



ANNUAL REPORT 2018

VISION

CHEWATHAI aspires to be the preferred choice in real estate by relentlessly enhancing its products and services to transcend customers' satisfaction



MISSION

1. Nurture Life-partnerships with customers
2. Invest continuously in its human capital
3. Foster resilient bonds with business associates
4. Embrace utmost responsibility towards its community & environment

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BUILD A LIFE

Build a life with top convenience living. Located in a desirable location with an international standard of constructions completed with professional teams that are ready to welcome every Chewathai residents.







CHEWATHAI RESIDENCE SERIES

CHEWATHAI RESIDENT is a High-rise project the answer of luxury life style. The unique design focus on privacy with delicacy to choose the best thing for every detail.





NEW

CHEWATHAI
RESIDENCE
BANG PHO

 **CHEWATHAI**
RESIDENCE
ASOKE

CHEWATHAI
RESIDENCE
THONGLOR





CHEWATHAI SERIES

CHEWATHAI Brand is a High-rise project focus on convenience and comfort. Living functions are the answer of your expectations and full of desired utilities.





CHEWATHAI
RAMKHAMHAENG

CHEWATHAI
RATCHAPRAROP

THE SURAWONG
BY CHEWATHAI HUP SOON



CHEWATHAI
PHETKASEM
27

CHEWATHAI
KASET-NAWAMIN



NEW



HALLMARK SERIES

HALLMARK by Chewathai is the high standard project with the reachable price. The answer for city living for the new generations.

NEW





HALLMARK

CHAENGWATTANA

BY CHEWATHAI

HALLMARK

NGAMWONGWAN

BY CHEWATHAI

HALLMARK

CHARAN 13

BY CHEWATHAI

HALLMARK

LADPRAO-CHOKCHAI 4

BY CHEWATHAI

NEW





HOUSES & TOWNHOMES SERIES

Creating a sustainable family living with Chewa Home - the beyond quality home in charming location. Aesthetic in view and outstanding in function common area for the leisure of all residents.



NEW





NEW



NEW

C h e w a r o m
Rangsit-Don Mueang

CHEWAWAN
PINKLAO-SATHORN

CHEWA HOME
WONGWAEN - LAMLUKKA

CHEWA HOME
SUKSAWAT PRACHA U-THIT



INDUSTRIAL

CHEWATHAI has Ready Built Factories for Rent which cater to various needs and requirements. Our factories are designed to give tenants great flexibility and convenience to shorten start - up period and save start - up costs. CHEWATHAI also provides built - to - suit factories for tenants with specific technical or location requirements.





CHEWATHAI
Ready Built Factories



FINANCIAL HIGHLIGHTS

(Unit : Million Baht)

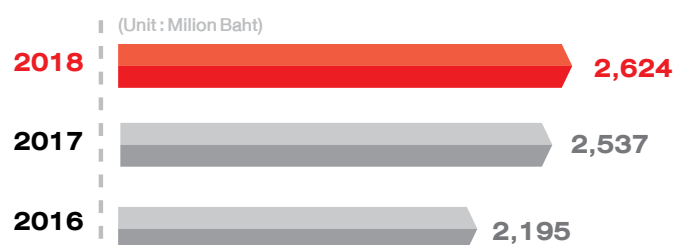
For the year ended 31 December	2018	2017	2016	2015
Financial position				
Total Assets	4,465.39	3,646.39	3,171.30	2,354.98
Total Liabilities	2,623.80	2,537.12	2,195.03	1,667.85
Total Shareholders' Equity	1,841.59	1,109.27	976.27	687.13
Operating Results				
Total Revenues	2,676.34	2,042.42	1,200.72	1,429.94
Revenue from sales of real estate	2,621.60	2,013.69	1,158.13	1,401.58
Rental and services income from factory	20.45	19.59	16.53	13.54
Gross Profit from sales of real estate	782.87	573.09	327.76	390.92
Selling & Administrative expenses	444.15	360.88	239.94	247.71
Profit for the Years	264.81	155.50	63.08	83.22
Financial Ratio				
Current Ratio (times)	6.38	1.63	1.59	1.66
Return on Assets (%)	9.37	6.77	4.42	7.29
Return on Equity (%)	17.95	14.91	7.58	15.96
Gross Profit Margin from sales of real estate (%)	29.86	28.46	28.30	27.89
Gross Profit Margin from rental (%)	40.07	44.98	34.82	20.38
Net Profit Margin (%)	9.89	7.61	5.25	5.82
Debt to Equity Ratio (Times)	1.42	2.29	2.25	2.43
Interest-Bearing Debt to Equity Ratio (Times)	1.30	1.71	1.87	2.03
Stock detail				
Basic Earnings per Share (Baht)	0.24	0.21	0.09	0.25
Book Value per Share (Baht)	1.44	1.48	1.30	1.41
Market price per Share (Baht)	1.08	1.34	1.62	-

Financial Position

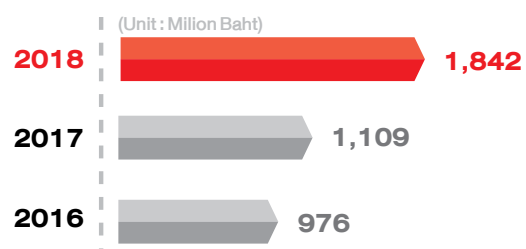
ASSETS



LIABILITIES



SHAREHOLDER'S EQUITY





MESSAGE FROM CHAIRMAN

2018 is another wonderful year when the continuous growth of Chewathai Public Company Limited has been witnessed. We manage to gain income as expected, which reflects efficiency of the Company's operation plans including internal system improvement for increasing the value of existing assets and development of new projects to generate sustainable income.

The overall Thai economy and property market in 2018 were fairly good. Products have been released and ready to move in inspite of the Bank of Thailand's announcement of down payment for home which causes a slight delay of customers' decision making, yet not significant effects were found.

The Company still strives for developing quality products and provide effective services to customers. Strategies have been adjusted by focusing on more horizontal development projects. Currently, we have 11 projects, both horizontal and condominium, being developed in Bangkok Metropolitan Regions, accounting for 12,000 million Baht and still seek for prospective partners to develop projects in provincial cities.

In addition, the Board of Directors acknowledge the importance of management under corporate governance principles and aim to operate the business for sustainable growth and in conformity to the changing social and economic environment while taking account of transparency development and adhering to good corporate governance principles for investors, shareholders and related parties to be able to monitor and audit. Directors, executives and employees are encouraged to be aware of and comply with good corporate governance policy to create reliability and for the utmost benefit of all stakeholders.

Lastly, I, as the President, would like to take this opportunity to express my gratefulness to all customers, shareholders, general investors and institutional investors, employees, and partners for your kind support in the past years. The Company promises that the shareholders' interest will be protected with all our might for sustainable growth and advancement of the Company.



Mr. Chatchai Panichewa
Chairman

REPORT OF THE AUDIT COMMITTEE

Dear Shareholders

The Audit Committee of Chewathai Public Company Limited consist of 3 directors who are expert and have experience in finance, accounting, law, and management. Mrs. Supaporn Burapakusonsri is the Chairman of Audit Committee while Mr. Chaiyut Techatassanasoontorn and Mr. Pinit Hanpanich are the Audit Committee. The three Audit Committee members do not take part in the management and are not the Company's employees. All members are fully qualified as determined the Securities and Exchange Commission of Thailand.

In 2018, the Audit Committee organized 6 meetings and had meetings with the internal auditor and the auditor without the management's presence for acknowledgement, discussion and exchange of the opinions. The subject matters can be summarized as follows:

1. Audit of the financial statements of 2018: The Audit Committee considered and audited the quarterly financial statements and the financial statements of 2018 with the internal auditor and the auditor. Independency of performance, the auditor's expression of opinions which may affect the financial statements, appropriateness of the accounting record, scope of audit, correct, complete, and sufficient disclosure of information as well as independency of the auditor were discussed to ensure that the financial statements were prepared in accordance with the legal provisions and financial report standards and that the auditor did not express opinions indicating that the Company's financial statements contain important remarks.

In each quarterly meeting, opinions were exchanged and remarks were acknowledged from the auditor. The Company is prepared to support the improved accounting system in timely, reliable and complete manner to endure accurate financial statements.

2. Audit of connected transactions or related transactions or transactions which may cause conflict of interest: The Audit Committee audited connected transactions or related transactions or transactions which may cause conflict of interest of the Company and its subsidiaries to ensure that the Company strictly complied with the rules and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), had transparency in operations and reasonably made connected or related transactions or the transactions which may cause conflict of interest as defined by the Stock Exchange of Thailand by considering the stakeholders' benefit. The Audit Committee suggests that the related transactions incurred during the year were normal course of business and made for the benefit of the Company. Also, the information was appropriately disclosed.

3. Audit of the internal control system: The Audit Committee audited the internal control system for the year 2018. The Company appointed Miss Watthanee Wongbutrod of Dharmniti Internal Audit Company Limited to be the Company's auditor who performed audit on the Company's operations, provided suggestions and followed up the results of performances. Also, the auditor reported the results of internal control system audit to the Audit Committee. According to the results, no weaknesses or faults were found in the internal control system which may significantly affect the Company's business operations. The Audit Committee expressed the opinion that the Company has effective and appropriate internal control system and risk management. The auditor also assessed the internal control system but not any significant weaknesses which may significantly affect the Company's financial statements were found.

4. Audit under the anti-corruption measures: The Audit Committee performed audit on the internal control measures as well as governance, compliance with the anti-corruption measures, and determination of preventive procedures for possible corruption by providing channels for complaints and whistleblowing through the Company's website and email. Training was arranged to communicate anti-corruption measures. The audit results show that no weaknesses or faults were detected in the internal control system in accordance with the significant anti-corruption measures, which the Audit Committee considers that the Company has appropriate internal control system and risk management measures in accordance with the anti-corruption measures as determined by the project of the Collective Action against Corruption.

5. Audit of good corporate governance and compliance with the applicable law and regulations: The Audit Committee performed audit on the Company's compliance with the good corporate governance policy and code of conduct as well as compliance with the rules, regulations and law and found that directors, executives and employees complied with the law, regulations and code of conduct of the Company. Furthermore, the Company provided various channels for misconduct reports via mail and other channels to ensure compliance with the policy on acceptance of complaints and whistleblowing based upon social and environmental responsibilities as well as performance of CG Code 2017 under the principles of sustainability.

6. Performance report to the Board of Directors: The Audit Committee made the report on performance of the Audit Committee and the results of financial statements audit submitted to the Board of Directors once every three months and made the Audit Committee's report to be disclosed in the annual report of 2018 as determined by SEC. In the past year, however, the Audit Committee did not find any events or circumstances indicating any transactions or actions which may significantly affect the Company's financial status or operating results.

7. Charter and self-evaluation of the Audit Committee: The Audit Committee reviewed the Audit Committee Charter on annual basis and conducted self-assessment in accordance with the good practices defined by the Stock Exchange of Thailand by conducting self-, group and individual evaluation. The results suggest that the Audit Committee performed their duties carefully and independently in accordance with the good practices and the Audit Committee Charter. The results of the Audit Committee performance shall be reported quarterly to be implemented as the guidelines of performance development.

8. Selection of the auditor and consideration of the auditor's remuneration: The Audit Committee considered the operating results in the past year of the certified public accountant and proposed for nomination of the certified public accountant from EY Company Limited as the Company's auditor for the year 2018 as well as proposing the auditor's remuneration for the year 2018 to the Board of Directors prior to presentation to the shareholders' meeting for approval of the auditor appointment and remuneration determination.

In conclusion, the Audit Committee considers that the Company adheres to the management in accordance with the good corporate governance policy, contributing to the Company's management system and internal control system not having any significant faults. Moreover, the Company operated its business by taking account of the utmost benefit of the Company subject to the Board of Directors' policies.



Mrs. Supaporn Burapakusolsri
Chairman of Audit Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Shareholders

As of 31 December 2018, the Nomination and Remuneration Committee consists of 3 members who are independent directors and fully qualified as defined in the requirements as follows:

- | | |
|--|--|
| 1. Pol.Lt.Gen. Visanu Prasattong-Osoth | Chairman of Nomination and Remuneration Committee (Independent Director) |
| 2. Mrs. Supaporn Burapakusolsri | Nomination and Remuneration Committee (Independent Director) |
| 3. Mr. Chaiyut Techatassanasoontorn | Nomination and Remuneration Committee (Independent Director) |

The Nomination and Remuneration Committee performed their duties assigned by the Board of Directors as stipulated in the Nomination and Remuneration Committee Charter, which is to nominate qualified persons as assigned. In 2018, there were 3 meetings and the meeting results along with the opinions and suggestions were reported to the Board of Directors regularly. Important matters can be summarized as follows:

1. Review and approve the Nomination and Remuneration Committee Charter to be proposed to the Board of Directors for approval.
2. Propose the annual general shareholders' meeting to re-appoint the retired directors due to the end of term.
3. Determine remuneration of directors for 2018 by comparing the results of director remuneration survey in similar industry and business size to be proposed to the Board of Directors for approval prior to presenting to the shareholders' meeting for approval.
4. Select and appoint Pol.Lt.Gen. Visanu Prasattong-Osoth and Mr. Pinit Hanpanich to be independent directors in place of Mr. Chung Tung Fong and Mr. Pua Che Chew who resigned from their positions.
5. Consider performance of the rules on entitling minority shareholders to propose agendas in the annual general shareholders' meeting and nominate the persons to be elected as directors for approval of the Board of Directors that the minority shareholders shall be entitled to propose agendas in the annual general shareholders' meeting of 2019 and nominate the persons to be elected as directors to promote the maintenance of shareholders' rights.
6. Consider the methods of performance assessment of the Board of Directors, the sub-committees and the Chief Executive Officer in the form of self-evaluation in group and individually.
7. Determine succession plan for directors and executives to ensure continuity of work.
8. Consider criteria of pay raise for 2018 together with Human Capital Division and Executive Committee. The pay raise shall be made at appropriate rate in line with the Company's operating results to solicit and retain skilled employees having good performance.

In 2018, the Nomination and Remuneration Committee performed the duties assigned by the Board of Directors completely, carefully and independently for the overall benefit of the Company and shareholders.



Pol.Lt.Gen. Visanu Prasattong-Osoth
Chairman of Nomination and Remuneration Committee

REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

Dear Shareholders

The Company aims to maintain good corporate governance for sustainable and continuous development by taking account of all stakeholders, ethics, business transparency, accountability, and determination of practical anti-corruption policy. Therefore, the Corporate Governance Committee was formed, which consists of 2 independent directors and 1 executive director, on 11 November 2016. The role of the Corporate Governance Committee is to supervise the business operations to ensure equitable treatment for all stakeholders, contributing to the Company's sustainable growth in accordance with the principles of good corporate governance defined by the Stock Exchange of Thailand.

The 3 members of the Corporate Governance Committee are listed below.

- | | |
|-------------------------------------|---|
| 1. Mr. Chaiyut Techatassanasoontorn | Chairman of Corporate Governance Committee (Independent Director) |
| 2. Mrs. Supaporn Burapakusolsri | Corporate Governance Committee (Independent Director) |
| 3. Mr. Boon Choon Kiat | Corporate Governance Committee (Managing Director) |

In 2018, there were 3 Corporate Governance Committee's meetings. Committee performed their duties within the scope of the roles and responsibilities defined in the Charter and assigned by the Board of Directors as follows:

1. Considering, reviewing and presenting good corporate governance policy to the Board of Directors: The Corporate Governance Committee reviewed the improvement of good corporate governance policy and code of conduct to ensure conformity of the principles of good corporate governance and the methods of listed companies' corporate governance defined by Thai Institute of Directors and proposed it to the Board of Directors for approval. The good corporate governance policy and code of conduct shall be further implemented as guidelines for operations and development of the Company's business.

2. Explanation and dissemination of the principles of good corporate government: The Corporate Governance Committee ensured that the Company disclosed and explained the essence of good corporate governance policy and procedure of fair treatment for stakeholder to directors, executives and employees as well as shareholders, creditors, debtors, partners, and all other stakeholders. In addition, the Company distributed code of conduct documents to directors, executives and employees who signed upon receipt to confirm their acknowledgement.

3. Disclosure of information for corporate governance assessment: ensured that the Company disclosed complete information about its business operations and performance to external agencies for the purpose of survey and assessment as well as raking of the Company's good corporate governance. The results thereof shall be used as the basis for enforcing corporate governance principles on the Company's operations to ensure social and environmental responsibilities and create sustainable corporate value. Also, the Company was fostered to collaborate in the following surveys:

- Corporate Governance Principles of Listed Companies (CGR) 2018
- Corporate Governance Report of Thai Listed Companies (CGR) 2018 by Thai Institute of Directors (IOD)
- Annual General Shareholders' Meeting (AGM) Checklist 2018
- Corporate Governance Code under the new CG Code

4. Participation on anti-corruption project: The Corporate Governance Committee considered determining the basis of corporate governance related to anti-corruption policy and proposed the Board of Directors to approve of joining Thailand's Private Sector Collective Action Coalition Against Corruption.

5. Review of Corporate Governance Committee Charter: In 2018, the Corporate Governance Committee considered improving of Corporate Governance Committee Charter to align with participation in Thailand's Private Sector Collective Action Coalition Against Corruption and proposed it to the Board of Directors for approval.

6. Supervision of performance: The Corporate Governance Committee supervised team operations to ensure compliance with the Company's corporate governance principles and good corporate governance code. Sub-committees shall report their performance results to the Board of Directors, as well as the progress of projects related to corporate governance to achieve the indicated goals. Also, minority shareholders were encouraged to propose agendas for the shareholders' meeting and send their questions about the Company prior to the annual shareholders' meeting in accordance with the Securities and Stock Exchange Act and good corporate governance code.

7. Self-evaluation: The Board of Directors and individual directors were required to perform self-evaluation, as well as the sub-committees, Chief Executive Officer and the Company Secretary, on annual basis. The results shall be used as the basis for improvement and development of work efficiency.

8. Audit of corporate governance report: The corporate governance report disclosed in the annual report was audited to ensure conformity to the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In conclusion, in 2018, the Corporate Governance Committee satisfactorily performed their duties as assigned by the Board of Directors to achieve the indicated objectives; for example,

- The Company was evaluated as being at excellent level (4 stars) in 2018 in the survey of Corporate Governance Report of Thai Listed Companies (CGR) conducted by Thai Institute of Directors (IOD).
- In the shareholders' meeting 2018 on 3 April 2018, the Company received 98 points from Thai Investors Association (TIA) which was higher than the previous year.
- On 5 November 2018, Thai Institute of Directors (IOD) certified the Company as a member of Thailand's Private Sector Collective Action Coalition Against Corruption.

The Corporate Governance Committee shall put their best effort on performing the duties assigned by the Board of Directors as well as maintaining, improving and developing work efficiency on the basis of correct and transparent business conduct, leading to effective and efficient achievement of the determined goals and objectives.



Mr. Chaikut Techatassanasoontorn
Chairman of Corporate Governance Committee

REPORT FROM THE RISK MANAGEMENT COMMITTEE

Dear Shareholders

The Risk Management Committee consist of independent directors and executive directors who have knowledge and abilities as well as understanding the Company's business operation and risk management. The 3 members of the Risk Management Committee as listed below.

- | | |
|-------------------------------------|--|
| 1. Mrs. Supaporn Burapakusolsri | Chairman of Risk Management Committee (Independent Director) |
| 2. Mr. Chaiyut Techatassanasoontorn | Risk Management Committee (Independent Director) |
| 3. Mr. Boon Choon Kiat | Risk Management Committee (Managing Director) |

In 2018, there were 4 Risk Management Committee's meetings. The Committee performed their duties within the scope of the roles and responsibilities defined in the Charter and assigned by the Board of Directors as follows:

- Appointing 18 members of the Risk Management Team of the year 2018
- Considering various types of risks including Strategic Risk, Operational Risk, Reporting Risk, Compliance Risk, and Anti-Corruption Risk and risk control measures were determined to minimize the opportunities and possible effects.
- Considering risk management plan according to the assessment results of the Risk Management Team and indicating the rank of risks along with risk management methods to limit them at acceptable level or minimize possible occurrences
- Monitoring and reviewing the operating results of risk management plan subject to the determined risk management policy and framework to ensure that the Company conducted risk management continuously and efficiently
- The Risk Management Committee reviewed and improved the risk management plan to align with the Company's business and conducted anti-corruption risk assessment which is part of anti-corruption policy
- The Risk Management Committee review and improve the charter annually to cover all rules, regulations and law which have been changing according to the current situations
- The Risk Management Committee assess their own performance in group and individually on annual basis. The results shall be used as the basis of performance improvement.

As the Board of Directors, executives and employees acknowledge the importance of compliance with the principles of good corporate governance and risk management, the Risk Management Committee are certain that their performance in the past year was successful in that it could ensure that the Company's risk management policy was appropriate and continuously implemented to the extent that the risks were at acceptable level, leading to the Company's achievement of the determined business's goals and the utmost benefit of shareholders and stakeholder.



Mrs. Supaporn Burapakusolsri
Chairman of Risk Management Committee



THE DIRECTORS

1. **Mr. Chartchai Panichewa**

Chairman of Board Directors /
Chairman of Executive Directors

2. **Mr. Boon Choon Kiat , CFA, CPA**

Managing Director/Executive Director / Member
of Corporate Governance Committee /
Member of Risk Management Committee

3. **Mrs. Somhatai Panichewa**

Executive Director

4. **Mrs. Supaporn Burapakusolsri**

Independent Director / Chairman of Audit
Committee / Member of Nomination and
Remuneration Committee / Member of
Corporate Governance Committee / Chairman
of Risk Management Committee

5. **Pol.Lt.Gen Visanu Prasarttong-Osoth**

Independent Director/ Chairman of Nomination
and Remuneration Committee

6. **Mr. Chaiyut Techatassanasoontorn**

Independent Director / Member of Audit
Committee / Member of Nomination and
Remuneration Committee / Chairman of Corporate
Governance Committee / Member of Risk
Management Committee

7. **Mr. Phinij Harnphanich**

Independent Director/Member
of the Audit Committee



Mr. Chartchai Panichewa

Chairman of Board Directors /
Chairman of Executive Directors

57 years

Date of Appointment 18 February 2015

Total of CHEWA shares
as of 31 December 2018 2,076,923 shares

Education / Training

Master of International Trading and Marketing University of San Francisco
Bachelor of Banking University of San Francisco
Associated Degree from Roger Williams College, Rhode Island, USA
High School from Chulalongkorn University Demonstration School, Thailand
Director Accreditation Program (DAP) class 9/2004
Thailand National Defence College 2009
Capital Market Academy 13
Thailand Insurance Leadership Program
Advance Security Management Program
Top Executive Program in Commerce and Trade Program 6
Metropolitan Development Program
Executive Leadership Program
Business Revolution and Innovation Network program

Work Experiences

Advisor to Deputy Prime Minister
Secretary General of ASEAN Federation of Glass Manufacturers
Vice Chairman Glass Manufacturers of The Federation of Thai Industries
Vice Chairman Siam Tree Development Co., Ltd.
Executive Vice President Thai Asahi Glass Public Co., Ltd.
Executive Member The International Commission on Glass
Advisor to Chairman of The Federation of Thai Industries
Advisor to Committee of Industry, the House of Representatives
Director Chemical Marketing Co., Ltd.
Director of Sustainable Enterprise Advisory Center, Thammasat University
President Thai Sri Insurance Public Co., Ltd.
Chairman of the BOD/Executive Director Chewathai Co., Ltd.
Present Director Paragon Car Rental Company Limited

Current Position

Position in listed company	2016 – Present	Chairman of the BOD Thaisri Insurance Public Company Limited.
	2015 – Present	Director / Chairman of the BOD ATP 30 PLC
	2015 – Present	Chairman of the BOD / Chairman of Executive Director Chewathai PLC
	2015 – Present	Director Chewathai Public Company Limited
	2009 – Present	Executive Director TTL INDUSTRIES PLC

Positions in other company

2018 – Present	Chairman of Glass Manufacturers Industry Club, The Federation of Thai Industries
2018 – Present	Vice Chairman The Federation of Thai Industries
2018 – Present	Vice Chairman Thailand International Chamber of Commerce
2017 – Present	Director Navamindradhiraj University
2017 – Present	Director Chewa Heart Company Limited
2015 – Present	Director Paibul Business Company Limited
2014 – Present	Director Paibul Capital Company Limited
2013 – Present	Director DT and G Company Limited
2013 – Present	Director Chewathai Interchange Company Limited
2011 – Present	Director Global Environmental Technology Company Limited
2008 – Present	Director Chewathai Hup Soon Company Limited
2006 – Present	Director Pailuck Company Limited
2006 – Present	Director Paibul Business Company Limited
2005 – Present	Director Bangkok Crystal Company Limited
2005 – Present	Director Kromadit Park Company Limited
2004 – Present	Director Amata Petroleum Company Limited
2002 – Present	Director Chang Island Resort Company Limited
1997 – Present	Director Chartchewa Company Limited
1994 – Present	Director Cathay Leaseplan Company Limited
1993 – Present	Director Sima Thani Company Limited



Mr. Boon Choon Kiat , CFA, CPA

Managing Director/Executive Director / Member of Corporate Governance Committee /Member of Risk Management Committee

44 years

Date of Appointment 18 February 2015

Total of CHEWA shares
as of 31 December 2018 None

Education / Training	Bachelor of Accountancy, Nanyang Technological University, Singapore CFA Charter holder Chartered Accountant (Singapore) Director Certification Program (DCP) class 155/2012
Work Experiences	Director /Executive Director/Managing Director Chewathai Company Limited Non-Executive Director & Finance Director TEE Land Ltd., Singapore Director Viet-TEE Co., Ltd. Vietnam Director Global Environmental Technology Company Limited Director Oscar Design and Decoration Company Limited Director Oscar Estate Management Company Limited Director Trans Equatorial Indochina Company Limited Director Oscar Property Management Company Limited
Current Position	
Position in listed company	2015 – Present Managing Director/Executive Director / Member of Corporate Governance Committee /Member of Risk Management Committee Chewathai Public Company Limited
Positions in other company	2017 – Present Director / Managing Director Chewa Heart Company Limited 2013 – Present Director/ Managing Director Chewathai Interchange Company Limited 2008 – Present Director Chewathai Hup Soon Co.,Ltd.



Mrs. Somhatai Panichewa

Executive Director

53 years

Date of Appointment 18 February 2015

Total of CHEWA shares
as of 31 December 2018 1,298,076 shares

Education / Training

Bachelor of Education Chulalongkorn University
Master of Management Sasin Graduate Institute of Business Administration Chulalongkorn University
Director Certification Program (DCP) class 104/2008
Capital Market Academy Leader Program No.9
Metropolitan Development (Mahanakorn 1.)
Advance Security Management Program : ASMP 8
Thai-Chinese Leadership (TCL1)

Work Experiences

Director / Executive Director Chewathai Co., Ltd.
Director ATP 30 corporation Co., Ltd.
Director B. Grimm Power Co., Ltd.
Chief Business Officer, Amata Corporation PCL.
Executive Director Koll-Amata Co., Ltd.
Managing Director AMT Marketing & Consultant Co., Ltd.
Marketing Manager Bangpakong Industrial Park Park 2 Company Limited
QA Supervisor Seagate Technology (Thailand) Co., Ltd.

Current Position

Position in listed company

2015 – Present Director Chewathai Public Company Limited
2015 – Present Director ATP 30 PLC
2015 – Present Director / Chief Executive Officer Amata vn Public Company Limited
2012 – Present Chairman of the Investment Committee Amata Corporation Public Company Limited

Positions in other company

2018 - Present Chairperson Amata City Ha Long Thanh Joint Stock Company
2018 – Present Director Amata Asia (Myanmar) Limited
2017 – Present Director Kamala Senior Living Company Limited
2016 – Present Chairperson Amata Township Long Thang Joint Stock Company
2015 – Present Chairperson Amata City Long Thanh Joint Stock Company
2013 – Present Director Chewathai Interchange Company Limited
2011 – Present Director Global Environmental Technology Company Limited
2008 – Present Chief Executive office Amata Asia Limited
2004 – Present Director President Amata City Bien Hoa Joint Stock Company
1997 – Present Director Chartchewa Company Limited
1995 – Present Director Amata Holding Company Limited



Mrs. Supaporn Burapakusolsri

Independent Director / Chairman of Audit Committee /
Member of Nomination and Remuneration Committee /
Member of Corporate Governance Committee /
Chairman of Risk Management Committee

65 years

Date of Appointment 18 February 2015

Total of CHEWA shares
as of 31 December 2018 None

Education / Training

Master of Accounting Thammasat University
Bachelor of Accounting Thammasat University
Director Accreditation Program (DAP) class 87/2011
Role of the Compensation Committee Program (RCC) class 13/2011
Director Certification Program (DCP) class 172/2013
Advance Audit Committee Program (AAP) 23/2016
New Financial Reporting Standards and taxation effect (EY)
The Audit Committee's Role in Compliance and Ethical Culture Oversight (IOD)
The Business in the abnormalities era (EY)
Research Alliance Dialogue on Corporate Governance 2017 (IOD)
Audit Committee Forum 2018 (IOD)
Chief Financial Officer Certification Program class 4 (FAP)
The College of the Air Force 35
Management of Public Economics for Executives 7 (King Prajadphipok's Institute)
Knowledge of tax law. (PWC)
Accounting Standards for the year 2018 (PWC)
Financial reports for non-public stakeholders (FAP)
The ethics of the accounting practitioner (FAP)
News story and the company's accounting fraud, registered class 1/61 (FAP)

Work Experiences

Director Suvarnabhumi Airport Hotel Company Limited
Senior Executive Vice President (Planning and Finance) Airport of Thailand PLC.
Director / Independent Director / Chairman of Audit Committee Chewathai Co., Ltd

Current Position

Positions in listed company

2017 – Present Independent Director Thaivivat Insurance PLC
2015 – Present Director / Independent Director/ Chairman of Audit Committee / Member of
Nomination and Remuneration Committee / Member of Corporate Governance
Committee Chewathai Public Company Limited

Positions in other company

2017 – Present Independent Director/ Member of the Audit Committee SM Solution Company Limited



Mr. Chaiyut Techatassanasoontorn

Independent Director / Member of Audit Committee /
Member of Nomination and Remuneration Committee /
Chairman of Corporate Governance Committee / Member of
Risk Management Committee

48 years

Date of Appointment 18 February 2015

Total of CHEWA shares
as of 31 December 2018 1,661,538 shares

Education / Training	Master of Management Johnson & Wales, Rhode Island, USA Bachelor of Law Thammasat University Director Accreditation Program (DAP) class 119/2015
Work Experiences	Director / Independent Director / Audit Committee Chewathai Company Limited
Current Position	
Positions in listed company	2015 – Present Director / Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Corporate Governance Committee / Member of Risk Management Committee Chewathai Public Company Limited 2012 – Present Director / Independent Director TTL INDUSTRIES PLC
Positions in other company	2014 – Present Director Paibul Capital Company Limited 2014 – Present Director Kiartiland Company Limited 2013 – Present Director Kiarti Thanee Country Club Company Limited 2010 – Present Director General Insurance Broker Company Limited 2010 – Present Director The Litigator Company Limited



Pol.Lt.Gen Visanu Prasarttong-Osoth

Independent Director/ Chairman of Nomination and Remuneration Committee

56 Years

Date of Appointment 12 September 2018

Total of CHEWA shares as of 31 December 2018 None

Education / Training

Bachelor of Arts (Economics), Vanderbilt University, U.S.A.
Master of Political Sciences, Sukhothai Thammathirat Open University
Master of Business Administration, University of San Francisco, U.S.A.
Federal Bureau Investigation (FBI) National Academy
Directors Accreditation Program (DAP/2004) Thai Institute of Directors
Audit Committee Program (ACP/2005) Thai Institute of Directors
Finance for Non- Finance Director (FN/2005) Thai Institute of Directors
Executive Management Program, Capital Market Academy Class2
National Defense Course, The National Defense College of Thailand Class 53

Work Experiences

Deputy Commissioner, Royal Thai Police
Deputy Commissioner, Immigration Bureau, Royal Thai Police
Commander, Foreign Affairs Division, Royal Thai Police

Current Position

Positions in listed company

2018 – Present Independent Director/ Chairman of Nomination and Remuneration Committee
Chewathai Public Company Limited
2009 – Present Chairman of The Audit Committee Finansia Syrus Securities PCL.
2004 – Present Independent Director Finansia Syrus Securities PCL.
2000 – Present Director Bangkok Airways Public Company Limited

Positions in other company

2018 – Present Director The Krungthep Thanakom Co., Ltd.
2016 – Present Assistant Commission – General, Royal Thai Police.



Mr. Phinij Harnphanich

Independent Director/Member of
Audit Committee

64 Years

Date of Appointment 12 September 2018

Total of CHEWA shares
as of 31 December 2018 None

Education / Training	Master degree of Political Science (Government), Thammasart University Bachelor degree of Political Science (Public Administration), Thammasart University Director Accreditation Program / Thai Institute of Directors Association (IOD)
Work Experiences	The Governor / Samutprakan Province Director General / Department of Lands The Governor / Lamphun Province
Current Position	
Positions in listed company	2018 – Present Independent Director/Member of Audit Committee Chewathai Public Company Limited 2017 – Present Director / Bangkok Chain Hospital PCL.
Positions in other company	2016 – Present Retired Government Official / Ministry of Interior

“ We, Chewathai....We never stop developing
to create the best things for all of our participants. ”



MANAGEMENT TEAM

1. Boon Choon Kiat, CFA, CPA

MANAGING DIRECTOR

5. Nathanan Ratanaphan

EXECUTIVE VICE PRESIDENT SALES &
MARKETING CHEWA1

9. Pat-tapee Anantawan

SENIOR VICE PRESIDENT LEGAL
AND COMPLIANCE

2. Sunantra Mahaprasitchai

EXECUTIVE VICE PRESIDENT
FINANCIAL AND ACCOUNTING

6. Chatchai Atthasathaworn

SENIOR VICE PRESIDENT CONSTRUCTION

10. Audomporn Chansributh

SENIOR VICE PRESIDENT BUSINESS DEVELOPMENT

3. Jirapat Chatpech

EXECUTIVE VICE PRESIDENT SALES &
MARKETING CHEWA3

7. Somnuk Prapruittitaweechai

SENIOR VICE PRESIDENT PURCHASING

11. Visuth Piriyaakkaradej

SENIOR VICE PRESIDENT CUSTOMER SERVICE

4. Aunypach Peerapakdeepong

SENIOR VICE PRESIDENT SALES &
MARKETING CHEWA2

8. Peerapong Jumpeesri

SENIOR VICE PRESIDENT HUMAN CAPITAL

SUPPORT MANAGEMENT TEAM



Essaya Phankawong

VICE PRESIDENT CUSTOMER
SERVICE



Thosaporn Chandet

VICE PRESIDENT SALES



Pakpong Chakthengtham

VICE PRESIDENT MARKETING



Nitcha Panprasertkul

VICE PRESIDENT SALES



Kittikhun Simanonthapanya

VICE PRESIDENT MARKETING



Chatree Thiraworakul

VICE PRESIDENT
MARKETING
COMMUNICATION



Weerapoth Samotantawee

VICE PRESIDENT
CONSTRUCTION



Poobest Samranrengjit

VICE PRESIDENT CUSTOMER
RELATIONSHIP MANAGEMENT



Wanas Wongmas

VICE PRESIDENT BUSINESS
DEVELOPMENT



Supot Wantanaboon

VICE PRESIDENT COST CONTROL



Soontharee Tooncharoen

VICE PRESIDENT
GOVERNMENT
RELATIONS



Kasamol Sanjaitham

VICE PRESIDENT
ACCOUNTING



Thajakorn Suwankhlai

VICE PRESIDENT IT



Katsama Arome

VICE PRESIDENT
FINANCE



Suparat Ngamsuptaweekoon

VICE PRESIDENT INTERNAL AUDIT

ACTIVITIES IN 2018



Chewathai for Sustainable Communities.

Continuous project for Social development, Mr. Poobest Samranrengjit, Vice President, Customer Relationship Management on behalf of Chewathai PLC. With staff holding project “Chewathai, societies development for sustainable communities” – on 21 to 22 .09.2018 stripping and cleaning drains in Premruthai Community, Sungkom songkroh rd, Wangthonglang area with nearly area for distance 0.5 km for support and preparing for rainy season.

Chewathai Society with Season Gifts and Activities for customers

On 10.02.2018, we gave Chinese new year gifts to customer at Chewarom Rangsit-Donmuang and Chewathai Residence Asoke with special show – Lion dancing from Look Luang Wat Krokkrak, Samutsakorn for happiness and luck to customers.



Annual shareholders meeting.

Chewathai PLC announce pay dividend in ratio 13:1 (original share: dividend share) so amount 0.076923 THB/share and pay via cash amount 0.008547 THB/share, total pay 0.008547 THB. Considered as 51% for pay dividend from separate statement and approve to increasing registered capital to 2,307.69 MTHB from 750 MTHB and RO selling in ratio 1:1 (original share: dividend share) amount 1.15 THB/share with free warrant for support next investment in 03.04.2018

Main Pillar Lifting Ceremony at Chewa Home Suksawat-Pracha uthit

10.05.2018, Mr. Boon Choon Kiat Managing Director be president in Main Pillar Lifting Ceremony with Chewathai officer at “Chewa Home Suksawat-Pracha uthit” Business area Suksawat-Pracha Uthit Near the Kanjanapisek Expressway, Premium hometown in Italy modern style (4 bed rooms, 3 bath rooms and 2 parking lots) made feeling as single house - comfortable with Club House and Family Area





Mai Forum 2018

Ms. Jirapat Chatphet Executive Vice President Sales & Marketing with staff joining event Mai Forum 2018 on 01.07.2018 in theme 3S SMEs SE Startup. In this event Chewathai show new project and business growth for represent to investment and exhibitor

Brahmin ceremonies, Brahma shrines, Chewathai Residence Asoke project

On Tuesday, February 6, 2018, Mr. Chatchai Panichewa, Chairman, Chewathai Public Company Limited and Mr. Boon choon Kiat managing director, along with the board of directors, executives and employees Including residential in the project Attending the Brahmin ceremony, setting up the Brahma Court and the Grandmother & Grandfather's Court.



Chewathai PLC's 10 Year Anniversary Merit

On Tuesday 13 March, Mr. Chartchai Panichewa Chairman of the Board of Directors , Mr. Boon Choon Kiat Managing Director & Executive Management be president with staff make a merit in Buddhist ceremonies for Chewathai PLC or "Chewa" complete 10 years anniversary.

Chewathai Society Movie Day #2

For all the past, Chewathai try to holding the best activities for support and complete all section of customer, same as this event 10.05.2018 – Watching movie "Nong Pee Teerak " & premium gift booths.



Chewathai welcome home party – Chewarom Rangsit-Donmuang

Ms. Jirapat Chatphet Executive Vice President Sales & Marketing and Mr.Poobest Samranrengjit , Vice President Customer Relationship Management on behalf of Chewathai Society holding and get the best positive feedback from mini-concert "Praew Kanitkul " with foods and beverages cocktails on June 3,2018.

Chewathai FIT FUN FIRM

On 30.06.2018, Chewathai Residence Asoke thinking and intensive care to our customer health, holding "FIT FUN FIRM activity" with Professional Weight trainers and Yoga trainers for suggestion how to exercise in everyday life for trick nutrition.



Chewathai Phetkasem 27 Warm welcome party

Ms. Aunypach Peerapakdeepong Senior Vice President Sales & Marketing & Mr. Poobest Samranrengjit, Vice President -Customer Relationship Management on behalf of Chewathai Society holding and get the best positive feedback from mini-concert "Praew Kanitkul " with foods and beverages cocktails

Chewathai for sustainable communities

On November 9, 2018, Chewathai Public Company Limited continue the community development project Ban Pa Lao School, Mae Tha District, Lamphun, which has been operating continuously every year to the school and the students Disadvantaged, including Ban Pa Lao School, on the high ground, which the school It can be considered as a need for help. Which Chewathai has set long-term school development goals, create a good quality of life for students Teachers, schools as well as surrounding areas. In 2018, the company focused on development. More student potential Both academic, sport and professional skills.



Training and seminar programs for executives and employees

On 10 November 2018, organized special training activities and a seminar at Horizon village & resort, Chiang Mai to improve quality of the executives to develop simultaneously in all aspects as the Leadership Program Morality, trained by Asst. Prof. Dr. Opas Kitkamhaeng , Successful activities and successful leadership courses Focused on principles The concept of effective team management , Cost management, concepts and ideas that will create other benefits for executives by receiving Honor from Mr. Pisun Sirisuksakulchai Vice President, Division of Work Engineering and Marketing , Pylon Plc.

Chewathai Society Movie Day #3

Chewathai Society Movie Day on 20.12.2018 with movie "BUBBLEBEE The Movie" at Paragon cineplex – full of booths of activities, free premium gifts , Snack and drink all show time



GENERAL INFORMATION

Company Name	: Chewathai Public Company Limited
Main Symbol	: CHEWA
Business Type	: Property
Registration No.	: 0107558000181
Registered and Paid-up Capital	: THB 1,275.027,183 with a par value of THB 1.00
Head Office	: 1168/80 Lumpini Tower 27th Floor., Unit D, Rama IV Road, Tungmahamek Sub-District, Sathorn, Bangkok 10120, Thailand
Telephone	: (02) 679 8870 - 4
Facimile	: (02) 679 8875
Website	: www.chewathai.com
Company's Secretary	: Ms. Chanitsara Yingnork Telephone (02) 679 8870 – 4 ext. 135 e-mail: ir@chewathai.com ; chanitsara@chewathai.com
Reference	
Share Registrar	: The Thailand Securities Depository Co., Ltd
Address	: The Stock Exchange of Thailand Building, 93 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400
Telephone	: (02) 009 9000
Facimile	: (02) 009 9991
Auditor	: Ms. Rungrapa Lertsuwankul
Auditor No.	: 3516
Company Name	: EY Office Limited
Address	: 33rd Floor, Lake Rajada Office Complex 193/136-137, Ratchadapisek Road, Klongtoey, Bangkok 10110, Thailand
Telephone	: (02) 264 9090
Facimile	: (02) 264 0789-90
Legal Counselor	: Kudun & Partners
Address	: 127 Gaysorn Tower , 23th Floor, Unit C, F , Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330, Thailand
Telephone	: (02) 838 1750
Facimile	: (02) 838 1795

Internal Auditor : Dharmniti Internal Audit Company Limited
Address : 178 Dharmniti Building 5th Floor, Soi Permsap (Pracha Chuen 20), Pracha Chuen Road, Bangsue, Bangkok 10800, Thailand
Telephone : (02) 596 0500
Facimile : (02) 587 2018

Investors can find further information on the Company from the Company's Annual Registration Statement (56-1) which can be downloaded at www.sec.or.th or www.chewathai.com.



Nature of Business

Chewathai Public Company Limited and its subsidiaries have two core businesses – the residential project development and the factory rental business.

