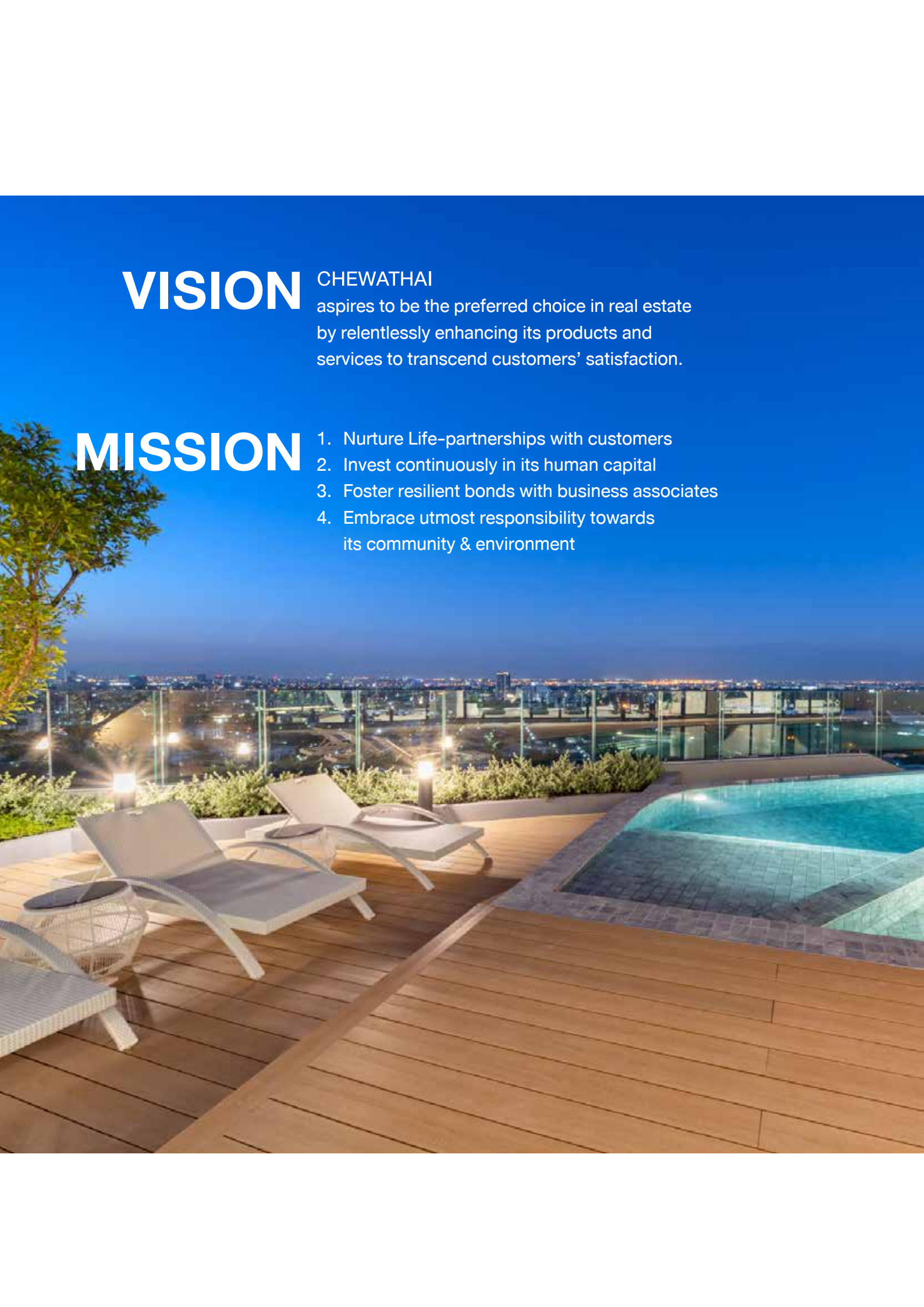




# ANNUAL REPORT 2020



**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.









# 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

## Hallmark Series

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







# CHEWATHAI

## 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.









# CHEWATHAI

## Ready Built Factories

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.







# HOME OFFICES

## Chewa Biz Home

Chewathai sees the potential of the growth of your business with a home office, not just a workplace but is a residence at the same time. Since we consider the importance of a family that has to walk together with your business dreams



## • FINANCIAL HIGHLIGHTS

(Unit: Million Baht)

For the year ended 31 December	2020	2019	2018	2017	2016
<b>Financial position</b>					
Total Assets	6,683.01	6,404.31	4,465.39	3,646.39	3,171.30
Total Liabilities	4,822.12	4,663.86	2,623.80	2,537.12	2,195.03
Total Shareholders' Equity	1,860.89	1,740.45	1,841.59	1,109.27	976.27
<b>Operating Results</b>					
Total Revenues	1,643.32	1,154.37	2,676.34	2,042.42	1,200.72
Revenue from sales of real estate	1,622.25	1,113.89	2,621.60	2,013.69	1,158.13
Rental and services income from rental	-	25.32	20.45	19.59	16.53
Gross Profit from sales of real estate	337.10	292.72	782.87	573.09	327.76
Selling & Administrative expenses	393.66	360.15	444.15	360.88	239.94
Profit for the Years	120.43	(55.06)	264.81	155.50	63.08
<b>Financial Ratio</b>					
Current Ratio (Times)	2.02	1.51	6.38	1.63	1.59
Return on Assets (%)	2.54	(0.83)	9.37	6.77	4.42
Return on Equity (%)	6.69	(3.07)	17.95	14.91	7.58
Gross Profit Margin from sales of real estate (%)	20.78	26.28	29.86	28.46	28.30
Gross Profit Margin from rental factory (%)	-	48.38	40.07	44.98	34.82
Net Profit Margin (%)	7.33	(4.77)	9.89	7.61	5.25
Debt to Equity Ratio (Times)	2.59	2.68	1.42	2.29	2.25
Interest-Bearing Debt to Equity Ratio (Times)	2.18	2.42	1.30	1.71	1.87
<b>Stock detail</b>					
Basic Earnings per Share (Baht)	0.09	(0.04)	0.24	0.21	0.09
Book Value per Share (Baht)	1.46	1.37	1.44	1.48	1.30
Market price per Share (Baht)	0.51	0.49	1.08	1.34	1.62

\* For rental and services income from rental the company sold ready-built factory for rent in Q3/2020 and profit from cancelled operation amount 213.80 MB. In 2020 thus there was no rental and services income from rental

### Financial Position 2020

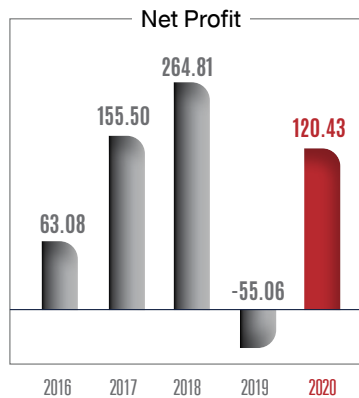
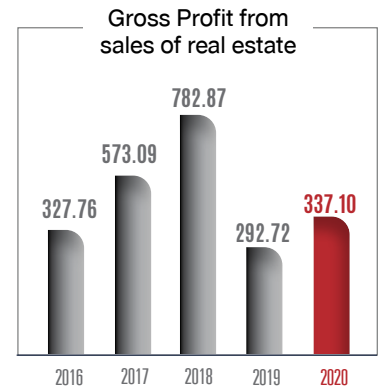
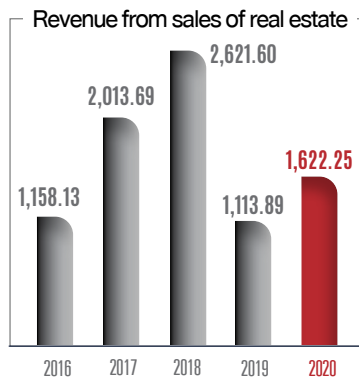
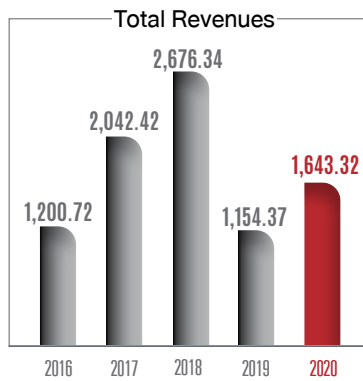
(Unit : Million Baht)



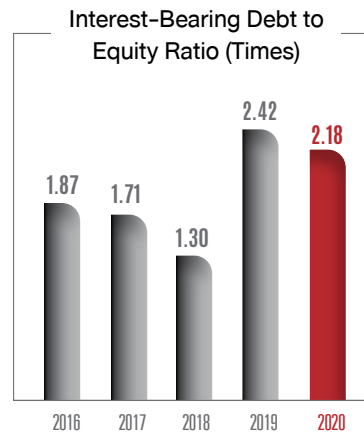
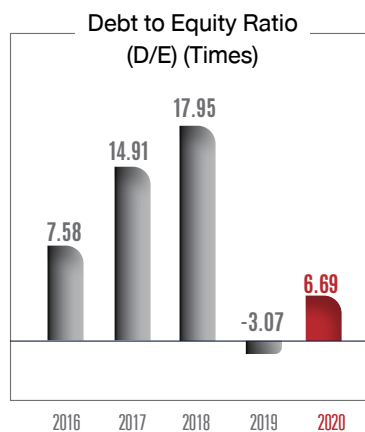
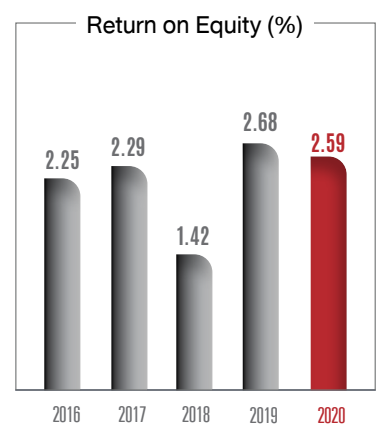
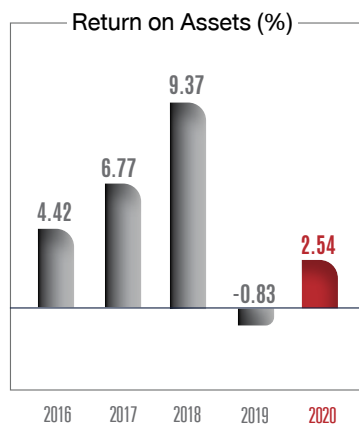
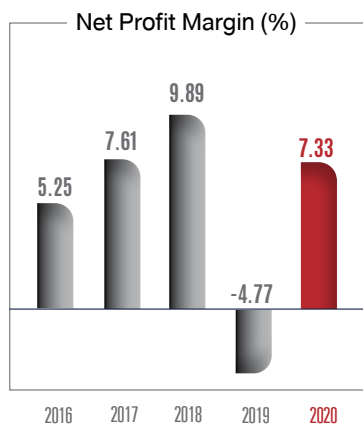


## Operations Results 2020

(Unit : Million Baht)



## Financial Ratio 2020





**Chewathai Public Company Limited  
("the Company")**

The company will take care and maintain the maximum interests of all stakeholders with our full capability to strengthen our business growth alongside social and environmental sustainability.



## • MESSAGE FROM CHAIRMAN


In 2020, the COVID-19 outbreak in many countries had a huge impact on business operations and economic expansion. The real estate market where sales fell significantly. Coupled with the challenge of the number of accumulated properties foreclosed at a high level. As a result, entrepreneurs must be careful in opening additional projects. Including the intensifying price war while the purchase demand of Thai consumers has not yet returned. Due to concerns for career security for foreign buyers, the more restrictions on international travel measures.

Chewathai Public Company Limited ("the Company") was affected by the economic challenges, it continues to follow the policy of product and service quality development, particularly the improvement of the after-sales service system, which is the key to maintain customer groups, product quality-oriented strategy adjustment, improvement of the internal management system for effective management with the highest standard in order to create a competitive advantage, including searching for business alliances to be another strategy that will help meet various needs of customers and create more competitive potential. Nowadays, the company has a total of 24 vertical and horizontal projects under development in Bangkok and its surrounding provinces, representing approximately 24,915 million baht.

The Board gives priority to the management under the principles of good corporate governance, commitment to the development of sustainable business growth, keeping up with the economic, social and environmental changes, along with the continuous development of morality and transparency. Investors, shareholders and all stakeholders are able to monitor and check operations, and the company supports the Board of Directors, executives and employees to be committed in performing their duties according to the good corporate governance policy of the company because creation of a good image will generate credibility and trust.

Finally, as the Chairman of the Board, I would like to thank all customers, shareholders, investors, institutional investors, business partners, and the company's employees for their valuable support to the company. The company will take care and maintain the maximum interests of all stakeholders with our full capability to strengthen our business growth alongside social and environmental sustainability.

The Company was affected by the economic challenges, it continues to follow the policy of product and service quality development, Especially studying the lessons during COVID-19 So that the company has a way to cope with the impacts that occur



**Mr. Chartchai Panichewa**  
Chairman

## • REPORT OF THE AUDIT COMMITTEE

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. Chaikut 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.

Independent directors are able to give opinions independently and in accordance with the assignment on Board. In 2020, the Audit Committee organized 4 meetings and had special agendas for meeting with internal auditors and the auditors without the management's presence for discussion and inquire of cooperation officer and auditor's independence from the management, that cooperation from the management has accurate disclosure of all material information and independence verification in financial statement of company and subsidiary company. The subject matters can be summarized as follows:

**1. Audit of the financial statements of 2020:** The Audit Committee considered and audited the quarterly financial statements and the financial statements of 2020 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 2020. 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 2020 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 2020 as well as proposing the auditor's remuneration for the year 2020 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 the Audit Committee

## • REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

As of 31 December 2020, 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.Gen Visanu Prasattongsoth Chairman of Nomination and Remuneration Committee / Independent Director
2. Mrs. Supaporn Burapakusolsri Nomination and Remuneration Committee / Independent Director
3. Mr. Chaityut 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 2020, there were 2 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 2020 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. Consider performance of the rules on entitling minority, shareholders have the opportunity to participated effectively in decision-making involving significant corporate matters, establishing criteria that allow minority shareholders to propose agenda items for shareholders' meeting, nominate persons to serve as directors of the company shareholders should be allowed to submit questions prior to the 2021 Annual General Meeting of Shareholders and posted on the company's website.
5. 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.
6. Determine succession plan for directors and executives to ensure continuity of work.
7. Consider criteria of pay raise for 2020 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 2020, 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 Prasattongsoth**

Chairman of Nomination and Remuneration Committee



## • REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

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 /<br>Independent Director |
| 2. | Mrs. Supaporn Burapakusolsri     | Corporate Governance Committee /<br>Independent Director             |
| 3. | Mr. Boon Choon Kiat              | Corporate Governance Committee /<br>Managing Director                |

In 2020, there were 4 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:** The Corporate Governance Committee 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:
  - The Principles of Good Corporate Governance for Listed Companies
  - Corporate Governance Principles of Listed Companies (CGR) 2020 by Thai Institute of Directors (IOD)
  - Quality Assessment of 2020 Annual General Shareholders' Meeting by Thai Investors Association (TIA)
  - Corporate Governance Code for listed companies 2017 (The Securities and Exchange Commission : SEC)

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 2020, 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 2020, 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 (5 stars) in 2020 in the survey of Corporate Governance Report of Thai Listed Companies (CGR) conducted by Thai Institute of Directors (IOD).
- In the shareholders' meeting 2020 on 1 April 2020, the Company received 100 points from Thai Investors Association (TIA) which was best Developmental and maintenance of the standards.

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. Chaiyut Techatassanasoontorn**  
President of the Corporate Governance Committee



## • REPORT OF THE RISK MANAGEMENT COMMITTEE

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 Chun Kiat               | Risk Management Committee / Managing Director                |

In 2020, 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 2020.
- Considering various types of COSO-ERM 2017 risks management including Governance & Culture, Strategy & Objective-Setting, Performance, Review & Revision, Information, Communication & Reporting, Anti-Corruption 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 COSO ERM 2017 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.

In the past 2020, the company was impacted by COVID-19 that affected both the domestic and foreign economies. In a slowdown All of which affect a wide range of industries, the Risk Management Committee has therefore monitored and closely monitor the economic situation. Including comprehensive risk management in all dimensions So that the company can conduct business properly Be effective and achieve the goals set under such circumstances. This will enable the company to operate its business steadily and grow continuously.

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 the Board of Directors,
- Chairman of the Executive Committee and
- The Authorized director of the Company

### 2. Mr. Boon Choon Kiat

- Director,
- Executive Director,
- Member of the Corporate Governance Committee,
- Member of Risk Management Committee,
- Managing Director and
- The Authorized director of the Company

### 3. Mrs. Somhatai Panichewa

- Directors,
- Executive Director and
- The Authorized director of the Company

### 4. Mrs. Supaporn Burapakusolsri

- Independent Director,
- Chairman of the Audit Committee,
- Member of Nomination and Remuneration Committee,
- Member of Corporate Governance Committee,
- Chairman of Risk Management Committee

### 5. Mr. Chaiyut Techatassanasoontorn

- Independent Director,
- Member of the Audit Committee,
- Member of Nomination and Remuneration Committee,
- Chairman of Corporate Governance Committee,
- Member of Risk Management Committee

### 6. Pol.Gen Visanu Prasattongsoth

- Independent Director,
- Chairman of Nomination and Remuneration Committee

### 7. Mr. Pinit Harnphanich

- Independent Director,
- Member of the Audit Committee





### Mr. Chartchai Panichewa

Chairman of the Board of Directors,  
Chairman of the Executive Committee and  
The Authorized director of the Company  
**Age 59 Years**

**Total of CHEWA shares** 2,076,923 shares (0.16%) (December 30, 2020)

**Date of Appointment** 13 March 2008

**Education/Training**

- Master Degree in International Business and Marketing University of San Francisco, USA
- Bachelor Degree in Banking University of San Francisco, USA
- Associated Degree from Roger Williams College, Rhode Island, USA
- Director Accreditation Program (DAP) Class 9/2004
- Diploma, National Defence College, The National Defence Course Class 2009
- Top Executive Program, Capital Market Academy Class 13 (CMA.13) Capital Market Academy
- Thailand Insurance Leadership Program Class 2 Office of Insurance Commission (OIC)
- Advanced Security Management Program Class 3 National Defence College of Thailand
- Top Executive Program in Commerce and Trade (TEPCoT) Class 6 Commerce Academy
- Top Executive Program in Urban Green Development Class 3 (Mahanakorn 3) Navamindradhiraj University
- Top Executive Program in Urban Leader Class 1 (Urban Leader 1) Navamindradhiraj University
- Business Revolution and Innovation Network Class 1 (BRAIN 1) The Federation of Thai Industries

#### 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 Business School, Thammasat University
- Chairman of Executive Director Paragon Car Rental Co., Ltd. (Hertz)

**Current Position****Position in listed company**

1994 - Present	Executive	Director Cathay Leaseplan PLC.
2005 - Present	Chairman	ATP30 PLC.
2007 - Present	Executive	Director TTL Industries PLC.
2008 - Present	Chairman	Chewathai PLC.
2016 - Present	Chairman	ThaiSri Insurance PLC.

**Positions in other company**

2020 - Present	Vice Chairman	The Federation of Thai Industries (F.T.I) and Chairman E-Commerce committee
2019 - Present	Director	TTL Capital Co.,Ltd.
2019 - Present	Director	Chewathai Home Office Co.,Ltd.
2018 - Present	Chairman	Glass Manufacturers Industry Club, The Faderation of Thai Industries
2017 - Present	Director	Four Point O Plus Co.,Ltd.
2017 - Present	Director	Navamindradhiraj University
2017 - Present	Director	Chewa Heart Co.,Ltd.
2015 - Present	Committee	Member of R.B.S.C. Polo Club Badminton Committee
2015 - Present	Director	Paibul Business Co.,Ltd.
2014 - Present	Director	Paibul Capital Co.,Ltd.
2013 - Present	Director	DT and G Co.,Ltd.
2013 - Present	Director	Chewathai Interchange Co.,Ltd.
2011 - Present	Chairman	Global Environmental Technology Co., Ltd.
2008 - Present	Director	Chewathai Hup Soon Co.,Ltd.
2008 - Present	Vice Chairman	Bangkok Crystal Co., Ltd.
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
1997 - Present	Director	Chartchewa Co.,Ltd.
1993 - Present	Executive Director	Chang Island Resort Co.,Ltd. (Barali Beach Resort)
1993 - Present	Executive Director	Sima Thani Hotel Co.,Ltd.





## Mrs. Somhatai Panichewa

Directors,  
Executive Director and  
The Authorized director of the Company  
Age 55 Years

**Total of CHEWA shares** 1,298,076 shares (0.10%) (December 30, 2020)

**Date of Appointment** 13 March 2008

**Education/Training**

- Master of Management Sasin Graduate Institute of Business Administration Chulalongkorn University
- Bachelor of Education Chulalongkorn University
- Director Certification Program (DCP) Class 104/2008
- Top Executive Program, Capital Market Academy Class 9 (CMA.9) Capital Market Academy
- Top Executive Program in Urban Green Development Class 1 (Mahanakorn 1) Navamindradhiraj University
- Advance Security Management Program ASMP 8
- Thai-Chinese Leadership (TCL1)

### Work Experiences

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

### Current Position

#### Position in listed company

2015 - Present	Director	Chewathai PLC.
2015 - Present	Director	ATP 30 PLC.
2012 - Present	Director, Chief Executive Officer	Amata VN PLC.

#### Positions in other company

2015 - Present	Chairperson	Amata Township Long Thanh JSC.
2013 - Present	Chief Executive office	Amata Asia Limited
2013 - Present	Director	Chewathai Interchange Co.,Ltd.
2011 - Present	Director	Global Environmental Technology Co.,Ltd.
2004 - Present	Director President	Amata City Bien Hoa Joint Stock Company
1997 - Present	Director	Chartchewa Co.,Ltd.
1995 - Present	Director	Amata Holding Company Limited
1994 - Present	Director	Amata City Bien Hoa JSC.



## Mr. Boon Choon Kiat

Director,  
Executive Director,  
Member of the Corporate  
Governance Committee,  
Member of Risk Management Committee,  
Managing Director and The Authorized  
director of the Company

Age 47 Years

**Total of CHEWA shares** None

**Date of Appointment** 13 March 2008

**Education/Training**

- Bachelor of Accountancy, Nanyang Technological University, Singapore
- CFA Charterholder
- Chartered Accountant (Singapore)
- Director Certification Program (DCP) Class 155/2012
- mai Sustainability Strategy Program 2020

### Work Experiences

- Non-Executive Director & Finance Director TEE Land Ltd., Singapore
- Director Viet-TEE Co.,Ltd. Vietnam
- Director Global Environmental Technology Co.,Ltd.
- Director Oscar Design and Decoration Co.,Ltd.
- Director Oscar Estate Management Co.,Ltd.
- Director Trans Equatorial Indochina Co.,Ltd.
- Director Oscar Property Management Co.,Ltd.

### Current Position

#### Position in listed company

2015 - Present      Director      Chewathai PLC.

#### Positions in other company

2017 - Present	Director,	Managing Director Chewa Heart Co.,Ltd.
2013 - Present	Director,	Managing Director Chewathai Interchange Co.,Ltd.
2008 - Present	Director	Chewathai Hup Soon Co.,Ltd.
2019 - Present	Director	Chewathai Home Office Co.,Ltd.
2019 - Present	Director	Kamala Senior Living Co.,Ltd.
2019 - Present	Director	Thai Condominium Association





### **Mrs. Supaporn Burapakusolsri**

Independent Director,  
Chairman of the Audit Committee,  
Member of Nomination and  
Remuneration Committee,  
Member of Corporate  
Governance Committee,  
Chairman of Risk Management Committee  
**Age 68 Years**

**Total of CHEWA shares** 50,046 shares (0.004% ) (December 30, 2020)

**Date of Appointment** 18 February 2015

**Education/Training**

- Master of Accounting Program (MAP) Thammasat University
- Bachelor of Accounting (B.Acc.) Thammasat University Certified Public Accountant (CPA)
- Director Accreditation Program (DAP) class 87/2011 Thai Institute of Directors Association (IOD)
- Role of the Compensation Committee Program (RCC) class 13/2011 Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) class 172/2013 Thai Institute of Directors Association (IOD)
- Advance Audit Committee Program (AACP) 23/2016 Thai Institute of Directors Association (IOD)
- The Audit Committee's Role in Compliance and Ethical Culture Oversight Thai Institute of Directors Association (IOD)
- Research Alliance Dialogue on Corporate Governance 2017 Thai Institute of Directors Association (IOD)
- Audit Committee Forum 2018, Thai Institute of Directors Association (IOD)
- Chief Financial Officer Certification Program Class 4, Federation of Accounting Professions
- The College of the Air Force Class 35, Royal Thai Air Force
- Management of Public Economics for Executives Class 7, King Prajadhipok's Institute
- Thailand Insurance Leadership Program Class 2 Office of Insurance Commission (OIC)
- Summary of content and case studies of TFRS 15 by Federation of Accounting Professions
- Accounting information 1, 2 by DBD
- Ethics and Financial Reporting Standards for Non-Public Entities by DBD
- Financial statement analysis by DBD
- Cash Flow by DBD
- Director's Briefing 10 "Driving Organizational Culture from the Boardroom" by IOD
- Independent Director Forum "Inside CEO Succession: Essential Guide for Board" by IOD
- Chairman forum "Leading Boardroom Through Disruption What Directors Should Know?" by IOD
- Accounting Standards 2020 by PwC

### Education/Training (Continue)

- Accounting Standards 2020 by PwC
- Director's Briefing 7 "Building A Consumer Centric Boardroom from Insights to Delight" by IOD
- Management Discussion and Analysis (MD&A) by TLCA
- Board War Room EP.7 "Personalized Marketing vs. Data Privacy: Engaging You Customers while Protecting Their Identities" by IOD
- Director Briefing "The Roles of Directors during COVID-19: Financial Reporting, Leadership and Beyond" by IOD
- Board War Room Series # 6 "People Readiness after COVID-19" by IOD
- Board War Room Series 5: "Cybersecurity Enters the Boardroom" by IOD
- Director Briefing COVID-19: "Business implications and the new normal" by IOD
- Board War Room Series 3: "Key Business and Legal Issues to Consider in Light of COVID-19" by IOD
- Board War Room Series 2: "Leading Your Business Through Pandemic Time" by IOD
- Board War Room Series 1: "Financial Immunity in Pandemic Time" by IOD
- New TFRS 2020 by PwC

### Work Experiences

- Director Suvarnabhumi Airport Hotel Co.,Ltd.
- Senior Executive Vice President (Planning and Finance) Airport of Thailand PLC.
- Certified Public Accountant (CPA) Federation of Accounting Professions
- Independent Director, Chairman of the Audit Committee  
S N Service Solutions Co.,Ltd.

### Current Position

#### Position in listed company

2015 - Present	Independent	Director Chewathai PLC.
2017 - Present	Independent	Director Thaivivat Insurance PLC

#### Positions in other company

-





## Mr. Chaikut Techatassanasoontorn

Independent Director,  
Member of the Audit Committee,  
Member of Nomination and Remuneration  
Committee,  
Chairman of Corporate Governance  
Committee,  
Member of Risk Management Committee  
**Age 51 Years**

**Total of CHEWA shares** 1,661,538 shares (0.13%) (December 30, 2020)

**Date of Appointment** 18 February 2015

**Education/Training**

- Master of Management Johnson & Wales University, Rhode Island USA
- Bachelor of Law Thammasat University
- Director Accreditation Program (DAP) class 119/2015 Thai Institute of Directors Association (IOD)
- Audit Committee of the future - driving through the era of disruption Thai Institute of Directors Association (IOD)
- Annual Seminar for Audit Committee under the heading "Sustainability of the business in the digital age: know quickly - use to be" EY

### Work Experiences

- Senior Lawyer KANUNG & PARTNERS LAW OFFICE Co.,Ltd.

### Current Position

#### Position in listed company

2015 - Present	Independent Director	Chewathai PLC.
2012 - Present	Independent Director	TTL INDUSTRIES PLC

#### Positions in other company

2014 - Present	Director	Paibul Capital Co.,Ltd.
2014 - Present	Director	Kiartiland Co.,Ltd.
2013 - Present	Director	Kiarti Thane Country Club Co.,Ltd.
2009 - Present	Director	General Insurance Broker Co.,Ltd.
2009 - Present	Director	The Litigator Co.,Ltd.



## Pol. Gen Visanu Prasattongosoth

Independent Director,  
Chairman of Nomination and  
Remuneration Committee  
Age 59 Years

**Total of CHEWA shares** None

**Date of Appointment** 12 September 2018

**Education/Training**

- Bachelor of Arts (Economics),  
Vanderbilt University Tennessee USA
- Master of Business Administration,  
University of San Francisco California USA
- Master of Political Sciences,  
Sukhothai Thammathirat Open University
- Diploma, National Defense College,  
The National Defense College (TNDC) Class 53
- Top Executive Program, Capital Market Academy  
Class 2 (CMA.2) Capital Market Academy
- Federal Bureau Investigation (FBI) National Academy

**Institute of Directors Association (IOD)**

- Director Accreditation Program (DAP) Class 11/2004
- Audit Committee and Continuing Development Program  
(ACP) Class 7/2005
- Finance for Non-Finance Director (FN) Class 19/2005
- Corporate Governance for Capital Market intermediaries  
(CGI) Class 3/2015
- Advance Audit Committee Program (AACP)  
Class 20/2015

### Work Experiences

- Senior Inspector General, Royal Thai Police
- Assistant Commissioner General, Royal Thai Police
- Commissioner of Office of Human Resources
- Commissioner of Information and Communication Technology
- Deputy Commissioner of Office of Inspector General
- Deputy Commissioner of Office of Human Resources
- Deputy Commissioner of Immigration Bureau
- Commander of Foreign Affairs Division

### Current Position

#### Position in listed company

2018 - Present	Independent Director	Chewathai PLC
2009 - Present	Chairman of The Audit Committee	Finansia Syrus Securities PCL.
2004 - Present	Independent Director	Finansia Syrus Securities PLC.
2000 - Present	Director	Bangkok Airway PLC.

#### Positions in other company

2020 - Present	Senior Inspector General, Royal Thai Police
2009 - Present	Director of Khao Kor Wind Power Co.,Ltd.
2006 - Present	Director of Thai Kodama Co.,Ltd.
1994 - Present	Director of Bira Property Co.,Ltd.
1986 - Present	Director of Mae Aroon Co.,Ltd.
1973 - Present	Director of Modernmanu Co.,Ltd.



### Mr. Pinit Harnphanich

Independent Director,  
Member of the Audit Committee  
Age 65 Years

**Total of CHEWA shares** None

**Date of Appointment** 12 September 2018

**Education/Training**

- Master degree of Political Science (Government), Thammasart University
- Bachelor degree of Political Science (Public Administration), Thammasart University
- Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)

#### Work Experiences

- The Governor Samutprakan Province
- Director General Department of Lands
- The Governor Lamphun Province

#### Current Position

##### Position in listed company

2018 - Present	Independent	Director Chewathai PLC.
2017 - Present	Director	Bangkok Chain Hospital PLC.

##### Positions in other company

2016 - Present	Retired Government Official	Ministry of Interior
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# • MANAGEMENT TEAM



12 10 7 5 4 2 1 3 6 8 9 11

## 1. Mr. Boon Choon Kiat

- Managing Director

## 2. Ms. Sunantra Mahaprasitchai

- Executive Vice President Finance and Accounting

## 3. Ms. Jirapat Chatpech

- Executive Vice President Sales & Marketing CHEWA 3

## 4. Mr. Yuthana Boonsitivaraporn

- Executive Vice President Operation

## 5. Mr. Nathanan Ratanaphan

- Executive Vice President Sales & Marketing CHEWA 1

## 6. Ms. Suparat Ngamsuptaweeoon

- Senior Vice President Compliance

## 7. Ms. Aunypach Peerapakdeepong

- Senior Vice President Sales & Marketing CHEWA 2

## 8. Mr. Jerdpong Meephadung

- Senior Vice President Chewa Care & Customer Relations

## 9. Mr. Peerapong Jumpeesri

- Senior Vice President Human Capital

## 10. Mr. Visuth Piriyaakkaradej

- Senior Vice President Customer Service

## 11. Mr. Audomporn Chansributh

- Senior Vice President Business Development

## 12. Ms. Oratai Arayayan

- Senior Vice President Purchasing

## • SUPPORT MANAGEMENT TEAM



**Ms. Kasamol Sanjaitham**  
Vice President  
Finance and Accounting



**Ms. Chanitsara Yingnork**  
Company Secretary



**Ms. Paveena Chaisri**  
Vice President  
Business Development



**Ms. Katsama Arome**  
Vice President  
Finance and Accounting



**Nitcha Thipattaradechasawet**  
Vice President Sales



**Ms. Apiradee Pitsaengam**  
Vice President Sales



**Mr. Kittikhun  
Simanonthaparnya**  
Vice President Marketing



**Mr. Naruphon Janswang**  
Vice President Legal



**Ms. Essaya Phankawong**  
Vice President  
Customer Service



**Mr. Chatree Thiraworakul**  
Vice President  
Marketing Communication



**Mr. Thosaporn Chandet**  
Vice President Sales



**Mr. Naris Waiyapoj**  
Vice President  
Construction



**Mr. Pakpong Chakthengtham**  
Vice President Marketing



**Mr. Thajakorn Suwankhlai**  
Vice President IT



**Mr. Panyapon Sopan**  
Vice President Product &  
Cost Development



**Mr. Poobest  
Samranrengjit**  
Vice President Chewa  
Care & Customer Relations



**Mr. Wanas Wongmas**  
Vice President  
Business Development



**Mr. Supot Wantanaboon**  
Vice President Product &  
Cost Development



**Mr. Yoswaris Ponsombut**  
Vice President  
Business Development



**Mr. Saksit Boonwanich**  
Vice president  
Finance and Accounting

## • AWARDS



**BCI**

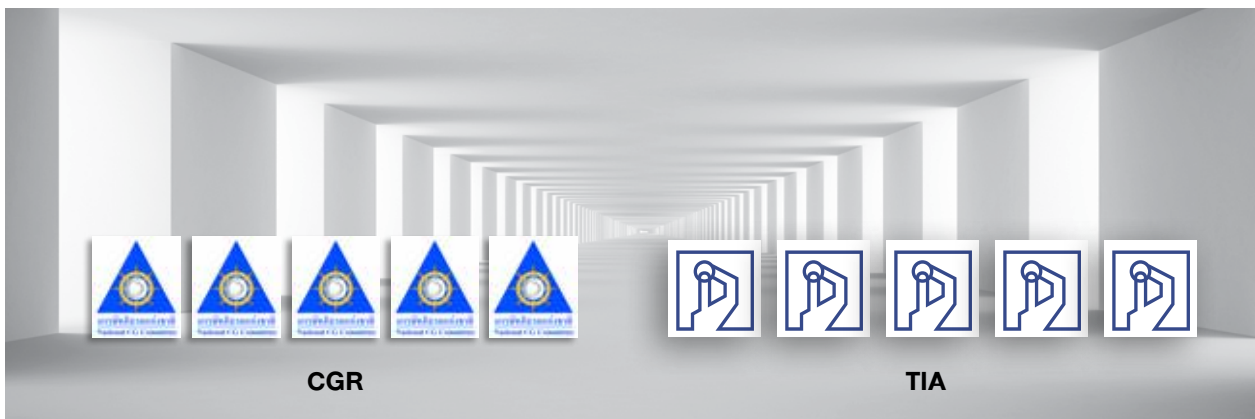
**CAC**

**SET AWARDS**

BCI Asia Top 10  
Developer Awards

Collective Action Coalition  
Against Corruption (CAC)

Outstanding Investor  
Relations Awards



**CGR**

**TIA**

Corporate Governance Report of  
Thai Listed Companies 2020 (CGR 2020)

Annual General Shareholders' Meeting 2020  
Assessment Project



**ISO 9001 : 2015**

**ISO 14001 : 2015**

ISO 9001 : 2015  
Quality Management System Standard

ISO 14001 : 2015  
Environment Standard



## • ACTIVITIES IN 2019



### Activity of making merit at Hallmark Project Building, Ngamwongwan

On Sunday 12 January 2020, Chewathai Society joined the activity of making merit at Hallmark Project Building, Ngamwongwan. In the morning, I can say that apart from the feeling of happiness and I had the most delicious porridge and ice-cream which were ready to be served to every resident in the project after receiving the monk's blessing.

### Activity of Clean and Clear preventing the spreading of Covid-19

Chewathai Society and Chewa Care joined hands to provide protective equipment to get rid of the virus to every resident in Chewathai Project, Phetkasem 27 and Chewathai Resident Asoke by emphasizing housekeepers to clean every touching point every 1-2 hours for sanitary and health of residents in the project. This project paid a lot of care to residents. We must invite our friends. This activity was on 28 January.



### Happy Valentine's Day Activity

Chewathai Society sends love to residents in Chewathai project on Valentines' day by giving stickers to residents by adhering to the concept "reminiscing yesterday and give love to one another by sweet sticker" to post to loved ones on this 14 February.

### Activity of lion dancing to increase luck starting the golden rat year 2020

Caravan of happiness from Chewathai Society and Chewacare in activity of lion dancing to increase luck starting the golden rat year 2020 to wish luck to residents during Chinese New Year festival by showing lion dance. In this event, residents of Chewa Home Wongwan-Lamluka and Chewa Home Sooksawat-Pracha Uthit all receive impression and luck on 9 February.



### Activity to give special right to Chewathai residents, Phetkasem 27

Chewathai Society joined hands with Charmer Clinic and created an activity booth to give special right to residents of Chewathai, Phetkasem 27. Charmer Clinic has prepared World Preserving Charmer bag to every resident joining the activity in the booth and also gave Voucher with special promotion to only Chewathai family. We can say that living at Chewathai would have only good things for you according to the slogan on 22 February.



