(871)	(349)		
<b>Net assets</b>	<b>816</b>	<b>718</b>	<b>1,072</b>	<b>531</b>	<b>1,353</b>	<b>700</b>	<b>680</b>	<b>268</b>	<b>1,087</b>	<b>792</b>	<b>683</b>	<b>389</b>		
Shareholding percentage (%)	51	51	51	51	51	51	51	51	51	51	51	51		
<b>The Company's shareholding percentage in net assets</b>	<b>416</b>	<b>366</b>	<b>547</b>	<b>271</b>	<b>690</b>	<b>357</b>	<b>347</b>	<b>137</b>	<b>554</b>	<b>404</b>	<b>348</b>	<b>198</b>		
Elimination entries	(15)	(41)	196	(155)	(28)	(126)	(19)	(53)	(28)	(57)	(76)	(60)		
<b>Carrying amounts based on equity method in joint ventures</b>	<b>401</b>	<b>325</b>	<b>743</b>	<b>116</b>	<b>662</b>	<b>231</b>	<b>328</b>	<b>84</b>	<b>526</b>	<b>347</b>	<b>272</b>	<b>138</b>		

(Unit: Million Baht)

	Ananda MF Asia Taopoon Co., Ltd.		Ananda MF Asia Thaphra Co., Ltd.		Ananda MF Asia Phetchaburi Co., Ltd.		Ananda MF Asia Udomsuk Co., Ltd.		Ananda MF Asia Saphankhwa Co., Ltd.		Ananda APAC Bangchak Co., Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Cash and cash equivalents	153	97	302	291	468	38	437	37	718	224	140	3
Other current assets	866	1,197	845	1,323	1,331	1,329	1,079	956	793	938	16	293
Non-current assets	17	19	9	10	29	25	3	15	7	18	783	295
Short-term loans from financial institutions	-	-	-	-	-	(353)	-	(229)	-	(262)	-	-
Current portion of long-term loans from and interest payable to joint venturers	-	(391)	-	(476)	-	(262)	-	-	-	-	(273)	-
Current portion of long-term from	-	(252)	-	(180)	(583)	-	-	-	-	-	-	-
Other current liabilities	(42)	(254)	(24)	(497)	(500)	(325)	(204)	(132)	(344)	(179)	(1)	(1)
Long-term loans from and interest payable to joint venturers - net of current portion	(524)	-	(607)	-	-	-	(477)	(257)	(480)	(357)	-	(564)
Long-term loans	-	-	-	-	(111)	-	(308)	-	-	-	-	-
<b>Net assets</b>	<b>470</b>	<b>416</b>	<b>525</b>	<b>471</b>	<b>634</b>	<b>452</b>	<b>530</b>	<b>390</b>	<b>694</b>	<b>382</b>	<b>665</b>	<b>26</b>
Shareholding percentage (%)	51	51	51	51	51	51	51	51	51	51	99	99
<b>The Company's shareholding percentage in net assets</b>	<b>240</b>	<b>212</b>	<b>268</b>	<b>240</b>	<b>323</b>	<b>231</b>	<b>270</b>	<b>199</b>	<b>354</b>	<b>195</b>	<b>658</b>	<b>26</b>
Elimination entries	(21)	(30)	(25)	(37)	(7)	(54)	(23)	(18)	(18)	(23)	(194)	112
<b>Carrying amounts based on equity method in joint ventures</b>	<b>219</b>	<b>182</b>	<b>243</b>	<b>203</b>	<b>316</b>	<b>177</b>	<b>247</b>	<b>181</b>	<b>336</b>	<b>172</b>	<b>464</b>	<b>138</b>



(Unit: Million Baht)

	Ananda MF Asia Pharam 9 Co., Ltd.		Ananda MF Asia Victory Monument Co., Ltd.		Ananda MF Asia Udomsuk two Co., Ltd.		Ananda MF Asia Thonglor Co., Ltd.		Ananda MF Asia Ramkhamhaeng Co., Ltd.		Ananda MF Asia Sena Nikhom Co., Ltd.		Ananda SU Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Cash and cash equivalents	199	520	203	247	130	70	131	342	96	313	49	424	-	-
Other current assets	2,788	2,291	1,376	1,068	1,907	1,289	1,625	1,202	1,733	821	1,825	635	-	-
Non-current assets	58	39	32	28	39	18	38	19	24	15	24	6	16	-
Short-term loans from financial institutions	(789)	(788)	(572)	(418)	(493)	(195)	(634)	(498)	(339)	(338)	(380)	(379)	-	-
Current portion of long-term loans from and interest payable to joint venturers	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Current portion of long-term loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other current liabilities	(733)	(498)	(327)	(217)	(506)	(244)	(418)	(335)	(399)	(165)	(310)	(57)	-	-
Long-term loans from and interest payable to joint venturers - net of current portion	(655)	(619)	(363)	(343)	(375)	(155)	(219)	(207)	(367)	(153)	(638)	-	-	-
Long-term loans	-	-	-	-	-	-	(74)	-	(294)	-	-	-	-	-
<b>Net assets</b>	<b>868</b>	<b>945</b>	<b>349</b>	<b>365</b>	<b>702</b>	<b>783</b>	<b>449</b>	<b>523</b>	<b>454</b>	<b>493</b>	<b>570</b>	<b>629</b>	<b>16</b>	<b>-</b>
Shareholding percentage (%)	51	51	51	51	51	51	51	51	51	51	74	74	51	-
<b>The Company's shareholding</b>														
<b>percentage in net assets</b>	<b>443</b>	<b>482</b>	<b>178</b>	<b>186</b>	<b>358</b>	<b>399</b>	<b>229</b>	<b>267</b>	<b>232</b>	<b>251</b>	<b>422</b>	<b>465</b>	<b>8</b>	<b>-</b>
Elimination entries	(114)	(88)	(36)	(15)	(54)	(32)	(39)	(20)	(59)	(28)	(52)	(9)	-	-
<b>Carrying amounts based on equity</b>														
<b>method in joint ventures</b>	<b>329</b>	<b>394</b>	<b>142</b>	<b>171</b>	<b>304</b>	<b>367</b>	<b>190</b>	<b>247</b>	<b>173</b>	<b>223</b>	<b>370</b>	<b>456</b>	<b>8</b>	<b>-</b>

(Unit: Million Baht)

	Ananda MF Asia Ratchaprarop Co., Ltd.		Ananda APAC Phraram9 Two Co., Ltd.		Ananda MF Asia Wongwain Yai Co., Ltd.		Ananda APAC1 Co., Ltd.		Ananda MF Asia Wutthakat Co., Ltd.		Ananda MF Asia Sutthisan Co., Ltd.		Ananda and Partners Saphankhwa One Co., Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Cash and cash equivalents	146	260	65	-	105	-	5	-	289	-	58	-	10	-
Other current assets	1,150	772	-	-	1,054	-	-	-	771	-	478	-	-	-
Non-current assets	15	7	948	-	16	-	625	-	10	-	5	-	1,088	-
Short-term loans from financial institutions	(392)	(390)	-	-	(338)	-	-	-	(321)	-	-	-	-	-
Current portion of long-term loans from and interest payable to joint venturers	-	-	-	-	(157)	-	-	-	-	-	-	-	-	-
Loss over interest in joint venture was recorded by equity method	-	-	-	(40)	-	-	-	-	-	-	-	-	-	-
Other current liabilities	(166)	(73)	(1)	-	(192)	-	-	-	(86)	-	(60)	-	(1)	-
Long-term loans from and interest payable to joint ventures - net of current portion	(312)	(101)	(347)	-	-	-	(300)	-	(101)	-	(202)	-	(475)	-
Long-term loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Net assets</b>	<b>441</b>	<b>475</b>	<b>665</b>	<b>(40)</b>	<b>488</b>	<b>-</b>	<b>330</b>	<b>-</b>	<b>562</b>	<b>-</b>	<b>279</b>	<b>-</b>	<b>622</b>	<b>-</b>
Shareholding percentage (%)	74	74	86.5	86.4	51	-	56	-	51	-	51	-	60	-
<b>The Company's shareholding percentage in net assets</b>	<b>326</b>	<b>352</b>	<b>575</b>	<b>(34)</b>	<b>249</b>	<b>-</b>	<b>185</b>	<b>-</b>	<b>287</b>	<b>-</b>	<b>142</b>	<b>-</b>	<b>373</b>	<b>-</b>
Elimination entries	(57)	(40)	-	-	(32)	-	2	-	(14)	-	(12)	-	-	-
<b>Carrying amounts based on equity method in joint ventures</b>	<b>269</b>	<b>312</b>	<b>575</b>	<b>(34)</b>	<b>217</b>	<b>-</b>	<b>187</b>	<b>-</b>	<b>273</b>	<b>-</b>	<b>130</b>	<b>-</b>	<b>373</b>	<b>-</b>

(Unit: Million Baht)

(Unit: Million Baht)

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(Unit: Million Baht)

## For the years ended 31 December

	Ananda MF Asia Pharam 9 Co., Ltd.		Ananda MF Asia Victory Monument Co., Ltd.		Ananda MF Asia Udomsuk Two Co., Ltd.		Ananda MF Asia Thonglor Co., Ltd.		Ananda MF Asia Ramkhamhaeng Co., Ltd.		Ananda MF Asia Sena Nikhom Co., Ltd.		Ananda SU Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest income	1	1	1	1	-	-	1	1	1	-	1	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Income tax revenue/expense	19	38	4	27	21	17	19	19	10	14	15	5	-	-
Profit (loss) for the year	(76)	(153)	(16)	(109)	(82)	(66)	(75)	(76)	(38)	(57)	(58)	(21)	-	-
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	(76)	(153)	(16)	(109)	(82)	(66)	(75)	(76)	(38)	(57)	(58)	(21)	-	-

(Unit: Million Baht)

## For the years ended 31 December

	Ananda MF Asia Ratchaprarop Co., Ltd.		Ananda APAC Phiraram9 Two Co., Ltd.		Ananda MF Asia Wongwain Yai Co., Ltd.		Ananda APAC1 Co., Ltd.		Ananda MF Asia Wuthakat Co., Ltd.		Ananda MF Asia Suthisan Co., Ltd.		Ananda and Partners Saphankhwai One Co., Ltd.	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest income	1	-	17	-	1	-	3	-	-	-	-	-	1	-
Interest expense	-	-	(19)	-	-	-	(3)	-	-	-	-	-	(2)	-
Income tax revenue/expense	8	7	-	-	15	-	5	-	9	-	5	-	-	-
Profit (loss) for the year	(33)	(26)	(3)	-	(62)	-	(22)	-	(38)	-	(20)	-	(1)	-
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	(33)	(26)	(3)	-	(62)	-	(22)	-	(38)	-	(20)	-	(1)	-

## 18.4 Long-term loans granted by financial institutions of jointly controlled entities

Details of long-term loans granted by financial institutions of the jointly controlled entities are presented as follows:

(Unit: Million Baht)

Long-term loan facilities		Loan facilities which have not yet been drawn down		Interest rate (% per annum)		Repayment schedule
2018	2017	2018	2017	2018	2017	
6,504	17,784	6,132	10,590	MLR - fixed rate and BIBOR 1M + fixed rate	MLR - fixed rate and BIBOR 1M + fixed rate	Payment of the interest at the end of each month and repayment of principal upon redemption of residential condominium unit in accordance with conditions in the agreements within 30 to 48 months as from the first drawdown date/date of signing loan agreements

The long-term loans granted by financial institutions of the jointly controlled entities are secured by mortgages of land and future construction thereon of the joint ventures, guarantees provided by the Company, a domestic company and two foreign companies.

