



ANNUAL REPORT 2019

Richy Place 2002 Co.,. Pcl

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MESSAGE FROM THE CHAIRMAN



DEAR SHAREHOLDERS

Since the establishment of Richy Place 2002 Public Company Limited, has been a property development company for the past 18 years. Dedicated all the strength In order to create a good quality dream house in which every project has been carefully planned in every step to build and deliver products Good service, quality, along with sustainable environmental and social care, even in the year 2019, the revenue recognition will not meet the target. But we never give up Is still determined to run the business in 2020 to meet the company's goals, namely expanding the business further Both the number of projects and project sizes And still adhere to fairness and transparency

In the year 2019, the company received revenue from real estate sales of 1,193 million baht, a decrease of 1,487 percent from the year 2018 or a 124.64 percent decrease, resulting from the sluggish economy. And the credit tightness along with the LTV measure, causing customers interested in buying condominiums or residences to delay their purchases first

In this regard, as the director of Richy Place 2002 Public Company Limited, I would like to thank the shareholders, customers, financial institutions, the media, business alliances. And related government agencies For helping Has always supported the company in every area And would like to thank the board of directors, executives and all employees for their cooperation in working together Which will result in greater success for us in the future

Best regards

Miss Sunee Sathinan
Chairman

MESSAGE FROM THE EXECUTIVE CHAIRMAN



DEAR SHAREHOLDERS

Year 2019 is the year that the world economy and Thailand Has been affected by external factors from the trade war of the superpowers that have continuously pressured many international partners Causing economic downturn Gorp and political instability And there are measures to reduce credit to small-scale buyers of the Bank of Thailand Therefore resulting in a new recession immediately since the 2nd quarter of 2019

Richy financial performance in 2019 had incomes, expenses, and profits in the consolidated financial statements similar to the 2017 financial statements, which is a normal operating year, except for 2018 that had an extra-large project of more than 1,000 rooms per project

For the 2020 business plan, the operational strategies have been defined as follows:

1. Defining a “Well Tech” business strategy
2. Building actively and continuously brand building
3. Opening a new customer group like a friend recommends Richy Friend Club (RFC)
4. Zero influence sales And add Agency
5. Doing business in affiliate network trading

Although in the first half of the year 2020, Thailand will be affected by the Covid19 epidemic causing new sales to stumble. Richy then devised a working plan aimed at selling more seriously online. We have the determination and the power to work hard. For the growth and benefit of Richy continuously and sustainably

On behalf of management and staff Would like to thank the shareholders That has always provided good support to the company

Best regards

Dr. Apa Ataboonwongse
Executive Chairman

AUDIT COMMITTEE REPORT

DEAR SHAREHOLDERS

The audit committee of the company Consists of 3 independent directors who are experts And have financial experience Real estate And organization management With Lieutenant Colonel Yingngam Thongpan as the Chairman of the Audit Committee, Assoc. Prof. Suthat Rattanakuekangwan and Mr. Somchai Phiansataporn as the Audit Committee.

The audit committee has duties as assigned by the board of directors. To assist the Board of Directors in taking care of the business. During the year 2019, the Audit Committee of the Company Performed its duties in accordance with corporate governance responsibilities. There are 4 audit committee meetings and there is a discussion with the management. Internal Audit Department And the auditor in related matters With the summary of the important duties as follows

1. Review the financial reporting system And not financial reports

The Audit Committee has reviewed the quarterly financial statements and the 2019 financial statements of Richy Place 2002 Public Company Limited and the consolidated financial statements. Together with the management Internal Audit Department And invited the auditor to attend the meeting without the management team to discuss the independence in performing duties. And the auditor's opinion Including asking the auditor about the correctness and completeness of the financial statements. Important adjustment Which affects the financial statements Sufficiency of accounting method Therefore, the disclosure of information is accurate, complete, sufficient, and the independence of the auditor and the financial statements are accurate and reliable. Including sufficient and timely disclosure of financial statements information For the benefit of investors or users of financial statements In addition, the audit committee considered the scope And audit guidelines In addition, the Audit Committee has met with the auditor without management 1 time in order to independently discuss important issues in the preparation of financial statements and the disclosure of useful information to users of the financial statements.

In this regard, the Audit Committee has reviewed the operating results of various departments by comparing the plans with the operations of the various departments by asking questions on issues With comments Consider management practices To ensure that the guidelines are being implemented appropriately and transparently

2. Review of risk management assessment system

The audit committee has reviewed the assessment of risk management according to the principles specified in the risk management policy. And monitor the progress of key

risk management By considering risk factors Opportunity to effect From risk management Make sure that The company has assessed the significant risks systematically, adequately and appropriately. Along with promoting knowledge and understanding for the employees of the organization To be an important mechanism for creating business value.

3. Review of internal control systems

The audit committee has reviewed the internal control system with the head of the internal audit. And auditors on a quarterly basis To assess the adequacy of the internal control system in accordance with the standards of internal auditing And guidelines set by the Securities and Exchange Commission of Thailand Including considering the audit results in accordance with the approved audit program And the inspection report by the management of the company Following up on the recommendations made in the inspection report And comments of the Audit Committee continuously Including the improvement of internal control to be in line with the changing situations The internal audit results showed no weakness. Or significant defects in the internal control system The Audit Committee is of the opinion that The Company has an internal control system. And adequate and appropriate risk supervision In addition, the auditor evaluated the internal control system. And no significant weakness is found which may have an impact on the company's financial statements.

4. Reviewing compliance with business-related laws

The audit committee has reviewed the compliance with the law on securities. SET requirements And the Securities and Exchange Commission and other laws related to the company's business there is a proper compliance with relevant laws.

5. Reviewing connected transactions or transactions that may have conflicts of interest

The Audit Committee has reviewed the said transaction and is of the opinion that This is a real business transaction that is a normal business transaction, reasonable, eliminating conflicts of interest. And in accordance with the requirements of the Securities and Exchange Commission. And the Stock Exchange of Thailand

6. Review of compliance with anti-corruption measures

The audit committee has reviewed the internal control measures. Including supervision Compliance with anti-corruption measures As well as risk assessment and give advice including the report of the results of the anti-corruption measures. To the Board of Directors. The internal audit did not find weaknesses Or deficiencies in internal control in accordance with anti-corruption measures that are significant The Audit Committee is of the opinion that The company has an internal control system. And risk supervision, anti-corruption measures According to the guidelines of the Private Sector Collective Action Coalition against Corruption sufficiently and appropriately.

7. Conflicting the requirements of the audit committee

The Audit Committee has reviewed the requirements of the Audit Committee to be appropriate. And in accordance with the duties and responsibilities of the newly appointed audit committee And various related laws The Audit Committee has performed its duties prudently. There is independence and transparency for the best interest of the company. The Audit Committee is confident that the Company's financial statements are accurate, reliable, and in accordance with generally accepted accounting standards. And financial reporting standards have been implemented under risk management and internal control systems that are effective and sufficient and in accordance with relevant laws and regulations

8. Consideration for the appointment of auditors and the audit fees for the year 2020

The audit committee considers and selects to nominate auditors. Including the remuneration of the auditor for the year 2020 by considering the performance of the auditor in the past year according to the company evaluation criteria. Qualifications of auditors Independence in operations Quality and work standards Is satisfactory and the auditors meet the requirements of the Securities and Exchange Commission. And the Stock Exchange of Thailand Therefore, the audit committee therefore proposed to appoint Dharmniti Company Limited as the company's auditor for the year 2019 and propose the audit fee for the year 2020 to the Board of Directors to propose to the shareholders' meeting for further consideration

Conclusion

The Audit Committee has complied with the duties and responsibilities as specified in the Audit Committee Charter which has been approved by the Board of Directors. By using knowledge, capability and prudence and sufficient independence For the benefit of the stakeholders equally The Audit Committee is of the opinion that the financial reports of the Company are accurate, reliable, in accordance with generally accepted accounting standards. The company has sufficient risk management. There is an internal control system. Appropriate and effective internal audit There is a consistent operation in accordance with the good corporate governance system. Compliance with laws, regulations, and obligations relating to the company's business operations.

Lt.Gen. Samang Thongpan

Chairman of the Audit Committee
Richy Place 2002 Public Company Limited



Miss Sunee Sathinan

77 years old

CHAIRMAN AND EXECUTIVE COMMITTEE

Date of holding a director position

18 November 2002

Family relations between executives :

none

EDUCATIONAL QUALIFICATIONS

- MBA Syracuse University, New York State. USA.
- Bachelor of Economics (Honors)
Thammasat University

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2002 - present, Chairman of the Board of the
Richy Place 2002 Public Company Limited

POSITION IN NON-LISTED COMPANIES

- Year 1977 - present, Managing Director of Sunway
Company Limited (Manufacture and export of
leather bags)
- 1994 - Present Managing Director, Diamond
Leather Kraft Company Limited (Manufacture and
export of leather bags)

POSITIONS IN OTHER DEPARTMENTS

- Honorary Chairman Federation of Thai Industries
Nonthaburi
- Alumni Association Committee Faculty of Economics
Thammasat University

PAST EXPERIENCE

- Former committee, Federation of Thai Industries
- Former BOI Academic Officer
- Director, Thammasat Hospital
- Expert Committee, Provincial Administrative
Organization of Nonthaburi
- President of Rotary Club of Nonthaburi
- Assistant Governor, Rotary Region 3350
- Former Executive Committee, The Federation of Thai
Industries
- Former Deputy Secretary-General of the Federation of
Thai Industries

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2556

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

- 63,363,085.00 shares or 5.306 percent



Dr. Apha Atboonwong,
65 years old

VICE CHAIRMAN AND THE CHAIRMAN OF THE EXECUTIVE COMMITTEE

Date of holding a director position
18 November 2002

Family relations between executives :
Spouse without marriage registration but it is revealed to the society that is Col. Suwit Tansode

EDUCATIONAL QUALIFICATIONS

- Diploma of the National Defense College (Wor.Por. 4414)
- Doctor of Philosophy (Management) Christian University
- Master of Business Administration (MBA), Kasetsart University
- Bachelor of Law Dhurakij Pundit University
- Executive Program Capital Market Academy Leadership Program, Class 16
- Executive Program, Mahanakorn Class 4, Navamindradhiraj University
- Outstanding Alumni Rajamangala University of Technology Phra Nakhon 2013
- Outstanding Alumni Christian University Year 2011
- Outstanding alumni Master's Degree for Executives Kasetsart University, 2004
- Outstanding Alumni Dhurakij Pundit University, year 2004

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2002 - Present Vice Chairman and Executive Chairman, Richy Place Plc. 2002

POSITION IN NON-LISTED COMPANIES

- 1995 - Present Chairman of the Board of Directors, Atthaboon Sinsap Company Limited (Office for rent)
- 1975 - present, Chairman of the Board of Atthaboon Company Limited (selling spare parts)

POSITIONS IN OTHER DEPARTMENTS

- 2018 - present, President of Thai Condominium Association
- 2015 - present, Expert University Council Committee Suan Sunandha Rajabhat University
- 1994 - present, President of the Sathorn Rotary Club

PAST EXPERIENCE

- Year 2008 - 2018 Vice President and Secretary-General of Thai Condominium Association
- Year 1991 - 1999 Chairman of the Board of Establishment YCK (Thailand) Company Limited (Toyota JAPAN Group Joint Venture)
- 2004 - 2008 Executive Committee, Industrial Region of Thailand
- Year 2007 - 2008 Governor of Region 3350 Rotary International
- Year 2007, Member of the Constitution Drafting Assembly, 2007
- Year 2003 Associate Judge, Intellectual Property and International Trade Court
- Year 2000 - 2002 Chairman of the Federation of Thai Industries Nonthaburi Province
- Year 1991 - 1999 Chairman of the Board, Thai NHK Metal Company Limited (Manufacture and sale of clutch discs for cars)

TRAINING HISTORY

- Direct Certification Program (DCP) / 2557
- Director Accreditation Program (DAP) / 2013
- Role of the Compensation Committee (RCC) / 2013

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

- Amount of 376,756,178.00 shares or 36.058 percent



Lt.Gen. Samang Thongpan

71 years old

INDEPENDENT DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE

Date of holding a director position
24 November 2011

Family relations between executives :
none

EDUCATIONAL QUALIFICATIONS

- Master of Business Administration National Institute of Development Administration
- Bachelor of Accounting Chulalongkorn University Financial Management (Finance Academy Ft. Benjamin Harrison, US Army) Resources Management (International Defense Resources Management Institute, US. Navy)
- National Defense College, Class 44

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- Year 2016 - Present Director, Mctric Public Company Limited
- 2011 - Present Chairman of the Audit Committee, Richy Place 2002 Public Company Limited
- 2009 - Present Director, Vibhavadi Hospital Public Company Limited

POSITION IN NON-LISTED COMPANIES

-None-

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

- 2003 - 2007 Executive Committee of EMC Public Company Limited
- Year 2000 - 2003 Military Finance Director-General Supreme Command Headquarters
- 1998-1999 Deputy Military Finance Director-General Supreme Command Headquarters
- Year 1989 - 1998 Director of the Budget Control Division Office of the Permanent Secretary Supreme Command Headquarters
- Year 1986 - 1989 for the Budget Control Division Office of the Permanent Secretary Supreme Command Headquarters
- Year 1970 - 1986 Division - Head of Accounting Division, Office of the Permanent Secretary for the Army

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2004
- Role of the Compensation Committee (RCC) / 2013

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

-None-



Associate Professor Suthat Rattanakueungwan

68 years old

INDEPENDENT DIRECTOR AND AUDIT COMMITTEE

Date of holding a director position
27 April 2010

Family relations between executives :
none

EDUCATIONAL QUALIFICATIONS

- D.E.S.S (Industrial Management)
Diplôme d'Etudes Supérieures spécialisées
Université 'de Toulouse I, France
- Master of Economics (Industrial management)
Maitrise es Sciences Economiques (Gestion
Industrielle) Université 'de Toulouse I, France
- Bachelor's Degree: Bachelor of Economics
(Industrial management) License es Sciences
Economiques (Gestion Industrielle) Université 'de
Toulouse I, France

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- Present Director, Richy Place 2002 Public
Company Limited

POSITION IN NON-LISTED COMPANIES

-None-

POSITIONS IN OTHER DEPARTMENTS

- President of Chulalongkorn University Academic
Testing Center
- Associate Professor Department of Industrial
Faculty of Engineering Chulalongkorn University

PAST EXPERIENCE

- Director of Engineering Service Center Faculty of
Engineering Chulalongkorn University
- Head of Research Operations Unit Industrial and
Technology Administration Department of Industrial
Engineering Faculty of Engineering Chulalongkorn
University
- Director of Training Center Continuing Education
Department Chulalongkorn University
- Chairman of the Working Group on Biogas Technology
Promotion Project for Waste Management Food scraps
from the hotel and various establishments

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2012

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

-None-



Mr. Somchai Phiansataporn

69 years old

INDEPENDENT DIRECTOR AND AUDIT COMMITTEE

Date of holding a director position
24 November 2011

Family relations between executives :
none

EDUCATIONAL QUALIFICATIONS

- Bachelor of Science (Forestry), Kasetsart University
- Master of Public Administration (Political Science), Ramkhamhaeng University
- Honorary Doctorate Philosophy (Environmental Science) Ramkhamhaeng University
- Royal Thai Army College, Class 44 (BS 44)
- National Defense College, Class 44 (Wor Por.04)

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2011 - Present Audit Committee, Richy Place 2002 Public Company Limited

POSITION IN NON-LISTED COMPANIES

-None-

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

- Year 2017, Audit and Evaluation Committee, Ministry of Natural Resources and Environment
- Year 2010, retired as Director General of the Department of Forestry
- Year 2008 Director-General of the Department of Forestry

- Year 2006, acting on behalf of the Director General of the Department of Coastal Resources
- 2005, Deputy Permanent Secretary of the Ministry of Natural Resources and Environment (Group Head of Administration and Chief of the Environmental Mission)
- Year 2002 Director-General of the Department of National Parks, Wildlife and Plant Conservation
- Year 2000, Deputy Director-General of the Department of National Parks, Wildlife and Plant Conservation
- Year 1998 Deputy Director-General of the Department of Forestry (Suppression)
- Year 1994 - 1995 Director, Bureau of Forest Prevention and Suppression
- Year 1974, Forest District, Nakhon Sawan Forestry in Surat Thani Forest in Phetchaburi Forestry in Prachinburi District, Royal Forest Department
- Year 1974, Forest Tree Office Head of Forest Preservation Protection Unit 13, Mae Sot District, Tak Province, Department of Forestry

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2012

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

-None-



Dr. Karoon Chandrangsue

69 years old

EXECUTIVE DIRECTOR

Date of holding a director position
24 May 2007

Family relations between executives :
none

EDUCATIONAL QUALIFICATIONS

- Doctorate Degree in Civil Engineering, Ohio State University, Ohio, USA
- Master Degree in Civil Engineering, Ohio State University, Ohio, USA
- Bachelor of Civil Engineering (Honors), Chulalongkorn University
- licensed as a licensed engineering practitioner Degree in Civil Engineering Registration number Wor. 1023

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2015 - Present Director, BTS Group Holdings Public Company Limited
- 2007 - Present Director, Richy Place 2002 Public Company Limited
- 2004 - present, Independent Director and Member of the Audit Committee of Quality Construction Products Company Limited

POSITION IN NON-LISTED COMPANIES

-None-

POSITIONS IN OTHER DEPARTMENTS

- 1992 - present, Chairman of the Board of KCSC Associates Company Limited

PAST EXPERIENCE

- 2006 - 2007 Council of Engineers
- 2002 - 2013 Chairman of the Ethics Committee of the Council of Engineers
- 2006 - 2007 President of the Engineering Institute of Thailand In the royal patronage (W.S.C.) No. 2
- 2002 - 2003 President of The Engineering Institute of Thailand In the royal patronage (VST)

TRAINING HISTORY

- Direct Certification Program (DCP) / 2005
- Finance for Non-Finance Director (FN) / 2005

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

- Number of 13,286,789 shares or 1.11 percent



Mr.Somsak Ataboonwongse

58 years old

DIRECTOR

Date of holding a director position

24 May 2007

Family relations between executives :

Brothers of Dr. Apa Ataboonwongse

EDUCATIONAL QUALIFICATIONS

- Bachelor of Business Administration in Industrial Management University of the Thai Chamber of Commerce
- Certificate in Graphic Design from Japan

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2007 - Present Director / Executive Director, Richy Place 2002 Public Company Limited

POSITION IN NON-LISTED COMPANIES

- Present Managing Director, Atthaboon Company Limited
- Present Advisor to YCK (Thailand) Company Limited

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

- 2005 - 2018 Honorary Advisor, The Federation of Thai Industries Nonthaburi Province
- 2008 - 2010 Chairman of the Federation of Thai Industries Nonthaburi Province
- 2008 - 2009 Committee of the Federation of Thai Industries
- 2008 - 2010 Secretary-General of the Thai Subcontracting Promotion Association

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2013
- Role of the Compensation Committee (RCC) / 2013

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

- Amount 32,523,137.00 shares or 2.72 percent



Pol.Col.Suvit Tonsodee

73 years old

DIRECTOR

Date of holding a director position

24 November 2011

Family relations between executives :

Spouse without marriage registration

But it was revealed to the society of

Dr. Apa Ataboonwongse

EDUCATIONAL QUALIFICATIONS

- Dharma Law Dhurakij Pundit University

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2011 - Present Director, Richy Place 2002 Public Company Limited

POSITION IN NON-LISTED COMPANIES

-None-

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

- Year 2006, retired
- Year 2002 (Police Colonel) Division 4 Director, Immigration Division 4, Immigration Checkpoint Bangkok Airport
- Year 1998 (Police Lieutenant Colonel) Deputy Director General of the inspection. Department of Civil Service 4 Inspector General
- Year 1995 (Police Colonel) Deputy Director General Manager of the Office of Personnel, Police Department
- Year 1993 (Police Lieutenant Colonel) Deputy Director Wheeler (Pistol carry blade) kg. 1 Police Registration Division
- Year 1990 (Pol. Pol.) Financial and Procurement Police Department Registration Division
- Year 1983 (Capt. Capt.) Deputy Deputy Director of the Crime Plan Central Police Headquarters
- Year 1980 (Police Lieutenant) Deputy Deputy Commander 1, Division 7, Division of Special Branch Police
- Year 1978 (Police Commissioner) Deputy Deputy Director of Education, Training and Publication National Election Commission of Thailand

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2013

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

-None-



Mr. Weerapol Ataboonwongse

68 years old

DIRECTOR

Date of holding a director position
14 May 2013

Family relations between executives :
Brothers of Dr. Apa Atthaboonwong

EDUCATIONAL QUALIFICATIONS

- Fort Lauderdale College, Florida, USA

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- 2013 - Present Director, Richy Place 2002 Public Company Limited

POSITION IN NON-LISTED COMPANIES

- 2017 - Present Director, Athaboon Company Limited
- Year 1988 - Present Foreign Manager, Atthaboon Company Limited

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

-None-

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2013

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

- Number of 446,938 shares or 0.037 percent



Ms.Nonglak Wanathammapong

62 years old

DIRECTOR

Date of holding a director position

24 November 2011

Family relations between executives :

Sister of Dr. Apa Atthaboonwong

EDUCATIONAL QUALIFICATIONS

- Master of Business Administration, Mahidol University Burapha (EX-MBA)

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- Director, Richy Place 2002 Public Company Limited

POSITION IN NON-LISTED COMPANIES

- Managing Director, Atthaboon Sinsub Company Limited
- Assistant Managing Director Atthaboon Company Limited
- Vice President of Thai NHK Company Limited

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

-None-

TRAINING HISTORY

- Director Accreditation Program (DAP) / 2013

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

- Number of 623,366 shares or 0.052 percent



Mrs. Pawanya Krittachart

72 years old

INDEPENDENT DIRECTOR

Date of holding a director position

26 April 2019

Family relations between executives :

- None -

EDUCATIONAL QUALIFICATIONS

- Bachelor of Accountancy (Finance and Banking), Faculty of Commerce and Accountancy Chulalongkorn University
- Master of Business Administration (Finance), Baltimore University, Maryland, USA

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

- Year 2019 - Present Director, Richy Place 2002 Public Company Limited
- 2014 - Present Director, Green Resources Public Company Limited

POSITION IN NON-LISTED COMPANIES

- 2014 - Present Managing Director Thanapat Asset Management Company Limited

POSITIONS IN OTHER DEPARTMENTS

-None-

PAST EXPERIENCE

- 1994-1997 Managing Director ThaiMex Finance and Securities Public Company Limited
- 1998 - 2000 consultant, TL Management Company Limited (Thai Life Insurance Group)
- Year 2001 - 2006 Managing Director Thai Housing Credit Foncier Company Limited
- Year 2007 - 2008 Advisor, TL Management Company Limited (Thai Life Insurance Group)
- 2008 - 2018 Independent Director and Audit Committee, Royal Ceramic Industry Plc.

TRAINING HISTORY

- Year 1977, Training on Industrial Credit Project by the Long Term Credit of Japan Bank, Tokyo, Japan
- Director Accreditation Program 49/2005

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

-None-



Mrs. Sarunthorn Srisunthorn

43 years old

COMPANY SECRETARY AND DEPUTY CHIEF EXECUTIVE OFFICER

Date of holding a director position
1 February 2010

Family relations between executives :
- None -

EDUCATIONAL QUALIFICATIONS

- Master of General Management Ramkhamhaeng University
- Bachelor of Business Administration, Siam University Currently holding office

CURRENTLY HOLDING OFFICE

DIRECTOR POSITIONS IN LISTED COMPANIES

-None-

POSITION IN NON-LISTED COMPANIES

-None-

POSITIONS IN OTHER DEPARTMENTS

- 2017 - Present Deputy Chief Executive Officer, Richy Place 2002 Public Company Limited
- 2014 - Present Company Secretary, Richy Place 2002 Public Company Limited

PAST EXPERIENCE

- Year 2000 - 2003 Executive Secretary, Atthaboon Company Limited (Sale of spare parts)

TRAINING HISTORY

- Company Secretary Program CSP / 2014

PROPORTION OF SHARES HELD BY THE COMPANY AS OF 31 DECEMBER 2019

-None-

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COMPANY'S POLICY AND OVERVIEW OF BUSINESS ACTIVITIES



Vision Mission Values of Richy Place

“VISION”

The Company will be the leader of real estate development sector in Thailand, which emphasizing to the need, satisfaction, and happiness in living of all target customers by focusing on the product design, site location, environment friendliness, and outstanding efficient services in order to create a long term confidence of all parties concerned.

“MISSION”

1. To be the one of top 20 leading real estate development of Thailand within 10 years
2. To maximize not less than 10% yield upon investment to shareholders
3. To reward employees higher than the average compensation of the industry within 3 years
4. To make human resources having high competence compared with the leading companies within 3 years
5. To create the corporate culture to be the organization of intelligence, diligence and dedication
6. To build the business allies network of real estate development
7. Providing the prompt after-sale-services and creating the customer satisfaction
8. Making good quality of life to the social, community, and environment
9. Cost management in order to compete with the industry within 3 years
10. To build the corporate image to be known and acceptable within 3 years

“VALUES OF RICHY PLACE”

Richy has emphasized on creating a happy society to the residents in all areas; which its outstanding are:

Rich in Premier Location

Rich in Urban Living & Life Style

Rich in Design

Rich in Construction

Rich in Environment

Such values can presently meet the consumers' need and living model as perfectly and make the residents in all projects of the Company be happy

Significant Changes and Development Highlight

Background and Significant Development

Richy Place 2002 Public Company Limited was found on November 18, 2002 with initial registration capital of Baht 50 million by various professions but have similar objectives on real estate development under the administration of Dr. Apa Ataboonwongse in order to concentrate on project development on potential location and nearby the community. In 2013, the Company has registered as a public limited company with the registered capital of Baht 714 million and paid-up capital of Baht 500 million. The Company presently has the total registered capital of Baht 785.40 million; which be the paid-up capital of Baht 785.40 million.

Key Milestones and Development Highlights of the Company are summarized as following

- 2002 November - The Company was found by various professions but have similar objectives on real estate development with initial registration capital of Baht 50 million, including 500,000 common shares, at the par value of Baht 100 per share. Its objective is to operate business in the real estate development which the office is located at 667/15 Attaboon Building, 5th Floor, Charan-sanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok
- 2004 January - Officially sale the project of “Richy Ville @Bangbuathong”, 74 units of a two-story house on 13 acres of land located on Bangbuathong District, Nonthaburi with the project value at Baht 160 million
- 2005 June - Officially sale the project “Richy Tower @Phetkasem-Sathorn”, 212 units of a 19-story residential condominium located on Phetkasem Road, Bangkok with the project value of Baht 300 million
- 2007 January - Officially sale the project “Le Rich Trendy Condo @Sathupradit” (Le Rich @Rama 3), 422 units of a 22-story residential condominium located on Rama 3 Road, Chong-nonsee Sub-district, Yannawa District, Bangkok with the project value of Baht 1,062 million
- May - Increasing the registered capital from Baht 50 million to Baht 130 million by offered to the existing shareholders to be fund for construction and project development in the future
- 2010 March - Officially sale the project “Le Rich @Ratchada-Suthisarn”, 77 units of a 8-story residential condominium located on Suthisarn Intersection, Dindaeng Sub-district, Dindaeng District, Bangkok with the project value of Baht 175 million
- November - Officially sale the project “Le Rich @Aree Station”, 73 units of a 8-story residential condominium located on Soi Aree 2, Samsen Nai Sub-district, Phayathai District, Bangkok with the project value of Baht 235 million

- 2011 January - Officially sale the project “Rich Park @Bangson Station”, 803 units of a 27-story residential condominium located on Krungthep-Nontaburi Road, Wongsawang Sub-district, Bangsue District, Bangkok with the project value of Baht 1,375 million
- 2012 July - The Annual Shareholders’ Meeting in 2012 held on July 31, 2012 had a resolution on dividend payment approval at Baht 10.00 per share, totally Baht 19.30 million, paid to entitled shareholders with totally 1,930,000 shares.
- November - The Extraordinary Shareholders’ Meeting in 2012 held on November 29, 2012 had a resolution on dividend payment approval at Baht 57.10 per share, totally Baht 110.20 million, paid to entitled shareholders with totally 1,930,000 shares.
- December - Increasing the registered capital to Baht 292.18 million by offered to the existing shareholders to be fund for construction and project development of The Rich BiZ Home Sukhumvit 105 and Rich Park @Taopoon Interchange Project.
- Officially sale the project “Rich Park @Taopoon Interchange”, 735 units of a 25-story residential condominium located on Pracharas Sai 2 Road, Bangsue Sub-district, Bangsue District, Bangkok with the project value of Baht 1,703 million
- 2013 February - Officially sale the project “The Rich Biz Home Sukhumvit 105”, 140 units of modern townhome located on Soi Sukhumvit 105, Srinakarin Road, Bangna Sub-district, Bangna District, Bangkok with the project value of Baht 671million
- April - The Annual Shareholders’ Meeting in 2013 held on April 26, 2013 had a resolution on dividend payment approval at Baht 18.56 per share, totally Baht 54.24 million, paid to entitled shareholders with totally 2,921,800 shares.
- June - Increasing the registered capital from Baht 292.18 million to Baht 370 million by offered to the existing shareholders to be fund for project development in the future
- September - The Extraordinary Shareholders’ Meeting in 2013 held on September 6, 2013 had a resolution on dividend payment approval at Baht 35.69 per share, totally Baht 132.05 million, paid to entitled shareholders with totally 3,700,000 shares.
- Increasing the registered capital from Baht 370 million to Baht 500 million by offered to the existing shareholders to be fund for the construction and project development of Rich Park @Chaophraya
- The Company registered to be a public limited company under the name of “Richy Place 2002 Public Company Limited”, and changed the par value from Baht 100 per share to Baht 1 per

share, including increasing its registered capital from Baht 500 million to Baht 714 million by issuing common shares of 214 million shares to offer to the public.

- Officially sale the project “The Rich Park @Chaophraya”, 635 units of a 33-story residential condominium located on Ratathibet Road, Sai-ma, Muang, Nontaburi with the project value of Baht 1,267 million

2014 April - Officially sale the project “The Rich Ville @Ratchaphruek”, a 2-story twin house and single house, and townhome of total 138 units located on Ratchaphruek Road with the project value of Baht 560 million

July - The Company conducted an Initial Public Offering (IPO) to trade to the public at Baht 3.30 per share.

August - The Company registered to be the listed company in the Stock Exchange of Thailand

November - The Company has launched to sell the project of “The Rich @Sathorn-Taksin”, 511 units of a 23-story condominium located on Krungthonburi Road, Bangkok with the project value of Baht 2,100 million.

2015 May - Increasing the registered capital from Baht 714 million to Baht 985.40 million, being the paid-up capital of Baht 785.40 million.

2016 May - Officially launched the project “The Rich Park @Triple Station”, 1,089 units of a 37-story residential condominium located on Srinakarin Road, Bangkok with the project value of Baht 2,700 million.

- Decreasing the registered capital from Baht 985,400,000 to Baht 785,399,982 and amending its Memorandum of Association, Section 4 on the article of the registered capital in compliance with the decrease of capital.

June - Officially launched the project “The Rich @NaNa”, 413 units of a 32-story and 6-underground story residential condominium, and 3-story retail located on Sukhumvit Soi 3 Road (Nana Nua), Bangkok with the project value of Baht 4,185 million.

| | | |
|------|----------|--|
| 2017 | April | <ul style="list-style-type: none"> - Launched "Rich Park Terminal" a 14-storey mixed use condominium with 597 units of residences, and 3 floors of retail, with connecting Skywalk to BTS. Located at Phaholyothin Road, Anurayan, Bang Khen, Bangkok. Project value at 1,490 Million Baht. - Launched "The 8 Collection" project is a 7-storey condominium with 77 units of condominium units. Located on Visutkasat Road. Bang Khun Prom (Nangwan), Phra Nakhon District (Dusit) Bangkok. Project value at 362 Million Baht. |
| | May | - Launch of "The Rich Avenue" a modern 3 storey commercial building with a mezzanine floor limited to only 16 units. Located at Damrongrak Road, Khlong Mahanak Pom Prap Sattru Phai, Bangkok. Project value at 480 Million Baht. |
| | June | - Increase the capital to be allocated to the existing shareholders according to the shareholding proportion (Right Offering: RO) registered to support the business expansion of the company At the ratio of 5 existing shares to 1 new ordinary share, together with the warrants to purchase ordinary shares of the Company No. 1 (RICHY-W1) and warrants to purchase ordinary shares of the Company No. 2 (RICHY-W2) (5: 1: 1) In the event that there is a fraction of shares |
| 2018 | May | <p>remaining, round the share.</p> <ul style="list-style-type: none"> - Increase registered capital from the original 1,289,363,596 baht to 1,381,460,996 baht, which is paid-up registered capital Amount of 1,044,859,438 baht to support the stock dividend and to support the adjustment of the warrants RICHY-W1 and RICHY-W2, and amendment to Clause 4 of the Memorandum of Association in order to be consistent with Increase the registered capital of the company. |
| | November | - Launch of the project "The Rich Rama 9 - Srinakarin Triple Station " a mix-use condominium projects. A 32-storey condominium with 597 units, located at Srinakarin Road ,Bangkok. The project value is approximately 1,700 million baht. |
| 2019 | March | - Launching The Rich Ekamai project, a 492-storey condominium project of 492 units and 1 unit of shop located on Ekkamai Road, Soi 8, Phra Khanong Nuea Sub-district, Wattana District, Bangkok. The project value is approximately 3,000 million baht. |
| | May | - Increase registered capital from the original 1,381,460,996 baht to 1,578,815,237. Baht as a paid-up registered capital in the amount of 1,194,116,461 baht to support the stock dividend and to support the adjustment of the warrants RICHY-W1 and RICHY-W2 and amend the Article 4 of the Memorandum of Association in order to be consistent with the increase of the company's registered capital |
| | July | - Increased the paid-up registered capital of 109,556 baht from the shareholders exercising the rights to exercise warrants of RICHY-W1 in the amount of 89,473 units to convert into 109,556 shares. Therefore, the paid-up capital has changed. 1,194,116,461 baht to 119,226,017 baht |
| | November | - Project launch Rich Point @ BTS Wutthakat is a 32-storey condominium with 792 units and 2 units of shops, located at Ratchaphruek Road, Talat Phlu, Thon Buri, Bangkok. Project value 1,800 million baht. |

Group shareholding structure

As of December 31, 2019, the company has 2 subsidiaries.