The Residential Development

Condominium Projects are as follows;

Project Name	Chewathai Ratchaprarop
Developer	Chewathai Public Company Limited
Location	Ratchaparop Rd., Makkasan Sub - District, Ratchathewi District, Bangkok.
Project Land Area	2-0-90 Rai
Sellable Area	17,093 sq.m.
Project Type	A high-rise (26-storey) condominium building
Project Value	1,350 million THB
Total Units	325 units
Construction progress	100%
Sales progress	100%

CHEWATHAI RATCHAPRAROP



Project Name	The Surawong
Developer	Chewathai Hup Soon Co.,Ltd.
Location	Surawong Rd., Si Phraya Sub – District, Bang Rak District, Bangkok.
Project Land Area	0-2-40 Rai
Sellable Area	2,774 sq.m.
Project Type	A low-rise (8-storey) condominium building
Project Value	350 million THB
Total Units	52 units
Construction progress	100%
Sales progress	94%

THE SURAWONG BY CHEWATHAI HUP SOON



Project Name	Chewathai Ramkhamhaeng
Developer	Chewathai Public Company Limited
Location	Ramkhamhaeng Rd., Hua Mak Sub – District, Bang Kapi District, Bangkok.
Project Land Area	3-3-32 Rai
Sellable Area	17,054 sq.m.
Project Type	A high-rise (33-storey) condominium building
Project Value	1,100 million THB
Total Units	535 units
Construction progress	100%
Sales progress	100%

CHEWATHAI RAMKHAMHAENG



Project Name	Chewathai Interchange
Developer	Chewathai Interchange Co.,Ltd.
Location	Pracharaj sai 2 Rd., Bangsue Sub-District /District, Bangkok.
Project Land Area	1-3-12.5 Rai
Sellable Area	10,353 sq.m.
Project Type	A high-rise (26-storey) condominium building
Project Value	1,050 million THB
Total Units	279 units
Construction progress	100%
Sales progress	100%



Project Name	Hallmark Chaengwattana
Developer	Chewathai Public Company Limited
Location	Chaeng Watthana – Pak Kret Soi 17 Rd., Bang Pud Sub – District, Pak Kret District, Nonthaburi.
Project Land Area	3-1-75 Rai
Sellable Area	13,193 sq.m.
Project Type	Two low-rise (8-storey) condominium buildings
Project Value	780 million THB
Total Units	427 units
Construction progress	100%
Sales progress	100%

HALLMARK CHAENGWATTANA BY CHEWATHAI



Project Name	Hallmark Ngamwongwan
Developer	Chewathai Interchange Co., Ltd.
Location	Soi Duangmanee, Bang Khen Sub – District, Mueang Nonthaburi District, Nonthaburi.
Project Land Area	7-0-70.5 Rai
Sellable Area	23,265 sq.m.
Project Type	Four low-rise (8-storey) condominium buildings
Project Value	1,200 million THB
Total Units	792 units
Construction progress	100%
Sales progress	100%

HALLMARK

NGAMWONGWAN

BY CHEWATHAI



Project Name	Chewathai Residence Bang Pho
Developer	Chewathai Public Company Limited
Location	Pracharaj sai 2 Rd., Bangsue Sub – District/District, Bangkok.
Project Land Area	1-1-94.3 Rai
Sellable Area	2,364 sq.m.
Project Type	A high-rise (24-storey) condominium building
Project Value	1,040 million THB
Total Units	172 units
Construction progress	100%
Sales progress	88%

CHEWATHAI RESIDENCE BANG PHO



Project Name	Chewathai Phetkasem 27
Developer	Chewathai Public Company Limited
Location	Phetkasem Rd., Bang Wah Sub - District, Phasicharoen District, Bangkok, Thailand
Project Land Area	4-0-36 Rai
Sellable Area	17,989 sq.m.
Project Type	A high-rise (26-storey) condominium building
Project Value	1,564 million THB
Total Units	652 units
Construction progress	100%
Sales progress	77%



CHEWATHAI PHETKASEM 27



Project Name	Chewathai Residence Asoke
Developer	Chewathai Public Company Limited
Location	Asoke - Dindaeng Rd., Makkasan Sub-district, Rajchathewi District, Bangkok,
Project Land Area	1-2-66 Rai
Sellable Area	9,477.65 sq.m.
Project Type	A high-rise (30 storey) condominium building
Project Value	1,694 THB million
Total Units	315 units
Construction progress	100%
Sales progress	80%



Project Name	Chewarom Rangsit – Don Mueang
Developer	Chewathai Public Company Limited
Location	Rangsit - Nakhon Nayok Rd., Prachathipat Sub – District, Thanyaburi District, Pathumthani.
Project Land Area	15-1-76 Rai
Sellable Area	3,648.15 sq.m.
Project Type	Detached House and Semi-Detached House
Project Value	475 million THB
Total Units	Detached House - 15 units Semi-Detached House - 66 units
Construction progress	100%
Sales progress	100%



Project Name	Heart Sukhumvit 62/1
Developer	Chewa Heart Company Limited
Location	Soi Sukhumvit 62/1, Bang Jak Sub-District, Prakanong District, Bangkok
Project Land Area	0-2-9.38 Rai
Sellable Area	1,750 sq.m.
Project Type	Town Home
Project Value	160 million THB
Total Units	8 unit
Construction progress	35%
Sales progress	25%



Project Name	Heart Sukhumvit 36
Developer	Chewa Heart Company Limited
Location	Soi Sukhumvit 36, Prakanong Sub-District, Khlong Toei District, Bangkok
Project Land Area	0-3-70 Rai
Sellable Area	2,777 sq.m.
Project Type	Town Home
Project Value	270 million THB
Total Units	8 unit
Construction progress	Under construction
Sales progress	Presale 2019



Project Name	Chewawan Pinklao-Sathorn
Developer	Chewathai Public Company Limited
Location	Phutthamonthon Sai 1 Road, Bang Ramat Subdistrict, Taling Chan District, Bangkok
Project Land Area	26-3-20 Rai
Sellable Area	26,000 sq.m.
Project Type	Detached House
Project Value	1,200 million THB
Total Units	52 unit
Construction progress	50%
Sales progress	Presale 2019

CHEWAWAN

PINKLAO-SATHORN



Project Name	Chewathai Residence Thonglor
Developer	Chewathai Public Company Limited
Location	Sukhumvit 55 Road, Khlong Tan Nuea Sub-District, Watthana District, Bangkok
Project Land Area	1-0-89 Rai
Sellable Area	5,439.48 sq.m.
Project Type	A low-rise (8-storey) condominium buildings
Project Value	1,000 million THB
Total Units	130 unit
Construction progress	Under construction
Sales progress	15%

CHEWATHAI RESIDENCE

THONGLOR



Project Name	Hallmark Charan 13
Developer	Chewathai Public Company Limited
Location	Charansanitwong Road 13, Wat Tha Phra Sub-District, Bangkok Yai District, Bangkok
Project Land Area	1-1-76 Rai
Sellable Area	5,201.31 sq.m.
Project Type	A low-rise (8-storey) condominium buildings
Project Value	430 million THB
Total Units	184 unit
Construction progress	Under construction
Sales progress	Presale 2019

HALLMARK

CHARAN 13

BY CHEWATHAI



Project Name	Chewa Home Wongwaen-Lamlukka
Developer	Chewathai Public Company Limited
Location	Praong Chao Sai Khlong 4 Road, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani
Project Land Area	32-0-67 Rai
Sellable Area	34,717 sq.m.
Project Type	Town Home
Project Value	700 million THB
Total Units	Townhome 271 unit Commercial Building 3 unit
Construction progress	16%
Sales progress	8%

CHEWA HOME

WONGWAEN - LAMLUKKA



Project Name	Chewa Home Suksawat Pracha U-thit
Developer	Chewathai Public Company Limited
Location	Pracha Uthit 90 Road, Ban Suan Sub-District, Phra Samut Chedi District, Samut Prakarn
Project Land Area	31-2-87 Rai
Sellable Area	38,852 sq.m.
Project Type	Town Home
Project Value	890 million THB
Total Units	359 unit
Construction progress	6%
Sales progress	Presale 2019

CHEWA HOME

SUKSAWAT PRACHA U-THIT



Project Name	Chewathai Kaset Nawamin
Developer	Chewathai Public Company Limited
Location	Prasert Manukit Road, Sena Nikhom Sub-District, Chatuchak District, Bangkok
Project Land Area	5-0-44 Rai
Sellable Area	19,223.07 sq.m.
Project Type	A high-rise (25 storey) condominium building
Project Value	1,700 million THB
Total Units	649 unit and Shop 5 unit
Construction progress	Under construction
Sales progress	Presale 2019

CHEWATHAI

KASET-NAWAMIN



Project Name	Hallmark Ladprao-Chokchai 4
Developer	Chewathai Public Company Limited
Location	Sangkhom Songkhro Road, Lat Phrao Sub-District, Lat Phrao District, Bangkok
Project Land Area	8-3-58 Rai
Sellable Area	27,323 sq.m.
Project Type	Four low-rise (8-storey) condominium buildings A low-rise (4-storey) condominium buildings
Project Value	2,011 million THB
Total Units	Phase 1 - 434 unit and Shop 1 unit Phase 2 - 380 unit and Shop 1 unit
Construction progress	Under construction
Sales progress	Presale 2019

HALLMARK

LADPRAO-CHOKCHAI 4

BY CHEWATHAI



Project Name	Kamala Senior Living
Developer	Kamala Senior Living Company Limited
Location	Kamala Sub – District, Kratu District, Phuket.
Project Land Area	50-2-75 Rai
Sellable Area	26,256 sq.m.
Project Type	Senior Living Village
Project Value	3,500 million THB
Construction progress	Under construction



Market and Competition

Target Customers

Customer satisfaction is the key for project development. The Company has no policy to define any specific groups for the groups of target customers due to real estate market uncertainty, Bangkok mass transit construction plan tendency and vicinity which may cause difference in customers demand under some certain periods of time. Therefore, the Company will initiate the project feasibility and will tend to specify its target customers differently under different certain periods of time to define the project's concept and price range that will definitely satisfy certain customers' demand at a time.

MARKETING STRATEGY

Location Strategy

Location is one of the most important factors for real estate business influencing buying decision or investment; therefore, companies prioritize our projects' locations. Our locations must be within Greater Bangkok and can easily be accessed by means of transportation, exist within the vicinity of the main roads and expressways or mass transit routes (current and future) including MRT train routes (Metro Train) and Airport Rail Link. Besides, surrounding environments and surrounding community quality are another contributing factors that the Company considers in each project's early developing process. We provide safety and good living quality for those investing in our projects.

Product Strategy

The Company does not settle on one single format for our development projects. We propose different ideas for each of our venture and consider many main factors especially identity and necessity of potential investors. We also value and attempt to make use of all living space, amenities, and security system to provide the residence safety. Moreover, we aim to optimize all unit space through special design by our interior designers and scrupulously furnish each unit with quality and well-known furniture brands.

Punctuality of Transfer

We encourage building credibility for our brand; therefore we strive to transfer every unit to all the customers within its original due date with the quality materials and interior design presented since the project starts. We hire highly-experienced contractors who have been working with us on various projects to ensure that our construction will be in accordance with the agreed standard. We update current situation of the project W through the company's website, www.chewathai.com, and via Facebook at <http://www.facebook.com/CHEWATHAI>. We also work with Construction Management Company for quality control and we closely supervise our contractors. As a result, we have been able to deliver every unit to all the customers within the original time frame.

Pre and Post Sale Services to Generate Good Customer Relationship

To encourage an outstanding relationship with our customers, keep our customer base as well as generate new customers from good word-of-mouth from previously investing customers, we provide services apart from general information to assist the decision making process; for instance, we facilitate in contacting financial institutions for residentially financial plans which in turn benefits the company in future planning of unit ownership transfer, post transfer unit quality warranty is provided in case of deformed property, to include consultation on interior design or referring to reputable contractors, and be the medium in tenant service.

In addition, the Company recognizes the importance of current customers. By establishing the Chewathai Society Visa All SmartPay project, designed to meet the lifestyle and special experiences of Chewathai residents especially. Comes with many special privileges, such as special discounts from leading stores Privileges for reservation and visit Chewathai's new project launches before anyone else. And have the right to join good activities from Chewathai Society etc.

Ready-Built Factories

Apart from residential development, the Company is also engaged in ready-built factories for rental business together with condominium development since the Company foresees an opportunity from the demand of both Thai and foreign, small-to-medium manufacturers to start up or expand their production base without the desire or be readiness for long-term investment in factory construction. The Company has developed ready-built factories for rent in one of the major industrial estates in the key economic region of Thailand. In addition, the Company views the potentiality of RBF business to create continuous return generation to compensate the decline in revenue during construction process of condominiums which will take quite long period until CHEWA can recognize the revenue.

CHEWATHAI

Ready Built Factories



Ready-Built Factories	
Developer	Chewathai Public Company Limited
Location	Amata City Industrial Estate, Highway 311 Rd., Map Yang Phon Sub - District, Pluak Daeng District, Rayong
Project Area	26-0-72 Rai
Rental Area	17,120 sq.m.
Rental Unit	10 units
Project Value	300 million THB
Approximately Rental Price per Sq.m.	200 THB
Tryp of Project	Ready Built Factories <ul style="list-style-type: none"> • Factory area 1,512 sq.m. total 5 units. • Factory area 1,812 sq.m. total 1 unit. • Factory area 1,937 sq.m. total 4 units.

Market and Competition

Target Customers

The company has developed Ready-Built Factories (“RBF”) for rent which cater to various needs and requirements. Our factories are designed to give tenants great flexibility and convenience to shorten start-up period and save start-up costs. The company also provides build-to-suit factories for tenants with specific technical or location requirements.

The Company also targets foreign entrepreneurs who invest or joint-venture the business in Thailand for both short-term and long-term investment. This group of entrepreneurs will prefer RBF because RBF can provide them lower investment costs, avoid the limitation of foreign land ownership in Thailand, and mitigate risk to procure contractor or even political instability which will impact to the supporting policies from government agencies. Renting RBF can subsequently satisfy their needs of flexibility on investment and clearly respond to the risks exposures and limitations.

Marketing Strategy

Location

Our company consider location of project to be the most important factor in building and renting factories, and should be regarded to first; it has to be convenient for business, transportation, and distribution of products and materials to crucial location of shipment port, airport, and train station out of Bangkok. However, our company has few experiences in ready-built factory rental business, so we focus on developing our facilities mainly in industrial community. We also consider the trade zoning from BOI and the opportunity from investment, driving the economy from the development of the special economic zone in the Eastern Region (EEC) that will later on benefit our tenants.

Pricing Policy

Pricing Policy consists of two main parts – property rental and service fees such as water treatment, waste disposal and sewage treatment, etc. These service fees are paid to the developer of industrial community management and they can be paid directly to office of an industrial community. In case of property rental, it can be paid directly to our company's office. We regulate standard of rental fee based on property size, amount of rental unit and/or other services provided. Most of our rental period agreements are short-term rental ones with three-year duration. The negotiation of rental adjustment will be made at the future agreement renewal.

Consultation Service for Tenants

We provide consultants to assist our customers closely to give necessary advice and facilitate coordination on issues in contact with government units such as Industrial Community of Thailand Association, The Board of Investment of Thailand. We provide consultation on extension or adaptation on interior and exterior of facility, public utilities such as municipal water, electricity, water treatment, telephone, and internet, etc.



POLICY AND BUSINESS OVERVIEW

Chewathai Public Company Limited was established on 13 March 2008 as the joint investment between Chartchewa Company Limited and TEE Development Pte Ltd. The Company's objective is to operate real estate business upon the idea of being a quality residence developer in response to the needs of all sectors of customers. Also, the Company aims to become a leading real estate developer in customers' mind by striving hard to create and deliver quality products and services beyond customer satisfaction under the principles of good corporate governance.

As of 31 December 2018, the Company has one subsidiary which is Chewathai Interchange Company Limited, which operates residential property business and 3 affiliates which are 1) Chewathai Hup Soon Company Limited, which operates residential property business, 2) Chewa Heart Company Limited, which operates town home business and 3) Kamala Senior Living Company Limited, which operates premium Independent Senior Living business.

Change of shareholding structure

Chartchewa Company Limited exercised its rights to purchase capital increase ordinary shares offered during 7-11 May 2018, making the increasing number of shares from 54.88 percent or 699,675,300 shares prior to the acquisition. The increase was a result of share purchase from TEE Development Pte Ltd, making an increase by 12.76 percent or 162,743,861 shares, contributing to the change in proportion of ordinary shares holding of Chartchewa Company Limited to 67.64 percent, accounting for 862,419,161 shares. However, the above change did not significantly affect the administrative structure and business operation policies of the Company. It was only the Company's restructuring of shareholding for more effective operation.

Long-term objectives and goals

The Company determined the long-term objectives and goals which can be reflected on its vision and mission relied upon in business operations over the past years. Nevertheless, the Company reviews the vision, mission and strategies on annual basis and monitors implementation to create practical common goals of the organization.

Policies and business strategies for the Group of Companies' operations

In 2018, the Company's business goals were as follows:

Business goals

1. Chewathai developed real estate projects for sale Various types of projects have been developed, including single houses, twin houses, town homes, and condominium covering extensive price ranges in response to the needs of different customer groups while maintaining high quality under Chewathai's standards by focusing

on development of the projects around the current and future rail transit areas in Bangkok Metropolitan Regions with expansion to the big cities. The prospective areas shall be located near the communities with convenient access in response to the residential requirements of customers and the needs of the Company's target groups. The Company put importance on acquisition of potential lands for the project launch. Market situation and customer needs were thoroughly examined. The number of units and project themes were indicated upon consideration of the customer needs with reference to the sales and marketing information and local surveys. The Company emphasized the importance of land acquisition for project development to ensure effective sales, construction and financial management.

2. Chewathai developed furnished plant for rent for small and medium sized business operators

in need of some space for conducting business but are not ready to invest in plant construction or have limited budget as well as the business operators who require flexibility in using plants for temporary business operation or storage in a quality industrial estate. Also, Chewathai plans to expand the business of furnished plant for rent in the future to ensure sustainable growth and continuous income generation to offset the pending income during the period of residential property development. Feasibility, demand and growth of small and medium sized business operators shall be taken into account.

3. Chewathai was open for various types of property business by seeking for opportunities in development of other types of properties. The Company also co0invested with reliable business partners who have extensive expertise and experience to increase potentials of business operations which are not limited only to condominium or housing estate and land allocation, but Chewathai aims to grow sustainably and continuously to generate more income and prosperity to the Company's shareholders.

4. Chewathai developed property projects received from other business operators to increase more opportunities to develop the lands required by the Company. Opportunities and risks of accepting the projects form other operators for development would be assessed. Potential growth of the lands as well as returns deo such development shall be considered to ensure profitability and reduction of development period. Also, it shall be another way to realize the income quickly and continuously.

Administrative goals

The Company emphasizes transparency and good governance by disclosing information as required by the relevant rules and regulations to ensure fair treatment for all shareholders. In addition, the Company set up audit system conducted by internal and external independent auditors to ensure that the Company's management and business operations are correct and transparent.

The Company's code of conduct

In conformity to the Company's vision, the business code of conduct shall be determined and communicated to related parties including directors, executives and employees to ensure their compliance. This includes appropriate treatment of shareholders, customers, employees, creditors, partners, business competitors, communities, and environment, non-violation of intellectual property, maintenance of information and information system, arrangement of anti-corruption training for directors and employees, anti-bribery to public officials, raising anti-corruption awareness of executives and employees, non-involvement in human rights violation, and communication of the Company's information through various channels.

MAJOR CHANGE AND DEVELOPMENT

Chewathai's History

Chewathai Public Company Limited (CHEWA) was registered as a limited company on the 13th of March 2008 with the initial registered and paid-up capitals of 10 million baht. Also, it is a joint venture between Chartchewa Co., Ltd. and TEE DEVELOPMENT PTE., LTD., Due to co-recognition of growth opportunity and capacity for the development of real estate business development with the objective to develop quality, elegant and functional properties to cater to consumer demand.

Significant Milestones

Month/Year	Major Changes and Developments
Year 2008	
March	<ul style="list-style-type: none">Chartchewa Co., Ltd. and TEE Development Pte., Ltd. jointly founded Chewathai Co., Ltd. with the registered and paid up capitals of 10 million THB with a shareholding percentage ratio of 51:49, respectively.
May	<ul style="list-style-type: none">The Company increased its registered and paid-up capitals from 10 million THB to 100 million THB.
July	<ul style="list-style-type: none">The Company launched “Chewathai Ratchaprarop,” which is the first high-rise condominium with 26 storeys and 325 units located on Ratchaprarop Road.
November	<ul style="list-style-type: none">The Company increased its registered and paid-up capitals from 100 million THB to 200 million THB.The Company and United Motor Works (Siam) Public Company Limited jointly founded Chewathai Hup Soon Co., Ltd. for the purpose of developing the condominium project named “The Surawong”.The Company launched “The Surawong”, the 8-storey condominium.
Year 2010	
November	<ul style="list-style-type: none">Chewathai launched “Chewathai Ramkhamhaeng,” close to Ramkhamhaeng – Rama IV Elevated, the 33-storey condominium building.

Year 2011**June**

- The Company acquired 100% share from Global Environmental Technology Co.,Ltd. (“GETCO”). The company held 100% shares, which is a wastewater treatment management business.

Year 2012**August**

- Chewathai initiated and developed its first project of ready-built factories for rent, and subsequently launched its first 5 units for rent.

Year 2013**January**

- The Company divested Global Environmental Technology Co.,Ltd. (“GETCO”), acquired on June 2011, subsidized to the Company held 100% shares to Chartchewa Co.,Ltd. and TEE Resources Pte. Ltd. which is related company at 240.00 million THB for company restructure focusing on the real estate development only. GETCO became the subsidiary to the related company.

June

- The Company jointed Thai Condominium Association for receiving the news and other important issues concern with real estate business through the seminar, the training class and e-news.

October

- The Company acquired 100% shares in Rotaj Development Co., Ltd. which was the land owner of Cross Point condominium. The company name was changed to Chewathai Interchange Co., Ltd. and the project name was changed to Chewathai Interchange. This project is a 26-storey condominium building.

December

- The Company increased the registered and paid-up capitals from 200 million THB to 240 million THB.

Year 2014**June**

- The Company launched five more ready-built factories for rent in Phase 2, in Amata City Industrial Estate.

October

- The Company launched “Hallmark Chaengwattana” – two 8- storey condominium buildings.
- Chewathai Interchange Co., Ltd., the Company’s subsidiary, took over the Dzio condominium project from Orada Co., Ltd. and changed the project name to “Hallmark Ngamwongwan”, which comprise of four 8-storey condominium buildings.
- Chewathai purchased additional 13 rai of land in Amata City Industrial Estate, Rayong Province, for developing ready-built factories for rent in Phase 2.

Year 2015**January**

- The Company was granted ISO 9001 – 2008 accreditation (Provision of Sale & Real Estate Services) for quality control system.

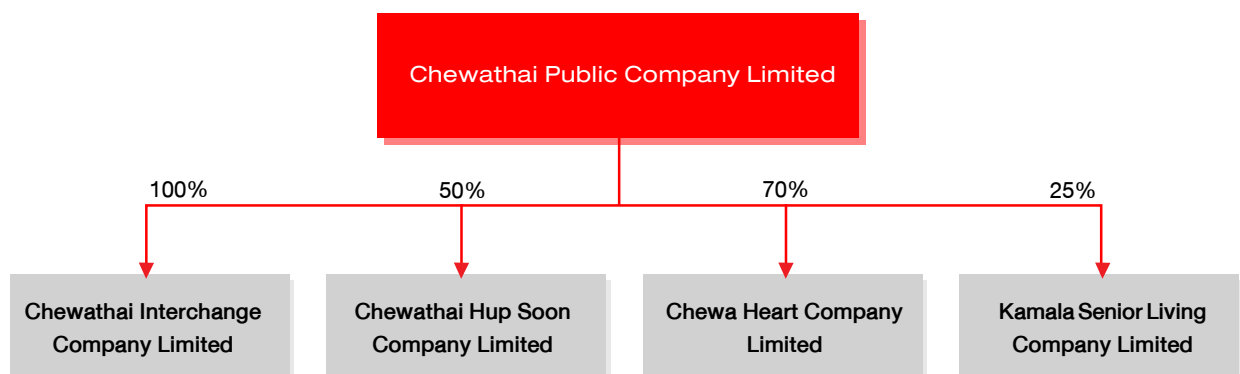
February

- The Company attended its membership of British Chamber of Commerce Thailand for the purpose of public relation the ready built factories to other memberships in the Chamber.

April	<ul style="list-style-type: none"> • The Company attended its membership of German - Thai Chamber of Commerce for the purpose of public relation the ready built factories to other memberships in the Chamber. • The Company converted the Company into a public limited company and was renamed to Chewathai Public Company Ltd. on the 24th April 2015, and changed par from 100 THB to 1 THB. • Increased its registered paid-up capitals from 240 million THB to 580 million THB by issuing common shares in the amount of 340 million shares at par value of 1 THB to the existing shareholders which are Chartchewa Co.,Ltd and TEE Development Pte Ltd in total 108 million shares. The registered paid-up capital of the company was equal to 348 THB Million. The Company allocated 232 Million shares at 1 THB per share for Initial Public Offering (IPO).
August	<ul style="list-style-type: none"> • The Company was granted the investment promotion from Thailand Board of Investment to support the ready built factories project which is located on Amata City Industrial Estate, Highway 311 Rd., Map Yang Phon Sub - District, Pluak Daeng District, Rayong.
September	<ul style="list-style-type: none"> • The Company launched the Chewathai Residence Bang Pho which is a 24-storey condominium building.
October	<ul style="list-style-type: none"> • The Company decreased its registered paid-up capital to 232 million THB from 580 million THB by cutting 232 million shares at 1 THB per share that have been registered but not yet issued. The balance value was 348 million THB. • Increased its registered paid-up capital from 348 million THB to 905 million THB by issuing common shares in amount of 557 million shares at par value of 1 THB to the existing shareholders which are Chartchewa Co. Ltd. and TEE Development Pte. Ltd for 1 THB per share in total 240 million shares. The company allocated 317 million shares at par value of 1 THB for Initial Public Offering (IPO).
Year 2016	
February	<ul style="list-style-type: none"> • The Company decreased its registered paid-up capitals to 417 million THB from 905 million THB by cutting 417 million shares at 1 THB per share that have been registered but not yet issued. The balance value was 488 million THB. • Increased its registered paid-up capitals from 488 million THB to 750 million THB by issuing common shares with the amount of 262 million shares at par value of 1 THB to allocate 262 million shares at par value of 1 THB for Initial Public Offering (IPO).
March	<ul style="list-style-type: none"> • The Company offered ordinary shares for Initial Public Offering (IPO) with the amount of 262 million shares, offer to the public at 1.60 THB/share.
April	<ul style="list-style-type: none"> • The Company was listed on the Market for Alternative Investment (mai)
June	<ul style="list-style-type: none"> • Chewathai bought the AQ Aria Asoke and changed its name to "Chewathai ResidenceAsoke" - a 315-unit, 29-storey luxury condominium.
August	<ul style="list-style-type: none"> • The Company started to develop and launch the Chewathai Phetkasem 27 - a 638-unit, 26-storey condominium project.

September	<ul style="list-style-type: none"> The Company was granted ISO 9001-2015 (Sales of Condominiums, Houses, Factories on Rent & Real Estate Services) for quality control system.
November	<ul style="list-style-type: none"> The Company launched the Detached House and Semi-Detached House, Chewarom Ransit Don Mueang with 81 units.
Year 2017	
May	<ul style="list-style-type: none"> The Company established “Chewa Heart Company Limited” which is a joint venture with Khun Kajit Launpitpong who is not a related party to the Company. The Company held 70% of total shares with the purpose to develop the Townhome project.
July	<ul style="list-style-type: none"> The Company has joined with Nye Estate Company Limited, L.P.N.D. Development Public Company Limited, and CH Karnchang Public Company Limited to establish Kamala Senior Living Company Limited, a joint venture, in order to develop the Lifestyle Senior Living Village at the premium level in Phuket Province. The jointed venture doesn’t related to the Company, the Company held 25% of the total shares
Year 2018	
January	<ul style="list-style-type: none"> TEE Development Pte Ltd sold 11.73% of the paid-up capital of Chartchewa Co., Ltd.
April	<ul style="list-style-type: none"> Increased its registered capital to 1,557,692,307 shares at par value of 1 THB from 750 million shares. The balance registered capital was 2,307,692,307 shares to support the distribution of the stock dividend, offer the new ordinary shares to its existing shareholders and reserve for the issuance of warrants.
May	<ul style="list-style-type: none"> The Company offered ordinary shares to shareholders (Right Offering) the subscription ratio is 1 existing shares to 1 new ordinary share, the offering price is Baht 1.15 per share. The Company offered to sell the newly issued ordinary shares amount 467 million shares , the amount of 537 million baht. Issuance of Warrants to Purchase the Company’s Ordinary Shares No.1 (CHEWA-W1) for the existing shareholders that subscribed the increase share capital in a ratio of 1 warrant for every 1 subscribed share. Term of warrant was 1 year and 6 months , Exercise price at 1.75 Baht per share Increased its registered paid-up capitals of 525,027,183 shares from the stock dividend of 57,691,379 shares and issuance new ordinary shares of 467,335,804 shares. The balance registered capital paid-up was 1,275,027,183 shares
July	<ul style="list-style-type: none"> TEE Development Pte Ltd. sold all shares to Chartchewa Co., Ltd. resulting in Chartchewa Co., Ltd. holding 67.64% of the shares. The management structure remains the same.
October	<ul style="list-style-type: none"> The Company launched the Chewathai Residence Thonglor - a 130-unit, 8-storey condominium project.
December	<ul style="list-style-type: none"> The Company launched the Hallmark Charan 13 - a 184-unit, 8-storey condominium project. The Company launched the Townhome, Chewa Home Wongwaen-Lamlukka with 274 units.

GROUP OF THE COMPANY STRUCTURE



The details of subsidiaries are as follows;

Chewathai Interchange Company Limited

Chewathai Interchange Co., Ltd ("Chewathai Interchange") was established on 25 July 2011 with current registered capital of 100 million Baht. Chewathai Interchange office is located on 1168/80 Lumpini Tower, 27th Floor, Unit D, Rama IV Rd., Tungmahamek, Sathorn, Bangkok. Chewathai Interchange engages in real estate development for condominium. Currently, Chewathai Interchange is developing the condominium projects.

the Company holds 999,998 shares, with a par value of 100 Baht per share accounting for 100% of Chewathai Interchange's registered capital.

Chewathai Hup Soon Company Limited

Chewathai Hup Soon Co., Ltd ("Chewathai Hup Soon") was established on 12 November 2008 with current registered capital of 14 million Baht, located on 1168/80 Lumpini Tower, 27th Floor, Unit D, Rama IV Rd., Tungmahamek, Sathorn, Bangkok. Chewathai Hup Soon engages in Low Rise Condominium development business.

The Company holds 70,000 share, with a par value of 100 Baht per share, or 50% of Chewathai Hup Soon's registered capital.

Chewa Heart Company Limited

Chewa Heart Co., Ltd (“Chewa Heart”) was established on 26 May 2017 with current registered capital of 50 million Baht, located on 1168/80 Lumpini Tower, 27th Floor, Unit D, Rama IV Rd., Tungmahamek, Sathorn, Bangkok. Chewa Heart engages in Town Home development business. Currently, Chewa Heart is developing the Heart Sukhumvit 62/1 project and Heart Thonglor project.

The Company holds 350,000 share, with a par value of 100 Baht per share, or 70% of Chewa Heart's registered capital.

Kamala Senior Living Company Limited

Kamala Senior Living Co., Ltd (“Kamala Senior Living”) was established on 12 July 2017 with current registered capital of 1 million Baht, located on 21/14 and 21/16 Thaiwa Tower, South Satorn Rd., Tungmahamek, Sathorn, Bangkok. Kamala Senior Living engages in premium Independent Senior Living development in Phuket Province.

The Company holds 2,500,000 share, with a par value of 10 Baht per share, or 25% of Kamala Senior Living's registered capital.

REPORT OF CHANGES IN SECURITIES HOLDINGS OF DIRECTORS AND TOP EXECUTIVES

The shareholding of the directors including their spouse and the first four managers as of 31 December 2018 accounts for 0.58% of all the distributed shares. The details in 2018 are as follows:

Name – Surname	Position	Shares				Increase / (decrease) during financial year
		As of December 31, 2017		As of December 31, 2018		
		No. of Shares	% of Share holding	No. of Shares	% of Share holding	
1. Mr. Chartchai Panichewa	Chairman of Board Director	1,000,000	0.13	2,076,923	0.16	1,076,923
2. Mrs. Somhatai Panichewa	Director	625,000	0.09	1,298,076	0.10	673,076
3. Mr. Boon Choon Kiat	Director/Managing Director/ Executive Director //Member of Corporate Governance Committee / Member of Risk Management Committee	-	-	-	-	-
4. Mrs. Supaporn Burapakusolsri	Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee /	-	-	-	-	-
5. Mr. Chaiyut Techatassanasoontorn	Independent Director / Member of Audit Committee / Chairman of Corporate Governance Committee / Member of Risk Management Committee / Member of Nomination and Remuneration Committee	800,000	0.11	1,661,538	0.13	861,538
6. Mr. Phinij Hamphanich	Independent Director / Member of the Audit Committee	-	-	-	-	-
7. Pol.Lt.Gen Visanu Prasarttong-Osoth	Independent Director/ Chairman of Nomination and Remuneration Committee	-	-	-	-	-

Name – Surname	Position	Shares				Increase / (decrease) during financial year
		As of December 31, 2017		As of December 31, 2018		
		No. of Shares	% of Share holding	No. of Shares	% of Share holding	
8. Ms. Sunantra Mahaprasitchai	Excutive Vice President Accounting and financial	-	-	137,418	0.01	-
9. Ms. Jirapat Chatpech	Excutive Vice President Sales & Marketing	-	-	212,834	0.02	-
10. Mr. Nathanan Ratanaphan	Excutive Vice President Sales & Marketing	-	-	-	-	-
11. Mr. Chatchai Atthasathaworn	Senior Vice President Construction	-	-	-	-	-
12. Mr. Somnuk Prapruittitaweechai	Senior Vice President Purchasing	1,000,000	0.13	1,600,015	0.13	600,015
13. Mr. Visuth Piriyaakkaradej	Senior Vice President Customer Service	-	-	90,661	0.01	-
14. Mr. Audompom Chansributh	Senior Vice President Business Development	-	-	111,415	0.01	-
15. Mr. Peerapong Jumpeesri	Senior Vice President Human Capital	-	-	96,550	0.01	-
16. Mr. Pat-tapee Anantawan	Senior Vice President Legal and Compliance	-	-	-	-	-
17.Mr. Aunyapach Peerapakdeepong	Senior Vice President Sales & Marketing	-	-	-	-	-
18 Ms. Chanitsara Yingnork	Vice President Company Secretary	-	-	-	-	-

SECURITIES AND SHAREHOLDERS INFORMATION

Registered Capital and Paid – Up Capital

The company has registered capital and fully paid-up of 2,307,693,307 THB, Paid up as the paid-up capital 1,275,027,183 THB which is ordinary share of 2,307,693,307 shares, par value of 1 THB (One baht only).

Shareholders

As of the record date on 28 December 2018 of the list in accordance with the book closing method, the top ten shareholders of the Company are as follows:

Top Ten Major Shareholder as of 28 November 2018

Shareholders	No. of Share	%
1. Chartchewa Co.,Ltd.	862,419,161	67.64%
2. Mrs.Jaroonlak Panichewa	71,051,538	5.57%
3. Mr.Pisan Sirisuksakulchai	12,158,192	0.95%
4. Mr.Narongsak Mitripot	8,550,000	0.67%
5. Mr.Somkiat Tungkitanan	8,425,000	0.66%
6. Mr.Siripong Jeerawongprapa	7,428,100	0.58%
7. Mr.Sukkamol Sapdeemongkol	7,421,076	0.58%
8. Mr.Sanhakit Watthanapanyakajorn	7,200,000	0.56%
9. Mr.Pete Dheva-Aksorn	6,112,553	0.48%
10.Miss Wanida Wongsalarp	5,776,646	0.45%
Total	996,542,266	78.16%
Free Float	278,484,917	21.84%
Total	1,275,027,183	100.00%

Foreign Shareholding Limit

The foreign shareholding limit of the Company is 49% of all the shares of the Company. This is in accordance with No. 11 of the Article of Association of the Company. As of 28 December 2018, the foreign shareholding of the Company is 0.00% of all shares of the Company.

Cross Shareholding

The Company does not have cross shareholding or pyramid shareholding structure in the company group and does not have cross shareholding with major shareholders or other shareholders. Therefore, there is no conflict of interest or business takeover process.

Minor Shareholders (Free Float)

As of 28 December 2018 which is the book closing date, the total number of shareholders of the Company is 2,485 shareholder. The shareholder in amount of 2,477 are minor shareholders (free float), accounting for 22.77% of all the shareholders.

Treasury Stock

During the past year, the Company does not have a policy related to treasury stock.

Structural change of major shareholders

Chartchewa Company Limited, use to subscribe for ordinary shares of the company, which announced the sale of 7-11 may result 2561 holding ordinary shares Increase 67.64%, or 862,419,161 shares, but the number of shares to change such a shareholding structure does not affect the management structure of the company or company's business policy whatsoever.

Issuance of other securities

None

DIVIDEND PAYMENT POLICY

Dividend Policy of the Company The Board of Directors of the Company may consider paying annual dividend of the Company by obtaining approval from the meeting of shareholders, except the payment of interim dividend which the Board of Directors empowers to consider the occasional payment when the Board of Directors deems that the Company has appropriate retained earnings for the dividend payment. The approval of the Board of Directors on interim dividend payment shall be proposed to the next the meeting of shareholders for further acknowledgement.

The dividend policy of the Company is to pay a total dividend from its Separate Financial Statement of up to 40% of the net profit after tax and after the appropriation of required legal reserve and other reserves (if any). However, the Board of Directors of the Company will consider the dividend payment, and may amend the dividend policy, by taking into account reserves for debt payment, capital investment for production expansion, changing market conditions or as required to manage the company's future cash flows

Dividend Policy of subsidiaries

The Board of Directors of the Company's subsidiaries may consider paying annual dividend of the Company's subsidiaries by obtaining approval from the meeting of shareholders, except the payment of interim dividend which the Board of Directors of the Company's subsidiaries empowers to consider the occasional payment when the Board of Directors of the Company's subsidiaries deems that the Company's subsidiaries has appropriate retained earnings for the dividend payment. The approval of the Board of Directors of the Company's subsidiaries on interim dividend payment shall be proposed to the next the meeting of shareholders for further acknowledgement.

The dividend policy of the Company's subsidiaries is to pay a total dividend from its Separate Financial Statement of up to 40% of the net profit after tax and after the appropriation of required legal reserve and other reserves (if any). However, the Board of Directors of the subsidiaries will consider the dividend payment, and may amend the dividend policy, by taking into account reserves for debt payment, capital investment for production expansion, changing market conditions or as required to manage the company's future cash flows.

The Dividend Payment Record

	2014	2015	2016	2017
Earnings per share ratio	0.18	0.25	0.09	0.21
Dividend yield per share	-	-	0.03	0.08547
Dividend Payout (%)	-	-	33.33	41.22

Risk Factors

Risk factors in the Company's business operations which may significantly affect the Company's operation and operating results as well as the risk preventive measures can be summarized as follows:

Risks of operating the business in highly competitive industry

In 2018, the residential property market in terms of demand and supply has been increasing in comparison with the same period of 2017. The increasing demand was a result of more residential property transfer and newly approved home loans. In terms of supply, new residential property projects have emerged while completed projects have been registered.

Overall, Real Estate Information Center forecasted that in 2018 the market would be on the rise due to the overall economic growth of the country caused by export and tourism sector, public investment on mega projects including sky train lines and high-speed trains. In addition, the home loan supervision measures to be enforced by the Bank of Thailand (BOT) in 1 April 2018 is expected to affect the increasing number of title transfer and home loan application prior to the enforcement of such measures.

In 2019, Real Estate Information Center forecasts that the home loan supervision measures may cause a slight economic decrease, especially the residential property market and title transfer which should decrease both in terms of units and values by 11.6 percent and 2.5 percent, respectively, in comparison to 2018 while home loans may decrease by 2.1 percent in comparison to 2018.

Figure 1: Annual expansion rate of units and values of residential title transfer



Source: Real Estate Information Center, Government Housing Bank

Figure 2: Annual newly approved home loans



Source: Real Estate Information Center, Government Housing Bank

Supply of newly launched projects is expected to decrease by 4.3 percent in comparison to 2018 but registration of completed residences may continue increasing by 6.9 percent in comparison to 2018 due to expansion of the newly launched projects in 2018.

Figure 3 : Annual newly launched residential projects in Bangkok Metropolitan Regions



Source: Real Estate Information Center, Government Housing Bank

Figure 4 : Annual registration of completed residences in Bangkok Metropolitan Regions



Source: Real Estate Information Center, Government Housing Bank

Based on the above information, property business competition could be more intense. Most operators adjusted their strategies by pulling demand in the market to maintain revenue and for the business survival under the slowly recovering economy. These strategies include pricing strategies for product release, which may cause reduction of profits, expansion of the projects to the areas surrounding Bangkok, application of innovations for cost reduction, not increasing prices, or expansion to other demands such as high-end targets which would be less affected by economic situation with limited supply. Also, products and marketing would be adjusted to cover all segments, resulting in more highly competitive market.

The Company has been developing the property for sale since 2008 and became a listed company in 2016. The project developed by the Company includes condominiums, horizontal development projects and factories for rent. The Company has expert team who conduct feasibility study, consumer needs and project feasibility in all aspects prior to making decisions to purchase lands for development. New functions have been developed in response to the market needs and to create distinguished sales points. The Company focuses on delivery, after-sale service and maintenance of co-owners' relationship, making all projects well-received by new customers by word of mouth. The Company specializes in condominium development of all ranges and levels and plans to expand to new segments as town homes, twin homes and single houses at the prices between 2-30 million Baht to increase customer base. Furthermore, the Company co-invested with leading figures in real estate business to create new segments in the market, leading to the continuous and sustainable growth of the Company.

Operational risks depend on the success of the projects under development

In 2018, the Company has 3 projects under construction with deferred income, which are Chewathai Petchkasem 27, having the value of 1,564 million Baht, Chewa Home Wongwaen-Lam Luk Ka, having the total value of 700 million Baht, and Chewa Home Suksawat-Pracha Uthit, having the total value of 890 million Baht. As of 31 December 2018, the revenue of 1,024 million Baht was recognized from Chewathai Petchkasem 27. However, the revenue of Chewa Home Wongwaen-Lam Luk Ka and Chewa Home Suksawat-Pracha Uthit could not be recognized in 2018 as both projects have not been completed and delivered as planned; therefore, the revenues of these two projects could not be recognized as planned by the Company, causing adjustment of relevant strategies.

The Company is well aware of these risks and prepares a long-term plan for 2-3 years of operations related to land purchase, construction, delivery, and revenue recognition to achieve the indicated goals. In addition, alternative plan and strategy adjustment are in place in response to other factors which may be incurred to prevent possible risks.

Compliance risks which may affect the Company's business

Since 2017, there are 2 laws applicable to property business, which are land and property tax which remains unclear but should come into effect in 2019. The lack of clarity and accessibility to the said laws may cause investors to hold their investment as its cannot be confirmed how much burden they will have to bear. In addition, payment of income tax from property sales which shall be imposed on the purchase price instead of the land appraisal value, causing an increase in costs and decrease in returns, which may result in less investment. The investment returns tend to decrease to 5 percent from 6-8 percent due to the sharp increase in condominium prices, causing less returns from rent. Therefore, it is expected that investment from general investors remains unchanged or decreases.

The Company is well aware of possible negative impacts of the above law on the increasing investment but decreasing sales due to unclear law, so the Company indicates the plan to tackle the problems both in terms of capital and sales promotion.

Land acquisition risks

In property business, the most important strategy is to find potential lands for development projects that can ensure success. The Company realizes this issue and therefore enforces the policy on selection of highly potential lands which should be close to main transport routes and located in business districts. Such characteristics of the lands are in high demand of the market, causing dramatic high prices year by year, which can be seen from the CBD land trading. There are also other factors affecting the land prices and acquisition of new lands for development such as legal restrictions related to land use, location and nearby facilities. As can be seen from the Treasury Department's notification regarding the official use of new land appraisal rates for 2016-2019 that the land prices in all regions increases 27.72 percent in average. More precisely, the increase is 15.78 percent in Bangkok and 27.88 percent in regional areas. The prices of lands around the sky train areas including its extension, business district, tourist cities, and the provinces where special economic zones are established have been dramatically rising, causing the Company in risk of unable to acquire appropriate lands for development.

The Company manages the said risks by planning land acquisition in advance both in short-term and long-term for implementation as planned so that the projects can be developed phase by phase, making the Company be able to continuously expand new projects in response to the growth of horizontal and vertical

residential property market in the next 4-5 years, and during such period, the Company will have enough time to acquire potential lands for future development.

In property development, the Company realizes that the land is 75 percent component that indicates the project success while another 25 percent is development. For this reason, the Company clearly determines characteristics and sizes of the lands as well as continuously planning for effective land acquisition by surveying highly potential lands, pleasant environmental and social surroundings, and town plan to meet customer needs in each period.

The Company realizes that appropriate costs are essential for land acquisition, so possible risks of development of each land shall be thoroughly studied to identify feasibility of development and construction according to the Company's plan, marketability, and period of delivery and title transfer. The Company shall consider investing in such land if the above conditions are completely met.

Support growth – Reduce risks

2018 was another year of restructuring and adjustment of proportion for project expansion. The Company focuses on increasing proportion of horizontal project from 20 percent and expand the development to other big cities to support urbanization. Also, the Company is interested in land development in potential provinces which can also diversify business risks, and seek for new investment such as co-investment with Thai and foreign partners who have knowledge and expertise in development of big cities in each region of Thailand. Furthermore, the Company operates the business of plants for rent to increase revenue recognition.

SUMMARY OF PROPERTY MARKET IN 2018

In 2018, the residential property market situation both in terms of demand and supply has been on the rise in comparison with 2017 as a result of expansion of the national economic factors including export and tourism as well as public investment in mega projects such as sky trains and high-speed trains. Also, the loan supervision measures resulted in more demand at the end of the year and, in response, new supply emerged to replace the sold one.

In 2019, it is expected that the loan supervision measures, economic slowdown and increasing interest rates shall affect the residential property market, causing a decrease in both demand and supply. In terms of demand, the title transfer will decrease in unit and value by 17.9 percent and 15.1 percent, respectively, in comparison with 2018. It is also expected that the home loans will decrease by 0.7 percent in comparison with 2018. For supply, newly launched projects may decrease by 5.3 percent in comparison with 2018, yet registration of completed residences may increase by 11.3 percent in comparison with 2018 due to expansion of newly sold projects in 2018.