## 18.5 Changes in investments in joint ventures

### 18.5.1 Increases in capital of joint venture

#### Ananda APAC Phraram9 Two Co., Ltd.

On 18 January 2018, the Extraordinary General Meeting of Shareholders of Ananda APAC Phraram9 Two Co. Ltd., which was the Company's joint venture, passed a resolution to increase its registered share capital of Baht 772.2 million from the existing registered capital of Baht 0.1 million to Baht 772.3 million by issuing new ordinary shares of 7,722,000 shares of Baht 100 each, fully called up. The Company paid for the capital increase in proportion to the amount of Baht 667.9 million to that company on 18 January 2018. The joint venture registered the capital increase with the Ministry of Commerce on 18 January 2018.

18.5.2 Sale of ordinary shares in subsidiaries and change of the status from subsidiaries to joint ventures and increase in capital.

Ananda MF Asia Wongwian Yai Co., Ltd. (Formerly known as “ADC-JV 11 Co., Ltd.”)

With reference to the sale of investment on 28 February 2018, as described in Note 17.4.2, subsequently, on 9 March 2018, the Extraordinary General Meeting of the shareholders of Ananda MF Asia Wongwian Yai Co., Ltd. passed a resolution to increase its registered share capital by Baht 549.9 million, from the existing registered capital of Baht 0.1 million to Baht 550 million, through the issuance of 5,499,000 new ordinary shares with a par value of Baht 100 each, fully called up. The Company paid for the capital increase in proportion to the amount of Baht 280.5 million. Such company registered the capital increase with the Ministry of Commerce on 23 March 2018.

Ananda APAC1 Co., Ltd. (Formerly known as “Helix Development Thonglor Co., Ltd.”)

With reference to the sale of investment on 29 June 2018, as described in Note 17.4.2, subsequently, on 16 July 2018, the Extraordinary General Meeting of the shareholders of Ananda APAC1 Co., Ltd. passed a resolution to increase its registered share capital by Baht 398.4 million, from the existing registered capital of Baht 0.1 million to Baht 398.5 million, through the issuance of 3,984,000 new ordinary shares with a par value of Baht 100 each, fully called up. The Company paid for the capital increase in proportion to the amount of Baht 223.1 million. Such company registered the capital increase with the Ministry of Commerce on 12 September 2018.

Ananda MF Asia Wutthakat Co., Ltd. (Formerly known as “ADC-JV 17 Co., Ltd.”)

With reference to the sale of investment on 14 August 2018, as described in Note 17.4.2, subsequently, on 21 August 2018, the Extraordinary General Meeting of the shareholders of Ananda MF Asia Wutthakat Co., Ltd. passed a resolution to increase its registered share capital by Baht 599.9 million, from the existing registered capital of Baht 0.1 million to Baht 600 million, through the issuance of 5,999,000 new ordinary shares with a par value of Baht 100 each, fully called up. The Company paid for the capital increase in proportion to the amount of Baht 305.9 million. Such company registered the capital increase with the Ministry of Commerce on 17 September 2018.



Ananda MF Asia Sutthisan Co., Ltd. (Formerly known as “ADC-JV 24 Co., Ltd.”)

With reference to the sale of investment on 19 September 2018, as described in Note 17.4.2, subsequently, on 26 September 2018, the Extraordinary General Meeting of the shareholders of Ananda MF Asia Sutthisan Co., Ltd. passed a resolution to increase its registered share capital by Baht 299.9 million, from the existing registered capital of Baht 0.1 million to Baht 300 million, through the issuance of 2,999,000 new ordinary shares with a par value of Baht 100 each, fully called up. The Company paid for the capital increase in proportion to the amount of Baht 152.9 million. Such company registered the capital increase with the Ministry of Commerce on 25 October 2018.

18.5.3 Establishment of new joint venture held by the Company’s subsidiary

Ananda SU Ltd

On 15 March 2018, the Board of Directors Meeting of Urbantech Ventures Co., Ltd. (subsidiary) passed a resolution to make a jointly investment with another company in foreign country. On 8 June 2018, the subsidiary signed a joint venture agreement to invest in a company named Ananda SU Ltd, which was incorporated in the British Virgin Islands with a registered share capital of USD 100, fully called up, which consists of 100 ordinary shares of USD 1 each. The subsidiary holds a 51% of interest in Ananda SU Ltd and paid USD 4,999.936 per share, or a total of USD 254,997, on 14 June 2018.

18.5.4 Acquisition of joint venture

Ananda and Partners Saphankhwai One Co., Ltd

On 15 November 2018, a meeting of the Company’s Executive Committee passed a resolution to purchase 600 ordinary shares of Ananda and Partners Saphankhwai One Co., Ltd. with a par value of Baht 100, totaling Baht 0.06 million, accounting for 60% of the registered share capital of that company. Subsequently, on 22 November 2018, the Company entered into a joint venture agreement with two local companies and another individual to support joint ventures. As stipulated in the joint venture agreement, the shareholders are required to provide financial support in the form of loan facilities. The Company determined that it did not have control over the business. The Company therefore presented investment in subsidiary as investment in joint venture.

On 28 November 2018, the Extraordinary General Meeting of the shareholders of Ananda and Partners Saphankhwai One Co., Ltd. passed a resolution to increase its registered share capital by Baht 723.5 million, from the existing registered capital of Baht 0.1 million to Baht 723.6 million, through the issuance of 7,234,860 new ordinary shares with a par value of Baht 100 each, fully called up. The Company paid for the capital increase in proportion to the amount of Baht 434.1 million, accounting for 60% of the total share capital. Such company registered the share capital increase with the Ministry of Commerce on 20 December 2018.

#### 18.5.5 Restructuring of shareholding in joint ventures

Ananda MF Asia Ratchaprarop Co., Ltd., Ananda MF Asia Ramkumhaeng Co., Ltd. and Ananda MF Asia Thonglor Co., Ltd.

On 8 August 2018, the Board of Directors Meeting of company passed a resolution to restructuring of joint ventures. On 21 September 2018, the company sold 74%, 51% and 51% of interest in the ordinary shares of Ananda MF Asia Ratchaprarop Co., Ltd., Ananda MF Asia Ramkumhaeng Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd., respectively to Ideo Mobi Rangnam Co., Ltd., Ideo New Praram9 Co., Ltd., and Ideo Q Sukhumvit 36 Co., Ltd., respectively. In addition, the Board of Directors has assigned authority to the Executive Committee to negotiate and agree the purchase price. The shares price of Ananda MF Asia Ratchaprarop Co., Ltd., Ananda MF Asia Ramkumhaeng Co., Ltd., and Ananda MF Asia Thonglor Co., Ltd. are appraised by an independent financial consultant. The price of shares were at Baht 108.89 per share, Baht 108.07 per share, and Baht 111.03 per share, or a total price of Baht 403 million, Baht 303 million, and Baht 340 million, respectively. The sale of shares were completed in September 2018.

The Company recognised the excess of the selling price over the attributable net book value of the joint ventures as gain on sale of investments in joint ventures in statements of comprehensive income, amounting to Baht 89 million in the separate financial statements.

Ananda MF Asia Saphankhwai Two Co., Ltd. (Formerly known as “ADC-JV 12 Co., Ltd.”)

With reference to the sale of investment on 30 November 2018, as described in Note 17.4.2, subsequently, on 12 December 2018, the Extraordinary General Meeting of the shareholders of Ananda MF Asia Saphankhwai Two Co., Ltd. passed a resolution to increase its registered share capital by Baht 1,149.9 million, from the existing registered capital of Baht 0.1 million to Baht 1,150 million, through the issuance of 11,499,000 new ordinary shares with a par value of Baht 100 each, fully called up.

On 14 December 2018, the Company sold a 62.4% of interest in the ordinary shares of Ananda MF Asia Saphankhwai Two Co., Ltd. to Ananda and Partners Saphankhwai One Co., Ltd., (Joint Venture), at a price of Baht 100 per share, totaling 624 shares, or for a total of Baht 62,400, in accordance with a resolution of the Board of Directors Meeting on 15 November 2018. The Company recognised the excess of the selling price over the attributable net book value of the joint ventures as gain on sale of investments in joint ventures amounting to Baht 33 million in statements of comprehensive income of the consolidate financial statements.

On 18 December 2018, Ananda and Partners Saphankhwai One Co., Ltd. paid for the share capital increase of Ananda MF Asia Saphankhwai Two Co., Ltd. in proportion to the amount of Baht 718.7 million. Such the company registered the capital increase with the Ministry of Commerce.

However, one shareholder did not pay for the share capital increase, causing the shareholding of Ananda and Partners Saphankhwai One Co., Ltd. in Ananda MF Asia Saphankhwai Two Co., Ltd. to increase from 62.4% to 62.5%.