#### Activity of making merit of Chewathai Project Building, Resident Asoke

On 22 February, Chewathai Society has joined in giving snack in activity of making merit of Chewathai Project Building, Resident Asoke of 2020. The atmosphere was filled with warmth from families of residents employees of Chewathai and juristic joining this merit. Each received blessing and holy water. They were filled with happiness. It can be guaranteed that anyone living in his project would be lucky and rich.

#### Activity of building merit-making, annual meeting and fire escape drill of Chewathai Project, Interchange

Chewathai Society joined the activity of making merit, annual meeting and fire escape drill of Chewathai Interchange. The atmosphere in the activity was filled with happiness of residents. Employees of Chewathai and juristic all received blessing and holy water and also the general meeting and fire escape drill at the same time and all in the same day on 15 March.



#### CHEWA conducted the shareholder general meeting on 2020

Shareholder meeting: Mr. Chatchai Panitchewa (the 3rd one from the right), chairman of directors, Mrs. Samahathai Panitchewa (the 2nd from the right), director along with Mr. Bun Chun Kiat (the 3rd one from the right), managing director and the board of directors of Chewathai Public Co., Ltd or CHEWA joined the shareholder general meeting of 2020. The company had the measure of Social Distancing to prevent the spreading of COVID-19 strictly for the safety of the participants at Samoson Building, Chewawan Pinklao - Sathon Project on 1 April 2020.

#### Chewathai joined the foundation pile ceremony of the project of Chewathai Hallmark, Latphrao-Chokchai 4

CHEWA had an auspicious time to arrange foundation pile ceremony to construct the project of Chewathai Hallmark Latphrao-Chokchai 4 starting by Mr. Chatchai Panitchewa (No 5 from the left), company president and Mr. Bun Chin Kiat (No 4 from the left), managing director along with the executive team and company employees joining the ceremony at the same time at the ceremony area of Chewathai Hallmark Latphrao-Chokchai 4 on March 2020.



#### CHEWA giving Face Shield

To medical personnel of Uthong Hospital, Supanburi Province and Samut Sakhon Hospital, Samut Sakhon Province. Chewathai Public Co., Ltd by Mr. Jerdpong Meepadung and Mr. Pubet Samranreongjit were delegates to give Face Shield in the number of 1,500 units to medical team and nurses of Uthong Hospital, Supanburi Province for 1,000 units and Samut Sakhon Hospital, Samut Sakhon for 500 pieces to be part of the support and fighting with COVID-19 to medical personnel dedicating both labor and spirit in controlling and preventing and taking care of patients of COVID-19 at Uthong Hospital, Supanburi Province on 13 April and Samut Sakhon Hospital, Samut Sakhon Province on 23 April.





### CHEWA joined hands with PTG to provide the service of spraying to kill COVID-19 for residents in every project of Chewathai Public Co., Ltd

Chewathai Public Co., Ltd along with PTG Energy Public Co., Ltd or PTG joining hand to publicize to deliver special right to residents in every project of Chewathai for free!! By providing the service of spraying to get rid of COVID-19 in PT petrol station in every branch in Bangkok and adjacent areas recently.

### Chewathai Society joined hands with Phayathai 3 Hospital arranging special activity for Chewathai family

to provide free health check-up service from the physician team and officer from Phayathai 3 Hospital at Chewathai Phetkasem 27 on 2 August 2020.



### “Chewathai” joined hands with “SCG Packaging” paper recycle, pioneering “Chewathai Hallmark Charan 13

to use paper or used paper container in condominium to recycle as child toys leading the project “Chewathai Hallmark Charan 13” as the first place and created garbage separation room so that residents would see the value of separating garbage to develop life quality of residents and reduce the problem of garbage overfilling the city. In this cooperation, it shows the determination of both organizations in managing the problem of garbage especially paper in a tangible way by using technology and the process of paper recycle to create products from paper and returned good things to society on 14 August.

### “CHEWA” joined in the ceremony of opening up land surface to prepare the construction of the project Chewathai Pinklao

Chewathai Public Co., Ltd or CHEWA had an auspicious time to arrange the land surface opening ceremony which was an auspicious ceremony before the construction of the project Chewathai Pinklao leading by Mr. Bun Chun Kiat (No 7 from the left), managing director along with the executive teams and employees of the company to join in the ceremony together to move forward the construction of the project on the potential location meeting every lifestyle completing 360 degrees which were convenient in every lifestyle and traveling to the ceremony area of the project of Chewathai Pinklao on 22 August 2020.



### Chewathai Society joined with Chewa Care giving Snack Box and World preserving cloth bags+Gift Set

In the first general meeting of shareholder of the project of Chewathai Hallmark Charan 13, inside the ceremony there were a large amount of residents participated and gave cooperation in the voting on 22 August 2020.





### Opportunity Day Q2 2020

In this occasion, Khun Boon and Khun Katsama came down to give confidence to investors and various media and proposing the data in the ceremony of registered company meeting with investors (Opportunity Day) to present the turnover in the first half of 2020 and update the business operation in the future by making VDO Conference from the company and broadcasting live to the website of the SEC to follow the regulation of the government strictly to avoid gathering and to reduce spreading of COVID-19 so that investors would not go anywhere. This was arranged at Chewathai Public Co., Ltd, Lumpini Tower, 27<sup>th</sup> Floor on 3 September 2020.

### Donate plastic bottles to make Tri-robies

Mr. Bun Chun Kiat, managing director (No 5 from the left) leading the CSR team to donate plastic bottles as donated recycling materials and woven into fiber to sew into Tri-robies for monks to the Environment Learning Center, Jak Dang temple, Samut Prakan Province on 15 September 2020 and it could create income to community around Jak Dang temple and created occupation and created sustainability to community and arranged activity leading to garbage management of the company and promoted participation of community in preserving the environment.



### Activity of shareholder visiting the business (Company Visit)

On 17 September 2020, Chewathai Public Co., Ltd arranged the activity of relation investor activity and invited shareholders to visit the business and listened to the process of Chewathai Kaset-Nawamin by the executive team of the company providing warm welcoming.

### “Chewathai, developing society, for sustainable community” got into the area to help dredging drain pipe and took care of Social Work community 25 and

area leading by Mr. Pisut Piriyaakaradet, managing director assistant of customer relations and Mr. Pubet Samranreongchit, vice director manager on customer relation. This activity consisted of dredging drain pipe in the area of Social Work 25 community, Premreuthai Village in the area of Wang Thong Lang with the distance of around 0.5 km in order to clean waste accumulated in the drain for the past year making it flow smoothly and can take on rain in a large amount in rainy reason. This took place on 24 September.





### GRAND OPENING AT CHEWATHAI KASET-NAWAMIN

The building was properly opened with GRAND OPENING AT CHEWATHAI KASET-NAWAMIN on 26-27 September. It was well received as always. Customers came in all day long. There was also an activity with mini-concert from Oat Pramote and Sani AF which people could dance. They told jokes making people laugh for the entire performance. With this feedback, the preservation amount would be high.

### Activity of providing knowledge to business allies

In order to be protective and corrective measure of environmental impact from business operation, the company has arranged knowledge activity to business allies, counterparts, contractors on garbage management by Monk Pipakorn Ariyo at the Environment Learning Center, Jak Dang temple, Samut Prakan province on 14 November 2020 and it would create realization and create conscience on energy saving and sustainable business operation under the project "CHEWA GOES GREEN."



### Opportunity Day Q3 2020

"CHEWA" met with investors in the 3<sup>rd</sup> semester of 2020.

Chewathai Public Co., Ltd or CHEWA led by Miss Sunantra Mahaprasitchai, vice management director, finance and accounting department along with the work team joining hands to present data in the event of registered company meeting investors (Opportunity Day) to present the work result of the 3rd semester of the year 2020 and update the business operation plan in the future by conducting VDO Conference from the company to broadcast live into the website of the stock market to follow the regulation of the government strictly and to avoid gather and reducing spreading of COVID-19 at Chewthai Public Co., Ltd, Lumpini Tower Building, 27th Floor on 30 November 2020.

### Chewa Care taking care by heart and giving souvenirs for the new house ceremony

When Chewarom Nakhoninsi had residents conducting new house ceremony, Chewa Care & Customer Relations would definite join in and Nong Po and Nong Art were sent in to give souvenirs at the house on 9 December 2020.







**“CHEWA” opened a business ally Chewathai X Lazada along with the campaign Lazada 12.12 Grandsale before the year ending**

Mr. Bun Chun Kiat, managing director of Chewathai Public Co., Ltd and Miss Paradee Sinthawanarong, CEO of marketing department of Lazada (Thailand) joined in the opening of “Chewathai Official Store on Lazada” giving out happiness before year ending on this 12.12. Coupons could be purchased at 399 and 599 baht to receive discount from Chewathai in the program which could reduce more at 50,000 or 100,000 baht. The most special only for the campaign Lazada 12.12, Grandsale from the year ending starting from the midnight of 12-14 December.

**Chewathai Public Co., Ltd visited TOA factory to exchange work experience.**

Chewathai Public Co., Ltd visited TOA factor to exchange work experience, solutions and visiting paint production and warehouse of TOA. In this field trip, P'Tor looked very happy. Do you think so? This was on 2 December 2020 at the conference room of TOA Paint (Thailand) Public Co., Ltd.





## • GENERAL COMPANY INFORMATION



<b>Company Name</b>	: <b>Chewathai Public Company Limited</b>
<b>Main Symbol</b>	: CHEWA
<b>Business Type</b>	: Property
<b>Registration No.</b>	: 0107558000181
<b>Registered and Paid-up Capital</b>	: THB 1,275,027,883 with a par value of THB 1.00
<b>Head Office</b>	: 1168/80 Lumpini Tower 27th Floor., Unit D, Rama IV Road, Tungmahamek Sub-District, Sathorn, Bangkok 10120
<b>Telephone</b>	: (02) 679 8870 - 4
<b>Facsimile</b>	: (02) 679 8875
<b>Website</b>	: <a href="http://www.chewathai.com">www.chewathai.com</a>
<b>Chewatahi Call Center</b>	: 1260
<b>Company's Secretary</b>	: <b>Ms. Chanitsara Yingnork</b> Telephone (02) 679 8870 - 4 ext. 163 Email <a href="mailto:companysecretary@chewathai.com">companysecretary@chewathai.com</a>
<b>Investor Relations</b>	: <b>Ms. Jitraporn Yakae</b> Telephone (02) 679 8870 - 4 ext. 113 Call Center 1260 Press 3 e-mail: <a href="mailto:ir@chewathai.com">ir@chewathai.com</a>

## Reference

<b>Share Registrar</b>	:	<b>The Thailand Securities Depository Co., Ltd</b>
<b>Address</b>	:	The Stock Exchange of Thailand Building, 93 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400
<b>Telephone</b>	:	(02) 009 9000
<b>Facimile</b>	:	(02) 009 9991
<b>Facimile</b>	:	<b>Ms. Runnapa Lertsuwankul</b>
<b>Auditor No.</b>	:	3516
<b>Company Name</b>	:	EY Office Limited
<b>Address</b>	:	33 <sup>rd</sup> Floor, Lake Rajada Office Complex 193/136-137, Ratchadapisek Road, Klongtoey, Bangkok 10110
<b>Telephone</b>	:	(02) 264 9090
<b>Facimile</b>	:	(02) 264 0789-90
<b>Legal Counselor</b>	:	<b>Kudun &amp; Partners</b>
<b>Address</b>	:	127 Gaysorn Tower , 23th Floor, Unit C, F , Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330
<b>Telephone</b>	:	(02) 656 0818
<b>Facimile</b>	:	(02) 656 0819
<b>Internal Auditor</b>	:	<b>Dharmniti Internal Audit Company Limited</b>
<b>Address</b>	:	178 Dharmniti Building 5th Floor, Soi Permsap (Pracha Chuen 20), Pracha Chuen Road, Bangsue, Bangkok
<b>Telephone</b>	:	(02) 596 0500
<b>Facimile</b>	:	(02) 596 0539

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](http://www.sec.or.th) or [www.chewathai.com](http://www.chewathai.com).



## • NATURE OF BUSINESS

### OPERATION AND PRODUCTS

Chewathai Public Company Limited and its subsidiaries operate the business in a manner of 2 main business groups including the residential real estate development and ready-built factory for rent.

#### 1. Residential Real Estate Development

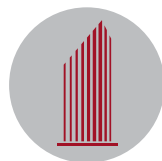
The company will focus on the development of real estate for sale by giving priority to the selection of project locations in Bangkok and perimeter areas or potential communities with convenient transportation. The company places importance on locations on the main roads that are convenient to travel, near expressways or along the rail transport stations, both in the present and the future. The company also focuses on locations with good community environments with full facilities to create new options for those who want to live in good environment with safety and convenience for travelling to various places.

Currently, there are subsidiaries and joint venture companies under the management of Chewathai Public Company Limited for operating the residential real estate development business, namely Chewathai Interchange Company Limited (“Chewathai Interchange”), Chewa Heart Company Limited (“Chewa Heart”), Chewathai Hup Soon Company Limited (“Chewathai Hup Soon”), and Chewathai Home Office Company Limited that is the real estate development business in the form of a home office. Furthermore, the company established a joint venture with Kamala Senior Living Company Limited as well.

##### 1.1 Condominium Project Development

The company started its real estate development business from developing condominium projects for sale, both the high rise and low rise buildings with different project design concepts by considering several important factors, especially the characteristics and needs of the target customers of that project. The company also considers the maximum utilization of the space of a suite and the selection of decorations or furniture, sanitary ware and various materials with superior quality. The company has a wide range of quality and various products that cover all price levels to meet the needs of consumers according to the unique characteristics of the product groups.

The condominium projects of the company and its subsidiaries can be divided into product groups as follows:



**CHEWATHAI  
RESIDENCE**  
**CHEWATHAI RESIDENCE SERIES**  
Product : Luxury Condominium



**CHEWATHAI**  
**CHEWATHAI SERIES**  
Product : High Rise Condominium



**CHEWATHAI  
HALLMARK**  
**CHEWATHAI HALLMARK SERIES**  
Product : Low Rise Condominium



The condominium projects of the company and its subsidiaries can be divided into product groups as follows:

Project Name	<b>Chewathai Ratchaprarop</b>
Developer	Chewathai Public Company Limited
Location	Ratchaprarop 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%



Project Name	<b>The Surawong</b>
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	100%



Project Name	<b>Chewathai Ramkhamhaeng</b>
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%





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

## CHEWATHAI HALLMARK CHAENGWATTANA



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

## CHEWATHAI HALLMARK NGAMWONGWAN



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

<b>Project Name</b>	<b>Chewathai Residence Bang Pho</b>
<b>Developer</b>	Chewathai Public Company Limited
<b>Location</b>	Pracharaj sai 2 Rd., Bangsue Sub - District/ District, Bangkok.
<b>Project Land Area</b>	1-1-94.3 Rai
<b>Sellable Area</b>	2,364 sq.m.
<b>Project Type</b>	A high-rise (24-storey) condominium building
<b>Project Value</b>	1,050 million THB
<b>Total Units</b>	172 units
<b>Construction progress</b>	100%
<b>Sales progress</b>	100%

## CHEWATHAI RESIDENCE BANG PHO



<b>Project Name</b>	<b>Chewathai Phetkasem 27</b>
<b>Developer</b>	Chewathai Public Company Limited
<b>Location</b>	Phetkasem Rd., Bang Wah Sub - District, Phasicharoen District, Bangkok.
<b>Project Land Area</b>	4-0-36 Rai
<b>Sellable Area</b>	17,989 sq.m.
<b>Project Type</b>	A high-rise (26-storey) condominium building
<b>Project Value</b>	1,564 million THB
<b>Total Units</b>	638 units and shop 14 units
<b>Construction progress</b>	100%
<b>Sales progress</b>	98%

## CHEWATHAI PHETKASEM 27



<b>Project Name</b>	<b>Chewathai Residence Asoke</b>
<b>Developer</b>	Chewathai Public Company Limited
<b>Location</b>	Asoke - Dindaeng Rd., Makkasan Sub-district, Rajchathewi District, Bangkok.
<b>Project Land Area</b>	1-2-66 Rai
<b>Sellable Area</b>	9,477.65 sq.m.
<b>Project Type</b>	A high-rise (30 storey) condominium building
<b>Project Value</b>	1,694 THB million
<b>Total Units</b>	315 units
<b>Construction progress</b>	100%
<b>Sales progress</b>	94%

## CHEWATHAI RESIDENCE ASOKE





## CHEWATHAI HALLMARK CHARAN 13



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	100%
Sales progress	43%

## CHEWATHAI RESIDENCE THONGLOR



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 units
Construction progress	93%
Sales progress	57%

## CHEWATHAI KASET-NAWAMIN



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 units and Shop 5 unit
Construction progress	100%
Sales progress	36%

Project Name	Hallmark Ladprao-Chokchai 4
Developer	Chewathai Public Company Limited
Location	Sangkhom Songkhro Road, Saphan Song Sub-district, Wang Thonglang District, Bangkok.
Project Land Area	8-3-58 Rai
Sellable Area	27,323 sq.m.
ชนิดของโครงการ	2 phases (Low Rise) Phase 1: 8-storey Condominium, 2 buildings Phase 2: 8-storey Condominium, 2 buildings and 4-storey, 1 building
Project Value	2,011 million THB
Total Units	Phase 1 - 434 units and Shop 1 unit Phase 2 - 380 units and Shop 1 unit
Construction progress	Phase 1 78%
Sales progress	Phase 1 59%

## CHEWATHAI HALLMARK

LADPRAO-CHOKCHAI 4



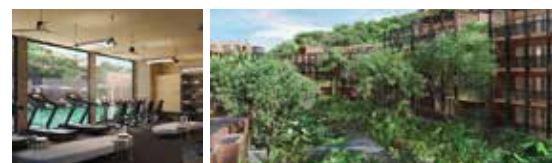
Project Name	Chewathai Pinklao
Developer	Chewathai Public Company Limited
Location	Arun Ammarin Roads, Bang Yi Khan Sub-district, Bang Phlat District, Bangkok.
Project Land Area	40-0-72 Rai
Sellable Area	4-0-75 Rai
Project Type	13 Storey Condominium ( High Rise )
Project Value	1,587 million THB
Total Units	588 Units and Shop 5 unit
Construction progress	1%
Sales progress	34%

## CHEWATHAI PINKLAO



Project Name	Otium Phuket
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	4,408 million THB
Construction progress	Under construction



## Otium Phuket



## 1.2 Horizontal Project or Residential Project Development

The company has developed low-rise projects for sale in a variety of forms, such as a single house, semi-detached house and townhome in potential locations surrounded by complete infrastructure to respond to all needs of customer groups. The company has a policy to sell houses with allocated land that the house must be completed before opening sale so that customers can see the real house ready to live or may be under construction to give customers the confidence that the house will be completed according to the specified time. The company started pioneering the low-rise market in 2016 by opening the first single house and semi-detached house project called Chewarom Rangsit - Don Mueang Project, which is currently closed for sale. The company is committed to continuously develop horizontal projects by expanding the development of home office project for sale, developed by the company's subsidiary, Chewathai Home Office Company Limited. This is another project that has been added to the horizontal product group to completely cover all segments to meet the target customer groups.

The low-rise projects of the company and its subsidiaries can be divided into product groups as follows:

	<b>CHEWAWAN SERIES</b> Product : Luxury Single House Price : 20 - 40 Million Baht
	<b>CHEWAROM SERIES</b> Product : High-End Single House Price : 8 - 18 Million Baht
	<b>CHEWA HEART SERIES</b> Product : High-End Town home Price : 12 - 30 Million Baht
	<b>CHEWA HOME SERIES</b> Product : Town home Price : 2 - 5 Million Baht
	<b>CHEWA BIZ HOME</b> product series : Home office Price : 5 - 14 Million Baht



Low-rise projects can be summarized as follows:

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
จำนวนยูนิต	Detached House - 15 units Semi-Detached House - 66 units
Construction progress	100%
Sales progress	100%



Project Name	Chewa 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	9 unit
Construction progress	100%
Sales progress	11%



Project Name	Chewa Heart Sukhumvit 36
Developer	Chewa Heart Company Limited
Location	Soi Sukhumvit 36, Klongton Sub-district, Klongtoey 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 units
Construction progress	85%
Sales progress	0%



Low-rise projects can be summarized as follows:

## CHEWAWAN

PINKLAO-SATHORN



Project Name	Chewawan Pinklao-Sathorn
Developer	Chewathai Public Company Limited
Location	Phutthamonthon Sai 1 Road, Bang Ramat Sub-district, 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 units
Construction progress	72%
Sales progress	27%

## CHEWA HOME

WONGWAEN-LAMLUKKA



Project Name	Chewa Home Wongwaen-Lamlukka
Developer	Chewathai Public Company Limited
Location	Praong Chao Sai Khlong 4 Road, Lat Sawai Sub-district, 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
จำนวนยูนิต	Townhome 271 units Commercial Building 3 units
Construction progress	60%
Sales progress	30%

## CHEWA HOME

SUKSAWAT PRACHA U-THIT



Project Name	Chewa Home Pracha U-thit Suksawat
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 units
Construction progress	Under construction of Phase 2 79%
Sales progress	28%

Project Name	Chewarom Nakhon In
Developer	Chewathai Public Company Limited
Location	Nakhon In Road Bang Khanun Sub-district Bang Kruai, Nonthaburi.
Project Land Area	40-3-43 Rai
Sellable Area	37,714 sq.m.
Project Type	Town Home
Project Value	1,593 million THB
Total Units	139 units
Construction progress	Under construction of Phase 3 96%
Sales progress	17%

**Chewarom**  
Nakhon In



Project Name	Chewa Biz Home Ekachai-Bangbon
Developer	Chewathai Home Office Company Limited
Location	Ekachai Road, Khlong Bang Bon Sub-district, Bang Bon District, Bangkok.
Project Land Area	16-1-99 Rai
Sellable Area	15,927 sq.m.
Project Type	Home Office
Project Value	765 million THB
Total Units	168 units
Construction progress	70%
Sales progress	43%



**CHEWA  
BIZ HOME**  
EKACHAI-BANGBON



Project Name	Chewa Home Krungthep - Pathum
Developer	Chewathai Public Company Limited
Location	Bang Dua Subdistrict, Mueang Pathum Thani District, Pathum Thani.
Project Land Area	32-1-19 Rai
Sellable Area	30,123 sq.m.
Project Type	Town Home
Project Value	903 million THB
Total Units	Townhome 333 units
Construction progress	Phase 1 96%
Sales progress	48% of Phase 1

**CHEWA HOME**  
KRUNGTHEP-PATHUM





Project Name	Chewa Home Rangsit-Pathum
Developer	Chewathai Public Company Limited
Location	Ban Klang Sub-district, Mueang Pathum Thani District, Pathum Thani.
Project Land Area	40-3-59 Rai
Sellable Area	36,775 sq.m.
Project Type	Townhome, detached house and commercial building
Project Value	1,093 million THB
จำนวนยูนิต	Townhomes 329 Units Twin houses 40 Units Commercial buildings 16 Units
Construction progress	Phase 1 95%
Sales progress	56% of Phase 1

## CHEWA HOME

RANGSIT - PATHUM



## Marketing and Competition

### Target Customer Groups

The company is aware of the needs of the target customer groups without any specific target customer group only because each project has different characteristics according to the locations and functions, which leads to price determination to be in line with the target group of that project. The company has studied the needs of consumers that change over time and closely monitored popularity to perfectly respond to the needs of customer groups under convenience and worthwhile quality.

### Marketing Strategy

#### Location Strategy

The selection of land or location for each project development, the company gives priority by exploring that zone to study the market conditions and consumer needs in detail. The company emphasizes potential locations near communities, convenient transportation routes, close to expressways, and along the rail transport stations in Bangkok and the perimeter area, in both the present and the future. In addition, the company is aware of the environment in communities and the maximum security system so that customers or residents who have made a purchase or investment decision in the company's projects have a better environment and quality of life.

#### Product Strategy

The company has different project design concepts by considering many factors to be consistent with every process starting from the location and sale and marketing reference data, in particular the project characteristics and the number of units, to determine in accordance with the needs of the target customers of that project. The company also brings technology that has a variety of functions to help facilitate and tighten security, including the selection of decorations or furniture with superior quality. Besides, the company also designs the project plan taking into account the maximum utilization of a common area to allow the residents to use and relax it in order to create a good atmosphere around the project.

### Delivery of Products on Time

The company is determined to develop the project to complete as scheduled to deliver the products with quality beyond customer satisfaction. The company wishes to build confidence and credibility for its brands, so the company realizes that the progress of every project under construction is important; therefore, the information and the project progress have been revealed periodically through [www.chewathai.com](http://www.chewathai.com) to allow customers to track and use it as information to help make a purchase decision or a prediction to deliver the products on time.

### Provision of Services and Building Good Relationships with Customers

The company implements the products and customer service management with the standard and ethics under the following operations:

- Being determined to develop the products to meet the customer needs and delivering the products with quality under the fair conditions.
- Providing information about various products and services correctly and completely to provide customers with sufficient information for making decision, such as the project details, credit information, information on the room quality inspection service, etc. The provision of the information must not speak or communicate through other channels beyond reality that causes customers to misunderstand about the conditions of products and services under the service mind in order to reduce customers' complaints as many as possible.
- The company has a channel for customers to inform suggestions, problems and complaints regarding inappropriate products or services so that the company can rapidly improve or solve problems for customers and also bring suggestions to improve the products and services in the future.
- The company sets up Chewa Care Department to provide the after-sales customer service with channels to notify the repair, repair consultation and repair tracking for the Chewathai residents to facilitate convenience and speed in tracking the work.
- The company sets up the Chivathai Society Visa All Smart Pay Project to give special privileges to the Chewathai customers only, such as special discounts from restaurants, beauty institutes, leading shops, booking/attendance to new projects, and activities from Chewathai, car rental with the right to access to the Society, etc.

The products and services management above is to create a good relationship to impress customers before and after the sale and is part of retaining the existing customer base and creating new customer groups through word of mouth of customers who have ever had a good experience with the company's services.

## 2. Ready Built Factories

The company has developed ready-built factories for rent with international quality standards to meet the needs of entrepreneurs, especially small and medium-sized industrial business entrepreneurs that are likely to increase steadily, both companies in Thailand itself and foreign companies or investors coming to establish a production base or investment in Thailand without holding ownership of the factory and for entrepreneurs who want to use the factory to do business but do not yet have the need or are not ready to invest in a long term, including entrepreneurs who want to reduce operating costs, investment time and risks or other factors that may occur from investment in building a factory.

## Ready-Built Factories

<b>Developer</b>	<b>Chewathai Public Company Limited</b>
<b>Location</b>	Amata City Industrial Estate, Highway 311 Rd., Map Yang Phon Sub - District, Pluak Daeng District, Rayong
<b>Project Area</b>	26-0-72 Rai
<b>Rental Area</b>	17,120 sq.m.
<b>Rental Unit</b>	10 units
<b>Project Value</b>	300 million THB
<b>Approximately Rental Price per Sq.m.</b>	200 THB
<b>Tryp of Project</b>	Ready Built Factories <ul style="list-style-type: none"> <li>• Factory area 1,512 sq.m. total 5 units.</li> <li>• Factory area 1,812 sq.m. total 1 unit.</li> <li>• Factory area 1,937 sq.m. total 4 units.</li> </ul>
<b>Sales progress</b>	100%

## CHEWATHAI

### Ready Built Factories



## Ready-Built Factories Phase 2

<b>Developer</b>	<b>Chewathai Public Company Limited</b>
<b>Location</b>	Amata City Industrial Estate, Highway 311 Rd., Map Yang Phon Sub - District, Pluak Daeng District, Rayong
<b>Project Area</b>	13-7-28 Rai
<b>Rental Area</b>	8,905 sq.m.
<b>Rental Unit</b>	4 units
<b>Project Value</b>	165 million THB
<b>Approximately Rental Price per Sq.m.</b>	220 THB
<b>Tryp of Project</b>	Ready Built Factories Phase 2 <ul style="list-style-type: none"> <li>• Factory area 2,190 sq.m. total 1 unit</li> <li>• Factory area 2,543 sq.m. total 1 unit</li> <li>• Factory area 2,472 sq.m. total 1 unit</li> <li>• Factory area 1,700 sq.m. total 1 unit</li> </ul>
<b>Construction progress</b>	Under construction
<b>Sales progress</b>	On sale in 2020 and In August 2020, the Company entered into an undertaking agreement with AIM Industrial Growth Freehold and Leasehold Real Estate Investment Trust ("AIMIRT") to sell land with factories thereon amounting to Baht 460 million



## Marketing and Competition

### Characteristics of Customers and Target Customers

The target customers for the ready-built factory for rent are light industrial entrepreneurs who manufacture products to support the heavy industry business that the factory location is nearby, small and medium-sized industrial entrepreneurs who are not ready or do not want to invest in a long term for constructing a factory due to a long construction period and high investment. The company, therefore, envisages a way to support the business of such entrepreneurs by giving them the option to do the business by renting ready-built factories to reduce costs of the investment and operating costs in order to use the investment money for further business expansion in other areas.

Besides, another important target customer group of the company is a group of foreign entrepreneurs investing in or having a joint venture in Thailand, both temporarily and permanently, that choose to rent a ready-built factory instead of investing in a permanent factory because they want to reduce the risk of supplying contractors and legal restrictions on land ownership of foreigners, including the political instability of the country that may affect the change in foreign trade and investment policy, or even any government promotion measures. The ready-built factories for rent of the company can create flexibility in the said legal restrictions for the business operations of entrepreneurs clearly. This will increase the opportunities of doing business in Thailand for foreigners to be more successful.

### Marketing Strategy

#### Location of Ready-built Factories for Rent

The location of ready-built factories for rent is an important factor that business entrepreneurs will consider first in renting such factories of the company. As a result, the company selects the location for building the factory for rent by mainly focusing on the project development within the industrial estates to enable operators to have a goods and materials transportation system to various important locations rapidly by covering all routes, for example, ports, airports, railroad freight, etc. to be a distribution center. In this regard, for the selection of the factory location, the company considers the benefits of the lessees as priority to provide the entrepreneurs the opportunity to receive privileges from the Investment Promotion Zone of the Board of Investment (BOI) and the investment promotion for driving the economy from the development of the Eastern Economic Corridor (EEC) as well.

#### Pricing Policy

For ready-built factories for rent, the company has the standardized pricing policy by taking into account many factors that mainly consist of 2 parts, they are

1. The factory rental is fixed by the size of the rented area, number of units, duration, and other additional services.
2. The utilities fees, such as waste water treatment, disposal of garbage and sewage, etc., will be paid to the industrial estate development company.

#### Consulting Service for Lessees

The company has a professional team ready to serve as consultants to advise lessees closely in terms of coordination with relevant government agencies, such as the Industrial Estate Authority of Thailand, the Board of Investment, etc. Moreover, the company also provides a consulting service on the design, extension, modification of the areas, both outside and inside the factory, and coordination with various utilities, for example, water supply, electricity, waste water treatment and disposal, telephone and internet, etc. to facilitate the lessees to operate their businesses at full efficiency.

## • POLICIES AND OVERVIEW OF BUSINESS OPERATION

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 2020, the Company has two subsidiary which is Chewathai Interchange Company Limited, which operates residential property business, Chewathai Home Office Co., Ltd. The Company's objective is to operate real estate business in Home Office 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.

### 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 2020, 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.

**3. Chewathai operates** the business as a real estate manager for trust for investment in real estate and the lease right for real estate AIM Industrial Growth as instant factory for rent to trust manager of AIM REIT MANAGEMENT COMPANY LIMITED starting from 20 August, 2020 for the period of 10 years because Chewathai sold Chewathai Amata City to SCB Asset Management Co., Ltd. as the trustee of the trust for investment in real estate and the lease right of real estate of AIM Industrial Growth and took the duty of the management instead in order to be the service for SMEs

business operator that wanted an area for business operation and not ready for investment in factory construction or to have limit on the budget and business operators that want flexibility in using the factory for business operation or collecting goods temporarily in the area of the quality industrial estate and created income for Chewathai on continuous management to compensate the income during the development of the real estate project for residence by considering the possibility, need and growth of SMEs operators.

Chewathai still has empty land waiting for development into finished factory for renting for 4 factories in the number of 13 rais, 1 ngan and 28 square wah which has no development plan in this short term due to slow down economy situation.

**4. 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.

**5. 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 measures and practices for the issue are as follows:

- 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.
- Whistle blowing.
- Non-involvement in human rights violation.
- Conflict of Interest.
- Discrimination.
- Confidentiality of information.
- Antitrust/Anticompetitive practices.
- Insider trading/dealing.
- Safety, Health and Environment.
- IT Security.
- 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
<b>Year 2008</b>	
<b>March</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>May</b>	<ul style="list-style-type: none"> <li>The Company increased its registered and paid-up capitals from 10 million THB to 100 million THB.</li> </ul>
<b>July</b>	<ul style="list-style-type: none"> <li>The Company launched "Chewathai Ratchaprarop," which is the first high-rise condominium with 26 storeys and 325 units located on Ratchaprarop Road.</li> </ul>
<b>November</b>	<ul style="list-style-type: none"> <li>The Company increased its registered and paid-up capitals from 100 million THB to 200 million THB.</li> <li>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".</li> <li>The Company launched "The Surawong", the 8-storey condominium.</li> </ul>
<b>Year 2010</b>	
<b>November</b>	<ul style="list-style-type: none"> <li>Chewathai launched "Chewathai Ramkhamhaeng," close to Ramkhamhaeng - Rama IV Elevated, the 33-storey condominium building.</li> </ul>
<b>Year 2011</b>	
<b>June</b>	<ul style="list-style-type: none"> <li>The Company acquired 100% share from Global Environmental Technology Co.,Ltd. ("GETCO"). The company held 100% shares, which is a wastewater treatment management business.</li> </ul>
<b>Year 2012</b>	
<b>August</b>	<ul style="list-style-type: none"> <li>Chewathai initiated and developed its first project of ready-built factories for rent, and subsequently launched its first 5 units for rent.</li> </ul>
<b>Year 2013</b>	
<b>January</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>June</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>

Month/Year	Major Changes and Developments
<b>October</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>December</b>	<ul style="list-style-type: none"> <li>The Company increased the registered and paid-up capitals from 200 million THB to 240 million THB.</li> </ul>
<b>Year 2014</b>	
<b>June</b>	<ul style="list-style-type: none"> <li>The Company launched five more ready-built factories for rent in Phase 2, in Amata City Industrial Estate.</li> </ul>
<b>October</b>	<ul style="list-style-type: none"> <li>The Company launched “Hallmark Chaengwattana” — two 8- storey condominium buildings.</li> <li>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.</li> <li>Chewathai purchased additional 13 rai of land in Amata City Industrial Estate, Rayong Province, for developing ready-built factories for rent in Phase 2.</li> </ul>
<b>Year 2015</b>	
<b>January</b>	<ul style="list-style-type: none"> <li>The Company was granted ISO 9001 - 2008 accreditation (Provision of Sale &amp; Real Estate Services) for quality control system.</li> </ul>
<b>February</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>April</b>	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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).</li> </ul>
<b>August</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>September</b>	<ul style="list-style-type: none"> <li>The Company launched the Chewathai Residence Bang Pho which is a 24-storey condominium building.</li> </ul>
<b>October</b>	<ul style="list-style-type: none"> <li>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.</li> <li>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).</li> </ul>

Month/Year	Major Changes and Developments
<b>Year 2016</b>	
<b>February</b>	<ul style="list-style-type: none"> <li>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.</li> <li>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).</li> </ul>
<b>March</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>April</b>	<ul style="list-style-type: none"> <li>The Company was listed on the Market for Alternative Investment (mai).</li> </ul>
<b>June</b>	<ul style="list-style-type: none"> <li>Chewathai bought the AQ Aria Asoke and changed its name to “Chewathai Residence Asoke” - a 315-unit, 29-storey luxury condominium.</li> </ul>
<b>August</b>	<ul style="list-style-type: none"> <li>The Company started to develop and launch the Chewathai Phetkasem 27 - a 638-unit, 26-storey condominium project.</li> </ul>
<b>September</b>	<ul style="list-style-type: none"> <li>The Company was granted ISO 9001-2015 (Sales of Condominiums, Houses, Factories on Rent &amp; Real Estate Services) for quality control system.</li> </ul>
<b>November</b>	<ul style="list-style-type: none"> <li>The Company launched the Detached House and Semi-Detached House, Chewarom Ransit Don Mueang with 81 units.</li> </ul>
<b>Year 2017</b>	
<b>May</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>July</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Year 2018</b>	
<b>January</b>	<ul style="list-style-type: none"> <li>TEE Development Pte Ltd sold 11.73% of the paid-up capital of Chartchewa Co., Ltd.</li> </ul>
<b>April</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>