Residential demand situation

There were new 404 residential projects sold in 2018, consisting 118,271 internal units with 538,767 million Baht in value. The number of projects decreased by 2.7 percent but the number of units and value increased by 3.6 percent and 10.3 percent, respectively, when compared to 2017 in which there were 415 projects consisting 114,194 units with 488,537 million Baht in value. There were 244 housing estates projects, which decreased by 9.0 percent, consisting of 45,063 units, which decreased by 8.5 percent, yet the project value was 217,811 million Baht, which was 3.8 percent increase, in comparison with 2017 when there were 268 projects with 49,241 units and 209,905 million Baht in value. For Condominium, there were 160 projects consisting of 73,208 units with 320,956 million Baht in value, which increased in number of projects, units and values, by 8.8 percent, 12.7 percent and 15.2 percent, respectively, in comparison with 2017 when there were 147 projects consisting of 64,953 units with 278,632 million Baht in value. (See Table 1)

Table 1: Newly launched residential projects in Bangkok Metropolitan Regions 2018

Types	Projects			Units			Values (million Baht)		
	2017	2018	YoY	2017	2018	YoY	2017	2018	YoY
Housing estates	268	244	-9.0%	49,241	45,063	-8.5%	209,905	217,811	3.8%
Condominium	147	160	8.8%	64,953	73,208	12.7%	278,632	320,956	15.2%
Total	415	404	-2.7%	114,194	118,271	3.6%	488,537	538,767	10.3%

Source: Real Estate Information Center, Government Housing Bank

The top 5 locations of newly launched housing estate projects in Bangkok Metropolitan Regions in 2018 most of which were town houses included 1) Bang Yai – Bang Bua Thong – Bang Kruai – Sai Noi, which are around the BTS Purple Line currently in service. The price ranges were between 3.01 – 5.00 million Baht, 2) Lam Luk Ka – Khlong Luang – Thanyaburi – Nong Suea, which are around the BTS Green Line (Mo Chit – Saphanmai – Khu Khot) currently under construction, causing higher prices of this location between 3.01 – 5.00 million Baht, 3) Bang Plee – Bang Bo – Bang Sao Thong, most of which are the areas close to Burapha Withi Expressway, causing higher prices of this location between 3.01 – 5.00 million Baht from 2.01 – 3.00 million Baht, 4) Muaeng Pathumthani – Lat Lum Kaew – Sam Khok, which are highly expanded areas in 2018. More housing estate projects have been launched, mostly town houses, and the price ranges were from 2.01 – 3.00 million Baht, and 5) Khlong Sam Wa – Meenburi – Nong Chok – Latkrabang, which are around the BTS Pink Line (Kae Rai – Meenburi) currently under construction, causing higher prices of this location between 3.01 – 5.00 million Baht from 2.01 – 3.00 million Baht. (See Table 2)

Table 2: Top 5 locations of newly launched housing estate projects in Bangkok Metropolitan Regions 2018

No.	Locations	No. of new units for sale	Project value (Million Baht)	Most sale prices		Most saleable types
				2018	2017	
1	Bang Yai – Bang Bua Thong – Bang Kruai – Sai No	6,643	25,148	3.01-5.00	3.01-5.00	town houses
2	Lam Luk Ka – Khlong Luang – Thanyaburi – Nong Suea	5,716	17,939	3.01-5.00	2.01-3.00	town houses
3	Bang Plee – Bang Bo – Bang Sao Thong	4,715	22,287	3.01-5.00	2.01-3.00	town houses
4	Muaeng Pathumthani – Lat Lum Kaew – Sam Khok	4,365	12,680	2.01-3.00	2.01-3.00	town houses
5	Khlong Sam Wa – Meenburi – Nong Chok – Latkrabang	3,461	12,833	3.01-5.00	2.01-3.00	town houses

Source: Real Estate Information Center, Government Housing Bank

The top 5 locations of newly launched condominium projects in Bangkok Metropolitan Regions in 2018 most of which were one-bedroom units included 1) Huai Kwang – Chatuchak – Din Daeng along MRT Blue Line at the price ranges of 5.01 – 7.50 million Baht, increasing from 3.01 – 5.00 million Baht, 2) Sukhumvit along BTS (Sukhumvit) at the price ranges of 10 million Baht or more, 3) Phra Khanong – Bangna – Suan Luang – Prawet, at the price ranges of 3.01 – 5.00 million Baht, increasing from 2.01 – 3.00 million Baht, 4) Phayathai – Ratchathewi along BTS (Sukhumvit) at the price ranges of 5.01 – 7.50 and 7.51 – 10.00million Baht, increasing from 2.01 – 3.00 million Baht, and 5) Thonburi – Khlong San – Bangkok Noi, at the price ranges of 2.01 – 3.00 million Baht. (See Table 3)

Table 3: Top 5 locations of newly launched condominium projects in Bangkok Metropolitan Regions 2018

No.	Locations	No. of new units for sale	Project value (Million Baht)	Most sale prices		Most saleable types
				2018	2017	
1	Huai Kwang – Chatuchak – Din Daeng	15,402	72,868	5.01-7.50	3.01-5.00	one-bedroom
2	Sukhumvit	8,675	89,189	10 mil. or more	10 mil. or more	one-bedroom
3	Phra Khanong – Bangna – Suan Luang – Prawet	5,539	18,864	3.01-5.00	2.01-3.00	one-bedroom
4	Phayathai – Ratchathewi	5,536	37,190	5.01-7.50 and 7.51-10.00	2.01-3.00	one-bedroom
5	Thonburi – Khlong San – Bangkok Noi	4,265	12,776	2.01-3.00	2.01-3.00	one-bedroom

Source: Real Estate Information Center, Government Housing Bank

Residential demands situations

In 2018, the number of residential title transfer in Bangkok Metropolitan Regions was 196,630 units with 565,112 in value, which was 20.3 percent of unit increase and 32.1 percent of value increase in comparison to the residential title transfer in 2017 at 163,468 units with 427,728 in value. (See Table 4, Diagram 2 and Diagram 3)

The above number includes new house title transfer (or transfer from the juristic person) at 123,664 units and used house title transfer (or transfer from the natural person) at 72,966 units, making the ratio of new house title transfer to used house title transfer was 63:37 (See Diagram 3)

In 2019, it is expected that the number residential title transfer in Bangkok Metropolitan Regions will be 161,457 units (expected ranges between 145,300 to 177,600 units) with 479,904 million Baht in value (expected ranges between 431,900 to 527,900 million Baht), which will be 17.9 percent of unit decrease and 15.1 percent of value decrease in comparison to the residential title transfer in 2018 at 196,630 units with 565,112 in value. (See Diagram 1 and Diagram 3)

Table 4: Number of units and value of residential title transfer in 2018

Types	Units			Value		
	2017	2018	YoY	2017	2018	YoY
Condominium	80,233	97,319	21.3%	200,247	271,475	35.6%
Horizontal	83,235	99,311	19.3%	227,481	293,637	29.1%
Total	163,468	196,630	20.3%	427,728	565,112	32.1%

Source: Real Estate Information Center, Government Housing Bank

Diagram 1: Expansion rate of units and value of residential title transfer QoQ and YoY in 2018



Source: Real Estate Information Center, Government Housing Bank

Diagram 2: Expansion rate of units and value of residential title transfer in 2018 and trends in 2019



Source: Real Estate Information Center, Government Housing Bank

Diagram 3: Number of units and value of residential title transfer in 2018 and trends in 2019

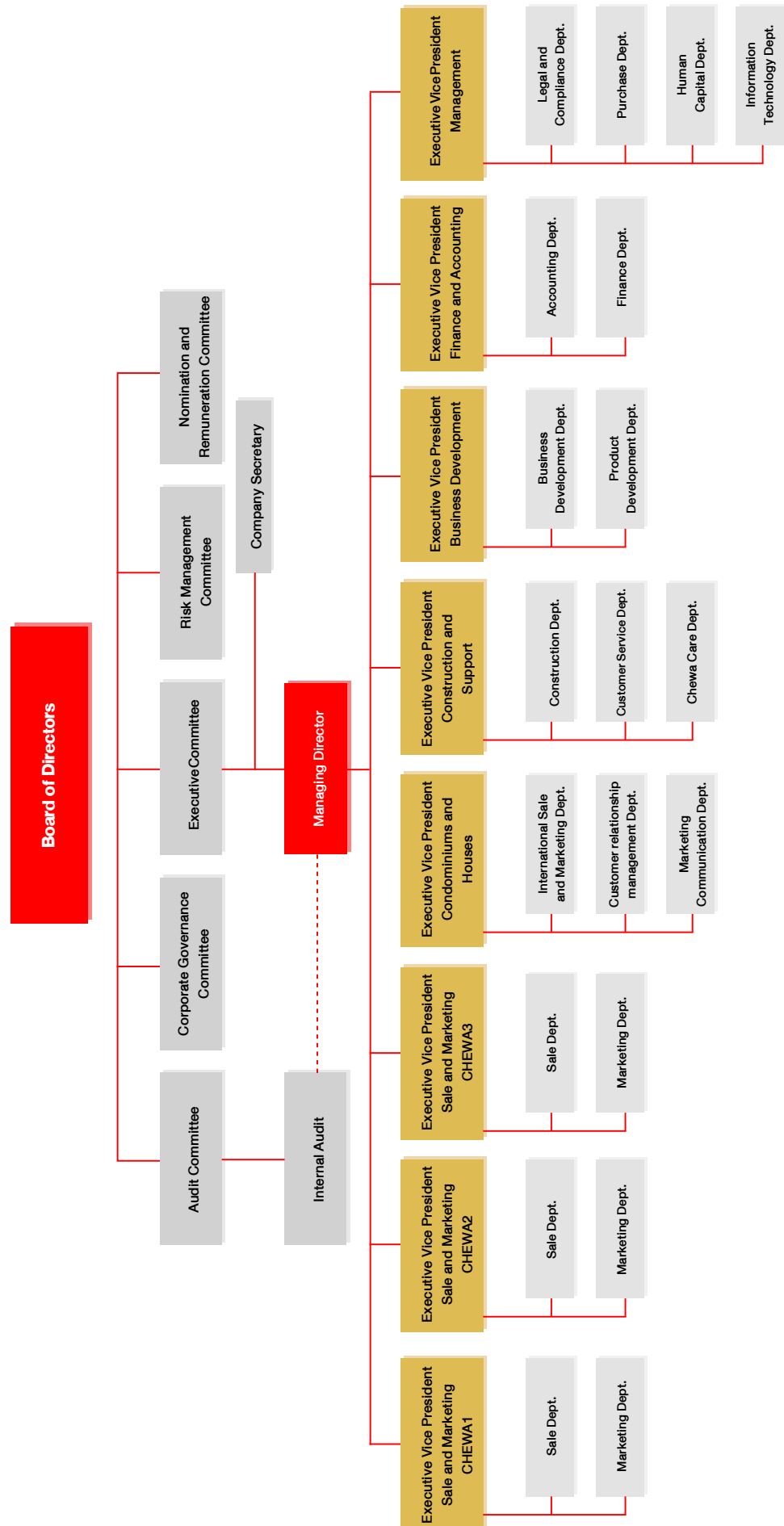


Remark: New houses and used houses refer to housing estates and condominium

Source: Real Estate Information Center, Government Housing Bank

Source: Real Estate Information Center, Government Housing Bank

MENAGEMENT STRUCTURE



Board of Directors

According to the company's articles of Association. Assigned to the Board of Directors consists of not less than 7 Directors, directors must be persons qualified by law and assigned to the Board of Directors each term 3 years from the date of appointment of the Director or by the agenda.

As of 31 December 2018, the Board of Directors comprises seven members according to the Company Registration Certificate of the Ministry of Commerce. All of whom are equipped with knowledge and experiences beneficial for the operation of the Company as follows

Name – Surname	Director	Authorized Directors	Executive Director	Audit Committee	Independent Director	Nomination and Remuneration Committee	Corporate Governance Committee	Risk Management Committee
1. Mr. Chartchai Panichewa	✓	✓	✓					
2. Mrs. Somhatai Panichewa	✓	✓	✓					
3. Mr. Boon Choon Kiat	✓	✓	✓				✓	✓
4. Pol.Lt.Gen Visanu Prasarttong-Osoth ⁽¹⁾	✓				✓	✓		
5. Mrs. Supaporn Burapakusolsri	✓			✓	✓	✓	✓	✓
6. Mr. Chaiyut Techatassanasoontorn	✓			✓	✓	✓	✓	✓
7. Mr. Phinij Harnphanich ⁽²⁾	✓			✓	✓			

Remark : ⁽¹⁾ Pol.Lt.Gen Visanu Prasarttong-Osoth Approved and appointed as Director. Approved by the Board of Directors Meeting No. 9/2018 held on September 12, 2018 to replace Mr. Phua Cher Chew, who has resigned from the Board. The effective date of July 13, 2018 onwards.

⁽²⁾ Mr. Phinij Harnphanich Approved and appointed as Director. Approved by the Board of Directors Meeting No. 9/2018 held on September 12, 2018 to replace Mr. Chung Tang Fong, who has resigned from the Board. The effective date of July 13, 2018 onwards.

Membership of the Board of directors

In compliance with good corporate governance and the balance of power among independent directors, non-executive directors and executive directors, the components of the Board of Directors of the Company as of the 31st of December 2018 are as follows:

- Four Independent Directors (57%), are
 1. Mrs. Supaporn Burapakusolsri
 2. Mr. Chaiyut Techatassanasoontorn
 3. Pol.Lt.Gen Visanu Prasarttong-Osoth
 4. Mr. Phinij Harnphanich

As for independent directors, the Board of Directors' Meeting No. 1/2015 on the 30th of January 2015 had identified the qualifications of independent directors stricter than the qualifications required by the Capital Market Supervisory Board.

- Six Non-Executive Directors (85%), are
 1. Mr. Chartchai Panichewa
 2. Mrs. Somhatai Panichewa
 3. Mr. Supaporn Burapakusolsri

4. Mrs. Chaiyut Techatassanasoontorn
5. Pol.Lt.Gen Visanu Prasarttong-Osoth
6. Mr. Phinij Harnphanich
3. One Executive Director (14%), is
 1. Mr. Boon Choon Kiat

Authorized Directors

Mr. Boon Choon Kiat co – sign with Mr. Chartchai Panichewa or Mrs. Somhatai Panichewa and the Company's seal is affixed. (According to the certificate issued to the Company as of November 26, 2018, issued by the Department of Business Development. Ministry of Commerce.)

Roles and responsibilities of the board of directors

1. To conduct their duties in compliance with the laws, objectives, articles of association and resolutions of shareholders meetings with duty of care and duty of loyalty.
2. To formulate and approve the vision, strategies, business directions, policies, targets, guidelines, plans of work and budget of the Company and its subsidiaries as prepared by the management and oversee the administration and the performance of the management or any persons assigned to do such work to ensure compliance with the policies set out by the Board of Directors.
3. To follow-up the outcome of work to ensure its compliance with the plan and the budget on an ongoing basis.
4. To ensure that the Company and its subsidiaries adopt and set in place an appropriate, strong and effective accounting system including an internal control and internal audit system.
5. To review the risk management procedures and policies and also follow up on the results.
6. To set in place the corporate governance policy and its effective implementation.
7. To appoint the sub-committees such as Audit Committee, Nomination and Remuneration committee Executive Directors and Corporate Governance Committee, or any other sub-committees in order to assist the Board of Directors performing duties.
8. To appoint the senior executive positions of the Company such as Managing Director, Executive Vice President Corporate Affair, Executive Vice President Account & Corporate Finance and any other senior officers as deemed necessary.
9. To appoint the Company Secretary to assist the Board of Directors in its various activities to run the business in line with the related laws and regulations.
10. To seek professional opinions from external agencies, if required, in order to take appropriate decisions.
11. To encourage directors and executives to attend the seminar program of Thai Institute Directors Association (Thai-IOD) in the course that related to their duties and responsibilities.
12. Check their performance annually.
13. Monitoring and assessment of the adequacy of its Charter and the Management Board propose to the Board of Directors to consider and amend this privacy Charter.
14. Perform other duties as assigned by the Board of Directors.

AUTHORIZING POWER OF THE BOARD OF DIRECTORS

The Board of Directors has the authority to approve various issues of the Company and subsidiary companies as established by law, Article of Association and resolution of the Annual General Meeting of Shareholders as follows:

- Strategic map, mission and vision of the Company
- Risk management policy
- Organization structure, goals of the Company
- Business plan and annual budget plan
- Annual and quarterly performance assessment
- Budget for land purchase
- Budget for investment in projects e.g. cost, income, gross profit, etc.

As the subject which has conflict of the interest to the Company with any directors, the interested person will not have the right for vote those transaction.

Furthermore, the Board of Director has duties to comply the Company with Securities and Exchange Act, the notification from The Stock Exchange of Thailand such as the connected transaction and the disposal and acquisition of the asset in accordance with the regulation of The Stock Exchange of Thailand or the notifications of Securities and Exchange Commission of Thailand or other relevant laws.

The meeting of the Board of Directors.

1. The Board of Directors shall schedule the meeting in advance at least once every quarter a year and may intervene any extraordinary meetings as deemed appropriate. The meeting shall be notified at least 7 days in advance and each meeting shall be attended by at least half of the total directors to make a quorum or otherwise indicated in the notification or charter of each committee. In case of the Board of Directors' meeting, to pass any resolution, at least two-thirds of the total members shall be present.

2. Clarification shall be made in advance by the Managing Director upon discussion with the President shall consider determining the agendas in advance. The Company secretary shall ensure that all directors receive the meeting documents prior to the meeting in appropriate time for their study and consideration in giving opinions and casting vote.

3. The Board of Directors shall receive sufficient, complete, continuous, and timely prior to each meeting. The Board of Directors may contact the Company Secretary directly and independently, and the Company Secretary shall provide consultations to the Board of Directors regarding compliance with the law and regulations.

4. The Managing Directors shall appropriately allocate time so that the management can propose the documents for discussion and for the Board of Directors to discuss important matters. Each director shall be given an opportunity to express their opinions prior to conclusion of the meeting's opinions.

5. The Board of Directors shall give an opportunity to non-executive directors to have their own meetings as necessary for discussion of issues of interest without the presence of the management. The meeting results shall be informed to the Managing Director.

6. The Board of Directors shall encourage the Managing Director to invite the top management to attend the Board of Directors' meeting for consideration of work succession.

7. In consideration any agendas, the directors who have interest in the matters being discussed shall not be entitled to vote and shall not be present at the meeting during discussion of such agendas.

8. In each meeting, written minutes of meetings shall be recorded and the certified by the Board of Directors shall be retained for examination of the Board of Directors and other related parties.

9. The Annual General Meeting of Shareholders is scheduled once a year. In case that there is an urgent issue that needs approval from the shareholders, the Board of Directors will schedule an Extraordinary Meeting of Shareholders. The Board of Directors of the Company will comply with Public Limited Company Act B.E. 2535 and Securities and Exchange Act B.E. 2535 and other related regulations in order to be in consistence with the law and good corporate governance principles.

Board of Directors

The current Directors of the company, there are a total of 7 persons, consisting of 3 executive directors, 4 non-executive directors, consisting of 4 independent directors. more than 1 in 3 of all directors in the accounting period January 1 – December 31, 2018 Board of Directors meetings count 11 times, the details are as follows

Director's Name	Position	Date of appointment first.	Attendance / Total Meeting (Times).	
			2017	2018
1. Mr. Chartchai Panichewa	Chairman of the Board of Director	25 April 2015	8/8	11/11
2. Mrs. Somhatai Panichewa	Director	25 April 2015	7/8	11/11
3. Mr. Boon Choon Kiat	Director	25 April 2015	8/8	11/11
4. Pol.Lt.Gen Visanu Prasarttong-Osoth ⁽¹⁾	Independent Director	12 September 2018	-	1/2
5. Mrs. Supaporn Burapakusolsri	Independent Director	25 April 2015	8/8	11/11
6. Mr. Chaiyut Techatassanasoontorn	Independent Director	25 April 2015	8/8	11/11
7. Mr. Phinij Harnphanich ⁽²⁾	Independent Director	12 September 2018	-	1/2
8. Mr. Phua Cher Chew	Director	25 April 2015	4/8	3/7
9. Mr. Chung Tang Fong	Director	25 April 2015	6/8	4/7

Remark : ⁽¹⁾ Pol.Lt.Gen Visanu Prasarttong-Osoth Approved and appointed as Director. Approved by the Board of Directors Meeting No. 9/2018 held on September 12, 2018 to replace Mr. Phua Cher Chew, who has resigned from the Board. The effective date of July 13, 2018 onwards.

⁽²⁾ Mr. Phinij Harnphanich Approved and appointed as Director. Approved by the Board of Directors Meeting No. 9/2018 held on September 12, 2018 to replace Mr. Chung Tang Fong, who has resigned from the Board. The effective date of July 13, 2018 onwards.

Secretary of the Board of Directors :

1) Miss Chanitsara Yingnork Was appointed as Secretary of the Board of Directors on December 13, 2018

2) Miss Jeerasuda Sasanans Serves as Secretary of the Board of Directors until October 31, 2018

As of 31 December 2018, A company with committees for consideration in the amount of 5 series as follows:

1. Executive Committee
2. Audit Committee
3. Nomination and Remuneration Committee
4. Corporate Governance Committee
5. Risk Management Committee

1) Executive Committee

The Board of Directors has approved the establishment of a management committee comprised of directors who are 1 executive directors and non-executive 2 persons. were recruited from individuals who are competent. Understanding of roles and responsibilities. And understands the nature of the business as well. Is responsible for overseeing the management of the Company in accordance with the policies of the Board of Directors.

In the accounting period January 1 - December 31, 2018. There are total 11 Executive Committee meeting times, contacts and the number of attendees in year 2017 and 2018 the following :

Name – Surname	Position	Date of appointment first.	Attendance / Total Meeting (Times).	
			2017	2018
1. Mr. Chartchai Panichewa	Chairman of Executive Director	25 April 2015	4/4	11/11
2. Mrs.Somhatai Panichewa ⁽¹⁾	Director	31 January 2018	-	11/11
3. Mr. Boon Choon Kiat	Director	25 April 2015	4/4	11/11
4. Mr. Phua Chian Kin ⁽²⁾	Chairman of Executive Director	25 April 2015	4/4	0/0

Remark : ⁽¹⁾ Mrs.Somhatai Panichewa Approved and appointed by the Executive Director with effect from January 31, 2018 onwards.
⁽²⁾ Mr. Phua Chian Kin Has resigned from the Executive Committee by the Chairman with effect from January 31 2018

Secretary of the Executive Committee :

- 1) Miss Chanitsara Yingnork Was appointed as Secretary of the Executive Committee on December 13, 2018
- 2) Miss Jeerasuda Sasanas Serves as Secretary of the Executive Committee until October 31, 2018

2) Audit Committee

The Audit Committee of the Company. Independent directors who qualify under the Securities Act. SET and 3 persons with Mrs.Supaporn Burapakusolsri as Chairman of the Audit Committee with knowledge. Financial Accounting Capabilities And have sufficient experience to serve on the review of the reliability of the financial statements of the Company.

In the accounting period January 1 - December 31, 2018. There are total 6 Audit Committee meeting times, contacts and the number of attendees in year 2017 and 2018 the following :

Name – Surname	Position	Date of appointment first.	Attendance / Total Meeting (Times).	
			2017	2018
1. Mrs. Supaporn Burapakusolsri	Chairman of Audit Committee	25 April 2015	5/5	6/6
2. Mr. Chaiyut Techatassanasoontorn	Audit Committee	25 April 2015	5/5	6/6
3. Mr. Phinij Harnphanich ⁽¹⁾	Audit Committee	12 September 2018	-	1/1
4. Mr. Phua Chung Tang Fong	Audit Committee	25 April 2015	4/5	2/4

Remark : ⁽¹⁾ Mr. Pinit Harnphanich Approved and appointed as Audit Committee. Approved by the Board of Directors Meeting No. 9/2018 held on September 12, 2018 to replace Mr. Chung Tang Fong, who has resigned from the Board. The effective date of July 13, 2018 onwards.

Secretary of the Audit Committee :

- 1) Miss Chanitsara Yingnork Was appointed as Secretary of the Audit Committee on December 13, 2018
- 2) Miss Jeerasuda Sasanas Serves as Secretary of the Audit Committee until October 31, 2018

3) Nomination and Remuneration Committee

The Board of Directors has approved the establishment of the Nomination and Compensation Committee. Currently, the committee consists of 3 members.

In the accounting period January 1 - December 31, 2018. There are total 3 Nomination and Remuneration Committee meeting times, contacts and the number of attendees in year 2017 and 2018 the following :

Name – Surname	Position	Date of appointment first.	Attendance / Total Meeting (Times).	
			2017	2018
1. Pol.Lt.Gen Visanu Prasarttong-Osoth	Chairman of Nomination and Remuneration Committee	12 September 2018	-	1/1
2. Mrs. Supaporn Burapakusolsri	Nomination and Remuneration Committee	25 April 2015	2/2	3/3
3. Mr. Chaiyut Techatassanasoontorn	Nomination and Remuneration Committee	25 April 2015	2/2	3/3
4. Mr. Chung Tang Fong ⁽¹⁾	Chairman of Nomination and Remuneration Committee	25 April 2015	2/2	1/1

Remark : ⁽¹⁾ Mr. Chung Tang Fong, who has resigned from the Board. The effective date of July 13, 2018 onwards.

Secretary of Nomination and Remuneration Committee : Mr.Peerapong Jumpeesri

4) Corporate Governance Committee

Board of Directors has approved the establishment of the corporate governance Committee. When November 11, 2016. it consists of a Director 3 persons , 2 persons is an independent Director and 1 person is an Executive Director.

In the accounting period January 1 - December 31, 2018. There are total 3 Corporate Governance Committee meeting times, contacts and the number of attendees in year 2017 and 2018 the following :

Name – Surname	Position	Date of appointment first.	Attendance / Total Meeting (Times).	
			2017	2018
1. Mr. Chaiyut Techatassanasoontorn	Chairman of Corporate Governance Committee	11 November 2016	1/1	3/3
2. Mrs. Supaporn Burapakusolsri	Corporate Governance Committee	11 November 2016	1/1	3/3
3. Mr. Boon Choon Kiat	Corporate Governance Committee	11 November 2016	1/1	3/3

Secretary of Corporate Governance Committee : Miss Suparat Ngamsuptaweekoon

5) Risk Management Committee

Board of Directors has approved the establishment of the Risk Management Committee. When February 20, 2017. it consists of a Director 3 persons , 2 persons is an independent Director and 1 person is an Executive Director.

In the accounting period January 1 - December 31, 2018. There are total 4 Risk Management Committee meeting times, contacts and the number of attendees in year 2017 and 2018 the following :

Name – Surname	Position	Date of appointment first.	Attendance / Total Meeting (Times).	
			2017	2018
Mrs. Supaporn Burapakusolsri	Chairman of Risk Management Committee	22 February 2017	3/3	4/4
Mr. Chaiyut Techatassanasoontorn	Risk Management Committee	22 February 2017	3/3	4/4
Mr. Boon Choon Kiat	Risk Management Committee	22 February 2017	3/3	4/4

Secretary of Risk Management Committee : Miss Suparat Ngamsuptaweeoon

Company Secretary

The Board of Directors meeting No. 11/2018 on December 13, 2018 has appointed Miss Chanitsara Yingnork more duties outside the Company Secretary. The former secretary, The effective date of December 13, 2018 onwards.

The information and training of the Company Secretary. For details, see details on the management consulting authority control. And Secretary of the Company You can also contact the Company Secretary. IR@chewathai.com

Qualifications and experience of company secretary

1. Have knowledge and understanding of the law. Regulations of the company and of regulatory authorities relating to the law on public companies. Law and the Securities and Exchange Commission. And training courses related to the duties of a company secretary.
2. Have knowledge and understanding of the principles of corporate governance. And good practices in corporate governance.
3. Have experience in board secretary. The meeting of directors and shareholders.

The roles and responsibilities of the Company Secretary

1. Provide preliminary advice for directors in law Rules and regulations of the company, including a change in the definition of significant. To the Board of Directors can work smoothly and in the consideration of and decision on duty with responsibility. Vigilance and honesty.
2. Preparation and storage of the documents below
 - Directors
 - Board Meeting : A meeting of the Board. Report of the Board of Directors And the annual report of the company
 - the shareholders' meeting : The meeting of shareholders, Report of the shareholders ' meeting. And the Annual Report of the Company
3. Meeting of shareholders and the Board of Directors in accordance with the law. The articles of Association of the company, and other related statutes.
4. Care to disclose information and report to the authorities responsible for the supervision of the company. In order to comply with the rules and regulations of the Government
5. Storage report on interest filed by a director or executive and submit the report to the stakeholders, the Chairman of the Board and Chairman of the Audit Committee received within 7 days. after the company received reports

6. providing a system for storing documents and evidence related to the complete, accurate and verifiable.
7. Communicate with shareholders to be aware of their rights. Shareholders and company news
8. perform other tasks. According to the Capital Market Commission's notification
9. The Company Secretary must act responsibly. Careful And honesty They must comply with the laws and regulations of the company and the committee. As well as the resolutions of the shareholders' meeting.

Nomination, Appointment or election of the Boards of Directors

The Nomination and Remuneration Committee is responsible for nominating qualified candidates to take up the position of the directors who are suitable in terms of competencies, experiences and expertise in the profession and are equipped with leadership skills, vision, moral and ethics, transparent professional background and are able to express their opinions freely. The Nomination and Remuneration Committee will nominate suitable candidates to the Board of Director's Meeting for approval before presenting to the Shareholders' Meeting for appointment or election. In case that a director position of the Company becomes vacant not by rotation, the Nomination and Remuneration Committee may consider to nominate a suitable person to the Board of Directors' Meeting to be appointed as a director to fill the vacant position in accordance with the Articles of Association of the Company.

Executives

The first four managers following the Managing Director name lists are the ten managers in the accounting and finance department, as follows:

Name – Surname	Position
1. Miss Sunantra Mahaprasitchai	Executive Vice President Finance and Accounting
2. Miss Jiraphat Chatphet	Executive Vice President Sales and Marketing Chewa 3
3. Mr. Nathanan Ratanaphan	Executive Vice President Sales and Marketing Chewa 1
4. Miss Aunyapach Peerapakdeepong	Senior Vice President Sales and Marketing Chewa 2
5. Mr. Chatchai Atthasathaworn	Senior Vice President Construction
6. Mr. Visuth Piriyaakkaradej	Senior Vice President Customer Service
7. Mr. Peerapong Jumpeesri	Senior Vice President Human Capital
8. Mr. Pat-tapee Anantawan	Senior Vice President Legal
9. Mr. Somnuk Prapruittitaweechai	Senior Vice President Purchasing
10. Mr. Audomporn Chansributh	Senior Vice President Business Development

The roles and responsibilities of high-ranking executives of the Company are to ensure that the operation is in accordance with the policy, vision, mission, strategy and target established annually by the Board of Directors as well as to operate the business in accordance with the business plan and manage the budget approved by the Board of Directors. The qualifications of the high-ranking executives of the Company are in compliance with the Notification of the Capital Market Supervisory Board No. TorChor. 23/2551 Re: Definition of "Executives" under Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008). All the ten high-ranking executives of the Company do not have prohibited characteristics as follows:

1. No criminal record in relation to offences against property
2. No history of transaction that causes conflict of interest with the Company

The directors and executives of the Company do not have distrustful characteristics stated in the Notification No. KorJor 8/2553 of the Securities and Exchange Commission Re: Concerning Stipulation on Distrustful Characters of Company's Director and Executive.

Remuneration of Directors and executives

Remuneration for the Boards and Subcommittee members

The Nomination and Remuneration Committee is responsible for proposing the criteria and the guidelines for deciding remuneration for directors, subcommittee members and executives. The remuneration proposed will be considered from the comparison with remuneration of the same industry with more or less the same size, business expansion rate as well as the growth of the Company. The reward for directors is calculated from the growth of dividend paid to shareholders which coincides with the profit growth of the Company. The Nomination and Remuneration Committee will present the remuneration rate for the directors, the sub-committee members and present the rewards for directors to the Board of Directors for endorsements and, later, to the Annual General Meeting of Shareholders for approval. The Board of Directors will decide the appropriate reward numbers for directors to be paid. The directors will allocate the rewards as deemed appropriately. This will be effective from the date of approval from the Annual General Meeting of Shareholders until further notice.

Remuneration for the directors in 2018 for the performance of duty includes transportation fee, reception fee, per diem, meeting allowance and necessary expenses (Articles of Association, Section 5 on Directors, Article 22). The Annual General Meeting of Shareholders in 2018 on the 3rd April 2018 resolved to approve the remuneration are as follows;

Remuneration for Directors

1.Financial Remuneration

The Annual General Meeting of Shareholders in 2018 on the 3rd April 2018 resolved to approve the remuneration and the rewards for the Board of Directors, the Audit Committee, the Executive Committee and the Nomination and Remuneration committee with the details are shown as follows;

Position	Remuneration (THB)	
	Meeting Allowance	Monthly Remuneration
Chairman of Board Director	60,000	60,000
Director	40,000	10,000
Independence Director	20,000	10,000
Chairman of Audit Committee	40,000	-
The Audit Committee	20,000	-
Chairman of Executive Committee	70,000	-
The Executive Committee	60,000	-
Chairman of nomination and remuneration committee	40,000	-
The Nomination and remuneration committee	20,000	-
Chairman of corporate government committee	10,000	-
The Corporate government committee	5,000	-
Chairman of risk management committee	10,000	-
The Risk management committee	5,000	-

Remark the executive director is not entitled to monthly remuneration and reward.

The financial remuneration are as follows;

Director	2016 (THB)	2017 (THB)	2018 (THB)
1. Mr. Chartchai Panichewa	1,300,000	1,260,000	2,212,000
2. Mrs. Somhatai Panichewa	320,000	480,000	1,231,700
3. Mr. Phua Cher Chew	320,000	320,000	236,700
4. Mr. Boon Choon Kiat	560,000	500,000	475,000
5. Mrs. Supaporn Burapakusolsri	420,000	575,000	746,700
6. Mr. Chaiyut Techatassanasoontorn	340,000	465,000	621,700
7. Mr. Chung Tang Fong	380,000	400,000	276,700
8. Mr. Phua Chian Kin	320,000	40,000	-
9. Pol.Lt.Gen Visanu Prasarttong-Osoth	-	-	90,000
10. Mr. Phinij Harnphanich	-	-	70,000
Total	3,960,000	4,040,000	5,960,500

2. Non - Financial Remuneration

The Company does not have any policy related to ESOP and EJIP.

Remuneration for Executive Directors

The Nomination and Remuneration Committee will consider the remuneration for executive directors and the bonus for the executive directors and propose to the Board of Directors for approval. The remuneration is based on the business performance of the Company, the operation in accordance with the policy of the Board of Directors as well as the overall economic and social situation. The information of the current year and the past and the ability to develop the business and improve the operation of the Company in each year will be taken into considerations.

1. Financial Remuneration

In 2018, the remuneration for the three executive directors are shown as follows:

No.	Name	2016	2017	2018
1.	Mr. Phua Chian Kin	280,000	40,000	-
2.	Mr. Chartchai Panichewa	240,000	-	770,000
3.	Mr. Boon Choon Kiat	240,000	-	-
4.	Mrs. Somhatai Panichewa	-	-	660,000
Total		760,000 THB	40,000 THB	1,430,000 THB

Remark : 1. the remuneration for the executive directors in 2018 was meeting allowance only.

2. Non - Financial Remuneration The Company does not have any policy related to ESOP and EJIP.

REMUNERATION OF EXECUTIVES

The Executive Committee will consider the remuneration and bonus for high-ranking executives of the Company which included Chief Executive and Managing Director and the remuneration will be proposed to the Nomination and Remuneration Committee. The consideration is based on business performance of the Company assigned by the Board of Directors, the Executive Committee and the Chairman of the Board of Directors. The consideration for the short-term remuneration is based on the annual profit of the Company. It is the ability to generate profits of high-ranking executives who are responsible for cascading the policy established by the directors to staff of all levels. As for the long-term remuneration, it will be considered based on the Key Performance Indicators (KPIs) of the line of work under their responsibilities as well as the Individual KPIs in the performance evaluation. The remuneration will be established in accordance with the performance of the Company.

In 2018, high-ranking executives of the Company is referred to Mr. Boon Choon Kiat, Managing Director of Chewathai Public Company Limited and is an employee of the Company so he is not entitled to monthly remuneration and reward for director as a director and executive director of the Company.

Remuneration for High-Ranking Executives

1) Financial Remuneration

Remuneration for High-Ranking in 2018 includes salary, bonus depending on business profits and financial statements, provident fund, social security fund and other income in amount of 10,154,000.00 THB.

2) Non - Financial Remuneration

Non-financial remunerations include medical insurance, annual medical check-up, providence funds and social security fund.

Remuneration for Executives

1. Financial Remuneration

In 2018, the remunerations paid for executives are as follows:

1.1 In 2018, six executives had resigned as follows;

- Ms. Parida Amonsirisin, Sales & Marketing Senior Vice President (1) had resigned on the 11th May 2018.
- Mr. Wirot Kaengraeng, Construction Senior Vice President (1) had resigned on the 26th July 2018.
- Mr. Nacarin Khundilokgomon, Purchasing Senior Vice President (1) had resigned on the 8th August 2018.
- Ms. Jariya Dansompong, Sales & Marketing Senior Vice President (2) had resigned on the 31st August 2018.
- Mr. Piyanat Thongkote, Construction Senior Vice President (3) had resigned on the 31st August 2018.
- Mr. Sataporn Semsawang, Aftersales Service Senior Vice President (3) had resigned on the 26th October 2018.

1.2 Three executives has started employment as follows;

- Mr. Chatchai Atthasathaworn, Construction Senior Vice President (3) has started on the 6th September 2018
- Ms. Aunypach Peerapakdeepong, Sales & Marketing Senior Vice President (1) has started on the 17th September 2018
- Mr. Nathanan Ratanaphan, Sales & Marketing Executive Vice President has started on the 5th November 2018

Thus, as of the 31st of December 2018, there are 10 executives.

1.3 Remuneration for executives in 2018 included all executives who has resigned during 2018 and the existing executives.

1.4 Other remunerations such as provident fund, social security fund and Employee Joint Investment Program: (EJIP) are as follows;

Remuneration for Executives	2016		2017		2018	
	Amount (Person)	Remuneration (THB)	Amount (Person)	Remuneration (THB)	Amount (Person)	Remuneration (THB)
Salary and Bonus	6	9,475,484.00	10	15,776,084.00	10	21,075,233.00
Others		439,683.00		1,691,124.00		3,017,202.00
Total	6	9,915,167.00	10	17,467,208.00	10	24,092,435.00

Remark; 1. The remuneration is excluded one high-ranking executive.

2. Other remunerations (Non-financial remunerations) include medical insurance and annual medical check-up

PERSONNEL

The structure of human resources management of the Company and affiliated companies is centralized in order to create unity and development in the same direction under the supervision of the Managing Director and the Chairman of the Executive Committee. Staff of the Company and subsidiary companies are always able to request for a transfer to advance their career.

Policy on Remuneration Paid to Staff of the Company

The consideration for the remuneration of staff is based on the inflation rate as well as reference information from the remuneration survey in the property development and construction business group and the performance of the Company. In accordance with the policy of the Company, the staff remuneration is paid in the form of salary and is based on the performance of the company each year to reciprocate the commitment and the collaboration of all staff who play a vital role in achieving the goal of the Company. It is stated in the policy that the overall remuneration must be in accordance with the company performance both in the long-term and in the calculation of staff performance evaluation. Based on PMS (Performance Management System), Corporate KPIs and Competency Model are established as performance indicators. KPIs is a numerical indicator showing clear results but Competency is evaluated by staff's behavior. The company set up corporate KPIs to indicate on work performance and divided to each KPIs department. Quarterly meetings are organized in each department to review the work plan. There are also individual KPIs to evaluate the performance of individual staff according to their responsibilities. The supervisor and staff will conduct evaluation together once a year. The consideration for the staff remuneration and the staff promotion will be based on the result of the performance evaluation. The monitoring and the evaluation of staff performance are conducted to ensure that an individual staff performance is in accordance with the organizational goal. These results will be used for Human Resource Management such as consideration for bonus and promotion, salary raise and development of staff especially the talented ones and successors. It is to encourage staff to perform and build new generation of executives who will drive the organization forward. For policy on remuneration in long-term such as provident fund and Employee Joint Investment Program: (EJIP)

EMPLOYEE

In 2018, there are 188 employees in the Company (excluding high-ranking executives) which can be divided into different lines of work as follows:

Lines of Work	Employee (person)		
	Male	Female	Total
1. Condo and Housing	26	40	66
2. Construction and Support	30	22	52
3. Business Development	8	6	14
4. Finance and Accounting	4	7	11
5. Corporate Affair	12	20	32
6. Temporary Staff	6	7	13
Total	86	102	188

Remark : In 2018, there are fifty-two employees has resigned (Male 31, Female 21)

Remuneration and Welfare

1) Financial Remuneration

Remuneration for employees in 2018 includes financial remuneration, bonuses, provident fund, social security fund and Employee Joint Investment Program (EJIP) as follows;

Remuneration	Amount (THB)	
	2017	2018
Salary and Bonus	44,034,096.00	62,486,053.00
Provident Fund	3,218,210.00	2,075,052.00
Social Security Fund	1,654,696.00	1,058,747.00
Employee Joint Investment Program: (EJIP)	-	633,735.00
Others Remunerations	471,248.00	12,690,295.00
Total	49,378,250.00	78,943,882.00

During 2018, there has been no significant change in the number and staff and labor dispute.

2) Non – Financial Remuneration

Non-financial remuneration includes medical insurance, annual medical check-up, provident fund, best employees rewards, uniform and New Year Party.

Provident Fund

The company and employees have jointly established a provident fund since 2011 in accordance with the Provident Fund Act B.E. 2530. The fund which is purposed for saving and guaranteeing employees including tax benefits.

Labor Disputes

-None-

Employees Development Policy

The company is aware of the importance of training and developing all employees to support employee's performance which is able to work upon changing of the company strategies. The criteria are as follows;

1. Year plan for training which is according to business plan
2. Employee's training and developing is the duty of everyone.
3. The company targets to train and develop employees under Human Capital Department operations and decides the number of hours that employees will carry the training hours annually.
4. Supervisor will be responsible for staff under supervision training and developing by annual training program.
5. The employees must be eager for improving themselves according to the developing plan to catch up changing strategy

6. Employee Training and Developing consist of two parts; on the job training and individual development plan which are evaluated and designed by supervisor of each department.

The company provides the training to support employee's capabilities and enhancing competency by in-house training and external training. The company assumes that human capital is more valuable than management capital, "Invest continuously in its human capital". Therefore, all employees should have been continuously developing its potential, either in knowledge, skills and internal systems in every work level. The company has settled the appropriate Competency Based Development Systems.

In 2018, the Company has focused on developing capacity of all level. Training courses such as the company supports the employees related to Corporate Governance to directors, audit committee, executives and company secretary etc. to improve their potentiality both internal and external training course as follows;

Program	Objective
Audit Committee Forum 2018	To help the Audit Committee to catch up and learning more technology in various audit areas, after the training they can work more appropriately and correctly.

In-house Training: on the job training or coaching or the training in necessary topic to the employee. The trainer might be from inside or outside the company.

The invited speakers a able to train in companies.

Program	Objective
The Success Leaders & Effective Engagement Team	To give priority and make the employee to have more leadership especially the ones who have to be in charge or administrate the team, and to make an organization grows stronger and successful
Smart & Effective Excel	Smart and able to work fluently with Excel, to help the employee to work with the Excel correctly and precisely by applying the right method
Negotiation and Dealing with Clients Technique	To help the employee to understand behavior and anticipation of the service recipients. And understand method and skill of good service and acknowledging the importance and benefits of good service
7 Steps to Sales Success	To create the good attitude towards the sales success and feel confident when presenting the selling. And also suggesting the techniques to apply with a successful selling
Leadership Morality	To enhance the positive attitude to be a good leader, to behave morally and work efficiently including analyzing himself truthfully

External Training Courses

Department	Program
Accounting	<ul style="list-style-type: none"> - The great 135 topics of withholding tax - Accounting Records for Accountant according to the revised standard - Land & Buildings Tax and Revenue Tax Risk - Strategic Financial Leadership Program (SFLP) 2018 - Finance and Budgeting for Manager - Using Financial Accounting Data for Strategic Planning of Real Estate Business - Public Speaking & Successful Presentations - Financial Data Analysis for Management Decisions - Similarity and Difference between Accounting and Revenue Tax Principle - Update the latest laws of Account Payable - Expenses Not Deductible & Preventive Techniques - Revenue from contracts made with customers (Principles and Accounting Standards)
BD	<ul style="list-style-type: none"> - Housing Market Direction vs Economy Half Year 2018 - Analyze the Gold Location and Land Price Changes - Real Estate Management Business Strategy RE-CU (Sr.) - Feasibility Study of Investment Projects
Budget Control	<ul style="list-style-type: none"> - Cash Budgeting for Senior Management in Planning and Decision Making for Executives - Financial Management Strategies and Cash Flow Statement in Real Estate "Class 6" - Investment Project Management Analysis
Construction	<ul style="list-style-type: none"> - Construction Management ... How to get quality - Safety Officer for Supervisor Level - Safety Officer for Management Level
Corporate Affairs	<ul style="list-style-type: none"> - Company Secretary Program
Customer Relationship Management	<ul style="list-style-type: none"> - IR Sharing 2018 "Technology and IR: How will technology Transform IR Today" - WRITING FOR PR
Customer Service	<ul style="list-style-type: none"> - Advanced Retail Management (ARM) Class 27 - Time Management and First Thing First - Planning and Goal Setting @ Work - Credit Analysis for Staff loan (Basic) - Problem Solving and Decision Making Psychology - Credit Management Techniques - Trade Credit

Department	Program
Human Capital	<ul style="list-style-type: none"> - Excel for HR & Admin - Master Chauffeur Safety Course - OKR: Objectives and Key Results. Is OKR better than KPI? - Professional Customer Service and Complaint Handling Techniques - Administration and Development of Administrative Systems - Employee Welfare Tax Planning and 55 Techniques for Writing Employee Welfare Regulations (Welfare) - How to Impress with customers Technique - Improvement of 5S with Professional Assessment
Internal Audit	<ul style="list-style-type: none"> - CG Code Workshop - Certified Professional Internal Audit of Thailand (CPIAT) Class 56
IT	<ul style="list-style-type: none"> - DBM032: SQL Server 2016 Programing and Implementation
Legal	<ul style="list-style-type: none"> - IR Challenge and Opportunity in era of rising interest rates - Company Secretary Program Class 1/2018
Procurement	<ul style="list-style-type: none"> - Communication with High Impact - Essential Knowledge for Professional Purchaser 1 - Personality and Communication for Frontline Services - Purchasing Negotiation : Your Most Powerful Bargaining
Sales & Marketing	<ul style="list-style-type: none"> - Sales Management 4.0 - Super Marketing For Real Estate - Document Management and Control - Public Speaking and Presentation - Psychology and Rhetoric in Mind - Leadership Training - Effective Supervisor Skills - Professional Presentation Skills - Professional Real Estate Broker - Advanced Retail Management (ARM) Class 26 - Community Mall that is not successful - Marketing Strategy in Real Estate for Developer - Marketing 4.0 - Insights into House-Condo Projects - Mini Master of Real Estate Business (MINI MRE @ TBS) - Overseas Real Estate Sales Avenues

In 2018, the Company has focused on the development of capacity and professionalism of the staff. The company had a training course at the average of 8 hours/person/year, the duration is more than the standard, settled by Department of Skill Development of around 6 hours/person/year.

Orientation for New Employees

The company determined the orientation after recruiting new employees that able to adapt through various activities such as introduction to the organization; either it be supervisor, colleague, work safety manual, company policy, objective, company's rules and regulation, company's welfare etc. In order to get the first impression, relationship and trust in organization. Totally Ninety-Eight percent of all the orientations as follows:

No.	Subject	Summary
1.	Human Capital Department	Work safety manual, company policy, objective, company's rules and regulation, company's welfare.
2.	Business Development Department	The process of selection lands and locations, basic law and regulations which related to properties.
3.	Product Development Department	The process of product development, basic law and regulations which related to properties such as EIA permission.
4.	Legal Department	The role of legal team and all properties law and regulations.
5.	Marketing Department	Work process of Marketing team, how to do Brand Positioning, Brand Personality, Brand Character.
6.	Online Department	The knowledge of Marketing online.
7.	Construction Department	Work process of construction team, material standard and basic information of qualification of material for sales work.
8.	Sales Department	Work process and service standard of sales team
9.	Customer Service Department	Customer Service Department standard, credit knowledge and basic credit calculation.
10.	After Sales Service Department	Work process of After Sales Service and standard.
11.	Customer Relationship Department	Work process of Customer relationship and Corporate Branding process.
12.	Purchase Department	Work process of Purchase team, basic price list and the standard of contractor procurement.
13.	Accounting Department	Work process of accounting team, related document to support the expense.
14.	Budget Control Department	Work process of budget control and related policy.
15.	IT Department	Knowledge concern with operation program; ERP, SAP and Policy concern with IT.

Anti-Corruption Policy

The Company establishes the policies related to anti – corruption for adherence of the directors, the executives and the employees of the company. The Company also establishes a policy on gift delivery and

acceptance. The employee are not permitted to receive gifts, to request for or take a bribe or loan or special treatment which may affect a business decision of the employee on behalf of the Company. It is stated in the Code of Business Conduct which is included in the employee manual and orientation of new employee. In 2018, the company has acknowledged and trained the employee according to Anti – Corruption subject. Together with training and reviewing the code of conduct for every employee lead to good business ethics so the executives and the employee could follow up what is said in the employee's manual to explain to employee ethics in a role and responsibilities to the company, customer, shareholder, supervisor, co-worker including to themselves to get rid of conflict of interest, internal information usage including to the rules and regulation concern with work, welfares, employee's benefits, collaborative practices including discipline and punishments to demonstrate commitment to good practice as a guiding principle that everyone must strictly follow.

Health, 5S Structure and Safety Policy

The Company emphasizes on clear and concrete policies on health safety, safety in workplace and work environment. The Company acknowledged the employee regarding to conscious mind, safety and work environment by 5S training to each department, appointed 5S Committee to monitor the compliance in workplace as follows;

Safety

- 1) The Company provides finger scan system in – out for eligible people accessibility.
- 2) The Company focuses on the safety and accident prevention by participating to training such as annual fire training.
- 3) To assign the hygiene inspection and safety report to the employees and all contractors and manage the training course to site engineer and related party before start working (twice a month).
- 4) To assign to all the employees to take care and clean in self-area.
- 5) To assign to all the supervisor to be good role models and good leaders for the subordinates, and motivate the subordinates with safe work.