## 19. Other long-term investments

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
<b>Other investments</b>				
Investments in non-marketable equity				
securities - local	12,500	12,500	12,500	12,500
Investments in non-marketable equity				
securities - foreign	15,834	-	-	-
<b>Total</b>	<b>28,334</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>

## 20. Investment properties

The net book value of investment properties as at 31 December 2018 and 2017 is presented below:

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements	
	Land awaiting for sale	Office building /condominium units held for rent	Total	Office building /condominium units held for rent	Total
As at 31 December 2018:					
Cost	99,100	456,760	555,860	213,605	213,605
Less: Accumulated depreciation	-	(73,031)	(73,031)	(16,172)	(16,172)
Less: Allowance for impairment	-	(18,342)	(18,342)	(18,342)	(18,342)
Net book value	99,100	365,387	464,487	179,091	179,091
As at 31 December 2017:					
Cost	-	415,515	415,515	175,633	175,633
Less: Accumulated depreciation	-	(57,350)	(57,350)	(10,622)	(10,622)
Less: Allowance for impairment	-	(2,067)	(2,067)	(2,067)	(2,067)
Net book value	-	356,098	356,098	162,944	162,944

A reconciliation of the net book value of investment properties for the years 2018 and 2017 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Net book value at beginning of year	356,098	267,566	162,944	135,574
Purchase subsidiary during the year - net book value as at purchase date	-	58,618	-	-
Transferred from real estate development cost	17,769	12,900	-	8,647
Transferred from property, buildings and equipment - net book value on transfer date	120,796	20,671	21,696	13,206
Transferred to property, buildings and equipment - net book value on transfer date	(13,850)	-	-	-
Depreciation charged during the year	(16,326)	(13,099)	(5,549)	(3,925)
Reversal of impairment	-	9,442	-	9,442
Net book value at end of year	464,487	356,098	179,091	162,944

The fair value of the investment properties as at 31 December 2018 and 2017 is stated below:

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Land	142,660	-	-	-
Office building/condominium units held for rent	1,054,905	948,560	531,000	479,430

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the land has been determined based on market prices, while that of the office building/condominium units held for rent has been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates and market rental fee.

## 21. Property, buildings and equipment

(Unit: Thousand Baht)							
	Consolidated financial statements						Total
	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	
<b>Cost:</b>							
1 January 2017	201,153	507,346	124,357	188,804	70,771	90,428	1,182,859
Additions	-	9,758	22,798	18,567	3,500	6,675	61,298
Transfers to investment properties	-	(24,637)	-	-	-	-	(24,637)
Disposals/write-offs	-	(5,994)	(2,651)	(2,382)	(2,786)	-	(13,813)
Transfers in (out)	-	32,095	192	30,878	-	(96,568)	(33,403)
31 December 2017	201,153	518,568	144,696	235,867	71,485	535	1,172,304
Additions	-	1,918	20,976	21,115	5,664	33,255	82,928
Transfers to investment properties	(99,100)	(39,905)	-	-	-	-	(139,005)
Transfers from investment properties	-	13,850	-	-	-	-	13,850
Disposals/write-offs	-	(520)	(2,880)	(639)	(9,288)	-	(13,327)
Transfers in (out)	-	21,841	1,326	629	-	(23,796)	-
31 December 2018	102,053	515,752	164,118	256,972	67,861	9,994	1,116,750
<b>Accumulated depreciation:</b>							
1 January 2017	-	92,826	45,345	83,347	40,993	-	262,511
Depreciation for the year	-	32,538	16,844	34,998	7,664	-	92,044
Depreciation on disposals/write-offs	-	(2,430)	(1,446)	(1,991)	(2,217)	-	(8,084)
Depreciation on transfers to investment properties	-	(3,965)	-	-	-	-	(3,965)
31 December 2017	-	118,969	60,743	116,354	46,440	-	342,506
Depreciation for the year	-	32,905	20,423	37,738	7,512	-	98,578
Depreciation on disposals/write-offs	-	(428)	(1,319)	(321)	(4,342)	-	(6,410)
Depreciation on transfers to investment properties	-	(1,932)	-	-	-	-	(1,932)
31 December 2018	-	149,514	79,847	153,771	49,610	-	432,742

(Unit: Thousand Baht)

## Consolidated financial statements

	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	Total
<b>Allowance for impairment:</b>							
1 January 2017	-	17,454	266	128	-	-	17,848
Decrease during the year	-	(1,178)	(266)	(128)	-	-	(1,572)
31 December 2017	-	16,276	-	-	-	-	16,276
Transfer to investment properties	-	(16,276)	-	-	-	-	(16,276)
31 December 2018	-	-	-	-	-	-	-
<b>Net book value:</b>							
31 December 2017	201,153	383,323	83,953	119,513	25,045	535	813,522
31 December 2018	102,053	366,238	84,271	103,201	18,251	9,994	684,008
<b>Depreciation charged for the year:</b>							
2017 (Baht 20 million included in cost of services, and the balance in administrative expenses)							92,044
2018 (Baht 28 million included in cost of services, and the balance in administrative expenses)							98,578

(Unit: Thousand Baht)

## Separate financial statements

	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction	Total
<b>Cost:</b>							
1 January 2017	65,413	315,890	3,562	138,458	65,422	57,025	645,770
Additions	-	7,221	720	5,311	3,500	6,675	23,427
Transfer to investment properties	-	(15,341)	-	-	-	-	(15,341)
Disposals/write-offs	-	(1,073)	(156)	(404)	-	-	(1,633)
Transfers in (out)	-	32,095	192	30,878	-	(63,165)	-
31 December 2017	65,413	338,792	4,318	174,243	68,922	535	652,223
Additions	-	313	-	6,161	5,167	10,279	21,920
Transfer to investment properties	-	(39,905)	-	-	-	-	(39,905)
Disposals/write-offs	-	(413)	-	(179)	(9,287)	-	(9,879)
Transfers in (out)	-	546	212	63	-	(821)	-
31 December 2018	65,413	299,333	4,530	180,288	64,802	9,993	624,359
<b>Accumulated depreciation:</b>							
1 January 2017	-	37,089	1,605	58,019	36,259	-	132,972
Depreciation for the year	-	22,612	674	27,527	7,617	-	58,430
Depreciation on disposals/write-offs	-	(143)	(156)	(384)	-	-	(683)
Depreciation on transfers to investment properties	-	(2,135)	-	-	-	-	(2,135)
31 December 2017	-	57,423	2,123	85,162	43,876	-	188,584
Depreciation for the year	-	22,077	739	27,804	7,438	-	58,058
Depreciation on disposals/write-offs	-	(413)	-	(120)	(4,342)	-	(4,875)
Depreciation on transfers to investment properties	-	(1,932)	-	-	-	-	(1,932)
31 December 2018	-	77,155	2,862	112,846	46,972	-	239,835



(Unit: Thousand Baht)

Separate financial statements						
	Land and land improvements	Buildings, structure and building improvements	Equipment	Furniture, fixture and office equipment	Vehicles	Assets under installation and under construction
						Total
<b>Allowance for impairment:</b>						
1 January 2017	-	16,276	-	-	-	16,276
31 December 2017	-	16,276	-	-	-	16,276
Transfers to investment properties	-	(16,276)	-	-	-	(16,276)
31 December 2018	-	-	-	-	-	-
<b>Net book value:</b>						
31 December 2017	65,413	265,093	2,195	89,081	25,046	447,363
31 December 2018	65,413	222,178	1,668	67,442	17,830	384,524
<b>Depreciation charged for the year (as included in administrative expenses in the statements of comprehensive income):</b>						
2017						58,430
2018						58,058

As at 31 December 2018, the Company and its subsidiaries had equipment under finance lease agreements with net book value amounting to Baht 22 million (2017: Baht 54 million) (the Company only: Baht 21 million, 2017: Baht 22 million).

As at 31 December 2018, certain items of buildings and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 130 million (2017: Baht 104 million) (the Company only: Baht 82 million, 2017: Baht 63 million).

As at 31 December 2017, a subsidiary had land with net book value of Baht 99 million (2018: Nil) that was pledged for credit facilities of a subsidiary from a financial institution.

Two subsidiaries have entered into land lease agreements with a company. The proprietary rights over all structures on the land with a net book value as of 31 December 2018 amounting to Baht 40 million (2017: Baht 19 million) are to be transferred to the lessor at the end of the contract (September 2035 and December 2036).

## 22. Intangible assets

Movements of the intangible assets account as at 31 December 2018 and 2017 is presented below:

(Unit: Thousand Baht)

	Consolidated financial statements					Separate financial statements			
	Agreements to buy and to sell								
	Computer software and database	condominium signed with customers	Deferred franchise fee	Assets under installation	Total	Computer software	Deferred franchise fee	Assets under installation	Total
<b>Cost</b>									
As at 1 January 2017	206,460	748,079	1,402	45,051	1,000,992	189,816	1,401	45,051	236,268
Additions	4,801	-	-	40,733	45,534	4,615	-	34,533	39,148
Transfers in (out)	37,791	-	-	(37,791)	-	34,611	-	(34,611)	-
Disposals/write-off	(127)	(748,079)	(935)	-	(749,141)	-	(935)	-	(935)
As at 31 December 2017	248,925	-	467	47,993	297,385	229,042	466	44,973	274,481
Additions	26,584	-	-	80,067	106,651	4,241	-	52,728	56,969
Transfers in (out)	50,097	-	-	(50,097)	-	34,004	-	(34,004)	-
Disposals/write-off	-	-	(467)	-	(467)	-	(466)	-	(466)
As at 31 December 2018	325,606	-	-	77,963	403,569	267,287	-	63,697	330,984
<b>Accumulated amortisation</b>									
As at 1 January 2017	56,825	748,079	923	-	805,827	51,812	922	-	52,734
Amortisation	21,293	-	194	-	21,487	19,033	194	-	19,227
Amortised on disposals/write-off	(99)	(748,079)	(866)	-	(749,044)	-	(866)	-	(866)
As at 31 December 2017	78,019	-	251	-	78,270	70,845	250	-	71,095
Amortisation	28,217	-	13	-	28,230	24,192	13	-	24,205
Amortised on disposals/write-off	-	-	(264)	-	(264)	-	(263)	-	(263)
As at 31 December 2018	106,236	-	-	-	106,236	95,037	-	-	95,037
<b>Allowance for impairment</b>									
As at 1 January 2017	9,488	-	-	-	9,488	9,463	-	-	9,463
Decrease during the year	(25)	-	-	-	(25)	-	-	-	-
As at 31 December 2017	9,463	-	-	-	9,463	9,463	-	-	9,463
As at 31 December 2018	9,463	-	-	-	9,463	9,463	-	-	9,463
<b>Net book value</b>									
As at 31 December 2017	161,443	-	216	47,993	209,652	148,734	216	44,973	193,923
As at 31 December 2018	209,907	-	-	77,963	287,870	162,787	-	63,697	226,484

Agreements to buy and to sell condominium signed with customers include intangible assets acquired through business combination. These assets are amortised on the transfer of ownerships to buyers after all payments are received from the buyers.

## 23. Leasehold rights

(Unit: Thousand Baht)

Consolidated financial statements				
Project	Remaining periods of leasehold rights (years)	1 January 2018	Increase	31 December 2018
Somerset Rama 9 Bangkok	30	132,920	351,693	484,613
Ascott Embassy Sathorn	30			
Bangkok		-	101,717	101,717
Ascott Thonglor Bangkok	30	-	91,777	91,777
Lyf Sukhumvit 8 Bangkok	30	-	35,734	35,734
Somerset Blue Coast Pattaya	30	-	4,148	4,148
		<u>132,920</u>	<u>585,069</u>	<u>717,989</u>

As at 31 December 2018, a subsidiary pledged the leasehold rights over its all structures on land to a financial institution as security for credit facilities obtained (2017: Nil).