1. Richee Development 2016 Company Limited

Founded date: 15 December 2016

Registered capital: 31,000,000 baht

Stock Type: Ordinary shares

Number of shares: 310,000 shares

Value per share: 100 baht

Investment ratio: 99.97 percent

2. Richy Place Ekkamai Company Limited

Established date: 21 January 2019

Capital: 1,000,000 baht

Stock Type: Ordinary shares

Number of shares: 10,000 shares

Value per share: 100 baht

Investment ratio: 99.97 percent

Relationship with the major shareholder's business group

As of 31 December 2019, the company has no relationship with the business group of the major shareholder.

2

NATURE OF BUSINESS



2.1 Revenue structure of the company

| | Operated by | Financial statements (review / review) | | | | | |
|---|----------------|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| | | Year 2017 | | Year 2018 | | Year 2019 | |
| | | value (Million baht) | value (Million baht) | value (Million baht) | value (Million baht) | value (Million baht) | value (Million baht) |
| Revenue from real estate sales - Residential condominium | RICHY | 1,256.56 | 94.68 | 2,663.80 | 98.35 | 1,136.50 | 92.75 |
| - | RICHY | 57.85 | 4.36 | 17.19 | 0.63 | 57.15 | 4.67 |
| Total revenue from real estate sales | | 1,314.41 | 99.04 | 2,680.99 | 98.98 | 1,193.65 | 97.42 |
| Other income 1 / | RICHY | 12.01 | 0.91 | 26.23 | 0.97 | 27.13 | 2.21 |
| interest | RICHY | 0.71 | 0.05 | 1.43 | 0.05 | 4.51 | 0.37 |
| total income | | 1,327.13 | 100 | 2,708.65 | 100 | 1,225.29 | 100 |

Note: 1 / other income is rental income according to the marketing plan. Rental guarantee and income from the down payment, etc.

2.2 Product characteristics

1) Real estate development business for sale

Is the main business of the company the company operates real estate development business in good location and has potential. Both horizontal and vertical types, such as single-detached houses, townhouses, townhomes and high-rise types, such as condominiums. The projects of the company that are still open for sale at present can be summarized and details of the sales and construction progress as of December 31, 2018. As follows


| project | Project location | Project characteristics | Time to buy land | Construction period completed | The time period for starting the project for sale | Project area (Rai-Ngan-Wa) | Target customers | Project value | | Book or contract | | Transferred and accumulated | | Sales | | Percent age of construction progress | Percent age of revenue recognition proportion |
|--|--------------------|-------------------------|------------------|-------------------------------|---|----------------------------|------------------|---------------|----------------------|------------------|----------------------|-----------------------------|----------------------|---------------|----------------------|--------------------------------------|---|
| | | | | | | | | number (unit) | value (Million baht) | number (unit) | value (Million baht) | number (unit) | value (Million baht) | number (unit) | value (Million baht) | | |
| condominium | | | | | | | | | | | | | | | | | |
| 1. Rich Park @ Taopoon Interchange | Thanon Pracharat 2 | 26 Floors | Apr 2013 | Oct 2014 | Dec 2012 | 3-0-64.6 | C - B | 735 | 1,830 | 6 | 15.77 | 676 | 1,683.82 | 53 | 130.41 | 100 | 92.01 |
| 2. Rich Park @ Chao Phraya | Sai Ma Road | 33 Floors | Nov 2013 | June 2015 | Sep 2013 | 2-0-86 | C - B | 635 | 1,462 | 2 | 4.39 | 534 | 1,214.83 | 99 | 243.01 | 100 | 83.09 |
| 3. The Rich @ Sathorn-Taksin | Wongwian Yai BTS | 23 Floors | Dec 2013 | Oct 2016 | Dec 2014 | 3-0-118.42 | B - A | 509 | 2,100 | 3 | 9.68 | 277 | 1,092.12 | 229 | 998.20 | 100 | 52.00 |
| 4. Rich Park @ Triple Station | Srinakarin Road | 37 Floors | Dec 2015 | Jun 2018 | May 2016 | 4-1-14.4 | C - B | 1,089 | 3,075 | 55 | 171.66 | 931 | 2,529.76 | 103 | 373.28 | 100 | 82.26 |
| 5. The Rich @ Nana | Sukhumvit 3 Road | 32 Floors | Dec 2015 | Dec 2019 | June 2016 | 2-0-37.8 | B - A | 413 | 3,838 | 189 | 1,816.91 | - | - | 224 | 2,021.09 | 57.21 | - |
| 6. Rich Park Terminal | Phahonyothin Road | 14 Floors | Dec 2016 | Oct 2019 | Apr 2016 | 3-1-05 | C - B | 1,660 | 563 | 187 | 607.00 | 80 | 224.65 | 296 | 828 | 100 | 39.90 |
| 7. The Diet Collection | Wisdom King | 7 Floors | Dec 2016 | Jan 2019 | Apr 2017 | 0-2-52 | B | 77 | 350 | 7 | 31.44 | 11 | 56.23 | 59 | 262.33 | 100 | - |
| 8. The Rich @ Rama 9 - Srinakarin Triple Station | Srinakarin Road | 32 Floors | Dec 2015 | Dec 2021 | Nov 2018 | 2-2-50.3 | B - A | 558 | 2,124 | 218 | 1,020.30 | - | - | 340 | 1,103.70 | 17.92 | - |
| 9. The Rich @ Ekkamai | Sukhumvit Soi 63 | 36 Floors | Jun 2017 | Oct 2022 | Mar 2019 | 1-3-67 | B - A | 492 | 3,408 | 52 | 398.43 | - | - | 440 | 3,009.57 | - | - |
| 10. Rich Point @ Wutthakat | Wutthakat Road | 32 Floors | Apr 2019 | Jul 2021 | Nov 2019 | 2-3-58.87 | C | 792 | 1,526 | 98 | 228.05 | - | - | 694 | 1,297.95 | - | - |
| | | | | | | | | | | | | | | | | | |

| project | Project location | Project characteristics | Time to buy land | Construction period completed | The time period for starting the project for sale | Project area (Rai-Ngan-Wa) | Target customers | Project value | | Book or contract | | Transferred and accumulated | | Sales | | Percent age of construction progress | Percent age of revenue recognition proportion |
|--|-------------------|-----------------------------|------------------|-------------------------------|---|----------------------------|------------------|---------------|----------------------|------------------|----------------------|-----------------------------|----------------------|---------------|----------------------|--------------------------------------|---|
| | | | | | | | | number (unit) | value (Million baht) | number (unit) | value (Million baht) | number (unit) | value (Million baht) | number (unit) | value (Million baht) | | |
| <u>Townhouse / Townhome / Home Office</u> | | | | | | | | | | | | | | | | | |
| 1. The Rich Biz Home, Sukhumvit 105 | Sukhumvit 105 | 3-story townhome | Apr 2012 | Within 2015 | Feb 2013 | 13-2-88 | B - A | 140 | 671 | 3 | 19.50 | 60 | 301.33 | 77 | 350.17 | 54.00 | 44.90 |
| 2. The Rich Ville Ratchaphruek | Ratchaphruek Road | 3-story townhome / townhome | May 2013 | Within year 2016 | Apr 2014 | 19.2-59.6 | B - A | 173 | 572 | 6 | 22.84 | 43 | 129.80 | 124 | 419.36 | 56.00 | 22.69 |
| 3. The Rich Avenue | Damrongrak Road | Town home | Jun 2017 | Within 2018 | Nov 2017 | 1-66-7 | A | 16 | 360 | 8 | 169.06 | - | - | 8 | 190.94 | 100 | - |


Projects opened for sale as at 31 December 2019 can be summarized as follows.

Condominium


1.1 Rich Park @ Tao Poon Project

| | |
|---|--|
|  | <p>Project type: 26-storey condominium</p> <p>Selling price per unit: 1.90 - 3.5 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation workers have taste and modernity - Those with income of 40,000 baht per month or more - Workers who want to separate families in Bang Sue area Those who have work in the area of the train or those looking for a new residence to replace the old residence |
|---|--|


1.2 Rich Park @ Chaophraya Project

| | |
|--|---|
|  | <p>Project type: 33-storey condominium</p> <p>Selling price per unit: 1.6 - 2.5 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation workers have taste and modernity - Those with income of 40,000 baht per month or more - Workers who want to separate families in the Rattana Thibet area Those who have work in the area of the train or those looking for a new residence to replace the old residence |
|--|---|


1.3 The Rich @ Sathorn-Taksin Project

| | |
|---|--|
|  | <p>Project type: 23-storey condominium</p> <p>Selling price per unit: 3 - 6 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Workers in Silom area, Sathorn - Income of 84,000 baht per month or more - Those who want a condo near the office, separate New family or for investment in BTS Wongwian Yai location |
|---|--|


1.4 Rich Park @ Triple Station Project

| | |
|---|--|
|  | <p>Project type: 37-storey condominium</p> <p>Selling price per unit: 2.6 - 4.2 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - new generation workers Srinakarin area - Income of 40,000 baht per month or more - Workers who want to separate families Those who have work in the area of the train or those looking for a new residence to replace the old residence And the group that bought it for speculation. |
|---|--|


1.5 The Rich @ Nana Project

| | |
|---|--|
|  | <p>Project type: 32-storey condominium</p> <p>Selling price per unit: 8.2 - 24 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Business owners, Thai and foreign businessmen, Nana district - Income of 150,000 baht per month or more - A group of people who want a condo near the office, expand a new family or for investment in location / rent |
|---|--|


1.6 Rich Park @ Terminal Laksi Station Project

| | |
|--|---|
|  | <p>Project type: 14-storey condominium</p> <p>Selling price per unit: 2.6 - 4.2 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation workers in Phaholyothin area, Laksi monument station - Income of 40,000 baht per month or more - Workers who want to separate families Those who have work in the area of the train or those looking for a new residence to replace the old residence And the group that bought it for speculation. |
|--|---|


1.7 The 8 Collection Project

| | |
|---|---|
|  | <p>Project type: 7-storey condominium</p> <p>Selling price per unit: 4.2 - 6.2 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Workers / Residents Or have children who are studying in the Phra Nakhon district - People who want to expand their families Or stored as assets / inheritance - Income of 70,000 baht or more - Investor groups for speculation or rental |
|---|---|


1.8 The Rich Rama 9 - Srinakarin Project

| | |
|---|--|
|  | <p>Project type: 32-storey condominium</p> <p>Selling price per unit: 2.99 - 5.9 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - Srinakarin-Pattanakan district workers - earn income of 50,000 baht or more - Workers who want to separate families Those who have work in the area of the train or those looking for a new residence to replace the old residence And the group that bought it for speculation. |
|---|--|

1.9 The Rich Ekamai Project


| | |
|---|---|
|  | <p>Project type: 45-storey condominium</p> <p>Selling price per unit: 4.79 - 13 million baht</p> <p>Target customers:</p> <ul style="list-style-type: none"> - have an income level of 70,000 baht or more - Business owners, Thai and foreign businessmen in Ekkamai-Thonglor area - Modern working people who live in a urban society <ul style="list-style-type: none"> - - Investor groups for speculation or rental |
|---|---|

1.10 Rich Point Wutthakat Project

| | |
|--|---|
|  | <p>Project type: 32-storey condominium</p> <p>Selling price per unit: 1.99 - 2.80 million baht</p> <p>Target customers:</p> <ul style="list-style-type: none"> - Silom, Sathorn worker Or looking for a convenient transportation - earning 35,000 baht or more - People who want to expand their family Or kept as property / inheritance <ul style="list-style-type: none"> - - Groups that buy, speculate, rent, have a good location |
|--|---|

2. Townhouse, Townhome, Single house, Twin house and Home office project


2.1 Project "The Rich Biz Home Sukhumvit 105"

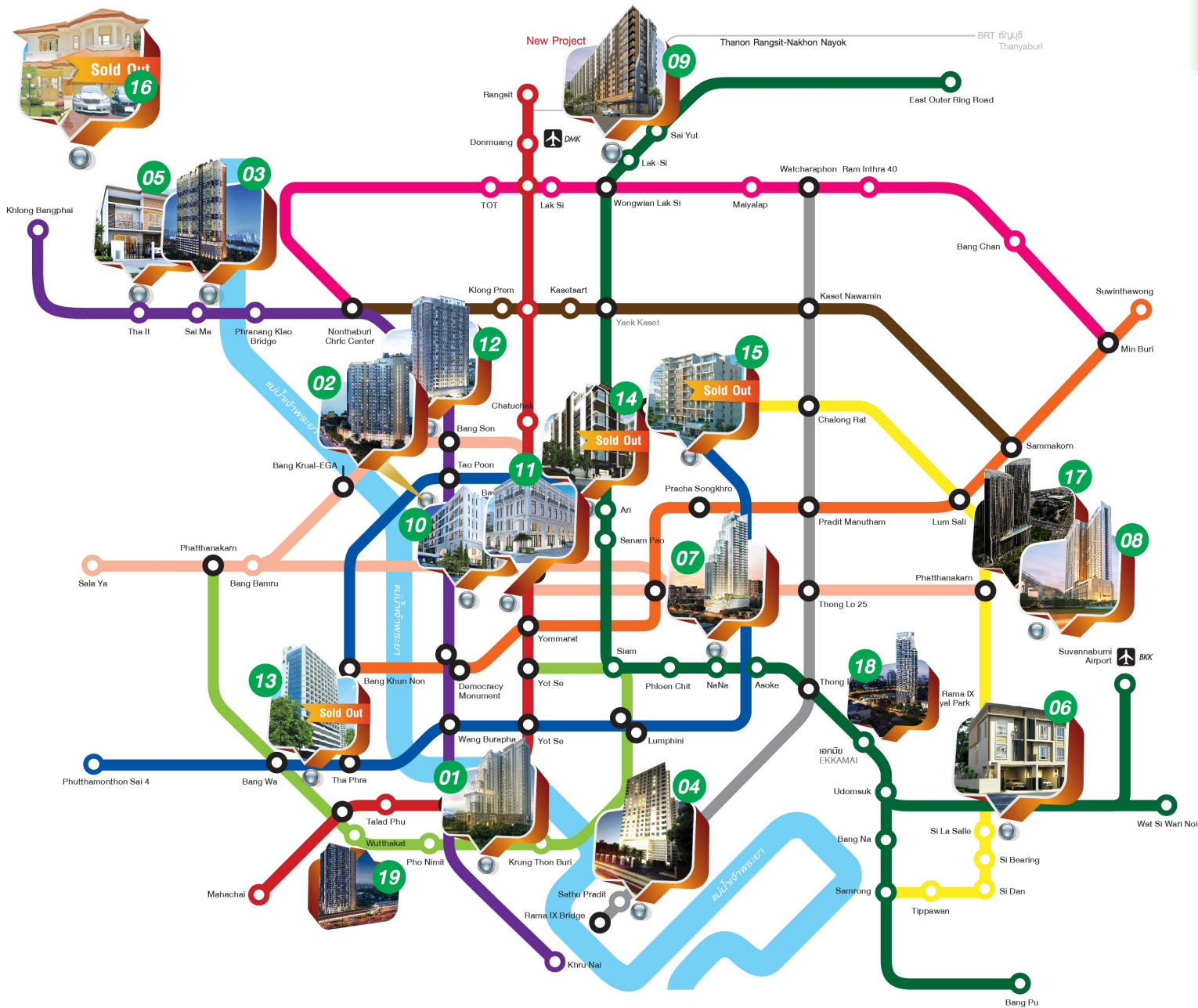
| | |
|---|--|
|  | <p>Project type: 3-storey townhome</p> <p>Selling price per unit: starting at 4.4 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation workers have taste and modernity - Those with income of 80,000 baht per month or more <ul style="list-style-type: none"> - - Workers who want to separate families in Srinakarin Road - Those looking for new residences to replace old residences Or the owner of a small-medium business |
|---|--|

2.2 The Rich Ville Ratchaphruek

| | |
|---|---|
|  | <p>Project type : Independent house / 2 story townhome / 3 story townhome</p> <p>Selling price per unit: starting at 2.79 million baht</p> <p>Target customers :</p> <ul style="list-style-type: none"> - New generation family with taste and modernity - People with income level 80,000 baht per month or more <ul style="list-style-type: none"> - - The group of people who want to expand the family, separate the family in Laem Rattanathibet-Ratchapruek <p>Convenient transportation, close to the road, near BTS Bang Rak Yai station.</p> |
|---|---|

1.3 The Rich Avenue

| | |
|--|--|
|  | <p>Project type: Commercial building, 3.5 floors high</p> <p>Selling price per unit: 18 - 35 million baht</p> <p>Target customers:</p> <ul style="list-style-type: none"> - Business owners in Bobae area, Worachak, Yaowarat <ul style="list-style-type: none"> - - those who need commercial buildings for investment in the Bobae location |
|--|--|



Our Projects Rich in Living

01. The Rich Sathorn-Taksin
02. Rich Park Taopoon Interchange
03. Rich Park Chaophraya
04. Le Rich Sathupradit
05. The Rich Ville Ratchapruek-Rattanaibet
06. The Rich BizHome Sukhumvit 105
07. The Rich NaNa
08. Rich Park Triple Station
09. Rich Park Loft Laksi Station
10. The 8 Collection Visutkasat
11. The Rich Avenue Damrongrak
12. Rich Park Bangson Station
13. Richy Tower Petchakasem-Sathorn
14. Le Rich Ari Station
15. Le Rich Ratchada
16. Rich Ville Bangbuathong
17. The Rich Rama 9 - Srinakarin Triple Station
18. The Rich Ekkamai
19. Rich Point @BTS Wutthakat

- Rich in Premier Location
- Rich in Urban Living & Lifestyle
- Rich in Design
- Rich in Construction
- Rich in Environment

Marketing

Product strategy

Real estate development company for sale in various forms By focusing on developing to cover and distribute in many product groups and locations, locations In order to meet the needs of consumers as much as possible By housing development in each location The company will consider to suit the market. At present, the company has defined 3 product groups, namely condominiums. Single house group Townhome townhouse group by the company emphasizes the design and decoration. Perfect interior space allocation design In line with the style and lifestyle of the new generation of people in the city Including complete facilities within the project, such as a swimming pool, a green space for a large proportion Exercise machines etc.

In addition, the company also attaches great importance to project management and after-sales services. Since the construction of the project Planning for the development of the construction project that will not cause disturbance to the customers who live in the area. After sales service, there will be a dedicated service unit that provides services and solutions for the customers who have already stayed.

Price strategy

The company determines the pricing strategy. By considering various factors such as product positioning Target customers Product characteristics, location, living area, etc. and compare with the selling price of other projects with similar layout and location. Including considering the cost of the project Whether it is land value Design cost Construction cost And other expenses associated By determining the selling price must be a reasonable price Consumers feel the value Such as setting the appropriate price on the same location as the competitors with a slightly lower price but the same quality and facilities, etc. In addition, the company must be able to maintain the rate of return to the appropriate level that is desired.

The company has a policy of giving discounts. In the case of selling to customers who have contributions to the company, such as directors, employees of the company Loan creditors, etc., with discounts of up to 100,000 baht / room

Marketing and sales communication promotion strategies

The company focuses on marketing communication in various forms. Various channels with the goal to allow target customers to recognize and remember the company name And the project of the company as follows

- 1) Advertising through mass media such as radio, television and various publications to be a broad marketing communication
- 2) Communication via outdoor media such as billboards, road signs to communicate with customers around Project or area close to the project location
- 3) Communication in other alternative channels (Below The Line) such as direct communication (Direct Mail), trade show booths Project activities Customer activities, customer recommendations Organizing activities with other organizations, etc.
- 4) Marketing communication in new media channels (New Media) such as communication via the company website (www.richy.co.th) Communication via E-Mail, advertising through other websites, sending messages via mobile phone system (SMS) etc.
- 5) Communication with old customers in the program (Member Get Member)

In addition, the company also provides publicity of company news through various media. And organizing activities to promote the target customers to receive information such as press releases, new project launches Creating a newsletter with both new and old customers To create awareness of information about the company and projects that are continuously selling Including customer relationship management (CRM) activities with customers who have already purchased the company's projects To allow customers to participate with the company Which creates a good relationship in the long term Which will lead to recommendations and further inform about the company's projects to other consumers

In terms of promotion, the company will consider the motivation that makes consumers decide to buy. Before taking into consideration in order to design promotions for sales promotion such as furniture giveaway free air conditioning the promotion of mobile phones and tablets, etc. In addition, the company has launched promotions to stimulate sales in projects that have been launched for a while. In the Rich Park @ Chaophraya project By guaranteeing rent Which the company will be responsible for providing tenants to customers who purchase apartments during the period specified in the contract through the project sales staff or those who visit the company's projects Which, when including expenses from such promotions The company will still have a higher return than the base price, which is the selling price of the company obtained from the calculation of the feasibility study of that project.

Sales strategies and distribution channels

The company has direct distribution channels through sales offices of each project. With a professional sales team Have good knowledge and understanding of the product Can explain to customers and the general public who are interested to get to know the details and information of the project And has a sample room open to show to those interested in viewing the project location In each project, there are approximately 1 - 4 sales teams according to the size of the project. And the commission setting for sales to motivate the sales team

In addition, the company will consider the level of competition around the project. Selling difficulty level If any project is highly competitive The company will hire a sales team from a company that is an external sales specialist to be the project sales manager. Which is responsible for advising and analyzing marketing as well as helping to supply the sales team together with the company's sales team The company has a policy to pay a percentage based on the sales value that occurs as a market rate in order to motivate agencies that hire or sales staff Under the framework of the approval authority of the company which will pass the examination / review from the department manager Director of the Department and Chief Executive Officer according to the approved authority table All sales expenses will still have a higher return than the base price. And will not cause any negative impact on the profit of the company

However, those interested in the project of the company can also call to ask for details at 02-886-1817 or study the information through the company website www.richy.co.th.

Characteristics of target customers

The company will focus on the middle class customers mainly by targeting the target customers which are adjusted according to the situation to be appropriate. The company's customers are all retail customers. And there are no more than 30 percent of total revenue.

Defining target groups of the project are as follows.

| Target customers | Unit price | Monthly income level |
|------------------|--------------------------|----------------------|
| A | 5.00 – 7.50 Million baht | 80,000 baht and up |
| B | 3.00 – 4.99 Million baht | 50,001 - 80,000 baht |
| C | 1.00 – 2.99 Million baht | 15,001 – 50,000 baht |

2.1.1 Industry Overview

Industry conditions and trends

Summary of Thai industrial economy in 2019 and trends in 2020

The industrial economy in 2019, when considered by the Industrial Production Index (MPI), is expected to contract by 3.8 percent, while in 2018 the MPI grew by 3.6 percent. The major industries that contracted in 2019, such as other rubber products Not a tire According to the quantity of raw materials entering the market due to natural disasters and epidemics Chinese market downturn And reduced price competitiveness Motor vehicles are a decline in the domestic market due to the slowing domestic economy. This was partly due to the strictness of financial institutions in approving car loans and export markets due to the economic slowdown of trading partner countries. Iron and steel Decreased in both products in the long steel product group And flat steel Which decreased in long steel products such as wire rod, steel wire and hot-rolled structural steel due to the slowdown of the continuous industry such as the industry Construction by housing construction was affected by the Loan to Value (LTV) measure, which became effective on April 1, 2019, resulting in sales And reduced housing construction Products in the group of flat steel that decreased such as hot-rolled steel sheet in coils Tinsplate and chrome coated steel sheet As manufacturers in downstream industries import low-priced products from foreign countries such as China and Japan, while the industry with good growth in 2019, such as air conditioners Which the air conditioners had more orders from foreign countries Especially the United States market Pharmaceutical products have increased orders. Especially in the form of tablets and powders which some manufacturers are able to market more internationally causing more production for export.

ภาพรวมเศรษฐกิจและอุตสาหกรรมไทย ปี 2562 และแนวโน้ม ปี 2563

GDP สามไตรมาสแรกของปี 2562 ขยายตัวร้อยละ

2.5 (%YoY)



ที่มา : สำนักงานคณะกรรมการพัฒนาเศรษฐกิจและสังคมแห่งชาติ

GDP ภาคอุตสาหกรรม

สามไตรมาสแรกของปี 2562 หดตัวร้อยละ 0.4 (%YoY)



ที่มา : สำนักงานคณะกรรมการพัฒนาเศรษฐกิจและสังคมแห่งชาติ

ดัชนีอุตสาหกรรมที่สำคัญ



Gross domestic product or GDP in the first three quarters of 2019 grew by 2.5 percent, slowing down from the first three quarters of 2018 which grew by 4.3 percent. In the first three quarters of 2019, agricultural production increased by 0.6 percent. Industrial production contracted by 0.4 percent. Services increased by 3.8 percent. Private consumption increased by 4.6 percent. The total investment increased by 2.6 percent. Exports of goods and services contracted by 5.0 percent.

GDP of industry the first three quarters of 2019 contracted by 0.4 percent, decelerating slightly from the first two quarters which grew by 0.2 percent and contracted from the same period last year which grew by 2.8 percent, slowed down by automotive production. Production of petroleum products and other rubber products production. However, for the remainder of the year 2019, priority should be given to driving exports. By driving the export of products that have the opportunity to benefit from trade barriers and promote the development of the production chain to be more efficient etc.

In the first 10 months (January - October) of the year 2019, the Manufacturing Production Index was at 102.34, a decrease of 3.20 percent from the same period in 2018 (105.73). Industry that caused the Manufacturing Production Index to decrease from the same period of the year For example, the production of other rubber products, the production of automobiles and the production of refined petroleum products, etc. For the trend of 2020, the industrial production index is expected to expand Began in the year 2562 due to the continued investment in large projects of the government. Such as the Eastern Economic Special Development Project and infrastructure investments such as high-speed trains and double-track trains, etc., while industrial confidence is likely to improve continuously.

In the first 10 months (January - October) of the year 2019, the shipping index stood at 102.76, a decrease of 2.22 percent from the same period in 2018 (105.10). Industries that caused the product index to drop from the same period Of 2018, such as the production of other rubber products Manufacture of refined petroleum products And the production of motor vehicles, etc. For the trend in 2020, the shipping index is expected to increase Depends on Industrial production index (Value added) above

World economy year 2019

For the year 2019, the IMF estimates that the global economy will expand by 3.0 percent, down from 3.6 percent in 2018. Overall, the global economy in 2019 is continuously slowing down. According to the volume of world trade contracted which the main reason is the result of the US trade war And China, which is still in the process of negotiating for a resolution at the end of 2019. The Federal Reserve The MPC resolved to reduce the policy interest rate by 0.25% from 1.75-2.00% to 1.50-

1.75% with the expectation that it will help boost US investment in the next phase, in line with most major trading partners of Thailand. There is a tendency to relax more monetary policy to support the expansion of the domestic economy. In this regard, the Office of the National Economic and Social Development Board predicts that by the year 2019, the Thai economy will expand at 2.6 percent. The situation of crude oil prices in the world market is slowing down. Dubai crude oil price in November 2019 stood at 61.91 US dollars / barrel, compared to November 2018 with a price of 65.79 US dollars / barrel for the year 2019 (Jan-Nov). The average price is 63.38 US dollars / barrel, compared to the year 2018 which averaged at 70.52 US dollars / barrel. However, still have to monitor the situation of crude oil continuously. Currently, OPEC and partner countries tend to expand period to reduce the production capacity of crude oil that will end in March 2020 and the volume of US crude oil is expected to increase behind the crude oil transportation pipeline from Canada to the United States able to resume operations after the oil spill.

In addition, the global economy still has issues that need to be monitored, including the face of uncertainty of war. Trade that creates pressure throughout the world. Exchange rate fluctuations. Risk from political stability. Occurred in the European Union. Disputes between states and Iran that may result in crude oil prices adjusting. However, if the United States and China are able to successfully reach a trade agreement, it may be a factor to boost investor and business confidence. As well as the export sector and the manufacturing sector may tend to increase gradually from the said positive factors.

The housing market situation in the provinces, regions in 2019 and trends in 2020, the Real Estate Information Center. The Government Housing Bank has surveyed the market supply and demand data for live under sales (Each project has more than 6 units left for sale) including the National Housing Authority (NHA) projects, but not including Baan Ua Arthorn. In the 20 major provinces, regions, which the data center conducts regular surveys every year, twice a year, namely the first half of the year and around the second half. By the latest information during the first half of 2019, details are as follows: housing market situation in the main provinces in the region.

1.1 Remaining units sold at the end of 2018 (December 2018) in 20 main provinces, consisting of the eastern region, with 3 provinces namely Chon Buri, Rayong and Chachoengsao. The southern region has 4 provinces which are Phuket, Songkhla, Nakhon Si Thammarat. And Surat Thani. The northern region has 4 provinces which are Chiang Mai, Chiang Rai, Tak and Phitsanulok. The northeast region has 5 provinces which are Khon Kaen, Nakhon Ratchasima, Ubon Ratchathani, Udon Thani and Maha Sarakham. The central region has 2 provinces namely Phra Nakhon Si Ayutthaya and Saraburi. The western region has 2 provinces which are Prachuap Khiri Khan and Phetchaburi. 2018, counted only for housing estates and condominiums. With no less than 6 units sold per project, found 117,101 units available for sale, worth 396,671 million baht, divided into 86,326 units of housing projects worth 280,042 million baht and condominium projects of 30,775 units worth 116,629. It can be seen that the number of remaining units sold in the 3 eastern provinces has the highest proportion, 50.3 percent, followed by the southern region 4 provinces, 13.1 percent, the northern regions 4 provinces have the proportion of 12.0% in the northeastern region of 5 provinces, 11.6% in the central region, 2 provinces in 7.3%, while in the western region, 2 provinces have the least available units, 5.3% of the remaining units sold.

1.2 New units for sale in the first half of the year 2019 (January - June 2019) The number of new residential units for sale in the first half of 2019 (January - June) totaled 26,464 units, worth 89,800. Million baht, decreased in both number of units and value. Which decreased by 10.3 percent and 9.9 percent respectively, compared to 29,508 units in the first half of 2018, worth 99,699 million baht, which can be seen that the most newly opened units in the eastern region 14,529 units or 54.9 percent, followed by the southern region of 4,405 units or 16.6 percent. The northern region is 2,374 units or 9.0 percent. The northeast region is 2,360 units or 8.9 percent. Western region was 1,953 units or 7.4 percent. The central region had the least

843 new units for sale, or 3.2% of all new units for sale, which were 15,639 new housing projects in the first half of 2019, of 15,639. Units with a value of 41,498 million baht, decreasing in the total number of units and value by 8.4% and 16.3% respectively, compared to In the first half of 2018, with a total of 17,069 units and worth 49,586 million baht, if considering each region, it can be seen that the eastern, northern, northeast And the western region With new units for sale higher than average In the past and a half years, the southern and central regions have new units for sale. More than the average of the previous half and a half (See Chart 2) In terms of category and price, newly launched in the first half of 2019, most of 49.5 percent are townhouses. Followed by 30.8 percent, are detached houses. For new houses, 16.7% are open for sale. Residential commercial buildings Newly opened for sale at 2.4 percent, with most types of residences open at the price level of 2.01 - 3.00 million baht, with the most exception of vacant land being newly sold at a price lower than 1 million baht the most. And opening new sales at just 0.7 percent

In terms of type and price, newly launched in the first half of the year 2019, most of 65.5% are 1 bedroom type and newly opened at the price level of 3.01 - 5.00 million baht the most. Followed by 18.1 percent, most studios are selling at the price level of 3.01 - 5.00 million baht, most for the 2-bedroom type, newly open for sale at 14.9 percent, new sales at the price level of 7.51 - 10.00 million baht The most, type 3 bedrooms and up, open New sales at just 1.6 percent. New sales at prices of more than 10 million baht the most.

1.3 Total units in the first half of the year 2019 (January - June 2019) when the remaining units sold at the end of 2018 (December 2018) combined with the newly launched units during the first half of 2019 (January - June) found that there are 143,565 units of total residential units under total sale or value of 486,471 million baht, divided into 101,965 units (71.0%) of housing worth 321,540 million baht (66.1%) The number of condominium units, 41,600 (29.0 percent) worth 164,931 million baht (33.9 percent).

1.4 Demand in the first half of the year 2019 (January - June 2019) In the first half of the year 2019, there were a total of 23,140 new residential units worth 78,280 million baht divided into 14,473 units of housing projects worth 42,504. Million baht and 8,667 units of condominium projects worth 35,786 million baht (see chart 1), in terms of type and price of new housing projects sold in the first half of 2019, as townhouses The most, 42.9 percent and sold at the price level 2.01 - 3.00 million baht the most. Followed by detached houses, 36.7 percent can be sold at the price of 3.01 - 5.00 million baht the most. While new houses can be sold at 15.7%, selling at the price of 2.01 - 3.00 million baht the most. Commercial building can be sold at 4.0%, selling at the price of 3.01 - 5.00 million baht the most. And only 0.8% of new land can be sold, most of the price is lower than 1 million baht.

1.5 Remaining units sold at the end of the first half of the year 2019 (June 2019) At the end of the first half of the year 2019 in 20 major provinces, regions, there are 120,425 units of residual available for sale, valued at 408,181 million baht, increased in both amount and value. Which increased by 10.8% and 9.5% respectively, compared to 108,668 units in the first half of 2018, worth 372,723 million baht, divided into 87,492 units of housing projects worth 279,036 million baht and 32,933 units of condominium projects Worth 129,145 million baht, can be seen that The remaining units were sold in the eastern region the most, 51.4 percent, followed by the southern region 13.4 percent, the north region 11.6 percent, northeast region 10.9 percent, the central region 7.2 percent, while the western region had little remaining sales. The highest 5.5 percent of all remaining units sold.