Health

- 1) For the employees' good hygiene, the Company provides medical checkup once a year
- 2) The Company provides health insurance; therefore the employees are able to be admitted to hospitals with a limit for reimbursement of medical expenses from employee's level.
- 3) The company provides Sports Day activities to the employee in order to exercise and to relax from work by targeted for healthy employees.
- 4) To do the pest control in the office for sanitary and cleanliness place for work.

Summary of accident, leave rate or sickness rate from work and absence rate in year 2018

Details	Year 2017	Year 2018
Injuries from accident (person)	-	-
Day off rate from illness from work (day)	-	-
Illness from work rate (person)	-	-
Absence rate (day)	-	-
Absence rate amount (person)	-	-

CORPORATE GOVERNANCE

The Company's Corporate Governance Policy

The Board of Directors stresses the importance of compliance with the principles of good corporate governance with an emphasis on the roles and duties of directors, executives and employees to promote good corporate governance environment and enhance competitiveness of the business and trustworthiness to shareholders, investors and related parties through efficient and transparent management. For this reason, the Board of Directors considers and reviews the implementation of the principles of good corporate governance under CG Code based upon the business contexts of the Company once a year. In addition, the Company complies with the following 5 principles of good corporate governance for listed companies as determined by the Stock Exchange of Thailand:

1. Rights of shareholders
2. Equitable treatment of shareholders
3. Consideration of the roles of stakeholders
4. Disclosure and transparency
5. Responsibilities of the Board

Principle 1: Rights of shareholders

The Company shall put importance on the rights of shareholders on significant changes of the Company and receipt of accurate, complete, sufficient, timely, and equitable information about the Company to support their decisions on any matters. Shareholders shall be able to get hold of the Company's operating results, administrative policies or related transaction making correctly and completely on the Company's website www.chewathai.com, which is available in both Thai and English versions or SET's website www.set.or.th. For shareholder to rest assured that their rights shall be protected and they are always treated appropriately, the Company hereby issue the following policies:

1. Thailand Securities Depository Company Limited was appointed by the Company to be its securities registrar to facilitate shareholder in securities registration process.
2. To determine the date of shareholders' meeting, the Company shall not select a public holiday or commercial bank holiday. Appropriate meeting time shall be between 8.30 a.m. to 5.00 p.m., and the meeting venue shall be in Bangkok.
3. The ordinary general shareholders' meeting shall be held once a year on the appropriate date and at the venue within 4 months from the end date of the Company's accounting cycle.
4. The Company shall send shareholders the meeting invitation and information about the agendas in which clear objectives and rationales, as well as the Board's opinions on each agenda is stated for shareholders to study and be prepared at least 21 days prior to the meeting date. In the event that shareholders cannot attend the meeting in person, they can authorize any independent director or person to attend on their behalf by using a proxy form enclosed with the invitation.

5. The Company shall facilitate shareholders by holding the meeting at the venue which is easy to reach and the map thereof shall be enclosed with the invitation. The date and time shall be appropriate and the meeting period shall be sufficient.

6. Prior to the shareholders' meeting, the Company shall inform shareholders of the voting method and the rights to express their opinions and ask any questions under each agenda. During the meeting, shareholders shall have the equal rights to express their thoughts and ask questions. Chairman shall appropriately allocate the time, and related directors and executives shall attend the meeting to answer the questions.

7. There should be more channels for shareholders to get hold of any news and information on the Company's website. Specifically, the meeting invitation shall be disclosed prior to the meeting date on the Company's website for shareholders to download the relevant agendas conveniently and completely and have sufficient time to study the meeting-related information prior to receipt of the hard copies of information from the company.

8. The minutes of meeting shall be recorded accurately, correctly, quickly, and transparently. Questions and important opinions shall be stated in the minutes of meeting for shareholders' review. In addition, the company shall publish the minutes of meeting on its website for shareholders' consideration and submit it to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

9. Facilitate shareholders' receipt of dividends by bank transfer (if any) to ensure timely payment of dividend and prevent damaged, lost or delayed cheques.

10. The Company shall take care of shareholders by ensuring that they shall receive information, news, operating results, and management policies on regular basis and in timely manner. In addition to disclosure of information through news system of the Stock Exchange of Thailand, important news and updates shall also be published on the Company's website www.chewathai.com.

11. The Company shall invite minority shareholders to propose appropriate agendas to be considered by the shareholders' meeting in advance between 10 November 2018 and 10 January 2019 through information system of the Stock Exchange of Thailand and the Company's website www.chewathai.com in customer relations section for the annual general shareholders' meeting 2019.

Principle 2: Equitable treatment of shareholders

The Company determines that all shareholders shall be treated fairly and equitably by putting importance on and respect the ownership of shareholders without specifically favoring any stakeholders. Thus, shareholders can be certain that their rights shall be protected and treated appropriately. The Board indicate the procedure for maintaining such rights as follows:

1. The Company shall disclose sufficient, timely and comprehensive information about its management policies, related transactions and any information beneficial for shareholders' decision making to shareholders through SET's website www.set.or.th and the Company's website www.chewathai.com in both Thai and English version.

2. Facilitate minority shareholders to nominate directors or additional agendas prior to the shareholders' meeting.

3. Criteria for consideration of additional agendas proposed by minority shareholders shall be clearly indicated beforehand as well as procedure for minority shareholders' proposal of director nomination.

4. In shareholders' meeting, consideration and voting shall be made as planned without changing any

significant information or adding any agendas unless necessary, especially the agendas which require shareholders to take some time to study prior to making decisions.

5. Any shareholders who cannot attend the meeting in person shall be able to authorize any person or at least one independent director to attend the meeting and cast votes on their behalf. The name of the said independent director shall be listed in the shareholders' meeting invitation.

6. Both majority and minority shareholders whether Thai or foreign shall be treated equitably.

7. Ballots shall be used for voting of all agendas to ensure transparency and accountability in case of any objection after voting, and in director election agenda, shareholders shall be entitled to nominate directors individually.

8. Procedure for retention and prevention of internal data shall be indicated in writing and communicated to all staff at the Company for acknowledgement and compliance. The executives who are required by the law to report securities possession shall submit the relevant reports to the Board.

9. Any directors and executives trading, transfer or accept the transfer of the Company's securities shall notify the Securities and Exchange Commission of the transactions within 3 working days from the date of such change.

10. The Company shall clearly indicate procedure for maintenance and disposal of conflict of interest by having the audit committee who are obligated under the audit committee charter to audit compliance with the rules and regulations to ensure that the Company complies with the rules of the Stock Exchange of Thailand and the Securities and Exchange Commission. In the event that the meeting resolves on any transactions which may incur conflict of interest or enter any related transactions, the Company shall disclose the value of such transactions, names of the contractual parties and related parties, necessary reasons, and other details related to entering such transactions completely in both Thai and English language through SET's website www.set.or.th and the Company website www.chewathai.com.

Principle 3: Consideration of the roles of stakeholders

The Company realizes and acknowledges all groups of stakeholders' rights including internal stakeholders as shareholders, employees and external stakeholders as customers, partners, creditors, competitors, public sector, and other agencies, as well as nearby communities since the Company is supported by stakeholders resulting in compatibility and profits, which contributes to long-term value of the Company. Therefore, the Board issues the following policies:

1) Treatment and responsibilities for shareholders

The Company realizes that shareholders are business owners and the Company's duty is to create additional long-term value to them. Thus, the employees shall be determined to perform as follows:

- Perform their roles with integrity and carefully make decisions by taking account of fairness to all shareholders for their benefits as a whole
- Govern the business to ensure stable financial status and satisfactory operating results. The Company's status, performance, financial statements, accounting and other reports shall be reported regularly and completely on actual basis
- Shareholders shall fairly receive reports on the Company's future both in positive and negative aspects on the basis of possibility backed up with reliable and reasonable information
- Do not seek interest for themselves and the third party by exploiting the Company's data which are not publicly disclosed or perform any act which may cause conflict of interest with the organization.
- The Company shall treat all shareholders fairly and equitably in the shareholders' meeting.

2) Treatment and responsibilities for the public sector

In business operation, the Company put importance on compliance with the law, rules and regulations both in public sector, especially transaction making, by avoiding any actions which solicit the government or public officials to perform misconduct. However, good relationship may be created to an appropriate and possible extent such as public talks, expression of gratitude in special occasions or traditions. The following practices shall be observed:

- Perform appropriately when contacting public officials or agencies
- Always bear in mind that the law, rules or regulations of any public agencies may contain different conditions, procedures or practices which the Company shall be aware of and strictly follow.

3) Treatment and responsibilities for employees

The Company always realizes that all employees are valuable resources and important factors of the Company achievements. For this reason, policies were determined to ensure fair treatment in terms of opportunities, remunerations, appointments, transfers, and ability development by taking account of the following:

- Employees shall be treated with respect for honor, dignity and privacy
- Work environment shall be maintained to ensure safety for employees' life and property.
- Appointment and transfer, as well as rewarding and disciplinary actions, shall be made in good faith on the basis of employees' ability and appropriateness.
- Employees' knowledge and ability shall be taken into consideration by giving all employees chances to improve themselves through training, seminar and fair opportunity.
- Fair remuneration shall be determined for all employees in accordance with industrial situation, business competition, work nature, operating results, and ability of the Company to pay remunerations.
- Any unfair treatment which may affect employees' work stability shall be avoided.
- Employees shall be given chances to propose or complain about their work, and proper solutions shall be sought for the benefit of all related parties and good relationship at work.

4) Treatment and responsibilities for customers

The Company operates real estate business with the aim to create, present and manage its products and services for customers while maintaining quality and ethics under the following practices:

- Striving for provision and development of products and services to meet customer needs
- Delivering quality products and services under fair conditions
- Providing correct and sufficient information about products and services to facilitate customers' decision making without giving misleading details of quality, quantity or other conditions of the products or services in advertising or communication through other channels
- Providing procedure with which customers can inform problems or inappropriate service provision so that the Company can prevent or provide customers with solutions in timely manner or use the information to improve or develop products and services
- Maintain customers' data and confidential information by not disclosing or utilizing it illegally.

5) Treatment and responsibilities for partners and contractual parties

The Company shall treat partners and contractual parties who are considered as partners and one of the factors influencing business success on equitable and fair basis and mutual benefit as follows:

- The Company shall ensure that the product and service provision shall be done effectively under the following principles:
 - Competing based on equal information
 - Having appropriate criteria for assessment and selection of partners by considering partners who have reliable financial records, potential, and be able to make products or services with the required and verifiable quality
 - Making appropriate and fair contract for both parties
 - Having management and monitoring system to ensure that the contract terms are completely followed and misconduct is prevented at all stages of supply procedure
 - Making payments to partners and contractual parties in timely manner under the agreed payment terms.
- The Company aims to develop and maintain sustainable relationship with partners and contractual parties who have clear objectives of product and service quality which is worth monetary value and reliable.
- Executives and employees shall be prohibited from receiving any personal interest from partners and contractual parties whether directly or indirectly.
- Any information obtained from procurement for the benefit of self and others.

6) Treatment and responsibilities for creditors

The Company relies on principles and disciplines in business operation to create reliability to creditors.

The following practices are observed:

- Treat creditors honestly and repay all debts and interests within the scheduled period as well as strictly comply with conditions stated in loan contracts and other agreements.
- In case of any incidents which may affect the banks, financial institutions and creditors of the Company or failure to perform in accordance with the conditions of loan contracts, the Company shall send notices to the banks, financial institutions, debenture holders, and creditors in advance and discuss effective solutions.

7) Treatment and responsibilities for business competitors

The Company aims at sustainable success and leadership in business under fair and ethical competition in the industry by treating competitors as follows:

- Competing within good competition rules
- Not trying to obtain confidential information of competitors by illegal or inappropriate means for the benefit of the Company's business.
- Avoid slandering or ruining competitors' reputation
- Refraining from any actions which may violate intellectual property rights of others or business competitors

8) Treatment and responsibilities for the society

The Company puts importance on the surrounding communities and society as the Company realizes

that it is part of the society moving forward for sustainable social and environmental development. Therefore, the Company conducts various activities for communities and society along with business operation with responsibility for overall communities and society as follows:

- Having policies on business operation by taking account of environment and strictly complying with applicable law and regulations related to environment
- The Company has clear activities related to Corporate Social Responsibility which are regularly performed by employees.
- Employees shall be encouraged to be aware of and responsible for environment and society.
- Local traditions, customs and cultures of the countries in which the Company conducts its business are observed.
- The Company conducts activities to support society, communities and environment on regular basis to improve the quality of life of the residents in communities where the Company is located. Also, collaboration is provided to public and private sector as well as communities.
- The Company participates in holding activities with the communities where it conducts business as appropriate.
- The Company quickly and effectively responds to any incidents affecting environment, communities, life and property as a result of its operations by providing full cooperation to public officials and relevant agencies.

In addition, stakeholder can obtain more information, file complaints or report any illegal acts, correctness of financial statements, faulty internal control system, or violation of the Company's business ethics through Independent Committee or Audit Committee of the Company. The complaints or information filed shall be protected and treated as confidential by the Independent Committee or Audit Committee and shall be investigated for seeking appropriate solutions (if any) prior to reporting to the Board.

The Company's contact channels for stakeholders

The Board puts its importance on participation of stakeholders in enhancement of the Company's performance to create sustainable stability of the Company by disclosing significant information about business operation to stakeholders sufficiently and transparently. Also, the Company arranges channels for stakeholders, shareholders and investors to send inquiries, file complaints, inform violation of rights, report illegal offences, correctness of financial statements, faulty internal control system or violation of the Company's business ethics through Independent Committee or Audit Committee of the Company. External stakeholders may contact the Board or Senior Executives through the following channels:

1. Telephone: Call Center 1260
Press 3 to contact Investor Relations Division or press 4 for complaint filing
2. Letter: Send letters by mail or in person to
Chewathai Public Company Limited
1168/80 Lumpini Tower, 27th floor, Unit D
Rama 4 Road, Thung Mahamek Sub-district, Sathorn District
Bangkok Metropolis 10120
3. Email: auditcommittee@chewathai.com
4. Website: www.chewathai.com

Complaints and information submitted shall be protected and treated as confidential by the Independent Committee or Audit Committee and shall be investigated for seeking appropriate solutions (if any) prior to reporting to the Board.

Employees may express their opinions, file complaints or report inappropriate acts through the Company's whistleblower system.

The Company shall be responsible for environment and society as well as all groups of stakeholder by taking account of possible effects on society, environment, customers partners, competitors, creditors as a result of its business operation. In 2018, there was no case of violation of the law on violation of labor, employment, business competition, and there was no legal action taken against the Company by any government agencies or statutory authorities due to the Company's failure to announce significant events within the specified period.

Principle 4: Disclosure and transparency

The Company has the policy to transparently disclose information to related parties including shareholders, customers and employees as follows:

1. Shareholders

The Company shall disclose information such as financial information, general important information and operating results of the Company in true, sufficient, regular, timely, comprehensive, and fair manner. Information shall be communicated to shareholders, investors, analysts, and other stakeholders through various channels. Investor Relations Division shall be available for providing information and news regarding the Company's activities to investors, shareholders, analysts, and related parties, including

- Report through news system of the Stock Exchange of Thailand
- Annual report form (Form 56-1)
- Company's website www.chewathai.com
- Mass media such as newspapers, business journals and television

Minority shareholders, general investors and analysts who wish to obtain the Company's information may directly contact the Company's Investor Relations to maintain good relationship on the basis of fair disclosure of information. The Company realizes and assumes responsibility for reliability of financial statements, so the Board shall make correct and complete financial information in accordance with generally accepted accounting standards and principles. Also, information which affects or may affect the change in the Company's securities prices and investment decision shall be disclosed pursuant to the law, rules and regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission and other relevant public agencies as well as monitoring and change regularly to ensure that the law, rules and regulations are updated and for shareholders to rest assured that the business shall be operated fairly and squarely.

In 2018, information and news of the Company through various channels and mass media on regular basis for acknowledgement of shareholders, investors, analysts, other stakeholders, and general public as follows:

1) The Company's executives shall provide overall information about the Company's performance and answer questions from analysts and investors during the company visit, conference call, analyst meeting, opportunity day, and site visit.

2) Public relations news shall be distributed to newspapers, magazines and journals related to the Company's business, operating results, and executive interviews from the Board and Managing Director of the Company.

3) The Company attends MAI Forum 2018 to disseminate its information to investors, securities analysts, mass media, and interested persons.

4) Information is also available on channels of the Stock Exchange of Thailand and the Securities and Exchange Commission including Form 56-1, the Company's financial statements, quarterly financial statement analysis, and other. For more information or enquires, shareholders, investors and general public may also contact

Investor Relations Divisions: Miss Chanisara Yingnok

E-mail address: ir@chewathai.com; Telephone No. (02) 679 8870-4 or Call Center: 1260.



2. Customers

The Company disseminates information about its projects through online channels including www.chewathai.com and www.facebook.com/CHEWATHAI and Call Center 1260.

3. Employees

The Company's employees either working at the head office or at any project shall be taken care of equally and receive the same information in various forms such as posts on the bulletin board at the Company and at the project site, communication made by divisions in the form of Chewathai Club Intranet and LINE in which senior executives are present to ensure that employees shall obtain the following information:

- Policies, rules and regulations of the Company
- News on the Company's activities
- News or information about the Company's benefits
- News about employees e.g. promotion, position adjustment, new recruits, or resignation, etc.
- Knowledge for employees e.g. tax news, social security news, etc.

Principle 5: Responsibilities of the Board

The Board shall be responsible for shareholders in terms of the Company's management and corporate governance to ensure that the Company is managed in compliance with the law, objectives, rules of the Company and shareholders' meeting resolution.

1. Structure of the Committees

The Committees consist of knowledgeable and experienced persons in various fields such as engineering, business administration, law, accounting, finance and so on who have passed the training provided by Thai Institute of Directors Association (IOD). These people have important roles in determining the Company's policies together with senior executives on short-term and long-term planning as well as financial policies, risk management and overall direction of the Company. The Committees shall independently supervise, audit and assess the Company's operating results and performance of senior executives to ensure conformity with the indicated plans.

The Committees 2018 are comprised of 6 groups as follows:

1. The Board of Directors
2. Audit Committee
3. Executive Committee
4. Nomination and Remuneration Committee
5. Corporate Governance Committee
6. Risk Management Committee

Power of each committee shall be separated clearly. Decision made on important matters shall be accepted by each committee who is responsible for specific matter and propose it to the Board of Directors for consideration or acknowledgement to ensure balance and transparency as well as fair treatment on any related parties.

The present Board of Directors consists of 7 members who are 3 executive directors and 4 non-executive directors. 4 members are qualified as independent directors, which accounts for more than 50 percent of the total members of the Board of Directors, resulting in balance in consideration and approval. The term of the Board of Director shall not be over 3 years as specified by the applicable law. Independent directors shall be allowed to hold office for not over 9 consecutive years unless the Board of Directors consider that such persons should continue taking the post of independent directors for the utmost benefit of the Company. Furthermore, the Company's directors and executives may assume the position of directors or executives of any affiliated companies or companies provided, however, that the requirements of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand as well as other related agencies, which shall be informed to the Board of Directors' Meeting.

2. Nomination and term of office of the Board of Directors

2.1) Rules for election and nomination of the Board of Directors

The Board of Directors shall have qualifications and experiences as required by the Company and not possess any prohibited characteristics listed in Public Company Act, B.E. 2535, Securities and Exchange Act, B.E.2535 and other relevant laws. The Board of Directors shall have sufficient time and dedicate their knowledge and abilities to perform their duties for the Company. The criteria for selection of members of the Board of Directors under the Company's regulations are as follows:

- 1) Members of the Board of Directors shall have qualifications specified in relevant rules and the Company's articles of associations.

- 2) They shall obtain at least a bachelor's degree in any field.
- 3) They shall have knowledge of the Company's business and be able to dedicate sufficient time and knowledge for the Company.
- 4) They shall be honest and highly ethical.
- 5) Members of the Board of Directors shall not take any positions at more than five (5) other listed companies. In the case that any members of the Board of Director have taken the positions at more than five (5) other listed companies, the Board of Director shall consider efficiency of performance of such members and report the reason for nomination in the annual information form (Form 56-1) and annual report (Form 56-2).
- 6) The Board of Directors shall be appointed, elected and dismissed by the shareholders' meeting and the term of office shall be as determined in the Company's article of association with possibility of re-election, except for the case that the vacant position is not due to expiration of term, the Nomination and Remuneration Committee shall nominate a qualified person to be proposed to the Board of Directors for fulfillment of the vacant position in accordance with the Company's article of association.
- 7) In each annual general shareholders' meeting, one-thirds of total directors shall be dismissed from their position. If it is not possible to divide the total number of directors into three equal groups, the dismissed directors whose number is the most similar to one-thirds of the total number. The dismissed directors may be re-appointed to hold their office.

In addition to the expiration of term, directors shall be dismissed upon the following events:

 - 1) Death
 - 2) Resignation (effective as of the date of resignation letter receipt)
 - 3) Lack of qualifications or having prohibited characteristics as specified by the regulations and notifications issued under the law or the Company's article of association
 - 4) The shareholders' meeting passed the resolution on dismissal.
 - 5) The Court orders dismissal.
- 8) For nomination of the persons to be appointed by the shareholders' meeting to hold the office in place of the retired directors, the Nomination and Remuneration Committee shall nominate the qualified persons to be considered by the Board of Directors prior to proposal to the shareholders' meeting and selection.
- 9) For election of the committee, individual votes shall be made, and shareholders shall be entitled to elect the nominated persons for the relevant election without separation of votes.
- 10) The persons who obtain the majority votes shall be selected to fulfill the vacant positions for which such election is intended. Directors who are dismissed as a result of the end of term may be re-elected.
- 11) Holders of one share shall have one vote.

2.2) Term of office of the Board of Directors

The term of office of the Board of Directors shall be 3 years. However, the Company believes that age or years of office is not a problem if taking account of valuable knowledge and experience each director has for the benefit of the Company.

2.3) Number of companies in which directors hold office

The Company determines that any the Board of Directors shall be allowed to take the post of directors of up to 5 listed companies. However, there is no policy on limitation of being member of the board of directors in subsidiaries of other listed companies.

2.4) Managing Director's holding of office at other companies

The Board of Directors consider that, for the Managing Director to be able to dedicate his time for effective performance of his duties as Managing Director, it is determined that the Managing Director shall not take the post of Managing Director at any other listed companies.

Summary of positions of other listed companies held by the Company's directors

No.	Name – Last name	Other listed companies
1.	Mr. Chatchai Panichewa	1. President of Thaisri Insurance Public Company Limited 2. Managing Director of TTL Industry Public Company Limited 3. Director / President of ATP 30 Public Company Limited
2.	Mrs. Somhathai Panichewa	1. Director of ATP 30 Public Company Limited 2. Director / CEO of Amata VN Public Company Limited 3. President of Investment Board of Amata Corporation Public Company Limited
3.	Mr. Boon Choon Kiat	None
4.	Mrs. Supaporn Burapakusolsri	Independent Director of Thaivivat Insurance Public Company Limited
5.	Mr. Chaikut Techatassanasoontorn	Director / Independent Director of TTL Industry Public Company Limited
6.	Pol. Lt. Gen. Visanu Prasattong-Osoth	1. Independent Director / Audit Committee President of Finansia Syrus Securities Public Company Limited 2. Director of Bangkok Air Public Company Limited
7.	Mr. Phinij Hanpanich	Director of Bangkok Chain Hospital Public Company Limited

The Company has disclosed the detailed information about the positions of other listed companies held by each director in Form 56-1 and the annual report (56-2), which the Company is certain that it does not cause any conflict of interest or affect their performance of duties of the Board of Directors.

In the past years, the Board of Directors have shown that they can dedicate their time to perform their duties effectively. The Company has continuously and regularly received useful consultations, suggestions and recommendations regarding the business.

3. Roles, duties and responsibilities Directors

Roles, duties and responsibilities of the Board of Directors

1. Perform their duties in accordance with the law, objectives, regulations of the Company, and resolutions of the shareholders' meeting with responsibility, diligence and integrity.
2. Determine the details, approve and review visions, strategies, business direction, policies, goals, operation plans, and budgets of the Company and its subsidiaries as prepared by the Administrative Division and supervise operations and performance of the management or any persons assigned to perform such work to ensure compliance with the policies specified by the Board of Directors.
3. Continuously monitor performances to ensure conformity to the operation plans and budget.
4. Ensure that the Company and its subsidiaries implement appropriate and efficient accounting system and establish internal control and internal audit system.
5. Verify procedures and policies on risk management and follow up the results.
6. Issue policies on corporate governance in accordance with the principles of good governance and effectively adapt the policies.
7. Establish sub-committees such as Audit Committee, Nomination and Remuneration Committee, Executive Committee, or other sub-committees to assist and support performance of the Board of Directors.
8. Appoint senior executives of the Company such as Managing Director, Executive Vice President, Executive Vice President – Accounting & Corporate Finance, and other senior executives in each field as deemed appropriate and necessary by the Board of Directors.
9. Appoint the Company's secretary to assist the Board of Directors in performing tasks to ensure compliance with the applicable law and regulations.
10. Seek for professional opinions from external organizations to support decision making.
11. Encourage the Company's directors and executives to attend seminars of Thai Institute of Directors Association related to their roles and responsibilities.
12. Examine their own performance results on annual basis.
13. Examine and assess appropriateness of Executive Committee Charter and propose any amendment thereto to the Board of Directors.
14. Perform other tasks as assigned by the Board of Directors.

Sub-committees

The Board of Directors of Chewathai Public Company Limited as of 31 December 2018 consist of the following 5 sub-committees:

1. Audit Committee
2. Executive Committee
3. Nomination and Remuneration Committee
4. Corporate Governance Committee
5. Risk Management Committee

Audit Committee

The Audit Committee shall be comprised of the Company's directors who are qualified as determined in the notification of the Stock Exchange of Thailand. The Audit Committee shall be independent and completely qualified as determined by the Office of the Securities and Exchange Commission and the Stock Exchange of

Thailand. Their roles and responsibilities include operations as an independent organization to support the Board of Directors in supervising the business under the principles of good corporate governance, disposing of conflict of interest, verifying financial information presented to the public and shareholders, verifying internal control system and internal audit system, and communicating with the Company's auditor.

As of 31 December 2018, the Audit Committee consists of 3 members as follows:

- | | |
|-------------------------------------|-----------------------------|
| 1. Mrs. Supaporn Burapakusolsri | Chairman of Audit Committee |
| 2. Mr. Chaiyut Techatassanasoontorn | Audit Committee |
| 3. Mr. Phinij Hanpanich | Audit Committee |

Roles and responsibilities of the Audit Committee

1. Verify the Company's financial reports to ensure accuracy and sufficiency
 2. Verify the Company's internal control and internal audit system to ensure appropriateness and efficiency and considering independency of the internal audit unit as well as approval of appointment, transfer and dismissal of the chief of internal audit unit or other units related to internal audit.
 3. Ensure the Company's compliance with the law on Securities and the Stock Exchange of Thailand, requirements of the Stock Exchange of Thailand, and other laws and regulations related to the Company's business.
 4. Consider, select, nominate, and dismiss any independent person to be the Company's auditor and offer remuneration to such person, attend the meetings with the auditor without the management at least once a year.
 5. Consider related transactions or any transactions which may cause conflict of interest pursuant to the law and provisions of the Stock Exchange of Thailand to ensure that the reports shall be reasonable and beneficial for the Company.
 6. Prepare reports of the Audit Committee which shall be disclosed in the Company's annual report. The reports shall be signed by the Chairman of the Audit Committee and at least consist of the following items:
 - Opinions on accuracy, completeness and reliability of the Company's financial reports
 - Opinions on sufficiency of the Company's internal control system
 - Opinions on compliance with the law on Securities and the Stock Exchange of Thailand or other laws related to the Company's business.
 - Opinions on appropriateness of the auditor
 - Opinions on any transactions which may cause conflict of interest
 - Number of the Audit Committee's meetings and attendance of each member of the Audit Committee
 - Opinions or overall comments obtained by the Audit Committee after performance in accordance with the Charter
 - Other transactions which should be acknowledged by shareholders or general investors within the scope of roles and responsibilities assigned by the Board of Directors
 7. Perform other tasks as assigned by the Board of Directors upon agreement of the Audit Committee
- However, the Audit Committee shall assume responsibilities as assigned by the Board of Directors while overall responsibilities regarding the Company's business for the third parties shall belong to the Board of Directors as a whole.

Executive Committee

Executive Committee shall be appointed by the Board of Directors and consist of two executive directors and one non-executive director who have knowledge and understanding of the roles and responsibilities in connection to the Company's business nature. The Executive Committee shall manage the Company's business in line with the Board of Directors' policies by always taking account of the utmost benefit of the Company. As of 31 December 2018, the Executive Committee are comprised of 3 members as follows:

- | | |
|-----------------------------|---------------------------------|
| 1. Mr. Chatchai Panichewa | Chairman of Executive Committee |
| 2. Mrs. Somhathai Panichewa | Executive Committee |
| 3. Mr. Boon Choon Kiat | Executive Committee |

Roles and responsibilities of the Executive Committee

1. Provide suggestions on strategic directions, management structure, and annual operation plans and budget of the Company
2. Ensure that the Company's business is operated in accordance with the designated plans, objectives, and goals.
3. Examine operating results and performance of the Company and the Group of Companies and report the results to the Board of Directors on monthly basis.
4. Seek and assess new opportunities for the Company's business
5. Examine and provide suggestions on the Company's dividend payment to the Board of Directors.
6. Examine and approve transactions related to investment or sale of the Company's assets, human resources management, finance and treasury, general administration, and any transactions related to the Company's business within the scope of approval determined by the Board of Directors.
7. Consider and examine risk management and risk control system of the Company.
8. The Executive Committee may sub-authorize any executive or employee to perform specific task on their behalf provided that the Executive Committee or its authorized person shall not make or approve any transactions which may cause their conflict of interest or from which they may obtain benefit or interest in whatever form or against any of the Company's benefit (as defined in the Notification of the Securities and Exchange Commission). However, approval of such transactions shall conform to the policies and principles determined by the Board of Directors and the applicable law.
9. Seek for consultants or persons having independent opinions to provide opinions or suggestions as deemed necessary.
10. Request the executives or employees to attend the Executive Committee or provide information about any matters discussed in the Executive Committee's meetings.
11. Report any activities performed by the Executive Committee within their roles and responsibilities to the Board of Directors on regular basis, including any matters which are deemed necessary to be presented to the Board of Directors.
12. Examine their operating results on annual basis.
13. Examine and assess sufficiency of the Executive Committee Charter and propose the Board of Director to amend the Charter.
14. Perform other tasks as assigned by the Board of Directors upon agreement of the Audit Committee

Nomination and Remuneration Committee

Nomination and Remuneration Committee shall be appointed by the Board of Directors and consist of 3 members. As of 31 December 2018, the Nomination and Remuneration Committee consist of 3 independent directors for checks and balances and their important role is to support the Board of Directors and shareholders. Members of the Nomination and Remuneration Committee are as follows:

- | | |
|--|---|
| 1. Pol.Lt.Gen. Visanu Prasattong-Osoth | Chairman of Nomination and Remuneration Committee |
| 2. Mrs. Supaporn Burapakusolsri | Nomination and Remuneration Committee |
| 3. Mr. Chaiyut Techatassanasoontorn | Nomination and Remuneration Committee |

Roles and responsibilities of the Nomination and Remuneration Committee

1. Consider policies and criteria for nomination of qualified person to be the Board of Directors, Managing Directors and top management of the Company, select and nominate qualified persons to be proposed to the Board of Directors' meeting and/or shareholders' meeting for appointment as members of the Board of Directors, Managing Director and top management of the Company.
2. Review policies and criteria related to determination of remuneration and benefits for the Board of Directors, Managing Directors and executive directors of the Company.
3. Provide suggestions on remuneration of the Board of Directors, Managing Director and top management of the Company to the Board of Directors' Meeting and/or shareholders' meeting for approval. The Board of Directors shall approve the remuneration and benefits of the Managing Director and top management while the Board of Directors' remuneration shall be approved by the shareholders' meeting.

Corporate Governance Committee

Corporate Governance Committee shall be appointed by the Board of Directors and consist of 3 members. As of 31 December 2018, the Corporate Governance Committee are comprised of two independent directors and one executive director as listed below.

- | | |
|-------------------------------------|--|
| 1. Mr. Chaiyut Techatassanasoontorn | Chairman of Corporate Governance Committee |
| 2. Mrs. Supaporn Burapakusolsri | Corporate Governance Committee |
| 3. Mr. Boon Choon Kiat | Corporate Governance Committee |

Roles and responsibilities of the Corporate Governance Committee

1. The Corporate Governance Committee shall perform their roles and responsibilities as assigned by the Board of Directors, and the Board of Directors shall assume responsibilities for the overall operations of the Company to the third parties.
2. Determines procedures, suggest policies/practices related to business ethics and conduct in accordance with the principles of good corporate governance to the Board of Directors and the management to be determined as standard corporate rules.
3. Supervise the Company's operations under the anti-corruption policies and measures.
4. Supervise and provide consultations, assess, and review the policies and performance under the principles of good corporate governance and business conducts to develop and upgrade the Company's corporate governance to international level.
5. Perform other tasks as assigned by the Board of Directors upon agreement of the Audit Committee

Risk Management Committee

Risk Management Committee shall be appointed by the Board of Directors and consist of 3 members. As of 31 December 2018, the Risk Management Committee is comprised of two independent directors and one executive director as listed below.

- | | |
|-------------------------------------|---------------------------------------|
| 1. Mrs. Supaporn Burapakusolsri | Chairman of Risk Management Committee |
| 2. Mr. Chaiyut Techatassanasoontorn | Risk Management Committee |
| 3. Mr. Boon Choon Kiat | Risk Management Committee |

Roles and responsibilities of the Risk Management Committee

1. Determine the risk management policies, plans and supervision of the Company.
2. Review the procedures and risk management tools to ensure efficiency and appropriateness of risks of the transactions operated by the Company.
3. Follow up and be aware of advance alarm signals and abnormal transactions which may incur and report the result of risk management to the Board of Directors.
4. Provide suggestions on any matters in need of improvement to the Board of Directors in line with the Company's rules and strategies.

4. Committees' Meeting

1. The Board of Directors shall schedule the meeting in advance at least once every quarter a year and may intervene any extraordinary meetings as deemed appropriate. The meeting shall be notified at least 7 days in advance and each meeting shall be attended by at least half of the total directors to make a quorum or otherwise indicated in the notification or charter of each committee. In case of the Board of Directors' meeting, to pass any resolution, at least two-thirds of the total members shall be present.

2. Clarification shall be made in advance by the Managing Director upon discussion with the President shall consider determining the agendas in advance. The Company secretary shall ensure that all directors receive the meeting documents prior to the meeting in appropriate time for their study and consideration in giving opinions and casting vote.

3. The Board of Directors shall receive sufficient, complete, continuous, and timely prior to each meeting. The Board of Directors may contact the Company Secretary directly and independently, and the Company Secretary shall provide consultations to the Board of Directors regarding compliance with the law and regulations.

4. The Managing Directors shall appropriately allocate time so that the management can propose the documents for discussion and for the Board of Directors to discuss important matters. Each director shall be given an opportunity to express their opinions prior to conclusion of the meeting's opinions.

5. The Board of Directors shall give an opportunity to non-executive directors to have their own meetings as necessary for discussion of issues of interest without the presence of the management. The meeting results shall be informed to the Managing Director.

6. The Board of Directors shall encourage the Managing Director to invite the top management to attend the Board of Directors' meeting for consideration of work succession.

7. In consideration any agendas, the directors who have interest in the matters being discussed shall not be entitled to vote and shall not be present at the meeting during discussion of such agendas.

8. In each meeting, written minutes of meetings shall be recorded and the certified by the Board of Directors shall be retained for examination of the Board of Directors and other related parties.

Report on attendance of each committee

Details of each committee's meetings are as follows:

Names	Board of Directors		Audit Committee		Executive Committee		Nomination and Remuneration Committee		Corporate Governance Committee		Risk Management Committee	
	Number of meetings	Attendance rate (%)	Number of meetings	Attendance rate (%)	Number of meetings	Attendance rate (%)	Number of meetings	Attendance rate (%)	Number of meetings	Attendance rate (%)	Number of meetings	Attendance rate (%)
1.Mr. Chatchai Panichewa	11/11	100%	-	-	11/11	100%	-	-	-	-	-	-
2.Mrs. Somhathai Panichewa	11/11	100%	-	-	11/11	100%	-	-	-	-	-	-
3.Mr. Boon Choon Kiat	11/11	100%	-	-	11/11	100%	-	-	3/3	100%	4/4	100%
4.Mrs. Supaporn Burapakusolsri	11/11	100%	6/6	100%	-	100%	3/3	100%	3/3	100%	4/4	100%
5.Mr. Chaikut Techatassanasoontorn	11/11	100%	6/6	100%	-	-	3/3	100%	3/3	100%	4/4	100%
6.Pol.Lt.Gen. Visanu Prasattong-Osoth ⁽¹⁾	1/2	50%	-	-	-	-	1/1	100%	-	-	-	-
7.Mr. Phinij Hanpanich ⁽²⁾	1/2	50%	1/1	100%	-	-	-	-	-	-	-	-
8.Mr. Phua Cher Chew ⁽³⁾	3/7	43%	-	-	-	-	-	-	-	-	-	-
9.Mr. Chung Tung Fong ⁽⁴⁾	4/7	57%	2/4	50%	-	-	1/1	100%	-	-	-	-

Remarks: ⁽¹⁾ Pol.Lt.Gen. Visanu Prasattong-Osoth was approved and appointed as a director in accordance with the Board of Directors' Meeting No. 9/2561 dated 12 September 2018.

⁽²⁾ Mr. Phinij Hanpanich was approved and appointed as a director in accordance with the Board of Directors' Meeting No. 9/2561 dated 12 September 2018.

⁽³⁾ Mr. Phua Cher Chew resigned from the director position effective as of 13 July 2018.

⁽⁴⁾ Mr. Chung Tung Fong resigned from the director position effective as of 13 July 2018.

Meetings of non-executive directors

The Board of Directors determine that non-executive directors may have their own meetings as deemed appropriate on annual basis without the presence of executive directors to provide them with an opportunity to discuss issues and problems related to the Company's business, management strategies, the Company's growth, and other matters of interest.

In 2018, one non-executive directors' meeting was held on 13 November 2018.

The Company's strategic planning and implementation

In each Board of Directors' meeting, the Board of Directors shall review the visions, missions and strategies as well as determining strategic plans in advance. After that, the Board of Directors shall follow up whether the management implements the plans. In this case, the management shall report the plans to the Board of Directors' Meeting in quarterly basis in the agenda related to acknowledgement of the operating results and report of business operation progress. Also, strategic plan review shall also be determined as another agenda for the Board of Directors to acknowledge the facts and provide suggestions on any matters to be improved by the management.

5. Nomination and appointment of directors and top management

Nomination of independent directors

The Company defines the person who shall hold the office of independent director based upon the qualifications determined by the law on Securities and the Stock Exchange of Thailand, Notification of the Securities

and Exchange Commission, and other relevant rules and regulations. The number of independent directors shall be at least one-thirds of the total directors and no less than 3 persons. Qualifications of the independent directors are as follows:

1. Holding not over one percent of the all shares entitled to vote of the Company, subsidiaries, affiliates, or controlling persons of the Company. Shareholding of the persons related to the independent directors shall also be counted.

2. Not being or having never been the directors taking part in management, workers, employees, consultants receiving salaries or controlling persons of the Company, parent company, affiliates or subsidiaries of the same level, majority shareholder or controlling person of the Company unless such person is released from the said characteristics for at least 2 years prior to the date of appointment as an independent director. However, the above prohibited characteristics exclude the case that the independent director was a government official or consultant of any government agencies which are majority shareholders or controlling persons of the Company.

3. Not having blood relationship or relationship by legal registration in the form of father, mother, spouse, sibling, and child of other directors, executives, majority shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiaries.

4. Not having or having never had any relationship with the Company, parent company, affiliates, majority shareholder, or controlling persons of the Company in the form that may obstruct their independent consideration or decision making and not being or having never been significant shareholder or controlling person of any persons having business relationship with Company, parent company, affiliates, majority shareholder, or controlling persons of the Company unless such person is released from the said characteristics for at least 2 years prior to the date of appointment as an independent director.

5. Business relationship includes making of commercial transactions in normal course for business operation, rent or lease of real estates or services or extension of receipt of financial assistance by receipt or provision of loan, guarantee, provision of assets as debt collateral, and other circumstances of similar kind, causing the Company or its contractual parties to bear debts payable to the other party amounting to 3 percent of the net tangible assets of the Company or 20 million Baht or more, depending on whichever is lower. However, the said obligations shall be calculated on the basis of value of related transactions as announced by the Securities and Exchange Commission mutatis mutandis, but in consideration of the obligations, any debts incurred during one year prior to the date of business relationship with the same persons shall be included.

6. Not being or having never been the auditor of the Company, parent company, affiliates, majority shareholder, or controlling persons of the Company and not being significant shareholder, controlling persons or partner of the audit company to which the auditor of the Company, parent company, affiliates, majority shareholder, or controlling persons of the Company belong unless such person is released from the said characteristics for at least 2 years prior to the date of appointment as an independent director.

7. Not being or having never been the person providing professional services including legal or financial consultant receiving more than 2 million Baht of the service fee from the Company, parent company, affiliates, majority shareholder, or controlling persons of the Company and not being significant shareholder, controlling persons or partner of the professional service providers unless such person is released from the said characteristics for at least 2 years prior to the date of appointment as an independent director.

8. Not being or having never been the persons nominated as representatives of the committee of the Company, parent company, affiliates, majority shareholder, or controlling persons of the Company or shareholder related to the majority shareholders.

9. Not operating any business having the same condition and significantly competitive with the business of Company or its subsidiaries or not being significant shareholder in any partnership or director taking part in management, worker, employee, or consultant receiving salaries or holding more than one percent of all shares entitled to vote of other companies having the same condition and significantly competitive with the business of Company or its subsidiaries.

10. Not having other characteristics which may hinder expression of independent opinions on the Company's operations.

Nomination of the Audit Committee

The Audit Committee shall be nominated by the Nomination and Remuneration Committee and proposed to the Board of Directors for approval. Components of nomination and appointment of the Audit Committee are as follows:

1. The Audit Committee shall consist of at least three independent directors.
2. At least one member of the Audit Committee shall have sufficient knowledge and experience to verify reliability of the financial statements.

Qualifications of the members of the Audit Committee

1. Being independent directors having complete qualifications in accordance with the definitions of independent directors announced by the Notification of the Securities and Exchange Commission.
2. Not being the directors assigned by the Board of Directors to make decisions related to operations of the Company, parent company, affiliates, subsidiaries of the same level, or controlling persons of the Company.
3. Not being the director of the parent company, subsidiaries or subsidiaries of the same level which are listed companies.
4. Having sufficient knowledge and experience to perform the duties of Audit Committee.

The term of the Audit Committee shall be 3 years from the date of appointment. Upon expiration of term, members of the Audit Committee may be re-appointed as deemed appropriate by the Board of Directors. However, the term of the Audit Committee shall not exceed 9 consecutive years from the date of first appointment of independent directors.

Nomination of the Board of Directors

The Board of Directors shall be nominated by the Nomination and Remuneration Committee and proposed to the Board of Directors and/or the shareholders' meeting for approval. Components of nomination and appointment of the Board of Directors are as follows:

1. The Board of Directors shall consist of at least 7 directors and at least half of all directors shall reside in the Kingdom.
2. The Board of Directors shall consist of at least 3 independent directors and at least one-thirds of all directors shall be independent directors.

Qualifications of the members of the Board of Directors

1. All directors shall have qualifications as determined in relevant rules and regulations and in the Company's articles of association.
2. Obtaining at least a Bachelor's degree in any field.

3. Having knowledge of the Company's business and be able to dedicate appropriate time and implement their knowledge and ability for the Company's benefit.

4. Being honest and highly ethical

5. Members of the Board of Directors shall not take any positions at more than five (5) other listed companies. In the case that any members of the Board of Director have taken the positions at more than five (5) other listed companies, the Board of Director shall consider efficiency of performance of such members and report the reason for nomination in the annual information form (Form 56-1) and annual report (Form 56-2).

In each annual general shareholders' meeting, one-thirds of total directors shall be dismissed from their position. If it is not possible to divide the total number of directors into three equal groups, the dismissed directors whose number is the most similar to one-thirds of the total number. The dismissed directors may be re-appointed to hold their office.

In addition to the expiration of term, directors shall be dismissed upon the following events:

- Death
- Resignation (effective as of the date of resignation letter receipt)
- Lack of qualifications or having prohibited characteristics as specified by the regulations and notifications issued under the law or the Company's article of association
- The shareholders' meeting passed the resolution on dismissal.
- The Court orders dismissal.

Nomination of the Executive Committee

The Executive Committee shall be nominated by the Nomination and Remuneration Committee and proposed to the Board of Directors for approval. The Executive Committee shall manage the Company's business in accordance with the relevant policies, regulations, rules, and laws and consider and screen any matters prior to proposing them to the Board of Directors. The Executive Committee shall also implement the Company's policies and management procedures to ensure efficiency.

Nomination of the Top Management

Top management include Managing Director and top management which shall be nominated by the Nomination and Remuneration Committee by taking account of qualifications, appropriateness, knowledge and ability, skills, and experience beneficial for the Company's business operations and propose to the Board of Directors for further approval.

Nomination of sub-committees

Sub-committees shall be appointed by the Board of Directors, which include the Executive Committee, Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Risk Management Committee to perform specific duties and present the relevant results to the Board of Directors for consideration and acknowledgement. The sub-committees shall have the roles and responsibilities as determined.

Leadership and Vision

The Board of Directors shall determine the vision, mission and policies as well as supervising the Company's business in conformity to the indicated objectives and goals, which shall generate the utmost benefit to the Company and shareholder upon consideration of the interest of all stakeholders. The Board of Directors

shall be able to express their opinions and make decisions independently and the decision made shall not for the purpose for the benefit of self or other which may cause conflict or competition with the interest of the Company or its subsidiaries. The Board of Directors shall determine roles, duties and responsibilities of the Board of Directors, Audit Committee, Nomination and Remuneration Committee clearly in writing. In addition, mechanisms for governance and monitoring performance and control of the management at appropriate time. The Board of Directors shall put importance on the financial reports which shall reflect actual operating results. There shall be assessment, determination and systemization of administration, prevention and management of risks appropriately and effectively under the principle of checks and balances and accountability. The Board of Directors shall strive for development for sustainable advancement of the Company and generation of yields to shareholders.

6. Division of roles of the committees

Power of the Board of Directors and the management at different levels shall be clearly divided. Consideration and decision making on significant matters shall be approved by the Board of Directors and sub-committees for checks and balances and audited to ensure transparency and fairness for all related parties.

7. Inclusion or division of positions

The Company shall divide roles and responsibilities of the President and Managing Directors. They shall have suitable knowledge, experience and qualifications and shall be different persons for checks and balances. Supervision and administration roles shall be separated.