## 24. Short-term loans from financial institutions

(Unit Thousand Baht)

		Consolidated financial statement		Separate financial statement	
	Interest rate (% per annum)	2018	2017	2018	2017
Promissory notes	MLR - fixed rate	4,996,011	1,231,600	700,000	-
Short-term loans	MLR - fixed rate	683,360	268,260	200,000	-
Total		5,679,371	1,499,860	900,000	-
Less: Deferred					
finance fee		(7,597)	(1,292)	-	-
Net		<u>5,671,774</u>	<u>1,498,568</u>	<u>900,000</u>	<u>-</u>

Promissory note facilities and overdraft facilities of the Company and a subsidiary are mostly secured by the mortgage of land and future construction thereon of the Company and the subsidiary, and guarantee by the Company, and other facilities are unsecured. Therefore, the Company and the subsidiary have to comply with covenants relating to various matters stipulated in the facility agreements such as capital reduction and the maintenance of debt to equity ratio. As at 31 December 2018, promissory notes are due from January 2019 to June 2019 (2017: Due from February 2018 to November 2018).

The Company and a subsidiary have short-term loan facilities which have not yet been drawn down as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Promissory note facilities which have not yet been drawn down	5,773	2,703	5,274	2,443
Short-term loan facilities which have not yet been drawn down	200	-	200	-
Overdraft facilities which have not yet been drawn down	10	20	-	10

## 25. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade payables - related parties	217	-	61,861	81,304
Trade payables - unrelated parties	834,837	481,082	471,788	198,822
Other payables - related parties	3,125	7,768	10,669	16,777
Other payables - unrelated parties	223,140	243,928	79,803	109,458
Accrued expenses - related parties	9,125	7,738	-	-
Accrued expenses - unrelated parties	665,751	400,316	491,944	262,548
Total trade and other payables	1,736,195	1,140,832	1,116,065	668,909

## 26. Long-term debentures

Details of approval to issue the debenture of the Company are as follows:

Approved by	The Annual General Meeting of the Company's shareholders held on 9 April 2015, 27 April 2017 and 26 April 2018
Amount	Up to maximum of Baht 20,000 million
Term	Specified at the time of each issue
Type	Unsubordinated secured and/or unsecured, with and/or without debenture holder representation
Method of issuance	To be offer to public and/or international institutional investors and/or high net worth investors and/or specific investors without debenture holder representation

As at 31 December 2018, the Company has unissued debentures under the above mentioned approval totaling Baht 8,500 million (2017: Baht 5,000 million).

The outstanding balance of debentures as at 31 December 2018 and 2017 are detailed below.

						(Unit: Thousand Baht)	
						Consolidated and Separate	
						financial statements	
Debentures	Issue date	Maturity date	Tenor (years)	Coupon rate (% per annum)	Interest payment	2018	2017
1	14 May 2015	14 May 2018	3	4.80	3 months	-	2,000,000
2	6 October 2016	6 October 2019	3	3.50	3 months	500,000	500,000
3	6 October 2016	6 October 2021	5	4.00	3 months	1,500,000	1,500,000
4	5 April 2017	5 April 2020	3	3.95	3 months	3,000,000	3,000,000
5	30 May 2017	30 May 2020	3	3.80	6 months	1,000,000	1,000,000
6	6 October 2017	6 October 2020	3	3.50	3 months	2,000,000	2,000,000
7	28 February 2018	6 October 2019	1 year 7 months 6 days	2.95	3 months	1,000,000	-
8	28 February 2018	28 February 2022	4	3.95	3 months	2,500,000	-
Total						11,500,000	10,000,000
Less: Deferred cost of issuing debentures						(20,004)	(20,706)
Long-term debenture - net						11,479,996	9,979,294
Less: Current portion						(1,497,923)	(1,999,128)
Long-term debentures, net of current portion						9,982,073	7,980,166

In issuing these debentures, the Company incurred costs which were recorded as a deduction against the value of the debentures. The Company amortises these issue costs over the term of the debentures, to increase the value of the debentures.

Movements in the long-term debentures account during the year ended 31 December 2018 are summarised below.

		(Unit: Thousand Baht)
		Consolidated and
		Separate
		financial statements
Balance as at 1 January 2018		9,979,294
Add: Issuance of debentures		3,500,000
Amortisation of cost of issuing debentures		12,254
Less: Repayment		(2,000,000)
Cost of issuing debentures		(11,552)
Balance as at 31 December 2018		11,479,996

Under rights and responsibilities of debenture issuer, the Company is required to comply with certain covenants and restrictions, which include the maintenance of a debt to equity ratio per the consolidated financial statements of not more than 2.5:1 throughout the tenor of the debentures. Debt is defined as net financial debt and consists of the interest-bearing debt of the debenture issuer, including financial obligations on which interest is payable and the interest-carrying portion of any debt that may arise as a result of the debenture issuer's provision of guarantees, aval or the creation of obligations of a similar nature to any other individual or juristic person that is not a subsidiary of the debenture issuer, minus cash and/or cash equivalents.

## 27. Long-term loans

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Baht loans	1,249,404	884,641	24,339	247,501
Less: Deferred financial fees	(5,613)	(1,592)	(9)	(713)
Total	1,243,791	883,049	24,330	246,788
Less: Current portion	(411,992)	(636,261)	-	-
Long-term loans - net of current portion	<u>831,799</u>	<u>246,788</u>	<u>24,330</u>	<u>246,788</u>

Movements in the long-term loans account during the year ended 31 December 2018 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Balance as at 1 January 2018	883,049	246,788
Add: Additional borrowings	1,527,319	-
Amortisation of financial fees	3,096	704
Less: Repayment for borrowing	(1,162,555)	(223,162)
Payment for financial fees	(5,688)	-
Transfer of current assets to financial fees	(1,430)	-
Balance as at 31 December 2018	<u>1,243,791</u>	<u>24,330</u>



Long-term loans facilities of the Company and its subsidiaries are subject to interest at the rates of MLR - fixed rate and BIBOR 1M + fixed rate, payable at the end of each month and every three months, respectively. Principal is payable upon redemption of the mortgage of residential condominium units of the project at a rate equal to the selling price per the condominium sales agreement and payment is to be completed between 2019 and 2023 (2017: between 2018 and 2022). The loan facilities of the Company and the subsidiaries are secured by the mortgage of land and construction in progress of the Company and its subsidiaries, and guarantees provided by the Company.

The loan agreements contain several covenants and restrictions imposed by the lenders regarding changes in the Board of Directors of the subsidiaries, mergers or combinations with any other companies, reductions of share capital, financial transactions other than those in the normal course of business and the Interest Bearing Debts-to-Equity Ratios are not more than 2.0:1 - 2.5:1, among others.

As at 31 December 2018, the loan facilities of the Company and its subsidiaries which have not yet been drawn down amounting to Baht 3,511 million (2017: Baht 2,076 million) (the Company only: Baht 774 million, 2017: Baht 908 million).

## 28. Other current liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Property tax and local maintenance fee	16,394	-	-	-
Withholding tax and VAT payable	111,533	92,013	75,429	63,276
Others	24,466	27,128	16,411	13,408
Total	152,393	119,141	91,840	76,684

## 29. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire and other long-term benefits were as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2018	2017	2018	2017
<b>Provision for long-term employee benefits</b>				
<b>at beginning of year</b>	86,414	63,902	64,360	50,626
Included in profit or loss:				
Current service cost	21,724	13,514	15,236	8,531
Interest cost	1,947	1,579	1,446	1,228
Past service costs and gains or losses on settlement	12,474	-	10,124	-
Actuarial loss (gain) of other long-term benefits arising from				
Financial assumptions changes	(481)	-	(277)	-
Experience adjustments	(288)	-	169	-
Included in other comprehensive income:				
Actuarial loss (gain) arising from				
Demographic assumptions changes	-	2,003	-	1,439
Financial assumptions changes	(746)	314	(597)	323
Experience adjustments	3,762	5,266	2,208	2,213
Benefits paid during the year	(6,613)	(164)	(2,416)	-
<b>Provision for long-term employee benefits</b>				
<b>at end of year</b>	<u>118,193</u>	<u>86,414</u>	<u>90,253</u>	<u>64,360</u>

Provision for long-term employee benefits expenses was recognised in profit or loss in transaction as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2018	2017	2018	2017
Cost of sales	4,445	7,620	3,699	4,930
Selling and administrative expenses	30,195	6,520	22,262	3,876
<b>Total expense recognised in profit or loss</b>	<u>34,640</u>	<u>14,140</u>	<u>25,961</u>	<u>8,806</u>

During 2018, the Company and its subsidiaries allocated expenses related to long-term employee benefits amounting to Baht 0.7 million (2017: Baht 1 million) to real estate development costs (the Company only: Baht 0.7 million 2017: Baht 1 million).

The Company and its subsidiaries expect to pay Baht 3 million of long-term employee benefits during the next year (2017: Baht 7 million) (the Company only: Baht 2 million 2017: Baht 2 million).

As at 31 December 2018, the weighted average duration of the liabilities for long-term employee benefit of the Company and its subsidiaries are 12 years (2017: 12 years) (the Company only: 12 years, 2017: 10 years).

Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Discount rate	1.8 - 4.3	1.4 - 3.9	1.8 - 4.3	1.4 - 3.9
Salary increase rate	5 - 8	5 - 8	5 - 8	5 - 8
Turnover rate	0 - 30	0 - 30	0 - 30	0 - 30
Gold price per 1 Baht weight (Baht)	20,050	20,550	20,050	20,550

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2018 and 2017 are summarised below:

(Unit: Million Baht)

	As at 31 December 2018			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(9)	10	(6)	7
Salary increase rate	9	(8)	7	(6)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Turnover rate	(9)	12	(6)	8
Gold price	2	(2)	1	(1)

(Unit: Million Baht)

	As at 31 December 2017			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(7)	8	(5)	6
Salary increase rate	7	(7)	5	(5)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Turnover rate	(8)	10	(5)	7
Gold price	2	(2)	1	(1)

On 13 December 2018, the National Legislative Assembly passed a resolution approving the draft of a new Labour Protection Act, which is in the process being published in the Royal Gazette. The new Labour Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive not less than 400 days' compensation at the latest wage rate. This change is considered a post-employment benefits plan amendment and the Company and its subsidiaries have additional liabilities for long-term employee benefits of Baht 12 million (the Company only: Baht 10 million). The Company and its subsidiaries have complied with the Act before the date of publication in the Royal Gazette which has been effective to the employees of the group from 17 December 2018 onwards. The Company and its subsidiaries recorded the effect of the change by recognising past services costs as expenses in the income statement.