1.6 Absorption rate per month At the end of the first half of the year 2019, the remaining residences for sale in the 20 main provinces were 120,425 units, with a 2.7 percent lower rate compared to the same period last year. Absorb 3.1 percent which the rate of adsorption in the cycle This survey has decreased from the previous time, resulting in increased selling time,

remaining supply for sale from 28 months to 31 months 12 The situation of the housing market in the region in 2019 and the trend in 2020 prepared by the Real Estate Information Center Government Housing Bank When considering the absorption rates of each type, it was found that condominium projects The adsorption rate is 3.5 percent. It is expected that the remaining 32,933 units will be available for sale in approximately 23 months, reduced from the Same of last year Which has a adsorption rate of 4.6 percent, with condominiums at the price level of 3.01 - 5.00 million baht, which has the most remaining units sold of 11,146 units with a 3.7 percent absorption rate per month. Expected to take about 21 months to sell

1.7 Estimated remaining units sold at the end of 2019 - 2020 The Real Estate Information Center has estimated the number of remaining units available for sale in the 20 main provinces in the region at the end of the year 2019 at approximately 109,000 units and it is expected that at the end of 2020 there will be The number of units is approximately 87,000 units, a decrease of 20.1% compared to the end of 2019 due to the government issuing stimulus measures. Real estate By having to reduce the ownership transfer fee and mortgage fee Only 0.01 percent from November 2019 until the end of 2020, only housing at the price not over 3 million baht from the operator, not including second-hand houses. Which is expected to accelerate the transfer of ownership of housing from entrepreneurs and absorb remaining supply in the market until able to balance the supply remaining to sell Lower than the 5-year average of 106,790 units available for sale.

| Zone | Project name | Project | Operator |
|----------------|---------------------------------------|--|---|
| Bang Son | Rich Park @ Bang Son Station | BANGKOK HORIZON | Chao Phraya Mahanakorn Public Company Limited |
| | | U delight | Grand Unity Development Company Limited |
| Taopoon | Rich Park @ Taopoon Interchange | THE TREE | Pruksa Real Estate Public Company Limited |
| | | Chewathai Interchange | Chewathai Company Limited |
| Ratchaphruek | The Rich Ville, Ratchaphruek | LP 19 | Lapan Wan Company Limited |
| | | Veridian Ratchaphruek | Theerakon Property Company Limited |
| | | Casa presto Ratchaphruek - Chaeng Watthana | Qualitative House Public Company Limited |
| Sukhumvit 105 | The Rich Business Home, Sukhumvit 105 | Flora Ville | Flora Ville Group Company Limited |
| | | LPN Bearing | LPN Development Public Company Limited |
| | | PLEX Bangna | Real Asset Development Company Limited |
| Sai Mai | Rich Park @ Chao Phraya | Metro Riverfront | Property Perfect Public Company Limited |
| | | D Condo, Rattana Thibet | Sansiri Public Company Limited |
| | | Supalai City Resort Phra Nang Klao | Supalai Public Company Limited |
| | | Aspire Rattana Thibet | Qualitative House Public Company Limited |
| Sathorn-taksin | The Rich sathorn-taksin | Bist | Albright Holdings Company Limited |
| Srinakarin | Rich Park @ Triple Station | The room | Land and Houses Public Company Limited |
| | | Nye | Sansiri Public Company Limited |
| | | The Base Rama 9 | Sansiri Public Company Limited |
| | | Lumpini Place Srinakarin - Hua Mak Station | LPN Development Public Company Limited |
| | | The Tree Sukhumvit 71 - Ekkamai | Pruksa Real Estate Public Company Limited |

| Zone | Project name | Project | Operator |
|-----------------|----------------------------|---------------------------------------|---|
| Sukumvit | The Rich @ Nana | Asthon (Asoke) | Ananda Development Company Public Company Limited |
| | | The Esse (Asoke) | Singha Estate Public Company Limited |
| | | Noble (Ploenchit) | Noble Development Public Company Limited |
| | | HYDE 11 | Grande Asset Hotels & Property Public Company Limited |
| Wisutkasard | ฉิ เอท | Life Pinklao URBANO LAZIO | AP (Thailand) Public Company Limited |
| Phahonyothin 59 | Rich Park @ Terminal | Modis Lak Si Night Bridge Interchange | Pruksa Real Estate Public Company Limited |
| Srinakarin | The Rich Rama 9-Srinakarin | IDEO NEW RAMA9 | Asia Thanasin Company Limited |
| | | The Base Garden RAMA9 | Origin Property Public Company Limited |
| | | The Tree Huomark | Asset Wise Company Limited |
| | | Siamese Rama9 | Ananda Development Public Company Limited |
| Ekamai | The Rich Ekamai | PITI EKKAMAI | Sansiri Public Company Limited |
| | | XT EKKAMAI | Pruksa Real Estate Public Company Limited |
| | | MARU EKKAMAI | Siamese Rama 9 Company Limited |
| | | IMPRESSION EKKAMAI | Sena Development Public Company Limited |
| Wutthakat | Rich Point Wutthakat | METRO SKY @WUTTHAKAT | Sansiri Public Company Limited |
| | | Altitude Unicorn | Major Development Company Limited |

The competitiveness of the company

The company has confidence in the project of the company that can compete with other entrepreneurial projects. Due to the competitive potential as follows

Location of the project

The company gives priority to In regard to the location and location of the project that will carry out real estate development to present to consumers Which must be in a good location with potential near important places such as educational institutions, department stores, hospitals, etc. Transportation is convenient. In many projects of the company Will be near the current line of the skyline or will be constructed in the future Or near the expressway or various ring roads Making the company firmly believe that the company's projects will receive feedback from customers

Unique project design

The company has designed a project that focuses on meeting the needs and lifestyle of consumers. By placing the layout to suit the location of the area and allocate living space to be fully utilized Responding to the needs of the ever-changing market The project of the company will be designed by leading architects who are famous and experienced in the business.

Customer relationship management

The company establishes business policy. That must focus on creating maximum satisfaction for customers By adopting the Customer Relationship Management system to manage customers, both old and new customers By keeping the database of every customer And continuous communication with these customers Allowing customers to get involved with the company Which creates a good relationship in the long term Which will lead to recommendations and further inform about the company's projects to other consumers

Procurement of products and services

Procurement of products for sale

Land procurement

The company has land acquisition channels to develop projects from various sources, including land search by the management of the company which is a group of people who have long experience in the real estate business. And have a good relationship with people in various business circles or those who have land in possession Land procurement from land brokers Or the procurement of land through the auction of assets from financial institutions which are assets that are attached as collateral that does not generate income Or the auction of property from the Legal Execution Department, etc. The Company will consider buying land that has passed the consideration of the potential of the location of the land that can develop real estate projects such as consumers who want to buy housing in that area. There is enough development in the area. Travel, transportation, and convenience etc. From then, the company will conduct a feasibility study of the project in terms of marketing, finance, construction or related laws. And when the project feasibility study shows that there is potential for project development and able to generate returns at an appropriate rate The company will determine the purchase price and continue to negotiate to buy the land from the owner. The company policy will immediately buy the land to develop the project. Will not buy land for storage because they do not want to bear the cost of holding land unnecessarily at present, the company does not have land for development. (Study details can be found in Section 1, Clause 4 Assets used in the business operation) However, the Company is determined to regularly search for potential lands when the Company finds potential and suitable land for development. The company is ready to continue developing the said land.

However, if the company purchases land from persons who may have conflicts The company will comply with the policy on related party transactions.

Procurement of construction control consultants

In considering the selection of construction control consultants The company will open an auction to select from 2 - 3 consultants to submit proposals to the company. The company will consider based on the price of the presentation, experience, and work readiness. Selection The construction control consultant will act as a consultant. Check the quality and accuracy in detail, technical procedures, work methods, installation and test work during construction until completion. For horizontal projects such as Single house and townhouse / town house The company may not need to hire a consultant to control construction work from outside. Because the internal team of the company has the ability to perform this function in certain types of projects, such as The Rich Biz Home, Sukhumvit 105, etc. For vertical projects over 8 floors or buildings that are higher than 23 meters or more are buildings In the category of high-rise buildings, according to the definition in the Building Control Act BE 2522, which has more stringent building construction requirements, whether it is ventilation systems, electrical

systems Fire protection system, waste water treatment system, sewerage system, water supply system and elevator system Therefore, the company needs to hire a consultant to control the construction work from outside with expertise. In order to coordinate with the contractor company and perform the inspection of the construction on behalf of the company in order for the construction to be in accordance with the law In addition, the company will hire a consultant to control the construction work from the outside as the bank lends to the company.

Procurement of contractors

The company has an internal unit to coordinate to act as a coordinator to hire contractors from outside companies. The company has a policy to select the main contractor to have a tender for every project. By having to submit 3 or more bids, which the company will consider selecting from various criteria, namely, the proposed price, experience, reputation and performance in the past Especially the work that is similar to the project of the company Completion of construction work Punctuality in the delivery of work Including considering the readiness of the work and the financial status of the contractor company In the past, the company had never had a direct dispute with the contractor.

Procurement of construction materials and products needed for project development

In the provision of construction materials for use in the construction of the project The Company will allow the contractor to be responsible for purchasing the main construction materials such as bricks, cement, sand and steel, etc. and must also be responsible for the changes in the price of such construction materials. The company will determine the quality and standard of construction materials used in the project to let the contractor know. In which the contractor will evaluate and calculate the cost of all construction materials to be used as part of the construction contract While some types of construction materials that are used in large numbers in the same form Or can definitely count the number And the unit price is quite high The company will be responsible for supplying itself, such as piles, elevators, sanitary ware, air conditioners. The company can supply from all domestic distributors. The company does not have a policy to purchase a large amount of construction materials as inventory.

In the past, to the present The Company does not rely on any particular supplier or contractor from outside. Because the company has contact with suppliers who are about 10 suppliers of construction materials and have a good relationship with each other Without buying from any supplier, which accounts for more than 30 percent of the total purchase or employment value While in some years, external contractors may be hired which accounted for a relatively high proportion when compared to the total purchase or procurement value. But is considered a normal business that has a high value for the contractor according to the size of the project In the contract, the contractor will have to make a contract to guarantee the work for the company as well as the contract value in order to build confidence in the work and the construction process for the company. The company can choose to hire an external contractor by opening the bidding price that the external contractor offers. Therefore there is no dependence on any external contractor in any way.

2.1 Jobs that have not yet been delivered

As of 31 December 2019, the company has the number of units booked Entered into a sales contract but not yet transferred the ownership of the project, totaling 834 units, equivalent to 4,515.38 million baht, with the details as follows:

| Project | Project value (million baht) | Number (units) | Construction progress | Number of units booked or contracted but not yet delivered | | Expected time to transfer ownership |
|---|---------------------------------|-------------------|--------------------------|--|-----------------|---|
| | | | | Number (units) | Value (MB) | |
| Condominium | | | | | | |
| - Rich Park @Taopoon Interchange | 1,830.00 | 735 | 100.00 | 6 | 15.77 | 2020 |
| - Rich Park @ Chaophraya | 1,463.00 | 635 | 100.00 | 2 | 4.39 | 2020 |
| - Rich Park @ Triple Station | 3,075.00 | 1,089 | 100.00 | 55 | 171.66 | 2020 |
| - Rich Park Terminal | 1,660.00 | 563 | 100.00 | 187 | 607 | 2020 |
| - The Rich @ Sathorn-Taksin | 2,100.00 | 509 | 100.00 | 3 | 9.68 | 2020 |
| - The Rich @ Nana | 3,838.00 | 413 | 57.21 | 189 | 1,816.91 | 2020 |
| - The Eight Collection | 350.00 | 77 | 75.08 | 7 | 31.44 | 2020 |
| - The Rich Rama 9-Srinakarin Triple Station | 2,124.00 | 558 | 17.92 | 218 | 1,020.30 | 2021 |
| -The Rich @ Ekkamai | 3,408.00 | 492 | - | 52 | 398.43 | 2022 |
| -Rich Point @ Wutthakat | 1,526.00 | 792 | - | 98 | 228.05 | 2021 |
| <u>Townhouse / Townhome / Home Office / Song Song</u> | | | | | | |
| - The Rich Biz Home Sukhumvit 105 | 671 | 140 | 54.00 | 3 | 19.50 | 2020 |
| - The Rich Ville Ratchaphruek | 572 | 173 | 56.00 | 5 | 18.85 | 2020 |
| - The Rich Avenue | 360 | 16 | 100.00 | 8 | 169.06 | 2020 |
| TOTAL | 22,977 | 6,192 | | 834 | 4,515.38 | |

3

RISK FACTORS

Risk factors in operating the business of the company may give the effect on the operation and the performance of the company with the significance and the guideline in protecting the risk can be concluded as follows;

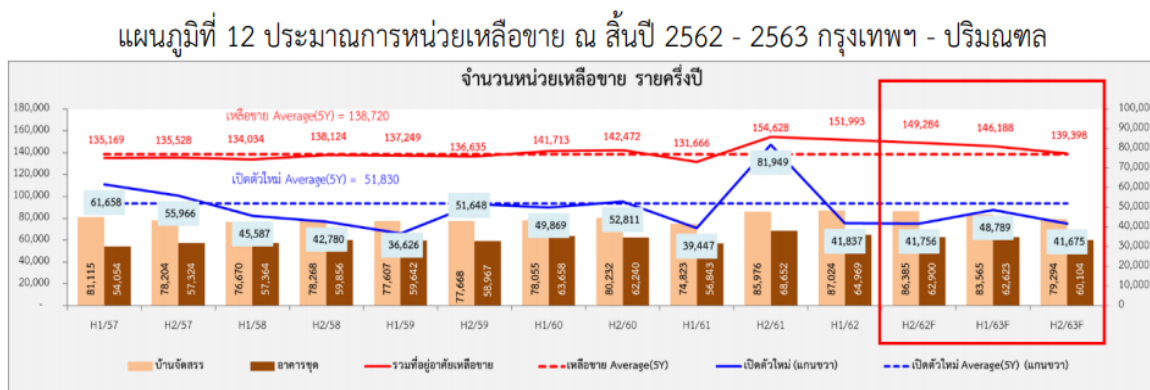


The risk in operating the business

3.1 The risk from the way that the company has operated the business in the industry that has high competition.

New unit price index that is being sold at the 4th quarter of 2019

For the 4th quarter of 2019, the Real Estate Information Center has estimated the remaining units for sale in Bangkok-Perimeter at the end of 2019 is approximately 149,000 units and it is expected that at the end of 2020 there will be around 139,000 units, decreasing from the year 2019 6.7 per baht because the government issued measures to stimulate the real estate sector By reducing the ownership transfer fee and mortgage fee to 0.01 percent from November 2019 until the end of 2020, especially for the purchase of housing at a price not over 3 million baht from entrepreneurs Not including buying second hand houses Which is expected to accelerate the transfer of ownership of new-built residences by operators And will help the surplus supply in the market be absorbed Until the balance of the remaining supply is sold to be close to 5-year average of 138,720 units (see chart 12)



ที่มา : ศูนย์ข้อมูลอสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

For the market direction in 2020, the Real Estate Information Center Analyzing the overall housing market, it is expected that the growth will not exceed 5%, which is considered a low level of growth. Although there are important supporting factors such as the downtrend of interest rates and government stimulus measures. Both the reduction of the ownership transfer fees and the mortgage fee, including the "Dee Dee Down Home Project" which is expected to be a turning point that makes the property market Recover The amount of real estate purchases is growing. As a result, the demand in the market will be gradually absorbed. By 2020, operators must continue to focus on the management of housing products that are under construction and housing is completed for sale (Inventory). So that the purchase demand is not too pending In the whole country, the first half of 2020 is expected to have approximately 245,371 units available for sale.

In addition, there are also negative factors from the economy including slowing purchasing power. The result of the trade war In addition, measures to regulate housing loans (LTV) dragged sales, transferring ownership, launching new projects Which still has a continuous impact from the above overview, which is considered a proof for real estate operators And related businesses That has to adjust the strategy to cope with the challenge Which still has risk in conducting business

From the market conditions in the year 2019 with high competition factors And the economic slowdown Including the measures of the Bank of Thailand Which caused the sales to slow down accordingly However, the company has developed a project Focus on product quality improvement To be able to compete in the market and match with groups of consumers that have more purchasing power Resulting in the company's revenue being recognized That is still positive But not as high as the year 2018

3.2 Risk that the company mainly recognizes revenue from condominium real estate business

The company's main income is from the property development business of condominiums. Since the establishment of the company up until December 31, 2019, the company has developed a total of 18 projects, which are property development projects in the condominiums of 15 projects which have been sold and closed, namely Richie Town, Petchkasem, Le Rich Ratchada. - Sutthisan, Le Rich Project @ Ari Station, Rich Park Project - Bang Son Ready to transfer project, Rich Park Terminal, The Collection, Rich Park Tao Poon, Rich Park Chaopraya, Rich Park Triple Station, The Rich @ Sathorn Taksin. The projects under construction are The Rich @ Nana, The Rich Avenue, Derich Rama 9-Srinakarin and there are projects under The sale The Rich @ Ekkamai, Richpoint Wutthakat. Between 2015-2019, revenue from condominiums accounted for more than 95.21 percent of total revenue in 2019, which may put the company at risk if the condominium market is saturated and There is a recession which may affect the company's performance significantly.

However, the company does not have expertise in condominium real estate development alone. But has experience in the development of horizontal projects, such as the Single House The Rich Ville Bang Bua Thong, which has been successful in selling until the project is closed And currently there are townhouses / townhome developments which are The Richbiz Home Sukhumvit 105 and The Rich Ville Ratchaphruek and The Rich Avenue. Obtained from the high And horizontal Which will help spread revenue recognition Aside from condominiums only By the management team of the company With confidence that from the experience in the real estate industry for more than 17 years, including skilled personnel, will be able to study, implement the program for successful project development and reach the needs of consumers.

The proportion of income from condominiums to total revenue from 2018 – 2020 (Unit: Million Baht)

| Proj | ปี 2560 | ปี 2561 | ปี 2562 |
|--------------------------------------|----------|----------|----------|
| Total revenue from real estate sales | 1,314.41 | 2,680.99 | 1,193.65 |
| Condominium | 1,256.56 | 2,663.80 | 1,136.50 |
| - Le Rich Rama 3 | 125.74 | 30.10 | - |
| - The Rich Sathorn-Taksin | 751.27 | 230.31 | 105.49 |
| - Rich Park @ Bang Son Station | 33.42 | - | - |
| - Rich Park @Taopoon Interchange | 45.84 | 150.93 | 107.08 |
| - Rich Park @ Chaophraya | 300.29 | 348.01 | 27.61 |
| - Rich Park @ Triple Station | - | 1,904.45 | 627.05 |
| - Le Rich Rama 3 | - | - | 56.47 |
| -Rich Park Terminal | - | - | 212.80 |
| Town home | 57.85 | 17.19 | 57.15 |
| - The Rich Biz Home Sukhumvit 105 | 35.15 | 6 | 26.16 |
| - The Rich Ville Ratchapruek | 22.70 | 11.19 | 30.99 |

From : Richy Place 2002 Public Company Limited

3.3 The risk from the performance will be depended on the success of the project that is developing

On December 31, 2019, the Company has projects under construction and awaiting recognition of revenue upon the transfer of ownership in the total amount 7 projects consisting of The Rich @ Nana Project, The Rich Rama 9-Srinakarin Project, the Rich Park Terminal Project and The Eight @ Rama 8 Company are completed projects with ownership transfer and can receive Revenue is recognized within the 3rd-4th quarter of 2019 onwards. The Rich @ Nana and The Rich Rama 9 - Srinakarin projects can be recognized in 2020 and 2021

Besides, the company may face the risk of not being aware of the expected operating results. If there is uncertainty about the construction or the success of the project development Which the success of the development of the company's real estate development projects Will depend on many factors Contains sufficient funds for revolving funds for project development Market conditions of the real estate industry and economy in Thailand Price of construction materials As well as the confidence of the buyer such as interest rate which is another factor that motivates the purchase of the residence of the buyer etc. However, the company has followed and studied the economic condition in the country that may give the effect in many factors such as; the change of the interest rate, the inflation rate, the adjustment of the rule in granting loans of the commercial bank which has issued the measure

to determine the Loan to Value ratio including the industrial industry of Real Estate such as; the number of issuing licenses for constructing buildings for residences, the number of condominiums that have the transferring, the progress of the infrastructure of the government such as; the system of the mass transit of the electric train, the project of the high speed electric train and other factors that have the effect on the success of the project such as; the trend of the demand of residences of consumers and the confidence of consumers for letting the company to be able to plan the strategy to be able to adjust with the changing of the environment and will respond to the requirement of the market in a timely fashion. Besides, the company will have determined the criteria in the consideration of the investment to develop the project in each project (Feasibility Study) which will have the education, the gathering of the information and the planning delicately since from the detail of the product, the location until to the number of the money for the investment and the compensation that has received from the investment.

3.4 The risk from the future performance that isn't matched with the target due to customers don't transfer according to the determined date in the contract

On December 31, 2019, the company has projects that customers have reserved / signed sales contracts but have not yet transferred ownership in the total of 846 units, worth a total of 4,484.85 million baht, a total of 13 projects, the main proportion is from The Rich Nana and The Rich Project. Rama 9 Srinakarin in the amount of 1,787.21 million baht, 986.65 million baht respectively. The company is in the process of allowing customers to come to inspect the delivery of the condominium unit and coordinate Focus on customers applying for credit with financial institutions to prepare to receive the ownership transfer.

Number of units that the customer booked / contracted to sell, but not yet transferred the ownership of the project as at 31 December 2019

| Project | Project value (million baht) | Number (units) | Construction progress | Number of units booked or contracted but not yet delivered | | Expected time to transfer ownership |
|---|------------------------------|----------------|-----------------------|--|-----------------|-------------------------------------|
| | | | | Number (units) | Value (MB) | |
| Condominium | | | | | | |
| - Rich Park @Taopoon Interchange | 1,830.00 | 735 | 100.00 | 6 | 15.77 | 2563 |
| - Rich Park @ Chaophraya | 1,463.00 | 635 | 100.00 | 2 | 4.39 | 2563 |
| - Rich Park @ Triple Station | 3,075.00 | 1,089 | 100.00 | 55 | 171.66 | 2563 |
| - Rich Park Terminal | 1,660.00 | 563 | 100.00 | 187 | 607 | 2563 |
| - The Rich @ Sathorn-Taksin | 2,100.00 | 509 | 100.00 | 3 | 9.68 | 2563 |
| - The Rich @ Nana | 3,838.00 | 413 | 57.21 | 189 | 1,787.21 | 2563 |
| - The Eight Collection | 350.00 | 77 | 75.08 | 7 | 31.44 | 2563 |
| - The Rich Rama 9-Srinakarin Triple Station | 2,124.00 | 558 | 17.92 | 231 | 986.65 | 2564 |
| -The Rich @ Ekkamai | 3,408.00 | 492 | - | 52 | 435.24 | 2565 |
| -Rich Point @ Wutthakat | 1,526.00 | 792 | - | 98 | 228.05 | 2564 |
| <u>Townhouse / Townhome / Home Office / Song Song</u> | | | | | | |
| - The Rich Biz Home Sukhumvit 105 | 671 | 140 | 54.00 | 3 | 19.50 | 2563 |
| - The Rich Ville Ratchaphruek | 572 | 173 | 56.00 | 5 | 18.85 | 2563 |
| - The Rich Avenue | 360 | 16 | 100.00 | 8 | 169.06 | 2563 |
| รวม | 22,977 | 6,192 | | 846 | 4,484.50 | |

Source: Richy Place 2002 Public Company Limited

3.5 The risk from the lateness and the quality of the working result of the contractor and the lack of labors

For the risk in the case that the contractor has delivered the job lately due to the contractor may have no skill or may have the problem of lacking of skilled labors or the contractor will deliver the job to be in time of the determined time but the quality of the job mayn't be according to the determined criteria. This will make the company can't control the cost efficiently or this may give the effect to le the company can't deliver other Real Estate projects for customers according to the determined time period. In order to reduce the aforementioned risk, the company has the policy in screening the main contractor that will have the bidding in every project which this has let more than 3 persons to submit for offering the price. The company will consider to screen from other criterias such as; the experience, the fame and the working result in the past time especially for the working result that has the aspect closed to the project of the company, the neatness of the construction job, the punctuality in delivering the job including this will consider about the readiness in working and the financial status of the company of the contractor.

In order that, from the past time until now, the company hasn't depended on any one distributor or the contractor outside specially. Due to the company has contacted to approximate 10 distributors of construction materials and the company has the good relationship with them by having not purchased from any one distributor over 30% of the total value of the procurement. While in some years, this may hire the contractor outside that will calculate to be rather high proportion when this has compared with the purchasing value or the total procurement but this is held to be the normal business aspect that has the value of hiring the high number of contractors according to the size of projects. For that hiring, the contractor will have to do the letter of guarantee for the company according to the hiring value for creating the confidence in the working result and the construction operation for the company which the company can select to consider to hire the outside contractor by revealing to bid the price that the outside contractor has presented. This will make to haven't depended on any one outside contractor at all.

3.6 The risk from the result of changing the policy of granting loans of the commercial bank

For the adjustment to increase and decrease of the interest rate will be the important factor that will make to have the capacity in purchasing residences of customers to decrease due to most of customers will request loans for residences from financial institutions. Hence, the adjustment that is the increasing and the decreasing of the interest rate will be the important factor that will make the capacity in buying residences of customers will reduce continuously due to most of customers will request loans for residences from financial institutions. Hence, the adjustment that is the increasing of the interest rate and the condition of the payment in the instalment will make credit limit in borrowing from financial institutions to be reduced and this will give the effect to let the capacity in buying residences will be reduced also. Besides, the interest rate will be the another important factor that will be the motivation in buying residences of customers. When this has the adjustment of the interest rate of loans that is higher. This will make to let the decision in buying residences of customers to be more difficult. This will make to create the slowdown in the buying decision. However, the company has followed the economic condition of Thailand that may give the effect on the interest rate. The company has prepared the marketing plan for supporting the change of the interest rate and this can select to use the marketing plan to be suitable with the interest rate at that time for accelerating the selling rate in the case that the marketing condition hasn't facilitated. From the past experience more than 16 years in the Real Estate business, the company has face the fluctuation of the economic condition in Thailand that has the effect on the Real Estate business. The company can cope and manage with other changing quite well.

3.7 The risk from the case that the company has large shareholders that have influenced on determining the policy in administrating the job

On December 27, 2019, the shareholder registration book was closed. Is a major shareholder in the company Which accounted for 44.62% per cent, Mr. Chaivasit Wiriya Mettaikul 9.66%, Miss Sunee Sathinan has 5.31%, Khun Supaporn Chansereewitthaya 4.78%, Miss Pichaya Tan Sopha has 2.81%, Miss Waranya Pin Samang 2.78%, Mrs. Woraphon Mon-arak has 1.92%, Mr. Somkiat Krai-kriangsri is 1.12% and general public is 27.02% of the registered and paid-up capital. Therefore, the company and the minority shareholders may be at risk from the Athaboonwong group Able to control almost all the resolutions of the shareholders' meetings, regardless of the appointment of directors Or requesting a resolution on other matters that require the majority of votes of the shareholders' meeting Except for matters that are required by law or company regulations to require three-fourths of the shareholders' meeting. Therefore, other shareholders may not be able to gather votes to balance the power of the issue proposed by the Atthabunwong group. However, the company has appointed 4 independent directors, 1 chairman and 3 audit committee, in order to examine and consider to prevent any conflicts that may occur and to ensure transparency in Company operations

3.8 The risk from changing in the rule and the law that may give the effect on the Real Estate business of the company

The changing of the rule related to the operation of the Real Estate business will be the one factor that can have the effect on the operating cost and the expense of the company. If this hasn't followed and studied the rule absolutely and this hasn't made it to be the current situation, this may make the company to operate to not to conform with the rule that has the new adjustment and this may have the effect on the cost of the company due to this must have solved to modify for being correctly. For the important change such as; the land development act in the year of 2000 that has the content related to the operation for developing the project of the company such as; the determination of the land development, the determination of the central land area, the determination of the regulation for the community, the evaluation to report the effect of the environment and the result from the inspection of the high building. However, the company has studied and followed the aforementioned act including the rule that has the adjustment and other related things such as; the change of the rule related to the determination of the region of using the benefit from the land or other mass transit projects (This may have the expropriation) for letting the company to follow the regulation correctly as always and this won't create the problem in the future. For the aforementioned practice, this will make the company to adjust and solve the operation of the company immediately and this has no need to modify the plan of the project in the future. In the case that the company hasn't followed the change of the related rule that is the cause of creating the higher expense for the company.

However, the company has studied and followed the changing related to other rules that may be happened continuously for preparing the readiness for the adjustment of the operation for the development of the Real Estate project to conform with the changing that may be happened accompanied with the study of the market condition as always. This will be happened from the preparation of the aforementioned readiness that will make the company to have the confidence that the company won't receive the effect on the aforementioned changing with the significance

4

ASSETS USED IN THE BUSINESS



4.1 Main assets used in business operations

The main assets used in the company's business operations Including property, plant and equipment, real estate development costs The cost of land development and land awaiting development are as follows

4.1.1 Net equipment

Equipment - net of the company as of 31 December 2019 December 31, 2018 and December 31, 2017 With net book values in the consolidated financial statements of 13.28 million baht, 21.61 million baht and 37.16 million baht respectively as follows Details:

(Unit: Million Baht)

| list | ownership | Net book value | | | Obligation |
|---------------------------------|-----------|------------------|------------------|------------------|------------|
| | | 31 December 2017 | 31 December 2018 | 31 December 2019 | |
| Office equipment | owner | 0.72 | 0.46 | 0.43 | none |
| Office furniture | owner | 0.78 | 0.23 | 0.08 | none |
| Computer accessories | owner | 0.41 | 0.50 | 0.41 | none |
| The vehicle | owner | 0.00 | 3.16 | 2.39 | none |
| Office equipment sales | owner | 6.68 | 5.46 | 5.19 | none |
| Computer equipment sales office | owner | 0.06 | 0.04 | 0.08 | none |
| Office furniture sales | owner | 2.02 | 1.40 | 1.39 | none |
| Sales office | owner | 26.49 | 10.36 | 3.31 | none |
| Total net book value | | 37.16 | 21.61 | 13.28 | |

4.1.2 Real estate development expenses

The company's real estate development costs as of 31 December 2019 ,With a net book value in the financial statements equal to 5,914.09 million baht, which will have the details as follows

| order | Project name | Area (Rai) | Book value As of 31 December 2018 | Book value As of 31 December 2019 | Appraised price | Assessment date | Look ownership | Obligation |
|-------|--|---------------|---|---|----------------------------|--------------------|---------------------|--|
| 1 | Le Rich Rama 3 | 2-1-4.4 | 2.08 | 1.61 | 269.19 MB. ^{/1} | 15 Oct 13 | owner | No obligation |
| 2 | Rich Park @ Taopoon Interchange | 3-0-64.6 | 154.76 | 93.75 | 606.20 MB. ^{/2} | 15 Oct 13 | owner | No obligation |
| 3 | The Rich Business Home, Sukhumvit 105 | 13-2-88 | 239.67 | 222.91 | 410.90 MB. ^{/2} | 15 Oct 13 | owner | No obligation |
| 4 | Rich Park @ Chao Phraya | 2-0-86 | 172.90 | 155.13 | 88.60 MB. ^{/4} | 3 Jun 13 | owner | No obligation |
| 5 | The Rich Ville, Ratchaphruek | 19-2-59.6 | 177.43 | 158.45 | 120.80 MB. ^{/5} | 15 Oct 13 | owner | No obligation |
| 6 | The Rich @ Sathorn-Taksin | 3-1-18.42 | 649.56 | 587.28 | 388.50 MB. ^{/6} | 15 May 14 | owner | Mortgage as collateral for debentures in the amount of 979.70 million baht |
| 7 | The Rich @ Nana | 2-0-44.10 | 1,316.50 | 1,586.86 | 1,005.36 MB. ^{/1} | 8 Dec 15 | owner | Mortgage as collateral with financial institutions Received a total limit of 1,480.00 million baht |
| 8 | 1. Rich Park @ Triple Station 2. The Rich Rama 9-Srinakarin | 8-0-22 | 652.41 331.53 | 279.71 530.54 | 757.2 MB. ^{/11} | 24 Nov 15 | owner | No obligation |
| 9 | Rich Park Terminal @ Laksi | 3-0-19 | 483.77 | 802.90 | - | - | Subsidiary owner | Mortgage as collateral with financial institutions Received a total limit of 588.5 million baht |
| 10 | The Diet Collection | 0-2-52 | 161.24 | 161.65 | - | - | owner | No obligation |
| 11 | The Rich Avenue | 1-66-7 | 196.61 | 228.66 | - | - | owner | Mortgage as collateral with financial institutions Received a limit of 160 million baht |
| 12 | The Rich Ekamai | 1-3-67 | 5.42 | 809.67 | 728.65 MB. ^{/12} | 19 Oct 18 | Subsidiary owner | Mortgage as collateral with financial institutions Received a total limit of 1,201.00 million baht |

| | | | | | | | | |
|----|----------------------|-----------|-----------------|-----------------|---------------------------|-----------|-------|--|
| 13 | Rich Point Wutthakat | 2-3-34.80 | - | 294.97 | 268.95 MB. ^{/13} | 25 Jul 19 | owner | Mortgage as collateral with financial institutions Received a total credit line of 161.40 million baht |
| | Grand total | | 4,543.88 | 5,914.09 | | | | |

- note:
- /1 Appraised by Agency For Real Estate Affair Co., Ltd., an appraisal company approved by Securities and Exchange Commission By evaluating the asset value by using the Market Approach method.
 - /2 Appraised by Agency For Real Estate Affair Co., Ltd., an appraisal company approved by Securities and Exchange Commission By evaluating assets using the residual value method.
 - /3 Appraised by Grow Estimate Co., Ltd., an appraisal company approved by Securities and Exchange Commission By evaluating the value of assets by comparing market data.
 - /4 Appraised by Agency For Real Estate Affair Co., Ltd., an appraisal company approved by Securities and Exchange Commission By evaluating assets using the cost method (Cost Approach)
 - /5 Appraised by Landmark Consultants Co., Ltd., an appraisal company approved by Securities and Exchange Commission By appraising the assets using the market price comparison method (Market Approach)
 - /6 The company has purchased land and transferred ownership as of 29 November 2013
 - /7 The appraised value that is lower than the book value due to the appraisal date The said property has not been constructed in any structure. As of March 31, 2014, the said project has started to develop and therefore recorded in book value.
 - /8 The appraised value that is lower than the book value due to the appraisal date The said property has not yet been built in any buildings. As well as recording land reclamation And project development costs into book value.
 - /9 The appraised value that is lower than the book value due to the appraisal date The said property has not yet been built in any buildings. As well as recording land reclamation And project development costs into book value
 - /10 Appraised by Agency For Real Estate Affair Co., Ltd., an appraisal company approved by Securities and Exchange Commission By evaluating assets using the cost method (Cost Approach)
 - /11 Appraised by Future Appraisal Co., Ltd., an appraisal company approved by Kiatnakin Bank Public Company Limited by appraising the value of the assets by comparing the market price. (Market Approach)
 - /12 Appraised by Agency For Real Estate Affair Co., Ltd., an appraisal company approved by Krung Thai Bank Public Company Limited by assessing the value of assets by comparing the market price. (Market Approach) and Hypothesis development methods (Hypothetical Development Method/Residual Method)
 - /13 Appraised by Agency For Real Estate Advisory Co., Ltd., an appraisal company approved by Tisco Bank Public Company Limited, by appraising assets using the Market price comparison (Market Approach) and methods of hypothesis development (Hypothetical Development Method/Residual Method)

4.1.3 Deposits for land

As of 31 December 2019 = 95.80 million baht which is in the study of the project

4.2 Intangible assets

Intangible assets of the Company as of December 31, 2017, December 31, 2018 and December 31, 2019 have intangible assets used in the business operations in the financial statements equal to 0.71 million baht, 0.35 million baht and 0.62 million baht respectively. With details as follows

Unit: Million Baht

| list | Net book value | | |
|---------------------|------------------|------------------|------------------|
| | 31 December 2017 | 31 December 2018 | 31 December 2019 |
| Accounting software | 0.71 | 0.35 | 0.62 |

4.3 Summary of other relevant agreements

4.3.1 Building lease and service

The Company has rented 1 office space used as the head office location, with the summary of lease details as follows:

Contract parties : Attiboon Sinsap Company Limited ("the lessor"), who is a connected person to the company.
: Richy Place 2002 Public Company Limited ("Tenant")

Rental Location: Space in the Atthaboon Building In the area of Room No. 701, 7th Floor, located at 667/15 Charan Sanitwong Road Arun Amarin Bangkok Noi, Bangkok, has a total utility area of 541.67 square meters.