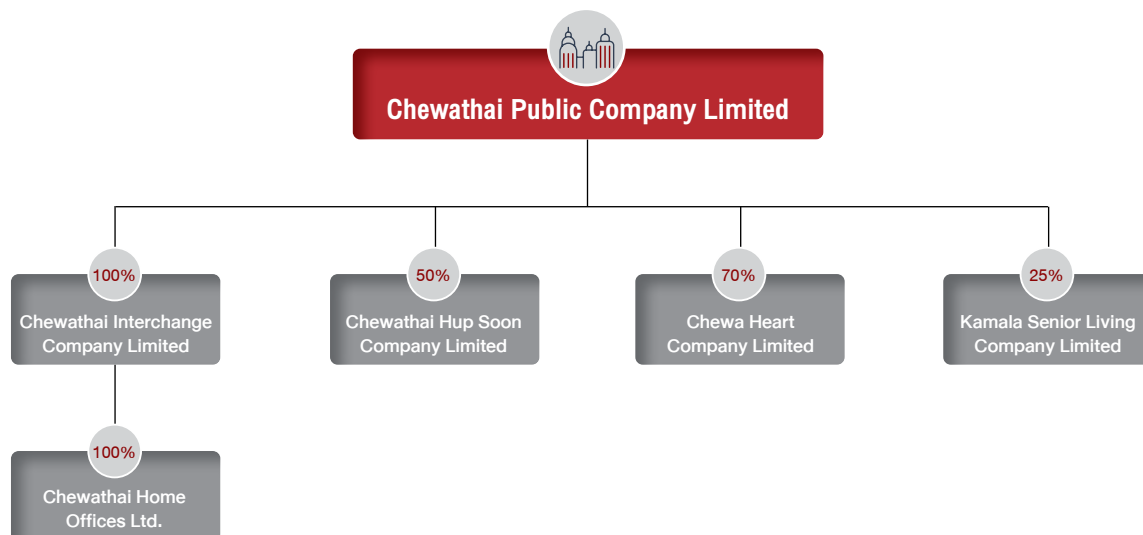


Month/Year	Major Changes and Developments
<b>May</b>	<ul style="list-style-type: none"> <li>The Company offered ordinary shares to shareholders (Right Offering) the subscription ratio is 1 existing shares to 1 new ordinary share, the offering price is Baht 1.15. The Company offered to sell the newly issued ordinary shares amount 467 million shares , the amount of 537 million baht.</li> <li>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</li> <li>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</li> </ul>
<b>July</b>	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>October</b>	<ul style="list-style-type: none"> <li>The Company launched the Chewathai Residence Thonglor - a 130-unit, 8-storey condominium project.</li> </ul>
<b>December</b>	<ul style="list-style-type: none"> <li>The Company launched the Hallmark Charan 13 - a 184-unit, 8-storey condominium project.</li> <li>The Company launched the Townhome, Chewa Home Wongwaen-Lamlukka with 274 units.</li> </ul>
<b>Year 2019</b>	
<b>April</b>	<ul style="list-style-type: none"> <li>The Company launched the Townhome, Chewa Home Suksawat Pracha U-Thit, 2 storey townhome with 359 units.</li> </ul>
<b>May</b>	<ul style="list-style-type: none"> <li>The Company launched the Low Rise Condominium, Chewathai Hallmark Ladprao - Chokchai 4, 8 storey condominium with 814 units.</li> <li>Chewathai Interchange Company Limited ("Chewathai Interchange"), a subsidiary of the Company, purchase shares of the Thaicorp Capital Company Limited ("Thaicorp Capital") which is a company that Property Development in amount 1.35 million shares or 100% of paid-up capital shares, Thaicorp Capital being a subsidiary of Chewathai Interchange and also a subsidiary of the Company.</li> <li>On 5<sup>th</sup> June 2019, Thaicorp Capital changed the acquired company name to Chewathai Home Offices Ltd.</li> </ul>
<b>August</b>	<ul style="list-style-type: none"> <li>The Company launched the High Rise Condominium, Chewathai Kaset-Nawamin, 25-storey condominium with 649 units.</li> </ul>
<b>November</b>	<ul style="list-style-type: none"> <li>The Company launched the 2 storey House, Chewarom Nakhon In with 139 units.</li> <li>The Company launched the Low Rise Condominium, Chewathai Pinklao, 13 storey with 593 units.</li> <li>The Last exercise of the right warrants to subscribe the newly issued shares of the company No.1 (CHEWA-W1)  (The Company issued and offered the right warrants to subscribe the newly issued shares of the Company No.1 ("CHEWA-W1") to the existing shareholders on 28th May 2018, prescribing the maturity date of 1 year 6 months, Exercise date on 28th December 2018, 28th June 2019 and the last 27<sup>th</sup> November 2019, Exercise ratio 1 warrant for 1 ordinary share at Baht 1.75 per share.)</li> <li>Results of the Last Exercise of warrants, Exercised warrants 700 units, Shares derived from exercised warrants 700 shares, the Company changed of paid-up capital of the Company from 1,275,027,183 Baht to 1,275,027,883 Baht and The Stock Exchange of Thailand has granted additional shares of CHEWA as a listing securities since 16th December 2019.</li> </ul>

Month/Year	Major Changes and Developments
<b>Year 2020</b>	
<b>January</b>	<ul style="list-style-type: none"> <li>The company issue of Unsubordinated and unsecured debentures 379,200,000 shares, age 2 years, fixed-rate 6.75% per annum, maturity on 15 January 2022.</li> <li>The Company launched the Townhome, Chewa home Krungthep-Pathum, 2 storey townhome with 333 units.</li> </ul>
<b>July</b>	<ul style="list-style-type: none"> <li>The Company issue of debentures 2 types <ul style="list-style-type: none"> <li>No.1 Unsubordinated and unsecured debentures 250,000,000 shares, age 1 year, fixed rate 7.50% per annum, maturity on 16 July 2021.</li> <li>No.2 Unsubordinated and secured debentures, 667,500,000 shares, age 2 years, fixed rate 7% per annum, maturity on 16 July 2022.</li> </ul> </li> <li>The Company launched the Townhome, Chewa home Rangsit-Pathum, 2 storey townhome, twin house and commercial building with 333 units.</li> </ul>
<b>August</b>	<ul style="list-style-type: none"> <li>The company has been independently assessed and is compliant with the requirements of ISO 9001:2015. The Certificate is applicable to the following product or service ranges “Sale of Condominiums, Houses and Real Estate Services, Rental of Factories and Manufacturings Facilities”.</li> <li>The Company entered into an undertaking agreement with AIM Industrial Growth Freehold and Leasehold Real Estate Investment Trust (“AIMIRT”) to sell land with factories thereon amounting to Baht 460 million.</li> </ul>
<b>September</b>	<ul style="list-style-type: none"> <li>The company has been independently assessed and is compliant with the requirements of ISO 4001:2015. The certificate is applicable to the following product or service ranges “Sales of Condominiums”.</li> </ul>



## • GROUP OF THE COMPANY STRUCTURE



### The details of subsidiaries are as follows;

#### Chewathai Interchange Company Limited

Chewathai Interchange Co., Ltd (“Chewathai Interchange” or “CTIC”) was established on 25 July 2011 with current registered capital of 100 million Baht. CTIC 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, CTIC is developing the condominium projects.

The Company holds 999,998 shares, with a par value of 100 Baht per share accounting for 100% of CTIC’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**

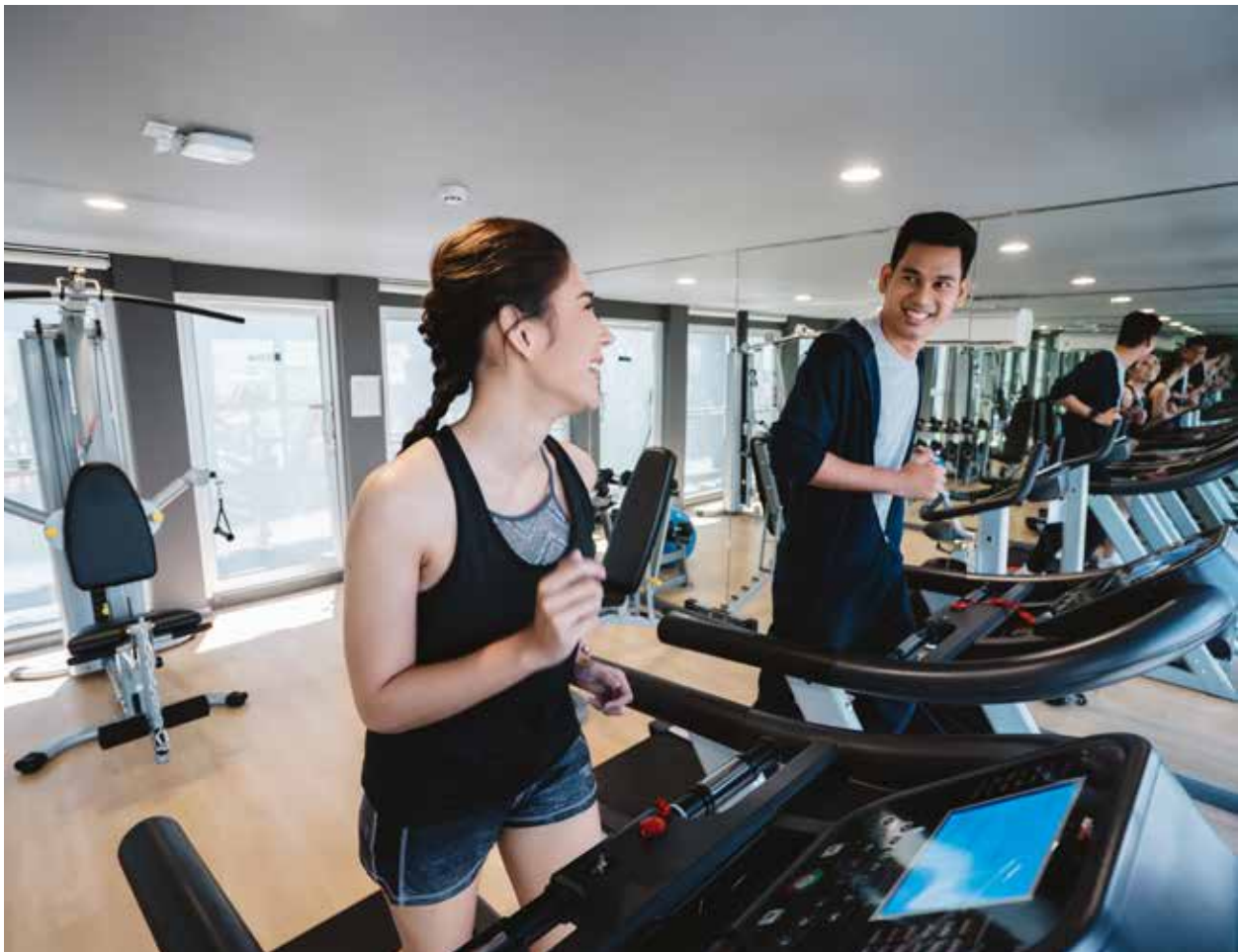
Kamala Senior Living Co., Ltd (“Kamala Senior Living”) was established on 12 July 2017 with current registered capital of 1 million Baht, located on 21/14 and 21/16 Thaiwa Tower, South Satorn Rd., Tungmahamek, Sathorn, Bangkok. Kamala Senior Living engages in premium Independent Senior Living development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

### **Chewathai Home Offices Ltd.**

Chewathai Interchange Company Limited (“Chewathai Interchange”), a subsidiary of the Company, purchase shares of the Thaicorp Capital Company Limited (“Thaicorp Capital”) which is a company that Property Development on 16th May 2019 and on 5th June 2019, Thaicorp Capital changed the acquired company name to Chewathai Home Offices Ltd. (“Chewathai Home Offices”), Authorized Capital 135 Million Baht, Chewathai Home Offices Ltd. located on 1168/80 Lumpini Tower 27th floor Rama4 road, Tungmahamek area, Sathorn district, Bangkok 10120.

Chewathai Interchange holds 1,350,000 shares, with a par value of 100 Baht per share accounting for 100% of Chewathai Home Offices’s authorized capital, that is controlled by the Company.



## • REPORT OF CHANGES IN SECURITIES HOLDINGS OF DIRECTORS AND TOP EXECUTIVES.



The shareholding of the directors including their spouse and the first four top-ranking executives level as of 31 December 2020 accounts for 0.55% of all the distributed shares. The details in 2020 are as follows:

Name – Surname	Position	Shares				Increase / (decrease) during financial year
		As of December 31, 2019		As of December 31, 2020		
		No. of Shares	% of Share holding	No. of Shares	% of Share holding	
1. Mr. Chartchai Panichewa	Chairman of the Board of Director	2,076,923	0.16	2,076,923	0.16	-
2. Mrs. Somhatai Panichewa	Director	1,298,076	0.10	1,298,076	0.10	-
3. Mr. Boon Choon Kiat	Director/Managing Director/ Executive Director / Member of the Corporate Governance Committee / Member of Risk Management Committee	-	-	-	-	-
4. Mrs. Supaporn Burapakusolsri	Independent Director / Chairman of the Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee /	50,046	0.004	50,046	0.004	-

Name – Surname	Position	Shares				Increase / (decrease) during financial year
		As of December 31, 2019		As of December 31, 2020		
		No. of Shares	% of Share holding	No. of Shares	% of Share holding	
5. Mr. Chaikut Techatassanasoontorn	Independent Director / Member of the Audit Committee / Chairman of Corporate Governance Committee / Member of Risk Management Committee / Member of Nomination and Remuneration Committee	1,661,538	0.13	1,661,538	0.13	-
6. Mr. Pinit Harnphanich	Independent Director / Member of the Audit Committee	-	-	-	-	-
7. Pol.Gen Visanu Prasarttong-Osoth	Independent Director/ Chairman of Nomination and Remuneration Committee	-	-	-	-	-
8. Ms. Sunantra Mahaprasitchai	Excutive Vice President Accounting and financial	418,213	0.03	624,986	0.049	206,773
9. Ms. Jirapat Chatpech	Excutive Vice President Sales & Marketing	556,652	0.04	814,236	0.064	257,584
10. Mr. Nathanan Ratanaphan	Excutive Vice President Sales & Marketing	-	-	207,650	0.016	207,650
11. Mr. Yuthana Boonsitivarapom <sup>(1)</sup>	Executive Vice President Operation	-	-	203,232	0.016	203,232
12. Ms. Chanitsara Yingnork	Vice President Company Secretary	-	-	75,106	0.006	75,106



## • SECURITIES AND SHAREHOLDING INFORMATION

### Registered Capital and Paid – Up Capital

The company has registered capital and fully paid-up of 2,307,692,307 THB, Paid up as the paid-up capital 1,275,027,883 THB which is ordinary share of 2,307,692,307 shares, par value of 1 THB (One baht only).

### Shareholders

As of the record date on 31 December 2020 of the list in accordance with the book closing method, the top ten shareholders of the Company are as follows:

Shareholders		No. of Share	%
1	Chartchewa Co.,Ltd.	862,419,161	67.64%
2	Mrs. Jaroonlak Panichewa	72,835,338	5.71%
3	Mr. Pisan Sirisuksakulchai	14,925,392	1.17%
4	Mr. Natchatpong Peeradechapan	13,500,007	1.06%
5	Ms. Narisa Phinitkusoljit	13,500,000	1.06%
6	Mr. Narongsak Mitripot	10,350,000	0.81%
7	Ms. Wanida Wongsalarp	9,925,646	0.78%
8	Mr. Narong Wangjaroenwong	9,244,861	0.73%
9	Mr. Sukkamol Sapdeemongkol	6,421,076	0.50%
10	Mr. Prapol Buranaprapuk	6,380,000	0.50%
<b>Total</b>		<b>1,019,501,481</b>	<b>79.96%</b>
<b>Free Float</b>		<b>255,526,402</b>	<b>20.04%</b>
<b>Total</b>		<b>1,275,027,883</b>	<b>100.00%</b>

### 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 31 December 2020, the 1 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 31 December 2020 which is the book closing date, the total number of shareholders of the Company is 2,115 shareholder. The shareholder in amount of 2,105 are minor shareholders (free float), accounting for 20.04% 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

During the past year, the Company does not have a policy related to change structural of major shareholders.

## Issuance of other securities

### Debentures

Approved by The Annual General Meeting of Shareholders of the Company held on 2 April 2019, Revolving amount of Baht 4,500 million, Term was Specify at each time, Any types of debentures such as secured and/or unsecured, Method of issuance, Public offering and/or private placement and/or institutional investors in Thailand or offshore.

As at 31 December 2020, the Company has unissued debentures under the above mentioned approval totaling Baht 2,707 million. The outstanding balance of debentures as 31 December 2018 are presented below

No.	Interest rate per annum	Age	Repayment	Maturity	Number of debenture (Shares)	Amount (Thousand Baht )
No. 1/2019	Fixed rate 5.90%	2 years	At maturity	21 March 2021	486,000	486,000
No. 2/2020	Fixed rate 7.50%	1 year	At maturity	16 July 2021	250,000	250,000
No. 1/2020	Fixed rate 6.75%	2 years	At maturity	15 January 2022	379,200	379,200
No. 2/2020	Fixed rate 7.00%	2 years	At maturity	16 July 2022	677,500	677,500
<b>Total</b>					<b>1,792,700</b>	



## • DIVIDEND POLICY

### Dividend 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

	2015	2016	2017	2018	2019
Earnings per share ratio (Baht)	0.25	0.09	0.21	0.24	-
Dividend yield per share (Baht)	-	0.03	0.08547	0.085	-
Dividend Payout (%)	-	33.33	41.22	40.93	-



## Tax policy

The company is committed to performing its duties following the laws on tax management. For the government to use as a tool for national development and to take care of people in society for sustainability. The company manages taxation under the principle of honesty, transparency, no tax avoidance. And strictly abide by the relevant laws.

## Guidelines for performing duties in taxation

- Submit the forms and pay the relevant taxes accurately and completely. Register taxes and prepare any documentary evidence As required by relevant laws Including cooperating with the authorities upon request.
- Financial Accounting Department is responsible for carrying out various duties and taxes. Including following new tax laws Study the rules so that the company can follow them properly.
- Proper use of tax benefits To maximize the benefits under the provisions of the law. Including using the tax structure in a correct way that does not create tax evasion.
- Disclose tax information with transparency. To strictly comply with the relevant regulations.



## • RISK FACTOR

Risk factors in the company's business that may have a significant impact on the operations and the company's operating results and the guidelines for the prevention of risks can be summarized as follows.

### **The risk from competitor pricing strategy**

2020 was a year of high price competition due to the coronavirus situation and the global economic crisis. This has affected the real estate business, causing a decrease in sales and ownership. Both condos and houses have a quite high price competition. In addition, consumers' housing ability tends to decline in line with economic conditions. As a result, entrepreneurs have to cut prices and focus on housing development at a lower price to make the buyers more accessible. As most entrepreneurs focus on the low-rise market, the competition in the low-rise market tends to be more intense, especially in the middle-priced market such as townhouses. In addition, entrepreneurs are constantly competing in the promotion to release products. Causing the property market in 2020 to have a price reduction and penetrate the demand group. The company has analyzed and managed prices from the board of directors to be in line with the product and economic conditions.

### **The risk of the COVID situation**

The housing market in the COVID-19 situation in 2020 is the year that both entrepreneurs and began to slow down according to economic conditions, household debt remains high. Including the control measures for home loans or LTV of the Bank of Thailand (BOT) that greatly affect market trading. And when faced with the COVID-19 situation, the more impact on the entire economy. In addition, the real estate market slowed significantly in the first half of the year due to the slowdown in the purchasing market.

And although the situation is getting better after the lockdown, the situation of the COVID-19 outbreak in the new country, is a concern for many parties, affecting the property market and the overall economy of the country. This will cause consumers to slow down their purchases because they are not yet sure when the vaccine will be used. Because if it is not clear whether the vaccine will work, it will put businesses at risk from the recession and consumers delay purchasing due to insecurity in the economy.

### **The risk of the real estate loan balance failed**

The current real estate market is slowing down and banks have already taken out loan measures to help with relatively low-interest rates, but the risk of credit rejection is an important factor in doing business.

According to the statistics of 2020, the credit rejection rate is 50-60% for the housing price 2-3 million baht, the price group 5-7 million baht, the credit rejection rate is 30-40%, while the housing market is on the price 10 million baht or more with the lowest credit rejection amount, only 10-15%.

There is also an increased layoff risk from the average unemployment rate of 1.9% or 7.4 hundred thousand people. In 2020, it is expected to reach 2-3% or 2 million people. In 2021, according to the forecast of NESDB, this is a result of debt holiday measures that financial institutions lenient to entrepreneurs that expired in October 2020. The measures of the bank are quite strict, making it difficult to lend to the property, which has a considerable impact on sales in the business.

## The risk from land acquisition for project development

Due to the COVID situation and the global and domestic economic conditions, consumers have changed their housing purchasing behavior from condominium to buy more low-rise housing. As a result, the competition in land purchases and the land price has increased significantly, resulting in the cost of land becoming an important cost of project development of real estate entrepreneurs. Causing a lot of competition to buy land for entrepreneurs, especially land that has potential, such as along the electric train line, along with community sources, or extension of the new city. As a result, land prices continue to increase even in the COVID situation, causing real estate sales prices to go up as well. As a result, the project development has to take into account costs and analyze products more thoroughly and more accurately to the target group in order to suit the selling price and be in demand by consumers. The company has a policy to continually grow and therefore gives great importance to the acquisition of land for project development. The land purchase plan will be developed in advance to be consistent with the project development in a period of 1-3 years. The company has provided a registration system for those who wish to sell land, which can submit land details through the Company's online system and the company is conducting market research, land potential, and environment. The project is carefully and appropriately planned to study the feasibility of the project in order to meet the needs of consumers and penetrate customers who are real demand in each area that the company will develop projects. By purchasing land according to the strategic plan, causing various projects in which the company has acquired land and developed that project, there is a good response from consumers. Currently, the cost budget has been arranged in accordance with the income budget plan, and the company has the acquisition of land with potential in various areas in Bangkok and the urban areas that are expanding, which has received good feedback.

## Situation of the Covid-19

Covid-19 outbreak impact on business operations a lot. Therefore, the company has measures, including impact management guidelines and the care of the stakeholders of the company to be able to resume operations as usual as possible.

- When a crisis occurs, the company expedites the measures or announcements that are consistent with the Covid-19 Situation Management Center 2019. ("Center") publicize and disseminate information to both related of the government and the private sector, including adhering to the situation, especially orders and announcing various requirements of the Emergency Decree on Public Administration in Emergency Situation.
- From following public relations media and information dissemination, preventive action, serviceable, and solve problems of the center. The company has assessed the situation by issuing measures or policies to deal and respond to sudden events, including:
  - o Business, the company accelerates stock management due to slower sales ability, property purchasing power decelerated, especially in high-priced condominiums, as well as a slowdown in business expansion.
  - o On the production, the situation was not affected up to the interruption of the Company's production process. This is because it is not the time that the company has to use more labor in production than the existing and it is not the time to start new projects.
  - o On Supply Chain, the company has discussed with suppliers to prepare construction materials to support the procurement. Therefore, it does not affect the input process to the production process much.
  - o On financial, the company emphasizes on cash flow management for spending on business operations to continue as long as possible during a crisis, sales slowdown while production costs or fixed costs await.

- o Corporate governance, such as organizing the 2020 Annual General Meeting of Shareholders to maintain meeting standards and promote shareholders' rights to attend meetings.
- Management Under the COVID-19 outbreak situation, the management has assigned departments to take direct responsibility for each process to ensure that the processes can continue to operate. Including:
  - o Human Capital, the main responsibility, by coordinating through various departments to support the implementation of a policy of action in line with the Covid-19 outbreak prevention measures, 8 copied of an announcement of measures to prevent the outbreak of the Covid-19 situation, to establish guidelines in accordance with the measures of the Department of Disease Control to look after employees from the beginning of the outbreak. With the following summary.
    - ▶ Prohibits traveling outside the Kingdom of Thailand.
    - ▶ Screening, new normal practices include preparing protective equipment such as wearing a mask, handwashing with alcohol gel, principles of hand washing, social distancing, cleaning the workplace and Spray to kill germs, etc.
    - ▶ Communication and controlling the dissemination and forwarding of information.
    - ▶ Modification of the workplace.
    - ▶ Procedures when an employee is found to be infected with Covid-19 or found that someone has been infected in the office area or in the Company's projects.
    - ▶ Managing directors have the policy to provide Covid-19 insurance benefits to employees to cover potential losses.

The measure also covers the practices that employees' practices with third parties who come in contact with the company. Including the practice of customers and the residents of the company as well.
  - o Technology and Information Department provide resources to facilitate new normal work from home operations such as e-meeting that is legally supported in accordance with the requirements of the Electronic Transactions Development Agency or ETDA, Ministry of Digital Economy and Society recommends
  - o Marketing and Sales Department increase sales and services through online booking because of the new normal lifestyle according to social distance measure in quarantine at home. As a result, some customers with purchasing power may not be comfortable visiting the sample rooms by themselves. Therefore, the company provides consultation with online salespeople and view 360-degree sample rooms on the company's website for every project. When making a purchase, entering into a contract will provide the convenience of the Covid-19 crisis as well.
  - o Financial Accounting Department has managed financial liquidity by focusing on keeping cash, maintaining the liquidity of the company as long as possible, adjusting marketing plans to reduce costs, reducing unnecessary costs or extending the payment period, consult with suppliers to extend the payment period of debt, etc.
  - o Investor Relations use investor relations activities such as opportunity day activities (listed companies to meet investors) to promote investors, shareholders, and interested clients. Acknowledge online sales channels and measures to adjust the company in business operations during a crisis.
- The company takes care of their employees in accordance with the standards and also takes care of the employees' families. Companies have a policy of Chewa Market, which is a channel for employees and their families to sell online products to employees in the company. Both as consumer products to help increase income during the crisis and support a new normal lifestyle in social distancing.



- The company takes care of customers in the case that there is a problem from the impact of Covid-19 cannot pay installments under the contract, which customers can consult directly with the company.
- The Company takes care of shareholders in the 2020 Annual General Meeting of Shareholders with a measure to prevent and control COVID-19 virus disease. For organizing the meeting to in accordance with the recommendations of the Department of Disease Control and The Ministry of Public Health and support in appointing independent directors instead of attending the meeting by himself.
- Online meetings for employees, executives, and company directors, including meetings with third parties such as supplier, contractor, etc.
- The Company is involved in helping communities and society such as Covid-19 sterilization spray for all residents in every project, working with partners to resolve the shortage of masks to hospitals by providing face shields to prevent COVID-19 for medical personnel to contribute to safety in their daily operations, cooperate with partners to clean and disinfect cars for customers and residents to build confidence in their daily life, etc.
- The company develops products to meet the needs of a new way of life by designing flexibility to modify the area of use to support new normal, work from home, including Co-Living, sharing accommodation together but with space sharing private, the ability to control utility costs proportionally.
- The company increases sales channels and offers online booking services to meet the new lifestyle.



## • SUMMARY OF REAL ESTATE BUSINESS IN THAILAND IN 2020

The overall housing market in 2020, the overall housing market for the first two quarters of 2020 has contracted significantly. Both from the slowdown of demand to buy housing, which was affected by the COVID-19 situation, and economic contraction. Including the effect of the city shutdown measures to strictly control the spread of COVID-19 both at home and abroad. As a result, economic activities in many sectors had to stop operating temporarily, with GDP in the second quarter falling to -12.2%. This caused the first half of 2020 to negative GDP -6.9% as a result of the country lockdown from the end of March 2020. Although there was a relaxation within the quarter in April, the first time starts on 3 May 2020 and gradually relaxes every 14 days in phases 2 - 5, effective on 1 July 2020, but the housing market was still affected early after the lockdown.

However, since June 2020, the country's economy has started to improve following the gradual relaxation of city shutdown measures. As a result, economic activities can gradually resume operations, helping the housing market gradually Can recover in the third and fourth quarters. However, the new COVID-19 epidemic will affect sales and transfers in late 2020 and early 2021.

### The situation on the housing market in Bangkok Metropolitan Region

In the second quarter of 2020, entrepreneurs launched 49 new residential projects, down -53.3 percent, with 9,231 units in the total plan, decreased by -58.9 percent, and a total project value of 154,427-million-baht, decreased by -50.9 percent. Compared to the second quarter of 2019, which has 107 new projects launched, 22,468 units, the total value of 119,982 million baht (see Table 1). 44 new housing projects launched in the second quarter of 2020, decreased by -41.3 percent, with 6,338 units in the total plan, decreased by -33.6 percent, 37,042 units, decreased by -25.1 percent. Compared to the second quarter of 2019, there are 75 projects, 9,539 units, worth 49,480 million baht, of which 54.0 percent of the units are townhouses and open for sale the most in the price range of 2.01 - 3.00 million baht. Followed by 36.1 percent were detached houses, open for sale the most at a price level of more than 10.00 million baht. For a twin house open for sale at 9.2% and selling the most at the price level of 3.01 - 5.00 million baht. As for the commercial and residential buildings, only 0.7 percent were reopened for sale, with the highest selling prices of more than 10.00 million baht (see chart 1).

Type	Total			UNIT			Price (Million Baht)		
	Q2/62	Q2/63	YoY	Q2/62	Q2/63	YoY	Q2/62	Q2/63	YoY
Housing	75	44	-41.3%	9,539	6,338	-33.6%	49,480	37,042	-25.1%
condominium	30	5	-83.3%	12,929	2,893	-77.6%	70,502	21,915	-68.9%
<b>Total</b>	<b>105</b>	<b>49</b>	<b>-53.3%</b>	<b>22,468</b>	<b>9,231</b>	<b>-58.9%</b>	<b>119,982</b>	<b>58,957</b>	<b>-50.9%</b>

หมายเหตุ : เป็นข้อมูลเบื้องต้นจากการสำรวจ  
ที่มา : ศูนย์ข้อมูลอสังหาริมทรัพย์ ธนาคารสงเคราะห์

Table 1, New residential projects open for sale, Bangkok Metropolitan Region, Quarter 2, Year 2020

The number of new condominiums launched in the second quarter of 2020 was only 5 projects, decreased by -83.3 percent, with only 2,893 units in the plan, decreased by -77.6 percent, valued at 21,915-million-baht, decreased by -68.9 percent. Compared to the second quarter of 2019, which has 30 projects, 12,929 units, 70,502 million baht, 68.7% of the units opened for sale were 1-bedroom units and sold the most at the price of 2.01 - 3.00 million baht. Followed by 18.2 percent were studio apartments and sold the most at the price level of 1.01 - 2.00 million baht. The two-bedroom units accounted for 12.5% and sold the most at the price of 3.01 - 5.00 million baht. For apartments with 3 bedrooms and more, the share was only 0.6% and sold at a price of more than 10 million baht or more (see chart 2).

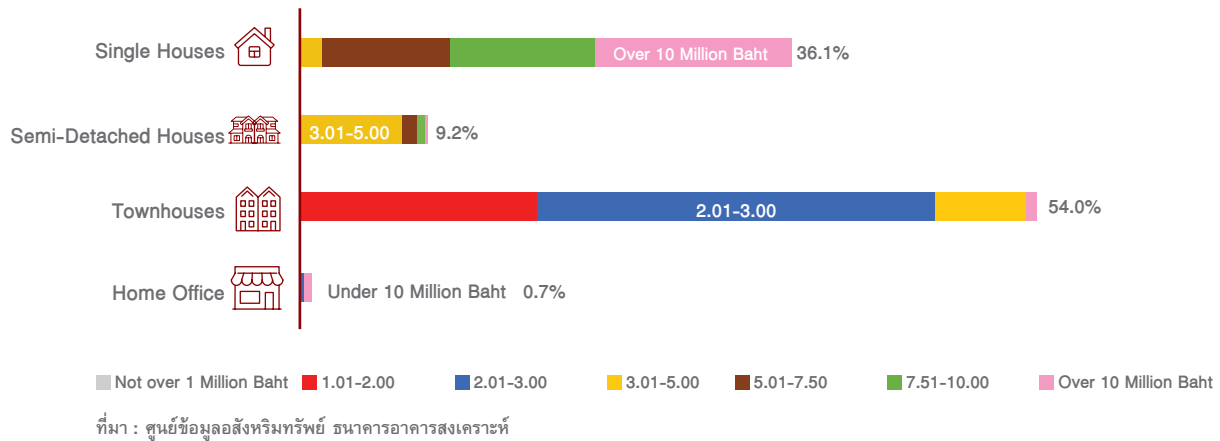


Chart 1, Types and Prices of Real Estate, Quarter 2, Year 2020

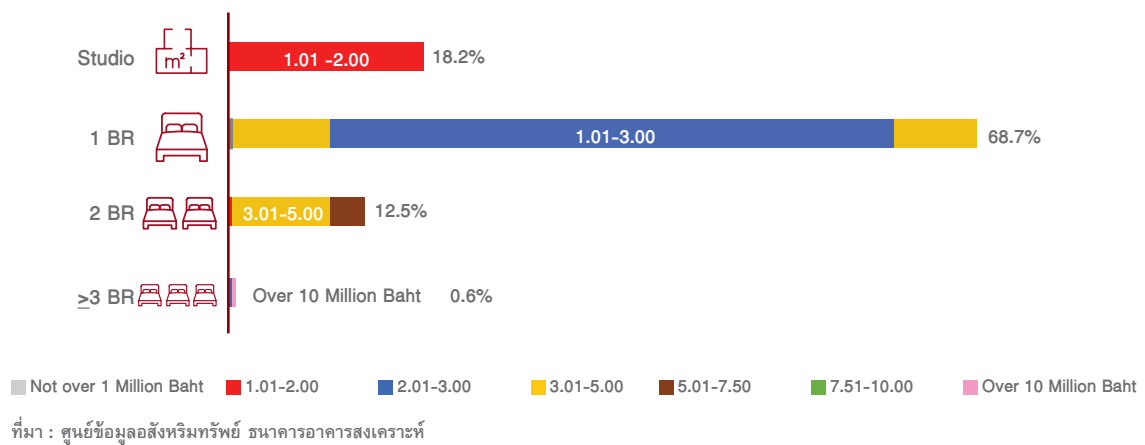


Chart 2, Types and prices of condominiums, Quarter 2, Year 2020

In the first half of 2020 (January-June), 126 new residential projects were launched, decreased by -40.3 percent, 26,301 units in the total plan, decreased by -37.1 percent, and a total project value of 159,470-million-baht, decreased by -23.2 percent, compared to the same period of year 2019 with 211 projects, 41,837 units, and a value of 207,560 million baht.

New housing projects launched in the first half of 2020 totaled 97 projects, decreased by -34.5 percent, with 16,218 units in the total plan, decreased by -6.1 percent, totaled 88,645-million-baht, decreased by -4.4 percent, when compared with the first half of 2019. As for condominium projects, the total number of 29 projects, decreased by -54.0 percent, with 10,083 units in the plan, decreased by -59.0 percent, the total value of 70,825 million baht, decreased by -38.3 percent, when compared to the first half of 2019. In this regard, the declining sale of condominium projects than housing projects has been in effect since 2019. After the announcement of the macroprudential measures of the Bank of Thailand up to the economic lockdown and the suspension of travel in and out of the country, the COVID-19 epidemic affects the purchasing power of foreigners' condominiums, especially Chinese (see Table 2).

Type	Project			Unit			Price (Million Baht)		
	H2/62	H2/63	YoY	H2/62	H2/63	YoY	H2/62	H2/63	YoY
Housing	148	97	-34.5%	17,263	16,218	-6.1%	92,744	88,645	-4.4%
condominium	63	29	-54.0%	24,574	10,083	-59.0%	114,816	70,825	-38.3%
<b>Total</b>	<b>211</b>	<b>126</b>	<b>-40.3%</b>	<b>41,837</b>	<b>26,301</b>	<b>-37.1%</b>	<b>207,560</b>	<b>159,470</b>	<b>-23.2%</b>

หมายเหตุ : เป็นข้อมูลเบื้องต้นจากการสำรวจ  
ที่มา : ศูนย์ข้อมูลอสังหาริมทรัพย์ ธนาคารสงเคราะห์

Table 2, New residential projects open for sale, Bangkok – Metropolitan, first half year 2020

## Transfer of ownership.

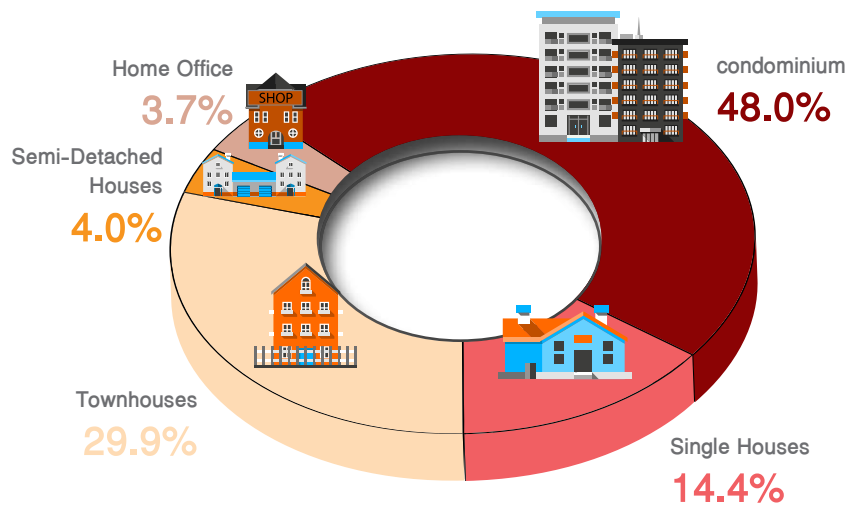
The overall picture of the real estate market, it was found that the overall ownership transfer units of the country in the second quarter of 2020 decreased by -6.1% from the previous year, but the ownership transfer value would decrease to an increase of 5.1% than the previous year. Homes in 26 provinces in the first half of 2020, 42,780 new units were launched and valued at 188,995 million baht. New sales were -19.3% lower than the same period last year, with 53,845 units sold, 227,095 million baht, with the absorption rate in the first half of 2020 decreased by 3.3 percent per month to 2.6 percent per month, resulting in the remaining housing volume of 293,331 units, 1.3 trillion baht. It was 8.2 percent and 5.8 percent higher than the unit and sales value in the first half of 2019, respectively.