### 30. Provisions

(Unit: Thousand Baht)

	Consolidated financial statements					Long-term provisions
	Short-term provisions				Total	
	Provisions for fee from recommendation of new customers and reward for repurchase	Provisions for maintenance of housing and condominium units	Provision for public utility maintenance and other	Compensation for housing estate juristic persons	Total	Provision for decommissioning costs
Balance as at 1 January 2017	106,719	35,255	82,445	14,228	238,647	32,185
Increase during the year	73,356	25,685	2,229	4,062	105,332	2,063
Utilised	(24,859)	(7,994)	(12,398)	-	(45,251)	-
Reversal of provisions	(38,058)	(10,009)	(48,594)	(27)	(96,688)	-
Amortised	-	-	-	-	-	(319)
Balance as at 31 December 2017	117,158	42,937	23,682	18,263	202,040	33,929
Increase during the year	55,142	39,853	11,489	5,339	111,823	2,051
Utilised	(32,759)	(9,706)	(2,328)	-	(44,793)	-
Reversal of provisions	(24,974)	(6,742)	-	-	(31,716)	-
Balance as at 31 December 2018	114,567	66,342	32,843	23,602	237,354	35,980

(Unit: Thousand Baht)

	Separate financial statements					Long-term provisions
	Short-term provisions					
	Provisions for fee from recommendation of new customers and reward for repurchase	Provisions for maintenance of housing and condominium units	Provision for public utility maintenance and other	Compensation for housing estate juristic persons	Total	Provision for decommissioning costs
Balance as at 1 January 2017	106,719	12,659	72,059	1,966	193,403	28,797
Increase during the year	73,356	9,899	2,000	1,786	87,041	1,812
Utilised	(24,859)	(6,146)	(6,535)	-	(37,540)	-
Reversal of provisions	(38,058)	(14)	(48,594)	-	(86,666)	-
Balance as at 31 December 2017	117,158	16,398	18,930	3,752	156,238	30,609
Increase during the year	55,142	11,851	9,830	4,876	81,699	1,811
Utilised	(32,759)	(4,759)	(1,953)	-	(39,471)	-
Reversal of provisions	(24,974)	(1,307)	-	-	(26,281)	-
Balance as at 31 December 2018	114,567	22,183	26,807	8,628	172,185	32,420

### Decommissioning

The Company and its subsidiaries recognised a provision for decommissioning costs as the Company and its subsidiaries were committed to decommission the building improvement.

### 31. Subordinated perpetual debentures

The Company issued subordinated perpetual debentures ("Debenture") as follows:

Approved by	The Extraordinary General Meeting of the Company's shareholders held on 16 August 2013 and the Annual General Meeting of the Company's shareholders held on 9 April 2015
Amount	Up to a maximum of USD 200 million or the equivalent in any other currencies
Type	Subordinated or unsubordinated, secured or unsecured, with and/or without security holder's representation, have or not have fixed redemption date
Method of issuance	To be offered in foreign countries or in Thailand, to the public and/or institutional investors and/or specific investors

As at 31 December 2018, the Company has unissued subordinated perpetual debentures under the above mentioned approval totaling USD 47 million or Baht 1,523 million (31 December 2017: USD 109 million or Baht 3,569 million).

The outstanding balance of subordinated perpetual debentures as at 31 December 2018 and 2017 are detailed below.

Subordinated perpetual debentures	Issued date	Interest rate (% per annum)	(Unit: Thousand Baht)		
			Consolidated and Separate financial statements		Cost of issuing debentures <sup>(1)</sup>
			2018	2017	
No. 1/2015	19 August 2015	1 - 5 years: 9.00% per annum 6 - 25 years: 5-year government bond yields + 6.88% per annum 26 - 50 years: 5-year government bond yields + 7.63% per annum 51 years onwards: 5-year government bond yields + 8.13% per annum The 5-year government bond yields will be adjusted every 5-years.	1,000,000	1,000,000	40,844
No. 1/2016	12 May 2016	1 - 5 years: 8.50% per annum 6 - 25 years: 5-year government bond yields + 7.26% per annum 26 years onwards: 5-year government bond yields + 8.01% per annum The 5-year government bond yields will be adjusted every 5-years.	1,000,000	1,000,000	9,962
No.1/2017	23 February 2017	1 - 5 years: 8.00% per annum 6 - 25 years: 5-year government bond yields + 6.07% per annum 26 years onwards: 5-year government bond yield + 6.82% per annum The 5-year government bond yields will be adjusted every 5-years.	770,000	770,000	7,034
No. 2/2017	16 March 2017	1 - 5 years: 8.00% per annum 6 - 25 years: 5-year government bond yields + 6.07% per annum 26 years onwards: 5-year government bond yield + 6.82% per annum The 5-year government bond yields will be adjusted every 5-years.	230,000	230,000	2,060
No. 1/2018 (Tranche 1)	26 September 2018	1 - 5 years: 8.50% per annum 6 - 25 Years: 5-year government bond yields + 6.43% per annum 26 years onwards: 5-year government bond yields + 7.18% per annum The 5-years government bond yields will be adjusted every 5-years.	1,500,000	-	15,229
No. 1/2018 (Tranche 2)	5 October 2018	1 - 5 years: 8.50% per annum 6 - 25 Years: 5-year government bond yields + 6.43% per annum 26 years onwards: 5-year government bond yields + 7.18% per annum The 5-years government bond yields will be adjusted every 5-years.	500,000	-	5,079
Total			5,000,000	3,000,000	

<sup>(1)</sup> Costs related to an issuance of subordinated perpetual debenture were costs after tax benefits which were recorded to offset with ordinary share premium.



Movement in the subordinated perpetual debentures account during the year ended 31 December 2018 are summarised below.

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
Balance as at 1 January 2018	3,000,000
Add: Issuing subordinated perpetual debentures	2,000,000
Balance as at 31 December 2018	5,000,000

During the years ended 31 December 2018 and 2017, the Company paid out interest for subordinated perpetual debentures (net of income tax) amounting to Baht 229 million and Baht 188 million, respectively. These were presented under “Dividend paid for subordinated perpetual debentures - net of income tax” in the statement of changes in shareholders' equity.

The debentures were registered subordinated perpetual debentures, unsecured and inconvertible, with debentureholders' representative. The Company will repay the whole amount of principal when the Company goes out of business, or uses the right to recall the debenture before maturity date from the fifth years onwards, or in compliance with the conditions set in the terms of rights of debentures. The interest is to be paid every 3 month. The Company is entitled to accumulate interest and defer the payment of interest to any day based on the Company's discretion. In case that the Company defers the payment of interest, the Company must not declare or pay any dividend, or pay interest or distribute assets to the holders of securities of the Company who have equal or less legal position than the debenture, and the Company cannot recall, decrease, cancel and purchase or repurchase the Company's securities that have equal or less legal position than the debentures, if receiving return on executing these transactions.

### **32. Statutory reserve**

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

### 33. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Costs of land and payments of construction				
costs during the year	292,411	5,393,536	2,785,484	5,305,509
Changes in land and constructions in progress	3,976,793	672,997	(459,447)	(1,398,943)
Salaries, wages and other employee benefits	1,982,841	1,582,297	1,115,727	859,012
Depreciation and amortisation	143,133	126,540	87,812	81,582
Advertising expenses	354,089	352,035	263,571	274,144
Professional and consultant fees	286,909	123,406	134,638	95,510
Transferred fee	39,531	74,812	16,579	47,046
Special business tax	195,103	297,247	104,756	188,956
Commission fee	475,427	320,386	284,805	260,290
Loss from decrease in real estate development				
cost (reversal)	173,214	(307)	(5,855)	5,855
Loss for impairment of short-term loans	-	-	195,100	-

### 34. Income tax

Income tax expenses for the years ended 31 December 2018 and 2017 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
<b>Current income tax:</b>				
Current income tax charge	148,474	369,826	66,258	275,993
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(52,989)	3,705	(3,030)	10,656
Amortisation of income tax liability on acquisition of an entity	(474)	(633)	-	-
<b>Tax expense reported in the statement of comprehensive income</b>	<b>95,011</b>	<b>372,898</b>	<b>63,228</b>	<b>286,649</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2018 and 2017 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Deferred tax relating to actuarial loss	603	1,517	322	795

The reconciliation between accounting profit and income tax expense is shown below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Accounting profit before tax	2,492,527	1,701,353	607,938	1,603,113
Applicable tax rate (%)	20	20	20	20
Accounting profit before tax multiplied by income tax rate	498,505	340,271	121,588	320,623
Effects of:				
Promotional privileges (Note 35)	(604)	(24,729)	-	-
Non-deductible expenses	4,824	2,226	4,752	573
Tax exempted income (expenses)	(475,096)	30,938	(112,251)	(51,102)
Additional expenses deductible allowed	(13)	(8,730)	-	(1,892)
Items treated as income under Revenue Code	6,080	34,059	193	15,787
Unused tax losses which may not be utilised	3,092	5,087	-	-
Temporary differences which may not be utilised	44,770	(3,523)	46,326	2,660
Others	13,453	(2,701)	2,620	-
Total	(403,494)	32,627	(58,360)	(33,974)
Income tax expenses reported in the statement of comprehensive income	95,011	372,898	63,228	286,649

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	2,768	2,768	898	898
Reduction of real estate development costs to net realisable value	6,651	7,981	6,811	7,981
Provision for impairment loss of assets	3,858	3,975	3,858	3,975
Unbilled payables	-	2,914	-	2,914
Advance payment for project management fee	4,040	-	-	-
Accrued rental expenses	1,638	1,548	-	-
Provision for long-term employee benefits	23,567	17,233	18,051	12,872
Provisions expenses	50,174	41,877	38,698	34,679
Unused tax loss	43,263	14,888	-	-
Borrowing costs of project	9,487	-	-	-
Total deferred tax assets	145,446	93,184	68,316	63,319
<b>Deferred tax liabilities</b>				
Prepaid bank fees	3,585	4,141	3,585	4,141
Accumulated amortisation - building and equipment	1,058	1,004	1,058	1,004
Income tax liability on acquisition of an entity	7,281	7,778	-	-
Dividend paid for subordinated perpetual debentures	2,469	-	2,469	-
Total deferred tax liabilities	14,393	12,923	7,112	5,145
Deferred tax assets (liabilities) - net	131,053	80,261	61,204	58,174
Transaction in statements of financial position				
Deferred tax assets	138,334	88,039	61,204	58,174
Deferred tax liabilities	(7,281)	(7,778)	-	-
Deferred tax assets (liabilities) - net	131,053	80,261	61,204	58,174

Income tax liability on acquisition of an entity has been calculated from the difference between the fair value and the carrying value of inventories and intangible assets as at the combination date. The Company amortises this liability in accordance with amortisation of the fair value of inventories and intangible assets based on the numbers of condominium units sold and transferred.