Duration : 3 years, from 1 March 2017 to 29 February 2020

Rental rate : Rental fee of 75,833.80 baht per month.

Contract renewal conditions : If the company wishes to continue to rent the premises after the rental period expires The company must notify the lessor in writing for at least 120 days and the parties must negotiate a new rental rate before the expiration of the lease not less than 30 days.

4.3.1.2 Service contract

Counterparty : Atthaphoon Sinsap Company Limited ("Service Provider"), who is a connected person to the Company
: Richy Place 2002 Public Company Limited ("Service Receiver")

Property : Area in Attaboon Building In the area of Room No. 701, 7th Floor, located at 667/15 Charan Sanitwong Road Arun Amarin Bangkok Noi, Bangkok, has a total utility area of 541.67 square meters.

Duration : 3 years, from 1 March 2017 to 29 February 2020

Service fee : Service fee and deposit of 60,856.62 baht per month

Contract renewal terms : The service contract expires at the end of the lease agreement in the Atthaboon Building. Which the service contract will be effective for the duration of the rental contract is in effect

4.3.2 Construction contract

As of December 31, 2019, the company has construction contracts which are not finalized as follows:

| project | Contracts / Parties | Contract | Compensation / compensation conditions |
|--|---|---|--|
| The Rich @ Nana | Structural construction contract Richy Place 2002 Plc. ("Employer") Porn Phra Nakhon Co., Ltd. ("Contractor") | 25 February 2018 until 24 April 2020 | Total construction cost 795,000,000.00 baht |
| The Rich @ Nana | Passenger lift agreement Richy Place 2002 Plc. ("Buyer") MP Meg Co., Ltd. ("Seller") | Date 29 March 2019 to 29 February 2020 | Total purchase price 70,965,000.00 baht |
| Rich Park Terminal | Structural construction contract Richy Place 2002 Plc. ("Employer") Works 999 Co., Ltd. ("Contractor") | 15 July 2018 until 15 October 2019 | Total construction cost 393,900,000.00 baht |
| Rich Park Terminal | Structural construction contract Richy Place 2002 Plc. ("Employer") Neo 727 Co., Ltd. ("Contractor") | 15 July 2018 until 15 October 2019 | Total construction cost 74,000,000.00 baht |
| Rich Park Terminal | Structural construction contract Richy Place 2002 Plc. ("Employer") Neo Engineering and Service Co., Ltd. ("Contractor") | 15 July 2018 until 15 October 2019 | Total construction cost 29,100,000.00 baht |
| The Rich Avenue | Structural construction contract Richy Place 2002 Plc. ("Employer") Itthiphan Construction Co., Ltd. ("Contractor") | 18 October 2018 until 17 May 2019 | Total construction cost 26,300,000.00 baht |
| The Rich Rama 9-Srinakarin Triple Station | Structural construction contract Richy Place 2002 Plc. ("Employer") TTS Co., Ltd. Engineering (2004) ("Contractor") | Date 1 June 2019 to 15 February 2021 | Total construction cost 774,000,000.00 baht |
| The Rich Rama 9-Srinakarin Triple Station | Passenger lift agreement Richy Place 2002 Plc. ("Buyer") KONE Plc. ("Seller") | Date 11 June 2019 to 15 December 2020 | Total purchase price 17,200,000.00 baht |
| The Rich Ville, Ratchaphruek | Structural construction contract Richy Place 2002 Plc. ("Employer") Phong Phat Construction Co., Ltd. ("Contractor") | 15 December 2019 to 15 May 2020 | The total construction cost is 2,265,989.16 baht. |
| The Rich Ville, Ratchaphruek | Construction material purchase agreement Richy Place 2002 Plc. ("Buyer") Nawamin Construction Materials PCL. ("Seller") | 15 December 2019 to 15 May 2020 | Total transaction price 6,986,578.96 baht |

4.3.3 Construction management contract

As of December 31, 2019, the company has construction management agreements as follows:

| project | Parties / Scope of work | Contract | Compensation / compensation conditions |
|---|--|---|--|
| The Rich @ Nana | Construction management agreement Richy Place 2002 Plc. ("Employer") Minerva Management Co., Ltd. ("Contractor") | Date 1 September 2015 until 30 April 2020 | The total package remuneration is 12,000,000 baht. |
| Rich Park Terminal | Construction management agreement Richy Place 2002 Plc. ("Employer") Minerva Management Co., Ltd. ("Contractor") | Between 23 August 2016 and 31 November 2019 | Total compensation is equal to 6,500,000.00 baht. |
| The Rich Rama 9-Srinakarin Triple Station | Construction management agreement Richy Place 2002 Plc. ("Employer") PMC Intercore Co., Ltd. ("contractor") | May 31, 2018 until February 15, 2021 | Total compensation is equal to 9,630,000.00 baht. |

4.3.4 Design contract

As of December 31, 2019, there is a design contract as follows:

| project | Parties / Scope of work | Contract | Compensation / compensation conditions |
|---|---|---|---|
| The Rich Nana Project | Project design contract Richy Place 2002 Plc. ("Employer") Plan Studio Co., Ltd. ("Contractor") | October 10, 2015 until April 30, 2020 | Total compensation paid in the amount of 7,290,000 baht |
| The Rich Nana Project | Project design contract Richy Place 2002 Plc. ("Employer") Blue Planet Co., Ltd. ("contractor") | Date 17 August 2015 until 30 April 2020 | Total compensation is equal to 500,000 baht. |
| Rich Park Terminal | Project design contract Richy Place 2002 Plc. ("Employer") Plan Studio Co., Ltd. ("Contractor") | Between 26 July 2016 and 31 November 2019 | Total compensation is equal to 6,741,000 baht. |
| Rich Park Terminal | Project design contract Richy Place 2002 Plc. ("Employer") Plan Studio Co., Ltd. ("Contractor") | 16 June 2016 until 31 November 2019 | Total compensation is a total of 2,354,000 baht. |
| Rich Park Terminal | Project design contract Richy Place 2002 Plc. ("Employer") PPL Engineering Co., Ltd. ("Contractor") | 23 March 2016 until 31 November 2019 | Total compensation is equal to 1,048,600 baht. |
| Rich Park Terminal | Project design contract Richy Place 2002 Plc. ("Employer") Beacon Co., Ltd. ("Contractor") | 22 March 2016 until 31 November 2019 | Total compensation is equal to 1,048,600 baht. |
| Rich Park Terminal | Project design contract Richy Place 2002 Plc. ("Employer") P Sud Company Limited ("contractor") | November 29, 2017 until November 31, 2019 | Total compensation is equal to 734,000 baht. |
| The Rich Rama 9-Srinakarin Triple Station | Project design contract Richy Place 2002 Plc. ("Employer") Atom Design Co., Ltd. ("Contractor") | 15 January 2018 to 15 February 2021 | Total compensation paid in the amount of 8,560,000.00 baht. |

| | | | |
|---|--|--|---|
| The Rich Rama 9-Srinakarin Triple Station | Project design contract Richy Place 2002 Plc. ("Employer") Basic Design Co., Ltd. ("Contractor") | February 1, 2018 until February 15, 2021 | Total compensation paid in the amount of 1,391,000.00 baht |
| The Rich Rama 9-Srinakarin Triple Station | Project design contract Richy Place 2002 Plc. ("Employer") GE Design Co., Ltd. ("Contractor") | February 1, 2018 until February 15, 2021 | Total compensation is equal to 1,200,000.00 baht. |
| The Rich Ekamai | Project design contract Richy Place 2002 Plc. ("Employer") Atom Design Co., Ltd. ("Contractor") | From 1 August 2018 to 31 December 2020 | Total compensation paid in the amount of 7,704,000.00 baht |
| The Rich Ekamai | Project design contract Richy Place 2002 Plc. ("Employer") Basic Design Co., Ltd. ("Contractor") | Date 1 September 2018 until 31 December 2020 | Total compensation paid in the amount of 1,337,500.00 baht |
| The Rich Ekamai | Project design contract Richy Place 2002 Plc. ("Employer") W UP Engineering Co., Ltd. Partners ("Contractor") | Date 1 September 2018 until 31 December 2020 | Total compensation paid in the amount of 2,086,500.00 baht |
| Rich Point @ BTS Wutthakat | Project design contract Richy Place 2002 Plc. ("Employer") Plan Studio Co., Ltd. ("Contractor") | 4 April 2019 to 31 December 2021 | Total compensation paid in the amount of 5,800,000.00 baht. |
| Rich Point @ BTS Wutthakat | Project design contract Richy Place 2002 Plc. ("Employer") Next 2ND Co., Ltd. ("Contractor") | Date 21 February 2019 to 31 December 2021 | Total compensation paid in the amount of 1,487,500.00 baht |
| Rich Point @ BTS Wutthakat | Project design contract Richy Place 2002 Plc. ("Employer") Minerva Engineering Design Co., Ltd. ("Contractor") | 7 March 2019 to 31 December 2021 | The total compensation is equal to 1,070,000.00 baht. |
| Rich Point @ BTS Wutthakat | Project design contract Richy Place 2002 Plc. ("Employer") Real Space Maker Co., Ltd. ("Contractor") | Date 2 May 2019 to 31 December 2021 | The total package remuneration is equal to 550,000.00 baht. |
| Rich Point @ BTS Wutthakat | Project design contract Richy Place 2002 Plc. ("Employer") P Sud Company Limited ("contractor") | 10 June 2019 until 31 December 2021 | The total remuneration is calculated as a total of 1,234,000.00 baht. |
| Rich Point @ BTS Wutthakat | Project design contract Richy Place 2002 Plc. ("Employer") Plan Studio Co., Ltd. ("Contractor") | 12 August 2019 to 31 December 2021 | Total compensation paid in the amount of 2,070,000.00 baht |

5

LEGAL DISPUTE



The company has a legal dispute, which is a case or dispute that has not yet ended. The case is higher than 5 percent of the shareholders' equity. Information as of December 31, 2018, summarized as follows:

1. Case No. Por. 680/2016, Southern Bangkok Civil Court

Richy Place 2002 Public Company Limited is the plaintiff, which filed a lawsuit against Woraluk Property Public Company Limited.

This case, on March 31, 2016, on charges or bases of guilt, breach of contract to buy and sell. Pay damages in the amount of 303,968,842 baht, the Court of First Instance sentenced the defendant to return the deposit of 145,000,000 baht with interest at the rate of 7.5 percent per year from 6 October 2015 onwards until the plaintiff's payment has been completed. The counterclaim of the defendant to raise the court fees to be folded

In addition, the defendant has filed an appeal against the judgment of the Court of First Instance and the petition for stay of execution to the court. The plaintiff received a copy of the appeal and the petition on December 28, 2018, which later the plaintiff filed an amendment to the appeal and the statement against the request for a stay of execution on February 7, 2019

The defendant lodged an appeal with the request for stay of execution on November 28, 2018, and the plaintiff filed an appeal against the petition and objected to the request for stay of execution on February 8, 2019. Currently, pending the judicial order and Judgment of the Court of Appeal on March 5, 2020

6

GENERAL INFORMATION AND IMPORTANT INFORMATION OF THE COMPANY.



6.1 General Information

| | | |
|-----------------------------|---|---|
| Company Name | : | RICHY PLACE 2002 PUBLIC COMPANY LIMITED |
| Nature of Business | : | Real Estate Development |
| Head office | : | 667/15 Attapawan Building, 7th floor, Charansanitwong Road Arun Amarin Bangkok Noi Bangkok 10700 |
| Company Registration Number | : | 0107556000655 |
| phone | : | 0-2886-1816-7 |
| fax | : | 0-2886-1060 |
| Website | : | www.richy.co.th |
| Common share | : | 1,578,815,237 shares, par value of Baht 1 per share |
| Registered capital | : | 1,578,815,237 Baht |
| Paid-up capital | : | 1,194,226,017 Baht |
| Company Secretary | : | Mrs. Saran Tarasrisunthorn |
| phone | : | 0-2886-1816-7, 1343 |
| fax | : | 0-2886-1060 |
| Email | : | saranthorn.s@richy.co.th |

6.2 General information of other references

1. Investor Relations

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

667/15 Ataboon Building, 7th floor, Charansanitwong Rd. Arun Amarin Bangkok Noi Bangkok 10700

Tel: 0-2886-1816-7 ext. 444 Fax: 0-2886-1060 Website: www.rp.co.th

2. Registrar

Thailand Securities Depository Co., Ltd.

93 Ratchadapisek Road, Dindaeng, Bangkok, Thailand 10400

Telephone: 0-2009-9000, 0-2009-9999 Fax: 0-2009-9991 Website: www.set.or.th/tsd

E-Mail: SETContactCenter@set.or.th

3. Auditor

Miss Wannisa Ngam Buathong

Certified Public Accountant Registration Number 6838

Dharmniti Auditing Company Limited

No. 178 Dharmniti Building, 6th-7th Floor, Soi Permsap (Prachachuen 20) Prachachuen Road, Bang Sue, Bangkok 10800 or

Mr. Peeradej Phongsathiensak

Certified Public Accountant Registration Number 4752

Dharmniti Auditing Company Limited

No. 178 Dharmniti Building, 6th-7th Floor, Soi Permsap (Prachachuen 20) Prachachuen Road, Bang Sue, Bangkok 10800 or

Miss Thanyaporn Tangthanopajai

Certified Public Accountant Registration Number 9169

Dharmniti Auditing Company Limited

No. 178 Dharmniti Building, 6th-7th Floor, Soi Permsap (Prachachuen 20) Prachachuen Road, Bang Sue, Bangkok 10800 or

Mr. Thanawut Phiboonsawat

Certified Public Accountant Registration Number 6699

Dharmniti Auditing Company Limited

No. 178 Dharmniti Building, 6th-7th Floor, Soi Permsap (Prachachuen 20) Prachachuen Road, Bang Sue, Bangkok 10800 and

Ms. Arisa Chumwisut

Certified Public Accountant Registration Number 9393

Dharmniti Auditing Company Limited

No. 178 Dharmniti Building, 6th-7th Floor, Soi Permsap (Prachachuen 20) Prachachuen Road, Bang Sue, Bangkok 10800

7

INFORMATION OF SECURITIES AND SHAREHOLDERS



Registered Capital and Paid-up Capital

As of December 31, 2019, the company has total registered capital 1,578,815,237 baht divided into ordinary shares 1,578,815,237 shares, with a par value of 1.00 baht per share. 1,194,226,017 million baht, divided into 1,194,226,017 ordinary shares with a par value of 1 baht per share

Shareholders

The first 10 shareholders of the Company at the latest closing date of December 31, 2019.

| Order | Name of person / juristic person | Number of shares | Percentage of total shares |
|-------|----------------------------------|--------------------|----------------------------|
| 1 | Dr. Apa Ataboonwongse | 430,578,489 | 36.06 |
| 2 | Mr. Chaityasit Viriyamettakul | 115,315,900 | 9.66 |
| 3 | Attaboorn Asset Co., Ltd. | 69,689,992 | 5.84 |
| 4 | Mrs. Sunee Satatinun | 63,363,085 | 5.31 |
| 5 | Mrs. Supaporn Chanseriwitthaya | 57,100,000 | 4.78 |
| 6 | Mrs. Pichaya Tansod | 33,599,568 | 2.81 |
| 7 | Ms. Waranya Pinsam-ang | 33,141,368 | 2.78 |
| 8 | Mr. Somsak Attaboornwong | 32,523,137 | 2.72 |
| 9 | Mrs. Worapa Mon-arak | 22,870,203 | 1.92 |
| 10 | Mrs. Somkiat KraiKriangsri | 13,370,000 | 1.12 |
| | Total | 871,551,742 | 72.98 |

7.1 Issue of other securities

7.1.1 Long-term debentures

On December 31, 2019, the Company has long-term debentures which have not yet been redeemed, with outstanding value of 1,479.70 million baht as follows:

1. Debentures of Richy Place Plc. No. 3/2015, maturing in 2020

| | |
|--------------------------------------|--|
| Name of debentures: | Debentures of Richy Place Plc. No. 3/2015, maturing in 2020. |
| Issuance Date : | 27 November 2015 |
| Type of Debentures: | Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives |
| Number of debentures offered: | Not more than 100,000,000 baht |
| Time Frame: | 5 years |
| Interest rate: | 5.50% per year (fixed rate) |
| Name of debentures: | February 26, May 26, August 26 and November 26 every year throughout the term of the debentures |
| Issuance Date : | 26 November 2020 |

2. Debentures of Richy Place Plc. No. 1/2019, maturing in 2021.

| | |
|--------------------------------------|--|
| Name of debentures: | Debentures of Richy Place Plc. No. 1/2019, matured in 2021. |
| Issuance Date : | 27 February 2019 |
| Type of Debentures: | Type of debenture, name of holder Non-subordinated type Without collateral And no bondholders' representatives |
| Number of debentures offered: | Not more than 400,000,000 baht |
| Time Frame: | 2 years 3 months |
| Interest rate: | 6.50% per year (fixed rate) |
| Name of debentures: | February 27, May 27, August 27 and November 27 of every year throughout the term of the debentures |
| Issuance Date : | 27 May 2021 |

3. Debentures of Richie Place Plc. No. 2/2020, maturing in 2022.

| | |
|--------------------------------------|--|
| Name of debentures: | Debentures of Richy Place Plc. No. 2/2020, maturing in 2022. |
| Issuance Date : | 18 June 2019 |
| Type of Debentures: | Debentures with specified holder name Unsubordinated, secured, and representative of the debenture holder The debenture issuer has the right to redeem or repay the principal of the debenture. (In whole or in part) (and not at one time or multiple times) before the maturity date of any debentures After the debenture matures 3 months from the date of issuance of the debentures (ie from 18 September 2019 onwards) in accordance with the rules set forth in the eligibility requirements |
| Number of debentures offered: | Not more than 979,700,000 baht |
| Time Frame: | 2 years 9 mounts |
| Interest rate: | 6.10% per year (fixed rate) |
| Name of debentures: | 18 March, 18 June, 18 September and 18 December every year throughout the term of the debentures |
| Issuance Date : | 18 March 2022 |

7.1.2 Short-term debentures

On December 31, 2019, the company has no outstanding short-term debentures

7.1.3 Bill of Exchange

On 31 December 2019, the company has fixed income securities. Short-term bill of exchange

Remaining as follows

| | |
|-------------------------------|---|
| Remaining value on the ticket | 30 million baht ND |
| Interest rate | Depending on the market conditions at the time of issuance and offering of short-term bills of exchange each time |
| Bill of exchange | Not over 270 days from the date of bill of exchange issuance |
| objective | For use as working capital |
| Offering | Offering to specific and private investors, issuing not more than 10 bills of exchange or offering to institutional investors and / or large investors |
| condition | If having short-term bill of exchange redemption As a result, the outstanding principal decreased Allowing the company to issue additional short-term bills of exchange within the amount received from the meeting of the board of directors |

7.4 Dividend payment policy

The company has a policy to pay dividends at the rate of not less than 40.00% of the net profit after corporate income tax for the separate financial statements. And after deduction of various reserves all types as required by law and company and the dividend payment does not have any significant impact on the company's normal operations. However, the aforementioned dividend payment may be changed. Depending on the company's performance and financial status. Company liquidity Business expansion plans other future necessity and appropriateness and other factors Involved in the administration of the company as the board of directors And / or shareholders of the company deemed appropriate and the aforementioned action must bring maximum benefit to the shareholders.

8

MANAGEMENT STRUCTURE



8.1 Board of Directors

The Board of Directors as of December 31, 2019, consists of 11 persons, consist

| Surname | Position |
|---|--|
| 1. Ms. Sunee Sathinan | Chairman |
| 2. Dr. Apa Atthaboonwong | Vice Chairman and Chairman of the Executive Committee |
| 3. Lieutenant General Yingglam Thongpan | Independent Director and Chairman of the Audit Committee |
| 4. Mr. Somchai Phiansataporn | Independent Director and Audit Committee |
| 5. Assoc. Prof. Suthat Rattanakuekwan | Independent Director and Audit Committee |
| 6. Mr. Somsak Attaboonwong | The committee |
| 7. Dr. Karun Chandrangsu | The committee |
| 8. Mrs. Nonglak Wanathaphong | The committee |
| 9. Pol. Col. Suwit Tanshob | The committee |
| 10. Mr. Wiraphon Attaboonwong | The committee |
| 11. Mrs. Phawanya Krittachat | Independent Director |

Authorized Director

The authorized director to sign on behalf of the company is Dr. Apa Ataboonwongse, Ms. Sunee Sathinthan and Mr. Somsak. Atabonwongse Two of the three co-sign and seal of the company.

Scope of duties and responsibilities of the Board of Directors

- 1) Board of Directors Have the authority to manage the company according to the law Objectives, Articles of Association As well as the resolutions of the shareholders' meeting with honesty And carefully safeguard the interests of the company
- 2) The Board of Directors Have the authority and responsibility to set goals, guidelines, policies, plans and budgets of the company Control, supervise the management of the management or any person who has been assigned to perform such tasks. For the management or any person Has complied with the policy set by the Board
- 3) The Board of Directors Have the authority to examine And consider approving policies, guidelines and operational plans for the company's large investment projects As proposed by the subcommittee And / or management
- 4) Board of Directors Have the power to appoint Assign or recommend to the sub-committee or the working group to consider or act on any matter that the board of directors deems appropriate.
- 5) Board of Directors Have the authority to monitor the operation results in accordance with the operation plan and the operating budget of the company
- 6) The Board of Directors Has the authority to supervise the company to have an internal control system And effective internal audit By arranging for an internal audit unit to be a follow-up and joint operation and coordinate with the Audit Committee

Authority of the Board of Directors

The Board of Directors has the authority to approve matters of the Company as specified by laws, regulations and resolutions of the shareholders' meeting. Which includes approving various matters of the following companies

- 1) Determination of mission And review the company's vision
- 2) Organization structure
- 3) Business plan and annual budget
- 4) Monitoring and evaluating annual and quarterly operations
- 5) Budget for purchasing land
- 6) Investment budget for various projects
- 7) Consider and approve any matters that are necessary and relevant to the company. Or that is deemed appropriate and for the benefit of the company

The following matters Board of Directors Can be done only when approved by the shareholders' meeting, ie

- A) Any matter that the law requires to receive a resolution from the shareholders' meeting and
- B) Any matters that directors have interests and is under the law or announcement of the Securities and Exchange Commission or the Stock Exchange of Thailand stated that it must be approved by the shareholders' meeting

Board decisions To carry out the following matters The Board of Directors will be able to do so only when approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders.

- A) Sales or transfer of business of all companies or some important parts to other people
- B) Buying or accepting the transfer of other companies' businesses to the company
- C) Making, amending or terminating contracts relating to the renting of the whole or important part of the business assigning other persons to manage the business of the company or merging the business with other people with the objective of sharing profit and loss
- D) Amendment of the Memorandum of Association or Articles of Association of the Company
- E) Capital increase, capital reduction or issuance of debentures of the company
- F) Merger or dissolution of the company
- G) Any other actions prescribed under the provisions of the Securities and Exchange Act and / or the notifications of the Stock Exchange of Thailand that must be approved by the Board of Directors And the shareholders' meeting with the above votes

Which any director has a vested interest or has a conflict of interest with the company Directors who have an interest or have a conflict of interest have no right to vote on that matter.

In addition, the Board of Directors also has a duty to supervise the company to comply with the securities laws. And stock exchange SET regulations such as connected transactions, acquisition or disposal of assets in accordance with the regulations of the Stock Exchange of Thailand Or according to the announcement of the Securities and Exchange Commission Or laws related to the business of the company

8.2 Executives

As at December 31, 2019 the Company's management consists of 8 persons.

| Surname | Position |
|---------------------------------|--|
| 1. Dr. Apa Attaboonwong | Chief Executive Officer / Chief Operating Officer / Acting |
| 2. Miss Sunee Sathintinan | Chief Business Development Officer |
| 3. Mr. Somsak Attaboonwong | Executive Director |
| 4. Mrs. Sarunthorn Srisoonthorn | Executive Director |
| 5. Miss Pitchaya Tan Sing | Chief Financial Officer |
| 6. Ms. Prathip Nuanswat | Chief Business Development Officer |
| 7. Miss Sutthiporn Hinrit | Vice President, Corporate Support |

Scope of duties and responsibilities of the Chief Executive Officer

The Chairman of the Executive Committee is responsible for managing and controlling the Company in accordance with the primary objectives of the Company. Or assigning another executive to the next level as the operator The duties and responsibilities of the Chief Executive Officer are as follows:

- 1) Control and provide advice In the operation and management of the company on a daily basis
- 2) Enter or proceed to perform duties in accordance with the policy, operational plan And budget as approved by the Board of Directors
- 3) Be authorized to conduct any business In order to comply with the objectives, policies, regulations, agreements, orders and resolutions of the Board of Directors' meeting And / or the resolution of the shareholders' meeting of the company
- 4) Have the power to issue orders, regulations, announcements, notes to ensure that the operations are in accordance with the policy And the interests of the company and to maintain discipline in the organization
- 5) Monitor and evaluate the performance of the company on a daily basis to prepare And prevent risks that may occur both external and internal factors
- 6) Having the authority to approve legal transactions related to normal business transactions such as trading, procurement of raw materials for production Expenses for normal business transactions, investments, acquisition or disposal of tools, assets and services for the benefit of the company According to the details of the approval authority in the administration approved by the Board of Directors Including the delegation of authority during the above actions To create flexibility in the operation of the company
- 7) Having the power to act and represent himself as a representative of the company to outsiders in related businesses And is a normal business transaction For the benefit of the company
- 8) Have authority to approve investment in fixed assets Lending or other investments such as equity instruments, debt instruments, etc. in the amount not exceeding 1 million baht
- 9) Have the power to approve loans from financial institutions In the amount not exceeding 100 million baht
- 10) Has the authority to approve the withdrawal of operating expenses And selling fixed assets per item In the amount not exceeding 10 million baht

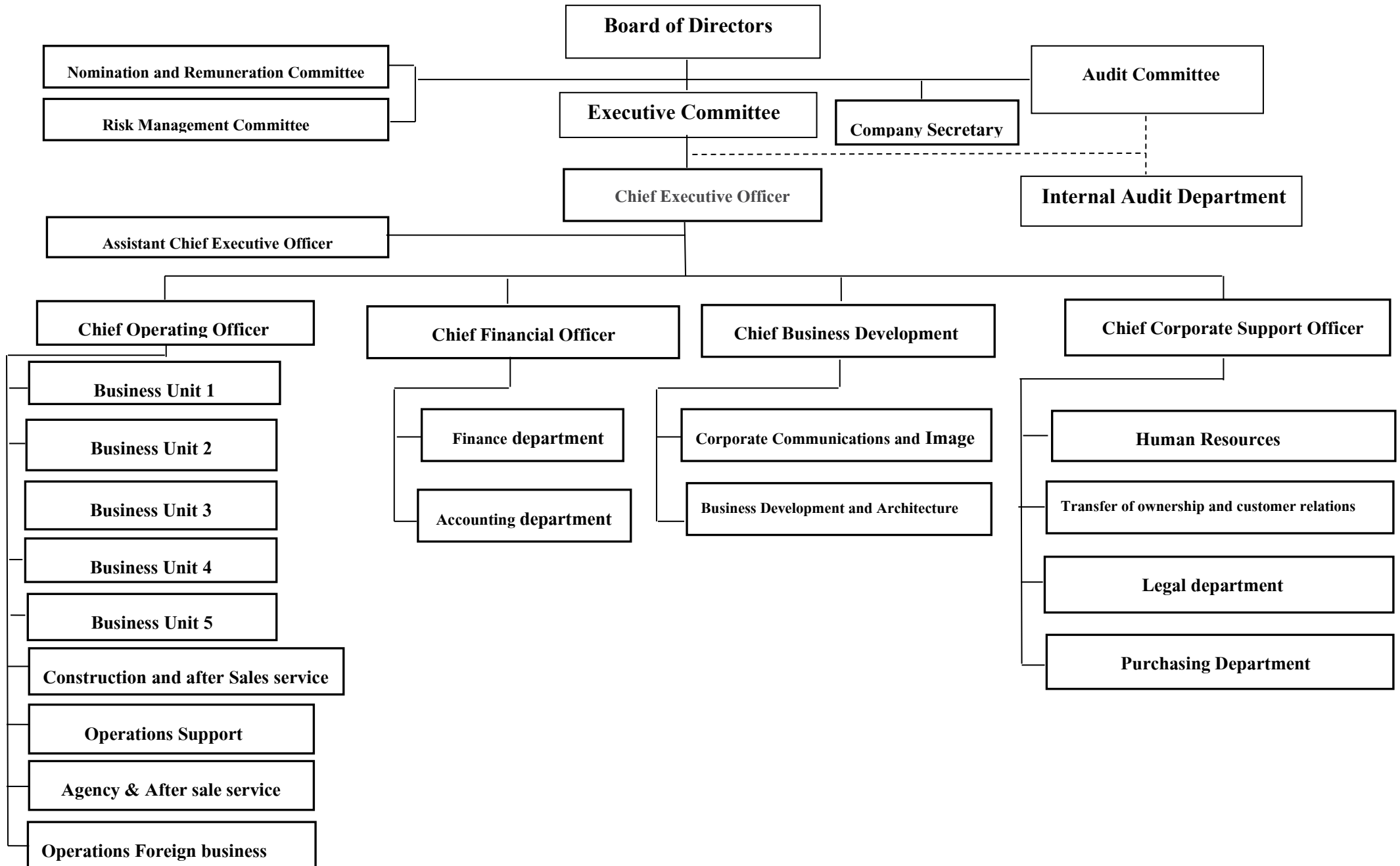
- 11) Having the authority to approve the creation of commitments, avals, guarantees in the amount not exceeding 100 million baht
- 12) Performing other duties As assigned by the Board of Directors from time to time

The power to act in any juristic acts that may cause conflicts of interest between the Chairman of the Executive Committee or the person who has an interest in the Company As specified in the laws and notifications of the Securities and Exchange Commission Or the Stock Exchange of Thailand Not considered under the scope of the authority of the Chief Executive Officer to consider and vote in such acts, whether at their own discretion or assigning other persons to act on their own behalf In such cases The juristic act must be presented for approval by passing the Audit Committee to present to the Board of Directors. And / or the shareholders' meeting (As the case may be) as specified in the company's regulations and according to the law

Executive qualifications

The management certifies that Is a person with ethics, ability, experience in the business Has managed with integrity and carefulness for the benefit of the company Have the intention to continue the business Having understanding and responsibility to the public and being a person who has no prohibited characteristics according to the Notification of the Securities and Exchange Commission No.น๓.8/2553 regarding the attribution of the trust's directors and executive officers of the Company dated April 23, 2553.

Management Structure As of December 31, 2018



Company Secretary

Board of Directors Be aware of the promotion of good corporate governance. In accordance with Section 89/15 of the Securities and Exchange Act, the Company's Board of Directors must arrange for the Company Secretary to be responsible for the preparation and retention of documents. Maintaining a Report of Interests Reported by Directors or Executives and other operations. As prescribed by the Capital Market Supervisory Board. Including coordinating. Organizing Board Meetings and Shareholders' Meetings Helping the directors and the company to comply with Law, Regulations are associated.

The Board of Directors has approved the appointment of Mrs.Saranthorn Srisunthorn as the Company Secretary. On May 15, 2013, the Company Secretary Program was organized by the Company Secretary Program (CSP) with the Thai Institute of Directors (IOD) on June 10-11, 2014 at 57/2014.