President

The President shall not be an executive or the same person as the Managing Director and be independent from the management. The roles of determination of governance policies and administration shall be completely separated. The president shall preside over the Board of Directors' meetings which indicate vision, mission and important policies for implementation of the management. All members of the Board of Directors shall be able to propose the meetings agendas and express their opinions on the Company's operations independently as well as carefully consider any matters which may cause conflict of interest to ensure correctness, transparency and accountability. Roles, duties and responsibilities of the President

Roles, duties and responsibilities of the President

1. Take care of the overall strategies and policies of the Company for implementation as guidelines of business operations.
2. Preside over and attend all meetings to ensure efficiency of the Board of Directors' meetings and encourage all directors to express their opinions. Ensure that all directors receive accurate, timely and clear information about the Company to support their consideration and/or approval of any agendas of the meeting.
3. Oversee communications between the Company and shareholders to ensure effectiveness and provide shareholders with opportunities to communicate with the Board of Directors for the propose of exchanging opinions.
4. Preside over all shareholders' meetings and assign the persons to take care of the shareholders' meetings in accordance with the law and regulations, ensure that all directors attend e shareholders' meetings and provide opportunities to shareholders to exercise their rights to attend the meetings and vote, ask questions or request for additional explanations.

5. Perform their duties with integrity, ensure appropriateness of the committee structures, ensure implementation of policies and effectiveness of the committee's decision.

6. Support cooperate governance activities and CSR policies to happen at all levels from directors, top management to employees.

7. Encourage all directors to work in team to enhance efficiency and effectiveness of work, take care of performance assessment of the committees both in the form of cross-evaluation of self and group evaluation, use the evaluation results for improvement and development of the committees' work.

8. Encourage all directors to attend skill and knowledge development training which shall be useful for their performances at well-known and acceptable institutions such as Thai Institute of Directors and the Stock Exchange of Thailand.

Managing Director

Managing Director shall not be the same person as the President but shall be top management for administration. His role is to manage the business and/or daily administration of the Company following the guidelines of the Board of Directors and the Executive Directors, consider or determine transactions as part of the Company's normal course of business.

Roles, duties and responsibilities of the Managing Director

1. Determine missions, objectives, procedures, and goals of the Company's business operations to propose to the Board of Directors' meeting and fulfill the said missions, objectives, procedures, and goals of the Company's business operation, as well as giving orders and supervise the operations as a whole.

2. Approve employment and appointment of employees, as well as transfer the departments/divisions, or dismissal of any employees, determine wage, compensation, bonus, and benefits related to all employees of the Company.

3. Consider and ensure compliance with the orders, rules, notifications, records so that the operations are in line with the missions, objectives, procedures, and goals of the Company's business operations and to maintain disciplines of the organization.

4. Perform any tasks related to general administration of the Company.

5. Have power to sub-authorize and/or assign another person to perform specific task on his behalf provided that sub-authorization and/or assignment shall be within the scope of authorization in the power of attorney and/or in accordance with the rules, regulations or orders of the Board of Directors and/or the Company.

In this case, authorization to another person shall not include power and/or authorization to approve any transactions which may cause conflict of interest of self and other, or transactions which may have any conflict of interest in other form with the Company or its subsidiaries in accordance with the rules of the Stock Exchange of Thailand. Approval of the said transactions shall be proposed to the Board of Directors' meeting and/or shareholders' meeting for consideration and approval as defined by the Company's regulations or applicable laws.

8. Top Management succession plan

The Board of Directors shall put importance on succession of all top management positions, especially organizational leaders such as Managing Director to create trustworthiness to investors, organization and employees that the Company's business operations shall be continued without any interruption.

For this reason, the Board of Directors shall indicate succession plan and rules by nominating highly

potential internal personnel who have qualifications, knowledge and experience to create excellent work for the Company, have suitable attitude and behavior for the Company's culture and have appropriate age for holding the vacant positions. Individual development plan shall be made to prepare the personnel for holding top management position.

9. Self-evaluation of the Board of Directors and sub-committees

Chewathai Public Company Limited shall indicate criteria for the sub-committee to perform self evaluation in annual basis so that the committees shall be able to consider their performances and identify issues for seeking effective solutions and continuous development. Evaluation criteria shall be determined in comparison to standard performance results and in line with the principles of good corporate governance.

For group and individual evaluation by self-evaluation, the Company Secretary shall send the evaluation form to the Board of Directors and the sub-committees for evaluation of self, identify points that needs improvement and solution. Then, the form shall be returned to the Company's Secretary for compilation and conclusion of annual evaluation to be reported to the Board of Directors and disclosed in accordance with the principles of good corporate government.

Criteria for performance evaluation in percentage from the total scores in each category shall be as follows:

More than 80 percent	Excellent performance
Between 71-80 percent	Good performance
Between 61-70 percent	Fair performance
Lower than 60	Sub-standard performance

In 2018, the results of evaluation of the Board of Directors and the sub-committees are as follows:

9.1) Self-evaluation of the Board of Directors can be divided into 3 types

Type 1: Self-evaluation of the Board of Directors can be divided into 4 categories. The results in 2018 are as follows:

- 1) Structures and qualifications of the Board of Directors in the following matters were appropriate, making the Board of Directors' performance effective.
- 2) The Board of Directors' meetings performed the following matters to ensure efficient performance of the Board of Directors.
- 3) Roles, duties and responsibilities of the Board of Directors focused on taking sufficient time to consider, review and perform the following matters.
- 4) Other matters such as relationships between the Board of Directors and the management and self-improvement of the directors and executives.

The result is 94.21 percent which reflects the excellent level of performance.

Type 2: Self-evaluation of the sub-committees can be divided into 3 categories. The results in 2018 are as follows:

- 1) Structures and qualifications of the sub-committees in the following matters were appropriate, making the Board of Directors' performance effective.
- 2) The sub-committees' meetings performed the following matters to ensure efficient performance of the sub-committees.
- 3) Roles, duties and responsibilities of the sub-committees focused on taking sufficient time to consider, review and perform the following matters.

The evaluation results of the sub-committees in 2018 can be summarized as follows :

1) Audit Committee

The result is 95.92 percent which reflects the excellent level of performance.

2) Executive Committee

The result is 89.92 percent which reflects the excellent level of performance.

3) Nomination and Remuneration Committee

The result is 89.88 percent which reflects the excellent level of performance.

4) Risk Management Committee

The result is 92.86 percent which reflects the excellent level of performance.

5) Corporate Management Committee

The result is 91.43 percent which reflects the excellent level of performance.

Type 3: Self-evaluation of the Board of Directors and the sub-committees can be divided into 3 categories. The results in 2018 are as follows:

1) Structures and qualifications of the committees

2) Committees' meetings

3) Roles, duties and responsibilities of the committees

The result is 94.25 percent which reflects the excellent level of performance.

The evaluation process started in December. The Company Secretary sent the evaluation form to each director for independent self-evaluation. After that, the Company Secretary compiled the form, made summaries, processed the results, and proposed them to the next Board of Directors' meeting.

The results of performance evaluation of the Board of Directors in 2018 was already presented to the Board of Directors' Meeting No. 1/2562.

9.2) Evaluation of Managing Director

The Nomination and Remuneration Committee requested the Board of Directors to evaluate the Managing Director in various aspects including leadership, strategic determination, performance of strategies, planning, and financial operating results, relationship with the committees, relationship with the external organizations or persons, administration and relationship with succession personnel, knowledge of products and services, personal attributes, which was adapted from the CEP evaluation of the Stock Exchange of Thailand.

The results of evaluation of the Managing Director shall be part of remuneration determination of the Managing Director in each year.

10. Remuneration

The Nomination and Remuneration Committee shall propose the methods of determination of director remuneration which shall be approved by the shareholders' meeting. The policy consists of the following criteria:

1. Operating results and business size of the Company in comparison to the remuneration of other listed companies having similar type and size of business

2. Experience, roles, obligations, and scope of responsibilities of each director

3. Benefit that the Company is supposed to gain from each director

4. The remuneration determined shall be able to solicit the qualified directors to be the Company's directors or executives.

11. Development of directors and executives

The Board of Directors shall put importance on development of directors by encouraging them to attend the training or seminars which should be useful for their work and realize the importance of education/training that it shall help improve directors' knowledge of business situation and competition. Also, executives shall be developed in terms of potentials by arranging both internal and external training to move forward to being a learning organization. In the past year, the Board of Directors attended the training held by Thai Institute of Directors (IOD) as determined by the Securities and Exchange Commission (SEC) that the Board of Directors of all listed companies shall pass at least one training such as Director Accreditation Program (DAP) and Director Certification Program (DCP). In addition to the determined programs, the Board of Directors took part in other training of IOD such as Company Secretary Program of Thai Listed Companies Association for enhancement of professional leadership, knowledge and understanding of leader roles and duties and becoming the role model of the organization on the basis of good corporate governance. Details are as follows

No.	Name	Training Programs
1.	Mr. Chatchai Panichewa	Director Accreditation Program (DAP) 9/2004
2.	Mrs. Somhathai Panichewa	Director Accreditation Program (DAP) 104/2008
3.	Mr. Boon Choon Kiat	Director Certification Program (DCP) 155/2012
4.	Mrs. Supaporn Burapakusolsri	<ul style="list-style-type: none"> - Director Certification Program (DCP) 127/2013 - Director Accreditation Program (DAP) 87/2011 - Role of the Compensation Committee Program (RCC) 13/2011 - Advance Audit Committee Program (AACCP) 23/2016
5.	Mr. Chaiyut Techatassanasoontorn	Director Accreditation Program (DAP) 119/2015
6.	Pol.Lt.Gen. Visanu Prasattong-Osoth	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) / 2004 - Audit Committee and Continuing Development Program / 2005 - Top Management Program, Capital Market Academy (CMA), Batch 2
7.	Mr. Phinij Hanpanich	Director Accreditation Program (DAP)
8.	Ms. Chanisara Yingnok	<ul style="list-style-type: none"> - Effective Minute Taking (EMT) class 37/2017 - Anti-Corruption the Practical Guide (ACPG) class 35/2017 - Company Reporting Program (CRP) class 16/2016 - Company Secretary Program (CSP) class 75/2016 - Advances for Corporate Secretaries class 2/2016 - Fundamentals for Corporate Secretaries class 2/2016

In 2018, directors attended the following training and seminars:

No.	Name	Training Programs
1.	Mrs. Somhathai Panichewa	- Thai-Chinese Leadership Program, Batch 1
2.	Mrs. Supaporn Burapakusolsri	- Amended Financial Report Standards and Tax Effects (EY) - The Audit Committee's Role in Compliance and Ethical Culture Oversight (IOD) - Business in the Age of Disruption (EY) - Audit Committee Forum 2018 (IOD)

For development of executives who are the Company's employees, details shall appear in "Personnel Development Policy" Section.

12. New director orientation

In case of new directors, the Company determines the procedures for directorship preparation so that the newly appointed directors can start working immediately upon coordination by the Company Secretary as follows:

1. Provide information about the law and regulations such as the Company's regulations, directors' manual, committee charters, business ethics, and significant policies of the Company, etc.
2. Arrange meetings with the President, the Board of Directors, the sub-committees, and the executives for acknowledgement of the Company's business operations.

In 2018, orientations were arranged for two new directors:

- | | |
|--|--|
| 1) Pol.Lt.Gen. Visanu Prasattong-Osoth | Independent Director /
Chairman of Nomination and
Remuneration Committee |
| 2) Mr. Phinij Hanpanich | Independent Director / Audit Committee |

13. Records of Offences of the Company, the Board of Director and Executives

In the past years including 2018, the Company had no record of any acts which were against the rules, regulations and law, including Securities and Exchange Act, Public Company Act, or other relevant law due to failure to submit the financial statements within the specified period, no records of provision of financial assistance to other companies which are not its subsidiaries, the Company had not negative reputation due to failure to perform the duties of the Board of Directors and the sub-committees. There was no case of executives' resignation due to the Company's corporate governance. Also, there is no case of violation of the labor law, employment law, commercial competition law, and has not been sued for the fact that significant events have not been announced within the period specified by the government agencies.

The Board of Directors and the executives have not performed any acts which were against the rules, regulations, and law, including Securities and Stock Exchange Act, Public Company Act, or other relevant civil or criminal law and have not performed any acts causing conflict of interest. The Board of Directors and the executives have not performed as follows:

1. They have not performed insider trading.
2. They have not committed corruption or ethical omission.

14. Report of shareholding of the directors and the executives

The Company determines that the directors and the executives who are required to report their shareholding and change in shareholding pursuant to Section 59 of Securities and Stock Exchange Act, B.E. 2535 shall submit the report within 3 working days from the date of trading, transfer or acceptance of transfer to the Securities and Exchange Commission and trading of the Company's securities shall be prohibited for one month prior to disclosure of the financial statements to the public. The Company determines that, in the Board of Directors' Meeting, shareholding of the directors and their spouses and the first 2 executives from the Managing Director including Accounting Manager and Finance Manager shall be reported.

15. Report on interest of the directors and executives

Subject to Section 89/14 of Securities and Stock Exchange Act (No. 4), B.E. 2551, and Notification of the Securities and Exchange Commission No. Thor Jor. 2/2552 Re: Report on interest of the directors, the executives and related persons, indicating that the directors and the executives shall report their interest or the interest of related persons, the Company complies with the said policy as follows:

1. Reporting

It is determined that the directors and the executives including Managing Director, Vice Managing Director, Deputy Managing Director, and the first 4 executives from the Managing Director, any persons holding the positions equivalent to the first 4 executives from the Managing Director, and the persons holding the top position of accounting and financial division shall report their interest and the interest of their related persons to the Company.

2. Reporting methods

The report shall be made and sent to the Company Secretary. In case of any change of information, the report shall also be made and sent to the Company Secretary within 7 days from the date of such change.

3. The Board of Directors' report

The Company Secretary shall report the interest of the Board of Directors in the quarterly Board of Directors' meeting.

16. Compliance with the other matters of good corporate governance

The Company realizes importance of the good corporate governance as it is useful for organizational development. Therefore, the principles of good corporate governance announced by the Stock Exchange of Thailand for listed companies shall be implemented by the Company.

Intellectual property policy

The Company has clear policy that no actions violating the intellectual property shall be performed, including copyrights, patent or trademarks. The Company indicates clear measures on this matter. For example, in terms of copyright, the Company's information technology system shall be inspected for software program used for performance of the employees to prevent unauthorized or unrelated software.

Human right policy

The Company realizes and respects the human dignity and equality. The Company shall not discriminate employees of its subsidiaries and partners based on similarities or differences of races, religions, nationalities, genders, ages, educational backgrounds, or mental or physical conditions and shall not violate the personal rights or freedom directly or indirectly. Also, employees shall treat their colleagues with respect and honor and they shall act appropriately at work by observing the Company's rules and regulations as well as traditions, which may affect the Company's image.

Conflict of interest

The Board of Directors indicate the procedure related to the conflict of interest by complying with the guidelines of the Stock Exchange of Thailand and the Securities and Stock Exchange Act for the utmost benefit of the Company and it shall be considered as an important duty for all personnel to solve conflict of interest issue on the basis of integrity, honest, sensibility, and independency within the code of ethics and disclose necessary information for the overall benefit of the Company.

Maintenance of the internal information usage

The Company indicates the policy and methods to ensure that the directors and executives of the Company shall not use the internal information which has not been disclosed to the public for personal benefit, including for stock trading as follows:

1. The Company shall provide knowledge to the directors and executives as well as any persons holding the top positions in accounting or financial division at the level of Assistant Deputy Managing Director or equivalent in related to the duties of making and submission of the report on their shareholding, their spouses' and minor children's shareholding to the Securities and Exchange Commission pursuant to Section 59 and punishment under Section 275 of Securities and Stock Exchange Act, B.E. 2535 (and its amendments).
2. The Company indicates that the directors and executives as well as any persons holding the top positions in accounting or financial division at the level of Assistant Deputy Managing Director or equivalent shall have the duties of making and submission of the report on their shareholding, their spouses' and minor children's shareholding to the Company Secretary prior to submission to the Securities and Exchange Commission. The report shall be made and submitted within 30 days from the date of appointment of directors and/or executives or the report on the change of shareholding shall be made and submitted within 3 business days from the date of trading, transfer or acceptance of transfer of shares. Also, the change shall be recorded and summarized for each director for submission to the Board of Directors in the Board of Directors' Meeting. In the case that the top management or directors wish to trade, transfer or accept the transfer of shares, they shall notify it to the Company Secretary at least one day prior to execution.
3. The Company indicates that the directors and executives as well as any persons holding the top positions in accounting or financial division at the level of Assistant Deputy Managing Director or equivalent receiving material internal information which may affect the price of shares shall refrain from the Company's stock trading for the period prior to the disclosure of the Company's financial information and status until the Company discloses such information to the public. the Company shall inform the directors, the executives and any persons holding the top positions in accounting or financial division at the level of Assistant Deputy Managing Director or equivalent to refrain from the Company's stock trading for at

least 30 days prior to the date of such disclosure and avoid trading the Company's stock within 24 hours after the disclosure to the public. also, such information shall not be disclosed to the third parties.

- 4.The Company determines disciplinary actions in case of using internal information for personal benefit which may be a written warning, wage cut, temporary work suspension without pay, or dismissal. Punishment shall be taken on the basis of intention and severity of the offences.

In 2018, there was no case of insider trading by the directors or top management of the Company.

Remuneration of the auditor

The Company shall pay the audit fee for the accounting period of 2018 to EY Company Limited as follows:

Audit Fee	2018	2017	2016
Fee (Baht)	1,360,000	1,500,000	1,550,000

There was no non-audit fee paid to the auditor in 2018.

EY Company Limited and the auditor are not the Company's directors, employees, workers, or holding any positions of the Company pursuant to Section 121 of Public Company Limited. B.E. 2535 and have no relationship and interest with the Company, its subsidiaries, executives, majority shareholders, or related persons thereto. The auditor is independent and certified by the Securities and Exchange Commission, and the Company does not use any other professional services from EY Company Limited.

Similarly, the Company's directors and executives have never been employees or partners or had any other relationship with EY Company Limited in the past 2 years.

Non-audit fee:

-None-

CORPORATE SOCIAL RESPONSIBILITIES AND ENVIRONMENT

Chewathai Pubic Company Limited puts importance on compliance with good corporate governance principles which conforms to good corporate governance for listed companies determined by the Stock Exchange of Thailand and emphasizes the importance of the community, society and environment by encouraging executives, employees and business partners to take part in return and being responsibility for society and community through Corporate Social Responsibility (CSR) activities continuously.

1. Fair business operations

The Company operates the business on fairly basis without taking advantage of others and relies on code of conduct upon fair and equitable treatment of shareholders, employees, customers, competitors, creditors, communities, and society with integrity and adherence to the following principles:

1. The Company selects contractors or partners by considering fairness and equity without discrimination based on physical or mental differences, race, religion, gender, age, education, or other factors. Information and news shall be given sufficiently and accurately so that related parties can receive complete details about products and services. Quality products shall be delivered to customers as agreed and in fair price as well as avoiding any actions which may cause conflict of interest.
2. The Company adheres to honest treatment of banks, financial institutions, debenture holder, and creditors and repay all debts and interests within the scheduled period as well as strictly complying with conditions stated in loan contracts and other agreements. In case of any incidents which may affect the banks, financial institutions and creditors of the Company or failure to perform in accordance with the conditions of loan contracts, the Company shall send notices to the banks, financial institutions, debenture holders, and creditors in advance and discuss effective solutions.
3. The Company does not accept employees' actions which violate intellectual property rights of other without permission e.g. reproduction, modification, dissemination of computer programs to the public, lease of original or duplicate copies of such work without permission from copyright owners, and the Company shall not allow employees to use pirated software.
4. The Company insists on property development with responsibility for consumers and aims to create and deliver products and services that satisfy customer needs as well as attempting to correct any possible faults found in products or services.
5. Compliance Department was established to ensure that the Company's operation complies with the SEC and SET's rules/ on 12 October 2018, Mr. Uthane Chuaingarn was appointed as Senior Officer of Legal and Compliance Department due to his educational background and experience in legal work and rules and regulations of government agencies and governing agencies. Therefore, the Company considered that he is qualified for supervising the Company's operation to ensure compliance with the applicable law and regulations.

2. Respect for human rights

The Company acknowledges the importance of human rights, so human rights policy was issued to allow employees to have the rights, freedom and equity in terms of work and career advancement. The principles are as follows:

1. The Company shall not perform any actions which may reflect ignorance of human rights and shall respect human dignity. The Company shall not prevent or discriminate any persons due to their gender, race, religion, status, economic or social position, and shall implement this principle in employment, assignment, promotion, compensation payment, and determination of employment conditions.
2. The Company shall not accept any actions performed in order to seek interest from human trafficking, child labor as defined by the law by avoiding making any transactions with manufacturers or service providers who do so.
3. The Company shall support and respect human rights by monitoring its business operations with external parties which may lead to violation of human rights and not perform any actions which may violate employees' rights protected by the law.

3. Anti-corruption policy

The Company aims at fair and legal operations by encouraging employees of all levels to be aware of anti-corruption. Internal control system is established to prevent corruption, giving or receiving any kinds of bribes.

On 5 November 2018, Private Sector Collective Action Coalition Against Corruption Council certified that Chewathai Public Company Limited is a member of Private Sector Collective Action Coalition Against Corruption. The certification shall be valid for 3 years from the date of certification.

Anti-corruption policy and rules cover the following areas of the Company's operations:

1. The Company arranges anti-corruption risk assessment and create effective measures in response the such risks in accordance with the internal control system.
2. The Company prepares sufficient rules for implementation under the policy to prevent corruption in business operation.
3. Continuous orientations and training shall be provided to the personnel to ensure their understanding of the anti-corruption policy, measures and rules.
4. The Company arranges internal control system to ensure efficiency and effectiveness of the anti-corruption policy which covers financial record, accounting and other processes related to the Company's operations.
5. The Company arranges monitoring system and review of compliance of the anti-corruption policy by applying appropriate rules to ensure that the policy is complete, sufficient and updated.
6. The Company provides safe communication channels for the personnel and all stakeholders to seek consultations, report any incidents, provide suggestions, or file complaints related to anti-corruption issues. The rights of reporting persons shall be strictly protected.
7. The Company communicates the anti-corruption policy both inside and outside the Company so that related parties can learn the policy. Also, subsidiaries, affiliates, controlling companies, and business agents can put the anti-corruption policy into practice.

The Company's anti-corruption rules are as follows:

1. Giving and receiving gifts and entertainment

- Not request or accept gifts or other benefit from any persons related to the Company
- Receipt of gifts shall not affect work-related decision making.
- Avoid accepting gifts or rewards having the value of more than 5,000 Baht. If it is necessary, the Company shall be notified.
- Gifts or rewards to be given shall have the value of not more than 5,000 Baht per time and shall be offered on the Company's behalf only.

2. Donations

- Donation for charity, public benefits and promotion of social responsibilities shall be made transparently, legally, morally, and shall not be used as an excuse to offer bribery.

3. Financial support

- Shall be for business purpose, image and reputation of the Company.
- Shall be given in the Company's name only.
- Risky financial support which may be connected to bribery shall be avoided.

4. Political assistance

- The Company shall be politically neutral.
- The Company shall not support any political party whether directly or indirectly.
- Transactions for political assistance shall not be approved by any person.
- Authorized persons under the Company's rules and regulations shall not approve transactions for political assistance.

5. Conflict of interest

- Employees shall perform their duties with integrity and for the utmost benefit of the Company.
- Employees shall not do anything which may cause conflict of interest.
- Employees shall disclose any relationship or circumstance which may cause conflict of interest.

Whistleblowing policy and complaint channels

The Company arranges channels for complaints and whistleblowing which cover acceptance of complaint, factual examination and conclusion as well as protection of informer and related persons to accept complaints related to any illegal, unethical behaviors or corruption of the Board of Director, executives and employees of the Company. Complaints may be submitted

- | | | |
|-------------|---|---|
| 1) By mail | : | Audit Committee
Chewathai Public Company Limited
1168/80 Lumpini Tower, 27th floor, Unit D
Rama 4 Road, Thung Mahamek Sub-district,
Sathorn District, Bangkok 10120 |
| 2) By email | : | auditcommittee@chewathai.com |
| 3) By phone | : | 1260 press 4 |

Informers or complainants who may be employees, customers or any stakeholders shall be protected pursuant to the law. The Company shall treat the information as confidential and the processes of complaint acceptance and investigation are indicated in writing. Complaints shall be known only by the persons assigned by the Audit Committee. If the confidential information is disclosed, the Company shall impose punishment on the person who cause such disclosure.

4. Environmental maintenance policy

Chewathai Public Company Limited aims to operate business while appropriately controlling and managing environment. Therefore, it focuses on raising employees' awareness of utilizing resources in the most effective way as well as communication and provision of knowledge, supporting and raising awareness of employees and all related persons in available resources management for the utmost benefit of the Company, which employees can adapt for use at home. Also, consequential results of effective use of resources are expected at the national level as the next generations can be aware of using resources more efficiently and being economical.

The Company raises awareness of effective use of resources through various means such as promotional stickers, bulletin, activities, an in-house training.

Also, the Company encourages design, research and development of energy-efficient and environmentally -friendly products and encourages directors, executives and all employees, as well as employees of the subsidiaries and affiliates to use energy efficiently by enforcing energy-related policies as energy-saving policy, air-conditioning policy, office supplies policy, and paper reduction policy. The rules are as follows:

4.1 Employees shall collaborate and comply with the law and other regulations related to environment.

4.2 Employees shall save and preserve energy of the Company. Time for turn on and off the electricity shall be determined based on working period. Energy-efficient equipment and bulbs certified by industrial standards shall be used. Energy-saving activities shall be promoted such as using LED bulbs in the whole office, regularly cleaning air filters, appropriately set up air-conditioners. The 5S Committee shall promote and encourage employees to examine all electrical appliances to ensure that they are ready for use to prevent fire and short circuit.

Upon provision of knowledge, support and raising awareness to employees of energy-saving policy, air-conditioning policy and office supplies policy, the operating and assessment results indicate that energy costs can be significantly reduced. In 2018, 16 percent of energy consumption person was reduced in comparison to 2017, which is a positive signal, so the Company shall continue enforcing such policy for further results.

4.3 The Company indicates the rules for wastewater quality control. Treatment system is installed in the treatment pond prior to releasing water to the public sources. Wastewater shall be managed as specified the law and the plan for wastewater release through treatment pond installed in the project is indicated. Treatment system shall be checked and wastewater sample in construction site shall be collected for monthly examination. Maintenance plan, overhaul plan and maintenance manual shall be made. Wastewater quality shall be controlled prior to and after entering treatment processes by the company registered as wastewater laboratory. Measurement, record and report procedure shall be conducted at construction site prior to release water to the public sources until the management is transferred to the juristic person having wastewater quality up to the indicated standards.

4.4 Employees shall be encouraged to sort waste prior to disposal. Trash bins shall be separated for each type of waste at appropriate areas.

4.5 Resources shall be used effectively by recycling rather than disposing. Two pages of a piece of paper shall be used and documents shall be checked and corrected prior to printout. Inter-office communication shall be done by email or LINE instead of paper.

4.6 Environmental activities shall be promoted by providing collaboration to public and private sector and nearby communities. The Company supports dredging and takes care of the community by removing blockage in the pipes to facilitate water flowing and to ensure that the drain pipes can support more rainfall.

4.7 Employees' life quality and good health are supported in that they are encouraged to join TOA football in which the ground fee and sport uniform for competition are funded by the Company. The aim of this support is to promote Employees' exercise and good health as well as creation of relationship with colleagues.

4.8 Environmentally-friendly materials shall be used, and natural resources shall be effectively and efficiently used to minimize effects on environment. Manufacturers' standards shall be checked.

4.9 Non-smoking projects shall be promoted and employees shall be encouraged to stop smoking for health benefit and long living as well as reduction of pollution to the environment.

4.10 The Company shall provide training for employees to raise awareness of environmental preservation, energy saving and effective use of resources as follows:

- Training on cleaning residential space shall be provided to employees, including sanitary ware and furniture cleaning technique. Appropriate detergents which suits the texture and material types shall be recommended to be used in appropriate amount to reduce residues and amount of rinsing water, leading to decrease of wastewater. The training was provided by Starmark Team on 18 December 2018.
- Training on essential innovations for property business was provided on 30 November 2018.



Compliance with the law and EIA rules

Prior to starting any construction project, whether horizontal or vertical, the Company shall consider environmental effects and compliance environmental rules and regulations. All projects having the size of utility space as required by the law to make Environmental Impact Assessment (EIA) report pursuant to National Environmental Promotion and Conservation, B.E. 2535 shall make EIA reports with expert consultants and be registered with Ministry of Natural Resources and Environment. In making report and determining environmental preventive measure, the Company shall assess the project's effects closely with the consulting company and the nearby residents as well as arranging public hearing to indicate rules and measures to prevent effects on the residents, customers and environment.

After the EIA report is approved by Division of Environmental Impact Assessment Development, the Company shall closely monitor progress and compliance with the requirements, methods and conditions

indicated in the report. Progress report meeting shall be made with contractors and project consultants to ensure the least effects on the nearby resident.

5. Chewathai Innovations for environment

Chewathai applies the concept of environmentally-friendly and energy-efficient design to condominium project to promote residents' good living and sanitation of building users. The first concern is design of the building direction and building shape to allow air and ventilation as well as utilization of natural air in each season. As it is known that season wind of Thailand comes from the Northeast and this project faces north which supports the above concept. Therefore, we design this building to have opening in two directions and add ventilation to the building corridor on some floors. In addition to ventilation, the building shape is nice in the way that it is not too dense, so residents can feel quality relaxation. Also, it helps with energy saving as it reduces air-conditioning work, lighting and electrical appliance functions while the construction costs remain similar to the other projects in the market. Thus, it is cost effective and energy-efficient to choose Chewathai's projects.



Image showing direction of wind flowing into the building (Chewathai Kaset-Nawamin)

6. Chewathai Innovations for the elderly and disabled



Thai society is changing to elderly society in the near future, so Chewathai has an idea to design and develop the residence for convenience of the residents of all age range including adults, elderly or disabled so that they can live happy and quality life. This year, Chewathai designed Chewathai Pinklao-Sathorn, which is single-house project based upon the above idea on the potential location promoting peaceful living of people of difference ages.

5 design concepts include

1. Security: The location shall be safe for elderly, disabled and children in terms of movement, visibility and hearing. For example, there shall be guardrails along with pathway. Flooring tiles and materials shall not be slippery. There shall be help request system at different spots such as in the bathroom or bedroom. Chewathai emphasizes the security details as follows:

- There are slope ways along the path from parking space to bedroom for facilitation.
- All houses shall have ramp (1:2) with handrails at the level appropriate for use.
- Multi-layered floor in the house or the path shall be avoided. Slope shall be made for wheelchairs.
- The height of risers and threads of the stairs for elderly shall be less than specified by the law, which is 13 centimeters for risers (less than specified by the law) and 30 centimeters for threads (more than specified by the law) for user safety.

2. Convenience: Each part of the house shall be designed to facilitate access of equipment by elderly and disabled, including cupboards and switches for elderly or persons in wheelchair. Slope for wheelchair shall be made at the area consisting of different layers, and so on. The residence shall be located near other places essential for elderly such as hospitals, shops, park, an public transportation.

- Home automation
- Elderly's bedroom should have private bathroom for convenience.
- Use lever handles for convenience
- Sanitary ware in elderly's bathroom shall have horizontal design with handrails for convenience.
- All doors related to elderly shall be designed to have at least 90-centimeter width.

3. Good Environment: Interesting physical environment shall be created. Appropriate color shall be used with proper and clear light. It shall be environment in which elderly shall react with community and surroundings.

- Elderly's bedroom on the first floor shall have windows allowing proper natural light and have wider space than usual so that the owner can feel close to nature and relaxed.
- Family room shall be available on the first floor and separated from living room in which elderly can enjoy activities such as reading, playing with family members in addition to staying in the bedroom. This is the way to build happiness and reduce loneliness for elderly.
- All color shall be light and soft to maintain emotional health of elderly.

4. Easy Maintenance: Residence for elderly and disabled shall be easily maintained. The size shall not be too large with good ventilation of heat and humidity. Therefore, rooms on the first floor shall be reserved for elderly. Windows shall be wide enough to allow proper light and air to reduce unpleasant odor or germs.

5. Save Solar: The Company focuses on energy-saving within the project and reduce common fee for residents by changing road bulbs which consume the common electricity to solar cell posts which can store solar power during the day and use it at nightline with energy-efficient LED bulbs.

7. Social responsibilities

The Company not only emphasizes social and environmental responsibility operations which relate to its business, but we also provide opportunities to the nearby communities for sustainable development in the future.

Outing Trip 2018

The Company's executives realize that it is important to build unity in the organization between the personnel of internal and external division as well as team work. Therefore, outing trip and sport events for 2018 were arranged to build relationship between divisions.

Outing trip and sport events for 2018 were activities in which the personnel could meet, enjoy and exchange opinions and play sports for good health. It provided the best benefit for building relationship between internal and inter-organizational staff.



Community Development Project: Ban Pa Loan School Group, Mae Tha District, Lam Phun Province

Last year the Company selected some schools and communities located in remote areas to join the project. They are 4 of Ban Pa Loan School Group as follows:

- 1) Ban Pa Loan School (Parent School)
- 2) Ban Pa Loan School, Pha Dan Branch
- 3) Ban Pa Loan School, Mae Sa Ngae Branch
- 4) Ban Pa Loan School, Pong Phang Branch

As it is difficult for communication to access, the Company offered communication radio for their easier reach to others compared to traveling to each other due to lack of telephone. Also, new water purifier system was installed for the schools and communities as the Company realized that effective communication and infrastructure would improve their quality of life.

In 2018, the Company focused more on students' potential in terms of education, sport and professional skills.

1. For education, the Company created completed learning center for mathematics and English to develop the needed skills that students got the results lower than the national assessment standards (ONET). In addition, teachers were hired to provide additional lessons to students, so their average results were better. Educational assistance provided by the Company could be of help for them in doing further activities such as joining competition

with other schools and winning English storytelling award, winning fast math calculation award, which most of the students in remote areas have less skills in comparison with urban students. However, these students became regional representatives in the competitions.

2. In terms of sports, the Company improved sport grounds, provided sport equipment, practice allowance, travel allowance for competition, and hired coaches to help improve spot skills of students. Their results were as follows:

- In OBEC sports in which all schools were allowed to join, student won the first prize of sepak takraw (not over 12 years old) and the second prize for sepak takraw (not over 15 years old).
- In REVO CUP to select provincial representative to join the Northeastern regional match, students won the first prize of sepak takraw (not over 12 years old) and the second prize for sepak takraw (not over 15 years old).
- In students' sport competitions, student made satisfactory results in all types of sports.

3. For professional skill development, the Company developed the manually woven fabric center and hired local manually woven fabric teacher for students. This activity was to help maintain local way of life of Karen tribe and generate income to students and schools.

4. For mental development, the Company started with donating a complete set of western musical instruments for recreational activities and local musical instrument as well as hiring local wisdom to provide lessons to preserve local music tradition. Also, students can improve their mental health and spend their free time effectively by joining this activity. They may also be able to earn from their musical skills in the future.



By doing these activities, the Company acknowledged sustainability which can be beneficial for schools and communities in many aspects including better living, better health, and value-added professional skills. The Company do not expect immediate results from these activities but long-term sustainable development without negative effects on communities and acceptability and collaboration of local people. In the long run, the Company aims to continue expanding the activities in Ban Pa Loan Schools and nearby communities. From the current activities, the Company considers that there are many other things to be provided and promoted such as libraries, canteens, school buildings, health centers, and community learning centers. Also, local people should be supported professionally, especially woven fabric industry development. The youth should be encouraged to have positive attitude toward their hometown so that they would wish to make their home better in the future. In addition, the youth's sport and educational potentials shall be supported. Those with good educational records should be promoted in the long run so that they can apply their knowledge to develop their schools, communities and society. The Company also expects that these small activities and other activities to be done in the future will be useful for Ban Pa Lao Schools and Community as well as the society as a whole.

Operational plan for 2019

Phase 1: January – June 2019

- Develop computer learning which is still the weakness of tribal students by assigning computer expert team to check and initially repair the existing equipment.
- Develop additional types of sports by testing potential athletes from other sports
- Expand existing activities to branch schools
- Create plans for generating more income from local and western musical activities
- Create plans for generating more income from local woven fabric activities
- Follow up results of the previous year

Phase 2: July – December 2019

- Hire computer expert team who are ready for teaching and coaching about basic checking and repair of computer equipment
- Send athletes to join competition of other types of sports
- Expand existing activities to branch schools
- Create plans for generating more income from local and western musical activities
- Create plans for generating more income from local woven fabric activities
- Follow up results of the Phase 1

Chewathai Society Project

This project aims to create positive attitude of customers toward the Company for good image and reputation regarding the Company's products and services in the long run. As the Company has various product lines (e.g. house, condominium, factory for rent, commercial buildings, etc), when customers are impressed by a product line, it will be the Company's chance for cross-selling or making customers to repurchase or introduce the project to other people in the form of positive word-of-mouth which is more reliable than advertising. Also, it is a way to promote perception of the Chewathai to shops or Chewahai partner products, which will increase perception of Chewathai's project. In addition, there will be special activities for customers that focus on residents (customers) participation.

1. Chewathai Movie Day was held by Customer Relation Department at Emquartier Cinema and Siam Paragon Cinema in June and December 3018. It was well received by residents and the media.



2. Chewathai Welcome home was held by Customer Relation Department at Chewarom Rangsit-Don Mueang Project in June and at Chewathai Phetkasem 27 Project in October 2018. Both projects were held to welcome residents to Chewathai Project. They were also well received and well attended.



3. FIT FUN FIRM was held for health promotion. Heathy food was introduced and exercise course run by professional trainer was provided at Chewathai Residence Asoke in June 2018. Moreover, there was Bounce activity in which residents were invited to enjoy new exercise at Bounce, Ratchadapisek. These activities were well received by health loving residents.



4. Other activities on Facebook Timeline for residents to play games on Facebook page such as quiz for winning awards. These activities aim to create residents' positive attitude toward Chewathai and for them to receive updates about Chewathai on Page Facebook Chewathai Society at any time.

5. Security activities including fire drill and festival events such as New Year's celebration, religious auspicious days in which residents can easily join. These activities will be informed to residents in advance.



6. CSR activities for residents to take part such as book donation to schools in remote areas which has been well received by residents in Chewathai Projects. More than 500 books were donated to the libraries of the schools.

Chewathai develops the society for sustainable community development

The Company supported drain dredging and took care of Samkhom Songkhro 25 Community and the nearby places by executive team and volunteers doing volunteer work at the areas close to the Project. The activity included dredging at Samkhom Songkhro 25 Community, Prenruethai Village in Wangthonglang District for the distance of 0.5 kilometer to remove blockage and sewage in the accumulated in the drains for one year, making faster flow of water and more rainfall support during rainy season.

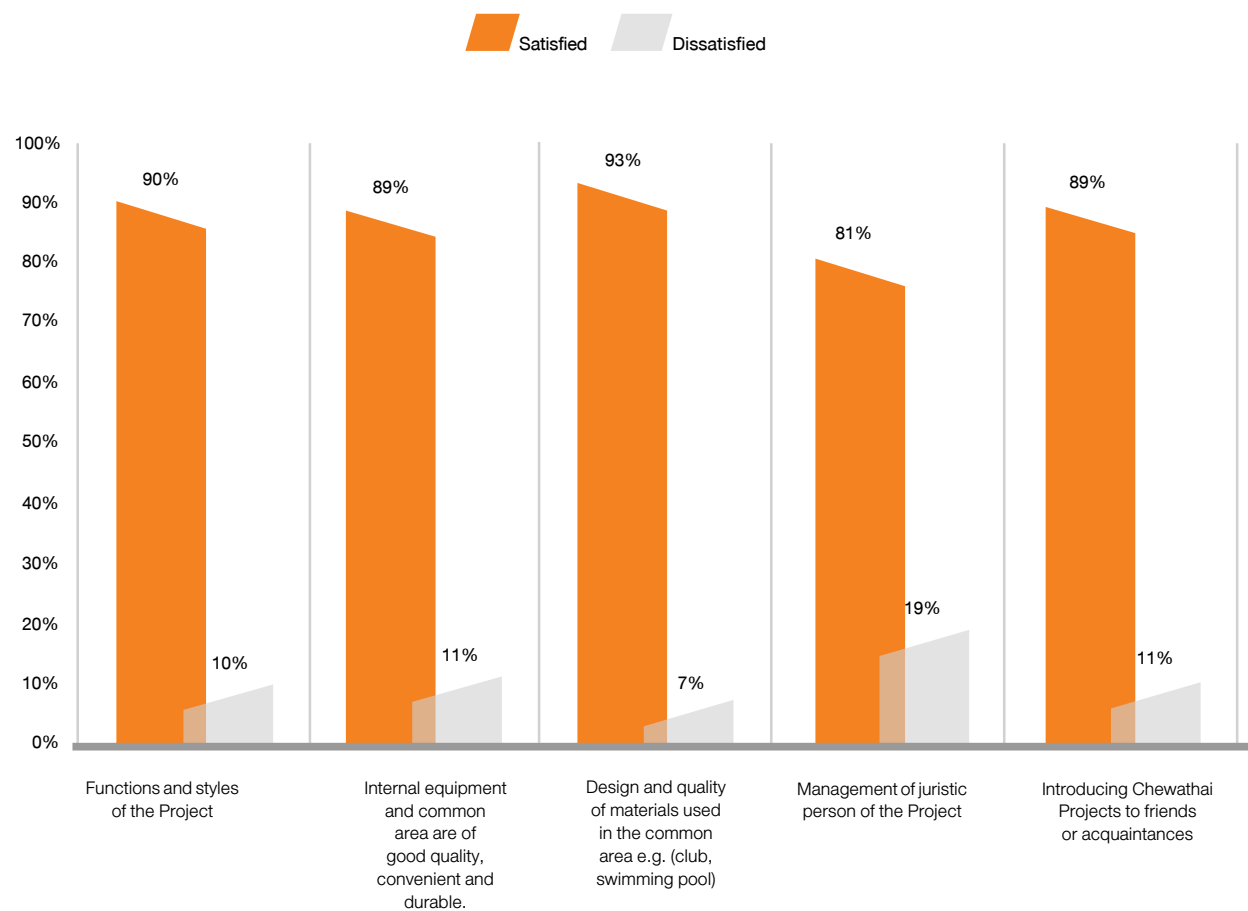
This activity was collaborated by public sector and people including officials of Wangthonglang District, people in the nearby communities and employees of Chewathai Public Company Limited. It can be considered as the project that focus on environmental issue and participation of all sectors, creating good relationship which leads to sustainable development.



Levels of customer satisfaction (non-financial key performance indicator)

The Company aims to build customer satisfaction, so research and development of the products have continuously been prioritized to create the best residences for customers. The Company's development has been conducted in line with customer needs. Customer Relationship Management (CHEWATHAI SOCIETY) was established to collect customers' data for planning and delivering the best products and services that meet customer needs while maintaining good relationship with them. Also, the Company has market survey division to conduct surveys, research and analysis of consumer needs in each area as well as potentials of each project location in terms of infrastructure and utility system. With this, the Company has sufficient database to learn about customer

needs including residential models, locations and price ranges, and the Company uses the data to develop and improve the products and services as well as customer and stakeholder satisfaction management based on the Company’s vision to become the property developer in customers’ mind. We never stop creating and delivering quality products and services beyond customer satisfaction. We realize the importance of customer and stakeholder satisfaction management, so we assess satisfaction at each stage of customers’ contact with the Company from provision of project information to after-delivery service and transfer management to the juristic person. The results are as follows:



Stage	Assessment methods
1. Satisfaction of information provision and site visit	Customers can assess their satisfaction via email, SMS or contact center after 1 day of site visit.
2. Satisfaction of service provision by sales representatives in terms of reservation and contract execution	Customers can assess their satisfaction via email, SMS or contact center after 1 day of site visit.
3. Satisfaction of service provision in terms of title transfer and acceptance of residences	Customers can assess their satisfaction via email, SMS or contact center after 1 day of title transfer
4. Satisfaction of move-in after 3 months of title transfer	Customers can assess their satisfaction via email, SMS or contact center after 3 months of title transfer
5. Satisfaction of notification of repair or complaints	Customers can assess their satisfaction via email, SMS or contact center after repair or solution of problems by technicians
6. Satisfaction of title assignment to the committee or juristic person	Customers and juristic person committee of the village or condominium can assess their satisfaction via email, SMS or contact center after establishment of juristic person or acceptance of utility system and title transfer.

Overview of the organization

Based on the operating results in 2018, it was found that the overall customer satisfaction was 88.40 percent. We have developed and improved the products and services to increase satisfaction after title transfer as follows:

1) Development of after-sale service team to introduce services to the customers who moved in to create relationship with them and make PR letters on regular basis to inform them of the progress of use of the common area and utility system to ensure pleasant society and promote CRM activities in each project to strengthen relationship between the project and customers.

2) Development of repair notification by establishing Chewa Care Team to coordinate inspection, repair appointment at any convenient time of customers and coordinate timely visit for repair as well as inspection of the repaired work with owners to check quality of work and initial satisfaction. Prompt correction will be made if the work quality is not satisfactory. Contractor team will be reminded to hire experienced workers to make a repair for customers, and outsourcing contractors will be assessed for improvement and development. Good contractors will be retained for continuous work with the project.

3) Development of channel for reflection of customer satisfaction for more approach to customers including email and SMS. CRM system will be developed to automatically assess each time of customer's interaction with the Company to obtain reliable score of satisfaction to be used for improvement of service provision. Also, there are satisfaction score processing system which generates the result for prompt application.

INTERNAL CONTROL AND RISK MANAGEMENT

Chewathai Public Company Limited always realizes that it is important to ensure efficiency and effectiveness of the internal control and risk management as well as supervision of compliance with anti-corruption measures both at management level and operational level. The Board of Directors assigned the Audit Committee to perform audit on the internal control and evaluate sufficiency of the internal control system with the aim to ensure appropriate internal control system for business operations. Five framework components of the Committee of Sponsoring Organizations of the Tread Way Commission (COSO) are adapted for improvement together with the Enterprise Risk Management (ERM) as the tools of the management in developing the internal control and risk management system. Dharmniti Internal Audit Company Limited, which is the expert in internal control system audit is hired and the Company's internal audit division determined the audit processes, and the audit results are determined to be reported to the Audit Committee only to ensure that the internal audit team could perform their duties independently and straightforwardly. The Audit Committee shall provide approval of appointment, transfer, dismissal, and performance assessment of Dharmniti Internal Audit Company Limited and the Internal Control Division themselves.