As at 31 December 2018, the Company and the subsidiaries have deductible temporary differences and unused tax losses totaling Baht 304 million (2017: Baht 338 million) (the Company only: Baht 248 million 2017: Baht 16 million). No deferred tax assets have been recognised on these amounts as the Company considers that the temporary differences may not be utilised in the future and the subsidiaries believe that their future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

Details of expiry date of unused tax loss are summarised as below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
31 December 2018	-	109,834	-	-
31 December 2019	12,223	12,223	-	-
31 December 2020	46,446	46,446	-	-
31 December 2021	80,274	79,096	-	-
31 December 2022	25,997	25,433	-	-
31 December 2023	18,595	-	-	-
	<u>183,535</u>	<u>273,032</u>	<u>-</u>	<u>-</u>

### 35. Promotional privileges

A subsidiary has received promotional privileges from the Board of Investment for developing residential projects for low or middle-income people, pursuant to the investment promotion certificate No. 58-2491-0-00-1 issued on 16 February 2016. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period 5 years from the date the promoted operations begin generating revenues (29 April 2016). If losses were incurred during the corporate income tax exemption period, the losses can be carried forward to be utilised as a deduction against taxable income for up to 5 years after the expiry of the tax exemption period.

During the year 2018, the subsidiary's taxable revenue from promoted operations amounted to Baht 32 million (2017: Baht 689 million).

### 36. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) less cumulative coupon payment on subordinated perpetual debenture by the weighted average number of ordinary shares in issue during the year.

Basic earnings per share for the years ended 31 December 2018 and 2017 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Profit attributable to shareholders of the company	2,419,427	1,328,454	544,710	1,316,464
Less: Cumulative coupon payment subordinated perpetual debenture	(239,304)	(193,860)	(239,304)	(193,860)
Profit used in calculations of earnings per share	2,180,123	1,134,594	305,406	1,122,604
Weighted average number of ordinary shares outstanding (Thousand shares)	3,333,000	3,333,000	3,333,000	3,333,000
Basic earnings per share (Baht)	0.65	0.34	0.09	0.34

### 37. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company, its subsidiaries and joint ventures are organised into business units based on its products and services. The Company, its subsidiaries and joint ventures have reportable segments as follows:

- The real estate development segment, which develops all types of real estate projects.
- The management of real estate development project segment, which provides management service for real estate projects.
- The construction service segment
- Other segments, which include services relating to car racetrack, real estate brokerage, sale of food and beverages, sport club member service, among other things.

No operating segments have been aggregated to form the above reportable operating segments.



The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. However, the Company's, its subsidiaries' and joint ventures' financing activities, which give rise to finance cost and finance income, and income taxes are managed on a Group basis. Therefore these income and expenses are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit and total assets/total liabilities information regarding the Company's, its subsidiaries' and joint ventures' operating segments for the year ended 31 December 2018 and 2017, respectively.

(Unit: Million Baht)

	For the year ended 31 December 2018						
	Real estate segment			Management of real estate development projects		Other segments	Total reportable segments
	Group	Joint ventures	Total	segment	segment		
Revenues							Adjustments and eliminations
Revenue from external customers	5,905	22,213	28,118	1,942	1,674	413	32,147
Inter-segment revenue	-	-	-	94	556	53	703
<b>Total revenues</b>	<b>5,905</b>	<b>22,213</b>	<b>28,118</b>	<b>2,036</b>	<b>2,230</b>	<b>466</b>	<b>32,850</b>
<b>Results</b>							
<b>Segment profit</b>	206	5,492	5,698	930	182	103	6,913
Interest income							(5,248)
Other income							
Selling expenses							
Administrative expenses							
Share of profit from investments in joint ventures							
Finance cost							
<b>Profit before income tax expenses</b>							<b>1,665</b>
Income tax expenses							296
<b>Profit for the year</b>							<b>326</b>
							<b>(43)</b>
							<b>(1,724)</b>
							<b>2,341</b>
							<b>(368)</b>
							<b>2,493</b>
							<b>(95)</b>
							<b>2,398</b>

(Unit: Million Baht)

For the year ended 31 December 2017

	Real estate segment		Management of real estate development projects segment	Construction segment	Other segments	Total reportable segments	Adjustments and eliminations	Consolidated
	Group	Joint ventures	Total					
<b>Revenues</b>								
Revenue from external customers	8,932	6,166	15,098	1,208	354	18,568	(6,166)	12,402
Inter-segment revenue	-	-	-	414	34	544	(544)	-
<b>Total revenues</b>	<b>8,932</b>	<b>6,166</b>	<b>15,098</b>	<b>1,622</b>	<b>388</b>	<b>19,112</b>	<b>(6,710)</b>	<b>12,402</b>
<b>Results</b>								
<b>Segment profit</b>	<b>1,371</b>	<b>311</b>	<b>1,682</b>	<b>60</b>	<b>143</b>	<b>2,986</b>	<b>(150)</b>	<b>2,836</b>
Interest income								223
Other income								325
Selling expenses								(24)
Administrative expenses								(1,032)
Share of loss from investments of joint ventures								(342)
Finance cost								(285)
<b>Profit before income tax expenses</b>								<b>1,701</b>
Income tax expenses								(373)
<b>Profit for the year</b>								<b>1,328</b>

(Unit: Million Baht)

	As at 31 December 2018						
	Real estate segment	Real estate development segment	Construction service segment	Other segments	Total reportable segments	Adjustments and eliminations	Consolidated
<b>Segment total assets</b>							
Investments in associate and joint ventures accounted for by the equity method	8,316	-	-	-	8,316	-	8,316
Additions (disposal) to non-current assets other than financial instruments and deferred tax assets	(30)	-	(93)	784	661	(19)	642

(Unit: Million Baht)

	As at 31 December 2017						
	Real estate segment	Real estate development segment	Construction service segment	Other segments	Total reportable segments	Adjustments and eliminations	Consolidated
<b>Segment total assets</b>							
Investments in associate and joint ventures accounted for by the equity method	4,430	-	-	-	4,430	-	4,430
Additions (disposal) to non-current assets other than financial instruments and deferred tax assets	(29)	-	8	176	155	1	156

## Geographic information

The Company, its subsidiaries and joint ventures are significantly operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable segment.

## Major customers

For the years 2018 and 2017, the Company, its subsidiaries, and joint ventures have no major customers with revenue of 10% or more of an entity's revenues.

### 38. Provident fund

The Company, its subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The employees, the Company and its subsidiaries contribute to the fund monthly at the rate of 2% to 5% of basic salary. The fund, which is managed by Krung Thai Asset Management Public Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2018, the Company and its subsidiaries contributed Baht 23 million (2017: Baht 16 million) (the Company only: Baht 19 million, 2017: Baht 13 million) to the fund. The provident fund of Baht 2 million was recognised as real estate development cost (2017: Baht 2 million) (the Company only: Baht 1 million 2017: Baht 1 million).

### 39. Dividend

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Final dividends for 2016	Annual General Meeting of the shareholders on 27 April 2017	283,301	0.085
Interim dividends for 2017	Annual General Meeting of Board of Directors on 7 August 2017	199,980	0.060
Total for 2017		483,281	0.145
Final dividends for 2017	Annual General Meeting of the shareholders on 26 April 2018	224,971	0.0675
Interim dividends for 2018	Annual General Meeting of Board of Directors on 8 August 2018	383,291	0.1150
Total for 2018		608,262	0.1825

### 40. Commitments and contingent liabilities

#### 40.1 Commitments relating to construction contracts, acquisitions of operating assets and related services

As at 31 December 2018, the Company and its subsidiaries had commitments totaling Baht 3,810 million and USD 0.2 million (2017: Baht 3,140 million) (the Company only: Baht 736 million, 2017: Baht 1,265 million), under the project construction contracts, acquisitions of operating assets and related services.

## 40.2 Commitments related to agreement to sell and to purchase land

As at 31 December 2018, the Company and its subsidiaries had commitments to pay a total of Baht 3,445 million to third parties for land purchase, under agreements to sell and to purchase land, between January 2019 and March 2020 (2017: Baht 7,121 million, between January 2018 and March 2020) (the Company only: Baht 3,445 million, 2017: Baht 4,421 million).

## 40.3 Investment commitments

As at 31 December 2018, the Company and its subsidiaries had commitments under the joint venture agreements described in Note 18. These were commitments of Baht 2,498 million (2017: Baht 3,105 million) relating to the provision of financial support.

## 40.4 Operating lease and service agreement commitments

The Company and its subsidiaries entered into several agreements in respect of the lease of land, building space, equipment and services. The terms of the agreements are generally between 1 to 30 years.

Future minimum lease payments of the Company and its subsidiaries required under these non-cancellable operating lease contracts were as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Payable:				
In up to 1 year	737	679	247	285
In over 1 and up to 5 years	1,044	1,337	502	608
In over 5 years	4,648	4,559	383	383

## 40.5 Commitments from ongoing projects development

As at 31 December 2018, the Company and its subsidiaries had commitments to transfer condominium units, land and construction thereon totaling Baht 2,771 million under agreements to buy and to sell in projects (2017: Baht 2,777 million) (the Company only: Baht 494 million, 2017: Baht 1,044 million).



#### 40.6 Land repurchase agreement commitment

In 2007, the subsidiaries entered into agreements amounting to Baht 30 million to sell plots of project land under development and to register the transfer of ownership of the land to an external party, under which the external party agreed to grant the subsidiaries rights to buy back the land in the future at a total repurchase price of not less than Baht 33 million. Currently, the land is under the effective control of the subsidiaries, therefore the subsidiaries do not recognise the relevant income and cost of sales in their financial statements.

The subsidiaries had not yet to repurchase the land, which is presented as part of real estate development costs in the consolidated statement of financial position as at 31 December 2018 and 2017.

#### 40.7 Obligations of subordinated perpetual debenture

As at 31 December 2018, the Company had obligations from subordinated perpetual debenture described in Note 31. The obligations regarding the cumulative interest expense on subordinated perpetual debenture, which is not due, amounted to Baht 42 million (2017: Baht 30 million).