8.3 Remuneration for Directors and Executives.

Committee

The Company has set the remuneration policy of the Board of Directors. The Nomination and Remuneration Committee to consider the directors' remuneration comparing with the same type of business in the amount of Baht 10,000,000, the remuneration of the Board of Directors is set. And the committees as follows:

| Position | Meeting fee / time (baht) |
|---------------------------------|---------------------------|
| Chairman of the Board | 25,000 |
| Director | 15,000 |
| Chairman of the Audit Committee | 15,000 |
| Audit Committee | 10,000 |

| Position | Meeting fee / time (baht) |
|---|---------------------------|
| Chief Executive Officer | 15,000 |
| Executive Director | 10,000 |
| Chairman of the Nomination and Remuneration Committee ^{1/} | 15,000 |
| Nomination and Remuneration Committee ^{1/} | 10,000 |
| Chairman of the Risk Management Committee ^{1/} | 15,000 |
| Risk Management Committee ^{1/} | 10,000 |

Note: ^{1/} Established from the Board of Directors Meeting No. 4/2013 on 14 August 2013

8.3.1 Monetary compensation

| List of directors | Directors' remuneration (Baht) | | | | | |
|---|--------------------------------|------------------------------------|--|---|--|---------------------------------|
| | As of December 31, 2018 | | | | | |
| | Director (4 meetings) | Audit Committee (4 meetings) | ***Executive Director (5 meetings) | Nomination and Remuneration Committee (1 meeting) | Risk Management Committee (1 meeting) | Total compensation (baht) |
| 1. Mr. Phra, Mr. Suwannarat ** | 25,000 (1/4) | - | - | - | - | 25,000 |
| 2. Miss Sunee Sathinan | 70,000 (4/4) | - | *** (4/4) | - | - | 70,000 |
| 3. Dr. Apa Atthaboonwong | 60,000 (4/4) | - | *** (4/4) | - | - | 60,000 |
| 4. Mr. Somsak Attaboonwong | 45,000 (3/4) | - | *** (4/4) | 10,000 (1/1) | - | 55,000 |
| 5. Mrs. Nonglak Wanathaphong | 60,000 (4/4) | - | - | - | - | 60,000 |
| 6. Pol. Col. Suwit Tanshob | 60,000 (4/4) | - | - | - | 10,000 (1/1) | 70,000 |
| 7. Lieutenant General Yingglam Thongthan | 60,000 (4/4) | 60,000 (4/4) | - | 15,000 (1/1) | - | 135,000 |
| 8. Mr. Somchai Phiansataporn | 60,000 (4/4) | 40,000 (4/4) | - | - | - | 100,000 |
| 9. Assoc. Prof. Suthat Rattanakuekwan | 60,000 (4/4) | 40,000 (4/4) | - | 10,000 (1/1) | 10,000 (1/1) | 120,000 |
| 10. Dr. Karun Chandrangu | 60,000 (4/4) | - | - | - | 15,000 (1/1) | 75,000 |
| 11. Mr. Wiraphon Attaboonwong | 60,000 (4/4) | - | - | - | - | 60,000 |
| 12. Mrs. Phawanya Krittachat | 30,000 (2/4) | - | - | - | - | 30,000 |
| Total | 650,000 | 140,000 | - | 35,000 | 35,000 | 860,000 |

Note *** The Executive Committee Meeting on February 20, 2015, unanimously resolved not to receive meeting fees for the entire Executive Committee. Because received Monthly management remuneration

** Mr Phra Nai Suwannarat (expired by term)

The year 2019, the company set remuneration for the Board of Directors and sub-committees as follows

| | | |
|---|-------------------|------|
| 1. Meeting allowance for the Board of Directors and subcommittees | 860,000 | Bath |
| 2. The directors' bonus for 11 persons | <u>9,140,000</u> | Bath |
| Total | <u>10,000,000</u> | Bath |

Company executives (Including the Executive Committee)

The Company has a policy to provide compensation to motivate employees by measuring the performance of executives every year in the form of Key Performance Index (KPI) by comparing them with KPIs defined as targets in the employment contract and / or plan. Carry out the work proposed to the President and / or the Board of Directors Which will be linked to the compensation for employees and executives in proportion to income in each period

For the year 2019, the company has paid compensation consisting of Salaries and bonuses To 6 executives, totaling 19,668,217.37 baht

8.3.2 Other Compensation

- none -

8.4 Staff

The total number of employees of the company as of December 31, 2019 totaled 114 persons, consisting of employees as follows:

| field of work | Number of employees (people) |
|-----------------------------|------------------------------|
| 1. Operation | 63 |
| 2. Business Development | 9 |
| 3. Finance and Accounting | 11 |
| 4. Supporting Organizations | 31 |
| Total | 114 |

In the past 3 years, the company does not have any labor disputes.

Employee compensation

Total remuneration of employees of the company (Excluding Executives) as of December 31, 2019, including remuneration in the form of salary, wages, overtime, bonuses and other benefits the details are as follows:

Unit: Baht

| Employee compensation | Year 2018 | Year 2019 |
|---------------------------|-------------------|----------------------|
| Salary | 35,618,005.68 | 39,007,718.00 |
| Bonuses and other rewards | 4,225,550.67 | 8,890,234.33 |
| Total | 39,843,557 | 47,897,952.33 |

Human Resources Development Policy

The Company pays great attention to the development of knowledge and capabilities of directors, executives and employees in order to increase the efficiency of their work. Quality of service The training courses were organized by the Thai Institute of Directors (IOD), the Stock Exchange of Thailand or other institutions to enhance their work and can apply knowledge to adapt to work. In addition, the Company has set up a policy to provide remuneration at the appropriate rate in order to motivate them to work for the company in the long term. Management and employees to create unity within the organization, such as giving birthdays to employees born within that month, organizing CSR activities, organizing New Year's parties and giving New Year gifts.

9

Governance



Corporate Governance Policy

For the transparency and beneficial contribution to the Company's business operation, the Company has policy to conduct in compliance with the Code of Best Practice in order to enhance the confidence to shareholders, investors, and all persons concerned.

The Board of Directors has determined the corporate governance policy referred on the good governance practices for the listed companies of the Stock Exchanges of Thailand. This covers the good governance structure, guidelines of corporate governance practices, working structures, and policies in order to rigorously conduct under the corporate governance policy. The Company has defined the code of corporate governance conduct to be the guidelines circulated to the directors, executives, and employees to conduct under the law, regulations, and related rules to ensure that the Company has carried on business with highest responsibility, transparency, and treatment to stakeholders equally, including management with integrity, efficiency and effectiveness. The corporate governance of the Company that has been constantly conducted is comprised of the 5 items namely the rights of shareholders, equitable treatment of shareholders, roles of stakeholders, disclosure of information and transparency, and responsibility of the Board of Directors (details of the conduct of corporate governance of the Company are viewed on the Company's website (www.rp.co.th)). Moreover, the Company has provided other regulations and operation manuals for the high level executives and employee to implement.

To ensure that all employees acknowledge, understand the regulations, rules including the code of business conduct, and precisely conduct as appropriately, the Company has assigned the Human Resources Department organizing the training to review such regulation, rules including the code of business conduct to all employees. In addition, the post test after training is provided to evaluate employees' understanding. In case of their score below the criteria, employees are supplementary trained until they pass the test.

The executives of each department shall monitor employees' operation in compliance with the corporate governance practices. The conduct on the corporate governance policy of the Company is comprised of 5 chapters as follows:

1. Rights of Shareholders

The Company has recognized the importance of the rights of shareholders on their decision making on any significant changes of the Company and obtaining the Company's information accurately, completely, adequately, timely and equally for decision making in every subjects. Therefore, the Board of Directors has determined the policy as follows:

1.1 The Company shall send the invitation letter along with the meeting agenda sufficiently, which identify the objectives and reason together with the comments of the Board of Directors for each agenda for shareholder to consider entirely prior to the Meeting at

least 14 days. If shareholders who unable to attend the Meeting can assign the Independent Director or other person to be a proxy to attend the Meeting by using the proxy form attached to the invitation letter.

1.2 The Company has policy to organize facilities conveniently to shareholders by providing the Meeting at a convenient place, having a map attached to the invitation letter, including setting the date and time appropriately and sufficient timeframe of the Meeting.

1.3 Prior the Meeting, the Company shall notify shareholders to the process of exercising their votes and the rights on expressing their opinions, as well as raising questions to the Meeting according to the agenda. During the Meeting, shareholders have rights equally to express their opinions and raise questions, which the Chairman of the Meetings shall provide sufficient time appropriately. The Director and the Executives concerned shall attend the Meeting to answer questions at the Meeting.

1.4 The communication channels are added to send and disclose information, news, and details to shareholders through the Company's website. Particularly, the invitation letter shall be noticed prior the Meeting for shareholder to download the meeting agenda conveniently and completely and having sufficient time to obtain information adequately prior receiving the actual printed documents from the Company

1.5 The Minutes of Meeting shall be recorded completely, accurately, and all significant questions and comments for shareholder to verify. The Company shall provide video record of the Meeting for reference. Besides, the Company shall disclose the Minutes of the Meeting through the Company's website for shareholder to consider, including submitting such minutes of the meeting to the Stock Exchange of Thailand within 14 days from the date of Annual General Shareholders' Meeting.

1.6 The dividend payment shall be paid by transferring to shareholders' bank account for their convenience to receive dividend on time (in case of having dividend payment) and prevent problems on check damages, loss, or delay.

2. Equitable Treatment of Shareholders

The Company has conducted to shareholders equivalently; thus the policy is defined as following:

2.1 To facilitate minor shareholders to propose a nominee for selection to the Director or additional agenda prior the Meeting

2.2 To determine the criteria clearly in advance to consider whether the agenda proposed by minor shareholders shall be added or not, including defining the procedures for minor shareholders to propose a nominee to be the Director

2.3 On the Meeting, shareholders shall consider and exercise their vote on specified agenda without any changes on significant information or adding agenda without prior notification for shareholders' approval

2.4 To facilitate shareholder who be unable to attend the Meeting by appointing a person or the Independent Directors at least 1 person attending the Meeting be their proxy and exercise their vote. The details of the Independent Directors are identified on the invitation letter

2.5 To treat all shareholders equivalently, major or minor shareholders, Thai or foreign shareholders

2.6 To encourage the exercise of vote by using ballots on every agenda for transparency and accountability, in case of any disputes after the Meeting and on the agenda of election of Directors, shareholders have opportunity to exercise their right to appoint the Director individually.

2.7 To make shareholders ensure that the directors, executives, and employees including internal persons concerned shall not use or disclose the inside significant information that they know and non-public for their own benefits, the Company has defined the guidelines for keep and prevention on using information in the written manual, and notified to all employees to comply with. Besides, the Company has strictly complied with the regulations of the Stock Exchange of Thailand by providing the directors and executives, after

appointment, be responsible to report their securities holding and changing in compliance with the regulations and procedures set by the Securities Exchange Act of B.E. 2535.

2.8 In case of related transaction, the Company has regulated the terms and condition on related transaction in the power authority approval guidelines based on the rules of the Capital Market Supervisory Board, Notification No. ๗๙ 21/2551 Re: Rules on Connected Transaction. The Company shall consider the type and value of related transaction, and disclose to the Stock Exchange of Thailand, including rigorously proposing to the Board of Directors or shareholders depending on circumstances. The Company has disclosed the details of related transactions on the annual report, which such transactions were fairly done according to market price and normal business practices (fair and at arm's length), as well as reporting the necessity and reasons on such transaction.

3. Roles of Stakeholders

The Company has realized and be aware of the rights of all stakeholders not only the internal stakeholders such as shareholders, employees, and the external stakeholders such as customers, trade partners, competitors, public sectors, and other agencies, including nearby communities concerned. With the supports of stakeholders, the Company enables to compete and create profit which is the long-term value to the Company. Besides, the Company has complied with the human rights principles by which any actions shall be considered of human dignity, freedom, and equity of human. The Board of Directors has defined the policy as follows:

3.1 The Conduct and Responsibility to Shareholders the Company has realized that shareholders are the ownership of the Company and the Company is responsible to create long-term value to shareholders by determining the guidelines for its employees to conduct as follows:

3.1.1 To perform duties with honesty and integrity, as well as, carefully making decision fairly to all shareholders and for the benefits of whole shareholders

3.1.2 To conduct its business complied with the corporate governance to ensure that the Company has good financial status and operation. The business status, operation results, financial information, accounting and other reports are presented regularly, completely, and actually.

3.1.3 To report the Company's direction in the future to shareholder equally both positive and negative based on the possibility, adequate and reasonable information.

3.1.4 Not taking benefits for oneself and others by using the internal information of the Company which not been disclosed to the public, or taking any actions causing the conflicts of interest to the organization.

3.1.5 The Company has treated all shareholders in the Meeting equally.

3.2 The Conduct and Responsibility to the Public Sectors the Company has operated its business with recognition of the importance on conducting to the law, regulations, and rules of the public sectors. In particular, the Company shall not predispose an officers to take any actions illegal and inappropriately on its transactions, but shall focus on creating good relationship on the extent appropriately and applicably such as meeting and discussion at the public places, congratulation on occasion, festival, or traditional events, etc. The guidelines are defined as below:

3.2.1 To perform properly when contacting with the officers or the public sectors

3.2.2 To be always aware that the laws, regulations, or rules of the public sectors, which properly having different conditions, procedures or practices, the Company has to acknowledge and strictly follow.

3.3 The Conduct and Responsibility to Employees the Company has recognized that all employees are the most valuable resources and the key factors to achieve its goals. Therefore, the Company has determined the policy fairly in terms of opportunity, compensation, appointment, as well as potentiality development by complying with the following:

3.3.1 To perform to the employees with respect of their prestige, dignity, and individual rights

3.3.2 To maintain the working environment be safety and healthy workplace to the life and property of employees regularly in order that employees enable to work effectively and safety. In 2014-2019, the Company has no record of employees who died or were injured from working in any way.

3.3.3 The appointment and transfer, as well as rewards and punishment, shall be conducted impartially and based on the knowledge, competence, and suitability of employees.

3.3.4 To pay more importance on development of knowledge and competence of employees frequently such as organizing training, seminar, and giving opportunity to all employees thoroughly; therefore, the Company recorded the statistics of employees' training, seminar as following:

| Total average training hours per person | Training expenses | Sample of training courses |
|--|-------------------|---|
| 3.29 ชั่วโมง | 623,404.00 | Employee Development Guide / EMPLOYEE HANDBOOK, RMS. + Workshop Manual, WI (Job and Job Description), Application Inspection Application, QC System Maanual Standards, and Condo Specs, Procurement Standards Correct selection, property registration, standardized telephone service, call forwarding, standardized work procedure, pay system, Real Marketing, initiate creativity to create systems Job / Innovation, communication skills creatively. Both internally and externally, the Systematic Problem Solving course, customer acceptance standards , Choosing a budget for opening a PR, Systematic Problem Solving course, The NEXT Real course, choosing a budget for opening a PR / budget viewing / approval, Master of One Page Summary: One paper course to understand issues, processes Carry out the contract of sales representatives, training Act, education, knowledge about the law used in advertising. And laws regarding signboard tax, land tax act issue resolution, Top Form Presentation course, Miki Pamelei, achieving PT entrepreneurship |

- 3.3.5 To determine the remunerations to employees fairly, according to the market rate, business competition, work characteristic, operation performance, and employees' competence, including welfares provided more than required by law such as setting provident fund, annual health check-up, annual trip activity, 5S activity, other promoting activities to employees, encouraging employees to participating mini-marathon running to make employees relax and spend time for mutually attending activities
- 3.3.6 Avoiding any actions inequitably violating the human rights of employees which might impact to the stability of employees' career.
- 3.3.7 Avoiding on infringing intellectual property rights, the Company has policy to carry on regarding on not violating any copyright or intellectual property. The Company has directions to conduct on such matters; for example, all employees are required to sign a memorandum of legal computer practices and intellectual property. The Company has set up the policy on using information technology policy and monitoring the use of software programs of employees to prevent any pirated use of software or not related to work.
- 3.3.8 Providing employees an opportunity to suggest or complain on working and determining the solutions for contribution of benefits to all parties and creating good relationship on working together.

3.4 The Conduct and Responsibility to Customers

The Company has engaged in the real estate development by motivating to have creative presentation, and product and services management to customers as standard and having ethical principles as follows:

- 3.4.1 To commit on supply, develop products and services to meet the customers' need
- 3.4.2 To deliver quality products and services under fairly conditions.
- 3.4.3 To provide customer accurate and sufficient information on the products and services to customers for their decision making; either advertisement or other media to promote the Company's products and services shall be reasonable and reality, not make them misunderstanding on the quality, quantity or the conditions of products and services.
- 3.4.4 To provide procedure or channels that customers being able to inform the Company on the problems or giving services inappropriately. As a result, the Company is able to prevent and promptly solve a problem to customers and take such information for further product and services improvement or development.
- 3.4.5 To keep the information and confidentiality of customers without disclosure or take benefits from such information incorrectly.

3.5 The Conduct and Responsibility to Trade Partners and Parties the Company has treated its trade partners and parties, which are partnership and factors to business success, with equality and mutually benefits. The guidelines on this conduct are as follows:

- 3.5.1 The Company has provided to procure products and services efficiently under the following principles:
 - Competition on impartial information
 - Having criteria on evaluating and selecting trade partners and parties
 - Preparing the contract as appropriate and fair to both parties

- Providing the management system and monitoring to ensure that the conditions on the contract are executed and prevent fraud in all procedures of the procurement.

- Paying to supplies and trade parties on time under the payment terms agreed.

3.5.2 The Company has focused to develop and retain sustainably relationship with trade partners and parties with objectively, clear supplying the good quality products and services valuable to the payment and being reliable mutually.

3.5.3 To prohibit the Management and all employees to receive, both directly and indirectly, any benefits individually from the trade partner and parties.

3.5.4 Not using the information receiving from the procurement for one's benefit or others.

3.6 The Conduct and Responsibility to Creditor

The Company has committed to operate its business with principles and discipline to establish reliability to the creditors. The Company has conducted with the terms of the contracts or conditions agreed as strictly. For repayment of loan, interest and guarantees, in case of non-compliance with the conditions as agreed, the Company shall notify the creditors in advance in order to jointly solve the problems.

3.7 The Conduct and Responsibility to Business Competitors

The Company has operated the business for its success sustainably and been the leader under the competition in the industry with integrity and ethics. The guidelines to conduct to the competitors are as follows:

3.7.1 To conduct under the rules of good competitions

3.7.2 Not taking confidential information of the business competitors with the methods dishonesty or improperly for the benefits of the Company

3.7.3 No accusation or discredit its competitors

3.7.4 No taking any action that violating the intellectual property rights of others or business competitors

3.8 The Conduct and Responsibility to Overall Society

The Company has realized the importance of the communities and social surroundings, as be the part of society to jointly promote the social and environment development sustainably. The Company has carried out the activities for communities and social continually, together with business operation under the responsibility to communities and social as follows:

3.8.1 To operate business by consideration of the environment significantly under the laws and regulations enforced related to the environment strictly

3.8.2 To determine the policy of the corporate social responsibility (CSR) clearly and conduct within the organization

3.8.3 To encourage the Company's employees to be aware of and responsible on the environment and social

3.8.4 To be respect to the local traditions, and culture of each communities where the Company run its business

3.8.5 To promote activities, held by the Company and cooperated with the public or private sectors, and communities, contributing to social, communities, and environment regularly, to make communities, where the Company locates, have good quality of life.

3.8.6 To participate on activities with communities surrounding the area where the Company runs its business appropriately

3.8.7 To respond promptly and effectively to any circumstances affected to the environment, communities, life, and property caused by the Company's operations, the Company shall cooperate entirely with the government officers and other related agents.

3.8.8 Besides, stakeholders can inquire for information, complain or notify any illegal clues, the accuracy of financial statements, deficient internal control systems, or unethical business through the Independent Directors or the Audit Committee. The information of complaints and clues shall be protected and confidential kept; the Independent Directors or the Audit Committee organize to verify the information and solutions solving (if have) and will report to the Board of Directors.

The Board of Directors has provided the channels for all stakeholders to contact/complain/inform any problems regarding offending the law, ethics, incorrectly financial reports, or deficiency internal system through various channels as follows:

1. The Company's website: stakeholders enable to complain or inform any illegal matters found through www.richy.co.th, on the investor relations page on the topic of information inquiries>complaint channel, then such information shall be

sent to the Chairman of the Audit Committee.

2. To contact the Chairman of Audit Committee via email: audit.committee@richy.co.th

3. To contact the Chairman of Executives Board via email: complain@richy.co.th

4. To contact the Company Secretary via email: sarantorn.s@richy.co.th

Or mailing a letter to Richy Place 2002 Public Company Limited at 667/15 Attaboon Building, 7th Floor, Charansanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok 10700, the Company Secretary shall collect problems and report to the Board of Directors to find out solutions for such complains.

Action on violations / complaints and protection of protecting person whistle blowing or complaining

- Complainer or person who cooperates in the investigation shall choose not to appear themselves if such disclosure causes insecurity or any damages. In case of appearance, the Company is able to report a progress, inform the facts, or mitigate any damages easily and rapidly.
- The Company shall not reveal name, surname, address or any information, which can be identified, of a complainer or person who cooperates in the investigation and proceed to investigate the fact.
- The recipient must keep related information confidentially and will disclose as necessary by considering on the safety and damages of the complainer or person who cooperates in the investigation, give sources of information, or persons involved.
- In case that a complainer or person who cooperates in the investigation feel unsafe or may suffer any damages, he/she is able to request the Company to determine the appropriate directions to protect him/her. Or the Company shall define the

protection policy to a complainer or person who cooperates in the investigation if it is likely to cause any troubles, damages, or insecurity.

- Those who suffer from any damages will be solved such damages through the appropriate and fairly processes.

In the past year, the Company has not received any complaints of fraud, or ethical misconduct, or any circumstances of negative reputation of the Company due to the administration of the Board of Directors. Additionally, none of the directors resign because of conducting the corporate governance of the Company incorrectly.

4. Information Disclosure and Transparency

4.1 The Company has provided the report disclosing the securities holding, both directly and indirectly, of the directors and executives. Such details as of December 31, 2019 were as follows: (Unit: Shares)

| No. | Name | Position | Number of shares held as at 31 December 2018 | Number of shares held as at 31 December 2013 | Number of shares increased / decreased | Shareholding (%) |
|-----|------------------------------------|---|--|--|--|------------------|
| 1. | Ms.Sunee Sathatinan | Chairman | 55,442,700 | 63,363,085 | 7,940,385 | 5.31 |
| | Spouse and minor children | | | - | - | - |
| 2. | Dr.Apa Ataboonwongse | Vice Chairman / Chief Executive Officer | 376,756,178 | 430,578,489 | 53,822,311 | 36.06 |
| | Spouse and minor children | | | - | - | - |
| 3. | LT. Gen. Samang Thongpan | Chairman of Audit Committee | - | - | - | - |
| | Spouse and minor children | | | - | - | - |
| 4. | ASSOC.Prof.Suthus Ratanakuakangwan | Audit Committee | - | - | - | - |
| | Spouse and minor children | | 58,535 | 58,535 | 66,897 | 8,362 |
| 5. | Mr.Somchai Pienstaporn | Audit Committee | - | - | - | - |
| | Spouse and minor children | | | - | - | - |
| 6. | Dr.Karoon Chandrangsui | Director | 11,625,941 | 13,286,789 | 1,660,848 | 1.11 |
| | Spouse and minor children | | | - | - | - |
| 7. | Mr.Somsak Attaboonwong | Director | 28,457,745 | 32,523,137 | 4,065,392 | 2.72 |
| | Spouse and minor children | | | - | - | - |
| 8. | Police Colonel Suvit Tansode | Director | - | - | - | - |
| | Spouse and minor children | | 376,756,178 | 376,756,178 | 430,578,489 | 53,822,311 |
| 9. | Mr.Verapol Attaboonwong | Director | 959,821 | 446,938 | (512,883) | 0.037 |
| | Spouse and minor children | | | - | - | - |

| | | | | | | |
|-----|----------------------------|-----------------------------------|------------|------------|-----------|--------|
| 10. | Mrs.Nonglak Wanthammapong | Director | 545,446 | 623,366 | 77,920 | 0.052 |
| | Spouse and minor children | | - | - | - | - |
| 11 | Mrs. Phawanya Krittachat | Director | - | - | - | - |
| | Spouse and minor children | | - | - | - | - |
| 12. | Mrs.Saranthorn Srisunthorn | Deputy Chief Executive Officer | - | - | - | - |
| | Spouse and minor children | | - | - | - | - |
| 13 | Miss Suttiporn Hinrit | Chief Financial Officer | 5,014 | 5,730 | 716 | 0.0004 |
| | Spouse and minor children | | - | - | - | - |
| 14 | Miss Pitchaya Tansode | President of Business Development | 29,399,623 | 33,599,568 | 4,199,945 | 2.81 |
| | Spouse and minor children | | - | - | - | - |
| 15 | Miss Prateep Nuanswat | Vice President of Support | - | - | - | - |
| | Spouse and minor children | | - | - | - | - |

4.2 The Board of Directors has policy to disclose the financial information and other information related to the business and operation results accuracy, complete, sufficient, regularly, and in time that demonstrate the financial status and the actual operation as well as the future business.

4.3 The Board of Directors is committed to comply with the laws, rules, and regulations related to the information disclosure and transparency as strictly. The information shall be provided and disclosed through the Company's website both in Thai and English, mass media releases, publication of the Stock Exchange of Thailand for shareholders and other related persons to receive the Company's information thoroughly and amend in compliance with the guidelines notified by the Stock Exchange of Thailand and the Securities and Exchange Commission.

4.4 On the Investor Relations function, the Company has not established specific section to handle but assigned Khun Saranthorn Srisunthorn, the Company Secretary, to be responsible on communicating significant information of the Company to investors, shareholders, including analysts and other interested persons, which can be contacted by phone no. 0-28861816-7.

4.5 The Company has organized the directors and high level executives to disclose the details of their conflict of interest and persons concerned which related to the conflict of interest of the Company's business management and operation, when one firstly appointed to be the director or high level executives and every time when changing the information of the conflict of interest, including the annual report at the year ended. The Company Secretary must sent such copy of report of the conflict of interest to the Chairman of Executive Board and Chairman of Audit Committee within 7 days from the date of receiving the report in compliance with the Securities Exchange Act, B.E. 2535, and to use such data for monitoring and preventing any conflicts of interest.

4.6 The Company has realized on the importance of the financial reports to present its financial status and real operation results on the fundamental accounting information of accuracy, completely and sufficient according to the accounting standard acceptable in general.

4.7 The Company shall disclose the details of each directors, the roles, and the responsibility of the Board of Directors and its sub-committee on the annual report (form 56-2) and the annual information form (form 56-1), the number of Meeting and the number of times each director attending the Meeting. In addition, the directors' and the top management's remunerations shall be disclosed on the annual report (form 56-2) and the annual information form (form 56-1).

5. Responsibility of the Board of Directors

The Board of Directors has responded to shareholders on the business operation, and conducted complied with the corporate governance according to the laws, objectives, the Company's regulations, and the resolution of the Meeting.

5.1 The Structure of the Board of Directors

5.1.1 The Board of Directors

1) Elements of the Board of Directors

The Board of Directors consists of the directors who have knowledge, competence, and experiences on business operation. They are responsible on determining the policies, vision, strategies, goal, objectives, business plans and budgets of the Company. Additionally, the Board of Directors has monitored and supervised the Executive to manage according to the specified policies as effectively and efficiently under the laws, objectives, regulations, resolutions of the Board of Directors' Meeting and shareholders' Meeting. With the responsibilities, integrity, concentration under the code of conducts, it can increase the economic value to its business and stability to shareholders. In 2016, The Board of Directors considered, reviewed, and approved the Company's vision, mission, and business strategies in order that the executives and employees have the same directions. Moreover, the Board of Directors is responsible to monitor the operation of the executives by requiring the progress report and operation results of the Company on every the meeting of the Board of Directors.

The Board of Directors consisted of at least 9 directors and being the Independent Directors not less than one of the three of the total directors. The Independent Directors are persons having qualification under the notices of the Capital Market Commission and the related notices of the Stock Exchange of Thailand. The directors, not less than one-half of the total directors, must be Thai residents.

Each director can take actions and independently use its discretion to considerably make a decision on matters which are questioned, give comments or dispute in case of disagreement on any impacts to the benefits of shareholders or stakeholders without being under the influence of others.

2) The Terms of the Board of Directors

On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired direction shall be re-elected by voting at the Annual General Shareholders' Meeting.

Except resigning by their term, the Director shall retire by

1. Death
2. Resign
3. Lack of Qualification

4. To be retired by the resolutions of the shareholders' Meeting with the votes not less than three fourth of the total shareholders attending the Meeting and having voting rights, and shares amounting not less than one-half of the number of shares held by shareholders attending the Meeting and having voting rights.

5. The court ordered resignation

3) The Qualification of the Independent Director

1. Holding shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, including shares held by related parties of an independent director

2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level Richy Place 2002 Public Company Limited subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.

3. Not being the person who has relationship by descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.

4. Has no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company which may harm an independent decision-making, including not being or never been a significant shareholder, or controlling party of any persons having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment. Such business relationship is included the items notified by the Capital Market Supervisory Board, the notification no. TorJor 28/2551 on the topic of the Application and Approval on Offering New Issued Securities.

5. Being not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not a significant shareholder, controlling party, or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment.

6. Being not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not a significant shareholder, controlling party, or partner of the aforementioned service firms, except disbanding from such manner for at least two years prior the appointment.

7. Being not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.

8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares exceeding one percent of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.

9. Being not any otherwise which unable to have an independent opinion regarding the business operation of the Company.
10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.
11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies

4) Chairman of the Board

Chairman of the Board must be knowledge, competence, experience and appropriate qualifications. Chairman of the Board shall be responsible as the leader of the Board of Directors and serve as the Chairman of the Meeting of the Board of Directors and Annual General Shareholders' Meeting. Chairman of the Board is accountable to the Board of Directors on the management in accordance with the guidelines and policies of the Board of Directors.

5) Nomination

The Company places importance on nominee who have knowledge, competence, experiences, good working records, and leadership, wide vision, including ethics, as well as positive attitude towards the organization, enabling to dedicate his time to execute the benefits to the Company's operation sufficiently. Besides, the Board of Directors considers on the adequate qualifications and in compliance with the elements and the structure of the directors to the Company's strategy. The nomination is organized transparently and reliable to shareholders.

6) The Company Secretary

The Company Secretary is appointed by the Board of Directors and responds as described in the topic of scopes, authority, duties, and responsibilities of the Company Secretary.

5.1.2 Sub-Committee

The Board of Directors has appointed some members from the Board of Directors to be the Directors of the sub-committee to respond on assigned duties particularly. Each director of sub-committee shall have its term as same as the terms of the Board of Directors and respond on duties assigned by the Board of Directors.

The Board of Directors has policies to appoint 4 sub-committees namely the Audit Committee, the Executives Committee, the Nomination and Remuneration Committee, and the Risk Management Committee.

5.2 Roles, Authorities, and Responsibilities

Reference to the corporate governance, beyond to operating its business in accordance with the laws, objectives, and the regulation of the Company including the resolutions of the shareholders' meetings, the Board of Directors has determined the roles, duties, and responsibilities of the Board of Directors. The details are described on the topic of terms, authority, duties, and responsibilities of the Board of Directors.

5.3 The Meeting of the Board of Directors

The Company has defined the Board of Directors' Meeting at least 4 times a year by arranging the date of the meeting throughout the year in advance and notified each member of the Board of Directors. In 2016, the Company held total 5 meetings of the Board of Directors. The Company has set the guidelines of the Board of Directors' meeting as follows:

- 1) The Board of Directors has scheduled the meeting at least once a quarter per year. And have additional special meetings as necessary and appropriate By informing at least 5 working days and every meeting Will determine the minimum number of quorum at the time the Board of Directors will vote in the meeting Must have at least two-thirds of the total number of directors
- 2) There are clear agenda in advance. The Chairman of the Board and the Chairman of the Executive Committee should jointly consider the matter to be included in the meeting agenda. The Board of Directors and the agenda must be clearly defined. The Company Secretary is responsible for ensuring that the directors receive meeting documents in advance of the meeting. For education And consider matters for giving opinions and voting
- 3) The Board of Directors has received sufficient, complete, continuous and timely information before every meeting. The Board of Directors can directly contact the Company Secretary directly. Company Secretary Is responsible for advising the Board of Directors on matters relating to compliance with laws and regulations
- 4) The Chairman of the Board is responsible for allocating sufficient time for the management to present documents. Information for discussion And sufficient for the committee to discuss important issues Opportunity and support for each director to express opinions before summarizing the opinions received from the meeting.
- 5) The Board of Directors has a policy that non-executive directors have the opportunity to meet among themselves as necessary to discuss issues of interest in management. With no management team And should inform the Chief Executive Officer of the meeting results
- 6) The Board of Directors encourages the Chairman of the Executive Committee to invite high-level executives to attend the Board of Directors meeting to provide information on various details. More as a direct worker And to have the opportunity to get to know high-level executives for consideration of succession plans
- 7) In considering various agenda items, directors who have an interest in the matter being considered will not have Voting rights and not being in the meeting for such agenda
- 8) Every meeting A written record of the meeting must be recorded and the minutes of the meeting that have been approved by the Board of Directors are kept for examination by the Board of Directors and related parties.

5.4 Merger or Segregation

The Company has policy on merger or segregation of the directors in other companies in compliance with the best practices prescribed, or any recommendations by the regulatory agents. To provide each director to completely execute, the Company has considered on the number of companies the director being appointed. The director who is the executives shall not be the director in the listed companies not exceeding of 3 companies and the director who be non-executive shall be the director in the listed companies not exceeding of 5 companies.

5.5 Self-Evaluation of the Directors

The Board of Directors has provided the self-evaluation every year for one time. Such evaluation form is complied with the corporate good governance of the Company and scopes of duties and responsibilities of the Board of Directors in order to assess the

performance, problems issues, or other obstacles on the previous year, including improving the performance of the Board of Directors to be efficiently. In 2016, the Company has provided 3 categories of evaluations as follows:

Type 1 Self-assessment of the Board of Directors

Type 2 Self-assessment of individual committees

Type 3 Self-evaluation of sub-committees

Evaluation Process

The Company Secretary will send both type of evaluation form to the Board of Directors to assess their annual performance. After the evaluation is complete, it will be send back to the Company Secretary to collect the evaluation results of each director and summarize such assessment of the Board of Directors, then repot to the Board of Directors accordingly.