ไตรมาส	จำนวนหน่วย			มูลค่า			สัดส่วนหน่วย		สัดส่วนมูลค่า		
	บ้านใหม่	บ้านมือสอง	รวม	บ้านใหม่	บ้านมือสอง	รวม	บ้านใหม่	บ้านมือสอง	บ้านใหม่	บ้านมือสอง	
Q1/62	32,632	18,924	51,556	115,134	38,945	154,079	63%	37%	75%	25%	
Q2/62	23,644	19,098	42,742	87,409	43,860	131,269	55%	45%	67%	33%	
Q3/62	34,856	20,696	55,552	106,963	46,198	153,161	63%	37%	70%	30%	
Q4/62	36,518	19,920	56,438	130,355	43,153	173,508	65%	35%	75%	25%	
Q1/63	28,219	17,465	45,684	91,376	38,010	129,386	62%	38%	71%	29%	
Q2/63	28,100	14,552	42,652	108,095	32,955	141,049	66%	34%	77%	23%	
H1/62	56,276	38,022	94,298	202,543	82,804	285,348	60%	40%	71%	29%	
H1/63	56,319	32,017	88,336	199,471	70,964	270,435	64%	36%	74%	26%	
QoQ	-0.4%	-16.7%	-6.6%	18.3%	-13.3%	9.0%					
YoY	18.8%	-23.8%	-0.2%	23.7%	-24.9%	7.5%					
YTD	0.1%	-15.8%	-6.3%	-1.5%	-14.3%	-5.2%					

ที่มา : ศูนย์ข้อมูลอสังหาริมทรัพย์ ธนาคารสงเคราะห์

## ตารางที่ 3 การโอนกรรมสิทธิ์ที่อยู่อาศัยในกรุงเทพฯ - ปริมณฑล





In addition, operations in the second half of the year. The bank continues to release credit continuously with the preparation of credit products low-interest rates to create opportunities for people to have their own housing and customer care after the expiration of the period measures to support the project “Bank of Thailand, help Thai people, build a nation”. Especially among accommodation customers to pay principal and suspend interest payments which the bank staff will gradually contact customers to use the information to assess their ability in the future debt repayment and find ways to help clients return to their normal account status as much as possible.

### The situation of land price and price

During the second quarter of 2020, the price of vacant land before development and housing prices have increased in all types compared to the same period of 2020

### land price index before development in Bangkok Metropolitan Region.

In the second quarter of 2020, the index was 308.6 points, an increase of 30.3 percent compared to the same period last year, which had 236.9 points, and an increase from the first quarter of 2020 by 5.2 percent. A large area of land at the end of the extension of the electric train line and there are plans for construction, which still has a low base price, thus increasing the rate of land price expansion overall in 2020. There is an increase of 5-15% per year.

#### TOP 10 ราคาที่ดินแพงในกรุงเทพฯ



ที่มา: AREA

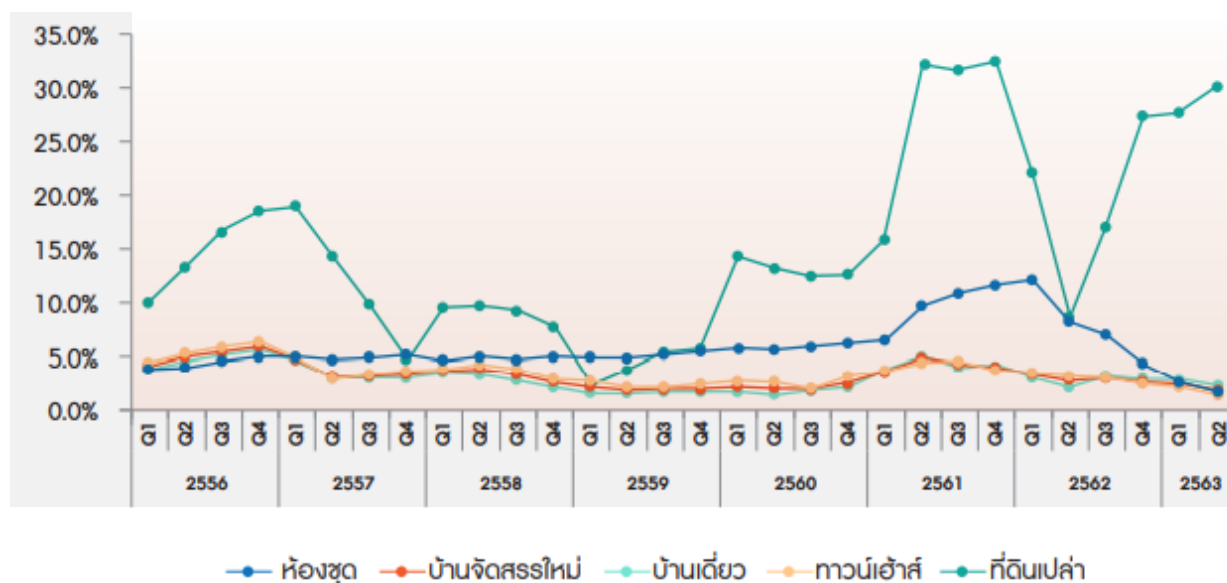
ทำเล	บาท / ตร.วา		เพิ่มขึ้น	
	2553	2563	เท่า	%ต่อปี
พระรามที่ 1 (สยามเซ็นเตอร์)	1,200,000	3,300,000	2.8	11
วิฑู	950,000	2,750,000	2.9	11
สุขุมวิทช่วงต้น (ไทม์สแควร์)	950,000	2,730,000	3.0	12
สีลม	1,000,000	2,500,000	2.5	10
สุขุมวิท 21 อโศก	600,000	2,420,000	4.0	15
สาทร	900,000	2,150,000	2.4	9
เยาวราช	800,000	1,750,000	2.2	8
สุขุมวิท ใกล้เอกมัย (ห้องฟ้าจำลอง)	600,000	1,650,000	2.8	11
พญาไท (กรมปศุสัตว์)	600,000	1,430,000	2.4	9
พหลโยธินช่วงต้น	500,000	1,350,000	2.7	10

Table 4 Expensive land prices in Bangkok

## The price index of new condominium units under sale

The Bangkok Metropolitan Region in 2 provinces (Nonthaburi and Samut Prakan) in the second quarter of 2020 had an index value of 153.2 points, an increase of 1.8 percent compared to the same period of the previous year, which had an index of 150.5 points, but decreased from the first quarter of 2020 -0.1 percent decreased from the previous quarter to the second quarter due to promotional campaigns, especially cash discounts. In order to accelerate the drainage of finished units to sell by index operators. New housing prices under sale in the Bangkok Metropolitan Region of 3 provinces (Nonthaburi, Pathum Thani, and Samut Prakan) in the second quarter of 2020 had an index value of 128.3 points, an increase of 1.9% compared to the same period of the previous year. The index was 125.9 points decreased -0.1 percent from the first quarter of 2020, the first quarter decreased since 2012, which has started the index housing prices. This is due to the outbreak of COVID-19 and the country's lockdown measures to control the epidemic causing business closures and reducing the employment workforce in many businesses. It is greatly affect the purchasing power of housing which prices for both detached houses and townhouse prices in the second quarter dropped 0.1% from the first quarter.

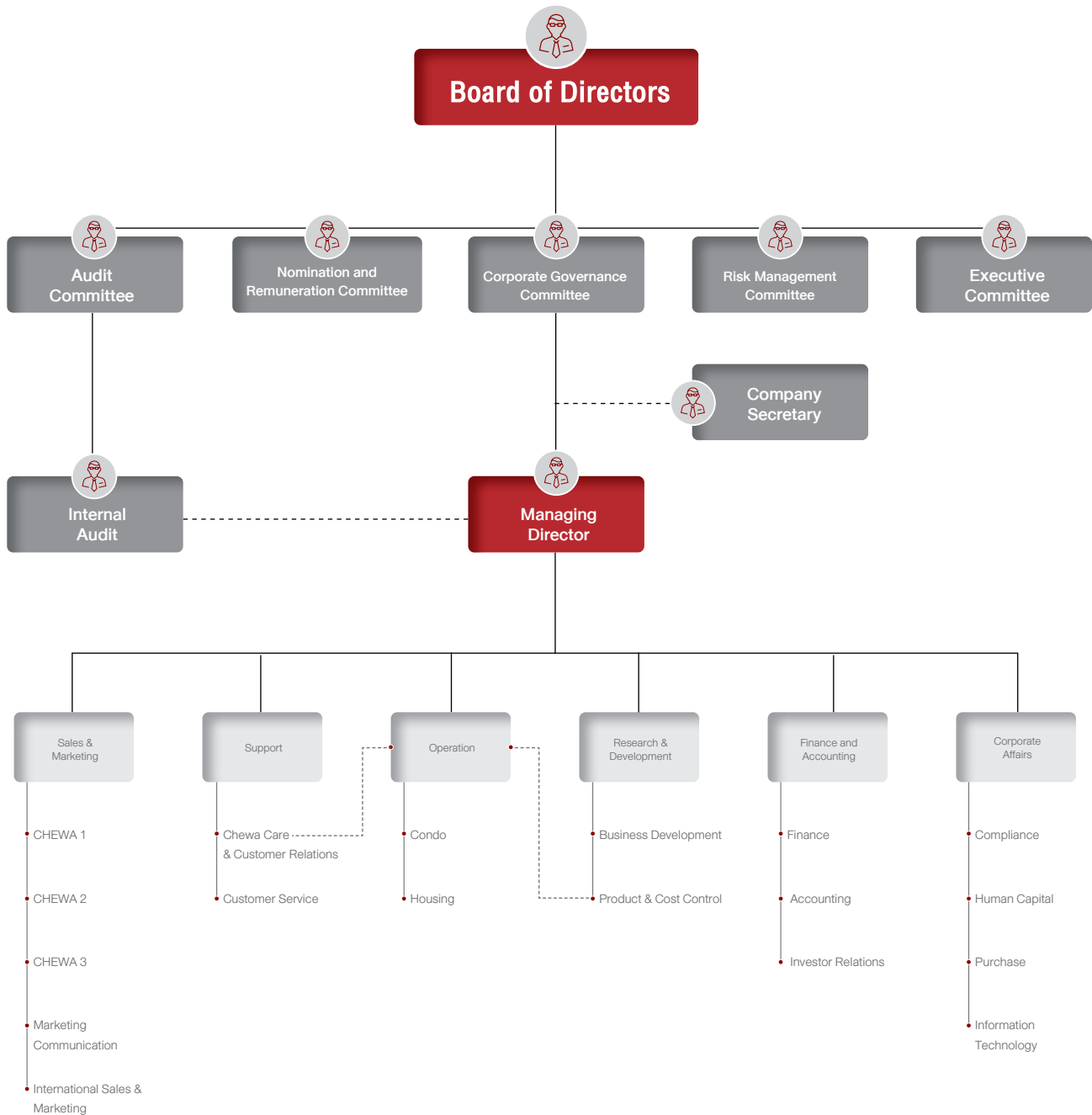
Overall, the housing market situation in 2020, housing ownership transfer (whole country) is expected to decrease. From the first half of the figure, the direction of the real estate market in 2020 is a tiring year for all parties by seeing more strategy adjustments of residential development developers. Especially large companies that have adapted well to the situation, such as selling through online marketing seriously by bringing the remaining products for sale from the original projects or products that stop throwing down come to organize promotions and discounts or free installments for the first year or paying a fee for free to create motivation. On the consumer side, there is also a growth rate of online project traffic, only detached houses. In addition, entrepreneurs have turned to develop low-rise houses as well as expanding the project to more regions as well.



ที่มา: ศูนย์ข้อมูลอสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

Chart 4 YoY sales rate of new housing and pre-developed land in Bangkok Metropolitan Region

## • MANAGEMENT STRUCTURE



## Board of Directors

The committees of the company perform their duties for the benefits of the company and shareholders.

The structure of committees is clear, balanced and auditable. The committees understand their duties and responsibilities for the shareholders, and they can show that they perform the duties according to the structure and management with enough inspections and balances.

According to the company's articles of Association. Assigned to the Board of Directors consists of not less than 5 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.

There were four independent directors according to the criteria requiring that there are at least one third of the committees who are independent. They have the duties according to the criteria of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, and the Stock, knowledge and experiences for auditing the reliability of financial statements, and other duties as auditors.

As of 31 December 2020, 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 of Directors	Position	Ratio (%)		
		Total Meeting (Times)	Attendance (Times)	Ratio (%)
1. Mr. Chartchai Panichewa	Chairman of the Board of Directors	7	7	100
	Chairman of the Executive Committee	12	12	100
	The Authorized director of the Company	-	-	-
2. Mr. Boon Choon Kiat	Director	7	7	100
	Member of Corporate Governance Committee	4	4	100
	Member of Risk Management Committee	4	4	100
	Executive Director	12	12	100
	Managing Director	-	-	-
	The Authorized director of the Company	-	-	-
3. Mrs. Somhatai Panichewa	Director	7	7	100
	Executive Director	12	12	100
	The Authorized director of the Company	-	-	-
4. Mrs. Supaporn Burapakusolsri	Director	7	7	100
	Independent Director	-	-	-
	Chairman of the Audit Committee	4	4	100
	Member of Nomination and Remuneration Committee	2	2	100
	Member of Corporate Governance Committee	4	4	100
	Chairman of Risk Management Committee	4	4	100
5. Mr. Chaikut Techatassanasoontorn	Director	7	7	100
	Independent Director	-	-	-
	Member of the Audit Committee	4	4	100
	Member of Nomination and Remuneration Committee	2	2	100
	Chairman of Corporate Governance Committee	4	4	100
	Member of Risk Management Committee	4	4	100



Name of Directors	Position	Ratio (%)		
		Total Meeting (Times)	Attendance (Times)	Ratio (%)
6. Mr. Pinit Harnphanich	Director	7	7	100
	Independent Director	-	-	-
	Member of the Audit Committee	4	4	100
7. Pol.Gen Visanu Prasattongsoth*	Director	7	4	57
	Independent Director	-	-	-
	Chairman of Nomination and Remuneration Committee	2	1	50

**Remark :** <sup>(1)</sup> Pol.Gen Visanu leave the Board of Directors Meeting No. 1, 2, 4 on 22 January, 14 February and 1 April 2020 and leave the Nomination and Remuneration Meeting No. 1/2020 on 14 February 2020 because of a public mission.

## The Authorized director of the Company

Mr. Boon Choon Kiat signs his name with Mr. Chartchai Panichewa or Mrs. Somhatai Panichewa, with the company's common seal being affixed. (According to the certificate issued to the Company as of 4th December 2019.)

## Membership of the Board of directors

In compliance with Board Committee Charter (a) comprise at least five directors of which not less than one half shall reside in the Kingdom (b) comprise at least three independence directors and independence directors not less than one-third of the directors.

In compliance with good corporate governance, The proportion between executive directors and non-executive directors should support proper checks and balances to prevent unfettered power of decision and authority by anyone individual, the majority of the board should be non-executive directors, who exercise objective and independent judgement, moreover, the number and qualifications of the independent non-executive directors should reflect applicable legal requirements. The board should ensure that the independent directors and the entire board can fulfil its role and responsibilities efficiently and in the best interest of the company while exercising objective and independent judgement.

The Board also gives importance to the diversity of the Board Diversity. The Board of Directors consists of individuals with skills, knowledge, experience, and different attitudes.

In particular, the proportion of women directors of the company are 2 persons, representing 29% of the total number of directors, which are (1) Mrs. Somhatai Panichewa, the director and (2) Mrs. Supaporn Buraphonkusolsri, the director. For the Board Diversity issue is one of the factors in increasing the efficiency of the Board's decision-making and work, resulting in a better operation of the company as a whole. In particular, it is in consistent with the Corporate Governance Report of the Thai Listed Companies (CGR), which has established criteria for evaluating gender diversity, that the committee should consist of at least one independent female director.

The components of the Board of Directors of the Company as of the 31 December 2020 are as follows:

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

- 2) Six Non-Executive Directors (85%), are (1) Mr. Chartchai Panichewa (2) Mrs. Somhatai Panichewa (3) Mr. Supaporn Burapakusolsri (4) Mrs. Chaiyut Techatassanasoontorn (5) Pol.Gen Visanu Prasarttong-Osoth (6) Mr. Pinit Harnphanich
3. One Executive Director (14%), is Mr. Boon Choon Kiat

## 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.

### 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 Affairs, Executive Vice President Accounts & 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. Ensuring that personal information practices such as collection, storage, use, and disclosure of personal information This includes managing risks that may affect the freedom of the person. It can be used as an appropriate data protection measure. Also, the handling of personal information is controlled under established measures and risk assessment is regularly performed.
13. Check their performance annually.
14. 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.
15. Perform other duties as assigned by the Board of Directors.

### **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 seven 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 for seven days and consideration in giving opinions and casting vote. (The company notified the board's meeting schedule of the next year for each director in January of the year)
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' attendance

Board of Directors' attendance in the accounting period 1 January - 31 December 2020, there are a total seven the board of director meeting times (compared to previous 2 years) the details are as follows

Director's Name	Position	Date of appointment first.	Attendance/ Total Meeting (Times)			
			2019		2020	
			Times	Ratio (%)	Times	Ratio (%)
1. Mr. Chartchai Panichewa	Chairman	23 April 2015	6/6	100	7/7	100
2. Mr. Boon Choon Kiat	Director	23 April 2015	6/6	100	7/7	100
3. Mrs. Somhatai Panichewa	Director	23 April 2015	6/6	100	7/7	100
4. Mrs. Supaporn Burapakusolsri	Independent Director	23 April 2015	6/6	100	7/7	100
5. Mr. Chaiyut Techatassanasoontorn	Independent Director	23 April 2015	6/6	100	7/7	100
6. Mr. Pinit Harnphanich	Independent Director	12 September 2018	6/6	100	7/7	100
7. Pol.Gen. Visanu Prasattongsoth	Independent Director	12 September 2018	4/6	67	4/7	57

**Remark :** 1. Excluding the information of the 2020 Annual General Meeting of Shareholders

2. Pol.Gen Visanu leave the Board of Directors Meeting No. 1, 2, 4 on 22 January, 14 February and 1 April 2020 and leave the Nomination and Remuneration Meeting No. 1/2020 on 14 February 2020 because of a public mission.

### Secretary of the Board of Directors : Miss Chanitsara Yingnork

Company directors regularly attended the board meetings. On average, in 2020, all the board members had attended the board meetings in the proportion of 94% of the total board meetings in the previous year.

Most of the committee members attended every board meeting, except for Pol. Gen. Visanu Prasatthong-Osot, who was unable to attend due to having a mission to a foreign country. Therefore, requested to leave the Board of Directors Meeting No. 1/2020 on 22 January 2020, No. 2/2020 on 14 February 2020 and No.4/2020 on 1 April 2020 because of a public mission, resulting in the proportion of individual board meetings of Pol. Gen. Visanu accounted for 57% of all yearly meetings. It is a limitation in adhering to the principles of good corporate governance, with regard to each director's contribution to the board of directors meeting at least 75% of the meeting year.



The company held a meeting between non-executive directors in the Board of Directors Meeting No. 3/2020 on 13 March 2020, in order to allow the independent directors to jointly discuss the issue of independence in expressing opinions of the independent committee, nomination, and remuneration process without the influence of either party, including problems and methods to manage various problems without management team and directors, who were not involved in management to participate in the meeting. The independent committee had specified to notify the meeting results to the managing director.

## Committees

As of 31 December 2020, The Company with committees for consideration in the amount of 5 series as follows (1) Audit Committee (2) Nomination and Remuneration Committee (3) Corporate Governance Committee (4) Risk Management Committee (5) Executive Committee

### (1) Audit Committee

The Board of director or the Annual General Meeting of Shareholders appointing the audit committee of the Company, that having the board comprise all of an independent directors who qualify under the definition of an independent directors as specified in Notification of the Capital Market Supervisory Board and the Notification of the Office of the Securities and Exchange Commission, 3 members with (1) 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 (2) Mr. Chaikut Techatassanasoontorn (3) Mr. Pinit Harnphanich.

In the accounting period 1 January to 31 December 2020. There are total four Audit Committee meeting times compared to previous 2 years in 2019 and 2020 the details are as follows:

Director's Name	Position	Date of appointment first.	Attendance/ Total Meeting (Times)	
			2019	2020
1 Mrs. Supaporn Burapakusolsri	Chairman of the Audit Committee, Independent Director	25 April 2015	4/4	4/4
2 Mr. Chaikut Techatassanasoontorn	Audit Committee, Independent Director	25 April 2015	4/4	4/4
3 Mr. Pinit Harnphanich	Audit Committee, Independent Director	12 September 2018	4/4	4/4

**Secretary of the Board of Directors : Miss Chanitsara Yingnork**

The attendance at the Audit committee meeting in 2020, all Audit committee members had attended completely 100%.

### (2) Nomination and Remuneration Committee

The Board of Directors appointing the Nomination and Remuneration Committee for the purpose of consider the selection criteria and consider the compensation for directors and top executives. The Nomination and Remuneration Committee consists of 3 members with (1) Pol.Gen Visanu Prasattongsoth Chairman of Nomination and Remuneration Committee (2) Mrs. Supaporn Burapakusolsri (3) Mr. Chaikut Techatassanasoontorn

In the accounting period 1 January to 31 December 2020. There are total 2 Nomination and Remuneration Committee meeting times compared to previous 2 years in 2019 and 2020 the details are as follows:

Director's Name	Position	Date of appointment first.	Attendance/ Total Meeting (Times)	
			2019	2020
1 Pol.Gen Visanu Prasattongsoth	Chairman of Nomination and Remuneration Committee, Independent Director	12 September 2018	2/2	1/2
2 Mrs. Supaporn Burapakusolsri	Nomination and Remuneration Committee, Independent Director	25 April 2015	2/2	2/2
3 Mr. Chaiyut Techatassanasoontorn	Nomination and Remuneration Committee, Independent Director	25 April 2015	2/2	2/2

**Remark :** (1) Pol.Gen Visanu leave the Nomination and Remuneration Meeting No. 1/2020 on 14 February 2020 because of a public mission.

**Secretary of the Board of Directors : Miss Chanitsara Yingnork**

The attendance at the Nomination and Remuneration Committee meeting in 2020, all the Nomination and Remuneration Committee members had attended completely 83%.

### (3) Corporate Governance Committee

The Board of Directors has approved the establishment of the corporate governance Committee on 11 November 2016. It consists of a Director 3 members, 2 members is an independent Director and 1 person is an Executive Director.

In the accounting period 1 January 1 to 31 December 2020. There are total four Corporate Governance Committee meeting times compared to previous 2 years in 2019 and 2020 the details are as follows:

Director's Name	Position	Date of appointment first.	Attendance/ Total Meeting (Times)	
			2019	2020
1. Mr. Chaiyut Techatassanasoontorn	Chairman of Corporate Governance Committee	11 November 2016	3/3	4/4
2. Mrs. Supaporn Burapakusolsri	Corporate Governance Committee	11 November 2016	3/3	4/4
3. Mr. Boon Choon Kiat	Corporate Governance Committee	11 November 2016	3/3	4/4

**Secretary of the Board of Directors : Miss Chanitsara Yingnork**

The attendance at the corporate governance Committee meeting in 2020, all corporate governance Committee members had attended completely 100%.

### (4) Risk Management Committee

Board of Directors has approved the establishment of the Risk Management Committee. When 20 February 2017. It consists of a Director 3 members, 2 members is an independent Director and 1 person is an Executive Director. In the accounting period 1 January to 31 December 2020. There are total four Risk Management Committee meeting times compared to previous 2 years in 2019 and 2020 the details are as follows:

Director's Name	Position	Date of appointment first.	Attendance/ Total Meeting (Times)	
			2019	2020
1 Mrs. Supaporn Burapakusolsri	Chairman of Risk Management Committee	22 February 2017	3/3	4/4
2 Mr. Chaiyut Techatassanasoontorn	Risk Management Committee	22 February 2017	3/3	4/4
3 Mr. Boon Choon Kiat	Risk Management Committee	22 February 2017	3/3	4/4

**Secretary of the Board of Directors : Miss Chanitsara Yingnork**

The attendance at the Risk Management Committee meeting in 2020, all Risk Management Committee members had attended completely 100%.

## (5) 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 1 January to 31 December 2020. There are total twelve Executive Committee meeting times compared to previous 2 years in 2019 and 2020 the details are as follows:

Director's Name	Position	Date of appointment first.	Attendance/ Total Meeting (Times)	
			2019	2020
1 Mr. Chartchai Panichewa	Chairman of the Executive Committee	25 April 2015	12/12	12/12
2 Mrs. Somhatai Panichewa	Director	31 January 2018	12/12	12/12
3 Mr. Boon Choon Kiat	Director	25 April 2015	12/12	12/12

**Secretary of the Board of Directors : Miss Chanitsara Yingnork**

The attendance at the Executive committee meeting in 2020, all Executive committee members had attended completely 100%.

## 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. Company secretary@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

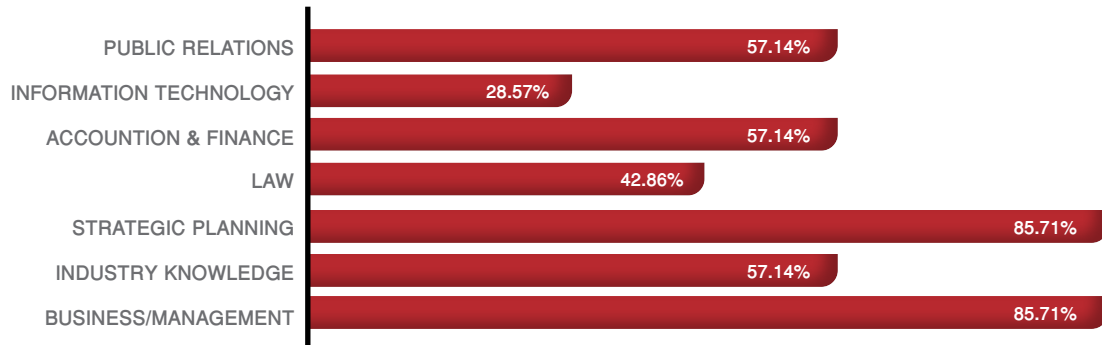
The Nomination and Remuneration Committee is responsible for nominating qualified candidates to take up the position of the directors and corporate of the company who are suitable in terms of competencies, experiences and expertise in the profession and are equipped with leadership skills, vision, moral 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.

อนึ่ง การสรรหากรรมการบริษัทรวมถึงกรรมการผู้จัดการ คณะกรรมการยังให้ความสำคัญในการวิเคราะห์ทักษะที่มีอยู่ของคณะกรรมการชุดปัจจุบันและทักษะที่จำเป็นที่บริษัทต้องการ (Skill Matrix) เพื่อสรรหากรรมการบริษัทที่มีคุณสมบัติเหมาะสม



โครงสร้างของคณะกรรมการ ประกอบด้วย ทักษะของกรรมการในแต่ละด้านที่มีความจำเป็นต่อการทำหน้าที่ เครื่องมือที่นำมาใช้ คือ การทำ “Board skill matrix” ซึ่งเป็น checklist ที่ชี้ให้เห็นว่า ณ ปัจจุบัน ทักษะของกรรมการมีครบถ้วนแล้วหรือยัง และถ้าจะต้องสรรหากรรมการหรือผู้นำบริษัทเพิ่มเติมหรือทดแทนก็สามารถกำหนดเป้าหมายได้ชัดเจนว่าต้องการกรรมการในทักษะใดที่ยังขาดอยู่ อีกทั้ง ยังสามารถนำไปใช้กำหนดเป็นแผนการอบรมและพัฒนาของกรรมการได้อีกด้วย

#### BOARD SKILLS MATRIX



#### Executives

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

Name – Surname	Position
1. Mr. Boon Choon Kiat	Managing Director
2. Miss Sunantra Mahaprasitchai	Executive Vice President Finance and Accounting
3. Miss Jiraphat Chatphet	Executive Vice President Sales and Marketing Chewa 3
4. Mr. Nathanan Ratanaphan	Executive Vice President Sales and Marketing Chewa 1
5. Mr. Yuthana Boonsitivaraporn	Executive Vice President Operation

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. TorJor 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 2020 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 2020 on the 1 April 2020 resolved to approve the remuneration are as follows;

### Remuneration of Directors and executives

#### 1. Financial Remuneration

The Annual General Meeting of Shareholders in 2020 on the 1 April 2020 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 the Board of Director	60,000	60,000
Director	40,000	10,000
Independence Director	20,000	10,000
Chairman of the Audit Committee	40,000	-
The Audit Committee	20,000	-
Chairman of the Executive Committee	100,000	-
The Executive Committee	60,000	-
Chairman of the nomination and remuneration committee	40,000	-
The nomination and remuneration committee	20,000	-
Chairman of the corporate government committee	10,000	-
The corporate government committee	5,000	-
Chairman of the 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 compared to previous 3 years in 2018 to 2020 the details are as follows:

Director's Name	2018 (Baht)	2019 (Baht)	2020 (Baht)
1. Mr. Chartchai Panichewa	2,212,000	2,290,500	1,515,250
2. Mrs. Somhatai Panichewa	1,231,700	1,200,755	926,250
3. Mr. Boon Choon Kiat	475,000	256,500	261,250
4. Mrs. Supaporn Burapakusolsri	746,700	635,505	434,625
5. Mr. Chaiyut Techatassanasoontorn	621,700	559,505	368,125
6. Pol.Gen Visanu Prasattongsoth	90,000	440,755	204,250
7. Mr. Pinit Hamphanich	70,000	478,755	280,250
<b>Total</b>	<b>5,960,500</b>	<b>5,862,275</b>	<b>3,990,000</b>

**Remark** 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 2020, the remuneration for the three executive directors are shown as follows:

Director's Name	2018 <sup>(1)</sup> (Baht)	2019 <sup>(1)</sup> (Baht)	2020 <sup>(1)</sup> (Baht)
1. Mr. Chartchai Panichewa	770,000	1,054,500	997,500
2. Mr. Boon Choon Kiat	-	-	-
3. Mrs. Somhatai Panichewa	660,000	684,000	598,500
<b>Total</b>	<b>1,430,000</b>	<b>1,738,500</b>	<b>1,596,000</b>

**Remark** <sup>(1)</sup> the remuneration for the executive directors was meeting allowance only. Non - Financial Remuneration, The Company does not have any policy related to ESOP and EJIP.

## Remuneration for Executives

### 1. Financial Remuneration

In 2020, the remunerations paid for executives are as follows:

1.1 In 2020, one executive resigned as follows;

- Mr. Somnuk Prapruittitaweechai was Senior Vice President Operation, resigned on the 26th Aug 2020.

1.2 In 2020, one executive has started employment as follows;

- Ms. Oratai Arayayan, Senior Vice President Purchasing, has been promoted on the 26th January 2020.

Thus, as of the 31st December 2020, there are 12 executives.

1.3. Remuneration for executives in 2020 included all executives who resigned during 2020 and the existing executives.

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

Remuneration for Executives	2018		2019		2020	
	Amount (Person)	Remuneration (THB)	Amount (Person)	Remuneration (THB)	Amount (Person)	Remuneration (THB)
Salary and Bonus	10 <sup>1</sup>	20,251,172.00	12 <sup>1</sup>	28,879,783.00	12 <sup>1</sup>	22,573,193.00
Others		1,509,122.00		2,768,284.00		2,555,029.00
Total	10	21,760,294.00	12	31,648,067.00	12	25,128,222.00

**Remark** <sup>1</sup> Remuneration is excluded one high-ranking executive

<sup>2</sup> Other remunerations (non-financial remunerations) included medical insurance, accident insurance and company car

## High-Ranking Executives

### Remuneration for High-Ranking Executives Policy (MD)

The Nomination & Remuneration Committee will consider the remuneration and bonus for high-ranking executives of the Company, then proposes to the Board of Director Committee for approval. The consideration is based on business performance of the Company, task implementation assigned by the Board of Directors, the Executive Committee and the Chairman of the Board of Directors. There are short-term and long-term remunerations. 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 consistence with the performance of the Company.

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 Executives in 2020 included financial remuneration, provident funds, social security funds and other income in amount of 8,859,690.00 THB.

### 2) Non - Financial Remuneration

Non-financial remuneration included medical insurance, accident insurance and company car.

## PERSONNEL

The structure of human resources management of a group of 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 a group of companies is 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. The Executive Committee and Managing Directors of the Company will consider the remuneration for staff to encourage them to efficiently perform their duties in line with the annual business plan. It is stated in the policy that the overall remuneration must be consistent with the performance of the Company both in the long-term and in the calculated from the performance evaluation of staff. Based on PMS Performance Management System, 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. The information compiled from the evaluation will be used for other human resources purposes 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 2020, there were 192 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	29	47	76
2. Construction and Support	37	25	62
3. Business Development	4	10	14
4. Finance and Accounting	8	5	13
5. Corporate Affairs	12	12	24
6. Temporary Staff	2	1	3
<b>Total</b>	<b>92</b>	<b>100</b>	<b>192</b>

**Remark:** In 2020, there were fifty-seven employee resigned (thirty-three male and twenty-four female)

## Remuneration and Welfare Paid to Staff of the Company

### 1) Financial Remuneration

Remuneration for employees in 2020 included financial remuneration, bonus, provident fund, social security funds and Employee Joint Investment Program: (EJIP), are as follows;

Remuneration	Amount (THB)	
	2019	2020
Salary	95,912,549.00	70,644,661.00
provident fund	2,864,620.00	3,404,665.00
social security fund	1,429,543.00	882,970.00
Employee Joint Investment Program: (EJIP)	1,120,806.00	355,658.00
Other Remunerations	10,808,934.00	7,842,059.00
<b>Total</b>	<b>112,136,452.00</b>	<b>83,130,013.00</b>

### 2) Non – Financial Remuneration

Non-financial remuneration included medical insurance, accident insurance, Best Employee Rewards, uniform, New Year Party, etc.

#### Provident Fund

The Company and its 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-

## Employee Development Policy

The Company is conscious 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. There will be co-responsibilities in training and employees developing.
  - 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.
  - Supervisor will be responsible for training and developing program by considering from the training plan.
  - The Employees must be earnest to improve themselves according to developing plan and changing in company mission.
3. Employee training and developing consists of two parts; on the job training and management and organizational behaviors training defining to the circumstance and necessary.
4. The company provides the training to support employee's capabilities and increasing efficiency in work by self-operation and external institutions. 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 2020, the Company focused on the development of capacity and professionalism of employees of the Company. There were training courses in every work level, for example, the company supports the employees related to Corporate Governance to directors, audit committee, executives and company secretary etc. to improve potential of work both internal and external training course as follows;

Internal Training Course in 2020 was on the job training and/or coaching, the supervisor or trainer is important to develop to subordinate such as;

Course	Objective
Connecting with Customer through Google My Business	Employee is able to use "Google My Business" in the right way, directly free access to the clients, increase the number of the clients more easily with good company profile so as to get more clients from many channels.
Easy Chewa Procurement (Class 1,2)	Employee is able to use the company's operation system in procurement module correctly, precisely and comfortably.
Professional Excel (Class 1,2)	Employee knows the duties or abilities of MS Excel such as creating / editing excel tables, knowing how to use Excel functions, creating / analysing graph, data summary and being able to set the security system.
Housing and Condo Loan Approval (class 1, 2, 3)	Employee is able to give basic advices to the clients, analyse client ability prior to submit to Banks.

Course	Objective
MICRO INFLUENCER (Class 1,2,3,4)	For employees to learn and practice as a Micro-Influencer for creating content in the social media marketing and how to manage relevant budgets properly.
Contents Writing on Facebook to Impact Clients	Employee knows and understands how to do content writing on Facebook to impact the consumers effectively.
Real Estate Developer must know basic law (Housing)	Employee knows and understands the law of Real Estate Developing (policies such as Land Development, Building Control etc.) Including with land analysing / selecting.
Real Estate Developer must know basic law (Condo)	Employee knows and understands the law of Real Estate Developing (policies such as Land Development, Building Control etc.) Including with land analysing / selecting.
Basic to Facebook & Google	Employee knows and understands the basic Facebook & Google so as to apply to the job.
How to Canva (class 2)	Employees can easily design various online print media. By applying Canva's wide variety of standard formats, users are not required to have basic graphic designer knowledge.
PDPA	To prepare and deal with the Act, the dissemination of information, the correct collection methods of personal information. And impacts arising from the dissemination of personal information.
How to build Housing Standard Process to please the customers (class 1,2)	Employee is able to give basic advices to the clients effectively such as company standard of construction.
Anti-Corruptions, Enhance Ethics and Morality in Organization	Employee acknowledges and understands the Anti-Corruptions policy in organization for all levels.
Code of conduct for business	Employee cognitive testing Code of business ethics of the company.



Besides, the company focused on the important of continuously developing of the employees by sending them for their individual course training instructed by a reputation Institution, such as:

No.	Course
1	Real Estate Direction VS Economy in early 2020
2	Environmental Impact Assessment Report
3	PDPA (Personal Data Protection Act)
4	How to gain more income through Tik Tok
5	Real Estate Direction VS Economy mid of 2020
6	How to Make Conflict Resolutions for Construction Business
7	Leadership Skills for Auditors
8	CFO Refresher Course
9	TFRS 2021
10	e-Withholding Tax & National e-Payment
11	VAT — Misunderstanding Point & How to correct
12	New TFRS effects Financial Statement and COVID-19 Relief Measures?
13	Digital Transformation — Planning & Budgeting and Expense Management
14	Green House Effects Policy : Opportunity, Challenge and Assessment
15	Fundamental of Sustainability in Business
16	Financial Management Strategy in the age of New Normal
17	Management Discussion and Analysis : MD&A
18	Advance Sustainability Strategy in Business
19	Sustainable Supply Chain Management Class 2
20	New Normal of Communication in Digital & Crisis Turbulence
21	Understanding and Ready for Sustainability Assessment year 2020
22	Readiness for Listed Company to prepare for the Personal Data Protection Act 2019
23	Online Meeting Preparation for Company Secretary
24	Readiness for Company Committee and High Ranking Executives to prepare for the Personal Data Protection Act 2019
25	MAI Sustainability Strategy Program 2020
26	Independent Director Forum "Inside CEO Succession: Essential Guide for Board"

No.	Course
27	Director's Briefing 7 "Building A Consumer Centric Boardroom from Insights to Delight"
28	Board War Room EP.7 "Personalized Marketing vs. Data Privacy: Engaging You Customers while Protecting their Identities"
29	Director Briefing "The Roles of Directors during COVID-19: Financial Reporting, Leadership and Beyond"
30	Board War Room Series # 6 "People Readiness after COVID-19"
31	Board War Room Series 5: "Cybersecurity Enters the Boardroom"
32	Director Briefing COVID-19: "Business implications and the new normal"
33	Board War Room Series 3: "Key Business and Legal Issues to Consider in Light of COVID-19"
34	Board War Room Series 2: "Leading Your Business Through Pandemic Time"
35	Board War Room Series 1: "Financial Immunity in Pandemic Time"

In 2020, the Company focused on the development of capacity and professionalism of staff of the Company for sustainability. The Company had a training course at the average of 98.25% per year, 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 for new employees that able to adapt through various activities such as introduction to the organization (whether 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 the trust in organization. One-Hundred percent success of number of employee and Ninety-Eight percent success for number of topics.