In the Audit Committee Meeting No. 2/2562 dated 14 February 2019, the Audit Committee evaluated sufficiency of the internal control system by using the evaluation form of the Securities and Exchange Commission (SEC) which is the assessment based on 5 components, including 1) Control environment, 2) Risk management, 3) Control activities, 4) Information system and communication, and 5) Monitoring system. The Audit Committee considered and expressed the opinions that the Company's internal control system is sufficient and appropriate. There are enough personnel to effectively perform in accordance with the system. This can be summarized as follows:

1) Control Environment

1.1 The Board of Directors supervised that the business goals are clearly determined and measurable for use as the guidelines for performance of the executives and employees as well as determination of the roles and duties of the committees and the executives in accordance with the law and charter.

1.2 Comprehensive internal control activities are arranged appropriately for the business operations which shall be audited according to the operating manual to ensure conformity to the rules, regulations and applicable law.

1.3 Reporting structures are arranged. Power is distributed and the executives' duties and power are determined appropriately. Commanding power is properly limited under the supervision of the Board of Directors.

1.4 The Company's Code of Conduct is made in writing for the executives and employees to use as guidelines for their practices. Prohibitions for the executives and employees are determined to prevent any actions which may cause conflict of interest with the business as well as anti-corruption policy. Punishment is indicated in case of violation as well as the monitoring measures to ensure compliance with the Code of Conduct.

1.5 The Company issued “the anti-corruption policy and procedure” in writing for use as guidelines/ procedures for performance to ensure compliance with anti-corruption measures which is also communicated both internally and externally so that all stakeholders acknowledged the Company’s attempt to prevent corruption. Also, the Company is certified as the Collective Action against Corruption on 5 November 2018 by Thai Institute of Directors.

1.6 The Company determined the policy and methods for human resources management in writing including selection, training and promotion, remuneration payment, and so on with the aim to develop knowledge and abilities of the personnel. Furthermore, the need of development and training of employee in each position is surveyed and the annual training plan, together with the comparative report on the training results, is made. Executive and employee recruitment, development and retention processes are determined to align with the business requirements and to accommodate the business expansion in the future.

1.7 The Company created the succession plan for all executive positions.

The Audit Committee supervised internal audit work by approving the annual audit plan, acknowledging the audit results and expressing opinions on strengthening the internal control system to prevent or minimize possible risks as well as giving suggestions on making follow-up report to ensure efficiency and effectiveness of the internal audit work. In 2018, no significant fault regarding the internal control system is found.

2) Risk Assessment

2.1 Currently, the Company has the Risk Management Committee which is comprised of independent directors and executive directors who determine risk management policies and risk management structure as well as providing suggestions on risk management plans in accordance with strategic operations and business plans. In addition, the Risk Management Committee supervises and audit significant risk management reports whereby the Risk Management Committee performs implements the risk management policy.

2.2 The Risk Management Committee provided suggestions to the management regarding determination of policies, strategies and plans for risk management at organizational level to ensure systematic risk management system. The Board of Directors and the executives put importance on risk management by determining risk management policies and assessed the risk factors at organizational level along with measures of risk management in 4 aspects, which are strategic, operational, financial, and compliance with applicable law and regulations. Control Self-Assessment (CSA) of important processes is also arranged to assess possible risks, efficiency of internal control system, and risks of corruption to arrange appropriate and sufficient protection system to minimize possible effects on the Company’s business operations.

2.3 Risk Management Team invited representatives from each division to assess risks and suggested risk management plans so that the Risk Management Committee could learn problems or difficulties of implementation and opinions on appropriateness of the risk management plans and Key Risk Indicator (KRI) which shall signal the Company in advance in case of any possible risks occurring. With this, the Company shall be able to adjust the risk management plan to align with the current situations. Moreover, the representatives provided additional advice, which shall be reported by the Risk Management Committee to the Board of Directors for acknowledgement of continuous work of the Risk Management Team.

2.4 Overall assessment and follow-up of the implementation of risk management plan by each division are conducted regularly. Also, reporting and risk management monitoring system is determined to ensure appropriateness and timely operations. The Company’s executives assessed the situations and risks and analyzed the events which may affect or cause damage to the Company. Then, preventive measures would be indicated and the causes of risk factors would be monitored to create measures to minimize the relevant risks.

3) Control Activities

3.1 The Company indicated organizational structures, assigned power and duties to the executives of each division to ensure appropriate internal control. In addition, the committees such as the Risk Management Committee and Procurement Committee are appointed for checks and balances in operation.

3.2 The Company reviewed the Table of Authority which clearly indicate the duties and monetary limits for authority of the management at each level. Rules, procedures and operational methods are clearly determined in writing to support expansion and growth of the Company and control activities in accordance with the organizational goals.

3.3 The Company indicates control measures which are suitable for the risks and specific natures of the organization, complexity of work, nature of work, and scope of operation. Work manual of each division is created to be common standards of operations. Important duties and responsibilities are completely separated, including approval, transactions record, data processing, property maintenance to ensure cross-audit in accordance with audit principles and checks and balances.

3.4 The Company determines the organizational internal control for at the company level, divisional level and process level both manual and automated system in which register of operational document audit and access permission to the programs and budget control in Systems Applications and Products in Data Processing (SAP) are made.

3.5 In the case that the Company made any related transaction, strict monitoring measures are applied to ensure that the transactions passed through the determined process by taking account of the utmost benefit of the Company and treated them as the transactions made with external parties. The Audit Committee performed audit on the connected or related transactions in accordance with the rules of the Stock Exchange of Thailand on information disclosure. The Company compiled the information about majority shareholders for monitoring and audit purposes in which the accounting division is responsible for related transactions which shall be reported to the Audit Committee quarterly.

3.6 Information technology system security is appropriately controlled by determining user levels and access rights in accordance with their scope of responsibilities and control the rights to use programs which are suitable for operations of the employees at different levels.

3.7 Key Performance Indicators (KPYs) are indicated as the tools for planning and controlling performance of the executives of all levels for achievement of all objectives.

4) Information & Communication

4.1 Information technology system has been continuously developed to facilitate employees' work, reduce manual operations and enhance work efficiency in support of the Company's expansion and growth. Also, the improvements are made in accordance with the relevant rules and regulations and security of information technology and electronic data storage system is emphasized.

4.2 The Company has been developing the information system to support the work of all divisions including budgeting, procurement, advance payment of contractors, petty cash and advance payment, any deductible, and status notification to customers to reduce telephone answering. Audit control system and rights of authorized persons at each level shall be determined as defined by the Company's rules.

4.3 Communication channels are arranged through Intranet, Email, Facebook, Line, and Website for all employees to obtain information about the Company's goals, policies, objectives, responsibilities, and rules and regulations to ensure accurate practice, as well as channels through which the executives can use to follow up

sales of each project in comparison to daily target and reports such as sales or transfer (to transfer) balance in comparison with the determined goals, which shall be reported to the top management on weekly and monthly basis.

4.4 The Company has the information system from Systems, Applications and Products in Data Processing (SAP), ERP (Softpro), to be used for information management and presentation to support the executive decision making. Another 3 systems are now being developed to support the work of all users, which are ICON, BD Program and procurement program.

4.5 Security control for each system has been implemented. The Company has the policy to control users' right limitation by setting the date on which the account will be disabled in advance which shall be effective date of resignation. In the case that employees forget password, they may request new password by themselves, and the new password shall be directly sent to their email for security.

4.6 The Company provides channels for filing of complains, opinions or suggestions and report of possible corruption or misconduct of the personnel by employees or other stakeholders in compliance with the principles of good corporate governance. Whistleblower policy is issued to communicate to all employees that if any cases of corruption fraudulent acts are found, they can directly inform the Audit Committee President via email or registered mail or Call Center 1260.

4.7 The Company discloses the information through SET's system and the Company's website www.chewathai.com. The external stakeholders may ask for any information from the Investor Relation Division via Call Center 1260 which is the channels for dissemination of information to the external parties so that shareholders and investors can receive complete, correct, timely, sufficient, and appropriate information to support their decision making.

5) Monitoring Activities

5.1 There were 6 Audit Committee's Meetings in 2018 for consideration and continuous monitoring of financial status and operating results and giving significant suggestions which may affect the Company and the management from time to time for timely solution and in accordance with the changing situations. In addition, the Company's auditor which is EY Company Limited by Miss Rungrapa Lertsuwankul, who is independent and appointed by the annual general shareholders' meeting, performed audit and expressed opinions on the Company's financial statements as well as auditing the accounting and financial internal control system to report the results to the Audit Committee. The results suggest that no significant fault was found in the Company's internal control system.

5.2 The Company has operating results monitoring system for the executives of each division to compare the operating results with the determined goals regularly so that appropriate strategies could be adjusted through the management. The meeting was held monthly. The Board of Directors acknowledged and compared the operating results to identify whether the determined goals were achieved in the monthly Board of Directors' meetings.

The Company appointed Miss Suparat Ngamtaweekoon as the Chief of Internal Audit Unit on 1 February 2017 as she has appropriate educational background and experience in internal audit work as well as accounting and financial work. She understands the Company's activities and operations and satisfactorily passed the internal audit training. Also, she attended anti-corruption training, so the Company resolved that she is eligible for this role.

REVIEW OF BUSINESS ASSETS

Main Assets of the Company and its subsidiaries.

As of 31 December 2018, the assets the Company and its subsidiaries comprised of lands and development cost, real estate for investment and lands building and equipment, the detail are as follow ;

Detail	Book Value as of 31 December 2017 (Million Baht)	Type of ownership	Obligation
Lands and development cost	3,161.83	Owner	7 projects has been mortgaged as secured with loans from financial institutions.
Real estate for investment	290.77	Owner	Mortgage as secured with loans from financial institutions.
Lands building and equipment	17.10	Owner	None
Intangible assets	7.12	Owner	None
Total	3,476.82		

Lands and development cost.

Lands and development cost such as lands and buildings for sales, as of 31 December 2018 the book value is as 3,161.83 Million Baht, the detail are as follow;

Project's name	Asset Type	Appraisal Date	Appraisal Cost (Million Baht)	Book Value as of appraisal Date (Million Baht)	Increasing (Million Baht)	Book Value as of 31 December 2018 (Million Baht)	Ownership	Obligation
Hallmark Ngamwongwan ¹	Condominium	N/A	N/A	28.68	-	28.68	CTIC	None
Chewathai Residence Bang Pho ¹	Condominium	N/A	N/A	107.51	-	107.51	The Company	Mortgage as secured with 531 Million Baht loans from financial institutions.
Chewarom Rangsit – Don Meaung ¹	Houses	N/A	N/A	28.78	-	28.78	The Company	None
Chewathai Phetkasem 27 ¹	Condominium	N/A	N/A	363.16	-	363.16	The Company	None
Chewathai Residence Asoke ¹	Condominium	N/A	N/A	292.89	-	292.89	The Company	Mortgage as secured with 531 Million Baht loans from financial institutions.
Chewawan Pinklao Sathorn ³	Houses	19 S. P. 61	502.30	502.12	3.07	505.19	The Company	Mortgage as secured with 507 Million Baht loans from financial institutions.
Chewa Home Wongwaen - Lamlukka ³	Townhome	19 S. P. 61	262.50	251.22	3.18	254.40	The Company	Mortgage as secured with 315 Million Baht loans from financial institutions.
Chewathai Residence Thonglor ²	Condominium	21 S. P. 61	345.80 (Land Only)	343.11	13.82	356.93	The Company	None
Chewa Home Suksawat-Pracha Uthit ³	Townhome	19 S. P. 61	290.10	242.81	4.23	247.04	The Company	Mortgage as secured with 387 Million Baht loans from financial institutions.

Project's name	Asset Type	Appraisal Date	Appraisal Cost (Million Baht)	Book Value as of appraisal Date (Million Baht)	Increasing (Million Baht)	Book Value as of 31 December 2018 (Million Baht)	Ownership	Obligation
Chewathai Kaset Nawamin	Condominium	N/A	N/A	-	-	425.04	The Company	Mortgage as secured with 814 Million Baht loans from financial institutions.
Hallmark Charan 13	Condominium	N/A	N/A	-	-	97.56	The Company	Mortgage as secured with 197 Million Baht loans from financial institutions.
Hallmark Ladprao Chokchai 4	Condominium	N/A	N/A	-	-	453.33	The Company	None
Chewathai Pinklao	Condominium	N/A	N/A	-	-	1.22	The Company	None
Chewarom Nakorn In	Houses	N/A	N/A	-	-	0.09	The Company	None
Total			1,400.70	2,160.28	24.30	3,161.83		

Remark 1. Completed projects and transferred

2. Value Assets valuated by Comparison Approach which appraised by Prospec Appraisal Co., Ltd. which is in the list of Valuer approved by the Office of the SEC

3. Value Assets valuated by Residual Method which appraised by Prospec Appraisal Co., Ltd. which is in the list of Valuer approved by the Office of the SEC

The real estate for investment.

The real estate for investment of the Company describes such as lands and ready built factories, as of 31 December 2018, the book value of the real estate for investment is equal to 290.77 Million Baht, the details are as follow;

Detail	Area (sq.w.)	Book Value as of 31 December 2018 (Million Baht)	Appraisal Cost (Million Baht)	Ownership	Obligation
Ready built factories phase ¹	16,820.00	207.70	366.20	The Company	Mortgage as secured with 200.00 Million Baht loans from financial institutions.
Land phase 2 ²	21,312.00	38.70	42.62	The Company	Mortgage as secured loans to the subsidiary.
Shop for rent ³	768.81	44.37	61.28	The Company	Mortgage as secured loans to the subsidiary.
Total		290.77			

- Remark**
1. Value Assets valued by Income Approach and Market Approach on 9 July 2018 which appraised by UK Valuation and Agency Co., Ltd. which is in the list of Valuer approved by the Office of the SEC and supervisor is Mrs. Udomsri Nateekanjanalap and Mr. Natee Tanktidthamm
 2. Value Assets valued by Cost Approach and Market Approach on 4 April 2018 which appraised by Ultima Appraisal Co., Ltd. which is in the list of Valuer approved by the Office of the SEC and supervisor is Mr. Thawatchai Dithisawatwet
 3. Value Assets valued by Income Approach and Market Approach on 11 December 2018 which appraised by Prospec Appraisal Co., Ltd. which is in the list of Valuer approved by the Office of the SEC and supervisor is Mr. Sinthusak Phumsin

Land Building and Equipment.

Land Building and Equipment comprised of Building and the adjustment of rental building, mechanism, decorations and office equipment and sale offices and showroom. As of 31 December 2018, land building and equipment value is equal to 17.10 Million Baht, details are as follow;

Detail	Book Value as of 31 December 2018 (Million Baht)	Ownership	Obligation
Building and the adjustment of rental	5.67	Owner	None
Mechanism, decorations and office equipment	7.24	Owner	None
Sale offices and showroom	4.19	Owner	None
Total	17.10		

Intangible Assets

Intangible assets is computer software, as of 31 December 2018 the value of intangible assets is equal to 7.12 Million Baht. The Company is the owner of computer software which is no any obligation.

Investments for new projects.

In 2018, the Company acquired 5 plots of land for new project, total value is 1,359.30 Million Baht as below;

Type	Project	Transferred Date	Total Value (Million Baht)
Plot of Land	Chewathai Residence Thonglor	15 Mar 18	310.00
Plot of Land	Chewa Home Suksawat Pracha Uthit	12 Jun 18	177.79
Plot of Land	Chewathai Kaset Nawamin	15 Aug 18	400.00
Plot of Land	Hallmark Charan 13	16 Jul 18	80.98
Plot of Land	Hallmark Ladprao Chokchai 4	29 Oct 18	426.72
Total in 2018			1,359.30

The Company has policy to reduce the risk from related law and regulation, before acquired the land the Company will study the possibilities of developing project. When the Company found that the land is appropriated to develop according to the Company's strategies, the Company will acquire the land. Nevertheless, the Company has no policy for stocking the land bank due to the long term of developing, every lands which the Company has acquired is matched with location strategic.

Assets appraisal

The assets appraisal of the Company and its subsidiaries comprised of investment assets, office assets, selling assets and assets for developing. In 2018, the Company assigned the appraisal company which is in the list of valuer approved by the Office of the SEC is by Prospec Appraisal Co., Ltd. and UK Valuation and Agency Co., Ltd.

The investment in subsidiaries and joint ventures

As of 31 December 2018, there are a subsidiary which is Chewathai Interchange Co., Ltd., two joint venture which are Chewathai Hup Soon Co., Ltd. and Chewa Heart Co., Ltd. and an associated Company which is Kamala Senior Living Co., Ltd.

As of 31 December 2018, the Company recorded the investment in subsidiary and the joint venture as cost method in the financial statement in amount of 135.59 Million Baht, detail are as follow;

Company	Registered Capital (Million Baht)	Paid up Capital (Million Baht)	Investment portion (percentage)	Investment portion (percentage)
The Subsidiary Chewathai Interchange Co., Ltd.	100.00	100.00	100.00	68.59
The Joint Venture Chewathai Hup Soon Co., Ltd.	14.00	14.00	50.00	7.00
Chewa Heart Co., Ltd.	50.00	50.00	70.00	35.00
The associated company Kamala Senior Living Co., Ltd.	100.00	100.00	25.00	25.00

Promotional privileges

The Company has received promotional privileges from the Board of Investment for industrial factory 2020 B.E. the privileges include the followings.

Investment promotion certificate No.	1251(2)/2557
Date of investment promotion	25 February 2014
Type of investment promotion	7.8 Development for industrial business
Product of investment promotion	Ready built factories 5 unit, Area 8,410 sq.m
Promotional privileges	<ul style="list-style-type: none">- Exemption from corporate income tax on net profit derived from the promoted operations for a period of 8 years commencing from the date the promoted operations begin generating revenues but not exceeding 100% of investments, excluding land and working capital.- Exemption from corporate income tax on dividends paid to shareholders from the income of the promoted operations during corporate income tax exemption period.- A fifty percent reduction of corporate income tax on net profit from the promoted operations, for a period of 5 years after the tax-exemption period ends.- Double deduction from taxable income of transportation, electricity and water supply costs for a period of 10 years from the date of the first revenue derived from promoted operations.- Deduction of twenty-five percent of investment related to infrastructure installation or construction. The deduction is additional to normal depreciation.- Permission to take out or remit abroad the money in foreign currency.
Project specific conditions	<ul style="list-style-type: none">- Must be operated within the period of not more than 36 months from the date of the promotion certificate.- Must increase the registered capital of not less than 40 million baht, combined with the original registered capital of not less than 240 million baht, with full payment before the opening date.- Persons with Thai nationality must hold shares of not less than 51 percent of the registered capital.- Must follow the essence of the project to be promoted in terms of service types Size of the business Plan layout Plant building.- Must have an investment size of not less than 1 million baht.- Must submit a request for exercise of rights and benefits, except for corporate income tax and report the results within 120 days.

	<ul style="list-style-type: none"> - Corporate income tax with the value not exceeding 20,965,000 baht, which will be adjusted according to the amount of investment, excluding the actual land and working capital on the day of operation. - Must be certified to ISO 9000 or ISO 14000 or other equivalent international standards within 2 years from the date of operation. - Must be approved by the relevant government agency before proceeding. - Must set up factories in Amata City Industrial Estate, Rayong Province, within 15 years from the date of operation. Will not move the factory to other locations.
Investment promotion certificate No.	58-2088-0-00-1-0
Date of investment promotion	25 August 2015
Type of investment promotion	7.8 Development for industrial business
Product of investment promotion	Ready built factories 5 unit, Area 8,710 sq.m
Promotional privileges	<ul style="list-style-type: none"> - Exemption from corporate income tax on net profit derived from the promoted operations for a period of 8 years commencing from the date the promoted operations begin generating revenues but not exceeding 100% of investments, excluding land and working capital. - Exemption from corporate income tax on dividends paid to shareholders from the income of the promoted operations during corporate income tax exemption period. - A fifty percent reduction of corporate income tax on net profit from the promoted operations, for a period of 5 years after the tax-exemption period ends. - Double deduction from taxable income of transportation, electricity and water supply costs for a period of 10 years from the date of the first revenue derived from promoted operations. - Deduction of twenty-five percent of investment related to infrastructure installation or construction. The deduction is additional to normal depreciation. - Permission to take out or remit abroad the money in foreign currency.

Project specific conditions

- Must be operated within the period of not more than 36 months from the date of the promotion certificate.
- Must increase the registered capital of not less than 40 million baht, combined with the original registered capital of not less than 240 million baht, with full payment before the opening date.
- Persons with Thai nationality must hold shares of not less than 51 percent of the registered capital.
- Must follow the essence of the project to be promoted in terms of service types Size of the business Plan layout Plant building.
- Must have an investment size of not less than 1 million baht.
- Must submit a request for exercise of rights and benefits, except for corporate income tax and report the results within 120 days.
- Corporate income tax with the value not exceeding 20,965,000 baht, which will be adjusted according to the amount of investment, excluding the actual land and working capital on the day of operation.
- Must be certified to ISO 9000 or ISO 14000 or other equivalent international standards within 2 years from the date of operation.
- Must be approved by the relevant government agency before proceeding.
- Must set up factories in Amata City Industrial Estate, Rayong Province, within 15 years from the date of operation. Will not move the factory to other locations.

Investment Policy in its Subsidiary Company and its Associate Company

- The core business means the real estate development business and businesses related to the operation of a real estate development business e.g. a real estate agent, a juristic person of real property, a restaurant related to a real estate project, and a sports club related to a real estate project]. The determination of whether or not a business is a core business shall be at the discretion of the Board of Directors.

- The Company has established a policy with respect to investment in its subsidiaries and joint venture companies, whereby investment will be made in businesses that are relevant to the operation of a real estate development business, and that show a high potential for growth and will yield appropriate returns.

- The Company will assign one of its representatives to act as a director in the afore-mentioned subsidiaries and joint venture companies. The number of representatives who will take on directorship positions shall be in accordance with the shareholding proportion. Alternatively, if such number of representatives is not in accordance with the shareholding proportion, it must be approved by the Board of Directors, based on reasonable grounds.

- Any investments, regardless of whether new or additional investments has to accord with the Notification of Capital Market Supervisory Board Re: Rules and Procedures for Acquisition and Disposal of Assets; and notification of the Board of Governors of the Stock exchange of Thailand Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004.

RELATED PARTY TRANSACTIONS

The Company and subsidiaries have related party transactions with connected juristic person/persons who may have conflict of interest, all of those transaction were made in a normal course of business of the Company and supported maximum benefit to the Company. The transactions is considered necessary and reasonable thus, the Audit Committee will consider the reasonableness and appropriateness of the price and presented to the Board of Directors' meeting for approval. There are the related party transactions of the company and subsidiaries for the year end 31 December 2018 and 2017, the detail are as follow;

Juristic Person/ Person who may have Conflicts of Interest	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2018	2017	
Chewathai Hup Soon Co., Ltd. (associated company)	Debtor- advances	0.73	0.07	The aforementioned transaction is working capital and liquidity to the associated company. Therefore, the transaction is reasonable.
	Debtor- share payment	10.00	10.00	
	Creditor - advances	0.01	0.05	
Chewa Heart Co., Ltd. (joint venture the Company hold 70%.)	Loan from related company	55.00	16.00	The aforementioned transaction occurs for being working capital and liquidity which benefits to the Company's business. However, the interest rate for the loan is referred from commercial banks' fixed deposit interest rate at that time.
	Interest income	1.59	0.21	
	Accured interest receivable	1.28	0.21	
	Revenue from management services -Other receivables	0.26	-	The aforementioned transaction is the management service fee to the related companies and deemed that the existing management service charged based on employees' salary who do the work. This transaction is considered to be reasonable and most beneficial to the Company.
	Revenue from management services	0.84	-	
	Debtor- advances	0.04	0.20	The aforementioned transaction is working capital and liquidity to the associated company. Therefore, the transaction is reasonable.

Juristic Person/ Person who may have Conflicts of Interest	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2018	2017	
Kamala Senior Living Co., Ltd. (joint venture the Company hold 25%.)	Loan from related company	34.00	86.00	The aforementioned transaction occurs for being working capital and liquidity which benefits to the Company's business. However, the interest rate for the loan is referred from commercial banks' fixed deposit interest rate at that time.
	Interest income	2.61	0.72	
	Accrued interest receivable	0.79	0.72	
Global Environmental Technology Co., Ltd. (common directors with the company)	Revenue from management services	-	0.84	The aforementioned transaction is the management service fee to the related companies and deemed that the existing management service charged based on employees' salary who do the work. This transaction is considered to be reasonable and most beneficial to the Company.
Trans Equatorial Indochina Co., Ltd. (common directors with the company until May 2017)	Office rental fee	-	0.12	The aforementioned transaction is beneficial to the Company. The office rental fee and other services fee are allocated from the proportion of actual space usage. Therefore, this transaction is considered to be reasonable and normal business transaction in the arm's length basis
	Revenue from the office rental fee	-	0.09	The aforementioned transaction is office rental and services agreement. These costs are allocated from actual office rental fee, service management fee, and other expenses based on the proportionate area of the Company. Therefore, this transaction is considered to be reasonable and normal business transaction in the arm's length basis
	Revenue from management services	-	0.26	The aforementioned transaction is the management service fee to the related companies and deemed that the existing management service charged based on employees' salary who do the work. This transaction is considered to be reasonable and most beneficial to the Company.
Oscar Estate Management Co., Ltd. (common directors with the company until May 2017)	Apartment rental	-	0.06	The aforementioned transaction is a rental apartment as a place to store documents of the company. The rental is based on market price and able to compare the price with near by location. This transaction is considered to be reasonable and most beneficial to the Company.

Juristic Person/ Person who may have Conflicts of Interest	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2018	2017	
	Car Rental	-	0.25	The aforementioned transaction is a car rental to use in the company. The rental is based on market price and able to compare the price with the same model and same brand in the market. This transaction is considered to be reasonable and most beneficial to the Company.
	Revenue from management service	-	0.44	The aforementioned transaction is the management service fee to the related companies and deemed that the existing management service charged based on employees' salary who do the work. This transaction is considered to be reasonable and most beneficial to the Company.
Oscar Design and Decoration Co., Ltd. (common directors with the company until May 2017)	Revenue from management services	-	0.07	The aforementioned transaction is the management service providing to the related company. The service charge fee is based on employees' salary who do the work and scope of service which is fixed service monthly charge. It may not reflect to the actual cost of services for employees' salary increase and amount of work at any time.
Thaisri Insurance PCL (common directors with the company)	Insurance Premium	1.80	1.33	The aforementioned transaction is a supporting business of the company and insurance premium is closed to the rate that Thaisri Insurance gives to other clients. This transaction is considered to be reasonable and most beneficial to the Company.
	Insurance Premium -other account receivable	0.01	-	
	Insurance Premium -other account payable	-	0.13	
Amata Water Co., Ltd (the company is related to the company's directors.)	Utility expenses in Amata City	0.08	0.11	The aforementioned transaction is a supporting business of the company and has the same rate of other clients of Amata Water. This transaction is considered to be reasonable and most beneficial to the Company.
	Utility expenses -other account payable	0.02	0.01	
Amata Facilities Services Co., Ltd (the company is related to the company's directors.)	Maintenance fee in Amata City	0.30	0.43	The aforementioned transaction is a supporting business of the company and has the same rate of other clients of Amata Facilities. This transaction is considered to be reasonable and most beneficial to the Company.
	Maintenance fee in Amata City – Other creditor	-	0.15	
Paragon Car Rental Co., Ltd (common directors with the company until August 2018)	Rental fees	1.03	0.33	The aforementioned transaction is company car rental and the rental rate is closed to the rate that has given by other rental. This transaction is considered to be reasonable and most beneficial to the Company.
	Rental fees – other creditor	-	0.12	

Juristic Person/ Person who may have Conflicts of Interest	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2018	2017	
TEE Land Ltd. (common directors with the company until July 2018)	Loan from related company	-	52.32	The aforementioned transaction occurs for being working capital and liquidity which benefits to the Company's business. However, the interest rate for the loan is closed to interest rate from commercial banks at that time. Therefore, this transaction is considered to be reasonable and beneficial to the Company.
	Interest expense	0.57	2.09	
	Interest payable	-	1.40	
TEE Development Pte. Ltd. (common directors with the company until July 2018)	other account payable	0.20	0.93	Such advanced payment was normal and made flexibility to the Company's group business. However, in the future, the Company should immediately request for the repayment once the advanced payment was made. Such transaction was then be reasonable.
	-advance payment			
	Management expense	0.01	0.01	
	Management expense	-	0.74	Such transaction was to support the working capital and liquidity of business which was benefit to the Company. The interest rate charged was similar to the banks' loan interest rate. Such transaction was then reasonable and benefit to the Company.
	-other payables			
	Loan from related companies	-	-	
TEE Resources Pte. Ltd. (common directors with the company until July 2018)	Interest expense Accrual	-	-	Such transaction of the loan to related company must not occur in the future.
	interest expense	0.06	4.97	
Mr. Chartchai Panichewa (Chairman of the BOD)	Interest receivables	0.85	1.00	Such transaction was to support the working capital and liquidity of business which was benefit to the Company. The interest rate charged was similar to the banks' loan interest rate. Such transaction was then reasonable and benefit to the Company.

Related transactions of Chewathai Interchange Co., Ltd. which is the Company's subsidiary for the year 2018 and year 2017 are as follows;

Juristic Person/ Person of related person	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2018	2017	
TEE Land Ltd. (common directors with the company until July 2018)	Loan from related companies	-	18.51	Such transaction was to support the working capital and liquidity of business which was benefit to CTIC. The interest rate charged was similar to the banks' loan interest rate. Such transaction was then reasonable and benefit to CTIC.
	Interest expense	0.20	0.74	
	Accrual interest expense	-	0.50	

Juristic Person/ Person of related person	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2018	2017	
TEE Development Pte. Ltd. (common directors with the company until July 2018)	other account payable –advance payment	0.15	0.38	Such advanced payment was normal and made flexibility to the Company's group business. However, in the future, the Company should immediately request for the repayment once the advanced payment was made. Such transaction will then be reasonable.
Thaisri Insurance PCL (common directors with the company)	Insurance Premium	-	0.18	Such transaction was to support CTIC's business. The insurance fee was charged similarly to other Thaisri Insurance's clients. Such transactions were then reasonable and benefit to CTIC.

Necessary and Reasonable of Related Transactions

According to the resolution from the Board of Directors meeting No. 2/2019 on February 14, 2019 also attended by the Audit Committee and the independent directors to review the related party transaction for the period ended December 31, 2018 and December 31, 2017, the Board of Directors provided opinion concerning related transactions that such related transaction were necessary for the ordinary course of business whereas terms of such related party transactions with related persons during such period were reasonable and in the ordinary course of business.

Measure or procedure for approval the related transaction

The Board of Director's meeting no. 3/2015 on 31 March 2015 had a resolution on approving the related transaction, the Company set out policy and procedures according to normal trading terms that the transaction are transparently and benefits to the company. The company will follow securities and exchange law, rule and regulation from The Securities and Exchange Commission, Thailand. The executive or related party will not allow to attend in the meeting during consider the related transaction. In case of the law specify that the approval must be approved by the Board of Directors, who will ask the audit committee to attend the meeting for the opinion on related transaction. The general business transaction and the transaction which is not a general condition, there are the principle as follow;

The general business transaction.

The general business transaction and supporting business of the company must have conditions with normal agreement and fair price which is able to compare with other company and orther individual or the transaction with conflict of interest persons or the same transaction with the same business in the market. In principle, the management can approve such transactions if the transaction has a transaction in the same way that a normal party will deal with the counterparty in the same situation with a bargaining power without any influence on its position as a director, executive or related person. The company is carried out under the principles approved by the Board of Directors and prepare a summary report of the transaction to the Audit Committee on a quarterly basis, the Company will comply with the Securities and Exchange Act and the regulations, notifications, orders or requirements of the Stock Exchange of Thailand including compliance with the disclosure requirements of connected transactions.

The transaction is not a general condition.

The transaction is not a general condition, the company assigned the audit committee to consider and opine in accordance with reasonable price of the transaction. In case the audit committee have no experience on the occure thransaction, the company will provide the independence appraiser, the expertise or the external audit to opine the conneted transaction to the audit committee. The audit committee will use the information for decision making and give the opinion to the Board of Directors or shareholder whichever case for approval.

The policy or trends of future transaction.

The Company has entered into related transactions from normal business operations and normal supporting business that will continue in the future such as office management services, payments for utilities and facilities, car rental, apartment rental, payment for insurance, financial transaction with the person or juristic person related to the company. The transaction will be in line with the nature of the business with normal business conditions and can be referenced to business conditions of the same type as the Company, such as

- Sales of the condominium unit price will base on selling to customer including promotion and special discount following the company policy.
- Loan from related company, the interest rate charged will be similar to the banks' loan interest rate.
- Other transaction which has fee and condition that could compare with price list in the maket.

The Audit Committee of the Company reviews and comments on normal business transactions or normal supporting business on a quarterly basis. However, if the transactions are not in line with normal business that may occur in the future, the Company will arrange the audit committee to review the necessity and reasonableness of the transaction before the transaction between each other.

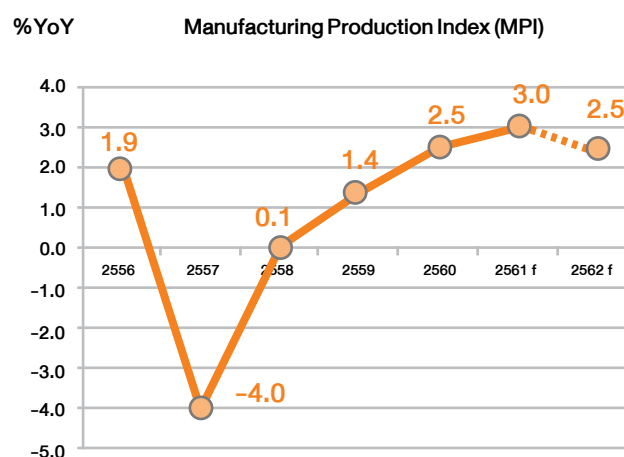
OVERVIEW AND THAILAND'S ECONOMIC SITUATIONS IN 2018

Business overview and trend

The overall Thailand's economy has been continuously expanded. Manufacturing business for export has been sharply growing, but manufacturing in response to domestic demand remained steady. Private consumption slightly decreased, which was in line with unstable regional purchase power. Tourism business has been expanding in all regions due to an increasing number of Thai and foreigner tourists. Though less number of Chinese tourists was witnessed, the situation tended to resolved in comparison to the previous quarter. Real estate business has been fairly growing yet limited to Bangkok Metropolitan Region and tourist cities only. Construction business was in the rise as a result of mega projects invested by the public and private sector, especially in the urban areas. Economy in the regional areas were steady according to the delay the disbursement and payment. Most business operators still increased their investment to improve efficiency or open more branches, causing the similar amount of investment funds in comparison to the previous year. Certain large projects required a great deal of investment based on continuous development plans. Additionally, it could be expected the revenue of most business should increase in the next quarter following the overall expanding Thai economic trend despite a slight decrease in the profit of certain sector such as automobile.

For industrial economic situation in 2018, when considering Manufacturing Production Index (MPI), it was expected that the economy would be growing by 3.0 percent from 2017 at MPI growth of 2.5 percent. The industry sector expected for growth in 2018 included automobile and engine due to the expansion of domestic market as a result of Thai economic growth. Sugar industry would also be improved due to promising weather, contributing to greater quantity of raw materials in comparison with 2017. Moreover, most plants enhanced their efficiency to support more production. Petroleum refinery would be increasing as a result of an increasing demand of fuel for transportation.

In 2019, Manufacturing Production Index (MPI) expects the growth rate at 2.0-3.0 percent with positive factor due to the national election, which creates trustworthiness among investors. Also, the economy could benefit from public investment on mega projects and operations under Eastern Economic Corridor (EEC) Plan in which large construction projects will arise as well as the importance of the eastern region in terms of economy and industry.



(Source: Office of the National Economics and Social Development Council)

Employment

Demand of employment will slightly increase as the business operators in the manufacturing sector demands more labors to support the growing production, yet many of them started to use machines and automation system to work in place of humans, causing an increasing demand of skilled workers who can work along with advanced technology. Service sector needs more labors due to the growth in tourism and transportation business; however, hotel business tends to shift their employment requirement to seasonal workers or daily workers instead of permanent employees. Commercial business tends to slightly increase their employment for new branches but the number of workers at each branch is reduced. More workers remain in need for real estate business in Bangkok Metropolitan Region

Costs and Prices

Costs are higher than the previous year due to an increase in wages and prices of some commodities while the oil price decreases in this quarter, which gives the positive effect on costs of all businesses. However, most business operators cannot transfer the increasing costs to the sale prices.

(Source: Bank of Thailand)

MANAGEMENT DISCUSSION AND ANALYSIS

The Company operates two core businesses: Residential property development and Ready-Built-Factories business. Currently, the Company has been developing residential real estates which are condominiums in both High Rise and Low Rise, as well as Housing project and Townhome project in the metropolitan area, emphasizing on locations of main roads, convenient transportation near expressways or along the prospect Mass Transit Railway. In addition, the Company has recognized the potential and business opportunities of small to medium-sized investors or entrepreneurs who intend to acquire a factory, but are not ready to invest in the long-run or by other factors, the company has developed a Ready-Built-Factories project to meet such demand. Currently, this project is located at Amata City Industrial Estate in Rayong province.

Operations Overview

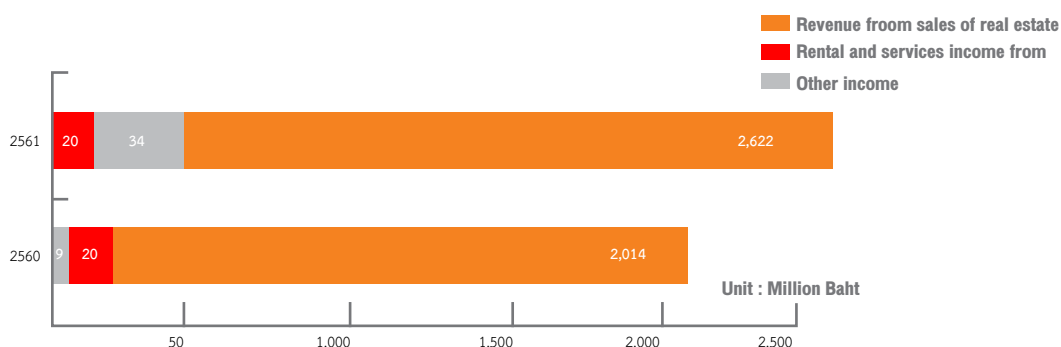
For Year 2018, the Company has completed construction and realized the revenue in one project is Chewathai Petchkasem 27. The Company is recognized revenue from these three projects for 40% of total revenues from real estate sales and the company could continue to recognize the revenue continuously from the completed project.

Currently, the Company has 11 projects under construction divided into 5 Condominium projects and 6 Housing projects, which expect will be completed and recognized in 2019, was 8 projects, namely Chewahome Wongwan Lumlukka, Chewa Wan Phutthamonthon Sai 1, Chewahome Suksawat Pracha Uthit, Hallmark Charan 13, Hallmark Chokchai 4, Chewarom Nakorn-In and Heart Sukhumvit 62/1, Heart Sukhumvit 36 for two project which is from the joint venture under Chewa Heart Company Limited.

Company Performance and Financial status for year 2018 and 2017

For Year 2018, the Company had total revenue of 2,676.34 Million Baht, an increase of 633.92 Million Baht or 31.04% from the previous year. The net profit of 264.81 Million Baht an increase or 70.30 % from the previous year. The Company's operations and financial position in 2018 are as follows:

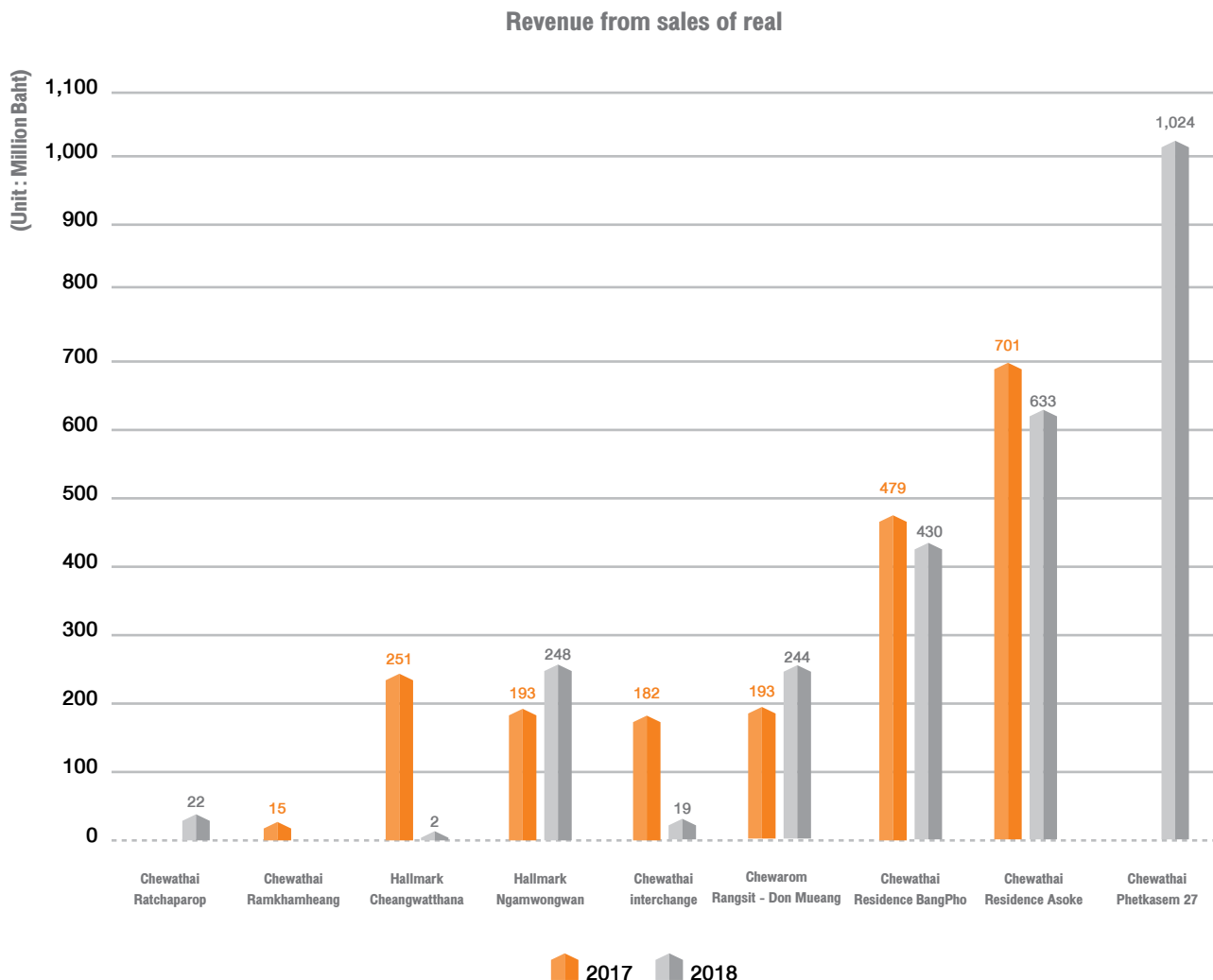
Revenue structure for the year 2018 and 2017, presented by the type of income. The details are as follows:



Revenue from Real Estate Sales

For Year 2018, the Company had the revenue was from sales of real estate of 2,621.60 million baht, an increase of 607.91 million baht or 30.19% from the previous year. In the year 2018, the total recognition of the revenue from the sale of real estate is seven projects which is the same as previous year. However, the factors that caused the revenue of the year 2018 to increase due to the revenue recognition from project Chewathai Petchkasem 27 that was a completed and transferred Quarter 2/2018, the Company was able to recognize revenue of 1,023.86 million baht or 40% of revenues from the sale of real estate. The company continues to recognize revenue for the past projects continuously for a total of 1,597.74 million baht, mainly from the Chewathai Residence Asoke and Chewathai Residence Bang Pho has revenue recognition of 632.83 million baht and 430.43 million baht respectively.

The revenue recognition from the sale of real estate by projects for the year 2018 and 2017 are as follows:



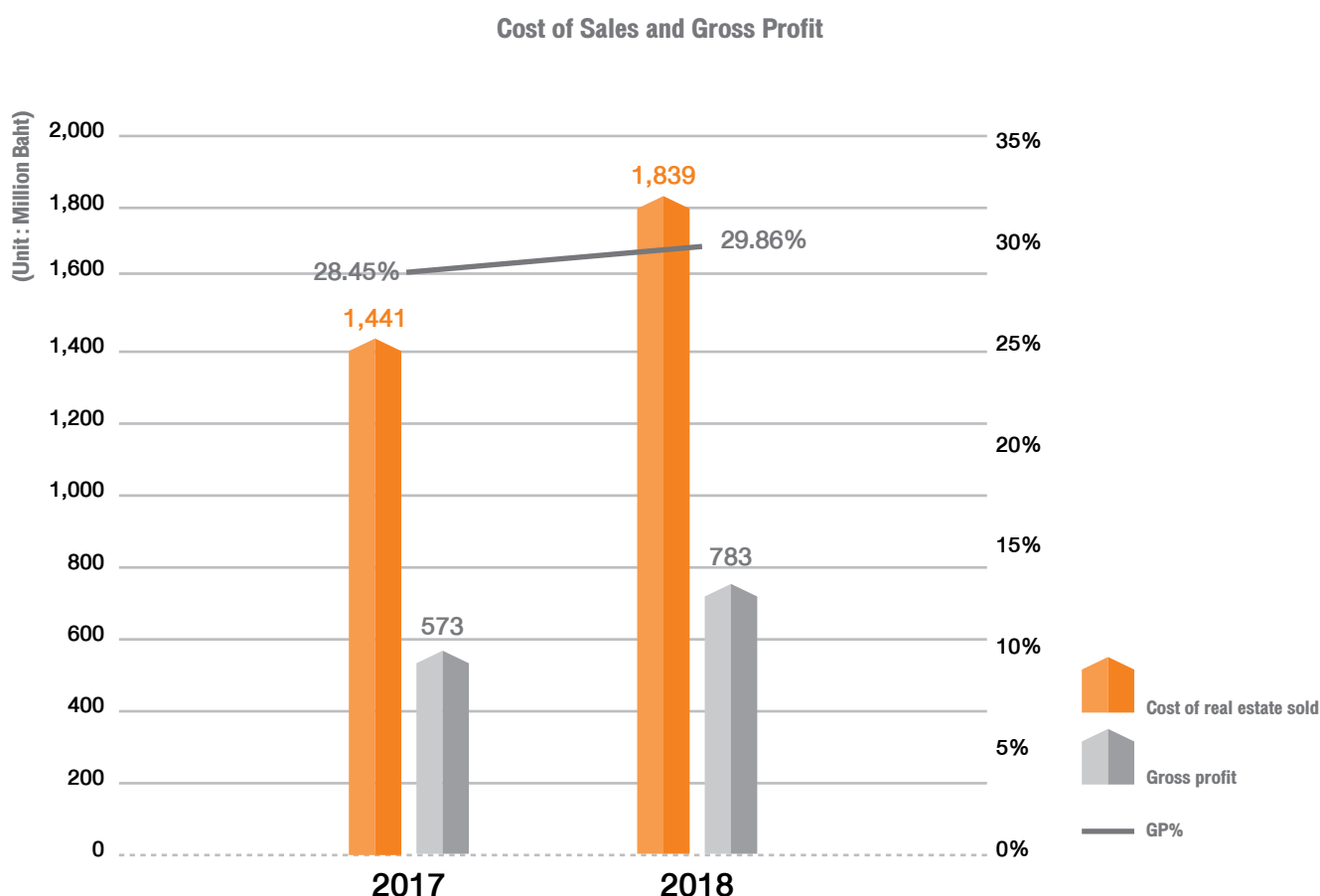
Revenues from Ready Built Factories rental and service fees

In the year 2018, the Company had rental income from factory rental and service fee of 20.45 Million Baht, 0.86 Million Baht increase or 4.39% increase from the previous year due to the increase of factory renters.