Evaluation Criteria of the Board of Directors

- The percentage of scores results of 90 - 100, meant “excellent”
- The percentage of scores results of 70 - 89, meant “good”
- The percentage of scores results of 50 - 69, meant “moderate”
- The percentage of scores results of 0 - 49, meant “should be improved”

The Evaluation Results of the Board of Directors

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 99.32 | Excellent |
| 2 | Roles, duties, and responsibilities of the Board of Directors | 99.24 | Excellent |
| 3 | The Meetings of the Board of Directors | 99.15 | Excellent |
| 4 | Performance of the directors | 99.35 | Excellent |
| 5 | Relationship with the Management | 99.55 | Excellent |
| 6 | Self-development of the directors and development of the executives | 98.48 | Excellent |
| Overall average | | 99.69 | Excellent |

The Self-Evaluation Results of Each Director

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 99.32 | Excellent |
| 2 | The Meetings of the Board of Directors | 99.15 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 99.24 | Excellent |
| Overall average | | 99.23 | Excellent |

Besides, the Board of Directors has evaluated Chief Executive Officer (CEO) by assessing various aspects such as the leadership on strategic setting, the implementation on strategic planning and financial operating results, relationship with the Board of Directors and external, management and relationship with employees, successor, product and services knowledge, and personal characteristic. Such evaluation form is adjusted from the sample of CEO evaluation pattern of the Stock Exchange of Thailand.

Evaluation Results of CEO Performance

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|--|-----------------------|------------------|
| 1 | Leadership | 98.48 | Excellent |
| 2 | Strategic formulation | 99.24 | Excellent |
| 3 | Implementation toward strategy | 98.11 | Excellent |
| 4 | Strategic planning and financial operating performance | 100.00 | Excellent |
| 5 | Relationship with the Board of Directors | 100.00 | Excellent |
| 6 | Relationship with external parties | 100.00 | Excellent |
| 7 | Management and relationship with employees | 98.86 | Excellent |
| 8 | Successor | 93.94 | Excellent |
| 9 | Product and services knowledge | 98.86 | Excellent |
| 10 | Personal characteristic | 98.86 | Excellent |
| Overall average | | 98.64 | Excellent |

1) Sub-committee evaluation results

Assessment of the Audit Committee

Individual assessment results of the Audit Committee

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|------------------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 98.96 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 97.92 | Excellent |
| Overall average | | 98.96 | Excellent |

Evaluation of the Audit Committee of the Faculty

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|------------------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 98.96 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 99.17 | Excellent |
| Overall average | | 99.38 | Excellent |

2) Assessment of the Executive Committee

Individual assessment results of the Executive Committee

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 99.24 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 98.96 | Excellent |
| Overall average | | 99.40 | Excellent |

Evaluation of the Board of Executive Directors

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 100.00 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 99.81 | Excellent |
| Overall average | | 99.94 | Excellent |

3) Assessment of the Nomination Committee And consider compensation

Evaluation results of the Nominating Committee and consider individual compensation

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 99.24 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 99.81 | Excellent |
| Overall average | | 99.68 | Excellent |

Evaluation results of the Nominating Committee and consider the remuneration of the faculty

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 99.17 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 98.96 | Excellent |
| Overall average | | 99.38 | Excellent |

4) Assessment of the Risk Management Committee

Individual risk assessment results

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 99.17 | Excellent |
| 2 | The Meetings of the Board of Directors | 96.88 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 98.31 | Excellent |
| Overall average | | 98.12 | Excellent |

Evaluation of the Risk Management Committee

| No. | Evaluation Topic | Evaluation Result (%) | Level |
|-----------------|---|-----------------------|-----------|
| 1 | Structure and qualification of the Board of Directors | 100.00 | Excellent |
| 2 | The Meetings of the Board of Directors | 99.07 | Excellent |
| 3 | Roles, duties, and responsibilities of the Board of Directors | 100.00 | Excellent |
| Overall average | | 99.69 | Excellent |

5.6 Remuneration of the Directors

The Company's policy on remuneration of directors is appropriate depending on the Company's operation results and in compliance with the similar business/industries, including the suitability of the duties and responsibilities of each director and executive. The Company considers carefully on the remuneration payment to the executives at the appropriate level and comparably with the same business to attract and retain the qualified executives. The executives get additional remunerations appropriately to the increasing assigned duties and responsibilities. The Company has provided the remuneration as clearly and transparently and been approved by the shareholders' meeting. The remuneration paid to the directors and the executives shall be disclosed accordance with the formats defined by the Office of the Securities and Exchange Commission.

5.7 Successor Plan

The Board of Directors realizes the importance on successor, especially in senior executive position which is Chief Executive Officer (CEO), for the purposed of maintaining the confidence of investors as well as employees in order to ensure that the Company's operation has been executed in time. Therefore, the Executives Board is assigned to consider the criteria and plan of successor.

5.8 Development of Directors

The Board of Directors has policies on promoting and facilitating to organize the training and develop related directors to be knowledgeable according to the corporate governance such as the directors, the Audit Committee, the executives, etc. in order to improve the performance continually. In case of changing or appointing new directors, the Management shall provide documents and information beneficially to the performance of new directors as well as introducing its nature of business and guidelines on business operation to new directors.

In 2019, the Company promoted the directors to attend the following training/seminar:

| No. | Name | Position | Training courses / seminars in 2018 |
|-----|--------------------------------|--|--|
| 1 | Mrs. Sarunthorn Srisunthorn | Deputy Chief Executive Officer And Chief Operating Officer | - Top Form Presentation Course Miki Pamelei |
| 2 | Miss Pitchaya Tansode | Chief Business Development Officer | - THE NEXT Real version 8 (16 days) - KEY Driver 2019 heading Why Super Fans - Real Marketing - Top Form Presentation Course Miki Pamelei |
| 3 | Miss Prateep Nuansawat | Vice President of Corporate Support | - Top Form Presentation Course Miki Pamelei |
| 5 | Miss Suttiporn Hinrit | Chief Financial Officer | - Top Form Presentation Course Miki Pamelei |

5.9 Internal control

The Board of Directors arranges for the company Has an internal control system that covers all aspects Both financial And working in accordance with relevant laws, regulations and regulations And provide a check and balance mechanism that is effective enough to always protect the company's assets Arrange for the determination of the level of approval authority And the responsibility of the management and staff with checks and balances in the body Formulate written procedures Has an independent internal audit unit Acts to inspect the operation of all departments in accordance with the regulations laid down. Including assessing the efficiency and adequacy of internal controls in various departments in the company. By reporting the information directly to the Audit Committee

5.10 Conflicts of Interest

The Board of Directors has defined the policy regarding to the conflicts of interest to be the guideline for conducting as following:

- 1) Not using its authority to seek personal or closely person's benefits by either directly or indirectly actions
- 2) Immediately inform the Company if the following circumstances occurred:
 - Acceptance of being the director or advisor of other companies
 - The director and his/her family members involving or holding shares in any companies which may be beneficial effect or conflict of interest with the Company
 - Being a stakeholder either directly or indirectly on the contract signed with the Company which identifying the nature, name of the parties, and equity in the contract.
- 3) Avoiding a conflict of interest which may be incurred. If there is a conflict of interest, the director shall consider whether not to participating, giving an opinion, or abstain from voting on such agenda, or not receiving any documents on such related agenda, or resign from the director in case that such conflict is essential.
- 4) The director, who is the executive, must take great care to the conflicts of interest that may incurred during working while acting the management and the director whom shareholders are trustful.

5.11 Supervising the Use of Internal Information

The Board of Directors places great importance on the corporate governance and transparency, including the prevention on using internal information of the Company not disclosed to the public for individual benefits. The Company has defined the guidelines on using the internal information as described on the policy of supervising the use of internal information.

5.12 Annual Report

The Board of Directors is responsible to prepare the financial report and information shown on the annual report. The financial reports are prepared in accordance with the general accepted accounting principles by selecting the appropriate policies and constantly conducting, including prudent in preparation. Besides, the Company has determined to disclose sufficient information on the notes of the financial statements. The Board of Directors has assigned the Audit Committee to respond on the quality of the financial reports and give an advice to the Board of Directors.

Sub-Committee

(Audit Committee)

All members of the Audit Committee are knowledge and competence on accounting and finance, which are consisted of 3 members as follows:

| Name | Position | The Number of Attending the Meeting |
|---|--|-------------------------------------|
| 1 LT. Gen. Samang Thongpan ^{/1} | Chairman of the Audit Committee / Independent Director | 4/4 |
| 2. Mr. Somchai Pienstaporn | Audit Committee / Independent Director | 4/4 |
| 3.ASSOC.Prof.Suthus atanakuakangwan ^{/1} | Audit Committee / Independent Director | 4/4 |

Remark : /1 Being the Audit Committee who has knowledge and competence on accounting and finance as follows: 1. Lt. Gen. Samang Thongpan, graduated of Bachelor Degree of Accounting, Chulalongkorn University / Master Degree of Business Administration, National Institute of Development Administration / Financial Management (Finance Academy Ft. Benjamin Harrison, US.Army) / Resources Management (International Defense Resources Management Institute US. Navy) / National Defence College of Thailand Class 44 / Director Accreditation Program Class 20 of 2004 from Thai Institute of Directors. 2. Assoc.Prof. Suthus Ratanakuakangwan, graduated of Maitrise es Sciences Economiques (Gestion Industrielle) Universite' de Toulouse I, France / Master Degree of Economics (Industrial Management) / Director Accreditation Program Class 94 of 2012 from Thai Institute of Directors.

Roles, Duties, Authorities and Responsibilities of the Audit Committee

1) To review the Company's financial reporting to ensure that it is accurate and adequate disclosed by cooperation with the auditor and the Management responsible on preparing the financial reports both quarterly and annual. The Audit Committee may suggest the auditor to review or monitor issues necessary and significantly during auditing the Company's account;

2) To review the Company's internal control system and internal audit system as appropriate and efficiently by participating the review with the auditor and the internal control persons;

3) To consider the independence of the internal audit units as well as approval on appointment, transfer, termination of the chief of an internal audit unit or other units related to the functions of internal audit;

4) To review the Company's compliance with the law on securities and exchange, the regulations of The Stock Exchange of Thailand, and the laws relating to the Company's business;

5) To consider, select and propose to appoint a nominee to be the Company's auditor and the audit fee by consideration of the independence, accountability, adequacy of resources on auditing of the auditor, and experience of a person assigned to audit the Company's account, as well as to attend a meeting with an auditor at least once a year, with no involvement of the management;

6) To Consider the disclosure of company information In the event that a connected transaction occurs Or transactions that may have conflicts of interest to be accurate, complete, and in accordance with the laws and regulations of the Stock Exchange Including giving opinions on the necessity and reasonableness of the said transaction, taking into account the maximum benefits to the company

7) To perform any other acts as assigned by the Board of Directors, with an approval of the Audit Committee;

8) To prepare the report of activities of the Audit Committee by disclosure in the Company's annual report, which signed by the Chairman of the Audit Committed;

9) To report the performance of the Audit Committee to the Board of Directors at least once a year;

10) To have authority to review and investigate matters as necessarily, as well as opinion independently from other professional advisors when deemed necessary by the Company's cost in order to perform the duties under its responsibility accomplishedly.

The Executive Committee

The Executive Committee is consisted of 3 members as follows:

| Name | Position | The Number of Attending |
|---------------------------|--------------------------------|-------------------------|
| 1. Dr. Apa Attaboonwongse | Chief Executive Officer | 5/5 |
| 2 Ms. Sunee Sathatinan | Deputy Chief Executive Officer | 5/5 |
| 3.Mr.Somsak attaboonwong | Executive Director | 5/5 |

Roles, Duties, Authorities and Responsibilities of the Executive Committee

1) To prepare and propose the business policies, goals, business plans, business strategies and annual budget of the Company for the Board of Directors' approval;

2) To supervise and control the Company's operation to conform according to the business policies, goals, business plans, business strategies and budget that approved by the Board of Directors;

3) To determine the organization structure and authorities on management with covering the details of screening, employment, compensation, transfer, training, and termination of employees of the Company;

4) May delegate or assign either a person or many persons to take action on behalf of the Executives Committee as it deems appropriate and the Executive Committee can dismiss, change, or amend such authority;

5) To approve expenditures on the normal operations such as the procurement of assets, the investment expenditures for the Company's benefits, for example, an authority to approve the investment of fixed assets, lending or other

investments such as equities, bonds, etc., in the amount of not exceeding Baht 5 0 0 million / an authority to approve on borrowing from the financial institutes, in the amount of not exceeding Baht 500 million / an authority to approve the expenses on operations and disposal of fixed assets (per item) in the amount of Baht 10 million / an authority to approve the obligations, aval, guarantee, in the amount of not exceeding Baht 500 million, etc.;

6) To perform any other acts as assigned by the Board of Directors.

Nonetheless, the authorization on approval of the Executives Committee shall not include any transactions that the Executive Committee, or person involved conflicts of interest, have conflicts of interest or other benefits on any matters to the Company, or assign any proxy to take action on the behalf of the Executive Committee on such transaction. In addition, transactions which must be approved by shareholders are the connected transactions, and the acquisition and disposal of significant assets of the Company to be in compliance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, or laws related to the Company's business.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is consisted of 3 members as follows:

| Name | Position | The Number of Attending the Meeting |
|--------------------------------------|---|--|
| 1. LT. Gen. Samang Thongpan | Chairman of Nomination and Remuneration Committee | 1/1 |
| 2.ASSOC.Prof.Suthus Ratanakuakangwan | Nomination and Remuneration Committee | 1/1 |
| 3. Mr. Somsak Attaboongwong | Nomination and Remuneration Committee | 1/1 |

Roles, Duties, Authorities and Responsibilities of Nomination and Remuneration Committee

- 1) To consider the qualifications of the Company's Director;
- 2) To screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and propose nominee to be the director in case of vacancy to the Board of Directors or the shareholders' meeting for approval on appointment;
- 3) To consider the structure of remuneration of the directors such as compensation, bonus, meeting allowances and other benefits both in cash and others as agreed;
- 4) To perform any other activities as assigned by the Board of Directors, in particular the nomination and remuneration.

Risk Management Committee

The Risk Management Committee is consisted of 3 members as follows:

| Name | Position | The Number of Attending the Meeting |
|----------------------------|---------------------------------------|--|
| Dr. Karoon Chandrangsu | Chairman of Risk Management Committee | 1/1 |
| Mr.Suthus Ratanakuakangwan | Risk Management Committee | 1/1 |
| Mr. Suvit Tansode | Risk Management Committee | 1/1 |

Roles, Duties, Authorities and Responsibilities of Risk Management Committee

- 1) To review and present the risk management policy and the acceptable risks to the Board of Directors for approval;
- 2) To supervise on the development and the conduct under the guidelines of the risk management thoroughly organization;
- 3) To review the report of the risk management to monitor the significant risks and provide the organization to manage risks adequately and appropriately;
- 4) To present overall risks of the Company as well as the adequacy of the internal control system to manage important risks to the Board of Directors;
- 5) To advise the Company on the risk management and consider on information amendment related to the development of the risk management;
- 6) To have an authority to appoint the working group to evaluate and follow up the Company's risks;
- 7) To perform any other activities as assigned by the Board of Directors concerned to the risk.

The Nomination and Appointment of the Director and Senior Executive

The Company has determined the policy on the Board Diversity by defining the qualifications of the nomination committee, which should be diversity. A person who will be the director will be considered the skills necessary and the present directors don't have, as well as being professional, specialist, gender, etc.

The Nomination of the Directors

Reference to the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the resolution was to appointing the Nomination and Remuneration Committee to nominate and consider the structure of remuneration for the Company's directors, in particularly, by consideration of basic qualifications of the directors under the criteria defined by the related laws, as well as, other factors composed such as knowledge, competence, experiences related to the business, and others beneficial to the Company's operation, etc. to present to the Board of Directors or shareholders' meeting for approval on appointment (as the case maybe). The nomination of the directors has guidelines and procedures as follows:

1. The Company's directors must perform in compliance with the laws, objectives, and regulations of the Company as well as the resolution of the shareholders' meeting.
2. The Board of Directors is comprised of at least 5 directors, and not less than one-half of the directors must be resident in the Kingdom of Thailand. In addition, the directors must have qualifications according to the related laws defined.
3. On every the Annual General Shareholders' Meeting, the Director shall be retired by rotation at one third. In case that the number of the directors cannot be divided into three parts, then the number of the directors retired should be closely to one third. The directors, who retire on the first year and the second year after the conversion, shall ballot to be the director. For the subsequent years, the directors, who serve as the director longest, shall be retired. The retired direction shall be reelected by voting at the Annual General Shareholders' Meeting.
4. The Nomination and Remuneration Committee shall screen and nominate a nominee who has knowledge, competence appropriate to the Company's business and consider the structure of remuneration for the Company's directors to propose to shareholders' meeting for approval.
5. The shareholders' meeting shall resolve to appoint the directors by decided by a majority of votes according to the guidelines and methods as following:
 - 5.1. A shareholder has one share equal to one vote.
 - 5.2. Each shareholder carries votes as described on the item 5.1 to elect one or more to be the Director.
 - 5.3. Director election was executed through cumulating voting from highest votes respectively till the total number of directors is completely elected on such election. In case the cumulating votes are equal and the remaining number of directors is limited, the Chairman of the Meeting has the casting vote.
6. In case that the position of director is vacant with other reasons other than the retire by rotation, the Nomination and Remuneration Committee shall screen and propose nominee having qualifications and not prohibited by the Public Law to be the director instead of the vacancy on the next meeting of the Board of Directors. If the term of directors is less than 2 months, such nominee elected be the director shall take action as the director only on the remaining term of the director he replace. Such resolution is consisted of the voting not less than three fourth of the total number of remaining directors.
7. The shareholders' meeting may resolve to have either director retired before the expiration of his term with the votes of not less than three fourth of the number of shareholders attending the meeting and the number of shares not less than one-half of shares held by shareholders attending the meeting and have voting right.

The Nomination of the Audit Committee

The Audit Committee is consisted of 3 independent directors, and the term is according to the term of the director. The Company has policy on nomination of the Audit Committee/Independent Director, which have qualifications as follows:

1. Holds shares not exceeding one percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that shares held by related parties of an independent director shall be included.
2. Being or has never been an executive director, employee, staff, advisor receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholder, or controlling parties of the Company, except retiring from such manner for at least two years prior the appointment.
3. Not being the person who has relationship by descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.

4. Has no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company which may harm an independent decision-making, including not being or never been a significant shareholder, or controlling party of any persons having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment. Such business relationship is included the items notified by the Capital Market Supervisory
5. Being not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not a significant shareholder, controlling party, or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, except disbanding from such manner for at least two years prior the appointment.
6. Being not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not a significant shareholder, controlling party, or partner of the aforementioned service firms, except disbanding from such manner for at least two years prior the appointment.
7. Being not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares exceeding one percent of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.
9. Being not any characteristic which is unable to have an independent opinion regarding the business operation of the Company.
10. Being not the director assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.
11. Being not the directors of its parent company, subsidiaries, or same-level subsidiaries, especially being the listed companies
12. Not being the independent director for 9 consecutive years. Moreover, the Independent Director appointed to be the member of the Audit Committee, at least one person, must be knowledgeable and experiences on the account or finance adequately to review the reliability of the financial statements. Additionally, the Company shall consider qualification on other fields such as business experiences, specialization associated with the business, ethics, etc. The guidelines and procedures on appointment of the Audit Committee are in accordance with the guidelines and procedures of appointing the Company's director. The member of the Audit Committee retired by rotation shall be re-elected. In case that the position of the Audit Committee is vacant with other reasons other than the retire by rotation, the Board of Directors shall appoint nominee having fully qualifications to be the Audit Committee to make the number of members of the Audit Committee completely as specified by the Board of Directors. Such nominee elected to be the Audit Committee shall take actions for the remaining term of the member of the Audit Committee replaced and the Company has to notify such matter to the Stock Exchange of Thailand immediately when the Audit Committee retires or be retired before his term.

The Nomination of the Executives Committee

The Board of Directors shall appoint the Executive Committee by selecting the directors or the senior managements who enable to conduct on the matters related to normal business operations and the management, and determine the policies, business plans, budget, the management structure, including reviewing and monitoring the operating results of the Company according to the policies defined by the Board of Directors.

The Nomination of Risk Management Committee

The Board of Directors shall appoint the Risk Management Committee which is consisted of not less than 3 persons by electing the directors or the senior managements from various functions. The term of the Risk Management Committee is according to the term of the director and the Risk Management Committee must hold the meeting at least once a year. The quorum of the Risk Management Committee shall consist of not less than one-half of the members of the Audit Committee.

The Nomination of Nomination and Remuneration Committee

The Board of Directors shall appoint the Nomination and Remuneration Committee which is consisted of not less than 3 persons. The term of the Nomination and Remuneration Committee is according to the term of the director and the Nomination and Remuneration must hold the meeting at least once a year. The quorum of the Nomination and Remuneration Committee shall consist of not less than one-half of the members of the Audit Committee.

The Nomination of the Management

The Board of Directors and/or persons assigned by the Board of Directors shall consider and appoint the management from the employees having experience and competence on management in the related field.

The Corporate Governance of its Subsidiaries and Associates

As of December 31, 2019, the Company invested on one subsidiary as follow:

1. Richy Development 2016 Company Limited

Founded date: 15 December 2016

Registered capital: 31,000,000 baht

Stock Type: Ordinary shares

Number of shares: 310,000 shares

Value per share: 100 baht

Investment ratio: 99.97 percent

2. Richy Place Ekkamai Company Limited

Established date: 21 January 2019

Capital: 1,000,000 baht

Stock Type: Ordinary shares

Number of shares: 10,000 shares

Value per share: 100 baht

Investment ratio: 99.97 percent

The Supervising on the Use of Information

The Company has policies and guidelines for the directors and the executives to use internal information of the Company nondisclosed to the public for individual benefits, including selling and buying the securities as following:

- To educate the directors, as well as the managements on the responsibilities to report on the securities holdings of the directors, his/her spouse, and any minor child to the Office of the Securities and Exchange Commission and the Stock Exchange of

Thailand by virtue of Section 59 and the punishment by the virtue of Section 275 of the Securities and Exchange Act B.E. 2535 (A.D. 1992)

- The Company has defined the directors and the managements to report on the changes of the securities holdings to the Office of the Securities and Exchange Commission by virtue of Section 59 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) within 3 day of the date of such transaction and send the copy of this report to the Company at the same day delivery to the Office of the Securities and Exchange Commission.
- The Company has policy for the directors and senior executives to notify the Company Secretary regarding on trading the Company's shares at least one day prior the trading. Then, the Company secretary will report such changing on securities holding of the directors and senior executives to the Board of Directors' meeting quarterly.
- The Company has defined that the directors, the managements, and related employees who can access the internal information which is significant and affected to the changes of the stock price must suspend the trading the Company's securities prior the disclosure of the financial statements or such internal information to the public for a period of one month and should wait at least 24 hours after disclosing to the public, including not revealing the significant information to other parties.

Auditor's remuneration

The Company paid audit fees to Dharmniti Auditing Company Limited, the auditing office of the auditor for the year 2019, as well as the persons or businesses related to the auditors and the auditing office that the auditor was in during the fiscal year. In the past, the amount of 1,670,000 baht. Other compensation such as transportation expenses, overtime pay, office expenses in the amount of 106,623 baht.

The company that is the auditor office and the auditor has no relationship or any interest with the company / executive / major shareholder or related person And the auditor is independent Have qualifications that are recognized as the auditors of the company Including being an auditor approved by the Securities and Exchange Commission

10

CORPORATE SOCIAL RESPONSIBILITY



The company doesn't solely operate for profit purposes. The company wants to be a part of society to promote and encourage the society to be strong, transparent and ethical. The Company has adopted Corporate Social Responsibility (CSR) guidelines as follows:

1. Business Ethics Social Responsibility and Participants (Stakeholders)

The company aims to grow its business, together with the promotion of social responsibility. The Company takes into account the fair competition under the law and ethics. The Company has unfair competition measures against consumers. The Company has a policy to set the selling price (house or condominium) of the company from the market price survey and set the price that both buyers and sellers receive a fair return. The price is the price that the company can compete with competitors in the market and create value for the consumer at the same time. In terms of promoting social responsibility in the business, the company always attaches importance to the image and reliability of the company. The Company has a fair dealing with its partners. Real estate development requires business with contractors and the consultant to control the construction work. The Company believes that the Company's trust in the Company is a key factor in its sustainable development and growth. The company has never violated the contract until the cause of the lawsuit. The payment does not meet the contract in any way. In addition, the Company has a campaign to promote and cultivate subconscious social responsibility, such as encouraging management and employees to use products and services that are legitimate and legal.

2. Respect for laws and human rights

The Company focuses on business with transparency and anti-corruption, all forms of corruption, the company does not encourage employees to create success by dishonesty. The Company has improved its internal management to ensure that its internal business processes are monitored thoroughly and that it is difficult to commit frauds. The process of changing the attitude of employees by embracing ethical guidelines and the belief within the staff to make good conscience. In compliance with the law and not infringe on all rights.

3. Anti-corruption Corruption

The company has no policy to encourage employees to create success by fraud. There are four anti-fraud policies.

1. Creating Consciousness, Values, Attitudes to Employees in Compliance with honesty.
2. Provide effective and effective internal control system. It also has to check and counterbalance use the power to suit.
3. Directors, executives and employees are prohibited from any act claims or accept the property or any other benefits, for self or others sent in an incentive to practice.
4. Not being a director Executives and employees give or offer to provide property or other benefits to an outsider to induce that person to act or refrain from doing something illegal.

The guidelines for monitoring and assessing compliance with the guidelines for preventing corruption are set out below.

3.1 Provide an internal audit department. Monitor the internal control system, risk management and corporate governance and provide continuous feedback. The Audit Committee reviewed the quarterly audit plan approved by the Audit Committee. Report on the results of the audit and suggestion to the Audit Committee.

3.2. It is responsible for testing and assessing the risks of corruption and corruption. To effectively implement anti-corruption and corruption measures, to regularly review and improve anti-corruption and corruption measures. The evaluation results are presented to the Audit Committee and / or the Risk Management Committee. And report to the Board of Directors, respectively. Timely and consistent.

3.3 To open the complaint channel. Inside and outside the company. Inside the company has a complaint box within the organization. Outside, complaints can be made through www.rp.co.th. Or send an email to the Chairman of the Audit Committee. audit.committee.richy@rp.co.th In the investigation, the company will not disclose the complaint. And will keep the information confidential and will disclose as necessary. Taking into account the safety and damage of the complainant. If the complainant considers that he or she may be in harm or damage can request the company to provide protection measures.

3.4 If the investigation found that Inspection data Or complaint There is evidence that there are reasonable grounds to believe that there are transactions or actions that may have a material adverse effect on the financial position. And the results of the company include violations company's offense or business ethics or practices to prevent corruption or doubt in the financial report or internal control system. The Audit Committee will report to the Board of Directors to carry out the amendment within the period as the Audit Committee deems appropriate.

The company has organized training staff within the organization. Anti-Corruption Program to study, review and develop information on anti-corruption corruption of the company.

4. Engage in community and social development.

The company has seen that social and community development for sustainability is vital for social and community development. The Company is committed to continuous community and social activities, along with the business. Under the responsibility of community and society as a whole. The guidelines are as follows.

1. The Company has a clearly defined corporate social responsibility (CSR) policy and practices.

The organization provides social development in various areas at least once a year.

2. Encourage employees of the company. Consciousness and responsibility for the environment and society.

Respect the traditions and culture of each local company. Go to business

4. Carry out activities to create social, community and environment regularly. To the community where the company is located.

Better quality of life It operates independently and cooperates with public, private and community agencies.

5. Cooperate with other communities around the area where the company is operating as appropriate.

In the year 2019, the company organized CSR activities at Kindergarten, Coral, Chonburi province to conserve nature and environment, provide scholarships to employees' children who have studied well, join the Rotary International Club. Create a charity running shirt. , Donating money and computer equipment to 4 tribes schools in the wilderness at Tai National School in Chiang Tung Union of Myanmar, join the IR Network to make merit with the school at Ban Thang Khwang School in Khon Kaen Province to support education for the youth in the area to have more access to education.

5. Encourage employees of all levels to have good quality of life, volunteer spirit and cultivate a sense of responsibility for society.

Insist on a good conscience and good attitude, create a good corporate culture and do not support corrupt practices. Employees are rewarded when employees work with determination and perseverance, they are reflected in the results of the performance indicators. The Company believes that the right return is one of the key factors that can prevent and reduce corruption in the company. The organization is under the responsibility of Human Resources, It is a channel for employees to listen to their requests when they see or have any questions that may be contrary to the Code of Business Conduct, including complaints and clues. The agency will listen with fairness and impartiality to all parties. The secret of the complainant is to keep the investigation running smoothly and not to bully the complainant.

6. Engage in environmental protection.

The Company has focused on the management system. The policy is to conduct business under environmental standards that take into account the environment. Existing environmental laws and regulations (EIA) must be complied with in order to apply for building permission to the Office of Natural Resources and Environmental Policy and Planning. For condominium projects with more than 80 units or more housing projects with more than 100 rai. Guide number 500 back to the company also has to comply with anti-pollution measures that may have an impact on the environment during and after construction. The central wastewater treatment system is installed in each project. In order for the wastewater to be treated before it drains into the public, including green areas to reduce global warming due to the use of air conditioning.

The company has organized the annual environmental protection training for employees. The purpose is to establish and cultivate environmental consciousness. The executives assigned to supervise the work of the employees in accordance with the company policy.

7. Use of resources

The company also supports the use of resources. By recycling materials such as double-sided paper, turn off the air conditioner, power during work breaks or during executive leave, employees are not in the office for a long time. Walk up the stairs in a high floor. The activity, though, does not result in a clear numerical value, energy cost, or cost reduction. It helps to instill a personal habit and bring it back to use in the daily life of the family to be a good citizen of society.

11

INTERNAL CONTROL



At the Richy Place 2002 Public Company Limited's board meeting no. 1/2020, held on February 27, 2020, which has three audit committees Join the meeting too The board has considered the adequacy of the internal control system of the company. According to the assessment form for the adequacy of the internal control system of the Securities and Exchange Commission By inquiring information from the management in 5 different areas which are

- 1) Organization and environment
- 2) Risk management
- 3) Control of the management's operations
- 4) Information system and data communication
- 5) tracking system

The Board of Directors is of the opinion that The company has appropriate and suitable internal control systems. With all parts being followed effectively By adhering to generally accepted accounting standards Announcement of the Office of the Securities and Exchange Commission And regulations of the Stock Exchange of Thailand Quarterly financial statement reporting The annual financial statements of the company as they should always Including the process of preparing and disclosing information in the financial statements correctly, completely, sufficiently and in time. There is an internal control system that is sufficient, appropriate and has been adjusted to be in line with the changing situations efficiently. In order for the operations of the company to achieve its stated objectives and in accordance with relevant laws and regulations. However, no significant problems or defects were found which may cause damage to the company's operations in any way. Including the internal control system regarding transactions with major shareholders, directors, executives or those involved with such persons sufficiently. It can protect the company's assets from misuse by executives or without power. In this regard, the independent directors and the audit committee do not have different opinions from the opinions of the board of directors. In addition, the audit committee will oversee the organization. Which has more good corporate governance processes

The company has set up sufficient management and internal control systems. The management has supported the awareness of the need for internal controls. By providing good corporate governance Clearly define duties and responsibilities Including setting regulations, policies, levels of executive authority And the appropriate transaction approval level in writing Other companies Has set up an independent internal audit department to monitor and evaluate the internal control Which reports directly to the audit committee To review the operation system of various activities To be able to achieve the objectives and goals of the company as a whole In the past, there was no significant defect in the internal control system. For internal control in other topics The committee agreed that The company has sufficient internal controls as well.

In the meeting of the audit committee of the company No. 1/2020 on February 27, 2020 Dharmniti Auditing Company Limited, the auditor of the company Reported to the Audit Committee that there were no observations from the audit of the company for the year ended 31 December 2019

From the Audit Committee Meeting No. 1/2020, held on February 27, 2020, the meeting appointed Accol Consult Service Company Limited to act as the company's internal auditor to check the adequacy of the system. Internal control of the company and report the audit results directly to the audit committee of the company

For operational inspections between January 2019 - March 2019, it was found that the company has operated according to the operational manual, including procurement systems. Accounts Payable System And the payment system (including construction disbursements) correctly, completely and consistently operating And in the case of changes to the operating procedures of the above systems There has been a revision of the operating manual in writing. Including changes in operating procedures of the work system that has specified sufficient and appropriate internal control systems.

From the follow-up audit of previous issues

As for the operational inspection between April 2019 - June 2019, it was found that the operation of the salary and wage system and human resource management Procurement system found that the company has prepared the operating manual of the above system correctly, completely and consistently. And a total budget guide and project There are still some parts that improve work procedures to be more clear, which are now completed. There is a complete, accurate and consistent performance.

From the follow-up audit of previous issues There is an update to the operating manual, procurement system and procurement system. To be clear and consistent with current operations completed in writing.

As for the operational check between July 2019 - September 2019, it was found that the reservation / canceling booking / reservation documents system Contract preparation / cancellation / storage system for purchasing and selling contracts Reservation and contract payment receipt systems There is the implementation of important manual and internal control systems as specified by the company and consistently implemented. Except some parts, there is incomplete data recording which at present has improved the details of work procedures and internal controls to be more clear and in line with current operations already.

From the previous period audit, it was found that the company has improved the operating system, budget system to be more clear in both the operational procedure and the internal control that is more appropriate. Both in the process of project budgeting The process of comparing the actual transaction result with the project budget and annual budget, budget code to verify with the accounting code. And forms of various forms Used in budgeting Which at present has been completed and completed in writing

For operational inspections between October 2019 - December 2019, it was found that the company has operated in accordance with the operational manual. Including advance payment systems Petty Cash System (Head Office) Property and Custody System (Including property counting) correctly, completely and consistently operating There is an internal control system that is sufficient and appropriate and has been approved by the department's management completely.