## Use of Innovations for Time Processing Tasks, Approval of Leave, Approval of Overtime Pay for Employees

The company has improved the employee time attendance system using GPS coordinates, which the Human Capital Department uses the HumanOS (HR System on cloud) system, which employees can use mobile applications instead of time scans using fingerprints. This system makes it more accurate and more convenient for employees, including the human capital department can check the information in real time. In addition, supervisors can also approve leave or request for authorization of overtime of subordinates via mobile phones at all locations.

There will be a notification system to the mobile application system of the commander, which the mentioned innovation began to be effective from January 8th, 2019.

## Code of Conduct

The company follows good corporate governances in order to ensure that operations are efficient, transparent and fair with corporate social and environmental responsibilities. The company also focuses on continuously improving businesses and creating values for all stakeholders.

The committees set the code of conduct as the “policy” for the committees, managers and employees at all levels to study, understand and strictly comply with in order to create organizational cultures and to make all stakeholders trust that the company can conduct the businesses for creating economic, social and environmental values under the good corporate governances.

In the 3/2563 quarter; the company conducted the specific training about the code of conduct in order to communicate policies to the managers and employees at all levels, to make them clearly understand the policies with the self development job training through the e-learning system, to create the evaluation process for ensuring that they comply with the ethics for receiving and handing complaints according to the whistle blowing policy, and to report the committees.

### **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 2020, 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 acknowledges 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 to all the employees to take care and clean in self-area.
- 4) To assign to all the supervisor to be good role models and good leaders for the subordinates, and motivate the subordinates with safe work.

Regarding the hygiene and environmental safety of the employees, the company had the campaign educating the employees for handling the risks from work environments. Particularly, the fire evacuation training was conducted every year in order to maximize the safety and to implement the fire emergency model, which is a measure that prevent and reduce hygiene risks for the employees.

## Health

- 1) 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.
- 2) The company provides annual physical check-up by the good reputation hospital.
- 3) To do the pest control in the office for sanitary and clearness place for work.
- 4) In the Covid-19 Pandemic situation, the company has precised policy so as to act accordingly to the company measures such as Spray disinfectant, touching spot cleaning, social distancing policies for both employee and customers.

## Summary of accident, leave rate or sickness rate from work and absence rate in year 2020

Details	2019	2020
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](http://www.chewathai.com), which is available in both Thai and English versions or SET's website [www.set.or.th](http://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](http://www.chewathai.com).
11. The Company shall invite minority shareholders to propose appropriate agendas to be considered by the shareholders' meeting in advance before 90 days through information system of the Stock Exchange of Thailand and the Company's website [www.chewathai.com](http://www.chewathai.com) in customer relations section for the annual general shareholders' meeting.

Resolution of the corporate governance committee Meeting No. 3/2020, held on 7 August 2020, required shareholders to participate in decision-making on important matters of the company by giving rights to minority shareholders to be able to propose additional meeting agendas in advance before the date of the shareholders' meeting. The Board of Directors would consider the appropriation of proposing matters offered by shareholders to the meeting agenda and provide the rights of minority shareholders to nominate persons to be considered as committee members as well as allow shareholders to submit questions in advance of the meeting date. For the 2021 Annual General Meeting of Shareholders, which will be held on 1 April 2021, the Board has overseen the disclosure of such rules to the shareholders between 11 November 2020 to 11 January 2021.

## 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](http://www.set.or.th) and the Company's website [www.chewathai.com](http://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 indicate 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](http://www.set.or.th) and the Company website [www.chewathai.com](http://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 issue 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 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.

## 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, 27<sup>th</sup> floor, Unit D  
Rama 4 Road, Thung Mahamek Sub-district, Sathorn District  
Bangkok Metropolis 10120
- 3) Email:** [auditcommittee@chewathai.com](mailto:auditcommittee@chewathai.com)
- 4) Website:** [www.chewathai.com](http://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 2019, 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 committees considered that the company has to have the appropriate policy(ies) for disclosing data including that about legal compliances, ethical practices, anti-corruption, fair treatments for the stakeholders, human rights, corporate social and environmental responsibilities that reflect creating values for the company and the stakeholders. The data have to be transparently disclosed to the stakeholders including the shareholders, customers, employees and other individuals as described below.

### 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](http://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 2020, 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 executives had provided the overview of the operations and answered questions for analysts and investors. such as company visits, conference calls, as well as analyst meetings for providing information to analysts and investors and giving them opportunities to ask questions and various questions directly from the executives. Moreover, to ensure the confidence in the eyes of analysts as well. In addition, there were 2 analyst meetings for the year 2020, during February 2020 at Aetas Hotel Lumpini and August 2020 at Mandarin Hotel.

Participated in the activity of listed companies to meet investors (Opportunity Day) for the year 2020 at the Stock Exchange of Thailand, which was held on a quarterly basis to meet with investors and securities analysts in order to provide information highlighted in the clarification of the operating results of each quarter, totalling 4 times, which were (1) March 19th, 2020, (2) June 1st, 2020, (3) September 3rd, 2020, and (4) November 30th, 2020.

Roadshow to provide investors information about business operations, results, progress in various fields, including industry conditions, status, and trends of operations at that time. For the Roadshow for the year 2020, the company had participated in activities that were organized by 3 securities companies in June 2020, namely (1) Asia Plus Securities Company, (2) KTB Securities (Thailand) Public Company Limited, and (3) Globlex Securities Company.

Site Visit for the shareholders to visit the business and the progress of the project for the year 2020 Chewathai Kaset-Nawamin Hotel on 17 September 2020.

- 2) Provided public relations news to the mass media, whether in newspapers, magazines, or various journals about the company's business, company performance, including interviews with the company executives, managing director. The company organized activities for the 2020 annual business operation plan announcement on February 18th, 2020 at Aetas Hotel Lumpini.
- 3) Provided information via the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, consisting of Form 56-1 financial statements of the company, quarterly financial statement analysis report, and others. Shareholders, investors, and the general public were able to ask for information and questions by contacting the investor relations department.



### Investor Relations Awards

Chewathai PLC. organized an activity for shareholders to visit the Chewathai Kaset-Nawamin and was welcome by Sunantra Mahaprasitchai (CFO) with the management. The Objectives of this activity the company realizes the importance of operating the business according to the principles of good corporate governance. It aims to build confidence and satisfaction to the shareholders. To enable the company to grow sustainably in the long term the company is ready to disclose accurate, complete and transparent company information, as well as provide opportunities for shareholders to visit the Company's businesses and to acknowledge the progress of the project.



The company established the Investor Relations Department to communicate and provide information to the target groups, shareholders, institutional investors, individual investors, securities companies, journalists, and the general public equally to make them receive the company's information accurately, completely and timely; to show information regarding the operating results and future business plans to be the information in making investment decisions and building credibility for the company. The company discloses information consistently and systematically through various channels. The company also established the investor relations ethics to enable the executives and employees involved in the investor relations to use as the guidelines in performing their work correctly, completely and transparently by adhering to the interests of the shareholders and all stakeholders.

In 2020, the company organized investor relations activities to disclose the company's information to the investors that can be summarized as follows:

Activities	Times
Analyst Meeting	2
Opportunity Day @ SET	4
Roadshow	3
Annual business operation plan announcement	1
Site Visit	1

In addition to the above activities, the company has a means of disclosing information through the news system of the Stock Exchange of Thailand, the company's website at [www.Chewathai.com](http://www.Chewathai.com) that the information on the website is updated regularly, including the dissemination of various press releases via social media and various printed media as well.

Moreover, the company has tools or investor relations documents (IR Materials) to publicize the information of the company to be used as the information for investment decisions as follows:

1. Annual financial statements and Quarterly financial statements
2. Annual Report
3. Form 56-1
4. Management's Discussion and Analysis (MD&A)
5. Company Snapshot
6. Presentation Material
7. Sustainability Report
8. Investor Newsletter

**Interested persons can make an inquiry and a contact the Investor Relations Department at  
Chewathai Public Company Limited**

**Address :** 1168/80 Lumpini Tower 27th floor Rama4 road, Tungmahamek area, Sathorn district, Bangkok 10120

**Website :** [www.chewathai.com](http://www.chewathai.com)

**Telephone :** (02) 679 8870-4 or Call center : 1260 Press 3

**Email :** [ir@chewathai.com](mailto:ir@chewathai.com)

The Company disseminates information and answered questions about the Company's overall the operation for the third party, such as Shareholders, Investors, Mass Media, Stakeholders. The Company has a Silent Period policy to providing face-to-face information or group think meeting in seven days before disclosure Quarterly Report to The Stock Exchange of Thailand.

## **2. Customers**

The Company disseminates information about its projects through online channels including [www.chewathai.com](http://www.chewathai.com) and [www.facebook.com/CHEWATHAI](https://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.

The committees still value and set personal data guidelines such as data collection, storage, usages and disclosure. This includes risk management that may affect the freedom of individuals in order to have appropriate data protection standards.

## **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 2020 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 Directors 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 Panichchewa	1. President of Thaisri Insurance Public Company Limited 2. Director / President of ATP 30 Public Company Limited 3. The Authorized director of the Company of Cathay Lease Plan Public Company Limited 4. The Authorized director of the Company of TTL Industry Public Company Limited
2.	Mrs. Somhathai Panichchewa	1. Director of ATP 30 Public Company Limited 2. Director / CEO of Amata VN Public Company Limited
3.	Mr. Boon Chun Kiat	None
4.	Mrs. Supaporn Burapakusonsri	Independent Director of Thaivivat Insurance Public Company Limited
5.	Mr. Chaiyut Techatassanasoontorn	Director / Independent Director of TTL Industry Public Company Limited
6.	Pol.Gen. Visanu Prasatthongosot	1. Independent Director / Audit Committee President of Finansia Syrus Securities Public Company Limited 2. Director of Bangkok Air Public Company Limited
7.	Mr. Pinit 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.

### 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. Ensuring that personal information practices such as collection, storage, use, and disclosure of personal information including managing risks that may affect the freedom of the person. It can be an appropriate data protection measure. Also, the handling of personal information is controlled under established measures and regularly performed risk assessment.
13. Examine their own performance results on annual basis.
14. Examine and assess appropriateness of Executive Committee Charter and propose any amendment thereto to the Board of Directors.
15. Perform other tasks as assigned by the Board of Directors.

## Committees

The Board of Directors of Chewathai Public Company Limited as of 31st December 2020 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

### 3.1) 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 2020, the Audit Committee consists of 3 members as follows:

- |                                   |                                 |
|-----------------------------------|---------------------------------|
| 1. Mrs. Supaporn Burapakusonsri   | Chairman of the Audit Committee |
| 2. Mr. Chaikut Techatassanonntorn | Audit Committee                 |
| 3. Mr. Pinit 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. Control the operations by following the policy and measures against the corruption of the Company.
4. 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.
5. 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.
6. 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.
7. 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:
  - a) Opinions on accuracy, completeness and reliability of the Company's financial reports.
  - b) Opinions on sufficiency of the Company's internal control system.
  - c) Opinions on compliance with the law on Securities and the Stock Exchange of Thailand or other laws related to the Company's business.
  - d) Opinions on appropriateness of the auditor.
  - e) Opinions on any transactions which may cause conflict of interest.
  - f) Number of the Audit Committee's meetings and attendance of each member of the Audit Committee.
  - g) Opinions or overall comments obtained by the Audit Committee after performance in accordance with the Charter.
  - h) Other transactions which should be acknowledged by shareholders or general investors within the scope of roles and responsibilities assigned by the Board of Directors.
8. Review, evaluation results of the adequacy and suitability of the audit committee charter annually.
9. 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.

### 3.2) 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 2020, the Executive Committee are comprised of 3 members as follows:

- |                               |                                     |
|-------------------------------|-------------------------------------|
| 1. Mr. Chatchai Panichchewa   | Chairman of the Executive Committee |
| 2. Mrs. Somhathai Panichchewa | Executive Committee                 |
| 3. Mr. Boon Chun 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

### 3.3) 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 2020, 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.Gen. Visanu Prasatthongosot Chairman of the Nomination and Remuneration Committee
2. Mrs. Supaporn Burapakusonsri Nomination and Remuneration Committee
3. Mr. Chaiyut Techatassanasiintorn 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. The policies and criteria about the compensations and benefits of the committees, managing directors, and top managers were reviewed according to strategies, goals, experiences, duties, scopes and responsibilities.
3. The various qualities of the committees were specified in the terms of skills, experiences, characteristics, genders and ages required for achieving main objectives and goals by creating the tables of the qualities in order to ensure that the committees have the appropriate qualities that can meet the needs of the stakeholders.
4. 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.
5. Review, evaluation results of the adequacy and suitability of the Nomination and Remuneration Committee charter annually.
6. Perform other tasks as assigned by the Board of Directors upon agreement of the Nomination and Remuneration Committee.

### 3.4) Corporate Governance Committee

Corporate Governance Committee shall be appointed by the Board of Directors and consist of 3 members. As of 31 December 2020, the Corporate Governance Committee are comprised of two independent directors and one executive director as listed below.

1. Mr. Chaiyut Techatassanasiintorn Chairman of Corporate Governance Committee
2. Mrs. Supaporn Burapakusonsri Corporate Governance Committee
3. Mr. Boon Chun 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. Review, evaluation results of the adequacy and suitability of the Corporate Governance Committee charter annually.
6. Perform other tasks as assigned by the Board of Directors upon agreement of the Corporate Governance Committee.

### **3.5) Risk Management Committee**

Risk Management Committee shall be appointed by the Board of Directors and consist of 3 members. As of 31 December 2020, the Risk Management Committee is comprised of two independent directors and one executive director as listed below.

- |                                     |                                       |
|-------------------------------------|---------------------------------------|
| 1. Mrs. Supaporn Burapakusonsri     | Chairman of Risk Management Committee |
| 2. Mr. Chaikut Techatassanasiintorn | Risk Management Committee             |
| 3. Mr. Boon Chun 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.
5. Review, evaluation results of the adequacy and suitability of the Risk Management Committee charter annually.
6. Perform other tasks as assigned by the Board of Directors upon agreement of the Risk Management Committee.

#### 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 seven days in advance 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 2020 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. Chartchai Panichewa	7/7	100%	-	-	12/12	100%	-	-	-	-	-	-
2. Mrs. Somhatai Panichewa	7/7	100%	-	-	12/12	100%	-	-	-	-	-	-
3. Mr. Boon Choon Kiat	7/7	100%	-	-	12/12	100%	-	-	4/4	100%	4/4	100%
4. Mrs. Supaporn Burapakusolsri	7/7	100%	4/4	100%	-	-	2/2	100%	4/4	100%	4/4	100%
5. Mr. Chaiyut Techatassanasoontorn	7/7	100%	4/4	100%	-	-	2/2	100%	4/4	100%	4/4	100%
6. Pol.Gen Visanu Prasattongsoth	4/7*	57%	-	-	-	-	1/2	50%	-	-	-	-
7. Mr. Pinit Harnphanich	7/7	100%	4/4	100%	-	-	-	-	-	-	-	-

Remark : \* Pol.Gen Visanu leaf the Board of Directors Meeting No. 1, 2, 4 on 22 January, 14 February and 1 April 2020 and leaf the Nomination and Remuneration Meeting No. 1/2020 on 14 February 2020 because of a public mission.

### Meetings between Non-Executive Directors

The the Board of Directors has set a policy for non-executive directors to have meetings among themselves to discuss various issues regarding management matters that are of interest, such as management strategies, growth guidelines, nomination and remuneration process that is carried out without the influence of the shareholders with control and the management department. The management department could operate according to the specified policies and goals. The number of board meetings, the number of times, each committee member's attendance, and independent directors could work independently with the board of directors and management department etc. The meetings did not include the management department and informed the meeting results to the board of directors and the managing director. In 2020, there was 1 meeting between non-executive directors, held on 13 March 2020.

### 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

### 5.1) 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.

## **5.2) 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.

### 5.3) Nomination of the Board of Directors

The Board of Directors shall be nominated by the nomination and remuneration committee will mutually consider and nominate qualified individuals. Opportunities are provided for the shareholders to nominate qualified individuals at the meeting of the company's committees 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.

To nominate committees and managing directors, the committees emphasize on analyzing the skills of the current committees and skill matrix in order to find committees with appropriate qualities.

The structures of the committees include their skills in different fields required for performing their duties. The "board skill matrix" is used. It is a checklist indicating whether the skills of the current committees are enough or not. It can also set clear goals for finding new committees or leaders in the company as well as make plans for training and improving the committees.

### 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:

- (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.

#### **5.4) 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.

#### **5.5) Nomination of the Top Management**

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.

#### **5.6) 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.

Also, the authority to approve important transactions, The board reviewed the approval authority at the board meeting no.5 / 2019 on August 8, 2019, to ensure the company has an effective implementation of the policy. Authorization of important items on various issues including (1) Corporate management (2) Budget (3) Procurement (4) Project sales (5) Human resources (6) Administrative (7) Administrative work Marketing (8) Accounting & Finance (9) Legal By dividing the authority to approve transactions according to the line of command such as the committee level, the executive committee level, the chairman of the board, the managing director level, etc.

## 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.

### Chairman

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. The Chairman of the Board is not an independent director. The company, therefore, appointed more than half of the independent directors under the principles of good corporate governance (CG Code).

### 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 2020, 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 2020 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 99.43 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 2020 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 result is 99.68 percent which reflects the excellent level of performance.**

The evaluation results of the sub-committees in 2019 can be summarized as follows:

1) *Audit Committee*

**The result is 100 percent which reflects the excellent level of performance.**

2) *Executive Committee*

**The result is 100 percent which reflects the excellent level of performance.**

3) *Nomination and Remuneration Committee*

**The result is 97.92 percent which reflects the excellent level of performance.**

4) *Risk Management Committee*

**The result is 97.50 percent which reflects the excellent level of performance.**

5) *Corporate Management Committee*

**The result is 99.17 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 2020 are as follows:

- 1) Structures and qualifications of the committees
- 2) Committees' meetings
- 3) Roles, duties and responsibilities of the committees

**The result is 99.68 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 2020 was already presented to the Board of Directors' Meeting No. 1/2021.

## 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 Panichchewa	Director Accreditation Program (DAP) class 9/2547
2.	Mrs. Somhathai Panichchewa	Director Accreditation Program (DAP) class 104/2551
3.	Mr. Boon Chun Kiat	Director Certification Program (DCP) class 155/2555
4.	Mrs. Supaporn Burapakusonsri	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) class 87/2554</li> <li>- Role of the Compensation Committee Program (RCC) class 13/2554</li> <li>- Director Certification Program (DCP) class 172/2556</li> <li>- Advance Audit Committee Program (AAP) class 23/2559</li> </ul>
5.	Mr. Chaiyut Techatassanasoontorn	Director Accreditation Program (DAP) class 119/2558
6.	Pol.Gen. Visanu Prasatthongsot	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) class 11/2547</li> <li>- Audit Committee and Continuing Development Program (ACP) class 7/ 2548</li> <li>- Finance for Non-Finance Director (FN) class 19/2548</li> <li>- Corporate Governance for Capital Market intermediaries (CGI) class 3/2558</li> <li>- Advance Audit Committee Program (AAP) class 20/2558</li> </ul>
7.	Mr. Pinit Hanpanich	Director Accreditation Program (DAP)

No.	Name	Training Programs
8.	Ms. Chanisara Yingnok	<ul style="list-style-type: none"> <li>- Corporate Governance for Executives (CGE) class 15/2562</li> <li>- Role of the Company Secretary in shaping Corporate Culture” (R-CSF) class 1/2562</li> <li>- Effective Minute Taking (EMT) class 37/2560</li> <li>- Anti-Corruption the Practical Guide (ACPG) class 35/2560</li> <li>- Company Reporting Program (CRP) class 16/2559</li> <li>- Company Secretary Program (CSP) class 75/2559</li> <li>- Advances for Corporate Secretaries class 2/2559</li> <li>- Fundamentals for Corporate Secretaries class 2/2559</li> </ul>

In 2020, the board of directors had participated in various training and seminars from standardized institutions, which has gained trust and popularity internationally, such as Ernst & Young, PwC, and the Federation of Accounting Professions in the royal patronage, the organizations that enhance and develop accounting professionals, including the Thai Institute of Directors (IOD), an organization that plays an important role in the development of directors and promote good corporate governance at the national level with details, as follows:

No.	Name	Training Programs
1.	Mrs. Supaporn Burapakusolsri	<ul style="list-style-type: none"> <li>• Summary of content and case studies of TFRS 15 by Federation of Accounting Professions</li> <li>• Accounting information 1, 2 by DBD</li> <li>• Ethics and Financial Reporting Standards for Non-Public Entities by DBD</li> <li>• Financial statement analysis by DBD</li> <li>• Cash Flow by DBD</li> <li>• Director’s Briefing 10 “Driving Organizational Culture from the Boardroom” by IOD on 4 December 2020</li> <li>• Independent Director Forum “Inside CEO Succession: Essential Guide for Board” by IOD on 29 October 2020</li> <li>• Chairman forum “Leading Boardroom Through Disruption What Directors Should Know?” by IOD on 14 October 2020</li> <li>• Accounting Standards 2020 by PwC on 24-25 Sep 2020</li> <li>• Director’s Briefing 7 “Building A Consumer Centric Boardroom from Insights to Delight” by IOD on 28 August 2020</li> <li>• Management Discussion and Analysis (MD&amp;A) by TLCA on 30 July 2020</li> <li>• Board War Room EP.7 “Personalized Marketing vs. Data Privacy: Engaging You Customers while Protecting Their Identities” by IOD on 10 July 2020</li> <li>• Director Briefing “The Roles of Directors during COVID-19: Financial Reporting, Leadership and Beyond” by IOD on 12 June 2020</li> <li>• Board War Room Series # 6 “People Readiness after COVID-19” by IOD on 5 June 2020</li> <li>• Board War Room Series 5: “Cybersecurity Enters the Boardroom” by IOD on 27 May 2020</li> <li>• Director Briefing COVID-19: “Business implications and the new normal” by IOD on 12 May 2020</li> <li>• Board War Room Series 3: “Key Business and Legal Issues to Consider in Light of COVID-19” by IOD on 28 April 2020</li> <li>• Board War Room Series 2: “Leading Your Business Through Pandemic Time” by IOD on 22 April 2020</li> <li>• Board War Room Series 1: “Financial Immunity in Pandemic Time” by IOD on 20 April 2020</li> </ul>
2.	Mr. Boon Chun Kiat	<ul style="list-style-type: none"> <li>• mai Sustainability Strategy Program 2020 by SET on 2 , 17 September 2020</li> </ul>

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

## 12. The Orientation for New Directors

The Nominating and Compensation Committee has considered a person, who is considered to be a qualified person to be a director and proposed to the Board of Directors for approval, when presenting to the shareholders' meeting for consideration and appointment, the company has informed the new and necessary information to the new directors for acknowledgment as follows:

### 1.) While invited to take the position of director

When the Board of Directors has approved to invite the persons to be a committee member, the company secretary presents information so that a person, who has been approached as a director is sufficiently informed about the company to make a decision whether to take a director, the details are as follows:

- (1) Company history, which consists of the date of establishment, the company memorandum of association, company's rules and regulations, the amount of registered capital, the number of ordinary shares, name list of major shareholders.
- (2) The nature of the company's business operation, which consists of the vision, missions, main business characteristics, product type, trademark, location of establishment.
- (3) Company group structure, organizational structure, major shareholders structure, board of directors structure.
- (4) Compensation and various benefits of directors.
- (5) Financial status and operating results for at least 1 year in the past.
- (6) The board's responsibilities, which consists of the board of directors charter, subcommittee Charter (if needed)

### 2.) New directors are appointed to the positions.

The company will provide the information for the new directors to understand the business operations and to prepare the document submission process in accordance with the legal requirements as follows:

- (1) Matters that the company must comply with the law, the company's stock trading and reporting self-interest, close relatives, relevant parties.
- (2) Name list of the the Board of Directors and sub-committees.
- (3) Minutes of the Board of Directors Meeting and the schedule for the past 1 year.
- (4) The company's related policies, such as Corporate Governance Policy, Internal Information Use Policy, Code of Conduct, etc.

However, in the year 2020, the company had not arranged the orientation for new directors.

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

In the past years including 2020, 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 nor 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 4 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 2020; the company's secretary made the announcement on the internal information control and the stoppage of trading the company's stocks in order to inform the committees, managers and employees. The committees and managers strictly complied with the announcement. The criteria for trading the stocks were not violated by using any information. The reports about holding the stocks also met the criteria.

The secretary made the announcement on the changes about holding the company's stocks in order to ensure that the committees and managers follow the guidelines specified by the Securities and Exchange Commission and the Stock Exchange under Section 59 of Securities and Exchange Act. The reporter(s) of holding the stocks must submit the copies of the changes about holding the stocks must send the reposts to the secretary in order to report the committees in the next meeting.

In the case that the reports were exempted, the Employee Joint Investment Program (EJIP) was a program for the committees and employees in order to motivate them to work.

### **Personal Data Protection**

The company set the policies and guidelines about the personal data protection for storage management, usages and disclosures in order to protect customers, suppliers, employees, visitors and all concerned individuals including the users accessing the data on the company's websites, to secure personal information, and to ensure that they use the data according to the objectives of the owners of the data under the Personal Data Protection Act B.E. 2562 as described below.

- 1) The company respects the personal rights of the customers, supplies, employees and all concerned individuals at the highest level.
- 2) The company directly asks the personal data as required by the management or laws.
- 3) The company informs the objectives of the data storage and usages as well as the rights to the owners of th data for acknowledgement and permissions first.

- 4) The company has the secure personal data storage, usage and processing systems.
- 5) The company has the data processing and protection officers in order to ensure that the personal data are used according to the objectives and permissions without damaging the owners of the data.
- 6) The specially controlled data such as ethnicities, political opinions, religious beliefs, sicknesses and criminal records require the clear permissions from the owners of the data in order to use the data carefully and confidentially.
- 7) The owners of the data have the rights to easily access, check, and cancel the permissions about the data at any time during the storage.
- 8) The owners of the data who are foreigners and immigrants have to store and use the data similarly to Thai owners.
- 9) To send the personal data to external or foreign organizations, the company strictly complies with laws.
- 10) The personal data stored and used by the company are protected as if the data are the properties of the company. It is prohibited to violate, disclose, exploit or destroy the data without the permission(s) from the data control officer(s). The violator(s) will be punished and sued at the highest level, and the violator(s) must fully compensate for any damage as required by laws.

#### Remuneration of the auditor

The Company shall pay the audit fee for the accounting period of 2019 to EY Company Limited as follows:

Audit Fee	2020	2019	2018	2017
Fee (Baht)	1,620,000	1,620,000	1,550,000	1,500,000

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-

## • **SOCIAL AND ENVIRONMENTAL RESPONSIBILITIES**



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:

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 wok 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.

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.



On 2019, Mr. Boon Choon Kiat, Managing Director received the Membership Certificate for the Thai Private Sector in the Collective Action Coalition Against Corruption in the 3rd and 4th quarter of 2019 with the ideology of conducting business with morality Adhere to social responsibility and stakeholders by following good corporate governance.

On 24 November 2020, The company has organized training to strengthen ethics to combat corruption in the organization and reiterating that employees are aware of and understand of important practices that are consistent with the policy.

### 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 compliant, 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](mailto:auditcommittee@chewathai.com)
- 3) By phone** : 11260 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 compliant 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 has been committed to conducting business in parallel with environmental control and management continuously. The company has passed the consideration and has been certified to the ISO 14001: 2015 environmental management standard system since 12 October 2019 and renew certificate on 14 September 2020. The company therefore focuses on raising awareness among employees to comply with ISO 14001: 2015 and acquiring the most efficient use of resources. 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.

- 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. 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.
- 4.5 Energy saving in office space By efficient use of electricity and air conditioning systems Turn off the electricity before lunch and 30 minutes before work to reduce hours of use. Including adjusting the temperature to suit Because adjusting the temperature every 1 degree will affect the energy use and cost of the air conditioner.



- 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 has organized training courses on operational standards, laws, and regulations related to the environment in accordance with the course "Environmental management system ISO14001: 2015 "

### **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.



## 6 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, and 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 nighttime with energy-efficient LED bulbs.
6. **Home Automation (IOT)** Today's technology. There is more influential in our lives or it may be called the Internet

of thing (IOT) to facilitate and together to create safety in daily life. Chewathai's projects also have projects that incorporate the home automation system to make the residents' homes more comfortable and safer in various aspects from the front, central, and the residential units of the project. First, in terms of comfort operation through applications on a smartphone or tablet whether in the room or outside the room can control turning off-on the electrical system in the room. It is also beneficial in terms of energy saving. In case the residents forget to turn off the lights, turn off the air conditioner, they can turn them off by themselves from the mobile phone. This makes the home automation system another option in controlling various energy costs so as not to be wasted.

In the matter of safety, the project has a checkout system with a key card and Bluetooth from the entrance until passenger elevators to achieve the utmost confidence in the room, it is able to access 4 residential systems such as keys, key cards, codes, and Bluetooth. But most importantly System is related to the health care of the residents in the project by installing a help button. That is directly connected to notify the emergency, signaling the building staff to hear and can travel to help immediately.

At present, condominiums in Thailand have not found many systems in this category. But life has realized the importance of the residents, especially the elderly, which is an age that requires immediate assistance for maximum safety and gives the residents 24 hours of peace of mind.

## 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.

### 2020 Activities

According to the management, the idea of creating unity within the organization and between personnel in various departments, both internal and external. Including promoting collaboration as a group, Therefore, a New Year event has been organized as an activity that will allow personnel to Meet up and Exchange ideas It also promotes relationships among internal personnel.

#### Value of sustainability

1. Personnel has the opportunity to join with the teams, socialize and exchange ideas.
2. Build good relations between departments in the future.

#### Operating results

1. Employees have more unity.
2. Employees are helpful and see the company's goals important.
3. in an activity evaluation form, the employees are fun and would like to organize the same activities every year.

#### Expanding future activities

In the year 2021, the company will set up a working group to manage and coordinate the annual tourism activities and sports to focus on the relationship.



## 2) Responsibility activities for the residents (customers)

In addition to legal compliance, The company also has a policy for employees to perform duties by following ethical principles. Businesses related to customers, as follows

1. Determined to create satisfaction and confidence for customers. To get good products and services, to provide quality products at a reasonable price.
2. Continuously improve the standard and maintaining good relationships and sustainability.
3. Commit to providing complete, accurate, and timely information and promoting communication and building relationships with customers continuously.
4. Determined to organize activities to increase privileges for customers. Including special activities and promote activities to community participation.

### Good practice:

- Determined to improve the quality of products and services for customers need continuously.
- Disclose news, information about products and services in a complete, accurate and timely manner. And does not misrepresent facts.
- Providing warranty for products and services under appropriate conditions Have a system to receive complaints about products and services and do the best to give customers a quick response.
- There's no place for profiteering as the same other quality of goods or services.

- Strictly comply with various conditions that are required by customers. If unable to perform must notify customers in advance to jointly find solutions.
- Seriously and consistently maintain customer confidentiality. Including not using customer information for their benefit and Related parties.

#### Activities for residents in the last year

1. From the case of going into the area for dredging drain pipe and took care of 25 Social Work community and nearby areas, this activity consisted of dredging drain pipe at Social Work 25 community and Premreuthai Village in Wangthonglang district for 0.5 kilometer in order to clean the waste accumulated in the pipe for the past year. This made the smooth draining of water in the pipe and can support higher quantity of rain during rainy season. This was an activity to promote nearby communities to amicably live with the project.



2. From the troublesome incident of stoppage of water supply in the area of Pracha Uthit road during October 2020, the executive and Chewa Care team brought in private water truck to reduce the trouble of residents inside the project of Chewathai in time in the total of 16 trucks (128,000 liters) and the work team contacting the water department and the municipality to also help the residents.



### 3) Chewathai Society

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 Chewathai 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. Activity for customers from Chewathai Society and Chewa Care

in lion dance activity to increase luck to give blessing to residents during Chinese New Year Festival by the performance of grand Lion Dance performance at Chewa Home project, Wong Wan-Lamlukka and Chewa Home Sooksawat-Pracha Uthit



### 2. Clean and Care activity preventing spreading of COVID-19.

Chewathai Socieity and Chewa Care joined hand in arranging protective equipment and getting rid of the virus to residents in Chewathai Phetkasem 27 and Chewathai Resident Asoke by emphasizing housekeepers to clean every common touching point every 1-2 hours for sanitation and health of residents in the project.



### 3. Happy Valentine's Day Activity

Chewathai Society delivered love to residents in Chewathai on Valentine's day by giving stickers to residents by adhering to the concept "reminiscing yesterday, giving love by sweet stickers" to post to loved ones. This was considered an activity promoting love and family relationship.





#### 4. Activity of controlling the spreading of the virus during COVID-19 pandemic

By arranging team to spray sterilizing agent to every project of Chewathai starting from the first project to the project being sold at the moment such as Chewathai Ratchaprarop, Chewathai Ramkhamhang, Chewathai Interchange, Chewathai Hallmark Jangwattana etc. The company prioritizes employees to publicize to residents in the project to take care of the sanitation more according to the slogan. #Chewathai cares about you, let's promote the protective measures against COVID-19.



#### 5. Joined hands with PTG and provided sterilizing spray to kill COVID-19 for residents of every project of Chewathai.

The company joined hands with PTG Energy Public Co., Ltd or PTG joined hands to publicize to give special right to residents of every Chewathai project free of charge!! By providing the service of sterilizing spray to kill COVID-19 in PT petrol station in every branch in Bangkok and nearby areas.



#### 6. Activity promoting other relationship such as ceremony in various occasions such as New Year festival, various religious festivals that the project can let residents join easily and widely by publicizing the occasion in advance to residents





### Sustainable value

The value of “sustainable development” in Chewathai’s projects, in addition to real estate development and public relations, is based on the principle of sustainable development. It’s the added value of friendly and valuable projects and lifestyles for people and the environment. “Chewathai society” and “Chewa care” are the key customer services.

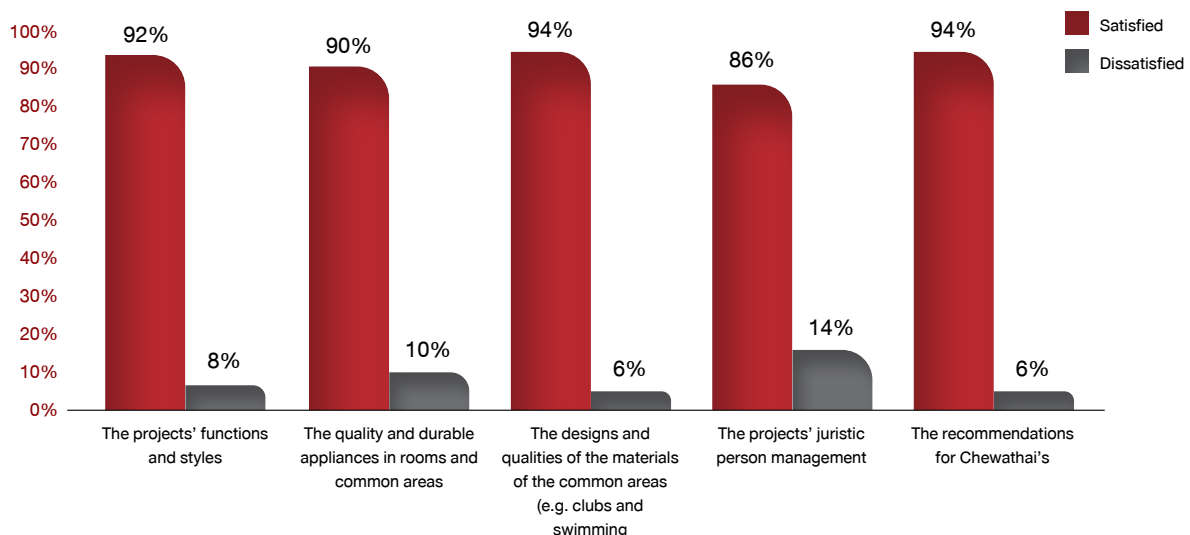
### Assessment

Arrange for evaluations after the activity has been completed within 3-7 days after the activity by evaluating the residents who have participated in the activities with the Chewathai Society by evaluating Will do the assessment both in the form of documents And conducting online assessments both via SMS according to the telephone number registered by the residents and via QR Code. The result of the evaluation of the satisfaction of every activity is 90%

The company is dedicated to satisfying customers. Thus, it focuses on researching and developing products in order to provide residential places meeting customer needs. Chewa care & Customer Relations manages customer data in order and after-sales service to make plans, meet their needs, and build good relationships with them. The company also had the market survey department surveying, researching and analyzing consumer needs in areas, project locations and public utilities. So, the company has enough databases for identifying the consumer needs, residential patterns, locations, and prices in order to continuously improve products and services.

### To manage customer satisfaction and stakeholders

with Chewathai’s visions to be the leading real estate developer for consumers that never stop providing products and services beyond customer satisfaction, we focus on managing and satisfying customers and stakeholders by evaluating customer satisfaction in all processes that the customers contact the company from giving projects’ information to providing after sales services for juristic persons as follows.



Processes	Evaluation Methods
1. The satisfaction towards the data services and visits	Customers can evaluate their satisfactions through the call center one to three days after visiting projects
2. The satisfaction towards the reservation and contract making services provided by the employees	Customers can evaluate their satisfactions via e-mail or the contact center three to seven days after making reservations/contracts
3. The satisfaction towards the services about the transfers of ownerships and the acceptances of residential places	Customers can evaluate their satisfactions via e-mail, SMS or the contact center three to seven days after making reservations/contracts
4. The satisfaction towards living for three to six months after transferring ownerships	Customers can evaluate their satisfactions via the e-mail, SMS, Contact center three to six months after transferring ownerships
5. The satisfaction towards repair and other requests	Customers can evaluate their satisfactions via Call center, SMS, Contact center seven days after repair or solution of problems by technicians
6. The satisfaction towards the transfers of ownerships to villages' committees or juristic persons	Customers, villages'/condominiums' committees or juristic persons can evaluate their satisfactions via e-mail, SMS or contact center after establishing the juristic persons or giving public utilities and transferring ownerships

### Organizational Overall Image

According to the performances in 2020, it was found that the overall satisfaction score of the current customers was 91.2%. The products and services have been improved in order to satisfy customers, especially after transferring ownerships. Examples are as follows.