#### 40.8 Guarantees

(1) As at 31 December 2018 and 2017, the Company and its subsidiaries had the following obligations in respect of guarantees:

(Unit: Million Baht)

Guarantor	Guarantee Facilities	Guarantee	Consolidated financial statements		Separate financial statements	
			2018	2017	2018	2017
The Company	Credit facilities as stipulated in guarantee agreement	Subsidiaries and joint ventures	25,530	22,339	25,530	22,339
The Company	Credit facility of fleet cards	Subsidiaries	4	4	4	4
Subsidiary	Outstanding bank guarantees	The Company and joint ventures	-	98	-	-
			<u>25,534</u>	<u>22,441</u>	<u>25,534</u>	<u>22,343</u>

(2) As at 31 December 2018 and 2017, there were the following outstanding bank guarantees issued by the banks in respect of certain performance bonds required in the normal course of business by the Company and its subsidiaries.

(Unit: Million Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Letters of guarantee for contractual performance	487	368	343	323
Letters of guarantee for land allotment with provision of public utilities or public services	621	490	349	292
Letters of guarantee for purchase payment	4	4	4	4
Letters of guarantee for electricity use	24	37	9	25
Total	1,136	899	705	644

#### 40.9 Commitments regarding the establishment of the learning center

As at 31 December 2018, the Company had obligations to supporting the establishment of a learning center with a private entity amounting to Baht 13 million (2017: Baht 18 million).

#### 40.10 Commitment in respect of uncalled investment

As at 31 December 2018, the Company had commitments to pay for the uncalled portions of its investments in subsidiaries amounting to Baht 601 million (2017: Baht 360 million).

As at 31 December 2018, the subsidiary had commitments to pay for the uncalled portions of its other investments amounting USD 0.4 million (2017: Nil).

#### 40.11 Litigations

As at 31 December 2018, the Company and its subsidiaries have been sued in various cases, under which total claims amounted to Baht 413 million (2017: Baht 301 million) (the Company only: Baht 288 million, 2017: Baht 174 million). Some cases are detailed below.

- In 2012, a subsidiary was sued by a condominium juristic person and condominium owners of a project, making claims amounting to Baht 146 million on the grounds that the subsidiary violated agreements to purchase and to sell. On 15 May 2013, the plaintiffs filed a request to amend the plaint, by decreasing the damages claimed to Baht 101 million. On 30 July 2013, the court of first instance issued an order dismissing the case. Subsequently, on 25 October 2013, the plaintiffs appealed the judgement of the court of first instance.

Subsequently, on 29 April 2015, the court of appeal reversed the order of the court of first instance, by ordering the subsidiary to provide additional parking space for the condominium juristic person and, if unable to do so, to pay compensatory damages amounting to Baht 12.5 million to the condominium juristic person plus interest of 7.5% per annum calculated from 12 November 2010 until the settlement is completed. The court of appeal also ordered the subsidiary to pay the plaintiff's fees for the two courts. Subsequently, the subsidiary filed an appeal and a request for permission to appeal with the Supreme Court on 29 May 2015. On 3 November 2017, the subsidiary filed the amendment of such appeal, and the case is being considered by the Supreme Court.

As at 31 December 2018 and 2017, the subsidiary had set aside partial provision for the potential losses related to this case in the consolidated statement of financial position in accordance with the opinion of its legal counsel.

- In 2017, the Company was sued by a group of individuals for breach of agreement regarding defects in a condominium project, claiming the compensation of Baht 133 million. The date of judgement is to be held on 22 March 2019. In accordance with the opinion of its legal counsel and management, it is possible for the Company to defend the case. As a result of this litigation, no provision for contingent liabilities has been recorded in the account.
- During the first quarter of 2018, a joint venture as a developer of the Ashton Asoke Property Project ("Project"), submitted an offer proposal to the purchasers of the condominium units (amounting to Baht 6,720 million) whereby the joint venture would agree to return the advances received to the purchasers who wish to cancel the contract to buy and sell the condominium units ("the contract"). However, if the purchasers do not cancel the contract, the joint venture will give the purchasers discount as at the transfer date at the rate of 7.5% per annum of the total amount previously paid by the purchasers, excluding the final transfer amount. The discount is calculated in accordance with the terms and conditions

prescribed in the proposed offer. Alternatively, the purchasers can change the units of which ownership is to be transferred from condominium units of the Project to other condominium units as determined by the joint venture. If the joint venture fails to transfer the ownership of the condominium units by 26 March 2019, it will pay compensation and return the advances received to the purchasers. The offer was proposed due to the Project's involvement with the lawsuit, and as a result of which it could not be transferred in March 2018. During the years 2016 and 2017, state authorities and state agencies were sued by Stop Global Warming Association and The Siam Society under Royal Patronage, respectively. The plaintiffs demanded that state authorities and state agencies withdraw the construction permits of the joint venture condominium project, revoke the assessment report or environmental impact assessment (EIA) report, revoke permission to use public access, revoke any legal acts relating to expropriation of land from the public, and suspend the construction of the Project building. The court opined that the joint venture as the Project owner, and a subsidiary as the former owner of the land before being transferred to the joint venture could be affected by the judgment or order of the court. Therefore, the court ordered the joint venture and the subsidiary to be interpleader.

Subsequently, in June 2018, the Appeals Board issued a ruling to revoke Bangkok Metropolitan Administration (BMA)'s order and allow BMA to proceed in accordance with the law. The BMA issued building construction certificate (A. 6) to the joint venture and the Bangkok Land Office registered the condominium and issued the title deed of the Project condominium units to a joint venture on 12 June 2018. The joint venture commenced the transfer of condominium units to the purchasers on 15 June 2018 onwards.

Currently, cases are under the process of examination of facts by the Central Administrative Court. The legal advisor and the management of the joint venture and the subsidiary considered that the construction of the Ashton Asoke project has been carried out in compliance with the relevant laws. Since the management of the joint venture and the subsidiary believe that the joint venture and the subsidiary will not incur any loss as a result of this litigation, no provision for contingent liabilities has been recorded in the account.

However, in the first quarter of 2018, the joint venture made a conservative estimate based on an assumption that the joint venture fails to transfer the ownership of the condominium units by 26 March 2019, and the joint venture will pay compensation and return the advances received to purchasers. The payment will be calculated on the advances received from the purchases, starting from the

receipt date, multiplied by the maximum fixed deposit rate of commercial bank. However, during the second quarter of 2018, the joint venture received the certificate of construction (A. 6) and registered the ownership of the condominium project and condominium title deeds were issued, entitling transfer of the condominium units to the purchasers. Therefore, the joint venture changed the terms and conditions of the financial compensation to giving a discount at the transfer date at the rate of 7.5% per annum of the total amount paid by the purchasers excluding the final transfer of the ownership.

As at 31 December 2018, the joint venture estimated the compensation payable to the purchasers and set aside a provision of Baht 3 million for liabilities arising as a result of this case in joint venture's financial statements.

- During the third quarter of the year 2018, the Company and a subsidiary were sued by a group of people who purchase land of other projects, claiming compensation of Baht 106 million for breach of agreements and unfair agreement terms regarding the construction of infrastructure and public services of housing projects developed by the subsidiary. As scheduled by the court of appeal, the hearing of the court order whether the case will be proceeded as a group of individuals is to be held on 30 April 2019. In accordance with the opinion of their legal counsel and management, it is possible for the Company and a subsidiary to defend the case. As a result of this litigation, no provision for contingent liabilities has been recorded in the account.

Since the outcomes of the above and other cases have not yet been finalised, cannot be predicted, and currently have no impact on the operations of the Company and its subsidiaries, the Company and its subsidiaries have therefore not set aside the provision for losses that may result from such cases.

#### **41. Fair value hierarchy**

As at 31 December 2018 and 2017, the Company and its subsidiaries had the assets and liabilities that were measured at fair value or their fair value is disclosed using different levels of inputs as follows:

(Unit: Million Baht)

Consolidated financial statements				
As at 31 December 2018				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Current investments				
Held for trade investments	-	200	-	200
<b>Assets for which fair value is disclosed</b>				
Investment properties	-	-	1,198	1,198
<b>Liabilities for which fair value is disclosed</b>				
Long-term debentures	-	11,485	-	11,485

(Unit: Million Baht)

Consolidated financial statements				
As at 31 December 2017				
	Level 1	Level 2	Level 3	Total
<b>Assets for which fair value is disclosed</b>				
Investment properties	-	-	949	949
<b>Liabilities for which fair value is disclosed</b>				
Long-term debentures	-	10,051	-	10,051

(Unit: Million Baht)

Separate financial statements				
As at 31 December 2018				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Current investments				
Held for trade investments	-	200	-	200
<b>Assets for which fair value is disclosed</b>				
Investment properties	-	-	531	531
<b>Liabilities for which fair value is disclosed</b>				
Long-term debentures	-	11,485	-	11,485

(Unit: Million Baht)

Separate financial statements				
As at 31 December 2017				
	Level 1	Level 2	Level 3	Total
<b>Assets for which fair value is disclosed</b>				
Investment properties	-	-	479	479
<b>Liabilities for which fair value is disclosed</b>				
Long-term debentures	-	10,051	-	10,051

## **42. Financial instruments**

### **42.1 Financial risk management**

Financial instruments of the Company and its subsidiaries, as defined under Thai Accounting Standard No.107 “Financial Instruments: Disclosure and Presentations”, principally comprise cash and cash equivalents, current investments, trade and other receivables, borrowings, restricted financial institutions deposits/withdrawal conditions, trade and other payables, retention payables, liabilities under finance lease agreement, bills of exchange, debentures and loans. The financial risks of the Company and its subsidiaries associated with these financial instruments and how they are managed is described below:

#### ***Credit risk***

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables and loans. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures. In addition, the Company and its subsidiaries do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loans as stated in the statements of financial position.

#### ***Interest rate risk***

The Company’s and its subsidiaries’ exposure to interest rate risk relates primarily to their deposits at financial institutions, liabilities under finance lease agreement, bills of exchange, debentures and loans with interest. Most of the Company and its subsidiaries’ financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2018 and 2017, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date (if this occurs before the maturity date).