From the previous period audit, the company has improved the operating manual of the budget system, reservation system, and the contract of purchase and sale system. Cancellation and reservation contract system And systems for accepting payments (reservations and contract payments) and debt collection Completed in writing and fully approved by the department's management

12

RELATED PARTY TRANSACTIONS



12.1 Relationship

The company has entered into transactions with persons who may have conflicts. Which the connected transaction occurred is a transaction made with shareholders And / or company executives Including transactions with related companies in which a person who may have a conflict of interest are shareholders and / or management Which can summarize the relationship characteristics as follows

| Persons who may have conflicts | Relationship |
|--|---|
| 1. Dr. Apa Atthaboonwong | <ul style="list-style-type: none"> - Being a director of the company - Being a shareholder of the Company, as of 31 December 2019, holding 36.055% of the paid-up capital |
| 2. Mr. Somsak Attaboongwong | <ul style="list-style-type: none"> - Being a director of the company - Being a shareholder of the Company as of December 31, 2019, holding 2.723% of the paid-up capital |
| 3. Miss Sunee Sathintinan | <ul style="list-style-type: none"> - Being a director of the company - Being a shareholder of the Company, as of December 31, 2019, holding 5.306% of the paid-up capital |
| 4. Assoc. Prof. Suthat Ratanagua Kangwan | <ul style="list-style-type: none"> - Being an independent director of the company |
| 5. Mr. Weerapol Attaboongwong | <ul style="list-style-type: none"> - Being a shareholder of the Company, as of December 31, 2019, 0.037% of the paid-up capital |
| 6. Miss Nonglak Wanthampong | <ul style="list-style-type: none"> - Being a director of the company - Being a shareholder of the Company, as of December 31, 2019, holds 0.052 percent of the registered capital |
| 7. Miss Satinee Athabunwong | <ul style="list-style-type: none"> - Director's relatives |
| 8. Dr. Thanyan Ratanakua Kangwan | <ul style="list-style-type: none"> - Director's relatives |
| 9. Miss Daranat Thaninan | <ul style="list-style-type: none"> - Director's relatives |
| 10. Mrs. Sarunthorn Srisoonthorn | <ul style="list-style-type: none"> - Being a company executive |
| 11. Mrs. Klang Sukhon Lue Phong Phaijit | <ul style="list-style-type: none"> - Being a company executive |

| | |
|---|---|
| <p>4. Athaboon Sinsap Company Limited is engaged in the business of rental of space</p> | <ul style="list-style-type: none"> - Dr. Apa Atthaboonwong Being a director of Attiboon Sinsap Company Limited and holding 9.720% of the paid-up capital as of 31 December 2019 - Miss Nonglak Wanathamphong is a director of Attiboon Sinsap Company Limited and holding 7.481% of the paid-up capital as of 31 December 2019 - Mr. Pitiphat Phornphromphat is a director of Attiboon Sinsap Company Limited and holding 17.970% of the paid-up capital as of 31 December 2019 - Mr. Somsak Attaboonwong is a shareholder of Attaboon Sinsap Company Limited and holding 4.880% of the paid-up capital as of 31 December 2019 - Mr. Phichai Attaboonwong is a shareholder of Atthaboon Sinsap Company Limited and holding 7.569% of the paid-up capital as of 31 December 2019 - Miss Sathinee Atthaboonwong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Miss Pichaya Tan Sod is a shareholder of Attiboon Sinsap Company Limited and holding 19.350% of the paid-up capital as of 31 December 2019 - Mr. Golf Atthaboonwong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Mr. Chutiwat Atboonwong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Mr Chirayu Atboonwong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Miss Sunisa Kusurat is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Miss Jetnipit Wanathamphong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Mr Yopon Nonthawanthamphong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Mr. Pornsit Wanthamphong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Miss Sithirat Wanthamphong is a shareholder of Attiboon Sinsap Company Limited and holding 3.472% of the paid-up capital as of 31 December 2019 - Mr. Suphanat Atthaboonwong is a shareholder of Attiboon Sinsap Company Limited and holding 0.890% of the paid-up capital as of 31 December 2019 - Mr. Natthaphat Atthaboonwong is a shareholder of Attiboon Sinsap Company Limited and holding 0.890% of the paid-up capital as of 31 December 2019 |
|---|---|

12.1 Characteristics of connected transactions

The company has entered into related transactions as a result of conducting business with persons who may have conflicts. Which can summarize the nature and value of the connected transactions Which can be categorized as follows

| No | Persons having conflicts of interest | Type of Related Transactions | The Amount of Related Transactions (MB) | | Necessity and reasonableness and the opinion of the audit committee |
|----|--------------------------------------|------------------------------|---|-----------|--|
| | | | Year 2018 | Year 2018 | |
| 1. | Ataboon Assets Company Limited | <u>Office rental</u> | 1.87 | 1.84 | <p>The company rents the office space on the 7th floor of Attaboon Building. Which has made room rental contract number 701 with an area of 541.67 square meters with lease and service agreements as follows</p> <ol style="list-style-type: none"> 1) Lease agreement No. SorChor. 001/60, Wor 1 March 2017, with a 3-year period starting from 1 March 2017 – 29 February 2020, 75,833.80 baht per month (140 baht / square meter / month). Prepaid by the 5th of every month. The price is comparable to other lessors whose rental price is. At 160 baht / square meter / month 2) Service contract No. SorBor. 001/60 Wor 1 March 2017, has a service period of 3 years beginning on 1 March 2017 - 29 February 63, 60,856.62 baht per month. Pay service fees by the 5th of Every month, the said price is comparable to other landlords with service fees. At 112.35 baht / square meter / month The company rents the office space on the 7th floor of Attaboon Building. By having a contract to rent the room area no. 705/1 with an area of 64 square meters with the lease and service agreements as follows 3) Lease agreement No. SorChor. 002/61, Wor 3 Jan 61 for a period of 3 years from 3 January 2018 -2 Feb 64, 8,960 baht per month (140 baht / square meter / month). Prepaid by the 5th of every month. The price is comparable to other landlords whose rental price is. At 160 baht / square meter / month |

| | | | | | |
|---|--|--|------|------|---|
| | | | | | <p>4) Service contract No. SorBor. 002/61, Wor 3 Jan 18, service period is 3 years, beginning on 3 Jan 18 - 29 Feb 64 7,532.80 baht per month. Pay service fees by the 5th of Every month, the said price is comparable to other landlords with service fees. At 117.70 baht / square meter / month</p> <p>The Audit Committee has considered that the said transaction is reasonable and for the benefit of the company's business operations. Since the contract conditions and prices are reasonable The company rents the office space on the 7th floor of Attaboon Building. By having a contract to rent the room area no. 705/1 with an area of 64 square meters with the lease and service agreements as follow.</p> |
| 2 | | Advances received from customers Item value | 3.26 | 3.11 | <p>Ms. Pichaya Tansode has entered into an agreement to buy and sell condominiums as of June 18, 2016 in order to purchase the units of The Rich @ Nana project as follows.</p> <ol style="list-style-type: none"> 1) Contract to buy and sell, number R2C59 / 003, room 0401B / 09, value 10,519,470 baht 2) Agreement to buy and sell, number R2C59 / 031, room 0402A / 10, worth 7,128,527 baht 3) Agreement to buy and sell, number R2C59 / 032, room 0403A / 11, worth 6,732,497 baht 4) Agreement to buy and sell, number R2C59 / 033, room 0404B / 12, worth 9,572,317 baht 5) Agreement to buy and sell, number R2C59 / 035, room 0405A / 13, worth 6,674,542 baht 6) Agreement to buy and sell, number R2C59 / 034, room 0406B / 14, worth 10,586,538 baht <p>Mr. Somsak Ataboonwongse Has entered into an agreement to buy and sell the condominium on November 02, 2018 to purchase the condominium project The Rich Rama 9 -Srinakarin Triple Station as follows</p> <ol style="list-style-type: none"> 1) Contract to buy and sell the number R5C61 / 005 Room 1020, worth 3,045,820 baht |

| | | | | | |
|----|--------------------------------|---|-------|-------|---|
| 3. | Ataboon Assets Company Limited | <u>sale income</u> <u>Item value</u> | - | 8.11 | <p>Ataboon Assets Company Limited has entered into an agreement to buy and sell condominium units. To buy Rich Park @ Triple Station project as follows:</p> <ol style="list-style-type: none"> 1) Sales and purchase agreement No. RK4 C59 / 377 Room 12/12 worth 2,045,518 baht 2) Agreement to buy and sell, number RK4 C59 / 378, Room 12/13, worth 2,022,562 baht 3) Purchase and sale agreement No. RK4 C59 / 380 Room 12/14 worth 2,022,562 baht 4) Purchase and sale agreement No. RK4 C59 / 381 Room 12/15 worth 2,022,562 baht <p>The Audit Committee has considered that Such transaction is a sale of condominium units which is a normal business of the company. Which has the price and trading conditions that are the price and general trading conditions as well as selling to general customers</p> |
| 4. | Dr. Apa Ataboonwongse | <u>Loan</u> | 90.23 | 64.98 | <p>Dr. Apa Ataboonwongse Borrowing money from Richy Place 2002 Public Company Limited with the interest rate of 6.65% per year as follows:</p> <ol style="list-style-type: none"> 1) Loan agreement No. L61-001 on 04 April 2018, amount 6,500,000 baht 2) Loan agreement No. L61-002, 31 July 2018, amount 22,680,000 baht 3) Loan agreement No. L61-003 on September 04, 2018, amount 15,693,400 baht 4) Loan agreement No. L61-004 on 29 October 2018, amount 2,000,000 baht 5) Loan agreement No. L61-005, 30 November 2018, amount 22,680,000 baht 6) Loan agreement No. L62-001, 12 June 2019, amount 16,884,000 baht 7) Loan agreement No. L62-002, date 29 August 2019, amount 3,329,565 baht 8) Loan agreement No. L62-003A on 04 September 2019 in the amount of 13,744,500 baht 9) Loan agreement No. L62-006 dated December 6, 2019 in the amount of 3,000,000 baht. |

| | | | | | |
|----|----------------------------------|-------------------------------|---|------|--|
| | | | | | <p>10) Loan agreement No. L62-007 on December 13, 2019 in the amount of 5,600,000 baht</p> <p>The Audit Committee has considered that the said transaction Reasonable and for the benefit of the business of the company</p> <p>Because there are conditions that are fair and do not cause the transfer of benefits in accordance with the measures or procedures of the inter-company transactions of the company Which has the normal interest and payment conditions</p> |
| 5. | KSC & Associates Company Limited | <u>Project management fee</u> | - | 3.17 | <p>The company hired KCS and Associates to be the supervisor and project manager as follows:</p> <ol style="list-style-type: none"> 1) Contract for management and construction control of The Rich Sathorn-Taksin Project as of 1 September 2015, contract value of 9.43 million baht, contract ending 31 May 2017 2) Contract for management and construction control of Rich Park @ Triple Station Project as of October 1, 2015, contract value of 10.22 million baht, contract ended 30 June 2018 <p>The Audit Committee has considered that The transaction is reasonable and is for the benefit of the business of the company and is in line with the market rate.</p> |

12.3 Necessity and reasonableness of connected transactions

Inter-transactions are necessary and reasonable for the transaction to maximize benefit to the Company. The Audit Committee has jointly considered the related transactions. Considering the necessity of entering into the transaction and the reasonableness of the inter-company rate. Also disclose the type and value of the connected transactions between the Company and the persons who may have conflicts under the Notification of the Securities and Exchange Commission and the Stock Exchange of Thailand

12.3 Measures or procedures for approval of inter-company transactions

At the Board of Directors' Meeting No. 4/2013 held on August 14, 2013, the Board of Directors approved the measures to follow the transaction in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand The disclosure of information and practices of listed companies in the connected transaction, 2003, and the Notification of the SEC and the Capital Market Supervisory Board for related matters. A person who may have a conflict of interest. The Audit Committee will give opinions on the necessity of entering into the transaction and the appropriateness of the price of the transaction. Considering the conditions. To be in line with normal business practices in the industry. And compare to the price of outsiders or market prices. And if the Audit Committee is not proficient in the consideration of potential inter-transactions. The Company will arrange independent experts to comment on such connected transactions. To use for the decision of the Board. Audit Committee Or shareholders as the case may be. The directors of the stakeholders are not entitled to vote on such transactions. In addition, the related party transactions have been disclosed in the notes to the financial statements of the Company.

12.4 Policy and Trend of Future Connected Transactions

For the future trend of the transaction. The Company has a policy to make inter-company transactions. These can be classified by type of transaction as follows:

1. Guaranteed financial institution loan

The Company expects that after the company is listed on the SET. The Company will negotiate with financial institutions to release the guarantee obligations of the directors. And the shareholders of the company. However, the approval or not. It depends on the consideration of the financial institution.

2. Sales of condominium units with related persons

Trends in sales of condominiums between persons related to the company. If the nature of the transaction occurs again in the future, the Company will comply with the policy set out clearly, fairly and without causing the transfer of benefits.

3. Rental of office space with related companies

Trend of office rental transactions with related companies If the nature of the transaction occurs in the future, the Company will comply with the policy.

13

IMPORTANT FINANCIAL INFORMATION



13.1 Summary of financial status and operating results

13.1.1 Audit report

| Period | Auditor | Summary of the audit report |
|-----------|---|--|
| Year 2014 | Mr. Somkid Tiattrakul Certified Public Accountant No. 2785 Grant Thornton Company Limited | <p>The auditor has expressed opinions in the audit report. Unconditionally That the financial statements show financial status And operating results And cash flow Which is correct as it should be in essence according to generally accepted accounting principles</p> <p>However, the Company's management classified certain cost of sales as selling expenses without affecting the results of operations and earnings per share. Which the auditor approved with no further scope of audit</p> |
| Year 2015 | Mr. Jiroj Siriroj Certified Public Accountant No. 5113 Karin Audit Company Limited | <p>The auditor has expressed opinions in the audit report. Unconditionally that the statements of financial position and results of operations and cash flows are correct as they should be in essence in accordance with generally accepted accounting principles</p> <p>Other matters Statement of financial position of the company as of December 31, 2015 Statement of comprehensive income For the year ended 31 December 2015 and statements of changes in shareholders' equity And the cash flow statements for the year ended December 31, 2015 which are shown as comparative information, audited by other auditors Which has an unqualified opinion as reported on 29 February 2016</p> |
| Year 2016 | Miss Kannika Wiphanurat Certified Public Accountant No. 7305 Karin Audit Company Limited | <p>The auditor has expressed opinions in the audit report. Unconditionally that the statements of financial position and results of operations and cash flows are correct as they should be in essence in accordance with generally accepted accounting principles</p> <p>Other matters Statement of financial position of the company as of December 31, 2016 Statement of comprehensive income For the year ended 31 December 2016 and statements of changes in shareholders' equity And the cash flow statements for the year ended 31 December 2016 which are shown as comparative information, audited by other auditors Which provides unqualified opinions as per the report dated 28 February 2017</p> |

| Period | Auditor | Summary of the audit report |
|-----------|---|---|
| Year 2018 | Miss Wannisa Ngambuathong Certified Public Accountant No. 6838 Dharmaniti Auditing Company Limited | The auditor has expressed opinions in the audit report. Unconditionally that the statements of financial position and results of operations and cash flows are correct as they should be in essence in accordance with generally accepted accounting principles Other matters Statement of financial position of the company as at December 31, 2018 Statement of comprehensive income For the year ended 31 December 2018 and statements of changes in shareholders' equity And the cash flow statements for the year ended December 31, 2018 shown as comparative information, audited by other auditors Which gives an unqualified opinion according to the report dated 26 February 2019 |
| Year 2018 | Miss Wannisa Ngambuathong Certified Public Accountant No. 6838 Dharmaniti Auditing Company Limited | The auditor has expressed opinions in the audit report. Unconditionally that the statements of financial position and results of operations and cash flows are correct as they should be in essence in accordance with generally accepted accounting principles Other matters Statement of financial position of the company as at December 31, 2018 Statement of comprehensive income For the year ended 31 December 2018 and statements of changes in shareholders' equity And the cash flow statements for the year ended December 31, 2018 shown as comparative information, audited by other auditors Which gives an unqualified opinion according to the report dated 26 February 2019 |

13.1.2 Summary of financial statements of the company

Richy Place 2002 Public Company Limited

Statements of financial position

As of the year ended 31 December 2017 - 2019

(หน่วย : ล้านบาท)

| | 31 December 2017 (investigate) | | 31 December 2018 (investigate) | | 31 December 2019 (investigate) | |
|---|-----------------------------------|---------------|-----------------------------------|---------------|-----------------------------------|--------------|
| | amount | percent | amount | amount | percent | amount |
| Asset | | | | | | |
| Current assets | | | | | | |
| Cash and cash equivalents | 84.87 | 1.40 | 23.98 | 0.48 | 24.75 | 0.38 |
| Trade and other receivables | 274.36 | 4.52 | 432.44 | 8.44 | 396.81 | 6.09 |
| Short-term loans to related parties | - | - | 64.98 | 1.27 | 90.23 | 1.38 |
| Project development costs Real Estate - Net | 5,613.96 | 92.61 | 4,543.88 | 88.75 | 5,914.08 | 90.68 |
| Total current assets | 5,973.19 | 98.53 | 5,065.28 | 98.94 | 6,425.87 | 98.53 |
| Non-current assets | | | | | | |
| Investment property | 8.77 | 0.15 | - | - | - | - |
| Property, plant, equipment - net | 37.16 | 0.61 | 21.61 | 0.42 | 13.29 | 0.20 |
| Intangible assets, net | 0.71 | 0.01 | 0.36 | 0.01 | 0.61 | 0.01 |
| Deferred income tax assets | 36.60 | 0.60 | 26.26 | 0.51 | 22.63 | 0.35 |
| Other non-current assets | 6.10 | 0.10 | 5.95 | 0.12 | 59.64 | 0.91 |
| Total non-current assets | 89.34 | 1.47 | 54.18 | 1.06 | 96.17 | 1.47 |
| Total assets | 6,062.53 | 100.00 | 5,119.46 | 100.00 | 6,522.04 | 100 |
| Liabilities and shareholders' equity | | | | | | |
| Current liabilities | | | | | | |
| Bank overdrafts | 6.78 | 0.11 | 12.42 | 0.24 | 45.84 | 0.70 |
| Accounts Payable | 723.43 | 11.93 | 175.93 | 3.44 | 238.89 | 3.66 |
| Finance lease liabilities due within one year | - | - | 0.49 | 0.01 | 0.52 | 0.01 |
| Long-term debt due within one year | 2,432.49 | 40.13 | 1,968.75 | 38.46 | 1,909.12 | 29.27 |
| Short-term loans from related parties | - | - | - | - | 14.00 | 0.21 |
| Advance received from customers | - | - | 444.33 | 8.68 | 449.64 | 6.89 |
| Income tax payable | 25.13 | 0.41 | 29.37 | 0.57 | 0.60 | 0.01 |
| | 49.11 | 0.81 | 72.44 | 1.41 | 56.79 | 0.88 |
| Other current liabilities | 3,236.94 | 53.39 | 2,703.73 | 52.81 | 2,715.40 | 41.63 |
| Total current liabilities | | | | | | |
| Non-current liabilities | - | - | 1.78 | 0.03 | 1.25 | 0.02 |
| Finance lease liabilities | 955.14 | 15.76 | 99.65 | 1.95 | 1,368.57 | 20.98 |
| Long-term loans | 2.98 | 0.05 | 3.14 | 0.06 | 5.50 | 0.08 |
| | - | - | 1.15 | 0.02 | 1.27 | 0.03 |
| Employee benefit obligations | 958.12 | 15.81 | 105.75 | 2.06 | 1,376.59 | 21.11 |
| Provision for public utility maintenance liabilities | 4,195.06 | 69.20 | 2,809.45 | 54.88 | 4,091.99 | 62.74 |
| Total non-current liabilities | | | | | | |

| | 31 December 2017 (investigate) | | 31 December 2018 (investigate) | | 31 December 2019 (investigate) | |
|--------------------------------|-----------------------------------|---------------|-----------------------------------|---------------|-----------------------------------|---------------|
| | amount | percent | amount | amount | percent | amount |
| Total liabilities | | | | | | |
| Shareholders' equity | 1,289.36 | 21.27 | 1,381.46 | 26.98 | 1,578.81 | 24.21 |
| Share capital | 975.20 | 16.09 | 1,044.86 | 20.42 | 1,194.22 | 18.31 |
| Registered capital | 538.40 | 8.88 | 538.40 | 10.52 | 538.45 | 8.26 |
| Issued and paid-up capital | | | | | | |
| Share premium | 46.61 | 0.77 | 69.44 | 1.36 | 75.48 | 1.15 |
| Retained earnings | 307.27 | 5.08 | 657.31 | 12.84 | 621.90 | 9.54 |
| Appropriated for legal reserve | 1867.48 | 30.80 | 2,310.01 | 45.12 | 2,430.05 | 37.26 |
| Unallocated | 6,062.54 | 100.00 | 5,119.46 | 100.00 | 6,522.04 | 100.00 |

Richy Place 2002 Public Company Limited

Profit and Loss Statement

For the year ended 31 December 2017 - 2019

(หน่วย : ล้านบาท)

| | For the year ended | | For the year ended | | For the year ended | |
|---|--------------------|---------|--------------------|---------|--------------------|---------|
| | 31 December 2016 | | 31 December 2017 | | 31 December 2018 | |
| | (investigate) | | (investigate) | | (investigate) | |
| | amount | percent | amount | amount | percent | amount |
| Sales revenue | 1,314.41 | 99.04 | 2,680.99 | 99.04 | 1,193.64 | 97.73 |
| Cost of sales of real estate | (871.00) | (65.63) | (1,773.79) | (65.52) | (753.38) | (61.68) |
| Gross profit | 443.40 | 33.41 | 907.19 | 33.51 | 440.26 | 36.05 |
| Other income | 12.72 | 0.96 | 27.65 | 1.02 | 31.63 | 2.59 |
| Total income | 1,327.13 | 100.00 | 2,706.90 | 100.00 | 1,221.36 | 100.00 |
| Selling expenses | (200.41) | (15.10) | (268.73) | (9.93) | (202.05) | (16.54) |
| Administrative expenses | (51.79) | (3.90) | (88.77) | (3.28) | (68.93) | (5.64) |
| Finance costs | (39.09) | (2.95) | (13.40) | (0.50) | (13.89) | (1.14) |
| Profit before income tax | 164.84 | 12.42 | 563.94 | 20.83 | 187.01 | 15.31 |
| income tax | (31.92) | (2.41) | 112.92 | 4.17 | 39.63 | 3.24 |
| Net profit (loss) | 132.92 | 10.02 | 451.02 | 16.66 | 147.37 | 12.07 |
| Actuarial gains from | - | - | - | - | (1.23) | (0.10) |
| Total comprehensive income for the year | 132.92 | 10.02 | 451.02 | 16.66 | 146.14 | 11.97 |

Richy Place 2002 Public Company Limited

Cash Flow Statement

For the year ended 31 December 2017 - 2019

| | At the end of the year | | |
|--|------------------------|------------------------|------------------------|
| | At the end of the year | At the end of the year | At the end of the year |
| | 31 December 2017 | 31 December 2018 | 31 December 2019 |
| Cash flows from operating activities | | | |
| Profit before income tax | 164.83 | 563.94 | 187.01 |
| Adjustments to reconcile profits before income tax into cash received (paid) from operating activities | | | |
| Depreciation and amortization | 14.52 | 12.91 | 10.96 |
| Gain from disposal of temporary investment | - | 0.32 | - |
| (Gain) loss from write-off of net assets and liabilities | - | 0.10 | (7.59) |
| Provision for public utility maintenance liabilities | - | 1.15 | 0.11 |
| Employee benefit expenses | (0.88) | 0.17 | 0.80 |
| Interest income | (0.52) | (1.43) | (4.51) |
| Finance costs | 39.09 | 13.40 | 13.89 |
| Profit from operations before changes in operating assets and liabilities | 217.92 | 590.41 | 198.46 |
| Changes in operating assets and liabilities | | | |
| Real estate project development costs | (291.49) | 1,234.91 | (1,017.94) |
| Trade and other current account receivables (increase) decreased | 55.59 | (161.55) | (172.57) |
| Trade and other current payables increase (decrease) | 213.32 | (54.05) | 70.81 |
| Income received in advance | - | (35.67) | 5.30 |
| Other current assets | (20.04) | 23.33 | (15.64) |
| Other non-current assets | (0.07) | (0.10) | (0.53) |
| Cash provided by (used in) operations | 175.55 | 1,597.28 | (932.13) |
| Pay income tax | (27.33) | (98.34) | (67.58) |
| Net cash provided by (used in) operations | 147.33 | 1,498.93 | (999.72) |

Richy Place 2002 Public Company Limited

Cash Flow Statement (Continued)

For the year ended 31 December 2017 – 2019

(หน่วย : ล้านบาท)

| | At the end of the year | | |
|--|------------------------|------------------------|------------------------|
| | At the end of the year | At the end of the year | At the end of the year |
| | 31 December 2017 | 31 December 2017 | 31 December 2017 |
| Cash flows from investing activities | | | |
| Bank deposits with restrictions on use | (0.09) | 0.26 | (53.15) |
| Cash received and paid for payment of shares in subsidiary companies | - | 0.00 | - |
| Cash payment for purchase of land Building and equipment | (9.82) | (2.91) | (2.40) |
| Cash payment for purchase of intangible assets | (0.22) | (0.12) | (0.48) |
| Cash payment for purchase of temporary investments | - | (193.20) | (929.00) |
| Proceeds from sales of temporary investments | - | 193.36 | 931.22 |
| Cash paid for short-term loans to related parties | - | (69.55) | (44.55) |
| Cash received from short-term loans to related parties | - | 5.94 | 21.21 |
| Buy investment property | (2.14) | - | - |
| Cash received and interest received | 0.48 | 0.95 | 2.59 |
| Net cash provided (used in) from investing activities | (11.80) | (66.11) | (74.56) |
| Cash flows from financing activities | | | |
| Cash paid for interest | (195.10) | (163.86) | (169.91) |
| Bank overdrafts from financial institutions | (614.61) | 5.62 | 3.41 |
| Proceeds from issuance of bill of exchange | - | - | 160.00 |
| Cash payment for bill of exchange | - | - | (130.00) |
| Finance lease liabilities (decrease) | - | (0.52) | (0.62) |
| Short-term loans from related parties | (10.00) | - | 14.00 |
| Cash received from the issuance of debentures | 862.30 | - | 1,379.70 |
| Cash payment for debentures | (540.00) | (500.00) | (862.30) |
| Cash received from loans from financial institutions | 1,232.07 | 668.23 | 1,192.76 |
| Cash paid for loans from financial institutions | (1,018.07) | (1,494.70) | (485.88) |
| Receive cash. Capital increase | 219.18 | - | 0.16 |
| Dividend payment | (4.98) | (8.48) | (26.26) |
| Net cash provided (used in) from financing activities | (69.22) | (1,493.71) | (1,075.04) |
| Net increase (decrease) in cash and cash equivalents | 66.30 | (60.88) | 0.76 |
| Cash and cash equivalents at the beginning of the year | 18.56 | 84.86 | 23.98 |
| Cash and cash equivalents at the end of the year | 84.86 | 23.98 | 24.74 |

Important financial ratios

For the year ended 31 December 2017 - 2019

| รายการ | หน่วย | สำหรับปีสิ้นสุดวันที่ | | |
|---|-------|-----------------------|-----------------|-----------------|
| | | 31 ธันวาคม 2560 | 31 ธันวาคม 2561 | 31 ธันวาคม 2562 |
| Liquidity ratio | | | | |
| Current ratio | เท่า | 1.85 | 1.87 | 2.37 |
| Quick ratio | เท่า | 0.03 | 0.17 | 0.16 |
| Cash flow ratio | เท่า | 0.05 | 0.55 | (0.37) |
| Turnover ratio | เท่า | N/A | N/A | N/A |
| Average collection period | วัน | N/A | N/A | N/A |
| Inventory turnover rate | เท่า | 0.17 | 0.35 | 0.14 |
| Average product sales period | วัน | 2196 | 1046 | 2547 |
| Payable turnover ratio | เท่า | 1.85 | 3.94 | 3.61 |
| Repayment period | วัน | 197 | 93 | 101 |
| Cash cycle | วัน | 1998 | 954 | 2446 |
| Ratio showing profitability (Profitability Ratio) | | | | |
| Gross margin | % | 33.73 | 33.86 | 37.01 |
| Operating profit margin | % | 14.55 | 20.52 | 14.23 |
| Net profit margin | % | 10.02 | 16.66 | 12.07 |
| Return on equity | % | 7.85 | 21.59 | 6.22 |
| The ratio of efficiency in operation (Efficiency Ratio) | | | | |
| Return on assets | % | 3.51 | 10.33 | 3.45 |
| Return on fixed assets | % | 91.55 | 804.50 | 267.25 |
| Asset turnover | เท่า | 0.23 | 0.48 | 0.20 |
| Financial Policy Ratio | | | | |
| Debt to equity ratio | เท่า | 2.25 | 1.22 | 1.68 |
| Interest coverage ratio | เท่า | 5.22 | 3.60 | 1.25 |
| Obligation capability ratio | เท่า | 0.09 | 0.30 | 0.11 |
| Dividend payout ratio | % | 53.84 | 6.38 | 5.82 |
| Stock Information | | | | |
| Book value per share | บาท | 1.91 | 2.21 | 2.03 |
| Earnings per share | บาท | 0.14 | 0.43 | 0.12 |
| Data calculated by Fully Diluted Method | | | | |
| Book value per share | บาท | 1.45 | 1.70 | 1.80 |
| Earnings per share | บาท | 0.10 | 0.33 | 0.11 |

14

ANALYSIS AND EXPLANATION OF MANAGEMENT



Overview of past performance

Richy Place 2002 Public Company Limited (the Company) operates a residential property development business. By focusing on project development in areas with potential and location near the community Especially condominiums along the BTS line and the community area All of the company's main income is revenue from sales. Land and house Residential condominium Both horizontal and vertical (Condominium) In the past, the Company has completed 5 development projects, consisting of 1) Le Rich-Satupradit Project.2) Rich Park Project - Bang Hid 3) Rich Park - Tao Poon Project 4) Rich Park - Chaophraya Project 5) The Rich Sathorn-Taksin Project In addition, there are 7 projects under construction which are 1) Rich Park - Triple Station 2) The Rich-Nana Project. 3) The Rich Project Beach Home - Sukhumvit 4) The Rich Ville - Ratchaphruek Project 5) The Eight Collection Project 6) The Rich Avenue Project 7) Rich Park-Terminal Project

Since 2011, the Company recognizes revenue from sales of properties when the ownership has been transferred to the buyer after receiving full payment from the buyer and will record the cost of real estate sales when the ownership has been transferred to the buyer. For real estate projects that are under construction Construction costs, including other related expenses The company will record in assets in the list of real estate development costs for sale. Until when the construction project is completed and ownership has been transferred the company will therefore recognize revenue as mentioned above.

Analysis of company performance – revenue

The Company's income consists of revenue from sales of real estate, interest income and other income. With income from real estate sales as the main income Different types of income can be classified as follows:

Table 14.1 Revenue structure

| | Financial statements reviewed ended 31 December | | | | | |
|--------------------------------|---|---------------|-----------------------|---------------|-----------------------|---------------|
| | 2017 (investigate) | | 2018 (investigate) | | 2019 (investigate) | |
| | (Million baht) | Percentage | (Million baht) | Percentage | (Million baht) | Percentage |
| Revenue from real estate sales | 1,314.41 | 99.04 | 2,680.99 | 98.98 | 1,193.65 | 97.42 |
| Other income | 12.72 | 0.96 | 27.65 | 1.02 | 31.64 | 2.58 |
| Total income | 1,327.13 | 100.00 | 2,708.64 | 100.00 | 1,225.29 | 100.00 |

Revenue from real estate sales

Revenue from the sale of real estate of the Company in the year 2017 - 2019 is equal to 1,314.41 million baht, 2,680.99 million baht and 1,193.65 million baht or 99.04 percent , 98.98 percent and 97.42 percent of total revenue respectively.

In 2018 , the Company had revenue from real estate sales of 2,680.99 million baht ,increase from 2017 equal to 1,366.58 or 103.97% , which is the result of the Rich Park @ Triple Station project. Completed, transferred ownership and can be recognized in 2018

In 2019 , the Company had revenue from real estate sales of 1,193.65 million baht , Decrease from year 2018 equal to 1,487.34 or 55.48 %,As a result of the company does not have newly built condominiums, resulting in reduced revenue from project sales.