- 1) The projects' after sales teams were improved by recommending services to customers living in the projects in order to develop good relationships with them, continuously sending them news letters about the common areas and public utilities in order to create good societies, and conducting CRM activities in the projects for the good relationships with them.
- 2) The services about repair requests were developed by having the Chewa Care team in order to make appointments for checking and repairing parts on the dates and time that the customers are convenient, to coordinate with projects, to check the repaired parts with the house owners in order to ensure that the repaired parts have good qualities and satisfactions. If the repaired parts are not good, then the parts will be fixed immediately. Contractors from relevant organizations are evaluated in order to ensure that the selected contractors are good for the projects.
- 3) The various channels for checking customer satisfactions were developed in order to reach customers by e-mail and SMS. The CRM system was developed in order to automatically evaluate results while the customers were interacting with the company for obtaining reliable satisfaction scores and improving services with the satisfaction evaluation system and data for instantly improving satisfactions.

#### 4) Expanding other activities in the future

Customer relationship management or CRM has more development plans. To organize activities for the residents (customers) every month which will be used during festivals or important days to conducted activities with residents by coordinating with the project's juristic person. Also, the Chewathai Society's official line has made more channels for communication, notification of repairs and receiving special activities. And also set a goal to increase special privileges at all the times, including discounts, roadshow, or activities that allow residents to participate, all of which will increase customer engagement with the Company. Operating results Engaging with our customers (customers) If we do our activities consistently, we will make our customers feel deep friendship with the Company and be well-informed. Even if the residents receive fast service as well, then it will be even more impressive because of customer care. Is the heart of customer relationship management.

#### 5) A project focusing on community and environment development (CSR after Process)

The company will focus on the development of communities and schools in remote areas. As well as supporting to give the things, including food and four other factors for various disadvantaged associations or foundations which has the following

##### 5.1) Community development project Ban Pa Lao School Group, Mae Tha District, Lamphun Province

Objectives for the children in the school and communities in remote areas that are far away from opportunities Have better living and quality of life and bring the things that the company promotes to the youth To develop the community to become aware of the maintenance of resources in the area And the art and culture of Tribes to remain with the community sustainably Method of operation This event The company is aware of the importance of young people to grow and have a good future. This year, the company received a different perspective. From every time ago While still adhering to the policy to access the true importance and problems from surveying the areas before taking any actions, showing that creating a good future requires many important components In driving community and society Sustainable development.

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 (Main 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. 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.



In 2020, the company will still focus on developing the potential of students. Even as the COVID-19 epidemic is increasing, both in sports, professional skills, and building renovations. And continues to hire teachers.



### Value of sustainability

Because the company is a junior in developer and have been searching for an identity to business, This project is considered to build a good reputation and image for the Company as an organization that recognizes and cares about social and environmental problems. Make customers aware of the good awareness of the Company. Therefore, this project is considered an investment that may not produce direct results in the short term. But is building a long-term solid foundation for Chewathai that focuses on creating sustainability.

### Operating results

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. The operation plan which occurred in the year 2021 which is as follows



**Phase 1: January - June 2021**

- Strictly implement spacing measures by the COVID-19 situation.
- Expand existing activities to branch schools.
- Implemented a plan for publicizing local music activities.
- Follow up performance

**Phase 2: July - December 2021**

- Promote knowledge Expertise of the Personnel Hired to Teach
- Send athletes to compete in other sports
- Added improvements to what was previously supported. To branch school
- Make a plan about earning income for local weaving activities.
- Follow up work at the end of 2021
- Track the usage of building a school building In the field of being a learning center and use it for the common part of the community

**5.2) Chewathai develops the society for sustainable community development**

To medical personnel of Uthong Hospital, Supanburi Province and Samut Sakhon Hospital, Samut Sakhon Province. Chewathai Public Co., Ltd by Mr. Jerdpong Meepadung and Mr. Pubet Samranreongjit were delegates to give Face Shield in the number of 1,500 units to medical team and nurses of Uthong Hospital, Supanburi Province for 1,000 units and Samut Sakhon Hospital, Samut Sakhon for 500 pieces to be part of the support and fighting with COVID-19 to medical personnel dedicating both labor and spirit in controlling and preventing and taking care of patients of COVID-19.

**1. “CHEWA giving Face Shield**

To medical personnel of Uthong Hospital, Supanburi Province and Samut Sakhon Hospital, Samut Sakhon Province. Chewathai Public Co., Ltd by Mr. Jerdpong Meepadung and Mr. Pubet Samranreongjit were delegates to give Face Shield in the number of 1,500 units to medical team and nurses of Uthong Hospital, Supanburi Province for 1,000 units and Samut Sakhon Hospital, Samut Sakhon for 500 pieces to be part of the support and fighting with COVID-19 to medical personnel dedicating both labor and spirit in controlling and preventing and taking care of patients of COVID-19.



## 2. Donate plastic bottles to make Tri-robies

Friends, partners, executives, and employees join Chewathai Goes Green, a great activity to reduce plastic waste. Promote the separation of waste in the organization Including the family of executives up to employees in the company To give to Chak Daeng Temple Samut Prakan Province To bring the resulting plastic bottle Go to donate to recycle into the tri-clad fabric. And various appliances For further benefits It is a project that helps to protect the environment. And campaigning for employees to participate in waste separation And reduce the use of plastic waste as well.



## 3. “Chewathai” joined hands with “SCG Packaging”

paper recycle, pioneering “Chewathai Hallmark Charan 13 to use paper or used paper container in condominium to recycle as child toys leading the project “Chewathai Hallmark Charan 13” as the first place and created garbage separation room so that residents would see the value of separating garbage to develop life quality of residents and reduce the problem of garbage overfilling the city. In this cooperation, it shows the determination of both organizations in managing the problem of garbage especially paper in a tangible way by using technology and the process of paper recycle to create products from paper and returned good things to society.

## 6) Corporate Social and Environmental Responsibilities (CSR in process)

There were involvements in developing communities, solving social problems, sustainably emphasizing on environments through business processes in order to reflect the dedication to develop the corporate social responsibilities.

In 2020, the company conducted activities that involved solving the problems and meeting the needs of communities, reducing unemployment, generating incomes, improving the lives of the people in the communities, and conserving the environments. The mentioned activities could improve the awareness of sustainable businesses. Particularly, the company cooperated with the suppliers in order to conducting the activities for the communities and societies.

The Company specified the target together in making the project CHEWA Goes Green to create awareness and cultivate conscience on saving of energy and resource and preserve environment in every level starting from directors, executives, employees and residents in various project of the company so that they can take part and has the same target in environment preservation.

- Paper garbage separation project for society and environment under the project name “Keep their paper”. The company joined hands with SCG Packing Public Co., Ltd (“SCGP”) which is a company in the group of Siam Cement Group in arranging points for office-type paper garbage and card box in various points in the office and various projects of the company by arranging people with responsibility to gather paper and sent to SCGP to bring into the Recycle process to help reduce the garbage amount and increase garbage value at the same time as separating paper garbage correctly and efficiently.

From paper garbage collected and sent to SCGP, it would be returned with value to the company and society. The office paper (or photocopying paper) can be changed as a new ream of A4 paper to be used in the office and card box could be exchanged into children toys or book shelves/desk/chair from card box or books or trees to donate in the CSR project and give to nearby community of the various projects of the company.

- Activity of construction and decoration might negatively impact the resource and environment especially the amount of construction material remnants from designing, dismantling, constructing of the project and garbage from consumption of the labor. If the conscience on environment could be created for concerned people to realize the impact from the work process and reduce energy use and reduce the amount of garbage by finding a way to reuse the resource to extend its use life as long as possible before it becomes garbage.

Project of reducing garbage from business operation under the project name “Low waste Less Plastic” as a tool in promoting and growing environment conscience to the company and business counterparts in order to find a way to manage the problems and damage from the business operation impacting the environment to the least and can permanently operate the business in an environmentally friendly manner.

The company started from providing knowledge about waste management in order to create awareness of environments for the employees and suppliers with the three goals as follows.

- The short term goal(s) aims at increasing the number of the suppliers joining the business development programs emphasizing on environments and applying the knowledge from the programs in order to provide environmental benefits in the company.
- The medium term goal(s) aims at including waste management in business processes by creating pilot programs with the suppliers.
- The long term goal(s) aims at expanding the scopes of waste management to other programs of the company, providing benefits for communities with CSR in process, and creating the environmental protection image.
- Each type of garbage separation project enables it to be used in other ways for society and environment under the project name “Reducing garbage permanently.” The company started the project of reducing garbage and separating garbage by starting from the arranging separating point of each garbage inside the office and started to disperse garbage point to the projects of the company. Responsible people were arranged to separate garbage into the Recycle process and reduce the amount of garbage and increase the value of garbage at the same time which is a correct and efficient separation of garbage.

The company donated plastic bottles (PET) from garbage to the environment learning center, Jak Dang Temple, Samut Prakan Province so that the temple would recycle it and made into woven thread and into tri-robos to monks and it could also create income to community around the temple and create occupation and sustainability to community. In garbage separation, apart from creating increased value, product received would create benefits in many dimensions.

There were activities helping the communities close to the construction project(s) of the company and suppliers in order to solve the problems of the communities. Some activities might be the positive and negative effects from the business processes; for example, flood prevention during the rainy season, solving construction problems where motorcycle taxi services were provided, and solving transportation problems for public benefits.

## Operations and report

Committee generate a CSR report and creating a CSR plan to be presented the Board of Directors annually, for comply with the policy of responsible business operations To society and the environment And operate by following the policy disclosed by the company Which will be disclosed in the registration statement Annual data Or prepare a sustainability report to be published every year after being listed on the stock market Throughout the period The company conducts business based on social responsibility to ensure sustainability. In the year 2019, the company is still determined to develop every process in various parts related. To create accountability in work and services by improving and developing new things to create motivation and added value to meet the needs that exceed the satisfaction of the customers Such as paying attention to every customer's needs Provide a full range of services, standards, accountability and correct standards within a specified period time. Also, the Company still focuses on cultivating employees to understand the goals of the organization and work with an awareness of social responsibility. And encourage employees to receive training to increase work skills and have to Participate in various activities for the benefit of society and the environment regularly The business operations that affect social responsibility in the year 2019, the company does not have any disputes. Due to the company's business operations relating to environmental and social laws and never examined or accused by any organization or department that its business operations hurt harm society, the environment, or do not comply with the corporate social responsibility policy set by the Company.



## • INTERNAL CONTROL AND RISK MANAGEMENT

Chewathai Public Co., Ltd continuously realizes the importance of internal control and risk management and supervision on the compliance of anti-corruption in both executive and operating level so that it would be efficient and effective. The company board of directors assigned committee to verify internal control and assessed sufficiency of internal control system to focus on the internal control system to be suitable to the business operation. There is employment of Thamaniti Internal Audit Co, Ltd which is an expert in internal control system audit and the company specified verification process by the internal audit of the company and specified report of the result directly to the audit committee so that the internal audit team can perform the duty independently. The audit committee will give approval in consideration to appoint, relocate, terminate and assess the work operation of Thamaniti Internal Audit Co, Ltd and the internal audit department and assigned the risk management committee to manage the risk by using the risk management frame of COSO ERM 2017 to drive the direction of the organization according to the operating direction on internal control with 5 frameworks of risk management according to the universal standard of COSO (The Committee of Sponsoring Organizations of the Tread way Commission) to improve and develop as a tool of the management department in developing internal control system and risk management of the organization in an integrated way along with the strategy and the result of the work operation so that it would be more perfect and there is specification of the risk management result to the risk management committee to propose to the company board of directors for consideration and acknowledgement.

In the meeting of the board of directors No 1/2564 on 15February 2021, the audit committee assessed the sufficiency of the internal control system by using the assessment form of the SEC which was the assessment of the 5 parts including 1) environment of the control 2) risk assessment 3) control activity 4) information technology system and data communication and 5) monitoring system. The audit committee had verified and considered and approved that the internal audit system of the company was sufficient and suitable. The company had enough personnel to operate according to the system efficiently. As for the meeting of the risk management committee, there was a risk assessment according to 6 components including 1) Governance & Culture 2) Strategy & Objective-Setting 3) Performance 4) Review & Revision 5) Information, Communication & Reporting and 6) Anti-Corruption. The risk management committee has considered and commented that there was assessment of the work operation and monitoring of important risk management that is sufficient and suitable which could be summarized as follows.

### 1. Governance and Culture

#### 1.1 Establishment of Risk Management Committee

The company board of directors had established the Risk Management Committee since 2017 in order to perform the duty of risk management and supervise the work operation according to various strategies and to supervise the business by specifying responsibility on risk management clearly in the charter by having committee with knowledge and expertise in risk management independently and not relating to conflict of interest that might happen.

#### 1.2 Establishes Operating Structures

The current organizational structure had risk management committee which consisted of independent committee and management committee which specified risk management policy and risk management structure along with monitoring and review important risk management report. The risk management committee had established the risk management team of 2020 for 18 people which the team members consisted of high-level executives from every work line to follow up, take care and analyze risk management in an operating level of each work department



and appointed Miss Suparat Ngasaptaweekun as the team leader who had knowledge and expertise in risk management. There were structure of report, decentralization and specification of the duty of executives according to responsibility and to have suitable ordering power consistent with the strategy of the company and followed the risk management policy under the supervision of company committee by making supporting/promoting work plan and develop the work operation according to the risk management work plan and internal audit, assessment and monitoring of the work operation according to important risk management plan and internal audit and presented the progress and report the risk management result to the company committee.

### **1.3 Defines Desired Culture**

Company committee specified risk management policy that the executives and every employee must follow and cultivate risk manage to be part of the work operation by specifying clear business operation target and can be measured. This was to be used as a guideline in the work operation of executives and employees and specifying the role, duty of the committee and executives to follow the law and the charter by specifying the main value as “producing quality product consistent with specified criteria (zero defect) and personnel in the organization efficiently” so that everyone can use their own ability fully in solving problems found and not limiting only the work in their responsibility and tried to find a way to solve various things and to love the company and to talk about the company in a good way and believe in the company and create the idea that the development of the company is the responsible of everyone in the company.

### **1.4 Demonstrates Commitment to Core Values**

The company is determined to follow the main value of the organization by holding on to the risk management as part of organizational culture, strictly following the responsibility, building responsibility to oneself and specifying suitable communication. Executives prioritizes value mainly and acted as an example in order to achieve the specified target by creating strong quality control system and laid down a process creating satisfaction and quick revision to deliver service to customers and create impression.

### **1.5 Attracts, Develops, and Retains Capable Individuals**

Company board of director promoted creating of human resource along with strategy and business objective such as training personnel in various aspects and continuous risk management and promote ability of employees, creating satisfaction and other compensation suitable to the work position in every level which the company specifies the policy and human resource management in writing such as selection, training and promotion, paying mutual interest etc with the policy in developing knowledge, ability of personnel continuously and survey the need in development and training of employees in each position by making annual training plan along with making report to compare plan training and process of recruiting, developing and maintaining every executive and employee so that they would have potential consistent with the business need and support the work expansion in the future and the company made important succession plan in every position starting from the executive level.

## **2. Strategy and Objective Setting**

### **2.1 Analyzes Business Context**

The company applied the integrated risk management with strategy specification and business objective. The company considered the impact from work management of the business that might happen and affect the risk level in the overall picture of the organization by considering from the external environment and external party with interest which were politics, economics, society, technology, law, competition condition and COVID-19 situation. As for consideration from internal environment and internal people with interest which were capital, people, process, technology and performance of the company by specifying the acceptable risks which were consistent with business objective as a guideline to follow the strategy and general work operation and factors prioritized by the organization.

## 2.2 Defines Risk Appetite

The risk management committee had considered risk appetite as the risk management committee laid down the improvement plan and defined risk appetite sufficiently and communication of acceptable risk to every work line clearly to create, maintain and promote the realization of the value of the company and arranged internal control activity which covered every activity sufficiently to the business operation in order to consistent with the target specified by the organization such as specification and review manual, approving power, work operating manual, safety control manual of technology system and specification of KPIs etc regularly to control the basic risk.

## 2.3 Evaluates Alternative Strategies

The company assessed incidents to find alternative strategies in solving and the impact that might cause risk of the company such as SWOT analysis, value assessment, income anticipation, competitor analysis and analysis of strategy that must support bond and vision and consistent with the main value and the risk appetite.

## 2.4 Formulates Business Objectives

↳ The company specified business objectives from vision, bond and main value of organization to be consistent and support strategy with work management of the business and risk management in the overall picture of the organization in order to be a guideline to perform according to the strategy and general work operation and factors prioritized by the organization and Key Risk Indicator (KRI) which would send signal to the company in advance on the risk that might happen to adjust the risk management to be suitable to current situation or additional recommendation which the risk management committee will report to the company committee to know the work operation of the risk management committee continuously.

# 3. Performance

## 3.1 Identifies Risk

The company specifies risk affecting strategy and business objective to cover every aspect such as customer risk, work operating risk, financial risk and risk on following regulation. All the risks will be recorded in the risk registry and updated so that they can be used to manage the risk that might happen quickly.

## 3.2 Assesses Severity of Risk

The company assessed the risk severity by assessing how much each factor might occur and if it happens, how much it would affect the organization and present to the risk management committee to improve.

## 3.3 Prioritizes Risks

The risk management committee had calculated the risk exposure and prioritizes the risk as the foundation in considering to select how to respond various risks by using sum of the risk level equal to the score between the possibility with the damage to prioritize and use in decision-making which risk should be dealt first.

## 3.4 Implements Risk Responses

The risk management team has assessed the severity of the risk by assessing the existing risk factor, chance for it to happen and if it happens, how much it would affect the organization to propose various options in responding to the risk such as avoiding of risk, reducing, transferring or accepting to the risk management committee to use with response method with each incident appropriately.

## 3.5 Develops Portfolio View

The risk management team gathered every point of risk to develop and assess the risk in the overall picture of the organization summarize in the form of Risk Matrix to present to the risk management to consider and report to the company board of directors.

## 4. Review and Revision

### 4.1 Assesses Substantial Change

The risk management committee monitored the economic situation closely and manage the risk to cover every dimension so that the company operate the business appropriately and achieve the target laid down under such situation which could enable the company to conduct the business in a stable way and to grow continuously by specifying risk management policy. Assessment of risk in organization level along with risk management measure is governance & Culture, Strategy & Objective-Setting, Performance, Review & Revision, Information, Communication & Reporting and Anti-Corruption Risk and Control Self-Assessment (CSA) of important process to assess the risk that might happen and efficiency of internal audit and assessment of corruption risk. The company had assessed the severity of the risk by assessing that how much each factor can happen and if it happened, how much would it affect the business by specifying and assessing various change inside and outside the business that might affect the strategy and important business objective such as resignation of high-level executives, business merging, COVID-19 pandemic, quick change of technology or rules, regulation in order to create suitable and sufficient protective system to reduce the impact that it might have to the business operation of the company and laying down of report system and monitoring the risk management result to be suitable and updated. Executives of the company had assessed the situation, risk and analyzed incidents that might affect and create damage to the company by specifying protective measure and monitoring incidents which were the cause of risk factor and measure in reducing those risks.

### 4.2 Reviews Risk and Performance

The risk management committee reviewed work operation result of the company and reviewed various related risks. For example, organization had work result according to the target or not, the organization assessed the risk accurately or not, organization considered the risk properly to the target or not, or there were other risk happening and might affect the organization. The risk management committee will review every 6 months in order to make sure that the risk management system could manage the risk sufficiently, appropriate and in time.

### 4.3 Pursues Improvement in Enterprise Risk Management

Risk management committee updated the organizational risk regularly especially at important change period or change from the circumstance affecting the risk management system such as spreading of COVID-19, failures of some business, the economic system inside and outside the country stopped or slowed down. The risk management committee will follow up the work operation according to the risk assessment and continuously provide improvement advice.

## 5. Information, Communication, and Reporting

### 5.1 Leverages Information Systems

The company had developed information technology system to cover every work process continuously to every department in the organization to provide convenience to employees to work conveniently and quickly and to reduce manual work and increase work efficiency so that it can support expansion and work operation of the company starting from budget system, procurement system, contractor advance payment control system, petty cash system, advancement, various deductibles and status notice system to counterpart to reduce the number of telephone calls handling. There would verification and specifying the right of approving authorization in each level as specified in the regulation of the company. Nowadays, there are SAP (Systems, Applications and Products in Data Processing), ICON selling program, Procurement System and company website development which supported management and presentation of data and support decision-making of executives and support every

user in every work line and prioritizes safety in the information technology system and storing data electronically by safety control of various systems according to the controlling policy of deactivating use right by setting the date to disable an account in advance according to the last day of effective resignation. In case employees forgot their password, they could request a new password by themselves. The system will send an email to employees directly for data safety.

## 5.2 Communicates Risk Information

The company provides channels to communicate via Intranet, Email, Facebook, Line and Website so that every employees can accept information relating to the target of the organization, policy, objective, responsibility, risk management report and regulation of the company so that they can comply and channels that executives can use to monitor the sale amount of various projects comparing with daily target and report such as selling, transferring amount (waiting for transfer) comparing with the target by specifying to report to high-level executives every month and there must be weekly report for executives and daily letter 3 times a week for employees with position lower than assistant manager for Top-down Approach and Bottom-up Approach communication so that managing directors would be aware of problems in every level quickly.

## 5.3 Reports on Risk, Culture, and Performance

The company discloses information such as work operation result, statement of financial position, risk report, vision, bond and annual report through the stock exchange of Thailand and through the website [www.chewathai.com](http://www.chewathai.com) which people with interest outside organization can contact and request information with relation investors through the Call Center 1260 which is a channel to distribute data with outsiders so that shareholders, investors can receive the data of the company which is complete, accurate, updated, sufficient and suitable for decision-making which the company has a channel to receive complaints, comments or recommendations and action which might indicate corruption or dishonesty of people in the organization both from employees and other people with interest for the sake of good governance. The company has whistle-blower policy by communicating to every employee in case of finding clue about fraud or corruption inside the company, notify it to the chairman of the inspection committee through Email or registered mail or Call center 1260 directly.

In the year 2020, there were 4 meetings of the risk management committee for considering and monitoring the work operation according to the risk management plan regularly and provide important recommendation affecting the organization and executives from time to time. There were following up of the work operation according to the specified target. Review of the internal control system was continuous and there were revisions which were prompt and consistent with the changed situations.

## • REVIEW OF BUSINESS ASSETS

### Main Assets of the Company and its subsidiaries.

As of 31 December 2020, 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 2020	Type of ownership	Obligation
Lands and development cost	6,066.22	Owner	14 projects has been mortgaged as secured with loans from financial institutions.
Real estate for investment	78.48	Owner	Mortgage as secured with loans from financial institutions.
Lands building and equipment	36.66	Owner	None
Intangible assets	11.93	Owner	None
<b>Total</b>	<b>6,193.29</b>		

### Lands and development cost.

Lands and development cost such as lands and buildings for sales, as of 31 December 2020 the book value is as 6,066.22 Million Baht, the detail are as follow;





Project's name	Asset Type	Appraisal Date	Appraisal Cost (Million Baht)	Increasing/Decreasing (Million Baht)	Appraisal Cost as of 31 December 2020 (Million Baht)	Book Value as of 31 December 2020 (Million Baht)	Ownership	Obligation
Chewathai Petchkaserm 27 <sup>1</sup>	Condominium	N/A	n/a	-	-	29.10	The Company	Mortgage
Chewathai Residence Asoke <sup>1</sup>	Condominium	14 Jan 20	317.94	(97.29)	220.65	103.91	The Company	Mortgage
Chewawan Pinklao Sathorn <sup>4</sup>	Housing Project	13 Jan 21	672.46	-	672.46	599.47	The Company	Mortgage as secured with 507 Million Baht loans from financial institutions.
Chewa Home Wongwaen-Lamlukka <sup>3</sup>	Townhome	19 Dec 18	262.50	5.09	267.59	256.82	The Company	Mortgage as secured with 315 Million Baht loans from financial institutions.
Chewathai Residence Thonglor <sup>2</sup>	Condominium	21 Dec 18	345.80 (Land Only)	349.41	695.21	697.66	The Company	Mortgage as secured with 457 Million Baht loans from financial institutions.
Chewa Home Suksawat-Pracha Uthit <sup>3</sup>	Townhome	19 Dec 18	290.10	45.69	335.79	288.69	The Company	Mortgage as secured with 387 Million Baht loans from financial institutions.
Chewathai Kaset Nawamin <sup>1</sup>	Condominium	N/A	n/a	-	-	993.52	The Company	Mortgage as secured with 814 Million Baht loans from financial institutions.
Chewathai Hallmark Charan 13 <sup>5</sup>	Condominium	21 Jan 21	225.03	-	175.25	175.25	The Company	Mortgage as secured with 197 Million Baht loans from financial institutions.
Chewathai Hallmark Ladprao Chokchai 44	Condominium	N/A	n/a	n/a	-	742.31	The Company	Mortgage as secured with 885 Million Baht loans from financial institutions.
Chewathai Pinklao	Condominium	N/A	n/a	n/a	-	493.96	The Company	Mortgage as secured with 300 Million Baht loans from financial institutions.
Chewarom Nakorn In	Housing Project	N/A	n/a	n/a	-	683.46	The Company	Mortgage as secured with 702 Million Baht loans from financial institutions.
Chewathai Home Office Eakkachai- Bangbon <sup>5</sup>	Home Office	25 Jan 21	378.10	-	378.10	362.32	The Company	Mortgage as secured with 265 Million Baht loans from financial institutions.
Chewa Home Bangkok-Pathum	Housing Project	N/A	n/a	n/a	-	269.16	The Company	Mortgage as secured with 419 Million Baht loans from financial institutions.
Chewa Home Rangsit-Pathum	Housing Project	N/A	n/a	n/a	-	370.59	The Company	Mortgage as secured with 418 Million Baht loans from financial institutions.
<b>Total</b>			<b>2,584.7</b>	<b>378.32</b>	<b>2,603.22</b>	<b>6,066.22</b>		

**Remark** <sup>1</sup> Completed projects and transferred

<sup>2</sup> 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

- <sup>3</sup> Value Assets valued by Residual Method which appraised by Prospec Appraisal Co., Ltd. which is in the list of Valuer approved by the Office of the SEC
- <sup>4</sup> Value Assets valued by Residual Method which appraised by Agency for Real Estate Affairs Co., Ltd. which is in the list of Valuer approved by the Office of the SEC
- <sup>5</sup> Value Assets valued by Comparison Approach which appraised by Agency for Real Estate Affairs 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 2020, the book value of the real estate for investment is equal to 78.48 Million Baht, the details are as follow;

Detail	Area (sq.w.)	Book Value as of 31 December 2019 (Million Baht)	Appraisal Cost (Million Baht)	Ownership	Obligation
Land phase 2 <sup>1</sup>	21,312.00	38.70	48.48	The Company	Mortgage as secured loans to the subsidiary.
Shop for rent <sup>2</sup>	768.81	39.78	59.97	The Company	Mortgage as secured loans to the subsidiary.
<b>total</b>		<b>78.48</b>			

Remark

- <sup>1</sup> Value Assets valued by Cost Approach and Market Approach on 13 May 2020 which appraised by Agency for Real Estate Affairs Co., Ltd. which is in the list of Valuer approved by the Office of the SEC
- <sup>2</sup> Value Assets valued by Income Approach and Market Approach on 20 January 2021 which appraised by Agency for Real Estate Affairs Co., Ltd. which is in the list of Valuer approved by the Office of the SEC

## 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 2020, land building and equipment value is equal to 15.81 Million Baht, details are as follow;

Detail	Book Value as of 31 December 2020 (Million Baht)	Ownership	Obligation
Building and the adjustment of rental	5.40	Owner	None
Mechanism, decorations and office equipment	9.95	Owner	None
Sale offices and showroom	21.31	Owner	None
<b>Total</b>	<b>36.66</b>		

## Intangible Assets

Intangible assets is computer software, as of 31 December 2020 the value of intangible assets is equal to 11.93 Million Baht. The Company is the owner of computer software which is no any obligation.

## Investments for new projects.

In 2020, the company does not have land to purchase to develop new project.

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 2020, the Company assigned the appraisal company which is in the list of valuer approved by the Office of the SEC is by Agency for Real Estate Affairs Co., Ltd.

## The investment in subsidiaries and joint ventures

As of 31 December 2020, there are a subsidiary two which is Chewathai Interchange Co., Ltd., Chewathai Home Office 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 2020, 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 value (Million Baht)
<b>The Subsidiary</b>				
Chewathai Interchange Co., Ltd.	100.00	100.00	100.00	68.59
Chewathai Home Offices Ltd.	135.00	135.00	100.00	-
<b>The Joint Venture</b>				
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
<b>The associated company</b>				
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.

<b>Investment promotion certificate No.</b>	1251(2)/2557
<b>Date of investment promotion</b>	25 February 2014
<b>Type of investment promotion</b>	7.8 Development for industrial business
<b>Product of investment promotion</b>	Ready built factories 5 unit, Area 8,410 sq.m
<b>Promotional privileges</b>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• Exemption from corporate income tax on dividends paid to shareholders from the income of the promoted operations during corporate income tax exemption period.</li> <li>• 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.</li> <li>• 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.</li> <li>• Deduction of twenty-five percent of investment related to infrastructure installation or construction. The deduction is additional to normal depreciation.</li> <li>• Permission to take out or remit abroad the money in foreign currency.</li> </ul>
<b>Project specific conditions</b>	<ul style="list-style-type: none"> <li>• Must be operated within the period of not more than 36 months from the date of the promotion certificate.</li> <li>• 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.</li> <li>• Persons with Thai nationality must hold shares of not less than 51 percent of the registered capital.</li> <li>• Must follow the essence of the project to be promoted in terms of service types Size of the business Plan layout Plant building.</li> <li>• Must have an investment size of not less than 1 million baht.</li> <li>• Must submit a request for exercise of rights and benefits, except for corporate income tax and report the results within 120 days.</li> <li>• 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.</li> <li>• Must be certified to ISO 9000 or ISO 14000 or other equivalent international standards within 2 years from the date of operation.</li> <li>• Must be approved by the relevant government agency before proceeding.</li> <li>• 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.</li> </ul>

<b>Investment promotion certificate No.</b>	58-2088-0-00-1-0
<b>Date of investment promotion</b>	25 August 2015
<b>Type of investment promotion</b>	7.8 Development for industrial business
<b>Product of investment promotion</b>	Ready built factories 5 unit, Area 8,710 sq.m
<b>Promotional privileges</b>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• Exemption from corporate income tax on dividends paid to shareholders from the income of the promoted operations during corporate income tax exemption period.</li> <li>• 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.</li> <li>• 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.</li> <li>• Deduction of twenty-five percent of investment related to infrastructure installation or construction. The deduction is additional to normal depreciation.</li> <li>• Permission to take out or remit abroad the money in foreign currency.</li> </ul>
	<ul style="list-style-type: none"> <li>• Must be operated within the period of not more than 36 months from the date of the promotion certificate.</li> <li>• 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.</li> <li>• Persons with Thai nationality must hold shares of not less than 51 percent of the registered capital.</li> <li>• Must follow the essence of the project to be promoted in terms of service types Size of the business Plan layout Plant building.</li> <li>• Must have an investment size of not less than 1 million baht.</li> <li>• Must submit a request for exercise of rights and benefits, except for corporate income tax and report the results within 120 days.</li> <li>• 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.</li> <li>• Must be certified to ISO 9000 or ISO 14000 or other equivalent international standards within 2 years from the date of operation.</li> <li>• Must be approved by the relevant government agency before proceeding.</li> <li>• 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.</li> </ul>



In Quarter 3'2020, the Company entered into an undertaking agreement with AIM Industrial Growth Freehold and Leasehold Real Estate Investment Trust ("AIMIRT") to sell land with factory buildings thereon amounting to Baht 460 million to AIMIRT. The Company recognised such transaction in the profit or loss in the current year.

### 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

### Relationship characteristics

The company has made transactions with people who may have conflicts. The related transactions are made with the shareholders and / or the management of the company. Including making transactions with related companies with persons who may have conflicts as shareholders and / or executives which can summarize the relationship as follows:

Persons who may have conflicts	Relationship
<b>Mr. CHARTCHAI PANICHEWA</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• The major shareholder of Chartchewa Company Limited ("Chartchewa") in which Chartchewa is the major shareholder of the Company With a 67.64 percent shareholding in the Company with a paid-up capital of 1,275 million baht</li> <li>• The authorized director of the company</li> </ul>
<b>Mrs. SOMHATAI PANICHEWA</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• The major shareholder of Chartchewa Company Limited ("Chartchewa") in which Chartchewa is the major shareholder of the Company With a 67.64 percent shareholding in the Company with a paid-up capital of 1,275 million baht</li> <li>• The authorized director of the company</li> <li>• The wife of Mr. Chartchai Panichewa</li> </ul>
<b>Mr. CHOON KIAT BOON</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• The management of the company By being a managing director</li> <li>• The authorized director of the company</li> </ul>
<b>Chewathai Interchange Co.,Ltd.</b>	<ul style="list-style-type: none"> <li>• Engaging in property development business</li> <li>• A subsidiary in which the Company holds 100% of shares in the paid-up registered capital of 100.00 million baht.</li> <li>• There are 2 joint directors with the Company, which are Mr. Chartchai Panichewa and Mr. Choon Kiat Boon</li> </ul>
<b>Chewathai Home office Co.,Ltd.</b>	<ul style="list-style-type: none"> <li>• Engaging in property development business</li> <li>• A subsidiary in which the Company holds 100% of shares in the paid-up registered capital of 135.00 million baht.</li> <li>• There are 2 joint directors with the Company, which are Mr. Chartchai Panichewa and Mr. Choon Kiat Boon</li> </ul>
<b>Chewathai Hup Soon Co., Ltd.</b>	<ul style="list-style-type: none"> <li>• Engaging in property development business</li> <li>• A joint venture in which the Company holds 50% of CTHS's shares in the paid-up registered capital of 14.00 million baht.</li> <li>• There are 2 joint directors with the Company, which are Mr. Chartchai Panichewa and Mr. Choon Kiat Boon</li> </ul>

Persons who may have conflicts	Relationship
<b>Chewa Heart Co., Ltd.</b>	<ul style="list-style-type: none"> <li>Engaging in property development business</li> <li>A joint venture in which the Company holds 70% of CTHS's shares in the paid-up registered capital of 50.00 million baht.</li> <li>There are 2 joint directors with the Company, which are Mr. Chartchai Panichewa and Mr. Choon Kiat Boon</li> </ul>
<b>Kamala Senior Living Co., Ltd.</b>	<ul style="list-style-type: none"> <li>Engaging in property development business</li> <li>An associated company in which the Company holds 25% of KSL's paid-up registered capital in the amount of 100 million baht.</li> <li>There are 1 director with the Company, which is Mr. Choon Kiat Boon</li> </ul>
<b>Chartchewa Co.,Ltd</b>	<ul style="list-style-type: none"> <li>Engaging in Holding company</li> <li>There are 2 joint directors with the company, which are Mr. Chartchai Panichewa and Mrs. Somhatai Phanitchewa.</li> </ul>
<b>Thaisri Insurance PCL</b>	<ul style="list-style-type: none"> <li>Director's relatives</li> </ul>

## 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 2019 and 2020, the detail are as follow;

Juristic Person/ Person who may have Conflicts of Interest	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2020	2019	
Chewa Heart Co., Ltd. (joint venture)	Loan from related company	133.78	103.58	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	6.05	3.41	
	Accured interest receivable	10.74	4.69	
	Creditor - advances	1.60	0.31	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	-	0.24	

Juristic Person/ Person who may have Conflicts of Interest	Transaction	Transaction Value (million baht)		Audit Committee's Opinion
		2020	2019	
Chewathai Interchange Co.,Ltd.	Loan from related company	189.40	197.50	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	9.77	1.79	
	Accured interest receivable	11.56	1.79	
	Advance - account receivable	0.87	0.87	
	Account payable	3.95	4.21	
Chewathai Home Office Co.,Ltd	Advance - account receivable	-	7.39	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.
	Account payable	10.56	0.02	
Chewathai Hup Soon Co., Ltd. (joint venture)	Advance - account receivable	0.44	-	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.
Kamala Senior Living Co., Ltd. (joint venture the Company hold 25%.)	Loan from related company	70.75	64.00	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	3.44	2.78	
	Accured interest receivable	7.01	3.57	
Thaisri Insurance PCL (common directors with the company)	Insurance Premium	2.48	4.25	The aforementioned transaction is a supporting business of the company and insurance premium is closed to the rate thai Thaisri Insurance gives to other clients. This transaction is considered to be reasonable and most benefical to the Company.
	Insurance Premium	1.83	0.55	
	-other account payable			

## **Necessary and Reasonable of Related Transactions**

According to the resolution from the Board of Directors meeting No. 2/2021 on February 15, 2021 also attended by the Audit Committee and the independent directors to review the related party transaction for the period ended December 31, 2020 and December 31, 2019, 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 market.

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.



## • ECONOMIC OVERVIEW IN 2021

(Source : SCB EIC)

The Thai economy in the future will likely recover gradually due to scarring effects, in which the recovery will be different in each in each sector of the economy and goods (uneven), government subsidies are expected to continue to support the economy, but there are still many risks to be observed.