Other Revenues

Other income of the Company consists of the revenues from other related companies management services, confiscation of deposit Income, and revenues from electricity meter sales of condominium units and interest income. In the year 2018, the Company had other income of 34.30 Million Baht, an increase of 25.15 Million Baht from the previous year. Which has been adversely affected by customers have breached the contract, therefore, the company must recognize other income from the deposit. In addition, the company has recognized higher interest income.

Cost of Sold and Gross Profit



For Year 2018, the company and its subsidiaries recorded the cost of sales of 1,838.73 million baht an increase of 398.14 Million Baht from the previous year or 27.64% the increase was resulted by higher real estates sales. And the gross margin is 29.86% compared from the same period last year rates are closely, however, the company continues to maintain its gross margin event at the present there is highly competitive in the price of product.

For cost of renting factories and services perspective, the depreciation cost of the factory for rent and shop for rent. In the year 2018, the Company had 12.25 Million Baht or increase 1.47 Million Baht from the previous year. Which increased from the depreciation cost of rental shops.

Selling and Administrative Expenditure

Total Selling and administrative expenses in the year 2018 of 444.16 million baht or 16.60% of total revenue, increased from the previous year of 83.27 million baht or 23.07%. This was mainly due to the increase in selling expenses of 30.40 million baht or 13.31% from the previous year. The main factor was the increase in transfer expenses, commission fees and promotions. Administrative expenses increased of 52.87 million or 39.92% mainly from personnel expenses that are expanding to support projects in the future. However, the Company has managed the expenses more efficiently than the previous year. compared with the proportion of total expenses to total revenue in 2018 at 16.60%, which is lower than the previous year with the rate at 17.67%

Share of profit (loss) from investments in joint ventures and associate

The share of profit from investments in joint ventures was recognized from the investment in Chewathai Hup Soon Ltd the Company hold 50%. During May 2017, Chewathai made investment by incorporating a joint venture company, namely Chewa Heart Co.,Ltd , the Company hold 70%. In which, the profit from the Joint venture in 2018 was 1.27 Million Baht.

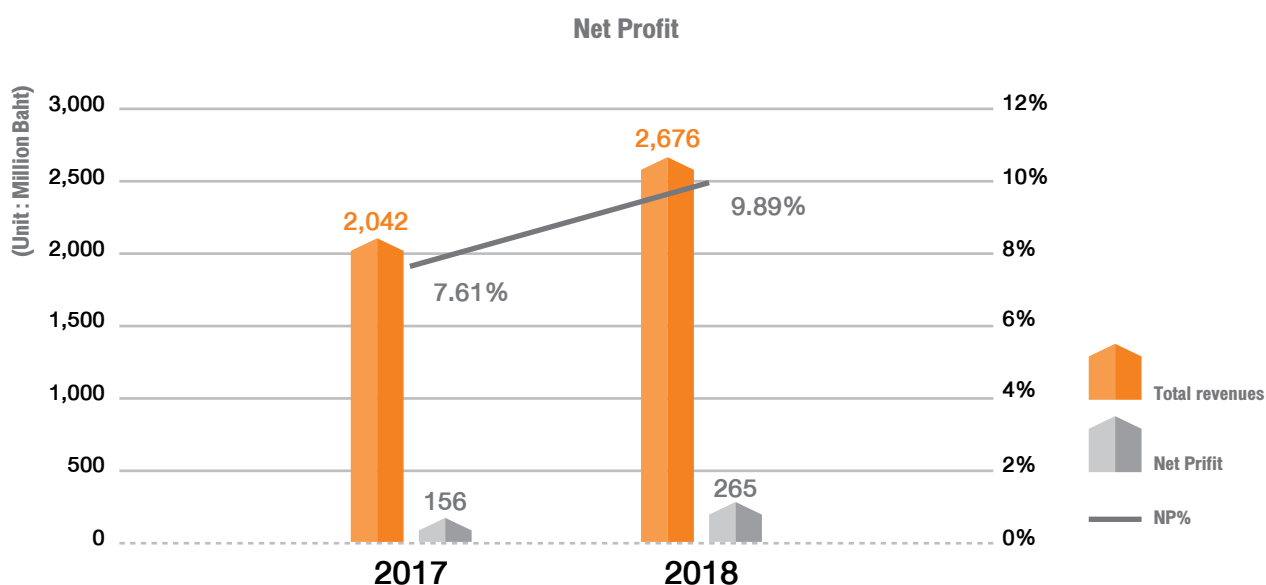
The share of profit from investments in associate was recognized from the investment in Kamala senior living Co.,Ltd . During July 2017, the Company made investment by incorporating an associated company, the Company hold 25%. In which, the loss from the associate in 2018 was 0.09 Million Baht.

For Chewa Heart Co.,Ltd and in Kamala senior living Co.,Ltd ,the Company invested in the year 2017, and both are under development.

Finance Cost

Financial costs in the year 2018 amounted to 46.09 Million Baht. An increased from the previous year of 16.29 Million Baht or 54.66% due to the Company issued debentures in a proportion greater than the previous year, resulting in higher financial costs.

Net Profit

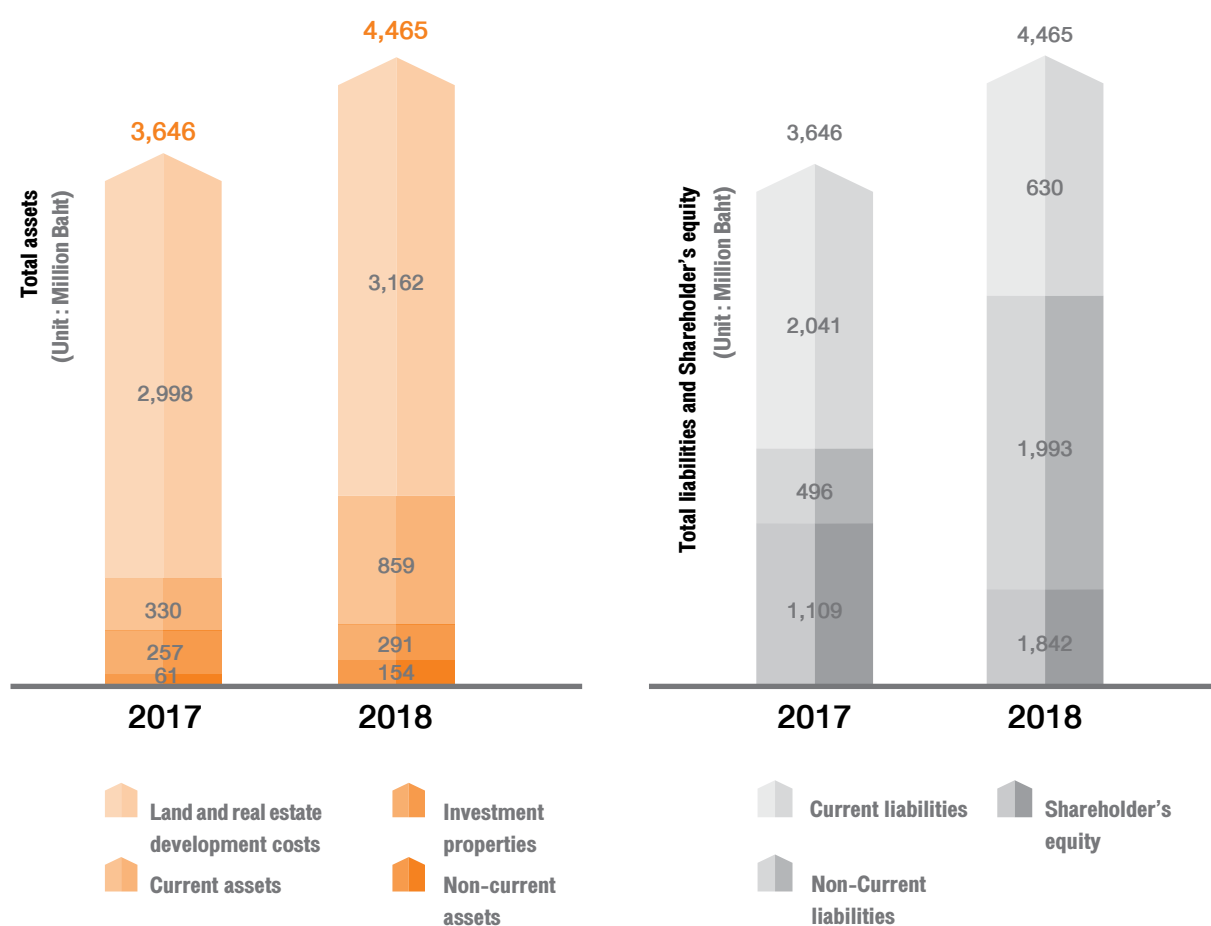


For Year 2018, the company and its subsidiaries had net profit of 264.81 million baht, an increase of 109.31 million baht or 70.30% from the previous year. The positive affected is from the recovery of properties sector that the company could continue to recognize the revenue continuously and also recognize the revenue from the completed project in quarter 2/2018 is Chewathai Petchkasem 27 and the efficient in expense management which cause the net profit increased 2.28% to 9.89% when compared to the same period of the previous year was 7.61%.

Total Comprehensive Income

For the year 2018, the Company had other comprehensive income resulted from the actuarial net of tax profit of Baht 0.23 million affected by the change in key assumptions of actuarial valuation, such as discount rate, number of employees change rate, mortality rate etc.

Analysis of financial position as at 31 December 2018 and 2017



Total Assets

As at 31st December 2018, the Company generated total assets of 4,465.39 Million Baht, an increase of 819 Million Baht or 22.46% from the previous year. Of which, the major asset increment are as follows:

- Cash and cash equivalents of 506.94 Million Baht or 11.35% of total assets which increased from previous year of 380.52 Million Baht or 301% due to the cash from the issuance of debentures.

- The cost of land and real estate development as well as the inventories of 3,161.83 Million Baht or 70.81% of total assets which increased from previous year of 163.34 Million Baht or 5.45%. Divided increases of 1,995 Million Baht in project development costs, which 9 new project development projects. And a decrease from inventory transferred of 1,832 Million Baht.

- Deposit for purchase of land of 246.99 Million Baht or 5.53% of total assets which increased from previous year of 200.80 Million Baht for the future development of the project.

- Investment in associate of 25 Million Baht increased from during the year 2018, the Company paid for the share capital to the joint venture in Kamala Senior Living Company Limited in the amount of 24.75 Million Baht.

- Investment properties of land of 290.77 Million Baht or 6.51% of total assets which increased from previous year of 33.59 Million Baht or 13.06% from new shop rental of 45 Million Baht.

Total Liabilities

As at 31st December 2018, the Company generated total liabilities of 2,623.80 Million Baht, an increase of 86.68 Million Baht or 3.42% from the previous year. Of which, the major as follows:

Current liabilities were 630.36 Million Baht or 24% of total liabilities. The 1,410.99 Million Baht decrease or 69.12% from the previous year. The major decrements are as follows:

- Overdrafts and short-term loans decreased from the previous year in full amount due to the Company has gradually paid off short-term loans from bills of exchange. As such, the company focuses on long-term debt drawdown to maintain liquidity in debt repayment.

- Current portion of long-term loans from financial institutions was 405.72 Million Baht or 15.46% of total liabilities which decreased from previous year of 349.11 Million Baht or 46.25% due to the Company has gradually paid off long-term loans of the projects transferred in this year amount of 747.28 Million Baht

- Accounts payable and other payables was 143.49 Million Baht or 5.47% of total liabilities which decreased from previous year of 202.13 Million Baht or 58.48%. Because at the end of 2017, there is a more amount of trade accounts payable remaining for work during construction of high-rise projects. Compared to the end of 2018, the Company is constructing housing projects which the construction costs will be gradually recorded during the period.

- Deposits and cash received in advance from customers was 21.75 Million Baht which decreased from previous year of 170.43 Million Baht or 88.68%. Because during the year gradually transfer the deposit for the project completed and transferred in year 2018.

Non-current liabilities was 1,993.44 Million Baht or 76% of total liabilities which increased from previous year of 1,497.67 Million Baht or 302%. The major increments are as follows:

- Debentures was 1,683.65 Million , the Company has issued debentures of 1,698.50 million baht term 2 years for the future development of the project.

Shareholders' Equity

The shareholders' equity as at 31st December 2018 is 1,841.59 million baht, an increase of 732.32 million baht or 66.02% from the previous year, an increase of 264.81 million baht from the operating result of the Company. The capital increase in May was 537.44 million baht (467.34 million shares, Baht 1.15 per share). During the year, the Company paid the dividend as follows: In May Dividend payment in the amount of 64.10 million baht. Is paid in stock dividend 57.69 million baht. The remainder is paid in cash. And in September is paid in cash payment of Baht 63.75 million baht or 0.05 baht per share.

Cashflow

For cash flow statements ending December 31, 2018 and 2017, the outstanding balances were 506.94 Million Baht and 126.42 Million Baht, respectively. Cash increased from the previous year of 380.52 Million Baht.

Net cash flow used operating activities was 419.15 Million Baht was spent in the Company's operations in the development of real estate projects under construction.

Net cash flow used in investing activities amount of 39.86 Million Baht was spent to investment to associate company.

Net cash flows from financing activities of 839.52 Million Baht were derived from issuance of debentures and from the capital increase during the year.

Capital Structure

The Debt to Equity ratio (D/E) at the end of 2018 is 1.42 times, decreased from the end of 2017 which is 2.29 times due to the increasing Shareholders' Equity from the previous year of 66% from increase in capitals. While total liabilities increased slightly from the previous year at 3.42%. However, the total liabilities of the Company are partly derived from deposits from customers, which are not considered payable to creditors. Thus, the proportion of total liabilities is quite high.

Interest Bearing Debt to Equity (IBD / E) at end of year 2018 was 1.30 times, decreased from the end of 2017 which is 1.71 times.

Debt to Equity Ratio (D / E) for loan agreements from financial institution. The financial condition as follows: (Calculation the liabilities excluding loans from shareholders, directors and related companies. Shareholders' equity includes loans from shareholders, directors and related companies.

Debt to Equity Ratio (D / E) The loan agreements contain covenants to maintain D/E ratio no more than 2.0 – 2.5 times. As of December 31, 2018, D / E ratio was 1.42 times as to maintain the ratio which specified in the loan agreements.

Key factors and influences which may affect company performance and financial position in the future.

1. Government Policies

Legal changes and regulations related to the real estate business are changes in laws relating to the City Planning Act, Terms of Land Allocation under Condominium Act, And the Building Control Act. For example, the determination of land area, the width of the corridor and the road, the defining of the central area assessment and preparation of environmental impact reports. Also, the changes to the rules governing the use of land, traffic planning and the mass transit system project. As such, they may affect the cost and development costs of the Company's real estate projects.

However, in the future, it is expected that there will be positive factors from the government, whether it is investment in infrastructure and distribution of transportation systems. To encourage development in the outer space Which affects the investment in real estate of the private sector.

In addition, there is a project to develop the Eastern Economic Corridor (EEC) to stimulate the industrial investment. Such factors may affect the recognition of revenue from the Company's factory for rent.

2. Loan from Financial Institutions

Credit control measures of the Bank of Thailand (BOT) or the LTV (Loan to Value) measures to prevent speculation. And to economic bubble that may occur in the future Because found Intense competition Together with the reduction of credit standards, therefore would like to issue measures for borrowers to save before borrowing

Have down payment before buying a house Including the lender Realize the real risk. Able to support risks from uncertainty of collateral value. And to encourage people who want to borrow to buy housing for real residence can buy at a reasonable price Such factors may cause consumers to be more careful in spending. Or may delay the purchase decision which may result in further development of the property developer.

However, the company is aware of such risks. And have measures to control By arranging for counselors to provide guidance to reduce credit problems with financial institutions.

3. Economy and Political situation of the country

Residential real estate business is the Company's core business. In which, it may be affected by political unrest. This causes a slowdown in the country's economy, the decrease in economic confidence, and the slowdown in consumer spending. As a result, real estate trading slows down. Therefore, the economic condition and volatility of domestic political situation may affect the revenue from the sales of the company's real estate projects.

4. Fluctuation of Project development costs

For real estate development business, another most significant cost apart from cost of land is construction materials. It is varied by periodic oil price fluctuations which are parts of the uncontrollable external factors. They have had an impact on the cost of construction as well as the construction industry, while selling price for real estate can not be immediately adjusted. In addition, competition in the real estate market is another limitation on price adjustments. As such the risk management of volatility in construction material prices has been applied in the business as such cost is the main cost of construction.

BOARD OF DIRECTOR'S RESPONSIBILITY FOR FINANCIAL REPORTING

Dear Shareholders

The Board of Directors is responsible for the financial statements of Chewathai Public Company Limited and the consolidated financial statements of the Company and its subsidiaries, as well as the financial information contained in the annual report. As such, the financial statements are prepared in accordance with financial reporting standards, and the appropriate accounting policies and consistently applied. Cautious discretion and best estimates are in place, with sufficient disclosures made in the notes to the financial statements as to be transparent and beneficial to shareholders and investors.

The Board of Directors has established and maintained an appropriate and effective internal control system to reasonably ensure that the accounting information is accurate, complete, and adequate as well as to prevent any significant fraud or malfunction.

In this regard, the Board of Directors has appointed the Audit Committee. as for the accounting policies and quality of financial reports, as well as the internal control and internal audit system to be reviewed. The opinion of the Audit Committee on this matter appears in the report of the Audit Committee as shown in this annual report.

The Company financial statements and the consolidated financial statements of the Company and its subsidiaries have been audited by the auditor of the Company, EY Office Limited. In order to have the best auditing practice, The Board of Directors has supported by providing the relevant information and documents to enable the auditor to review and provide an opinion in accordance with the auditing standards. The auditor's opinion appears in the auditor's report as shown in this annual report.

In the Board of Directors' opinion, the overall internal control system of the Company is satisfactory with reasonable assurance that the financial statements of Chewathai Public Company Limited and the consolidated financial statements of the Company and its subsidiaries for the year ended 31st December 2018 are reliable by adhering to the standards of financial reporting and comply with relevant laws and regulations.



(Mr Chartchai Panichewa)
Chairman of Board Directors
Chewathai Public Company Limited

Auditor's Report

To the Shareholders of Chewathai Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Chewathai Public Company Limited and its subsidiary (the Group), which comprise the consolidated statement of financial position as at 31 December 2018, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Chewathai Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Chewathai Public Company Limited and its subsidiary and of Chewathai Public Company Limited as at 31 December 2018, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

Recognition of revenue from sales of real estate

Revenue from sales of real estate is a significant amount in relation to total revenue of the Group. In addition, the Company and its subsidiary have entered into agreements with a large number of customers and there are a variety of conditions in these agreements, pertaining to matters such as sales promotions and discounts to boost sales. I have therefore focused on the audit of the actually occurring and timing of revenue recognition.

I have examined the recognition of revenue from sales of real estate of the Group by

- Assessing the Group's IT system and its significant internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the control and selecting representative samples to test the operation of the designed controls, and with special consideration given to expanding the scope of the testing of the internal controls which respond to the above risks.
- On a sampling basis, examining sales transactions during the year with agreements and supporting documents for actual sales of real estate transactions occurring during the year and near the end of the accounting period, to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Value of land and real estate development costs

Estimating the net realisable value of land and real estate development costs, as disclosed in Notes 4.6 and 9 to the consolidated financial statements, is an area of management judgement, regarding to the estimation of provision for diminution in the value of long outstanding projects and under developing projects. This requires detailed analysis of the nature of projects, competitive environment and economic circumstances. There is a risk with respect to the amount of provision set aside for diminution in the value of land and real estate development costs.

I gained an understanding the internal controls of the Group relevant to the determination of provision for diminution in the value of land and real estate development costs by making enquiry of responsible executives and gaining an understanding of the designed controls. In addition, I also assessed the methods applied by management in determining such provision. The procedures that I performed included:

- Gaining an understanding of the basis applied in determining the provision for diminution in value of land and real estate development costs, and reviewing the consistency of the application of that basis.
- Comparing the developing periods, sales periods and projects movements to identify projects with indicators of lower than normal turnover.
- Comparing proceeds from sales transactions occurring after the date of the financial statements with the cost of land and real estate development costs for each project.
- Comparing gross profit margin of sales transactions occurring during the year to identify projects that indicate net realisable value of land and real estate development costs lower than costs.
- Gaining an understanding of and assessed the significant assumptions and approaches applied by management or an independent appraiser in preparing estimates of net realisable value of projects that there were indicators of lower turnover or net realisable value lower than land and real estate development costs.

Other Information

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

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

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

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

I am responsible for the audit resulting in this independent auditor's report.



Rungrapa Lertsuwankul

Certified Public Accountant (Thailand) No. 3516

EY Office Limited

Bangkok: 14 February 2019

Chewathai Public Company Limited and its subsidiary

Statement of financial position

As at 31 Decenber 2018

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Assets					
Current assets					
Cash and cash equivalents	7	506,941,487	126,422,916	366,969,325	95,685,637
Trade and other receivables	6, 8	17,813,988	15,370,358	18,820,885	48,768,559
Short-term loans to related parties	6	55,000,000	102,000,000	55,000,000	102,000,000
Advances to related party	6	-	-	-	13,810,663
Land and real estate development costs	9	3,161,830,940	2,998,464,903	3,132,547,181	2,776,459,643
Advance for construction work		2,108,978	13,333,604	2,108,978	13,333,604
Deposit for purchase of land		246,987,955	46,192,000	246,987,955	46,192,000
Other current assets	10	30,214,200	26,498,593	24,339,428	16,530,520
Total current assets		4,020,897,548	3,328,282,374	3,846,773,752	3,112,780,626
Non-current assets					
Restricted bank deposit	11	20,323,310	-	20,323,310	-
Long-term loans to related party	6	34,000,000	-	34,000,000	-
Investment in subsidiary	12	-	-	68,593,941	68,593,941
Investments in joint ventures	13	39,701,670	40,973,506	42,000,000	42,000,000
Investment in associate	14	24,661,435	-	25,000,000	250,000
Investment properties	15	290,770,383	257,177,982	290,770,383	257,177,982
Property, plant and equipment	16	17,101,118	9,525,554	13,320,479	9,210,277
Intangible assets	17	7,117,254	4,342,549	7,117,254	4,342,549
Deferred tax assets	29	1,839,539	1,239,850	1,174,179	1,239,850
Other non-current assets		8,973,741	4,848,370	7,371,946	2,990,575
Total non-current assets		444,488,450	318,107,811	509,671,492	385,805,174
Total assets		4,465,385,998	3,646,390,185	4,356,445,244	3,498,585,800

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary
Statement of financial position (continued)
As at 31 December 2018

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	18	-	460,334,149	-	460,334,149
Trade and other payables	6, 19	143,492,999	345,621,391	144,696,378	337,346,133
Retention payables		32,325,328	87,020,164	32,207,948	86,885,514
Current portion of long-term loans from financial institutions	20	405,717,329	754,826,434	405,717,329	715,700,934
Current portion of debentures	21	-	169,904,594	-	169,904,594
Short-term loans from related parties	6	-	18,506,105	-	-
Income tax payable		16,826,602	7,453,463	14,013,118	5,417,129
Deposits and cash received in advance from customers		21,751,180	192,177,426	21,639,892	191,970,928
Short-term provisions	22	3,526,798	1,606,186	200,000	1,606,186
Other current liabilities		6,721,505	3,906,418	6,693,510	3,850,012
Total current liabilities		630,361,741	2,041,356,330	625,168,175	1,973,015,579
Non-current liabilities					
Long-term loans from financial institutions, net of current portion	20	300,834,018	238,675,900	300,834,018	238,675,900
Long-term loans from related parties, net of current portion	6	-	252,318,925	-	252,318,925
Debentures, net of current portion	21	1,683,651,370	-	1,683,651,370	-
Provision for long-term employee benefits	23	5,670,896	4,593,065	5,670,896	4,593,065
Deferred tax liabilities	29	3,278,916	176,472	3,278,916	142,988
Total non-current liabilities		1,993,435,200	495,764,362	1,993,435,200	495,730,878
Total liabilities		2,623,796,941	2,537,120,692	2,618,603,375	2,468,746,457

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary
Statement of financial position (continued)
As at 31 December 2018

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Shareholders' equity					
Share capital	24				
Registered					
2,307,692,307 ordinary shares of Baht 1 each					
(31 December 2017: 750,000,000 ordinary shares of Baht 1 each)		2,307,692,307	750,000,000	2,307,692,307	750,000,000
Issued and paid-up					
1,275,027,183 ordinary shares of Baht 1 each					
(31 December 2017: 750,000,000 ordinary shares of Baht 1 each)		1,275,027,183	750,000,000	1,275,027,183	750,000,000
Premium on ordinary shares	24	214,481,771	144,381,400	214,481,771	144,381,400
Retained earnings					
Appropriated - statutory reserve	27				
- the Company		23,942,846	11,918,038	23,942,846	11,918,038
- subsidiary		8,126,384	8,126,384	-	-
Unappropriated		320,010,873	194,843,671	224,390,069	123,539,905
Total shareholders' equity		1,841,589,057	1,109,269,493	1,737,841,869	1,029,839,343
Total liabilities and shareholders' equity		4,465,385,998	3,646,390,185	4,356,445,244	3,498,585,800

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary
Statement of comprehensive income
For the year ended 31 December 2018

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Profit or loss:					
Revenues					
Revenue from sales of real estate		2,621,600,416	2,013,688,581	2,354,252,416	1,639,126,837
Rental and services income from factory		20,445,356	19,586,933	20,445,356	19,586,933
Other income					
Interest income		4,442,252	1,408,986	4,422,296	12,350,205
Others		29,855,072	7,736,569	34,113,495	16,839,056
Total revenues		2,676,343,096	2,042,421,069	2,413,233,563	1,687,903,031
Expenses					
Cost of real estate sold		1,838,729,434	1,440,594,257	1,649,407,281	1,168,311,237
Cost of rental and services of factory		12,252,722	10,776,885	12,252,722	10,776,885
Selling expenses		258,839,658	228,435,799	229,986,764	193,730,823
Administrative expenses		185,314,460	132,448,215	174,340,590	123,773,594
Total expenses		2,295,136,274	1,812,255,156	2,065,987,357	1,496,592,539
Profit before share of profit (loss) from investments					
in joint ventures and associate, finance costs and					
income tax expenses		381,206,822	230,165,913	347,246,206	191,310,492
Share of profit (loss) from investments					
in joint ventures	13.2	(1,271,836)	945,945	-	-
Share of loss from investment					
in associate	14.3	(88,565)	(250,000)	-	-
Profit before finance costs and income tax expenses		379,846,421	230,861,858	347,246,206	191,310,492
Finance costs		(46,094,992)	(29,804,416)	(45,363,218)	(27,842,209)
Profit before income tax expenses		333,751,429	201,057,442	301,882,988	163,468,283
Income tax expenses	29	(68,938,222)	(45,553,728)	(61,386,819)	(38,149,805)
Profit for the year		264,813,207	155,503,714	240,496,169	125,318,478
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Actuarial gain - net of income tax	23	232,652	-	232,652	-
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods - net of</i>					
income tax		232,652	-	232,652	-
Other comprehensive income for the year		232,652	-	232,652	-
Total comprehensive income for the year		265,045,859	155,503,714	240,728,821	125,318,478
Earnings per share	31				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.24	0.19	0.22	0.16

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary
Statement of changes in shareholders' equity
For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements					
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Unappropriated retained earnings	Total
			Appropriated - statutory reserve			
			The Company	Subsidiary		
Balance as at 1 January 2017	750,000,000	144,381,400	5,652,114	8,126,384	68,105,788	976,265,686
Profit for the year	-	-	-	-	155,503,714	155,503,714
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	155,503,714	155,503,714
Unappropriated retain earnings transferred						
to statutory reserve (Note 27)	-	-	6,265,924	-	(6,265,924)	-
Dividend payment (Note 34)	-	-	-	-	(22,499,907)	(22,499,907)
Balance as at 31 December 2017	<u>750,000,000</u>	<u>144,381,400</u>	<u>11,918,038</u>	<u>8,126,384</u>	<u>194,843,671</u>	<u>1,109,269,493</u>
Balance as at 1 January 2018	750,000,000	144,381,400	11,918,038	8,126,384	194,843,671	1,109,269,493
Profit for the year	-	-	-	-	264,813,207	264,813,207
Other comprehensive income for the year	-	-	-	-	232,652	232,652
Total comprehensive income for the year	-	-	-	-	265,045,859	265,045,859
Unappropriated retain earnings transferred						
to statutory reserve (Note 27)	-	-	12,024,808	-	(12,024,808)	-
Issuance of new shares (Note 24)	467,335,804	70,100,371	-	-	-	537,436,175
Stock dividend (Note 34)	57,691,379	-	-	-	(57,691,379)	-
Dividend payment (Note 34)	-	-	-	-	(70,162,470)	(70,162,470)
Balance as at 31 December 2018	<u>1,275,027,183</u>	<u>214,481,771</u>	<u>23,942,846</u>	<u>8,126,384</u>	<u>320,010,873</u>	<u>1,841,589,057</u>

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary
Statement of changes in shareholders' equity (continued)
For the year ended 31 December 2018

(Unit: Baht)

	Separate financial statements				
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings Appropriated - statutory reserve	Unappropriated retained earnings	Total
Balance as at 1 January 2017	750,000,000	144,381,400	5,652,114	26,987,258	927,020,772
Profit for the year	-	-	-	125,318,478	125,318,478
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	125,318,478	125,318,478
Unappropriated retained earnings					
transferred to statutory reserve (Note 27)	-	-	6,265,924	(6,265,924)	-
Dividend payment (Note 34)	-	-	-	(22,499,907)	(22,499,907)
Balance as at 31 December 2017	<u>750,000,000</u>	<u>144,381,400</u>	<u>11,918,038</u>	<u>123,539,905</u>	<u>1,029,839,343</u>
Balance as at 1 January 2018	750,000,000	144,381,400	11,918,038	123,539,905	1,029,839,343
Profit for the year	-	-	-	240,496,169	240,496,169
Other comprehensive income for the year	-	-	-	232,652	232,652
Total comprehensive income for the year	-	-	-	240,728,821	240,728,821
Unappropriated retained earnings					
transferred to statutory reserve (Note 27)	-	-	12,024,808	(12,024,808)	-
Issuance of new shares (Note 24)	467,335,804	70,100,371	-	-	537,436,175
Stock dividend (Note 34)	57,691,379	-	-	(57,691,379)	-
Dividend payment (Note 34)	-	-	-	(70,162,470)	(70,162,470)
Balance as at 31 December 2018	<u>1,275,027,183</u>	<u>214,481,771</u>	<u>23,942,846</u>	<u>224,390,069</u>	<u>1,737,841,869</u>

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary

Cash flow statement

For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash flows from operating activities				
Profit before tax	333,751,429	201,057,442	301,882,988	163,468,283
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Decrease in land and real estate development costs as a result of transfer to cost of sales	1,832,352,449	1,434,479,618	1,643,030,295	1,162,196,599
Depreciation and amortisation	15,986,635	30,060,893	15,772,069	29,810,599
Amortisation of transaction costs of issuing debentures	5,490,459	335,994	5,490,459	335,994
Amortisation of financial fees	496,302	-	496,302	-
Write-off of withholding tax deducted at source	20,150	-	20,150	-
Loss on disposals and write-off of equipment	400,502	2,204,924	394,073	2,204,924
Share of loss (profit) from investments in joint ventures	1,271,836	(945,945)	-	-
Share of loss from investment in associate	88,565	250,000	-	-
Provision for long-term employee benefits	1,368,647	1,192,704	1,368,647	1,192,704
Provision for maintenance expenses (reversal)	2,182,283	1,606,186	(1,406,186)	1,606,186
Interest income	(4,442,252)	(1,408,986)	(4,422,296)	(12,350,205)
Interest expenses	40,108,231	29,029,265	39,376,457	27,067,059
Profit from operating activities before change in operating assets and liabilities	2,229,075,236	1,697,862,095	2,002,002,958	1,375,532,143
Operating assets decrease (increase)				
Trade and other receivables				
- Related parties	538,706	885,310	(619,367)	29,752,487
- Others	(1,841,115)	600,514	(2,233,480)	625,159
Advances to related party	-	-	13,810,663	298,363,649
Land and real estate development costs	(1,965,565,573)	(1,820,591,111)	(1,965,565,573)	(1,821,443,339)
Advance for construction work	11,224,626	149,054,905	11,224,626	149,012,905
Deposit for purchase of land	(200,795,955)	2,346,699	(200,795,955)	2,346,699
Other current assets	(3,735,757)	(2,452,329)	(7,829,058)	(2,020,933)
Other non-current assets	(4,125,371)	571,900	(4,381,371)	(178,450)
Operating liabilities increase (decrease)				
Trade and other payables				
- Related parties	(1,246,648)	324,900	1,387,216	398,727
- Others	(202,986,372)	130,530,842	(196,655,277)	132,900,425
Retention payables	(54,694,836)	53,596,697	(54,677,566)	57,113,640
Deposits and cash received in advance from customers	(170,426,246)	86,316,116	(170,331,036)	86,453,764
Other current liabilities	2,553,416	1,036,230	2,843,498	1,047,793
Other non-current liabilities	-	(59,000)	-	-
Cash flows from (used in) operating activities	(362,025,889)	300,023,768	(571,819,722)	309,904,669
Cash paid for income tax	(57,120,492)	(28,005,811)	(49,647,395)	(16,858,062)
Net cash flows from (used in) operating activities	(419,146,381)	272,017,957	(621,467,117)	293,046,607

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary

Cash flow statement (continued)

For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash flows from investing activities				
Increase in restricted bank deposit	(20,323,310)	-	(20,323,310)	-
Decrease (increase) in loans to related parties	13,000,000	(102,000,000)	13,000,000	(102,000,000)
Cash paid for investment in associate	(24,750,000)	(250,000)	(24,750,000)	(250,000)
Cash paid for investment in joint venture	-	(35,000,000)	-	(35,000,000)
Cash received from share reduction of joint venture	-	10,000,000	-	10,000,000
Proceed from sales of equipment	94,400	204,400	94,400	204,400
Cash paid for purchase of equipment	(7,883,537)	(2,989,154)	(7,596,527)	(2,989,154)
Cash paid for purchase of computer software	(3,296,200)	(139,100)	(3,296,200)	(139,100)
Cash received from interest income	3,301,032	476,541	37,222,818	445,745
Net cash flows used in investing activities	(39,857,615)	(129,697,313)	(5,648,819)	(129,728,109)
Cash flows from financing activities				
Decrease in short-term loans from financial institutions	(465,000,000)	(401,179,124)	(465,000,000)	(401,179,124)
Decrease in short-term loans from related parties	(18,506,105)	-	-	-
Cash paid for repayment of long-term loans from related parties	(252,318,925)	-	(252,318,925)	-
Cash received from long-term loans from related parties	-	200,000,000	-	200,000,000
Cash paid for repayment of long-term loans from financial institutions	(1,562,148,673)	(1,088,572,059)	(1,523,023,173)	(1,019,127,559)
Cash received from drawdown of long-term loans from financial institutions	1,276,009,755	1,353,028,493	1,276,009,755	1,244,458,493
Proceeds from issuance of debentures	1,698,500,000	-	1,698,500,000	-
Cash paid for repayment of debentures	(170,000,000)	-	(170,000,000)	-
Cash paid for transaction costs of issuing debentures	(20,243,683)	-	(20,243,683)	-
Cash paid for financial fees	(1,308,371)	-	(1,308,371)	-
Proceed from increase in share capital	537,436,175	-	537,436,175	-
Dividend paid	(70,162,470)	(22,499,907)	(70,162,470)	(22,499,907)
Cash paid for interest expenses	(112,735,136)	(115,125,797)	(111,489,684)	(110,474,933)
Net cash flows from (used in) financing activities	839,522,567	(74,348,394)	898,399,624	(108,823,030)
Net increase in cash and cash equivalents	380,518,571	67,972,250	271,283,688	54,495,468
Cash and cash equivalents at beginning of year	126,422,916	58,450,666	95,685,637	41,190,169
Cash and cash equivalents at end of year (Note 7)	506,941,487	126,422,916	366,969,325	95,685,637
Supplemental cash flow information				
Non-cash items				
Interest expenses recorded as land and real estate development costs	79,397,383	87,777,630	79,397,383	87,777,630
Transfer from land and real estate development costs to property, plant and equipment	3,399,347	-	-	-
Transfer from land and real estate development costs to investment properties	45,845,123	-	45,845,123	-
Stock dividend	57,691,379	-	57,691,379	-
Actuarial gain	290,815	-	290,815	-
Share reduction of joint venture that have yet to be received	-	10,000,000	-	10,000,000

The accompanying notes are an integral part of the financial statements.

Chewathai Public Company Limited and its subsidiary

Notes to consolidated financial statements

For the year ended 31 December 2018

1. General information

Chewathai Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the development of properties for sales and rent. The registered office of the Company is at 1168/80 Lumpini Tower, 27th Floor, Unit D, Rama IV Road, Tungmahamek, Sathorn, Bangkok.

As at 31 December 2018, the Company's major shareholder is Chartchewa Company Limited, which was incorporated in Thailand and its shareholding percentage in the Company was 67.64% (As at 31 December 2017, the two major shareholders of the Company were Chartchewa Company Limited and TEE Development Pte Ltd., which were incorporated in Thailand and Singapore, respectively and their shareholding percentages in the Company were 33.18% and 31.88%, respectively).

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Chewathai Public Company Limited ("the Company") and the following subsidiary company ("the subsidiary"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2018	2017
			%	%
Chewathai Interchange Company Limited	Real estate development	Thailand	100	100

- b) The Company is deemed to have control over an investee or subsidiary if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiary is fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiary are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Company and its subsidiary company have been eliminated from the consolidated financial statements.

- 2.3 The separate financial statements present investments in subsidiary, joint ventures and associate under the cost method.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiary have adopted the revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiary's financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2019

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

The management of the Company and its subsidiary believes that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related Interpretations.

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The management of the Company and its subsidiary expects the adoption of this accounting standard to result in the following adjustments.

- Commission paid to obtain a contract - The Company and its subsidiary have determined that commission paid to obtain a customer contract should be recorded as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. Under the previous accounting policy, the Company and its subsidiary immediately recorded commission as selling expenses when the transaction occurred.

(c) Financial reporting standards related to financial instruments that will become effective for fiscal years beginning on or after 1 January 2020

During the current year, the Federation of Accounting Professions issued a set of TFRSs related to financial instruments, which consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Company and its subsidiary is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

4. Significant accounting policies

4.1 Revenue recognition

Revenue from sales of real estate

Sales of land and houses and sales of residential condominium units are recognised as revenue when the construction works are completed and the significant risks and rewards have been transferred to buyers and the ownerships have been transferred to buyers after all payments received from the buyers.

Rental and related service income

Rental income from factory is recognised on a straight-line basis over the lease term. Service revenue is recognised on an accrual basis when services have been rendered.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cost of real estate sold

Cost of land and houses sold and cost of residential condominium unit sold consist of cost of land, land improvement, design fees, public utilities, construction and direct related interest and other related cost.

In determining the cost of land and houses sold and cost of residential condominium units sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed to units sold on the basis of the salable area.

Selling expenses directly associated with projects, such as specific business tax and transfer fee are recognised when the ownership has been transferred to buyers.

4.3 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset or development of the projects that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest costs are determined by applying a capitalisation rate to the expenditures on that project. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the entity that are outstanding during the year.

4.4 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.5 Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

4.6 Land and real estate development costs

Land and real estate development costs are valued at the lower of cost and net realisable value. The details of cost calculation are as follows:

- | | | |
|--------------------------|---|---|
| Land | - | Cost of land using the weighted average method, calculating it separately for each project. |
| Construction in progress | - | Construction in progress consists of the cost of construction and design, public utility costs and borrowing cost capitalised to cost of projects. The Company records cost of construction and public utilities based on the actual cost incurred. |

The Company and its subsidiary recognise loss on diminution in value of projects (if any) in profit or loss.

4.7 Investments

- a) Investments in joint ventures and associate are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiary, joint ventures and associate are accounted for in the separate financial statements using the cost method.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the

4.8 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years. Depreciation of the investment properties is included in determining income. No depreciation is provided on land.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.9 Property, plant and equipment and depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of buildings and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings and lease building improvement	20 and 5 years
Office furniture and equipment	3 and 5 years
Sales office and mock-up room	1 to 5 years

Depreciation is included in determining income. No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.10 Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 and 10 years

4.11 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.12 Long-term leases

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

4.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of assets

At the end of each reporting period, the Company and its subsidiary perform impairment reviews in respect of the investment property, property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiary estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

4.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Employee Joint Investment Program (EJIP)

The Company has established an Employee Joint Investment Program (EJIP). The program is monthly contributed by eligible employees and by the Company to EJIP participant. The details of the program are as described in Note 26 to the financial statements. The Company's contributions are recognised as expenses when

Post-employment benefits

Defined contribution plans

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

Defined benefit plans

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Company recognised restructuring - related costs.

4.16 Provisions

Provisions are recognised when the Company and its subsidiary have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.17 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiary recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiary review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiary record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiary apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiary measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiary determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Investment property, property plant and equipment/Depreciation

In determining depreciation of investment property, plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

Litigation

The Company and its subsidiary have contingent liabilities as a result of litigation. The Company and its subsidiary's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

6. Related party transactions

The relationships between the Company, subsidiary, joint ventures, associate and its related parties are summarised below.

Name of related parties	Relationship
Chartchewa Company Limited	Major shareholder
TEE Development Pte Ltd.	Major shareholder (until July 2018)
Chewathai Interchange Company Limited	Subsidiary
Chewathai Hup Soon Limited	Joint venture
Chewa Heart Company Limited	Joint venture
Kamala Senior Living Company Limited	Associate
TEE Land Limited	Common director (until July 2018)
TEE Resources Pte Ltd.	Common director (until July 2018)
Global Environmental Technology Co., Ltd.	Common director
Trans Equatorial Indochina Co., Ltd.	Common director (until May 2017)
Thaisri Insurance Plc.	Common director
Oscar Estate Mangement Co., Ltd.	Common director (until May 2017)
Oscar Design and Decoration Co., Ltd.	Common director (until May 2017)
Amata Water Co., Ltd.	Common director
Amata City Co., Ltd.	Common director
Amata Facility Services Co., Ltd.	Common director
Paragon Car Rental Co., Ltd.	Common director (until August 2018)

During the years, the Company and its subsidiary had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2018	2017	2018	2017	
<u>Transactions with subsidiary</u> (eliminated from the consolidated financial statements)					
Management fee income	-	-	5.61	9.81	Contract price
Interest income	-	-	0.02	10.97	5.46% p.a.
<u>Transactions with joint ventures</u>					
Management fee income	0.84	-	0.84	-	Contract price
Interest income	1.59	0.22	1.59	0.22	5.15 % p.a.
<u>Transactions with associate</u>					
Interest income	2.61	0.72	2.61	0.72	5.00 % p.a.
<u>Transactions with related companies</u>					
Other income	-	1.70	-	1.70	Contract price
Management fee and other expenses	3.24	2.81	3.21	2.63	Contract price and market price
Interest expenses	3.25	11.59	3.05	10.85	4.00% and 5.25% p.a. (2017: 4.00% and 6.00% p.a.)

As at 31 December 2018 and 2017, the balances of the accounts between the Company, subsidiary and those related companies are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<u>Other receivables - related parties (Note 8)</u>				
Subsidiary	-	-	1,191	34,355
Joint ventures	12,314	10,481	12,314	10,481
Associate	793	725	793	725
Related companies (related by common director)	10	2,306	10	1,926
Total other receivables - related parties	13,117	13,512	14,308	47,487
<u>Short-term loans to related parties</u>				
Joint ventures	55,000	16,000	55,000	16,000
Associate	-	86,000	-	86,000
Total short-term loans to related parties	55,000	102,000	55,000	102,000

Short-term loans to related parties are unsecured loans, carrying interest at the fixed rate. The loans are repayable at call.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<u>Long-term loans to related party</u>				
Associate	34,000	-	34,000	-
Total long-term loans to related party	34,000	-	34,000	-

Long-term loans to related party are unsecured loans, carrying interest at the fixed rate. The loans are repayable at call. As at 31 December 2018, the Company has no intention to call for such loans from the associate within next 12 months. So, the Company presented such loans as long-term loans.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<u>Advances to related party</u>				
Subsidiary	-	-	-	13,811
Total advances to related party	-	-	-	13,811

As at 31 December 2017, the Company had advances amounting to Baht 14 million (2018: Nil) to the subsidiary for use in the acquisition of condominium under construction assets of the Dzio Ngamwongwan project and for development of the subsidiary's projects. Interest charged at the rate of 5.46% on the advances.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Other payables - related parties (Note 19)				
Subsidiary	-	-	2,708	119
Joint ventures	4	49	4	49
Related companies (related by common director)	16	8,056	16	7,514
Director	-	749	-	749
Total other payables - related parties	20	8,854	2,728	8,431
Short-term loans from related parties				
Related companies (related by common director)	-	18,506	-	-
Total short-term loans from related parties	-	18,506	-	-

Short-term loan from related party is unsecured loan, carrying interest at the fixed rate. The loans are repayable at call.

Long-term loans from related parties

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Long-term loans from related parties				
Related company (related by common director)	-	52,319	-	52,319
Director	-	200,000	-	200,000
Total	-	252,319	-	252,319
Less: Current portion	-	-	-	-
Long-term loans from related parties - net of current portion	-	252,319	-	252,319

Long-term loans from related company are unsecured loans, carrying interest at the fixed rate. The loans are repayable when the Company has sufficient cash flow.

Long-term loan from director is unsecured loan, carrying interest at fixed rate. The loan is due within 2 years.

Loans to related parties and loans from related parties

As at 31 December 2018 and 2017, the balance of loans between the Company and those related companies and the movements are as follows.