Table 14.2 Revenue from real estate sales classified by project

| | Financial Statements | | | | | |
|---|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | Year 2017 | | Year 2018 | | Year 2019 | |
| | value (Million baht) | proportion (percent) | value (Million baht) | proportion (percent) | value (Million baht) | proportion (percent) |
| Revenue from real estate sales | | | | | | |
| Residential condominium | | | | | | |
| - Le Rich Rama 3 | 125.74 | 9.47 | 30.10 | 1.11 | - | - |
| - The Rich Sathorn-Taksin | 751.27 | 56.61 | 230.31 | 8.51 | 105.49 | 8.60 |
| - Rich Park @ Bang Son Station | 33.42 | 2.52 | - | - | - | - |
| - Rich Park @Taopoon Interchange | 45.84 | 3.45 | 150.94 | 5.57 | 107.08 | 8.74 |
| - Rich Park @ Chaophraya | 300.29 | 22.63 | 348.00 | 12.85 | 27.61 | 2.25 |
| - Rich Park @ Triple Station | - | - | 1,904.45 | 70.31 | 627.05 | 51.18 |
| - The 8 Collection | - | - | - | - | 56.47 | 4.61 |
| - Rich Park Terminal @ Laksi | - | - | - | - | 212.80 | 17.37 |
| Townhome | | | | | | |
| - The Rich Ville Ratchaphruek | 22.70 | 1.71 | 11.19 | 0.41 | 30.99 | 2.53 |
| - The Rich Biz Home Sukhumvit 105 | 35.15 | 2.65 | 6.00 | 0.22 | 26.16 | 2.14 |
| Total revenue from real estate sales | 1,314.41 | 99.04 | 2,680.99 | 98.98 | 1,193.65 | 97.42 |
| Other income | 12.72 | 0.96 | 27.65 | 1.02 | 31.64 | 2.58 |
| Total income | 1,327.13 | 100.00 | 2,708.64 | 100.00 | 1,225.29 | 100.00 |

Note: Other income is revenue from breach of contract, change of transfer agreement. Rental income and others

Other income

Other income consists of income from water-fire meter installation. Income from breach of contract Changing the transfer agreement Rental income and others, which the income from the breach of contract is the booking of money, contract and down payment that the customer has already paid and recognized as income due to the breach of contract later or the customer does not comply with the contract until the cause. Contract termination Or when the customer does not accept the transfer of ownership within the specified period and there is no dispute from the customer in 2017 - 2019, the company has other income equal to 12. million baht, 27.65 million baht and 31.64 million baht or 0.96% , 1.02 % and 2.58 % of total revenue respectively

Year 2019, the company had other income of 31.64 million baht ,increased from 2018, equal to 3.99 million baht or 14.43 %,as a result of increased revenue from breach of contract

Table 14.3 Other income

| No. | Detail | 2017 | | 2018 | | 2019 | |
|--------------|--|--------------|---------------|--------------|---------------|--------------|---------------|
| | | MB. | Percentage | MB. | Percentage | MB. | Percentage |
| 1 | Revenue from installation of water-fire meter | 0.58 | 4.56 | 1.26 | 4.55 | 0.43 | 1.36 |
| 2 | Income from contract change | 0.66 | 5.19 | 1.70 | 6.15 | 0.34 | 1.07 |
| 3 | Income from breach of contract | 6.25 | 49.13 | 9.61 | 34.74 | 10.59 | 33.48 |
| 4 | The difference between the suite (rental room) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 5 | interest | 0.53 | 4.17 | 1.43 | 5.17 | 4.51 | 14.26 |
| 6 | other | 4.70 | 36.95 | 13.66 | 49.39 | 15.76 | 49.83 |
| total | | 12.72 | 100.00 | 27.66 | 100.00 | 31.63 | 100.00 |

Total income

The company had total revenue in 2017 - 2019, equal to 1,327.13 million baht, 2,706.92 million baht and 1,221.37 million baht respectively.

In 2017, the company has total revenue increased from year 2016 equal to 758.89 million baht or representing an increase rate of 133.55% as a result of the increase in revenue from real estate sales of 761.23 million baht or increased to be 137.61% compared to the previous year

In 2018, the total revenue increased from 2017, equal to 1,381.51 million baht or 104.10% increase, resulting from the increase in revenue from real estate sales of 1,366.58 million baht or increased to 103.97% compared to the previous year

In 2019 The company has decrease total revenue from year 2018 equal to 1,483.35 million baht Or representing a rate of decline 54.76 % As a result of the decrease of revenue from real estate sales 1,487.35 million baht Or decrease 55.48% compared to last year

Cost of real estate sales

Cost of real estate sales is Real estate development costs during project development, which are recognized as costs in the income statement when income from real estate sales are recognized, comprising costs of sales, salaries and welfare, construction costs, utilities and others.

In 2016 - 2018, the company had cost of real estate sales of 871.00 million baht, 1,773.79 million baht and 753.39 million baht respectively. Accounted for 66.27%, 66.16% and 63.12% of the cost of real estate sales, respectively, due to the cost of Rich Park @ Triple Station project and Rich Park Terminal project. Which transferred the ownership in the year 2018, as well as the cost of construction materials and the artisans' labor costs also increased

Year 2017, the company has increased the cost of real estate sales from 2016, equal to 511.96 million baht, or 142.59 percent, which is a result of the cost of The Rich Sathorn-Taksin project, which transferred ownership in 2017, as well as construction material costs. And the artisans' labor costs also increased

Year 2018, the company has increased the cost of real estate sales from 2017, equal to 902.79 million baht or 103.64 percent, which is the result of the cost of Rich Park @ Triple Station project. Which transferred the ownership in the year 2018, as well as the cost of construction materials and the artisans' labor costs also increased

Year 2019, the company has decrease the cost of real estate sales from 2018, equal to 1,020.40 million baht or 57.53 percent, which is the result of the cost of Rich Park @ Triple Station project. and Rich Park Terminal project. Which transferred the ownership in the year 2019

Table 14.4 Cost of real estate sales

| Cost of real estate sales selling cost | 2560 | | 2561 | | 2562 | |
|--|--------|------------|----------|------------|--------|------------|
| | MB. | Percentage | MB. | Percentage | MB. | Percentage |
| Cost of real estate sales | 864.91 | 99.30 | 1,755.39 | 98.96 | 735.29 | 97.59 |
| Salary and welfare of the construction department | 2.64 | 0.30 | 15.22 | 0.86 | 16.01 | 2.13 |
| Utility Bills | 0.50 | 0.06 | 0.34 | 0.02 | 0.21 | 0.03 |
| other | 2.95 | 0.34 | 2.84 | 0.16 | 1.88 | 0.25 |
| Total cost of real estate sales | 871.00 | 100.00 | 1,773.79 | 100.00 | 753.39 | 100.00 |
| Percentage ratio of cost of real estate sales to sales revenue | | 66.27 | | 66.16 | | 63.12 |

Cost of sales

Selling expenses of the company consist of salaries, salesmen, commission, project management fees. Promotion expenses Specific business tax the cost of ownership transfer Common area expenses And other operating expenses Which commission Is the commission paid by the company to the sales staff and other employees in the company according to the sales of the company The commission will be paid on a quarterly basis. Project management fee is Wages for selling various projects Of the company paid to the company that sells the project And sales promotion expenses, consisting of advertising fees and activity fees for exhibiting products For common area expenses is the expenses that the company has to pay for common areas for the remaining areas that are not sold to the juristic person of the said condominium. While other operating expenses such as taxes, billboards and office expenses Supplies etc.

The selling expenses for the year 2017 - 2019 amounted to 200.41 million baht , 268.73 million baht and 202.06 million baht Calculated as the ratio of selling expenses to income from real estate sales 15.25%, 9.93% and 16.54% per each, respectively

Year 2017, the company has increased selling expenses from the year 2016 in the amount of 71.37 million baht or equivalent to an increase in percentage 55.31 the main factor comes from the company having more ownership transfer. Therefore there are various expenses incurred with specific business tax increases of 28.07 million baht, tax and trade fees increased by 9.01 million baht

Year 2018, the company has increased selling expenses from the year 2017 in the amount of 68.32 million baht or equivalent to an increase of 34.09%. The main factor is from the company having more ownership transfer. Therefore there are

various expenses incurred with specific business tax increases of 44.47 million baht, advertising costs and event organizing fees increased by 36.33 million baht

Year 2019, the company has decrease selling expenses from the year 2018 in the amount of 66.67 million baht or equivalent to an increase of 24.81% The main factor came from the company having lower ownership transfer therefore having various expenses which decreased with reduced specific business tax 57.10 million baht, Tax and trade fees decreased 14.62 million baht.

Table 14.5 Selling expenses

| Cost of sales Salary and welfare for sales staff | 2017 | | 2018 | | 2019 | |
|--|---------------|---------------|---------------|---------------|---------------|---------------|
| | MB. | Percentage | MB. | Percentage | MB. | Percentage |
| Salary and salesperson welfare | 17.49 | 8.73 | 10.34 | 3.74 | 9.73 | 4.82 |
| Sales utility fee | 1.75 | 0.87 | 1.37 | 0.49 | 1.84 | 0.91 |
| Tax and trade fees (sales) | 12.09 | 6.03 | 24.83 | 8.95 | 9.58 | 4.74 |
| Specific business tax | 46.00 | 22.96 | 90.47 | 32.61 | 40.83 | 20.21 |
| Commission | 5.56 | 2.77 | 4.75 | 1.71 | 1.80 | 0.89 |
| Sales Promotion | 6.84 | 3.41 | - | - | - | - |
| Sales management fee | 55.30 | 27.59 | 44.78 | 16.14 | 39.96 | 19.78 |
| Advertising and exhibition fees | 23.68 | 11.82 | 60.01 | 21.63 | 68 | 33.65 |
| Central and office expenses | 1.15 | 0.57 | 1.43 | 0.51 | 1.05 | 0.52 |
| Other expenses | 30.55 | 15.25 | 30.76 | 11.09 | 29.27 | 14.48 |
| Total selling expenses | 200.41 | 100.00 | 268.73 | 100.00 | 202.06 | 100.00 |
| Ratio of percentage of selling expenses to sales revenue | | 15.25 | | 10.03 | | 16.98 |

Administrative expenses

Administrative expenses of the company include employee salaries Welfare and other employee benefits Utilities, service fees and other administrative expenses

Table 14.6 Administrative expenses

| Administrative expenses salary, welfare and employee benefits | 2017 | | 2018 | | 2019 | |
|--|--------------|---------------|--------------|---------------|--------------|---------------|
| | MB. | Percentage | MB. | Percentage | Percentage | MB. |
| Salary, welfare and employee benefits | 35.96 | 69.43 | 65.41 | 73.69 | 51.80 | 75.15 |
| Utility Bills | 0.76 | 1.47 | 0.89 | 1.00 | 1.16 | 1.68 |
| Service fees such as audit fees | 2.20 | 4.25 | 2.25 | 2.53 | 2.68 | 3.89 |
| Meeting allowance | 0.84 | 1.62 | 0.81 | 0.91 | 0.88 | 1.28 |
| Other administrative expenses | 12.03 | 23.23 | 19.41 | 21.87 | 12.41 | 18 |
| Total administrative expenses | 51.79 | 100.00 | 88.77 | 100.00 | 68.93 | 100.00 |

| Administrative expenses salary, welfare and employee benefits | 2017 | | 2018 | | 2019 | |
|--|------|------------|------|------------|------------|------|
| | MB. | Percentage | MB. | Percentage | Percentage | MB. |
| Ratio of percentage of administrative expenses to sales revenue | | 3.94 | | 3.31 | | 5.79 |

In 2017 - 2019, the company had administrative expenses of 51.79 million baht, 88.77 million baht and 68.93 million baht equivalent to administrative expenses ratio of 3.94%, 3.31% and 5.79% respectively

In 2017, the company had administrative expenses increased from 2016 at 11.45 million baht, equivalent to 28.38 % due to salary. Employee benefits and benefits increased proportionately.

In 2018, the Company's administrative expenses increased from the year 2017, equal to 36.98 million baht, equivalent to 71.40 % due to salary. Employee benefits and benefits increased proportionately.

In 2019, the company had administrative expenses increased from 2018, equal to 19.84 million baht, equivalent to 22.35% due to reduced administrative expenses

Gross profit and gross profit margin

The gross profit in the year 2017 - 2019 was 443.41 million baht, 934.84 million baht, and 471.90 million baht respectively, or equivalent to the gross profit margin of 33.73%, 34.51% and 38.51% respectively. In this regard, the reduced gross profit margin Due to the reduced project development costs per unit And revenue from the transfer of ownership decreased.

Net profit and net profit margin

The company had a net profit in 2017 - 2019, equal to 132.92 million baht, 451.02 million baht, and 147.38 million baht respectively. Or as a net profit margin equal to 10.02%, 16.65% and 12.03%, compared from total revenue respectively

Year 2017, net profit is 132.92 million baht, equivalent to 10.02 percent of total revenue, with net profit increasing from 2016, which is the result of revenue recognition from The Rich Sathorn-Taksin and Rich Park projects. - Chao Phraya Is a project with a high percentage of revenue recognition within 2017, or 57.16 percent, 22.85 percent, respectively, of revenue from all real estate sales And better management of financial costs from reducing financial costs.

Year 2018, net profit is 451.02 million baht, representing 16.65% of total revenue, with net profit increasing from 2017, which is the result of revenue recognition from Rich Park @ Triple St Project Length is a project with a high percentage of revenue recognition within 2018, or 70.31% of the total revenue from real estate sales.

Year 2019, net profit is 147.38 million baht, representing 12.03% of total revenue with net profit increasing from 2018, as a result of the decreased revenue recognition.

Return on equity ratio

Year 2017 - 2019 The company has a return on equity of 7.12%, 19.53% and 6.07% respectively. For the year 2017, the return on equity of the shareholders has decreased because the company has lower profits for the year 2018, the result rate Return on equity increased as the company has increased profits for the year 2019. The return on equity increased because the company has increased profits.

Analysis of the financial position of the company

Asset

Most of the company's assets are current assets. Especially the cost of real estate development projects with an average rate of 90 percent of all assets Development costs of real estate projects comprise: 1. Land 2. Project development, both of which are high value assets or approximately 90 percent of real estate project development costs.

As of December 31, 2017 - 2019, the company has total assets of 6,062.54 million baht, 5,119.47 million baht, and 6,522.04 million baht, representing an increase of 8.84%, 15.56% and 27.40% respectively.

As of 31 December 2017, the company has total assets of 6,062.54 million baht, an increase of 492.23 million baht from the year 2016, or an increase of 8.84%, as a result of the increase in real estate development costs for sales in line with the business expansion.

As of December 31, 2018, the company had total assets of 5,119.47 million baht, a decrease from the year 2017 in the amount of 943.07 million baht or a decrease of 15.56 percent as a result of the cost of real estate development for sale decreased.

As of December 31, 2019, the company had total assets of 6,522.04 million baht, an increase from the year 1,402.57 million baht or an increase of 27.40% this was a result of the increase in the cost of real estate development for sales in accordance with the business expansion of the business.

The company does not have assets, accounts receivable because the company will recognize revenue when ownership transfer of condominium units

Real estate development costs

Cost of real estate sales that occurred before the transfer of ownership will be recorded in the real estate development costs in the statement of position of the company. And will be recognized as cost of real estate sales in the income statement when ownership is transferred to the buyer The cost of real estate development consists of land costs, construction costs, direct expenses for project development, including interest on related loans. Which will be written off as cost of sales according to the revenue ratio of each project

As of December 31, 2016 - 2018, the Company had real estate development costs equal to 5,613.96 million baht, 4,543.88 million baht and 5,914.09 million baht, equivalent to 92.60 percent, 88.76 percent and 90.68 percent of the company's total assets, respectively.

As of December 31, 2017, the company had real estate development costs of 5,613.96 million baht, an increase of 748.29 million baht from the year 2016 or an increase of 15.38% as a result of the transfer of land ownership from the seller to develop new projects, namely Rich Park @ Triple Station and The Rich Nana Project

As of December 31, 2018, the company had real estate development costs 4,543.88 million baht, a decrease of 1,070.08 million baht from the year 2017 or a decrease of 19.06 percent as a result of the recognition of the completion of construction work, namely Rich Park @ Triple Station

As of December 31, 2018, the company had real estate development costs 5,914.09 million baht, a increase of 1,370.21 million baht from the year 2017 or a decrease of 30.16 percent as a result of the table 14.7

Table 14.7 Real estate development costs separated by project

| Project | As of December 31, 2016 | | As of December 31, 2017 | | As of December 31, 2018 | |
|---|----------------------------|---------------|----------------------------|---------------|----------------------------|---------------|
| | MB. | Percentage | MB. | Percentage | MB. | Percentage |
| Le Rich Rama 3 | 21.30 | 0.38 | 2.08 | 0.04 | 1.61 | 0.03 |
| Rich Park @ Bang Son Station | - | - | - | - | - | - |
| Rich Park @Taopoon Interchange | 231.50 | 4.12 | 154.76 | 3.41 | 93.75 | 1.59 |
| Rich Park @ Chaophraya | 433.03 | 7.71 | 172.90 | 3.80 | 155.13 | 2.62 |
| Rich Park @ Triple Station | 1,954.86 | 34.82 | 652.41 | 14.36 | 279.71 | 4.73 |
| The Rich Sathorn Taksin | 777.89 | 13.86 | 649.56 | 14.30 | 587.28 | 9.93 |
| The Rich Nana | 1,132.13 | 20.17 | 1,316.50 | 28.97 | 1,586.86 | 26.83 |
| The Rich Avenue | 226.96 | 4.04 | 196.61 | 4.33 | 228.66 | 3.87 |
| The Eight Collection | 95.77 | 1.71 | 161.24 | 3.55 | 161.65 | 2.73 |
| Rich Ville Ratchaphruek | 184.78 | 3.29 | 177.43 | 3.90 | 158.45 | 2.68 |
| The Rich Biz Home Sukhumvit 105 | 188.61 | 3.36 | 239.67 | 5.27 | 222.91 | 3.77 |
| Rich Park Terminal | 366.48 | 6.53 | 483.77 | 10.65 | 802.90 | 13.58 |
| The Rich Rama 9-Srinakarin Triple Station | 0.65 | 0.01 | 331.53 | 7.30 | 530.54 | 8.97 |
| The Rich Ekamai | - | - | 5.38 | 0.12 | 809.67 | 13.69 |
| Rich Point Wutthakat | - | - | - | - | 294.92 | 4.98 |
| R7 | - | - | 0.04 | 0.00 | 0.05 | 0.00 |
| Total real estate development costs | 5,613.96 | 100.00 | 4,543.88 | 100.00 | 5,914.09 | 100.00 |

Advance payment for construction

The company has advance payment for construction to the contractor for construction. Which will pay to the constructors in each project before the construction process. As of December 31, 2017, 2018, 2019, the company paid advance payment for construction equal to 25.83 million baht, 48.23 million baht, 89.22 million baht, equivalent to 0.43%, 0.94% and 1.37% of total assets respectively

As of December 31, 2017, the company had advance payment for construction of 25.83 million baht, decreased from the year 2016 amount 99.70 million baht or equivalent to 79.42 % due to the deduction of prepaid construction payment from the drawdown of the project contract. The Rich Sathorn-Taksin And Rich Park @ Triple Station Project

As at December 31, 2018, the Company had advance payment for construction of 48.23 million baht, an increase from the year 2017, amounting to 22.40 million baht or 86.72 % due to the Rich Rama 9 - Srinakarin @ Triple St project. First, The Rich @ Nana, Rich Park Terminal @ Laksi And The 8 @ wisut kasat Construction increased in 2018

As at December 31, 2019, the Company had advance payment for construction of 89.22 million baht, an increase from the year 2018, amounting to 40.99 million baht or 84.99% due to the Rich Rama 9 - Srinakarin @ Triple St project. First, The Rich @ Nana, Rich Park Terminal @ Laksi Construction increased in 2019

Deposit for land

The company paid the deposit for the land to buy the land for the land owner to use as the land for the project's operation. As of December 31, 2019, the company paid the deposit for land amounting to 95.80 million baht or 1.47% of Total assets

As at December 31, 2017, the Company paid deposit for land for new project operation of the Company which is in the process of studying the project that will continue to develop in the amount of 40.00 million baht.

As of December 31, 2018, the company paid deposit for land for new project operation of the company which is in the process of studying the project that will continue to develop in the amount of 188.88 million baht.

As of December 31, 2018, the company paid deposit for land for new project operation of the company which is in the process of studying the project that will continue to develop in the amount of 95.80 million bah.

Equipment

Equipment including office equipment Office Furnishings Computer equipment, vehicles, etc. are shown at cost less accumulated depreciation. As at December 31, 2017, 2018 and 2019, the Company has net equipment of 37.16 million baht, 21.62 million baht and 13.28 million baht respectively.

As of December 31, 2017, the Company had net equipment equal to 37.16 million baht, decreased from the year 2016 in the amount of 3.73 million baht or equivalent to 9.12 % due to the amortization of depreciation according to the normal method

As of December 31, 2018, the Company had net equipment equal to 21.62 million baht, a decrease from the year 2017 in the amount of 15.54 million baht or 41.82 % due to the amortization of depreciation as normal

As of December 31, 2019, the Company had net equipment equal to 13.28 million baht, a decrease from the year 2018 in the amount of 8.34 million baht or 38.58% due to the amortization of depreciation as normal

Debt

Most of the company's liabilities are 1) loans from financial institutions (Both current and non-renewable) and 2) loans from other persons in some years, the company will have a ratio of current liabilities to total liabilities. Will change significantly But it does not affect the debt management of the company in any way. However, the company will manage the debt in accordance with the loan agreement. For efficiency in managing the cash flow of the business

As of December 31, 2017, 2018 and 2019, the Company had total liabilities of 4,195.06 million baht, 2,809.45 million baht and 4,091.99 million baht representing an increase rate from the year as the rate increased from 2017 by 33.03% and decreased from 2018 45.65%

As of December 31, 2017, the company had total liabilities of 4,195.06 million baht, increased from the year 2016 in the amount of 145.11 million baht or equivalent to 3.58 % because the company has more construction payable.

As of December 31, 2018, the company had total liabilities of 2,809.45 million baht, decreased from the year 2017 in the amount of 1,385.61 million baht or 33.03 % due to the reduction of loans from financial institutions.

As of December 31, 2019, the company had total liabilities of 4,091.99 million baht, increased from the year 2018 in the amount of 1,282.54 million baht or equivalent to 45.65% because the company has more construction payable.

Trade payables

The main trade creditor of the company is Creditors, contractors as of December 31, 2017, 2018 and 2019, trade accounts payable of the Company were 173.80 million baht 163.82 million baht and 246.08 million baht , representing 2.87%, 3.20% and 3.77% of total liabilities and shareholders' equity respectively.

As of December 31, 2017, the company had trade payables decreased from the year 2016 in the amount of 45.33 million baht or equivalent to 20.69 percent which decreased due to The Rich Sathorn-Taksin project completed in 2017.

As of December 31, 2018, the company had trade payables decreased from the year 2017, amount of 9.98 million baht or 5.74 percent, which is decreased due to the Rich Park @ Triple Station project. Completed in 2018.

As of December 31, 2019, the company had trade payables increased from the year 2018, amount of 82.26 million baht or 50.21% Which increased because of The Rich Rama 9 - Srinakarin @ Triple Station, The Rich @ Nana And Rich Park Terminal @ Laksi Project, constructed in 2019

Long-term loans

Long-term loans of the company are loans from financial institutions for development of the Company's projects. And debentures over the age of 1 year

Table 14.8 Long-term loans

| | As of December 31, 2017 | | As of December 31, 2018 | | As of December 31, 2019 | |
|---|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|
| | ล้านบาท | ร้อยละ | ล้านบาท | ร้อยละ | ล้านบาท | ร้อยละ |
| Long-term loans due within 1 year | - | - | - | - | - | - |
| Loans from financial institutions - net | 1,753.93 | 100.00 | 897.46 | 100.00 | 1,255.16 | 100.00 |
| Total | 1,753.93 | 100.00 | 897.46 | 100.00 | 1,255.16 | 100.00 |

As of December 31, 2017, the Company had long-term loans of 1,753.93 million bath, increased from 2016 by 34.00 million bath or increased by 1.98%, which was an increase in loans from financial institutions used for development. New projects added

As of December 31, 2018, the Company had long-term loans of 897.46 million baht, a decrease of 856.47 million baht from the year 2017 or 48.83 % increase.

As of December 31, 2019, the Company had long-term loans of 1,255.16 million bath, increased from 2018 by 357.70 million bath or increased by 39.86% it is an increase in loans from financial institutions used in the development of new projects.

Loans from related parties

Loans that the company borrowed from related parties The company is a debtor and the company has different interest payments.

As at 31 December 2017, the Company has no loans from related parties.

As at December 31, 2018, the Company has no loans from related parties.

As at December 31, 2019, The company has loans from related parties amount 14.00 million bath Interest rate 5.5%
Per year Is a loan for use in normal operations Due within 1 year from the date of the loan agreement.

Advance received from customers – individuals

The money that the company received from the buyer before the transfer date, such as booking money and contract money will be recorded as advance payments from customers And is deducted as income when the ownership is transferred to the buyer. The reserve and contract amount is 5-10 percent of the selling price which depends on the policy in each project.

As of December 31, 2017, the company had advance received from customers - general persons equal to 473.26 million baht, increased from the year 2016 in the amount of 243.86 million baht, or increased by 106.30 % Contract and pay down payment Increased from projects that have not yet been transferred Including projects The Rich-Sathorn Taksin, Rich Park @ Triple Station, The Rich @ Nana, which will begin the transfer of ownership in the year 2560, 2561,2563 respectively

As of December 31, 2018, the Company had advance receipts from customers - individuals equal to 444.34 million baht, a decrease of 28.92 million baht from the year 2017 or a decrease of 6.11 % The reason is due to the ownership transfer of Rich Park @ project. Triple Station in 2018

As of December 31, 2018, the Company had advance receipts from customers - individuals equal to 449.65 million baht, increased from the year 2016 in the amount of 5.31 million baht, or increased by 1.20% The reason came from the ownership transfer of the Rich Park Terminal @ Laksi project in 2019.

Advance received from customers - related persons

As at December 31 2017, there is no advance payment from customers - related persons.

As at December 31, 2018, there is no advance payment from customers - related persons.

As at December 31, 2019, there is no advance payment from customers - related persons.

Table 14.9 Payment details of projects that are currently implemented as of December 31, 2018

| Project | Sold value (1) | Number of rooms transferred | Value transferred (2) | | Sold value remaining (3)=(1)-(2) | | Accumulated payment (4)=(5)+(6) | | Accumulated payment (5) | | Accumulated money accumulated (6) | | Remaining amount not yet due (6) = (3)-(4) | |
|--------------------------------|----------------|-----------------------------|-----------------------|--------------------------|----------------------------------|--------------------------|---------------------------------|--------------------------|-------------------------|--------------------------|-----------------------------------|--------------------------|--|--------------------------|
| | Million baht | Unit | Million baht | Percentage of value sold | Million baht | Percentage of value sold | Million baht | Percentage of value sold | Million baht | Percentage of value sold | Million baht | Percentage of value sold | Million baht | Percentage of value sold |
| Le Rich Sathupradit | 992.03 | 421.00 | 992.03 | 100.00 | - | - | - | - | - | - | - | - | - | - |
| The Eight Collection | 87.68 | 11.00 | 56.24 | 64.14 | 31.44 | 35.86 | 27.39 | 87.12 | 1.31 | 4.17 | 26.08 | 82.95 | 4.05 | 12.88 |
| Rich Park Taopoon | 1,699.59 | 676.00 | 1,683.82 | 99.07 | 15.77 | 0.93 | 10.89 | 69.06 | 0.03 | 0.19 | 10.86 | 68.87 | 4.88 | 30.94 |
| Rich Park Chao Phraya | 1,219.22 | 534.00 | 1,214.83 | 99.64 | 4.39 | 0.36 | 3.25 | 74.03 | 0.06 | 1.37 | 3.19 | 72.66 | 1.14 | 25.97 |
| Rich Park @ Triple Station | 2,701.42 | 931.00 | 2,529.76 | 93.65 | 171.66 | 6.35 | 90.76 | 52.87 | 11.22 | 6.54 | 79.54 | 46.33 | 80.9 | 47.13 |
| Rich Park Terminal | 831.65 | 80.00 | 224.65 | 27.01 | 607 | 72.99 | 275.72 | 45.42 | 20.50 | 3.38 | 255.22 | 42.04 | 331.28 | 54.58 |
| The Rich Sathorn Taksin | 1,101.80 | 277.00 | 1,092.12 | 99.12 | 9.68 | 0.88 | 0.50 | 5.17 | 0.02 | 0.21 | 0.48 | 4.96 | 9.18 | 94.83 |
| The Rich @ Nana | 1,787.21 | - | - | - | 1,787.21 | 100.00 | 810.68 | 45.36 | 249.88 | 13.98 | 560.80 | 31.38 | 976.53 | 54.64 |
| The Rich Avenue | 169.06 | - | - | - | 169.06 | 100.00 | 161.56 | 95.56 | 30.23 | 17.88 | 131.33 | 77.68 | 7.50 | 4.44 |
| The Rich Rama 9-Srinakarin | 986.65 | - | - | - | 986.65 | 100.00 | 149.70 | 15.17 | 70.16 | 7.11 | 79.54 | 8.06 | 836.95 | 84.83 |
| The Rich Ekamai – R6 | 435.24 | - | - | - | 435.24 | 100.00 | 27.51 | 6.32 | 24.05 | 5.53 | 3.46 | 0.79 | 407.73 | 93.68 |
| Rich Point Wuthakat – RT1 | 228.05 | - | - | - | 228.05 | 100.00 | 7.32 | 3.21 | 5.87 | 2.57 | 1.45 | 0.64 | 220.73 | 96.79 |
| The Rich Biz Home Ratchapruerk | 148.65 | 43.00 | 129.80 | 87.32 | 18.85 | 12.68 | 11.93 | 63.29 | 0.16 | 1.18 | 11.77 | 62.11 | 6.92 | 36.71 |
| The Rich Biz Home Sukhumvit | 320.83 | 60.00 | 301.33 | 93.92 | 19.50 | 6.08 | 13.23 | 67.85 | 0.32 | 1.64 | 12.91 | 66.21 | 6.27 | 32.15 |
| Total | 12,709.08 | 3,033.00 | 8,224.58 | | 4,484.50 | | 1,590.44 | | 413.81 | | 1,176.63 | | 2,894.06 | |

Note: R2 , R4 , R5 , R6 and RT1 are not transferring rooms

Shareholders' Equity and Return on Equity

As of December 31, 2016, 2017 and 2018, the shareholders' equity of the Company amounted to 1,867.48 million baht, 2,310.02 million baht and 2,430.06 million baht respectively, representing 30.80%, 45.12% and 37.23% of liabilities and Total shareholders' equity, in accordance with the increase in the shareholders' equity As a result of the increase in net profit of the year and the capital increase of the company

As of December 31, 2017, the shareholders' equity increased from the year 2016 in the amount of 347.11 million baht or increased by 22.83 percent as a result of the company paying cash dividend of 0.0063 baht to shareholders on the date 25 May 2017

As of December 31, 2018, the shareholders' equity increased from the year 2017 in the amount of 442.54 million baht or increased by 23.70 percent as a result of the company paying a cash dividend of 0.0087 baht per share to the shareholders on 24 May 2018

As of December 31, 2019, the shareholders' equity increased from the year 2018 in the amount of 120.04 million baht or increased by 5.20% as a result of the company paying a cash dividend of 0.0087 baht per share to the shareholders on 24 May 2019

Liquidity analysis

(Million Baht)

| | 2560 | 2561 | 2562 |
|--|--------------|----------------|-------------|
| Cash flow from operating activities | 147.33 | 1,498.94 | (999.73) |
| Cash flow from investing activities | (11.81) | (66.11) | (74.56) |
| Cash flow from financing activities | (69.22) | (1,493.71) | 1,075.05 |
| Net cash flow increased (decreased) | 66.30 | (60.88) | 0.76 |

Cash flow from operating activities

The company had cash flow in operating activities in 2017, 2018 and 2019, equal to 147.33 million baht, 1,498.94 million baht and (999.73) million baht respectively.

In 2017, the company had cash flow from operating activities of 147.33 million baht which increased As a result of the company having sold projects without debt causing the company to receive a high amount of cash flow when compared to 2016 and 2015

In 2018, the company had a cash flow from operating activities of 1,498.94 million baht which increased As a result of the company having sold projects without debt causing the company to receive high cash flow when compared to 2017 and 2016

In 2019, the company had a cash flow from operating activities of (999.73) million baht which decrease As a result of the increase in trade and other current payables Compared to year 2018

Cash flow used in investment activities

Year 2017, the company has cash flow used in investing activities in the amount of (11.81) million baht because the company has sold temporary investments to be used to purchase equipment and invest in subsidiaries.

Year 2018, the company has cash flow used in investing activities in the amount of (66.11) million baht because the company has sold temporary investments to be used to purchase equipment and invest in subsidiaries.

Year 2019, the company has cash flow used in investing activities in the amount of (74.56) million baht As the company has sold temporary investments for use in purchasing equipment and investing in subsidiaries

Cash flow from financing activities

In 2017, the company had cash flow from financing activities of (69.22) million bath due to the issuance of 862.3 million baht debentures to develop existing projects and add new projects in 2017 and to pay off debt. Debentures due in 2017

In 2018, the company had cash flow from financing activities of (1,493.71) million bath due to the long-term loan payment (1,494.70)

In 2019, the company had cash flow from financing activities of 1,075.05 million bath since the company received money from loans from financial institutions In order to develop existing projects and add new projects in 2019

Total debt to equity ratio

In 2017, the debt to equity ratio was 2.25 times, and the company has an interest-bearing debt to equity ratio of 1.82 times due to the issuance of additional debentures in the year 2017, amounting to 862.3 million baht. Debt repayment from projects that recognize revenue in the year causing the company to have lower debt and interest burden than 2016

In 2018, the debt to equity ratio was 1.22 times and the interest bearing debt to equity ratio was 0.90 times due to the payment of income from the project that was recognized in the year. Causing the company to have lower debt and interest burden than 2017

In 2019, the debt to equity ratio was 1.68 times and the interest bearing debt to equity ratio was 1.35 times Since the company issued additional debentures in the year 2019 in the amount of 1,379.70 million baht, but there are still repayment from the project that has recognized the income in 2019

The remuneration of the auditor

In fiscal year 2017, the company paid the audit fee to the auditor of the company, Karin Audit Company Limited, in the amount of 950,000 baht. In 2018, The company has contracted with Dharmaniti Auditing Company Limited, charges 1,320,000 baht and In the year 2019, the company entered into an agreement with Dharmniti Auditing Company Limited, charged 1,670,000 baht, and in 2020, contracted with Dharmniti Auditing Company Limited, charged not more than 1,850,000 baht

Critical factors that could affect the financial position and results of operations in future.

Risk factors for operations affecting the financial position continue to affect both economic conditions. Interest rate Measures to supervise housing loans or LTV (Loan to Value) which the Bank of Thailand (BOT) issued to announce the effective date from 1 April 2019 onwards, resulting in a reduction in demand for residential homes down causing the business to slow down According to the direction of the monetary policy of the Bank of Thailand

Procurement of land projects, trends, risk factors, procurement of projects, more difficult projects, such as the BTS line, government projects, or near convenient transportation to urban people Which has a higher impact on the real estate development cost Causing a slowdown in purchasing decisions of consumers, especially the market in Greater Bangkok

As well as other factors Related, such as the rising cost of business operations such as wages Construction materials Fuel price, transportation cost may affect the delivery of the contractor's work. All affect the development of all real estate.