(Unit: Million Baht)

Consolidated financial statements						
As at 31 December 2018						
	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1-5 years				
<b>Financial assets</b>						
Cash and cash equivalents	-	-	4,598	116	4,714	Note 7
Current investments	-	-	-	200	200	-
Trade and other receivables	-	-	-	773	773	-
Restricted bank deposits/ withdrawal conditions	-	-	268	-	268	0.10 - 0.40
Long-term loans to and interest receivable from related parties	2,669	2,606	-	-	5,275	6.00
	2,669	2,606	4,866	1,089	11,230	
<b>Financial liabilities</b>						
Short-term loans from financial institution	-	-	5,672	-	5,672	Note 24
Trade and other payables	-	-	-	1,736	1,736	-
Long-term debentures	1,498	9,982	-	-	11,480	Note 26
Liabilities under finance lease agreements	3	4	-	-	7	0.25 - 11.55
Long-term loans	-	-	1,244	-	1,244	Note 27
Provisions	-	-	-	273	273	-
Retention payables	-	-	-	230	230	-
	1,501	9,986	6,916	2,239	20,642	

(Unit: Million Baht)

Consolidated financial statements						
As at 31 December 2017						
	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1-5 years				
<b>Financial assets</b>						
Cash and cash equivalents	-	-	1,733	330	2,063	Note 7
Trade and other receivables	-	-	-	1,072	1,072	-
Short-term loans to and interest receivable from related parties	762	-	-	-	762	Note 6
Restricted bank deposits/ withdrawal conditions	-	-	284	-	284	0.10 - 0.40
Long-term loans to and interest receivable from related parties	2,716	1,305	-	-	4,021	6.00
	3,478	1,305	2,017	1,402	8,202	

(Unit: Million Baht)

## Consolidated financial statements

As at 31 December 2017

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1-5 years				
<b>Financial liabilities</b>						
Short-term loans from financial institution	-	-	1,499	-	1,499	Note 24
Trade and other payables	-	-	-	1,141	1,141	-
Long-term debentures	1,999	7,980	-	-	9,979	Note 26
Liabilities under finance lease agreements	8	5	-	-	13	0.25 - 11.55
Long-term loans	-	-	883	-	883	Note 27
Provisions	-	-	-	236	236	-
Retention payables	-	-	-	208	208	-
	<u>2,007</u>	<u>7,985</u>	<u>2,382</u>	<u>1,585</u>	<u>13,959</u>	

(Unit: Million Baht)

## Separate financial statements

As at 31 December 2018

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1-5 years				
<b>Financial assets</b>						
Cash and cash equivalents	-	-	3,865	47	3,912	Note 7
Current investments	-	-	-	200	200	-
Trade and other receivables	-	-	-	387	387	-
Short-term loans to and interest receivable from related parties	5,609	-	15	-	5,624	Note 6
Restricted bank deposits/ withdrawal conditions	-	-	183	-	183	0.10 - 0.40
Long-term loans to and interest receivable from related parties	<u>1,837</u>	<u>1,930</u>	<u>-</u>	<u>-</u>	<u>3,767</u>	<u>6.00</u>
	<u>7,446</u>	<u>1,930</u>	<u>4,063</u>	<u>634</u>	<u>14,073</u>	
<b>Financial liabilities</b>						
Short-term loans from financial institution	-	-	900	-	900	Note 24
Trade and other payables	-	-	-	1,116	1,116	-
Short-term loans from and interest payable to related party	1,096	-	2,609	-	3,705	Note 6
Long-term debentures	1,498	9,982	-	-	11,480	Note 26
Liabilities under finance lease agreements	3	3	-	-	6	0.25 - 11.55
Long-term loans	-	-	24	-	24	Note 27
Provisions	-	-	-	205	205	-
Retention payables	-	-	-	216	216	-
	<u>2,597</u>	<u>9,985</u>	<u>3,533</u>	<u>1,537</u>	<u>17,652</u>	

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2017					
	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1-5 years				
<b>Financial assets</b>						
Cash and cash equivalents	-	-	953	154	1,107	Note 7
Trade and other receivables	-	-	-	862	862	-
Short-term loans to and interest receivable from related parties	5,393	-	5	-	5,398	Note 6
Restricted bank deposits/ withdrawal conditions	-	-	188	-	188	0.10 - 0.40
Long-term loans to and interest receivable from related parties	2,430	814	-	-	3,244	6.00
	<u>7,823</u>	<u>814</u>	<u>1,146</u>	<u>1,016</u>	<u>10,799</u>	
<b>Financial liabilities</b>						
Trade and other payables	-	-	-	669	669	-
Short-term loans from and interest payable to related party	1,045	-	2,656	-	3,701	Note 6
Long-term debentures	1,999	7,980	-	-	9,979	Note 26
Liabilities under finance lease agreements	6	5	-	-	11	0.25 - 11.55
Long-term loans	-	-	247	-	247	Note 27
Provisions	-	-	-	187	187	-
Retention payables	-	-	-	206	206	-
	<u>3,050</u>	<u>7,985</u>	<u>2,903</u>	<u>1,062</u>	<u>15,000</u>	

### Foreign exchange risk

Exposure to foreign currency risk of the Company and its subsidiaries arises mainly from service transactions that are denominated in foreign currencies. The balances of financial liabilities denominated in foreign currencies are summarised below:

Foreign currency	Consolidated financial statements			
	Financial liabilities as at		Exchange rate	
	31 December		as at 31 December	
	2018	2017	2018	2017
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	166	-	32.6148	-

Foreign currency	Separate financial statements			
	Financial liabilities as at		Exchange rate	
	31 December		as at 31 December	
	2018	2017	2018	2017
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	104	-	32.6148	-

## 42.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position, except the following:

(Unit: Million Baht)				
	Consolidated and Separate financial statements			
	As at 31 December 2018		As at 31 December 2017	
	Carrying		Carrying	
	amount	Fair value	amount	Fair value
<b>Financial liabilities</b>				
Long-term debentures	11,480	11,485	9,979	10,051

The methods and assumptions used by the Company in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, accounts receivable and short-term loans, accounts payable and short-term loans, their carrying amounts in the statement of financial position approximate their fair value.
- For marketable debt securities, their fair value are generally derived from quoted market prices.
- The fair value of credit facilities is estimated by discounting expected future cash flows by the market interest rate for the same type of credit facilities.
- For fixed rate debentures and long-term loans, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
- For debentures and long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

## 43. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2018, the Group's debt-to-equity ratio was 1.3:1 (2017: 1.2:1) and the Company's debt-to-equity ratio was 1.4:1 (2017: 1.3:1).

#### 44. Events after the reporting period

44.1 On 15 January 2019, the Company sold 49 percent of investment in its 4 subsidiaries' registered share capital, consisting of AMH Ratchada Co., Ltd., AMH Sathorn Co., Ltd., AMH Sukhumvit59 Co., Ltd., and AMH Sukhumvit8 Co., Ltd., to a company in accordance with the joint venture agreement. As a result, the Company's shareholding has been decreased to 51 percent, which is in accordance with a resolution of the Company Board of Director Meeting on 18 December 2018. After the sale of investment, the Company is deemed to have no control over these companies, and therefore the status of these companies has been changed from "subsidiaries" to "joint ventures". Subsequently, the joint ventures have increased the registered capital by issuing new ordinary shares, and the Company has already paid for the share capital increase in proportion to its shareholding. The details are as followed:

Joint ventures	Previous Share capital (Million Baht)	New Share capital (Million Baht)	No. of new shares issued (Unit)	Par value (Baht per share)	Paid-up capital (Baht per share)	The amount of capital in proportion (Million Baht)
AMH Ratchada Co., Ltd. <sup>(1)</sup>	0.1	321.5	3,214,000	100	100	164
AMH Sathorn Co., Ltd. <sup>(1)</sup>	0.1	575.0	5,749,000	100	100	293
AMH Sukhumvit59 Co., Ltd. <sup>(2)</sup>	0.1	575.0	5,749,000	100	87	255
AMH Sukhumvit8 Co., Ltd. <sup>(1)</sup>	0.1	115.0	1,149,000	100	100	59

<sup>(1)</sup> The joint ventures registered the increase in share capital with the Ministry of Commerce on 29 January 2019

<sup>(2)</sup> The joint ventures registered the increase in share capital with the Ministry of Commerce on 6 February 2019

44.2 On 28 January 2019, the Extraordinary General Meeting of the shareholders of Ananda Apac Bangchak Co., Ltd., a joint venture of the Company, approved the increase in its registered share capital by Baht 245.1 million from Baht 260.4 million to Baht 505.5 million through the issue of 2,405,950 ordinary shares with a par value of Baht 100 each, fully paid-up by the venturer as stipulated in the shareholders agreement. The joint venture registered the increase in the registered share capital with the Ministry of Commerce on 29 January 2019.

44.3 On 29 January 2019, the Meeting of Board of Directors of Ideo New Praram 9 Co., Ltd., a subsidiary of the Company, approved the calling for additional 3,058,317 ordinary shares with a par value of Baht 18 each. The Company already paid for such shares in proportion to its shareholding, or for a total of Baht 55 million. A subsidiary registered the increase of its share capital with the Ministry of Commerce on 11 February 2019.

44.4 Interim dividend payment of the ventures is as follows:

- (1) On 16 January 2019, the Meeting of Board of Directors of Ananda MF Asia Samyan Company Limited, a joint venture of the Company, approved an interim dividend payment of Baht 20 per share, or a total of Baht 200 million, from retained earnings of 2018 to ordinary shareholders. The dividend will be paid on 28 February 2019.
- (2) On 16 January 2019, the Meeting of Board of Directors of Ananda MF Asia Ratchathewi Co., Ltd., a joint venture of the Company, approved the second interim dividend payment of Baht 36.37 per share, or a total of Baht 200 million, from retained earnings of 2018 to ordinary shareholders. The dividend will be paid on 28 February 2019.
- (3) On 31 January 2019, the Meeting of Board of Directors of Ananda Apac Bangchak Co., Ltd., a joint venture of the Company, approved an interim dividend payment of Baht 59.35 per share, or a total of Baht 300 million, from retained earnings of 2018 to ordinary shareholders. The dividend will be paid on 28 February 2019.

44.5 On 4 February 2019, the Company's Board of Directors meeting approved the purchase of 42.5 million ordinary shares of Dusit Thani Public Company Limited at Baht 12 per share, or a total of Baht 510 million, which is accounting for 5 percent of the total issued and fully paid-up ordinary shares for long-term investment funding. The Company purchased such ordinary shares on 5 February 2019.

44.6 In February 2019, the Company entered into agreements with third parties to sell and to purchase land for a total value of Baht 2,476 million. The Company made payment of deposits amounting to Baht 569 million and the remaining obligations in connection with land and construction thereon of Baht 1,907 million will be paid in August 2020.

44.7 On 26 February 2019, a meeting of the Company's Board of Directors passed the following resolutions to be proposed to Annual General Meeting of the shareholders to be held on 24 April 2019 as follows:

- (1) Approved payment of annual dividends from retained earnings of Baht 0.139 per share, or a total of Baht 463 million. The dividend will be paid on 17 May 2019.
- (2) Approved the proposal to issue perpetual debentures with a credit limit of not more than Baht 35,000 million.
- (3) Approved the issue of subordinated perpetual debentures with a credit limit of not more than Baht 12,000 million or other currencies in the equivalent value.

#### **45. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 26 February 2019.