Loans to related parties

(Unit: Thousand Baht)

Company	Consolidated and separate financial statements			
	Balance as at 31 December 2017	Increase during the year	Decrease during the year	Balance as at 31 December 2018
Chewa Heart Company Limited	16,000	55,000	(16,000)	55,000
Kamala Senior Living Company Limited	86,000	116,750	(168,750)	34,000
Total	102,000	171,750	(184,750)	89,000

Short-term loans from related parties

(Unit: Thousand Baht)

Company	Consolidated financial statements			
	Balance as at 31 December 2017	Increase during the year	Decrease during the year	Balance as at 31 December 2018
TEE Land Limited	18,506	-	(18,506)	-
Director	-	162,000	(162,000)	-
Total	18,506	162,000	(180,506)	-

(Unit: Thousand Baht)

Company	Separate financial statements			
	Balance as at 31 December 2017	Increase during the year	Decrease during the year	Balance as at 31 December 2018
Director	-	162,000	(162,000)	-
Total	-	162,000	(162,000)	-

Long-term loans from related parties

(Unit: Thousand Baht)

Company	Consolidated and separate financial statements			
	Balance as at 31 December 2017	Increase during the year	Decrease during the year	Balance as at 31 December 2018
TEE Land Limited	52,319	-	(52,319)	-
Director	200,000	-	(200,000)	-
Total	252,319	-	(252,319)	-

Directors and management's benefits

During the years ended 31 December 2018 and 2017, the Company had employee benefit expenses payable to their directors and management as below.

		(Unit: Million Baht)	
		Consolidated and separate financial statements	
		2018	2017
Short-term employee benefits		31.75	17.90
Post-employment benefits		1.51	1.05
Total		33.26	18.95

7. Cash and cash equivalents

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Cash		365	175	325	125
Bank deposits		506,576	126,248	366,644	95,561
Total		506,941	126,423	366,969	95,686

As at 31 December 2018, bank deposits in saving accounts carried interests between 0.1% and 0.6% per annum (2017: between 0.1 % and 0.6% per annum).

8. Trade and other receivables

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
<u>Trade accounts receivable - unrelated parties</u>					
Aged on the basis of due dates					
Not yet due		-	8	-	8
Past due					
Up to 3 months		319	45	319	45
3 - 6 months		6	6	6	6
Total		325	59	325	59
Less: Allowance for doubtful debts		-	-	-	-
Total trade accounts receivable - unrelated parties, net		325	59	325	59

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<u>Other receivables</u>				
Other receivables - related parties	10,786	11,582	10,977	11,615
Other receivables - unrelated parties	3,375	1,799	3,191	1,223
Accrued income - related party	257	-	1,257	-
Interest receivables - related parties	2,074	1,930	2,074	35,872
Interest receivables - unrelated parties	997	-	997	-
Total other receivables	17,489	15,311	18,496	48,710
Total trade and other receivables - net	17,814	15,370	18,821	48,769

9. Land and real estate development costs

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Land	3,700,736	2,199,947	3,409,929	1,909,140
Construction and design expenses	5,405,227	4,957,566	4,028,005	3,580,344
Interest capitalised as cost	392,956	313,559	330,009	250,612
Other costs	121,027	103,912	112,237	95,122
Total	9,619,946	7,574,984	7,880,180	5,835,218
Less: Accumulated cost transferred				
to cost of sales	(6,408,871)	(4,576,519)	(4,701,788)	(3,058,758)
Less: Transfer to investment properties	(45,845)	-	(45,845)	-
Less: Transfer to property, plant				
and equipment	(3,399)	-	-	-
Land and real estate development costs - net	3,161,831	2,998,465	3,132,547	2,776,460

During the years, the Company included borrowing costs in cost of land and construction in progress. These were determined by applying a capitalisation rate which is the weighted average of the financial charges on total borrowings as follows.

	Consolidated and separate financial statements	
	2018	2017
Borrowing costs included in cost of land and construction in progress (Million Baht)	79	88
Capitalisation rate (%)	4.28 - 5.45	4.15 - 7.20

As at 31 December 2018 and 2017, the Company and its subsidiary have mortgaged land and construction thereon of projects to secure bank overdrafts and long-term loans from financial institutions, as described in Notes 20. The net book values are as follows.

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Net book value of mortgaged land and construction thereon to secure loans	1,895	2,896	1,895	2,759

10. Other current assets

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Refundable withholding tax	9,412	9,432	9,412	9,432
Prepaid expenses	16,500	12,241	10,786	2,426
Deferred revenue	734	715	734	715
Others	3,568	4,111	3,408	3,958
Total	30,214	26,499	24,340	16,531

11. Restricted bank deposit

As at 31 December 2018, the Company pledged saving deposit to secure the arrangement and maintenance of public utilities or land improvement of its real estate project.

12. Investment in subsidiary

Details of investment in subsidiary as presented in separate financial statements are as follows.

Company	(Unit: Thousand Baht)							
	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2018	2017	2018	2017	2018	2017	2018	2017
			(%)	(%)				
Chewathai Interchange Company Limited	100,000	100,000	100	100	68,594	68,594	-	-
Total					68,594	68,594	-	-

13. Investments in joint ventures

13.1 Details of investments in joint ventures

Investments in joint ventures represent investments in entities which are jointly controlled by the Company and other companies. Details of these investments are as follows.

(Unit: Thousand Baht)

Joint venture	Nature of business	Shareholding percentage		Cost		Consolidated financial statements		Separate financial statements	
						Carrying amounts based on equity method		Carrying amounts based on cost method - net	
		2018	2017	2018	2017	2018	2017	2018	2017
		(%)	(%)						
Chewathai Hup Soon Limited	Sale and rent of properties	50	50	7,000	7,000	6,823	6,579	7,000	7,000
Chewa Heart Company Limited	Real estate development	70	70	35,000	35,000	32,879	34,395	35,000	35,000
Total				42,000	42,000	39,702	40,974	42,000	42,000

13.2 Share of comprehensive income and dividend received

During the years, the Company recognised its share of comprehensive income from investments in joint ventures in the consolidated financial statements and dividend income in the separate financial statements as follows.

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements		Separate financial statements	
	Share of profit/loss from investments in joint ventures during the year		Dividend received during the year	
	2018	2017	2018	2017
Chewathai Hup Soon Limited	244	1,551	-	-
Chewa Heart Company Limited	(1,516)	(605)	-	-
Total	(1,272)	946	-	-

13.3 Summarised financial information about material joint ventures

Summarised information about financial position

	(Unit: Million Baht)			
	Chewathai Hup Soon Limited		Chewa Heart Company Limited	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Cash and cash equivalents	27.25	2.22	2.91	0.03
Current assets	19.20	25.95	215.31	65.72
Non-current assets	8.31	5.26	0.84	0.13
Short-term loans	-	-	(131.00)	(16.00)
Long-term loans	-	-	(26.14)	-
Current liabilities	(41.12)	(20.27)	(14.95)	(0.74)
Net assets	13.64	13.16	46.97	49.14
Shareholding percentage (%)	50%	50%	70%	70%
Carrying amounts of joint ventures based on equity method	6.82	6.58	32.88	34.40

Summarised information about comprehensive income

	(Unit: Million Baht)			
	For the year ended 31 December			
	Chewathai Hup Soon Limited		Chewa Heart Company Limited	
	2018	2017	2018	2017
Revenue	9.36	14.98	0.01	-
Cost of sales	(6.65)	(7.05)	-	-
Selling and administrative expenses	(1.98)	(4.12)	(2.18)	(0.86)
Income tax expenses	(0.24)	(0.71)	-	-
Profit (loss)	0.49	3.10	(2.17)	(0.86)
Other comprehensive income	-	-	-	-
Total comprehensive income	0.49	3.10	(2.17)	(0.86)

14. Investment in associate

14.1 Details of associate:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost		Consolidated		Separate	
							financial statements		financial statements	
							Carrying amounts based		Carrying amounts based	
							on equity method		on cost method - net	
			2018	2017	2018	2017	2018	2017	2018	2017
			(%)	(%)						
Kamala Senior Living Co., Ltd	Real estate development	Thailand	25	25	25,000	250	24,661	-	25,000	250
Total					25,000	250	24,661	-	25,000	250

14.2 Significant changes in investment in associate

In April 2018, Kamala Senior Living Company Limited which is the Company's 25% owned associate, increased its registered share capital from Baht 1 million to Baht 100 million by issuing new ordinary shares of 9,900,000 shares of Baht 10 each and fully called up. The Company paid for the capital increase in proportion to the amount of Baht 24.75 million to the associate on 24 April 2018. The associate registered its increase in share capital to the Ministry of Commerce on 27 April 2018. Consequently, carrying amount of investment in associate based on cost method was Baht 25 million.

The audited financial statements of Kamala Senior Living Co., Ltd. for the year ended 31 December 2018, which the Company use to calculate the share of loss from investment under the equity method in the consolidated financial statements of the Company, stated that the associated company has current liabilities exceed current assets of Baht 146.01 million, which has been from loan from financial institution of Baht 159 million. The associated company has loss operation for the year ended 31 December 2018 of Baht 0.31 million (2017: Baht 1.05 million). However, the management believe that the preparation of financial statement on a going concern basis is appropriate because on 12 February 2019 the financial institution has issued the waiver letter to the condition in loan agreement. In addition, the associated company has planned for future development projects.

14.3 Share of comprehensive income and dividend received

During the years, the Company has recognised its share of profit/loss from investment in associate company in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Thousand Baht)

Associate	Consolidated financial statements				Separate financial statements	
	Share of profit/loss from investment in associate during the year		Share of other comprehensive income from investment in associate during the year		Dividend received during the year	
	2018	2017	2018	2017	2018	2017
Kamala Senior Living Co., Ltd.	(89)	(250)	-	-	-	-
Total	(89)	(250)	-	-	-	-

14.4 Summarised financial information about material associate

Summarised information about financial position

(Unit: Million Baht)

	Kamala Senior Living Co., Ltd.	
	2018	2017
Current assets	25.14	44.00
Non-current assets	383.83	308.73
Current liabilities	(171.15)	(352.77)
Non-current liabilities	(139.17)	-
Net assets	98.65	(0.04)
Shareholding percentage (%)	25%	25%
Carrying amounts of associate based on equity method	24.66	-

Summarised information about comprehensive income

(Unit: Million Baht)

	For the year ended 31 December	
	Kamala Senior Living Co., Ltd.	
	2018	2017
Revenue	-	-
Administrative expenses	(0.31)	(1.05)
Loss for the period	(0.31)	(1.05)
Other comprehensive income	-	-
Total comprehensive income	(0.31)	(1.05)

14.5 Investment in associate with capital deficit

During the year 31 December 2017, the Company recognised share of losses from investment in Kamala Senior Living Company Limited, until the value of the investments approached zero. Subsequent losses incurred by that associate have not been recognised in the Company's accounts since the Company has no obligations, whether legal or constructive, to make any payments on behalf of those associate. The amount of such unrecognised share of losses is set out below.

(Unit: Million Baht)

Company's name	Unrecognised share of losses			
	Share of losses during the years		Cumulative share of losses up to 31 December	
	2018	2017	2018	2017
Kamala Senior Living Company Limited	-	0.01	-	0.01
Total	-	0.01	-	0.01

However, during the year ended 31 December 2018 Kamala Senior Living Company Limited increase its registered share capital to Baht 100 million. So, the Company recognised share of loss for the year 2018 and cumulative unrecognised share of losses up to 31 December 2017 from investment in the associate amounting to Baht 0.08 million and Baht 0.01 million, respectively in the consolidated financial statements for year 2018.

15. Investment properties

The net book value of investment properties as at 31 December 2018 and 2017 is presented below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements			
	Factory for rent	Condominium units for rent	Vacant land	Total
31 December 2018:				
Cost	262,042	45,845	38,698	346,585
Less: Accumulated depreciation	(54,339)	(1,476)	-	(55,815)
Net book value	207,703	44,369	38,698	290,770
31 December 2017:				
Cost	262,042	-	38,698	300,740
Less: Accumulated depreciation	(43,562)	-	-	(43,562)
Net book value	218,480	-	38,698	257,178

A reconciliation of the net book value of investment properties for the years 2018 and 2017 is presented below.

(Unit: Thousand Baht)				
	Consolidated and separate financial statements			
	Condominium			Total
	Factory for rent	units for rent	Vacant land	
Net book value as at 1 January 2017	229,257	-	38,698	267,955
Depreciation charged	(10,777)	-	-	(10,777)
Net book value as at 31 December 2017	218,480	-	38,698	257,178
Transfer from land and real estate				
development costs	-	45,845	-	45,845
Depreciation charged	(10,777)	(1,476)	-	(12,253)
Net book value as at 31 December 2018	207,703	44,369	38,698	290,770

The fair value of the investment properties as at 31 December 2018 and 2017 stated below:

	(Unit: Thousand Baht)	
	Consolidated and separate financial statements	
	2018	2017
Factory for rent	366,204	360,050
Condominium units for rent	61,280	-
Vacant land	42,620	47,950

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the vacant land has been determined based on market price, while that of the factory held for rent and condominium units for rent have been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

The Company has pledged investment properties amounting to approximately Baht 246 million (2017: Baht 257 million) as collateral against credit facilities received from financial institutions, as described in Note 20.

Depreciation of investment properties for the year 2018 of Baht 12 million (2017: Baht 11 million) included in cost of rental and services.

During the years 2018 and 2017, the Company gained rental income and related service income arising from factory for rent and condominium units for rent which are recorded in profit or loss as detailed below.

(Unit: Million Baht)

	Consolidated and separated financial statements	
	2018	2017
Rental income and service income	20	20

16. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements			
	Buildings and leased building improvement	Office furniture and equipment	Sales office and mock-up room	Total
Cost				
1 January 2017	4,233	10,257	36,543	51,033
Additions	337	1,034	1,618	2,989
Disposals and write-off	-	(1,289)	(31,395)	(32,684)
31 December 2017	4,570	10,002	6,766	21,338
Additions	264	6,001	1,618	7,883
Transfer from land and real estate development costs	3,399	-	-	3,399
Disposals and write-off	(11)	(485)	(892)	(1,388)
31 December 2018	8,222	15,518	7,492	31,232
Accumulated depreciation				
1 January 2017	2,261	6,155	14,890	23,306
Depreciation for the year	133	1,734	16,914	18,781
Depreciation on disposals and write-off	-	(1,137)	(29,138)	(30,275)
31 December 2017	2,394	6,752	2,666	11,812
Depreciation for the year	159	1,878	1,174	3,211
Depreciation on disposals and write-off	(1)	(349)	(542)	(892)
31 December 2018	2,552	8,281	3,298	14,131
Net book value				
31 December 2017	2,176	3,250	4,100	9,526
31 December 2018	5,670	7,237	4,194	17,101
Depreciation for the year				
2017 (included in selling and administrative expenses)				18,781
2018 (included in selling and administrative expenses)				3,211

(Unit: Thousand Baht)

	Separate financial statements				
	Land	Buildings and leased building improvement	Office furniture and equipment	Sales office and mock-up room	Total
Cost					
1 January 2017	3,184	4,045	8,596	36,228	52,053
Additions	-	337	1,034	1,618	2,989
Disposals and write-off	-	-	(1,289)	(31,395)	(32,684)
31 December 2017	3,184	4,382	8,341	6,451	22,358
Additions	-	-	5,978	1,618	7,596
Disposals and write-off	-	(11)	(461)	(892)	(1,364)
31 December 2018	3,184	4,371	13,858	7,177	28,590
Accumulated depreciation					
1 January 2017	-	2,074	4,925	14,709	21,708
Depreciation for the year	-	131	1,549	16,851	18,531
Depreciation on disposals and write-off	-	-	(1,137)	(29,138)	(30,275)
31 December 2017	-	2,205	5,337	2,422	9,964
Depreciation for the year	-	131	1,755	1,111	2,997
Depreciation on disposals and write-off	-	(1)	(332)	(542)	(875)
31 December 2018	-	2,335	6,760	2,991	12,086
Allowance for impairment loss					
1 January 2017	3,184	-	-	-	3,184
Increase during the year	-	-	-	-	-
31 December 2017	3,184	-	-	-	3,184
Increase during the year	-	-	-	-	-
31 December 2018	3,184	-	-	-	3,184
Net book value					
31 December 2017	-	2,177	3,004	4,029	9,210
31 December 2018	-	2,036	7,098	4,186	13,320
Depreciation for the year					
2017 (included in selling and administrative expenses)					18,531
2018 (included in selling and administrative expenses)					2,997

As at 31 December 2018 and 2017, certain items of equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets were as follows:

(Unit : Million Baht)

	Consolidated financial statements		Separated financial statements	
	2018	2017	2018	2017
Equipment were fully depreciated but are still in use	7.53	6.94	6.29	5.74

17. Intangible assets

The net book value of computer software as at 31 December 2018 and 2017 is presented below.

(Unit: Thousand Baht)		
	Consolidated and separate financial statements	
	2018	2017
Cost	8,434	5,138
Less: Accumulated amortisation	(1,317)	(795)
Net book value	7,117	4,343

A reconciliation of the net book value of computer software for the years 2018 and 2017 is presented below.

(Unit: Thousand Baht)		
	Consolidated and separate financial statements	
	2018	2017
Net book value at beginning of year	4,343	4,707
Acquisition of computer software	3,296	139
Amortisation	(522)	(503)
Net book value at end of year	7,117	4,343

18. Short-term loans from financial institutions

	(Unit: Thousand Baht)			
	Interest rate (% per annum)		Consolidated and separate financial statements	
	2018	2017	2018	2017
Promissory note	-	MLR - 1.50	-	65,000
Bills of exchange	-	4.60 - 5.50	-	400,000
Less: Prepaid interest			-	(4,666)
Total			-	460,334

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Trade accounts payable - unrelated parties	72,548	275,841	72,536	275,822
Accrued expenses - related parties	-	8,377	-	7,880
Accrued expenses - unrelated parties	49,654	23,946	49,339	23,155
Other payables - related parties	20	477	2,728	551
Other payables - unrelated parties	21,271	36,980	20,093	29,938
Total trade and other payables	143,493	345,621	144,696	337,346

20. Long-term loans from financial institutions

(Unit: Thousand Baht)

Loan	Facility amount (Million Baht)	Interest rate (% p.a.)	Repayment schedule	Consolidated		Separate	
				financial statements		financial statements	
				2018	2017	2018	2017
1.	453	MLR-1.25	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount per square meter as stated in the agreement	-	26,016	-	26,016
2.	230	Year 1-2: MLR-1.50 and thereafter: MLR-1.25	Repayment of principle on monthly basis and first repayment of principal in January 2011 to January 2020	-	97,236	-	97,236
3.	211	MLR-1.00	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 75% of the selling price and not less than amount as stated in the agreement and within 3 years	-	8,360	-	8,360

(Unit: Thousand Baht)

Loan	Facility amount (Million Baht)	Interest rate (% p.a.)	Repayment schedule	Consolidated financial statements		Separate financial statements	
				2018	2017	2018	2017
4.	658	MLR-1.50	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 3 years	-	154,667	-	154,667
5.	650	MLR-1.70	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 3 years	-	501,098	-	501,098
6.	507	MLR-1.25	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 4 years	67,000	167,000	67,000	167,000
7.	110	MLR-1.50	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 80% of the selling price and not less than amount as stated in the agreement and within 2 years	-	39,125	-	-
8.	315	MLR-1.40	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 4 years	93,700	-	93,700	-
9.	531	MLR-2.00	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 90% of the selling price and not less than amount as stated in the agreement and within 2 years	81,071	-	81,071	-

(Unit: Thousand Baht)

Loan	Facility amount (Million Baht)	Interest rate (% p.a.)	Repayment schedule	Consolidated financial statements		Separate financial statements	
				2018	2017	2018	2017
10.	387	MLR-1.75	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 66 months	106,200	-	106,200	-
11.	197	MLR-2.00	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 75% of the selling price and not less than amount as stated in the agreement and within 30 months	48,200	-	48,200	-
12.	814	MLR-2.85	Repayment of principal upon redemption of residential condominium unit of the project sold at the rate of 70% of the selling price and not less than amount as stated in the agreement and within 60 months	282,030	-	282,030	-
13.	200	MLR-1.38	Repayment of principal and interest within 10 years from the first draw down date	29,162	-	29,162	-
Total				707,363	993,502	707,363	954,377
Less: Deferred financial fees				(812)	-	(812)	-
Net				706,551	993,502	706,551	954,377
Less: Current portion				(405,717)	(754,826)	(405,717)	(715,701)
Long-term loans - net of current portion				300,834	238,676	300,834	238,676

Movement of the long-term loan account during the year ended 31 December 2018 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2018	993,502	954,377
Add: Additional borrowings	1,276,009	1,276,009
Amortisation of financial fees	496	496
Less: Repayment	(1,562,148)	(1,523,023)
Financial fees	(1,308)	(1,308)
Balance as at 31 December 2018	706,551	706,551

The loans are secured by the mortgage of the Company and its subsidiary's land and construction thereon of real estate projects and investment properties.

The loan agreements contain several covenants which, among other things, require the Company and its subsidiary to maintain debt to equity ratio and debt service coverage ratio at the rate prescribed in the agreements and maintain the shareholding percentage of major shareholders.

As at 31 December 2018, the long-term credit facilities of the Company and its subsidiary which have not yet been drawn down amounted to Baht 1,743 million (2017: Baht 786 million).

In January 2018, the Company has been unable to follow some of covenant in a loan agreement (due to change in shareholding percentage of major shareholders). The outstanding balance under the loan agreement as at 31 December 2017 was approximately Baht 97 million. Currently, the Company has already received waiver letter for not complying with such covenant from the bank and the Company repaid all loan under the loan agreement in July 2018.

21. Debentures

Details of approval to issue the debenture of the Company are as follows:

Approved by	The Annual General Meeting of Shareholders of the Company held on 27 April 2017 and 3 April 2018
Amount	Revolving amount of Baht 3,000 million or the equivalent in any other currencies
Term	Specify at each time
Type	Any types of debentures such as unsecured and/or secured
Method of issuance	Public offering and/or private placement and/or institutional investors in Thailand or offshore

As at 31 December 2018, the Company has unissued debentures under the above mentioned approval totaling Baht 1,302 million. (2017: Baht 1,330 million).

The outstanding balance of debentures as at 31 December 2018 and 2017 are detailed below.

No.	Interest rate per annum	Age	Repayment	Maturity	Consolidated and separate financial statements			
					Number of debenture (Shares)		Amount (Thousand Baht)	
					2018	2017	2018	2017
<u>Unsubordinated and unsecured debentures</u>								
No. 1/2016	Fixed rate 4.60%	2 years	At maturity	4 April 2018	-	70,000	-	70,000
No. 2/2016	Fixed rate 4.08%	1.5 years	At maturity	2 May 2018	-	100,000	-	100,000
No. 1/2018	Fixed rate 6.25%	2 years	At maturity	17 January 2020	498,500	-	498,500	-
No. 2/2018	Fixed rate 6.00%	2 years	At maturity	7 September 2020	1,200,000	-	1,200,000	-
					<u>1,698,500</u>	<u>170,000</u>	<u>1,698,500</u>	<u>170,000</u>
Less: Unamortised portion of deferred transaction costs							(14,849)	(95)
Total debentures							1,683,651	169,905
Less: Current portion							-	(169,905)
Total debentures - net of current portion							1,683,651	

Movements in the debentures during the year ended 31 December 2018 are summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements
Balance as at 1 January 2018	169,905
Add: Issue of new debenture during the period	1,698,500
Amortisation of deferred transaction costs	5,490
Less: Repayment	(170,000)
Transaction costs for issuance of debenture	(20,244)
Balance as at 31 December 2018	<u>1,683,651</u>

Prospectus contains certain covenants and restrictions regarding the maintenance of certain financial ratios, dividend payments and formal reporting when the significant events occurred such as a legal case, loan default.

22. Short-term provisions

Movement of provisions for maintenance expenses account for the year 2018 and 2017 are as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2017	-	-
Increase during the year	1,606	1,606
Balance as at 31 December 2017	1,606	1,606
Increase during the year	5,538	200
Reversal of provisions	(3,356)	(1,606)
Utilised	(261)	-
Balance as at 31 December 2018	3,527	200

Provision for maintenance expenses is recognised for expected maintenance expenses claims on houses and condominium units sold based on past experiences of actual expenses claimed. It is expected that most of these costs will be incurred in the next financial year. Assumptions used to calculate the provision for maintenance of houses and condominium units were based on current sales and current information available about actual expenses claimed.

23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)	
	Consolidated and separate financial statements	
	2018	2017
Provision for long-term employee benefits at beginning of year	4,593	3,400
Included in profit or loss:		
Current service cost	1,211	1,076
Interest cost	158	117
Included in other comprehensive income:		
Actuarial loss (gain) arising from		
Demographic assumptions changes	98	-
Financial assumptions changes	(181)	-
Experience adjustments	(208)	-
Provision for long-term employee benefits at end of year	5,671	4,593

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)		
	Consolidated and separate financial statements	
	2018	2017
Cost of sales	-	-
Selling and administrative expenses	1,369	1,193
Total expenses recognised in profit or loss	1,369	1,193

As at 31 December 2018 and 2017, the Company does not expect to pay of long-term employee benefits during the next year.

As at 31 December 2018, the weighted average duration of the liabilities for long-term employee benefit is 20 years (2017: 15 years).

Significant actuarial assumptions are summarised below:

(Unit: % per annum)		
	Consolidated and separate financial statements	
	2018	2017
Discount rate	3.26	3.44
Salary increase rate	7.00 and 9.00	7.50
Turnover rate	0 - 30	0 - 30

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2018 and 2017 are summarised below:

(Unit: Million Baht)				
	Consolidated and separate financial statements			
	As at 31 December 2018		As at 31 December 2017	
	Increase	Decrease	Increase	Decrease
	1%	1%	1%	1%
Discount rate	(0.87)	1.05	(0.65)	0.78
Salary increase rate	1.00	(0.84)	0.79	(0.67)

(Unit: Million Baht)

	Consolidated and separate financial statements			
	As at 31 December 2018		As at 31 December 2017	
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Turnover rate	(1.04)	1.35	(0.82)	1.09

On 13 December 2018, The National Legislative Assembly passed a resolution approving the draft of a new Labour Protection Act, which is in the process being published in the Royal Gazette. The new Labour Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive compensation of not less than that of 400 days, based on the final wage rate. This change is considered a post-employment benefits plan amendment and the Company has additional liabilities for long-term employee benefits of Baht 1.5 million. The Company will reflect the effect of the change by recognising past services costs as expenses in the income statement of the period in which the law is effective.

24. Share capital

On 3 April 2018, the Annual General Meeting of the shareholders approved the resolution relating to share capital of the Company as the following:

1. Approved an increase in the Company's registered share capital from Baht 750,000,000 to Baht 2,307,692,307 by issuing Baht 1,557,692,307 of additional ordinary shares (1,557,692,307 shares of Baht 1 each) to support the distribution of the stock dividend, offer the new ordinary shares to its existing shareholders and reserve for the issuance of warrants. The Company registered the change of its registered share capital with the Ministry of Commerce on 26 April 2018.
2. Approved a resolution to pay a dividend from operating results of 2017 to the Company's shareholders, comprising a cash dividend and stock dividend totaling Baht 0.08547 per share, as detailed below:
 - a) A cash dividend of Baht 0.008547 per share.
 - b) A stock dividend distributed at a rate of 1 dividend share for every 13 existing shares. The dividend shall be converted as dividend payment at Baht 0.076923 per share, totaling 57,691,379 shares.

The payment of dividend have been made on 2 May 2018. The Company registered the increase in its issued and paid-up share capital as a result of the stock dividend to the Ministry of Commerce on 2 May 2018. The Stock Exchange of Thailand approved the additional ordinary shares as listed securities on 7 May 2018.

3. Approved an increase in the registered capital by issuing an additional not exceed 750,000,000 ordinary shares with a par value of Baht 1 each, to be allocated to the existing shareholders proportionate to their respective shareholding (Rights Offering) at a ratio of 1 existing ordinary share exercise to 1 new ordinary share at Baht 1.15 per share. In case there are remaining ordinary shares from rights offering, it shall be allocated and offered to investors as a private placement. During 7 May 2018 to 11 May 2018, the Company offered and allocated the newly-issued ordinary shares totaling 467,335,804 shares to existing shareholders of the Company. The Company registered the increase in its issued and paid-up share capital to the Ministry of Commerce on 17 May 2018. The Stock Exchange of Thailand approved the additional ordinary shares as listed securities on 22 May 2018.

Reconciliation of number of ordinary shares

		(Unit: Shares)	
		For the year ended 31 December	
		2018	2017
<u>Registered share capital</u>			
Number of ordinary shares as at 1 January		750,000,000	750,000,000
Increase in share capital during the year		1,557,692,307	-
Number of ordinary shares as at 31 December		2,307,692,307	750,000,000
<u>Issued and paid-up share capital</u>			
Number of ordinary shares as at 1 January		750,000,000	750,000,000
Increase from stock dividend		57,691,379	-
Increase in share capital during the year		467,335,804	-
Number of ordinary shares as at 31 December		1,275,027,183	750,000,000

25. Warrants

On 28 May 2018, the Company issued free of charge warrants No.1 (CHEWA-W1) for the existing shareholders that subscribed the increase share capital as discussed in Note 23 in a ratio of 1 warrant for every 1 subscribed share. The warrants, which are securities listed on the Stock Exchange of Thailand, was traded on 6 June 2018. Detail of warrants are as follows:

Type	: Named certificate and transferable
Term	: 1 year and 6 months from the issue date
Expiry date	: 27 November 2019
Exercise price	: Baht 1.75 per share (Subject to change under adjustment of exercise price section)
Exercise ratio	: 1 ordinary share per warrant
Exercise period	: Warrants can be exercised on 28 December 2018, 28 June 2019 and 27 November 2019

During the year, movement of the warrant of the Company are as follows:

Number of warrants outstanding as at 1 January 2018	Number of warrants issued during the year	Number of warrants exercised during the year	Number of warrants outstanding as at 31 December 2018
(Units)	(Units)	(Units)	(Units)
-	467,335,804	-	467,335,804

26. The Employee Joint Investment Program (EJIP)

The significant details of the Employee Joint Investment Program (EJIP) 2 project are as follow:

The Company eligible under EJIP:	Chewathai Public Company Limited
The Period of EJIP:	- Project 1: 26 January 2018 to 25 January 2022, with a total duration of 4 years. - Project 2: 26 December 2018 to 25 December 2022, with a total duration of 4 years.
Eligible employees under EJIP:	Management level from Assistant Vice President and above who will pass the probation within 25 January 2018 for project 1 and 31 December 2018 for project 2 on the voluntary basis; directors and advisors of the Company are not entitled for this program.

EJIP arrangement:	<p>The Company will make deduction from the payroll of eligible employees who voluntarily join the EJIP, at the rate 5% of the salary of each month.</p> <p>The Company will contribute 100% of the amount contributed by EJIP participants on a monthly basis.</p>
EJIP buying schedule:	Monthly basis.
Conditions for holding the securities:	<ul style="list-style-type: none"> - After 1 year period enabled to sell 20% of cumulative and contributed shares in the first year. - After 2 year period enabled to sell 20% of cumulative and contributed shares in the first year and 40% in the second year. - After 3 year period enabled to sell 20% of cumulative and contributed shares in the first year, 20% in the second year and 60% in the third year. - After 4 year period enable to sell 100% of the balance shares in EJIP account.
EJIP program manager:	Phillip Securities Public Company Limited

On 26 January 2018, the Company received the approval of Employee Joint Investment Program (EJIP) from Securities and Exchange Commission (SEC).

During the year 2018, the Company contributed Baht 0.95 million to the program (2017: Nil).

27. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

According to the Thai Civil and Commercial Code, the subsidiary is required to set aside to a statutory reserve an amount equal to at least 5% of its net profit each time the subsidiary pays out a dividend, until such reserve reaches 10% of its registered share capital. The statutory reserve cannot be used for dividend payment.

28. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Purchase of land and payment of construction in progress during year	2,045	1,909	2,045	1,909
Changes in land, constructions in progress and land held for development	(164)	(477)	(356)	(747)
Salaries and wages and other employee benefits	137	97	137	97
Depreciation and amortisation	16	30	16	30
Rental expenses from operating lease agreements	10	6	10	6

29. Income tax

Income tax expenses for the years ended 31 December 2018 and 2017 are made up as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Current income tax:				
Current income tax charge	66,493	30,144	58,243	22,275
Deferred tax:				
Relating to origination and reversal of temporary differences	2,445	15,410	3,144	15,875
Income tax expenses reported in the statements of comprehensive income	68,938	45,554	61,387	38,150

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2018 and 2017 are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Deferred tax relating to actuarial gain	(58)	-	(58)	-
	(58)	-	(58)	-

The reconciliation between accounting profit and income tax expense is shown below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Accounting profit before tax	333,751	201,057	301,883	163,468
Applicable tax rate	0% and 20%	0% and 20%	0% and 20%	0% and 20%
Accounting profit before tax multiplied by income tax rate	66,750	40,211	60,377	32,694
Effects of:				
Change in value of investments accounted for the equity method	272	(139)	-	-
Non-deductible expenses	2,159	1,356	2,105	1,349
Additional expense deductions allowed	(753)	(297)	(753)	(297)
Items treated as revenue under the revenue code	422	-	422	-
Others	88	4,423	(764)	4,404
Total	2,188	5,343	1,010	5,456
Income tax expense reported in the statement of comprehensive income	68,938	45,554	61,387	38,150

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Deferred tax assets				
Provision for long-term employee benefits	1,134	919	1,134	919
Provision for maintenance expenses	706	321	40	321
Total	1,840	1,240	1,174	1,240

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Deferred tax liabilities				
Rental and services income from factory	147	143	147	143
Cost of projects	3,132	33	3,132	-
Total	3,279	176	3,279	143

As at 31 December 2018 and 2017, the Company and its subsidiary had no deductible temporary differences and unused tax losses on which deferred tax assets have not been recognised.

30. Promotional privileges

The Company has received promotional privileges from the Board of Investment for industrial factory, pursuant to the investment promotion certificate No. 1251(2)/2557 issued on 25 February 2014 and the investment promotion certificate No. 58-2088-0-00-1-0 issued on 25 August 2015. Subject to certain imposed conditions, the privileges include the followings.

- Exemption from corporate income tax on net profit derived from the promoted operations for a period of 8 years commencing from the date the promoted operations begin generating revenues but not exceeding 100% of investments, excluding land and working capital.
- Exemption from corporate income tax on dividends paid to shareholders from the income of the promoted operations during corporate income tax exemption period.
- A fifty percent reduction of corporate income tax on net profit from the promoted operations, for a period of 5 years after the tax-exemption period ends.
- Double deduction from taxable income of transportation, electricity and water supply costs for a period of 10 years from the date of the first revenue derived from promoted operations.
- Deduction of twenty-five percent of investment related to infrastructure installation or construction. The deduction is additional to normal depreciation.
- Permission to take out or remit abroad the money in foreign currency.

The Company's operating revenues for the years ended 31 December 2018 and 2017, divided between promoted and non-promoted operations, are summarised below.

						(Unit: Thousand Baht)	
		Promoted operations		Non-promoted operations		Total	
		<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Sales							
Domestic sales		20,445	19,587	2,354,252	1,639,127	2,374,697	1,658,714

31. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares issue during the year. The number of ordinary shares of the prior period used for the calculation, as presented for comparative purposes, has been adjusted by including the number of stock dividend issued for the existing shareholders amounted 57.69 million shares as discussed in Note 24 and Note 34. The calculation was performed as if the shares comprising such stock dividends had been issued at the beginning of the earliest period reported.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic earnings per share.

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
		(Restated)		(Restated)
Profit for the year (Thousand Baht)	264,813	155,504	240,496	125,318
Weighted average number of ordinary shares (Thousand shares)	1,100,897	807,691	1,100,897	807,691
Earnings per share (Baht per share)	0.24	0.19	0.22	0.16

However, there is no calculation of diluted earnings per share from warrants for the year ended 31 December 2018 since the aggregated amounts of the exercise price of warrants was higher than the average market price of the Company's ordinary shares.

32. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as board of directors.

For management purposes, the Company and its subsidiary are organised into business units based on its products and services and have two reportable segments as follows:

- Real estate business segment which is land and houses and residence condominium projects for sale.
- Rental and service business segment which is factory for rent.

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Company's and its subsidiary's operating segments for the year ended 31 December 2018 and 2017, respectively.

(Unit: Million Baht)

	For the year ended 31 December 2018				
	Real estate business	Rental and service business	Total reportable segments	Adjustments and eliminations	Consolidated
Revenue from external customers	2,622	20	2,642	-	2,642
Inter-segment revenue	-	-	-	-	-
Total revenues	2,622	20	2,642	-	2,642
Segment gross profit	783	8	791	-	791
Other income	34	-	34	-	34
Finance costs	(43)	(3)	(46)	-	(46)
Depreciation and amortisation	(4)	-	(4)	-	(4)
Interest in the profit or loss of joint ventures and associate accounted for by the equity method	(1)	-	(1)	-	(1)
Other expenses	(437)	(3)	(440)	-	(440)
Segment profit	332	2	334	-	334
Non allocate income and expenses					
Income tax expenses					(69)
Profit for the year					265

(Unit: Million Baht)

	For the year ended 31 December 2017				
	Real estate business	Rental and service business	Total reportable segments	Adjustments and eliminations	Consolidated
Revenue from external customers	2,014	20	2,034	-	2,034
Inter-segment revenue	-	-	-	-	-
Total revenues	2,014	20	2,034	-	2,034
Segment gross profit	573	9	582	-	582
Other income	9	-	9	-	9
Finance costs	(23)	(7)	(30)	-	(30)
Depreciation and amortisation	(19)	-	(19)	-	(19)
Interest in the profit or loss of joint ventures and associate accounted for by the equity method	1	-	1	-	1
Other expenses	(337)	(4)	(341)	-	(341)
Segment profit (loss)	204	(2)	202	-	202
Non allocate income and expenses					
Income tax expenses					(46)
Profit for the year					156

The following tables present total assets information regarding the Company's and its subsidiary's operating segments for the years ended 31 December 2018 and 2017.

(Unit: Million Baht)

As at 31 December 2018					
	Real estate business	Rental and service business	Total reportable segments	Unallocated assets	Consolidated
Segment total assets	3,475	291	3,766	699	4,465
Investment in joint ventures and associate accounted for by the equity method	64	-	64	-	64
Additions to non- current assets other than financial instruments and deferred tax assets	23	34	57	35	92

(Unit: Million Baht)

As at 31 December 2017					
	Real estate business	Rental and service business	Total reportable segments	Unallocated assets	Consolidated
Segment total assets	3,099	257	3,356	290	3,646
Investment in joint ventures and associate accounted for by the equity method	41	-	41	-	41
Additions (decrease) to non- current assets other than financial instruments and deferred tax assets	16	(11)	5	(19)	(14)

Geographic information

The Company and its subsidiary operate in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the years 2018 and 2017, the Company and its subsidiary have no major customer with revenue of 10% or more of an entity's revenues.

33. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 5% and 7% of basic salary. The fund, which is managed by Krungsri Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2018 amounting to approximately Baht 1.7 million (2017: Baht 1.4 million) were recognised as expenses.

34. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Final dividend for 2016	Annual General Meeting of the shareholders on 27 April 2017	22.50	0.03
Total for 2017		22.50	0.03
Stock dividend for 2017	Annual General Meeting of the shareholders on 3 April 2018	57.69	0.08
Final dividend for 2017	Annual General Meeting of the shareholders on 3 April 2018	6.41	0.01
Interim dividend for 2018	Board of Directors' Meeting on 8 August 2018	63.75	0.05
Total for 2018		127.85	0.14

35. Commitments and contingent liabilities

35.1 Capital commitments

As at 31 December 2018, the Company had capital commitments of approximately Baht 6.8 million, relating to purchase computer software (2017: Nil).

35.2 Commitments for purchase of land and construction work

As at 31 December 2018 and 2017, the Company had the following outstanding commitments in respect of agreements to purchase of land and construction of projects.

		(Unit: Million Baht)	
		Consolidated and separate financial statements	
		2018	2017
Construction contracts		551	90
Agreements to purchase land for development of future projects		700	162

35.3 Operating lease commitments

The Company and its subsidiary have entered into several lease agreements in respect of office building space, motor vehicles and equipment. The terms of the agreements are generally between 1 and 5 years.

As at 31 December 2018 and 2017, the Company and its subsidiary had commitments under these operating lease contracts as follows:

		(Unit: Million Baht)			
		Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Payable:					
In up to 1 year		3	4	3	4
In over 1 and up to 5 years		3	5	3	5

35.4 Guarantee

As at 31 December 2018 and 2017, there were outstanding bank guarantees issued by banks on behalf of the Company in respect of certain performance bonds as required in the normal course of business as follows:

(Unit: Million Baht)

	Consolidated and separate financial statements	
	2018	2017
Letter of guarantees for arrangement and maintenance of public utilities	67	20

35.5 Litigation

- 1) In December 2016, individuals, as a plaintiff, sued the subsidiary, as a defendant, demanding the subsidiary to revoke their title and legal act over the land for public use purposes or to register servitude to allow the plaintiff to use the land, and to demolish the structures thereon and demanding compensatory damages of Baht 0.6 million. The lawsuit is currently in the judicial process. However, the management believes that there will be no material impact to the subsidiary.
- 2) As at 31 December 2018, the Company was sued in two civil cases, relating to allegations of breaches of to purchase and to sell agreements and demanding compensatory damages by Baht 0.82 million. At present, the Company is in the process of submitting the case statement to the Court of First Instance. However, the management believes that there will be no material impact on the Company.

36. Fair value hierarchy

As at 31 December 2018 and 2017, the Company and its subsidiary had the assets and liabilities that were disclosed fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated and separate financial statements			
	As at 31 December 2018			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment properties	-	-	470	470
Liabilities for which fair value are disclosed				
Debentures	-	1,702	-	1,702

(Unit: Million Baht)

	Consolidated and separate financial statements			
	As at 31 December 2017			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment properties	-	-	408	408
Liabilities for which fair value are disclosed				
Debentures	-	170	-	170

37. Financial instruments

37.1 Financial risk management

The Company and its subsidiary's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, advance, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiary are exposed to credit risk primarily with respect to trade accounts receivable, loans, and other receivables. The Company and its subsidiary manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. The maximum exposure to credit risk is limited to the carrying amounts of receivables, loans and other receivables as stated in the statement of financial position.

Interest rate risk

The Company and its subsidiary's exposure to interest rate risk relates primarily to its cash at banks, bank overdrafts, debentures and long-term borrowings. Most of the Company and its subsidiary's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2018 and 2017, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2018						
Fixed interest rates			Non-		Total	Effective interest rate (% per annum)
Within 1 year	1-5 years	Over 5 years	Floating interest rate	interest bearing		
-	-	-	506	1	507	Note 7
-	-	-	-	18	18	-
89	-	-	-	-	89	Note 6
-	-	-	-	2	2	-
-	-	-	20	-	20	Note 11
89	-	-	526	21	636	
-	-	-	-	143	143	-
-	-	-	-	32	32	-
-	-	-	707	-	707	Note 20
-	1,684	-	-	-	1,684	Note 21
-	-	-	-	22	22	-
-	1,684	-	707	197	2,588	

(Unit: Million Baht)

(Unit: Million Euro)

Consolidated financial statements as at 31 December 2017						
Fixed interest rates			Non-		Total	Effective interest rate (% per annum)
Within 1 year	1-5 years	Over 5 years	Floating interest rate	interest bearing		
-	-	-	111	15	126	Note 7
-	-	-	-	15	15	-
102	-	-	-	-	102	Note 6
-	-	-	-	13	13	-
102	-	-	111	43	256	
395	-	-	65	-	460	Note 18
-	-	-	-	346	346	-
-	-	-	-	87	87	-
19	252	-	-	-	271	Note 6
-	-	-	993	-	993	Note 20
170	-	-	-	-	170	Note 21
-	-	-	-	192	192	-
584	252	-	1,058	625	2,519	

(Unit: Million Baht)

Separate financial statements as at 31 December 2018							
	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
Financial Assets							
Cash and cash equivalents	-	-	-	366	1	367	Note 7
Trade and other receivables	-	-	-	-	19	19	-
Short-term loans to related parties	89	-	-	-	-	89	Note 6
Advances to related party	-	-	-	-	2	2	-
Advance for construction work	-	-	-	20	-	20	Note 11
	89	-	-	386	22	497	
Financial Liabilities							
Trade and other payables	-	-	-	-	145	145	-
Retention payables	-	-	-	-	32	32	-
Long-term loans from financial institutions	-	-	-	707	-	707	Note 20
Debentures	-	1,684	-	-	-	1,684	Note 21
Deposits and cash received in advance from customers	-	-	-	-	22	22	-
	-	1,684	-	707	199	2,590	

(Unit: Million Baht)

Foreign currency risk

As at 31 December 2018 and 2017, the Company and its subsidiary have no balances of financial assets and liabilities denominated in foreign currency.

37.2 Fair values of financial instruments

Since the majority of the Company and its subsidiary's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The carrying value and estimated fair value of long-term financial liabilities as at 31 December 2018 and 2017 are presented below.

	(Unit: Million Baht)			
	Consolidated and separate financial statements			
	As at 31 December 2018		As at 31 December 2017	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Debentures	1,699	1,702	170	170

The methods and assumptions used by the Company in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, accounts receivable and short-term loans to, accounts payable and short-term loans from, their carrying amounts in the statement of financial position approximate their fair value.
- For fixed rate debentures and long-term loans, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
- For debentures and long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximate their fair value.

During the current period, there were no transfers within the fair value hierarchy.

38. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2018, the Group's debt-to-equity ratio was 1.4:1 (2017: 2.3:1) and the Company's was 1.5:1 (2017: 2.4:1).

39. Subsequent events after reporting period

On 14 February 2019, the meeting of the Company's Board of Directors passed the resolutions proposed to the Annual General Meeting of the Company's shareholders of the year 2019 for approval of following matters:

1. A payment of a dividend for the year 2018 of Baht 0.085 per share. However, since the Board of Directors previously approved an interim dividend from profit of the year 2018 amounting to Baht 0.05 per share, the Board will propose the remaining dividend payment of Baht 0.035 per share, amounting to Baht 45 million. The payment of such dividend shall be made within May 2019.
2. An issuance and offering for sale of additional revolving debenture of not exceeding Baht 1,500 million. This amount will be added up to the approved revolving debenture in Annual General Meeting of the Company's shareholders of the year 2017 and 2018, totaling Baht 4,500 million.

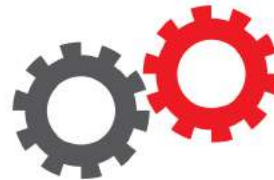
40. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 14 February 2019.

CHEWA STRATEGIES



ORGANIC GROWTH



INORGANIC GROWTH

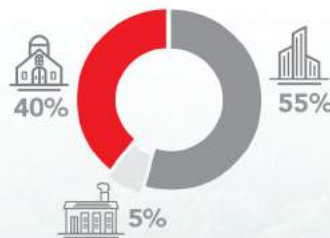


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