The latest Thai economic data for the third quarter of 2020 contracted less after the government easing of city lockdown, a factor supporting the recovery of private consumption. It also benefited from the expansion of public consumption and investment. GDP contracted less of -6.4% YOY after a steep -12.1% YOY contraction in the second quarter, a lower-than-expected contraction. From the fast recovery of private consumption, this was reflected in the data on private spending, excluding foreign tourists, which expanded 3.8% YOY, which partly received support from government measures that have been gradually released and measures to help vulnerable groups. Government consumption and investment showed strong growth following the 2020 budget disbursement accelerated (3.4% YOY and 18.5% YOY respectively), while the export sector has recovered in line with the global economy. However, the foreign tourism sector is still sluggish due to the absence of foreign tourists and private investment continued to contract strongly (see Figure 1).

### รูปที่ 1 : GDP ไทยไตรมาสที่ 3 ปี 2020 หดตัวน้อยกว่าคาดที่ -6.4% โดยมีสาเหตุหลักจากการฟื้นตัวเร็วของการบริโภคภาคเอกชน และการใช้จ่ายภาครัฐที่ยาวตัวได้ดีต่อเนื่อง

%YoY	% of GDP	2019	2019Q4	2020Q1	2020Q2	2020Q3	YTD
RGDP	100%	2.4%	1.5%	-2.0%	-12.1%	-6.4%	-6.7%
Private Consumption	52.1%	4.5%	4.1%	2.7%	-6.8%	-0.6%	-1.7%
Public Consumption	14.6%	1.4%	-0.9%	-2.8%	1.3%	3.4%	0.7%
Total Investment	23.9%	2.1%	0.8%	-6.5%	-8.0%	-2.4%	-5.6%
Private Investment	17.8%	2.8%	2.6%	-5.4%	-15.0%	-10.7%	-10.3%
Public Investment	6.0%	0.2%	-5.1%	-9.3%	12.5%	18.5%	7.3%
Export G&S	71.4%	-2.6%	-3.4%	-7.3%	-27.8%	-23.5%	-19.4%
Export Goods	54.3%	-3.6%	-5.1%	2.0%	-15.9%	-7.7%	-7.2%
Export Services	17.2%	0.5%	1.7%	-32.2%	-68.0%	-73.3%	-56.3%
Import G&S	64.6%	-4.4%	-7.9%	-3.1%	-23.2%	-20.3%	-15.6%
Import Goods	52.3%	-5.5%	-8.6%	-0.3%	-19.3%	-17.0%	-12.3%
Import Services	12.3%	0.5%	-5.3%	-13.0%	-37.4%	-32.8%	-27.6%

%YoY	% of GDP	2019	2019Q4	2020Q1	2020Q2	2020Q3	YTD
RGDP	100%	2.4%	1.5%	-2.0%	-12.1%	-6.4%	-6.7%
Agriculture	6.1%	-0.2%	-2.5%	-9.8%	-3.3%	-0.9%	-5.2%
Manufacturing	26.4%	-0.7%	-2.2%	-2.6%	-14.6%	-5.3%	-7.4%
Utilities	2.9%	4.7%	-1.2%	1.1%	-13.3%	-9.4%	-7.4%
Construction	2.7%	1.9%	-2.1%	-9.9%	7.4%	10.5%	2.6%
Wholesale & Retail	15.6%	5.7%	5.2%	4.8%	-9.8%	-5.5%	-3.0%
Transport & Storage	6.8%	3.4%	3.9%	-6.0%	-38.8%	-23.6%	-22.2%
Hotel & Restaurant	6.2%	5.5%	6.8%	-23.3%	-50.2%	-39.6%	-37.2%
Info & Communication	5.3%	8.8%	10.6%	3.2%	2.7%	3.1%	3.0%
Finance	7.2%	2.7%	3.4%	4.5%	1.7%	1.6%	2.6%
Real Estate	3.9%	3.3%	2.7%	1.7%	0.8%	1.5%	1.3%

**ด้านการใช้จ่าย** การฟื้นตัวที่เร็วกว่าคาดของการบริโภคภาคเอกชน และรายจ่ายภาครัฐที่ยาวตัวแรงขึ้น โดยเฉพาะการลงทุนภาครัฐมีส่วนสำคัญที่ทำให้ GDP ไตรมาส 3 หดตัวน้อยกว่าคาด (Bloomberg Consensus median คาดการณ์ว่า GDP Q3 จะหดตัวที่ -8.8% YOY)

**ด้านการผลิต** ภาคเศรษฐกิจที่มีส่วนสำคัญในการพยุง GDP ในช่วงไตรมาส 3 คือ ภาคการก่อสร้างที่ได้รับานิสงค์จากการก่อสร้างภาครัฐที่ขยายตัวดี และภาคการสื่อสารที่ได้รับประโยชน์จาก Digital trend ขณะที่ภาคธุรกิจที่เกี่ยวข้องกับภาคท่องเที่ยว (ภาคการขนส่ง การโรงแรมและภัตตาคาร) ยังคงซบเซาต่อเนื่อง

ที่มา : การวิเคราะห์โดย EIC จากข้อมูลของ สศช.

The economy in the last quarter of 2020 is likely to continue to recover, but at a slower rate, this was partly supported by a low base in 2019 with delayed budgeting. It is expected that government consumption and investment will continue to expand at a high level. In addition, government measures that have been developed during the fourth quarter will contribute to continued support for public spending, including pay half measure, shopping well, having a return measure, and the transfer of additional funds for the holder of the state welfare card. Private investment and the tourism sector will continue to remain sluggish, despite the latest measure to open for foreign tourists to come, but only a few. The export sector tends to recover at a slower rate in line with the slowdown in the world economy. There has also been another wave of COVID-19 outbreaks in many countries that are Thailand's key trading partners, especially in many European countries. EIC expects the Thai economy in the fourth quarter to gradually recover from in the third quarter, causing the Thai economy in 2020 to contract at -6.5%, up from the previous forecast of -7.8% following a faster-than-expected recovery of the Thai economy in the third quarter.

In tourism for 2020, the EIC continues to forecast the number of tourists at 6.7 million, although in recent foreign tourists are allowed to enter, but only a few. Based on the latest data in October, foreign tourists contracted -100% YOY for 7 consecutive months. And although foreign tourists are allowed to enter long stays, according to the Special Tourist Visa (STV) starting from October 2020, it is limited not exceed 1,200 people per month. It is expected that the number of tourists in the whole year 2020 will remain unchanged much, at only 6.7 million.

In 2021, the EIC expects 8.5 million foreign tourists (26.6% YOY), slightly improved from the previous forecast of 8.4 million, based on progress on the discovery of the most effective COVID-19 vaccines. The recovery of tourists in 2021 will depend on key factors of discovery and efficiency of vaccines. There are four main types of vaccines: 1) Inactivated, 2) Viral vector, 3) Genetic, and 4) Protein-based. The vaccine trials consisted of five key stages: 1) Phase 1 - safety trials, 2) Phase 2 - Expanded trials, 3) Phase 3 - Efficacy trials, 4) Limited approval, and 5) Approved. From the latest progress, there are many manufacturers that are experimenting in phase 3. For example, Pfizer and Moderna performed phase 3 trials and achieved very satisfactory results with approximately 90% efficiency (data by mid-November). This makes it good news for the recovery and confidence of the world and Thailand economy in early November.

Besides the discovery of highly effective vaccines, clearer information on Pfizer and Moderna vaccine production is sufficient for the population of the country that pre-purchase the vaccines. In accordance with the tendency for other vaccines to be more successful. These are all positive factors for the EIC to raise its forecast for the number of foreign tourists in 2021. However, it is a small increase because it takes time to produce and distribute vaccines to people around the world. Recently, most developed countries have pre-purchase vaccines (Fig. 2), making vaccines more likely to be widely used in the first half of 2021. In Thailand, the government and the private signed a contract with AstraZeneca, a British drug and vaccine company, to manufacture and distribute AZD1222 vaccines in Thailand and Southeast Asia after the vaccine was approved for general use. Currently, the AZD1222 vaccines have been in phase 3 experimenting since July 2020, in conclusion, it is expected that by 2021, Thailand's main economy will only be able to recover slowly. Either (1) opening-closing of the business due to the increasing Zombie Firm problem (Read more at In Focus: Impact of COVID-19 on Zombie Firm and Implications for Business and the Thai Economy, page 88). (2) Labor market recovery may take longer than economic recovery from a large surplus supply, while the power to absorb the private sector declined. Affect to (3) the problem of rising household debt is another major scar. Government assistance measures such as income, employment, and debt assistance are still necessary to sustain purchasing power of the household sector. Sudden reductions or stoppages of assistance measures could make spending slow down spending as the household economy base on the labor market remains weak.

In addition to the effect of economic scars that will affect income and confidence of the public, other factors also put pressure on the recovery of private consumption, including precautionary saving. Due to the high uncertainty in the future, causing people to focus on saving more than usual. This is reflected in the growth of deposits in commercial bank accounts of all account sizes that have grown significantly since the city lockdown (About April) onwards. This behavior will lead to a slow recovery in household spending on goods and services. In addition, household debt is high and the more stringent loaning of financial institutions will be another factor that will pressurize the recovery of private consumption, especially durable goods consumption in the future. However, the discovery of an effective vaccine is expected to contribute to some improvement in consumer confidence. Therefore, may cause the effect of some precautionary saving behavior is reduced.

Private consumption is also expected to contract -1.1% in 2020 and recover in 2021 by 2.5%, which is a gradual recovery. It will be partially benefited from government measures expected to be made in 2021. The products that are likely to recover quickly include health and hygiene products, foods and daily use products, and online sales. The products that tend to recover more slowly include big-ticket items, such as cars, real estate, and furniture, etc. In addition, face-to-face services also tend to recover slowly (see Figure 12). On private investment, the EIC expects that in 2020 it will contract as deep as -10.9%, and in 2021 will recover gradually, expanding at 4.6%. In addition to

## รูปที่ 12 : การบริโภคภาคเอกชนมีแนวโน้มฟื้นตัวอย่างช้า ๆ จากหลายปัจจัยกดดัน และมีความแตกต่างในแต่ละประเภทสินค้า (Uneven)

ประมาณการการบริโภคภาคเอกชน

หน่วย : %YOY



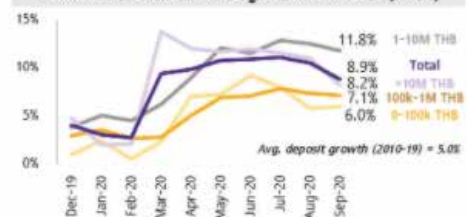
การฟื้นตัวจะมีความแตกต่างกันในแต่ละประเภทสินค้า

ฟื้นตัวช้ากว่า	สินค้าที่มีมูลค่าสูง (เช่น รถยนต์, สินค้าคงทน, อสังหาริมทรัพย์) และบริการที่ต้องมีการพบหน้า (Face-to-face services)
ฟื้นตัวเร็วกว่า	สินค้าเกี่ยวกับสุขภาพ, สินค้าที่ขายออนไลน์และหลากหลายช่องทาง (omni channels), สินค้าออนไลน์, สินค้าอาหารและจำเป็นทั่วไป

ปัจจัยกดดัน

1. ผลเป็นทางเศรษฐกิจ จากตลาดแรงงานที่มีความเปราะบาง และหนี้ครัวเรือนที่อยู่ในระดับสูง จะกระทบต่อรายได้ สิ้นทรัพย์ และความเชื่อมั่นของภาคครัวเรือน
2. พฤติกรรมการออมจากการกลัวความเสี่ยงในอนาคต (precautionary saving) ซึ่งจะทำให้ประชาชนระมัดระวังการจับจ่ายใช้สอยมากขึ้น กระทั่งต่อการฟื้นตัวของภาคบริโภค

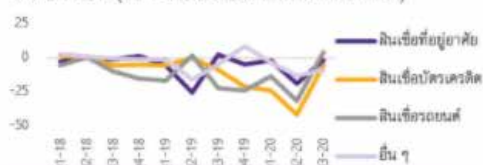
การขยายตัวของเงินฝากในบัญชีธนาคารพาณิชย์ (%YOY)



3. เงินให้กู้ด้านการบริโภคที่ยังมีแนวโน้มชะลอตัวเนื่องจาก ระดับหนี้ครัวเรือนที่สูง และการปล่อยกู้ของสถาบันการเงินที่มีความเข้มงวดมากขึ้น

มาตรฐานการให้สินเชื่ออุปโภคบริโภค

หน่วย : ดัชนี (ลบ = เข้มงวดขึ้นจากไตรมาสก่อนหน้า)



ปัจจัยสนับสนุน

เม็ดเงินจาก พรก. กู้เงิน 1 ล้านล้านบาท ที่เหลื่อมประมาณครึ่งหนึ่ง โดยหากรัฐบาลมีการอนุมัติและเบิกจ่ายมาตรการกระตุ้นเศรษฐกิจเพิ่มเติมที่เกี่ยวข้องกับการใช้จ่ายภาคครัวเรือน เช่น การช่วยเหลือเงินกับคนบางกลุ่ม หรือการให้สิทธิพิเศษทางภาษีในการใช้จ่าย เป็นต้น ก็จะทำให้การบริโภคภาคเอกชนในปี 2021 ขยายตัวได้เพิ่มขึ้น

ที่มา : การวิเคราะห์โดย EIC จากข้อมูลของ BOT, NESDC และ NSO



the economic scarring of the increased shutdown and the repairs of the business balance sheet, as mentioned above. Another factor that has put pressure on the recovery of private investment is foreign direct investment, which continues to remain sluggish in 2021. In the first seven months of the data, Thailand's Net FDI fell by more than -666.1 million US dollars (-28.5% YOY), when compared with the same period last year. In 2021, FDI entering Thailand is likely to continue to stagnate in line with Global FDI that UNCTAD expects to reduce as much as -40% YOY in 2020 and will be more reduce by -5 to -10% YOY by 2021. (The figures are forecasts before the discovery of an effective vaccine. The discovery of a vaccine could improve to some extent the international investment situation.) In addition, there is also a factor in the rest of the house sales, especially condominiums that are still at a high level. With the slow economic recovery, it is expected that investment in housing construction in 2021 will not be bright. In addition, the final pressure factor is the uncertainty in the future, both possibly due to the COVID-19 outbreak and domestic political factors.

However, in 2021, there are still factors that support the growth of private investment in the current business segment, including the expected investment of 5G by mobile companies to reach 1.2 billion Baht (+ 32% YOY). Including investment in building a Data Center or Cloud due to the accelerated digital flow after the outbreak of COVID-19 and finally, investment in building a warehouse to support online trade and delivery increased more during the last period (see Figure 13).

### รูปที่ 13 : การลงทุนภาคเอกชนมีแนวโน้มฟื้นตัวตามสภาพเศรษฐกิจโดยรวม และจากหลายปัจจัยกดดัน แต่ยังคงได้รับปัจจัยสนับสนุนจากการลงทุนของธุรกิจที่อยู่ในกระแสปัจจุบัน

ประมาณการการลงทุนภาคเอกชน

หน่วย : %YOY



#### ปัจจัยสนับสนุน

##### การลงทุน 5G

เพิ่มส่วนขยาย



ในปี 2020-21 จะมีการลงทุนด้านเครือข่ายของค่ายมือถือเพื่อรองรับการใช้ 5G

##### Data center/cloud

จากกระแสด้านการใช้ดิจิทัลที่เร่งขึ้นอย่างมากหลังจากการระบาดของ COVID-19 ทำให้ต้องมีการลงทุนด้านนี้เพิ่มเติม

##### Warehouse

ลงทุนในการสร้างคลังสินค้าเพื่อรองรับการขายตัวอย่างมากของ E-commerce

#### ปัจจัยกดดัน

##### ผลของแผลเป็นทางเศรษฐกิจ

- การปิดกิจการที่เพิ่มขึ้นและการเปิดกิจการที่ลดลง ส่งผลให้การลงทุนของบริษัทในภาพรวมมีแนวโน้มได้รับผลกระทบ
- การซ่อมแซมของภาคธุรกิจเนื่องจากภาระหนี้ที่เพิ่มขึ้น ขณะที่รายได้ลดลง ดังนั้น ภาคธุรกิจจึงต้องนำรายได้ไปชำระหนี้ จึงเหลือเงินสำหรับการลงทุนลดลง

FDI มีแนวโน้มหดตัวต่อเนื่อง ตามทิศทาง Global FDI ที่ UNCTAD คาดไว้ว่าจะหดตัวถึง -40% ในปี 2020 และจะหดตัวเพิ่มเติมอีก -5% ถึง -10% ในปี 2021



ความไม่แน่นอนที่ยังมีอยู่สูงในระยะข้างหน้า ทำให้ภาคธุรกิจมีความระมัดระวังเพิ่มขึ้นในการตัดสินใจลงทุน

- การกลับมาระบาดของ COVID-19 โดยเฉพาะในไทย ซึ่งหากเกิดขึ้น ก็จะทำให้กระทบต่อการฟื้นตัวของเศรษฐกิจไทยได้
- ปัญหาด้านการเมืองภายในประเทศ ที่กระทบต่อความเชื่อมั่นของนักลงทุน

หน่วยเหลือขายบ้านยังมีอยู่มาก โดยเฉพาะคอนโดมิเนียม ซึ่งจะกดดันการลงทุนด้านการก่อสร้างในระยะต่อไป

##### หน่วยเหลือขายใน

กทม. (BMR)

(พันหน่วย)



ที่มา : การวิเคราะห์โดย EIC จากข้อมูลของ BOT, CEIC, REIC และ AREA



## Thai economy

Government construction projects are expected to grow well in 2020 and 2021 with growth expected at 11.0% and 12.2% respectively. From the latest data in the first three quarters, the state expanded well at 5.6% YOY. While in the fourth quarter and the first quarter of 2021, government construction is expected to expand at a high level. This is partly due to the low base factor. During the same period last year, there was a delay in budgeting. In addition, the government investment in 2021 also receives support from the budget. The investment (Only for the central agency, excluding state enterprises and provinces) that increased by an increase of up to 11% together with the money some of the projects under the Royal Ordinance borrow 1 trillion Baht, including the investment fund of state enterprises through various mega projects such as the MRT orange, pink and yellow line project and construction projects in the EEC, etc. (Figure 14). However, there is still a risk of disbursements that may be lower than expected or the risk of internal political factors that may affect the continuity of government disbursement, such as the case of a council and the presence of a government that must be followed up.

In the next phase of economic recovery, especially in 2021, there are many low-risk factors, including 1) a resurgence of COVID-19 overseas and Thailand because there is a lot of uncertainty about the outbreaks of disease that may come back and spread again. However, advances in an effective vaccine will help mitigate one of these risks. 2) In this cycle, the EIC expects Thailand to have an effective vaccine in the second half of 2021, which is slower than expected. It will directly affect the tourism sector slows down the recovery. 3) Effects of economic scars that may affect financial institution stability greater than expected. The unemployment and closure of businesses will have a direct impact on the affordability of both the business and household sectors. Therefore, may affect the stability of financial institutions. 4) Thailand's political instability in the past, Thailand's political problems has continued to increase due to the many protests. This tends to have an impact on the economy if the protests become more aggressive inevitably affects the economy more as well.



## • THE MANAGEMENT DESCRIPTION AND ANALYSIS

Chewathai Public Company Limited and its subsidiaries operate the business in a manner of 2 main business groups including the residential real estate development and ready-built factory for rent. At present, the company develops residential real estate in the category of residential condominiums, both in high-rise buildings, low-rise buildings, housing projects, town homes and home offices in Bangkok and its vicinity. Which emphasizes the location on the main road Convenient transportation Near the expressway or along the current mass transit station. And the rail transit station line that will occur in the future. In addition, the company sees potential and business opportunities from investors or entrepreneurs in small to medium sized industries who want to build factories. But not yet ready to invest in the long term Or with other factors, the company has developed ready-made factory projects for rent to meet such needs. The Company's ready-made factory project Located at Amata City Industrial Estate, Rayong Province. The finished factory for rent was sold in Q3/2020.

### Summary on the Operating Performance Overview

For the year 2020, the Thai economy is facing challenges as the spread of the new coronavirus 2019 or COVID-19 has put the economy into a recession. For the real estate sector and the impact of this recession is huge Because customers or consumers are more careful and plan their money. As a result, the company has been affected in the same direction as the industry. Therefore, focus on accelerating the discharge of inventories as much as possible

For the year 2020, all 3 projects are opened, including 1. Chewa Home Krungthep-Prathum project value 903 MB. 2. Chewa Home Rangsit-Prathum project value 1,093 MB. 3. Chewathai Kaset-Nawamin project value 1,700 MB. the company and its subsidiaries had the total revenue of 1,643.32 million baht increased from the previous year 45.58% resulting in company and its subsidiaries had net profits of 120.43 million baht or net profits increased 318.69%. The main factor of the increase came as the company recorded a profit for the period Profit from cancelled operation (Selling ready-built factory for rent 10 Units), recognizing profit for the year of 213.80 million baht

For new projects in the future that are expected to transfer ownership in Q1/2021, including Chewathai Residence Thonglor project value 1,000 MB. And Chewathai Hallmark Ladprao-Chokchai4 Ph.1 project value 1,100 MB.

### Explanation and analysis of Financial Position and operating results for the year ended 31 December 2019 and 2020

#### Revenue from Operating Performance

Income	Year 2019		Year 2020	
	MB.	%	MB.	%
Revenue from sale of real estate	1,113.89	98.68	1,622.25	98.72
Other income	14.92	1.32	21.07	1.28
<b>Total Income</b>	<b>1,128.81</b>	<b>100.00</b>	<b>1,643.32</b>	<b>100.00</b>

For the year 2019, The company was impacted by COVID-19, which affects the real estate sector, making consumers more cautious in spending money. In addition, commercial banks' mortgage lending has been tightened, making this year a very challenging year for the real estate business.

## Revenue from sale of real estate

For the year 2019, the revenue from sale of real estate was in the amount of 1,622.25 million baht, representing 98.72 percent of the total revenue. The revenue from sale of real estate increased from the previous year by 508.36 million baht or increased by 45.64 percent by dividing into

Condominium projects were in the amount of 799.02 million baht, representing 49.25 percent of the revenue from sale of real estate that increased from the previous year to 122.67 million baht or 18.14 percent. For the year 2020 the company has transfer the ownership of new condominiums projects increased 2 projects by Chewathai Hallmark Charan13 and Chewathai Kaset-Nawamin That just recognized revenue in quarter 4/2020

Housing projects was in the amount of 823.23 million baht, representing 50.75 percent of the revenue from sale of real estate, which increased from the previous year to 385.69 million baht or increased 88.15 percent. For the year 2020, the Company has 3 new housing projects with revenue recognition Chewawan Pinklao-Sathorn ChewaHome Krungthep-Pathum and ChewaHome Rangsit-Pathum

### The revenue from the real estate sales classified by the projects in 2019 and 2020

Project	Year 2019		Year 2020	
	MB.	%	MB.	%
Chewathai Hallmark Ngamwongwan	36.16	3.25	2.14	0.13
Chewarom Rangsit-Don Mueang	10.22	0.92	-	-
Chewathai Residence Bang Pho	144.91	13.01	-	-
Chewathai Residence Asoke	129.11	11.59	120.03	7.40
Chewathai Phetkasem 27	366.17	32.87	95.04	5.86
Chewa Home Wongwaen-Lamlukka	182.23	16.36	52.39	3.23
Chewa Home Suksawat Phacha U-Thit	155.37	13.95	114.63	7.07
Chewarom Nakhon In	34.09	3.06	233.13	14.37
Chewa Biz Home Ekachai-Bangbon	55.62	4.99	56.62	3.49
Chewawan Pinklao-Sathorn	-	-	221.25	13.64
Chewathai Hallmark Charan 13	-	-	172.93	10.66
Chewa Home Krungthep-Prathum	-	-	93.20	5.75
Chewa Home Rangsit-Prathum	-	-	52.01	52.01
Chewathai Kaset-Nawamin	-	-	408.89	25.21
<b>Total</b>	<b>1,113.89</b>	<b>100.00</b>	<b>1,622.25</b>	<b>100.00</b>

## Rental and service income form Factory

For the year 2020, the company sold Ready Built Factories was amount of 460 million baht, the company recognized such transaction presented operating results of the rental business segment and profit from cancelled operation for the year 2020 amount 213.80 million baht.

## Cost of Goods Sold and Gross Profit

For the year 2020, the company had cost of real estate sold in the amount of 1,285.16 million baht, increased from the previous year by 463.98 million baht or increased 56.50 percent. The increase of the cost of real estate sales was in consistent with the high revenue from sale of real estate. Gross profit from the sale of real estate was amount of 337.10 million baht and the gross profit margin from sale of real decreased from the previous year by 26.28 percent to 20.78 percent. Due to the high price competition in the real estate market sector, prices have been adjusted to accelerate the release of inventories. And revenue from the Chewa Biz Home project that the Company take over, which has a lower gross margin compared to other projects developed by the company.

## Selling and Administrative Expenses

For the year 2020, the company had the total selling and administrative expenses in the amount of 393.66 million baht, An increase from the previous year by 40.29 million baht or an increase of 11.40 percent. If compared with total expenses to total income The company has a ratio of selling and administrative expenses to total revenue (SG&A) decreased from the previous year from 31.30 percent to 23.96 percent.

## Share of Profits (Loss) from Investments in Joint Ventures and associates

The profit sharing from the investment in the joint venture is the recognition of the profit sharing from the investment in Chewathai Hup Soon Company Limited ("CTHS") in the proportion of 50 percent and Chewa Heart Company Limited ("CWH") in the proportion of 70 percent. In this regard, the company recognized the share of loss from the investments in the joint ventures in the amount 4.04 million baht.

The profit sharing from the investment in the associates is the recognition of the profit sharing from the investment in Kamala Senior Living Company Limited, which the company entered into a consortium contract with the proportion of shareholder at 25 percent. The company recognized the share of loss from the investment in the associates in the amount of 7.85 million baht.

Chewa Heart Company Limited is the developer of the Heart Sukhumvit 62/1 Project value 160 MB. and Heart Sukhumvit 36 Project value 270 MB. which the two projects have been under development. Kamala Senior Living Company Limited is the developer of the Kamala Senior Living Project value 4,408 MB. which has been also under development.

## Financial Costs

For the year 2020, the company had the financial cost in the amount of 67.66 million baht, which increased from the previous year in the amount of 45.19 million baht or 201.11 percent because The increase was mainly from the interest rate, the issuance of debentures and the transfer of accrued interest expense for the completed construction project.

## Net Profit

From the operating performance in 2020, the company and its subsidiaries had a loss from operation of 93.37 million baht, Loss increased from the previous year by 32.87 million baht, an increase of 54.33 percent loss. Due to the epidemic of COVID-19 Affect the purchase demand of consumers, especially condominiums. A portion of the subscriber customers who work in the service industry were directly affected by the COVID-19 epidemic. Making obtaining loans from financial institutions more difficult and some were denied credit including the mortgage loan of commercial banks, there are more stringent measures. As a result, the real estate sector has a high price competition, resulting in lower gross profit margin from real estate sales. As a result, the company has operating loss.

And the company has recorded Profit from cancelled operation (Sold factories for rent 10 Units) of 213.80 million baht As a result of the sale of this property, the Company and its subsidiaries had a net profit of 120.43 million baht, an increase of 175.50 million baht from the previous year, or an increase of profit 318.69 percent and a net profit margin of 7.33 percent.

## Financial position

### Total Assets

As of 31 December, 31 2020, the company had the total assets of 6,683.01 million baht, which increased from the previous year to 278.70 million baht or 4.35 percent with changes in the significant assets as follows:

- Land and real estate development costs were worth 6,066.22 million baht, representing 90.77 percent of the total assets. This amount increased from the previous year by 385.89 million baht. It is an increase of project development cost according.
- Investment properties were in the amount of 78.48 decreased from the previous year in the amount of 199.22 million baht or 71.74 percent, which decreased due to sales of investment properties. (Sold factories for rent 10 Units).

### Total Liabilities

As of 31 December 2020, the company had the total liabilities of 4,822.12 million baht, increased to 58.26 million baht or 3.39 percent from the previous year, with the following details:

- Trade and other payables were in the amount 410.52 million baht, representing 8.51 percent of the total liabilities, which increased from the previous year by 122.84 million baht or 42.70 percent because there are many outstanding trade payables for the works under construction of the condominium projects.
- Total Long-term loans from financial institutions were in the amount 2,272.23 million baht which increased from the previous year by 293.18 million baht or 14.81 percent. To be used as working capital for project development Current portion of long-term loans from financial institutions were in the amount 1,646.07 million baht and Long-term loans from financial institutions, net of current portion were in the amount 626.16 million baht.
- Total debentures were in the amount 1,778.75 million baht divided into Short-term debentures were in the amount of 247.52 million baht current portion of long-term debentures were in the amount 485.41 million baht Long-term debentures, net of current portion were in the amount of 1,045.82 million baht debentures decreased from the previous year by Baht 397.64 million or 18.27% due to the fact that during the year the debentures had been paid for.



The company would like to issue and offer the debenture in quarter 1/2020 worth 379.20 million Baht with an interest rate at 6.75 percent per year for 2 years. And quarter 3/2020 2 type, Including type 1 issue size 250 million baht with an interest rate at 7.5 percent per year issue term 1 year type 2 issue size 677.50 million baht with an interest rate at 7 percent per year issue term 2 year

### Shareholders' Equity

The shareholders' equity as of 31 December 2020 was in the amount of 1,860.89 million baht, which an increased by 120.44 million baht or 6.92 percent because the company has net profits in the year 2020.

## LIQUIDITY ANALYSIS

### Statement of Cash Flow

The outstanding balance of the cash flow statement ending 31 December 2020 and 2019 was in the amount of 35.94 million baht and 35.94 million baht respectively. The cash increased from the previous year by 23.05 million baht or 64.13 percent with the details as follows:

The net cash flow from operating activities was in the amount of 55.98 million baht, Most of them came from the cash flow from the property development.

The net cash flow used in investment activities was in the amount of 395.60 million baht, which was mainly received from the sale of assets. to real estate investment trust in Q3/2020.

The net cash flow from financing activities was in the amount of 428.53 million baht, which mainly came from the long-term loans from financial institutions and debentures.

### Appropriateness of Capital Structure

The debt to equity ratio (D/E) according to the financial statements at the end of 2020 were equal to 2.59 times, decreased from the end of the year 2019 with the rate equal to 2.68 times as the total debt ratio increased from the previous year by 3.39 percent from the loans from financial institutions and debentures. The shareholders' equity increased by 6.92 percent.

The interest-bearing debt to equity ratio (IBD/E) at the end of the year 2020 was equal to 2.18 times, increased from the end of the year 2019 with the rate equal to 2.42 times.

## 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.

### 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.

### 5. Long-Term Loans from Financial Institutions

Due to the business of real estate development for sale, the Corporation must rely on long-term loans from different financial institutions. Among a number of uncertain factors, banks are getting stricter on approving loans. Besides this, capital costs may have higher risk. As a result, the Corporation may delay the development of new projects in the future. However, the Corporation continues to raise funds from long-term funding sources from debentures in order to have a long-term source of funds and fixed cost to reduce financial risks that may occur.



## • **REPORT OF THE BOARD** OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

### 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 31 December 2020 are reliable by adhering to the standards of financial reporting and comply with relevant laws and regulations.



**(Mr Chartchai Panichewa)**

Chairman of the Board of Directors  
Chewathai Public Company Limited

Chewathai Public Company Limited and its subsidiaries

# **REPORT AND CONSOLIDATED** Financial Statements

31 December 2020





## • **INDEPENDENT** 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 subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2020, 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 subsidiaries and of Chewathai Public Company Limited as at 31 December 2020, 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 sale of real estate

The Group recognised revenue from sale of real estate according to accounting policy, as disclosed in Note 5.1 to the financial statements. Revenue from sale of real estate is a significant amount in relation to total revenue of the Group. In addition, the Group has entered into agreements with a large number of customers and there are a variety of conditions in these agreements, pertaining to matters such as sale 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 sale 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 designed control, and with special consideration of the internal controls which respond to the above risks.
- Examining sale transactions during the year with agreements and supporting documents for actual sale 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 sale 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 5.4 and 10 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 have examined value of land and real estate development costs by

- Gaining 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.
- 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.

### **Sale of assets to Real Estate Investment Trust**

As described in Note 18 to the financial statements, in August 2020, the Company sold land and factory buildings thereon to AIM Industrial Growth Freehold and Leasehold Real Estate Investment Trust (“the Trust”) for a total of Baht 460 million. The Company had gain on sale of such assets of Baht 208 million. This transaction is the significant sales transaction that occurred during the current year. Therefore, I have focused on the recognition of this transaction, presentation and disclosure of relevant information in the financial statements

I have examined the sale of assets to Real Estate Investment Trust, included

- Inquiring of management as to the nature and objectives of the sales transaction and reviewing the minute of the meeting of Board of Directors as evidence for approval of the transaction.
- Comparing the selling price with the fair value of the assets sold, appraised by an independent appraiser, to determine whether the selling price was appropriate.
- Checking the provisions and conditions of the related agreements, the payment receipts and supporting documents related to this sales transaction.
- Considering the exercise of management judgement in the recording of the transaction of sale of assets and reviewing relevant presentation and disclosures made in notes to the financial statements.

### **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.



Rungnapa Lertsuwankul

Certified Public Accountant (Thailand) No. 3516

EY Office Limited

Bangkok: 15 February 2021

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **STATEMENT** of financial position

AS AT 31 DECEMBER 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	8	58,985,814	35,935,771	58,371,489	30,416,530
Trade and other receivables	7, 9	22,779,824	11,949,996	34,344,373	21,056,325
Short-term loans to related party	7	-	36,000,000	-	36,000,000
Land and real estate development costs	10	6,066,224,287	5,680,326,213	5,703,490,351	5,288,966,009
Advance for construction work		12,552,735	18,703,990	12,552,735	18,703,990
Deposit for purchase of land	11	25,665,000	29,665,000	25,665,000	29,665,000
Cost to obtain contracts with customers	12	2,924,469	940,862	2,924,469	940,862
Other current assets	13	37,244,227	38,497,469	35,141,694	34,881,003
<b>Total current assets</b>		<b>6,226,376,356</b>	<b>5,852,019,301</b>	<b>5,872,490,111</b>	<b>5,460,629,719</b>
<b>Non-current assets</b>					
Restricted bank deposits	14	22,622,633	28,343,527	22,622,633	28,343,527
Long-term loans to related parties	7	204,527,891	131,577,891	393,927,891	329,077,891
Investments in subsidiaries	15	-	-	68,593,941	68,593,941
Investments in joint ventures	16	36,322,642	40,366,814	42,000,000	42,000,000
Investment in associate	17	11,103,299	18,949,032	25,000,000	25,000,000
Investment properties	18	78,476,044	277,701,241	78,476,044	277,701,241
Property, plant and equipment	19	36,661,044	20,148,440	33,342,720	16,532,279
Right-of-use assets	20.1	10,542,454	-	10,542,454	-
Intangible assets	21	11,927,975	13,006,509	11,793,383	12,856,338
Deferred tax assets	36	37,029,903	14,022,573	36,748,993	13,927,756
Other non-current assets		7,420,957	8,174,660	5,714,112	6,238,827
<b>Total non-current assets</b>		<b>456,634,842</b>	<b>552,290,687</b>	<b>728,762,171</b>	<b>820,271,800</b>
<b>Total assets</b>		<b>6,683,011,198</b>	<b>6,404,309,988</b>	<b>6,601,252,282</b>	<b>6,280,901,519</b>

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **STATEMENT** of financial position (continued)

AS AT 31 DECEMBER 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts	22	-	51,239,047	-	41,240,435
Short-term debentures	23	247,522,433	-	247,522,433	-
Trade and other payables	7, 24	410,521,182	287,682,203	422,060,806	284,870,628
Retention payables		121,459,004	81,704,860	119,984,152	79,169,506
Current portion of long-term loans from financial institutions	25	1,646,074,504	1,682,000,830	1,646,074,504	1,682,000,830
Current portion of long-term debentures	26	485,405,020	1,693,782,628	485,405,020	1,693,782,628
Current portion of lease liabilities	20.1	3,131,639	-	3,131,639	-
Deposits and advance received from customers		146,397,235	61,530,666	136,323,235	51,337,666
Short-term provisions	27	18,136,595	2,206,977	17,132,418	2,080,827
Other current liabilities		5,081,186	8,691,205	5,074,964	8,532,056
Total current liabilities		3,083,728,798	3,868,838,416	3,082,709,171	3,843,014,576
Non-current liabilities					
Long-term loans from financial institutions, net of current portion	25	626,164,268	297,047,244	626,164,268	297,047,244
Long-term debentures, net of current portion	26	1,045,818,993	482,613,190	1,045,818,993	482,613,190
Lease liabilities, net of current portion	20.1	7,772,543	-	7,772,543	-
Provision for long-term employee benefits	28	14,195,977	11,423,761	14,195,977	11,423,761
Long-term provisions	27	29,028,152	1,593,714	28,627,780	1,245,779
Deferred tax liabilities	36	3,676,846	2,347,967	3,676,846	2,347,967
Other non-current liabilities		11,740,945	-	9,206,365	-
Total non-current liabilities		1,738,397,724	795,025,876	1,735,462,772	794,677,941
Total liabilities		4,822,126,522	4,663,864,292	4,818,171,943	4,637,692,517

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **STATEMENT** of financial position (continued)

AS AT 31 DECEMBER 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>Shareholders' equity</b>					
Share capital	29				
Registered					
2,307,692,307 ordinary shares of Baht 1 each		2,307,692,307	2,307,692,307	2,307,692,307	2,307,692,307
Issued and paid-up					
1,275,027,883 ordinary shares of Baht 1 each		1,275,027,883	1,275,027,883	1,275,027,883	1,275,027,883
Share premium		214,482,296	214,482,296	214,482,296	214,482,296
Retained earnings					
Appropriated - statutory reserve	32				
- the Company		30,936,413	23,942,846	30,936,413	23,942,846
- subsidiary		8,126,384	8,126,384	-	-
Unappropriated		332,311,700	218,866,287	262,633,747	129,755,977
<b>Total shareholders' equity</b>		<b>1,860,884,676</b>	<b>1,740,445,696</b>	<b>1,783,080,339</b>	<b>1,643,209,002</b>
<b>Total liabilities and shareholders' equity</b>		<b>6,683,011,198</b>	<b>6,404,309,988</b>	<b>6,601,252,282</b>	<b>6,280,901,519</b>
		-	-	-	-

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **STATEMENT** of comprehensive income

FOR THE YEAR ENDED 31 DECEMBER 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
			(Restated)		(Restated)
<b>Profit or loss:</b>					
<b>Revenues</b>					
Revenue from sale of real estate	33	1,622,254,487	1,113,892,575	1,563,495,647	1,022,103,685
Other income		11,318,554	8,314,463	11,147,434	10,031,317
<b>Total revenues</b>		<b>1,633,573,041</b>	<b>1,122,207,038</b>	<b>1,574,643,081</b>	<b>1,032,135,002</b>
<b>Expenses</b>					
Cost of real estate sold		1,285,156,041	821,176,521	1,236,543,578	744,478,043
Selling expenses		191,587,143	192,560,088	187,591,789	182,984,418
Administrative expenses		202,074,619	160,814,521	197,794,229	157,864,077
<b>Total expenses</b>		<b>1,678,817,803</b>	<b>1,174,551,130</b>	<b>1,621,929,596</b>	<b>1,085,326,538</b>
<b>Operating loss</b>		<b>(45,244,762)</b>	<b>(52,344,092)</b>	<b>(47,286,515)</b>	<b>(53,191,536)</b>
Share of profit (loss) from investments					
in joint ventures	16.2	(4,044,173)	665,144	-	-
Share of loss from investment					
in associate	17.2	(7,845,733)	(5,712,403)	-	-
Finance income	7	9,750,346	6,611,837	19,520,644	8,351,973
Finance cost	34	(67,656,533)	(22,467,353)	(67,656,534)	(22,467,353)
<b>Loss before income tax revenue</b>		<b>(115,040,855)</b>	<b>(73,246,867)</b>	<b>(95,422,405)</b>	<b>(67,306,916)</b>
Income tax revenue	36	21,678,451	12,750,444	21,492,358	13,320,987
<b>Loss for the year from continuing operations</b>		<b>(93,362,404)</b>	<b>(60,496,423)</b>	<b>(73,930,047)</b>	<b>(53,985,929)</b>
<b>Discontinued operation</b>					
Profit for the year from discontinued operation	18	213,801,384	5,431,928	213,801,384	5,431,928
<b>Profit (loss) for the year</b>		<b>120,438,980</b>	<b>(55,064,495)</b>	<b>139,871,337</b>	<b>(48,554,001)</b>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss - net of income tax	28	-	(1,568,046)	-	(1,568,046)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		-	(1,568,046)	-	(1,568,046)
<b>Other comprehensive income for the year</b>		<b>-</b>	<b>(1,568,046)</b>	<b>-</b>	<b>(1,568,046)</b>
<b>Total comprehensive income for the year</b>		<b>120,438,980</b>	<b>(56,632,541)</b>	<b>139,871,337</b>	<b>(50,122,047)</b>
<b>Earnings per share</b>	38				
Basic earnings per share					
Loss from continuing operations		(0.07)	(0.05)	(0.06)	(0.05)
Profit from discontinued operation		0.17	0.01	0.17	0.01
Profit (loss) for the year		<b>0.09</b>	<b>(0.04)</b>	<b>0.11</b>	<b>(0.04)</b>

The accompanying notes are an integral part of the financial statements.



## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **STATEMENT** of changes in shareholders' equity  
FOR THE YEAR ENDED 31 DECEMBER 2020

(Unit: Baht)

	Consolidated financial statements					
	Issued and		Retained earnings			
	paid-up		Appropriated - statutory reserve		Unappropriated	
	share capital	Share premium	The Company	Subsidiary	retained earnings	Total
Balance as at 1 January 2019	1,275,027,183	214,481,771	23,942,846	8,126,384	320,124,765	1,841,702,949
Loss for the year	-	-	-	-	(55,064,495)	(55,064,495)
Other comprehensive income for the year	-	-	-	-	(1,568,046)	(1,568,046)
Total comprehensive income for the year	-	-	-	-	(56,632,541)	(56,632,541)
Converted warrants to share capital (Note 29)	700	525	-	-	-	1,225
Dividend payment (Note 41)	-	-	-	-	(44,625,937)	(44,625,937)
Balance as at 31 December 2019	1,275,027,883	214,482,296	23,942,846	8,126,384	218,866,287	1,740,445,696
Balance as at 1 January 2020	1,275,027,883	214,482,296	23,942,846	8,126,384	218,866,287	1,740,445,696
Profit for the year	-	-	-	-	120,438,980	120,438,980
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	120,438,980	120,438,980
Unappropriated retain earnings						
transferred to statutory reserve	-	-	6,993,567	-	(6,993,567)	-
Balance as at 31 December 2020	1,275,027,883	214,482,296	30,936,413	8,126,384	332,311,700	1,860,884,676
	-	-	-	-	-	-
	-	-	-	-	-	-

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **STATEMENT** of changes in shareholders' equity (continued)

FOR THE YEAR ENDED 31 DECEMBER 2020

(Unit: Baht)

	Separate financial statements				
	Issued and paid-up share capital	Share premium	Retained earnings		Total
			Appropriated - statutory reserve	Unappropriated retained earnings	
<b>Balance as at 1 January 2019</b>	1,275,027,183	214,481,771	23,942,846	224,503,961	1,737,955,761
Loss for the year	-	-	-	(48,554,001)	(48,554,001)
Other comprehensive income for the year	-	-	-	(1,568,046)	(1,568,046)
Total comprehensive income for the year	-	-	-	(50,122,047)	(50,122,047)
Converted warrants to share capital (Note 29)	700	525	-	-	1,225
Dividend payment (Note 41)	-	-	-	(44,625,937)	(44,625,937)
<b>Balance as at 31 December 2019</b>	<u>1,275,027,883</u>	<u>214,482,296</u>	<u>23,942,846</u>	<u>129,755,977</u>	<u>1,643,209,002</u>
<b>Balance as at 1 January 2020</b>	1,275,027,883	214,482,296	23,942,846	129,755,977	1,643,209,002
Profit for the year	-	-	-	139,871,337	139,871,337
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	139,871,337	139,871,337
Unappropriated retained earnings transferred to statutory reserve	-	-	6,993,567	(6,993,567)	-
<b>Balance as at 31 December 2020</b>	<u>1,275,027,883</u>	<u>214,482,296</u>	<u>30,936,413</u>	<u>262,633,747</u>	<u>1,783,080,339</u>
	-	-	-	-	-
	-	-	-	-	-

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **CASH** flow statement

FOR THE YEAR ENDED 31 DECEMBER 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from operating activities</b>				
Loss before income tax from continuing operations	-115,040,855	-73,246,867	-95,422,405	-67,306,916
Profit before income tax from discontinued operation	213,801,384	5,431,928	213,801,384	5,431,928
Profit (loss) before income tax	98,760,529	(67,814,939)	118,378,979	(61,874,988)
Adjustments to reconcile profit (loss) before income 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	1,240,079,337	810,006,536	1,192,425,871	734,693,644
Depreciation and amortisation	30,317,221	27,460,098	30,003,682	27,008,905
Loss on diminution in value of project	1,880,526	-	1,880,526	-
Variance from rental reduction	67,900	-	67,900	-
Gain on terminating lease contract	(142,029)	-	(142,029)	-
Amortisation of transaction costs of issuing debentures	14,544,347	12,312,852	14,544,347	12,312,852
Amortisation of financial fees	1,493,793	812,069	1,493,793	812,069
Gain on sales of assets to REIT	(208,092,043)	-	(208,092,043)	-
Loss on write-off of equipment	479	40,231	-	40,231
Allowance for expected credit losses	245,240	-	245,240	-
Share of loss (profit) from investments in joint ventures	4,044,173	(665,144)	-	-
Share of loss from investment in associate	7,845,733	5,712,403	-	-
Long-term employee benefits expenses	2,772,216	3,792,807	2,772,216	3,792,807
Provision for maintenance of houses, condominium and public utilities expenses	8,713,304	1,358,172	7,782,786	2,408,103
Provision for contributions to housing estate juristic persons	2,375,567	1,593,714	2,323,130	1,245,779
Provision for legal cases	177,950	-	177,950	-
Loss on damages from project	20,954,184	-	20,954,184	-
Interest income	(9,750,346)	(6,611,837)	(19,520,644)	(8,351,973)
Interest expenses	51,618,393	7,235,157	51,618,393	7,235,157
Profit from operating activities before change in operating assets and liabilities	1,267,906,474	795,232,119	1,216,914,281	719,322,586
Operating assets decrease (increase)				
Trade and other receivables	(1,589,304)	11,901,131	5,727,189	5,591,537
Land and real estate development costs	(1,467,774,995)	(3,133,785,910)	(1,448,747,796)	(2,699,113,903)
Advance for construction work	6,151,255	(16,595,012)	6,151,255	(16,595,012)
Deposit for purchase of land	4,000,000	217,322,955	4,000,000	217,322,955
Other current assets	1,733,422	3,541,773	(395,326)	60,382
Other non-current assets	753,703	799,081	524,715	1,133,119
Operating liabilities increase (decrease)				
Trade and other payables	114,926,976	143,400,476	129,278,177	139,317,860
Retention payables	39,754,144	49,379,532	40,814,646	46,961,558
Deposits and advance received from customers	84,866,569	39,779,486	84,985,569	29,697,774
Short-term provisions	(412,794)	(2,677,993)	(359,703)	(527,276)
Other current liabilities	(3,610,019)	1,969,700	(3,457,092)	1,838,546
Other non-current liabilities	11,740,945	-	9,206,365	-
Cash flows from (used in) operating activities	58,446,376	(1,889,732,662)	44,642,280	(1,554,989,874)
Cash paid for income tax	(2,463,786)	(29,450,140)	(1,848,972)	(25,413,571)
<b>Net cash flows from (used in) operating activities</b>	<b>55,982,590</b>	<b>(1,919,182,802)</b>	<b>42,793,308</b>	<b>(1,580,403,445)</b>

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **CASH** flow statement

FOR THE YEAR ENDED 31 DECEMBER 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from investing activities</b>				
Decrease (increase) in restricted bank deposits	5,720,894	(8,020,217)	5,720,894	(8,020,217)
Increase in loans to related parties	(36,950,000)	(78,577,891)	(28,850,000)	(276,077,891)
Proceed from sales of assets to REIT	430,667,438	-	430,667,438	-
Cash paid for purchase of building and equipment	(3,616,214)	(16,448,600)	(3,616,214)	(16,167,078)
Cash paid for purchase of computer software	(486,850)	(6,919,164)	(486,850)	(6,763,800)
Cash received from interest income	264,581	574,697	260,167	524,996
<b>Net cash flows from (used in) investing activities</b>	<b>395,599,849</b>	<b>(109,391,175)</b>	<b>403,695,435</b>	<b>(306,503,990)</b>
<b>Cash flows from financing activities</b>				
Increase (decrease) in bank overdrafts	(51,239,047)	51,239,047	(41,240,435)	41,240,435
Cash received from drawdown of long-term loans from financial institutions	1,529,498,595	1,670,492,456	1,529,498,595	1,633,982,596
Cash paid for repayment of long-term loans from financial institutions	(1,234,801,691)	(398,807,797)	(1,234,801,691)	(362,297,938)
Proceeds from issuance of short-term debentures	250,000,000	-	250,000,000	-
Proceeds from issuance of long-term debentures	1,056,700,000	486,000,000	1,056,700,000	486,000,000
Cash paid for repayment of long-term debentures	(1,698,500,000)	-	(1,698,500,000)	-
Cash paid for transaction costs of issuing debentures	(20,393,719)	(5,568,404)	(20,393,719)	(5,568,404)
Cash paid for financial fees	(3,000,000)	-	(3,000,000)	-
Proceed from increase in share capital	-	1,225	-	1,225
Dividend paid	-	(44,625,937)	-	(44,625,937)
Cash paid for lease liabilities	(4,670,844)	-	(4,670,844)	-
Cash paid for interest expenses	(252,125,690)	(201,162,329)	(252,125,690)	(198,377,337)
<b>Net cash flows from (used in) financing activities</b>	<b>(428,532,396)</b>	<b>1,557,568,261</b>	<b>(418,533,784)</b>	<b>1,550,354,640</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>23,050,043</b>	<b>(471,005,716)</b>	<b>27,954,959</b>	<b>(336,552,795)</b>
Cash and cash equivalents at beginning of year	35,935,771	506,941,487	30,416,530	366,969,325
<b>Cash and cash equivalents at end of year (Note 8)</b>	<b>58,985,814</b>	<b>35,935,771</b>	<b>58,371,489</b>	<b>30,416,530</b>
	-	-	-	-
<b>Supplemental cash flow information</b>				
Non-cash items				
Interest expenses recorded as land and real estate development costs	209,437,624	194,715,900	209,437,624	191,998,569
Increase in right-of-use assets due to new lease agreement	1,600,910	-	1,600,910	-
Transfer land and real estate development costs to property, plant and equipment (net book value)	28,400,498	-	28,400,498	-

The accompanying notes are an integral part of the financial statements.

## CHEWATHAI PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

● **NOTES** to consolidated financial statements  
FOR THE YEAR ENDED 31 DECEMBER 2020

**1. General information****1.1 General information of the Company**

Chewathai Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its parent company is Chartchewa Company Limited, which was incorporated 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.

**1.2 Coronavirus disease 2019 Pandemic**

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

**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, 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 companies (“the subsidiaries”) (collectively as “the Group”)

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2020</u> Percent	<u>2019</u> Percent
<u>Held by the Company</u>				
Chewathai Interchange Limited	Real estate development	Thailand	100	100
<u>Held by subsidiary company</u>				
Chewathai Home Office Limited (100 percent held by Chewathai Interchange Limited)	Real estate development	Thailand	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

- 2.3 The separate financial statements present investments in subsidiaries, 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 Group has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. 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 adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

## Financial reporting standards related to financial instruments

The set of TFRSs related to financial instruments 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. They also include stipulations regarding the presentation and disclosure of financial instruments.

These standards do not have any significant impact on the Group's financial statements.

### TFRS 16 Leases

TFRS 16 supersedes TAS 17, Leases, together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The Group recognised the cumulative effect of the adoption of this financial reporting standard as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4.

### **Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic**

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impacts of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

During the period from the first quarter to the third quarter of 2020, the Group elected to apply the temporary relief measures on accounting alternatives relating to impairment of assets, reversal of deferred tax assets and account for reduction in lease payments.

In the fourth quarter of 2020, the Group has assessed some of the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets and deferred tax assets. As a result, in preparing the financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of the temporary relief measures on accounting alternatives relating to impairment of assets and reversal of deferred tax assets. This has no significant impact on the Group's financial statements.

However, the Group has elected to continue to apply the following temporary relief measures on accounting alternatives:

- Not to account for any reduction in lease payments by lessors resulting from the COVID-19 situation as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognised in each period reversed in proportion to the reduction, with any differences then recognised in profit or loss.

The Group is evaluating the impact on the financial statements and will consider recording the impact after the relief measures expire.

**b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2021**

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. 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 Group has evaluated that these standards do not have any significant impact on the Group's financial statements in the year when they are adopted.

**4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards**

As described in Note 3 to the financial statements, during the current year, the Group has adopted the set of financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards was recognised as an adjustment to retained earnings as at 1 January 2020. Therefore, the comparative information was not restated.

The change in these accounting policies do not have impact to retained earnings as at 1 January 2020.

The impacts of changes in accounting policies on the statements of financial position at the beginning of 2020 due to the adoption of these standards are presented as follows:

	(Unit: Thousand Baht)		
	Consolidated and separate financial statements		
	31 December 2019	The effect of TFRS 16	1 January 2020
<b>Statement of financial position</b>			
<b>Assets</b>			
<b>Non-current assets</b>			
Right-of-use assets	-	17,047	17,047
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Current portion of lease liabilities	-	3,273	3,273
<b>Non-current liabilities</b>			
Lease liabilities, net of current portion	-	13,774	13,774

#### 4.1 Financial instruments

As at 1 January 2020, classification and measurement of financial assets required by TFRS 9, in comparison with classification and the former carrying amount, are as follows:

Consolidated financial statements					(Unit: Thousand Baht)
	The former carrying amount	Classification and measurement in accordance with TFRS 9			Total
		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	
<b>Financial assets as at 1 January 2020</b>					
Cash and cash equivalents	35,936	-	-	35,936	35,936
Trade and other receivables	11,950	-	-	11,950	11,950
Short-term loans to related party	36,000	-	-	36,000	36,000
Restricted bank deposits	28,344	-	-	28,344	28,344
Long-term loans to related parties	131,578	-	-	131,578	131,578
<b>Total financial assets</b>	<b>243,808</b>	<b>-</b>	<b>-</b>	<b>243,808</b>	<b>243,808</b>



(Unit: Thousand Baht)

Separate financial statements					
	The former carrying amount	Classification and measurement in accordance with TFRS 9			
		Fair value through profit or loss	Fair value through other comprehensive income		Total
				Amortised cost	
<b>Financial assets as at 1 January 2020</b>					
Cash and cash equivalents	60,439	-	-	60,439	60,439
Trade and other receivables	16,744	-	-	16,744	16,744
Short-term loans to related party	36,000	-	-	36,000	36,000
Restricted bank deposits	28,344	-	-	28,344	28,344
Long-term loans to related parties	329,078	-	-	329,078	329,078
<b>Total financial assets</b>	<b>470,605</b>	<b>-</b>	<b>-</b>	<b>470,605</b>	<b>470,605</b>

As at 1 January 2020, the Group has not designated any financial liabilities at fair value through profit or loss.

## 4.2 Leases

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases that previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2020.

	(Unit: Thousand Baht)
	Consolidated and separate financial statements
Operating lease commitments as at 31 December 2019	10,518
Less: Short-term leases and leases of low-value assets	(1,210)
Add: Option to extend lease term	11,713
Less: Deferred interest expenses	(3,974)
Lease liabilities as at 1 January 2020	17,047
Weighted average incremental borrowing rate (percent per annum)	6.17 - 6.82
Comprise of:	
Current lease liabilities	3,273
Non-current lease liabilities	13,774
	17,047

## 5. Significant accounting policies

### 5.1 Revenue and expense recognition

#### Revenue from sale of real estate

Revenue from sale of real estate is recognised at the point in time when control of the real estate is transferred to the customer, generally upon transfer of the legal ownership of land and houses and residential condominium units. Revenue from sale of real estate is measured at the amount of the consideration received after deducting discounts and considerations payable to the customers. The terms of payment are in accordance with the payment schedule specified in the customer contract. Considerations received before transferring control of the real estate to the customer are presented under the caption of "Advances received from customers" in the statement of financial position.

### **Rendering of services**

Service revenue is recognised at a point in time upon completion of the service.

### **Interest income**

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

### **Finance cost**

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

## **5.2 Cost of real estate sold**

In determining the costs 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 land and houses and residential condominium units on the basis of the saleable area.

Cost of real estate sold includes cost of other goods, such as furniture and fixtures, that are considered part of the house or residential condominium unit and transferred to a customer in accordance with the contract.

Selling expenses directly associated with projects, such as specific business tax and transfer fees, are recognised as expenses when the sale occurs.

## **5.3 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.

## **5.4 Land and real estate development costs**

Land and real estate development costs are valued at the lower of cost and net realisable value. Cost consists of the cost of land, land improvement costs, design fees, public utilities, construction costs, capitalised borrowing costs and other related expenses, as well as estimated project development costs.

The Group recognises losses on diminution in value of projects (if any) in profit or loss.

## 5.5 Cost to obtain a contract with customers

The Group recognises a commission paid to obtain a customer contract as an asset and recognises it as expenses on a manner consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

## 5.6 Investments in subsidiaries, joint ventures and associate

Investments in joint ventures and associate are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiary, joint ventures and associate are accounted for in the separate financial statements using the cost method less allowance for loss on impairment (if any).

## 5.7 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.

## 5.8 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
Furniture, fixtures and office 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.

## 5.9 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.

To the extent that funds are borrowed specifically for the development of projects, interest costs are presented as the actual borrowing costs less any investment income from the temporary investment of those borrowings (if any). To the extent that funds are borrowed and used for the general purposes, 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, other than borrowings made for specific purposes.

## 5.10 Intangible assets

Intangible assets are initially recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 and 10 years



## 5.11 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### The Group as a lessee

#### Accounting policies adopted since 1 January 2020

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

#### **Right-of-use assets**

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Office building space	8	years
Motor vehicles	1 - 3	years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

#### **Lease liabilities**

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

***Short-term leases and leases of low-value assets***

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

***Accounting policies adopted before 1 January 2020***

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.

**The Group as a lessor**

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

**5.12 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.

### 5.13 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of property, plant and equipment, right-of-use asset, investment properties, 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 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 Group 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 Group 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.

### 5.14 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 31 to the financial statements. The Company's contributions are recognised as expenses when incurred.

## **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 Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group 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 Group recognises restructuring - related costs.

## **5.15 Provisions**

Provisions are recognised when the Group has 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.

## **5.16 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 Group recognises deferred tax liabilities for all taxable temporary differences while it recognises 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 Group reviews and reduces 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 Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

## 5.17 Financial instruments

### Accounting policies adopted since 1 January 2020

#### **Classification and measurement of financial assets**

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

#### ***Financial assets at amortised cost***

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.



### **Classification and measurement of financial liabilities**

At initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

### **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### *Accounting policies adopted before 1 January 2020*

#### **Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

## **5.18 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 Group applies 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 Group measures 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 Group determines 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.

## **6. 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:

### **Allowance for loss on diminution in value of land and real estate development costs**

The Group treats land and real estate development costs as impaired when a significant decline in fair value is noted. The management determines the devaluation based on net realisable value. The determination of what is significant and the amount of devaluation requires the management to exercise judgement.

### **Project development costs estimation**

In calculating cost of land and houses and residential condominium units sold, the Group has to estimate all project development costs, comprising land and land improvement costs, design and construction costs, public utility costs, borrowing costs and other related costs. The management estimates these costs based on their experience in the business and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

### **Provision for maintenance of houses and condominium units, and public utilities**

In determining provision for maintenance of houses and condominium units and public utilities, the management estimates the expenses expected to be incurred based on past experience of providing maintenance, and currently available information relating to maintenance expenses.

### **Contributions for housing estate juristic persons**

The Group estimates their contributions to housing estate juristic persons using the rate specified by the law and regulations and the budgeted costs of public utilities as a basis for the calculation.

### **Classification of long-term loans**

In classifying of current portion of long-term loans from banks, the management has used judgement to estimate collateral redemptions and loans settlements in accordance with the terms and conditions stipulated in the loan agreements.

### **Leases**

#### *Determining the lease term with extension and termination options - The Group as a lessee*

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

#### *Estimating the incremental borrowing rate - The Group as a lessee*

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

#### *Lease classification - The Group as lessor*

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to exercise judgement as to 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 properties, buildings and equipment/Depreciation**

In determining depreciation of investment properties, buildings and equipment, the management is required to make estimates of the useful lives and residual values of the investment properties, buildings and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review investment properties, land, buildings and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

**Allowance for expected credit losses of trade receivables**

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

**Litigation**

The Group has contingent liabilities as a result of litigation. The Group's management has used judgement to assess of the results of the litigation and provision for related liabilities which the management deem to be an appropriate amount has been recorded as at the end of reporting period. However, actual results could differ from the estimates.



## 7. Related party transactions

The relationships between the Company, subsidiaries, joint ventures, associate and its related parties are summarised below.

Name of related parties	Relationship
Chartchewa Company Limited	Major shareholder
Chewathai Interchange Limited	Subsidiary
Chewathai Home Office Limited	Subsidiary (100 percent held by Chewathai Interchange Limited)
Chewathai Hup Soon Limited	Joint venture
Chewa Heart Company Limited	Joint venture
Kamala Senior Living Company Limited	Associate
Global Environmental Technology Company Limited	Common director
Thaisri Insurance Public Company Limited	Common director

During the years, the Group 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 Group and those related parties.

(Unit: Million Baht)					
	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2020	2019	2020	2019	
<u>Transactions with subsidiary companies</u> (eliminated from the consolidated financial statements)					
Management income	-	-	-	2.24	Contract price
Interest income	-	-	9.77	1.79	5.00% p.a. (2019: 1.50% p.a.)
<u>Transactions with joint ventures</u>					
Management income	-	0.24	-	0.24	Contract price
Interest income	6.05	3.41	6.05	3.41	5.15% and 5.00% p.a.
<u>Transactions with associate</u>					
Interest income	3.44	2.78	3.44	2.78	5.00% p.a.
<u>Transactions with related companies</u>					
Other administrative expenses	2.48	4.82	2.48	4.82	Contract price and market price
Interest expenses	0.88	-	0.88	-	7.50% p.a. (2019: 4.00% and 5.25% p.a.)

As at 31 December 2020 and 2019, the balances of the accounts between the Group, and those related companies are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b><u>Other receivables - related parties (Note 9)</u></b>					
Subsidiaries		-	-	-	7,467
Joint ventures		2,034	313	2,034	313
Total other receivables - related parties		2,034	313	2,034	7,780
<b><u>Interest receivables - related parties (Note 9)</u></b>					
Subsidiary		-	-	11,565	1,789
Joint ventures		10,736	4,687	10,736	4,687
Associate		7,010	3,574	7,010	3,574
Total interest receivable - related parties		17,746	8,261	29,311	10,050
<b><u>Other payables - related parties (Note 24)</u></b>					
Subsidiary		-	-	13,577	3,433
Related companies (related by common director)		1,830	622	1,830	622
Total other payables - related parties		1,830	622	15,407	4,055

#### Loans to related parties

Loans to related parties are unsecured loans, carrying interest at the fixed rate. The loans are repayable at call or when borrower has sufficient cash flow. As at 31 December 2020, the Company classified such loans as long-term loans because the Company has no intention to call for such loans from the related parties within the next 12 months and the Company believed that related parties had no sufficient cash flow for repayment of the loan to the Company within the next 12 months.

As at 31 December 2020 and 2019, the balances of loans to related parties and the movements in loans are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements			
Loan to	Related by	Balance as at 31 December 2019	Increase during the year	Decrease during the year	Balance as at 31 December 2020
Chewa Heart Company Limited	Joint venture	103,578	47,200	(17,000)	133,778
Kamala Senior Living Company Limited	Associate	64,000	6,750	-	70,750
Total		167,578	53,950	(17,000)	204,528

(Unit: Thousand Baht)

Loan to	Related by	Separate financial statements			
		Balance as at 31 December 2019	Increase during the year	Decrease during the year	Balance as at 31 December 2020
Chewathai Interchange Limited	Subsidiary	197,500	-	(8,100)	189,400
Chewa Heart Company Limited	Joint venture	103,578	47,200	(17,000)	133,778
Kamala Senior Living Company Limited	Associate	64,000	6,750	-	70,750
Total		365,078	53,950	(25,100)	393,928

Short-term loan from related party

Short-term loan from related party is unsecured loan, carrying interest at the fixed rate. The loan is repayable at call.

As at 31 December 2020 and 2019, the balances of short-term loan from related party and the movements in loan are as follows:

(Unit: Thousand Baht)

Short-term loan from	Consolidated and separate financial statements			
	Balance as at 31 December 2019	Increase during the year	Decrease during the year	Balance as at 31 December 2020
Director	-	35,000	(35,000)	-
Total	-	35,000	(35,000)	-

Directors and management's benefits

During the years ended 31 December 2020 and 2019, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated and separate financial statements	
	2020	2019
Short-term employee benefits	23.5	33.2
Post-employment benefits	1.7	2.4
Total	25.2	35.6

## 8. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash	268	316	236	270
Bank deposits	58,718	35,620	58,135	30,147
Total	58,986	35,936	58,371	30,417

As at 31 December 2020, bank deposits in saving accounts carried interests between 0.1 and 0.3 percent per annum (2019: between 0.1 and 0.6 percent per annum).

## 9. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<u>Trade accounts receivable - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	18	-	18	-
Past due				
Up to 3 months	64	1,796	64	1,796
3 - 6 months	156	-	156	-
6 - 12 months	123	-	123	-
Over 12 months	30	-	30	-
Total	391	1,796	391	1,796
Less: Allowance for expected credit losses	(245)	-	(245)	-
Total trade accounts receivable - unrelated parties, net	146	1,796	146	1,796
<u>Other receivables</u>				
Other receivables - related parties	2,034	313	2,034	7,780
Other receivables - unrelated parties	2,854	1,580	2,853	1,430
Interest receivables - related parties	17,746	8,261	29,311	10,050
Total other receivables	22,634	10,154	34,198	19,260
Total trade and other receivables - net	22,780	11,950	34,344	21,056

Set out below is the movement in the allowance for expected credit losses of trade receivables.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
As at 1 January 2020	-	-
Provision for expected credit losses	245	245
As at 31 December 2020	245	245

## 10. Land and real estate development costs

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Land	5,332,770	5,329,049	4,858,191	4,854,470
Construction and design expenses	8,321,891	6,874,673	6,678,398	5,246,801
Interest capitalised as cost	797,806	587,672	731,445	522,008
Other costs	173,194	157,054	161,445	148,015
Total	14,625,661	12,948,448	12,429,479	10,771,294
Less: Accumulated cost transferred to cost of sales	(8,508,312)	(7,218,878)	(6,678,263)	(5,436,483)
Less: Transfer to investment properties	(45,845)	(45,845)	(45,845)	(45,845)
Less: Transfer to property, plant and equipment	(3,399)	(3,399)	-	-
Less: Allowance for diminution in value of projects	(1,881)	-	(1,881)	-
Land and real estate development costs - net	6,066,224	5,680,326	5,703,490	5,288,966

During the years, the Group 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 financial statements		Separate financial statements	
	2020	2019	2020	2019
Borrowing costs included in cost of land and construction in progress (Million Baht)	209	195	209	192
Capitalisation rate (%)	3.13 - 7.50	4.10 - 7.25	3.13 - 7.50	4.10 - 5.00



As at 31 December 2020 and 2019, the Group has mortgaged land and construction thereon of projects to secure long-term loans from financial institutions and long-term debentures of the Company, as disclosed in Note 25 and Note 26. The net book values are as follows.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Net book value of mortgaged land and construction thereon	6,059	4,894	5,696	4,535

Movements of allowance for loss on diminution in value of projects during the year ended 31 December 2020 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2020	2019
Balance as at 1 January 2020	-	-
Add: Additional set up	1,881	1,881
Balance as at 31 December 2020	1,881	1,881

## 11. Deposit for purchase of land

In October 2019, the Company paid purchase deposit of Baht 25.67 million to a non-related party to purchase 2 plots of land for its project development. In accordance with the agreement to purchase and to sell, the Company is to pay the remaining amount of Baht 224.33 million on the date of ownership transfer, scheduled to be no later than 31 March 2020. However, on 1 April 2020 and 25 May 2020, the Company issued agreement termination letters to such company, requesting that the agreement be terminated due to such company's failure to comply with the agreement, and notifying that the deposit be refunded to the Company. Such company has received the agreement termination letters but no action has been taken to fulfill the Company's request in accordance with the agreement termination letters.

Subsequently, on 11 June 2020, the Company filed a lawsuit with the civil court against the seller to claim the deposit refund of Baht 25.67 million plus interest at a rate of 7.5% per annum, starting from 24 October 2019 to the date of filing, and compensation for other damages or loss of benefits due to breach of the agreement of Baht 3 million plus interest at a rate of 7.5% per annum, starting from 31 March 2020 to the date of filing, totaling Baht 29.92 million. The lawsuit is currently under the hearing process of the Court of First Instance. The management believes that the full amount of the deposit and compensation will be made to the Company. Therefore, the Company did not record an allowance for impairment of the deposit.

## 12. Costs to obtain a contract with customer

(Unit: Thousand Baht)		
Consolidated and separate financial statements		
	2020	2019
Net book value at beginning of year	941	-
Increase due to the adjustment to retained earnings	-	142
Additions during the year	2,288	6,071
Amortisation as selling expenses during the year	(305)	(5,272)
Net book value at end of year	2,924	941

## 13. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Refundable withholding tax	24,499	22,035	22,661	20,812
Prepaid expenses	3,535	4,899	3,304	2,657
Deferred revenue	-	2,695	-	2,695
Others	9,210	8,868	9,177	8,717
Total	37,244	38,497	35,142	34,881

## 14. Restricted bank deposit

These represent saving deposits pledged with the banks to secure the arrangement and maintenance of public utilities or land improvement of the Company's real estate projects.

## 15. Investment in subsidiaries

Details of investment in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company	Paid-up capital		Shareholding percentage		Cost	
	2020	2019	2020	2019	2020	2019
			(%)	(%)		
Chewathai Interchange Limited and its subsidiary	100,000	100,000	100	100	68,594	68,594
Total					68,594	68,594

During the year 2020 and 2019, there is no dividend income from subsidiary.

## 16. Investments in joint ventures

### 16.1 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	
		2020	2019	2020	2019	2020	2019	2020	2019
		(%)	(%)						
Chewathai Hup Soon Limited	Sale and rent of properties	50	50	7,000	7,000	9,459	8,734	7,000	7,000
Chewa Heart Company Limited	Real estate development	70	70	35,000	35,000	26,864	31,633	35,000	35,000
Total				42,000	42,000	36,323	40,367	42,000	42,000

## 16.2 Share of comprehensive income

During the years, the Company recognised its share of comprehensive income from investments in joint ventures in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements			
	Share of profit (loss)		Share of other comprehensive income	
	2020	2019	2020	2019
Chewathai Hup Soon Limited	725	1,911	-	-
Chewa Heart Company Limited	(4,769)	(1,246)	-	-
<b>Total</b>	<b>(4,044)</b>	<b>665</b>	<b>-</b>	<b>-</b>

During the years 2020 and 2019, there is no dividend income from joint ventures.

## 16.3 Summarised financial information about material joint ventures

Summarised information about financial position

(Unit: Million Baht)

	Chewathai Hup Soon Limited		Chewa Heart Company Limited	
	2020	2019	2020	2019
Cash and cash equivalents	7.84	3.65	1.59	3.33
Current assets	6.75	6.91	349.86	294.69
Non-current assets	5.11	7.78	0.90	1.07
Short-term loans	-	-	-	(36.00)
Current portion of long - term loans	-	-	(99.64)	(91.12)
Long-term loans	-	-	(190.23)	(102.41)
Current liabilities	(0.78)	(0.88)	(24.11)	(24.37)
<b>Net assets</b>	<b>18.92</b>	<b>17.46</b>	<b>38.37</b>	<b>45.19</b>
Shareholding percentage (%)	50%	50%	70%	70%
<b>Carrying amounts of joint ventures based on equity method</b>	<b>9.46</b>	<b>8.73</b>	<b>26.86</b>	<b>31.63</b>

## Summarised information about comprehensive income

(Unit: Million Baht)				
For the year ended 31 December				
	Chewathai Hup Soon Limited		Chewa Heart Company Limited	
	2020	2019	2020	2019
Revenue	5.87	20.04	15.81	0.01
Cost of sales	(2.57)	(12.80)	(13.54)	-
Selling and administrative expenses	(1.69)	(2.32)	(5.47)	(1.79)
Income tax expenses	(0.15)	(1.09)	-	-
Finance costs	-	-	(3.61)	-
Profit (loss) for the year	1.46	3.83	(6.81)	(1.78)
Other comprehensive income	-	-	-	-
Total comprehensive income	1.46	3.83	(6.81)	(1.78)

## 17. Investment in associate

## 17.1 Details of associate

(Unit: Thousand Baht)										
Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost		Consolidated financial statements		Separate financial statements	
							Carrying amounts based on equity method		Carrying amounts based on cost method - net	
			2020	2019	2020	2019	2020	2019	2020	2019
			(%)	(%)						
Kamala Senior Living Co., Ltd.	Real estate development	Thailand	25	25	25,000	25,000	11,103	18,949	25,000	25,000
Total					25,000	25,000	11,103	18,949	25,000	25,000



## 17.2 Share of comprehensive income

During the years, the Company has recognised its share of loss from investment in associate company in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Associate	Consolidated financial statements			
	Share of loss		Share of other comprehensive income	
	2020	2019	2020	2019
Kamala Senior Living Co., Ltd.	(7,846)	(5,712)	-	-
Total	(7,846)	(5,712)	-	-

During the years 2020 and 2019, there is no dividend income from the associate.

## 17.3 Summarised financial information about material associate

Summarised information about financial position

(Unit: Million Baht)

	Kamala Senior Living Co., Ltd.	
	2020	2019
Current assets	1.36	21.18
Non-current assets	536.71	516.96
Current liabilities	(1.00)	(10.17)
Non-current liabilities	(492.66)	(452.18)
<b>Net assets</b>	<b>44.41</b>	<b>75.79</b>
Shareholding percentage (%)	25%	25%
<b>Carrying amounts of associate based on equity method</b>	<b>11.10</b>	<b>18.95</b>

## Summarised information about comprehensive income

	(Unit: Million Baht)	
	For the year ended 31 December	
	Kamala Senior Living Co., Ltd.	
	2020	2019
Revenue	0.02	0.03
Administrative expenses	(31.40)	(22.88)
Loss for the year	(31.38)	(22.85)
Other comprehensive income	-	-
Total comprehensive income	(31.38)	(22.85)

**18. Investment properties**

The net book value of investment properties as at 31 December 2020 and 2019 is presented below.

	(Unit: Thousand Baht)			
	Consolidated and separate financial statements			
	Land and factory for rent	Condominium units for rent	Vacant land	Total
31 December 2020:				
Cost	-	45,845	38,698	84,543
Less: Accumulated depreciation	-	(6,067)	-	(6,067)
Net book value	-	39,778	38,698	78,476
31 December 2019:				
Cost	262,042	45,845	38,698	346,585
Less: Accumulated depreciation	(65,116)	(3,768)	-	(68,884)
Net book value	196,926	42,077	38,698	277,701

A reconciliation of the net book value of investment properties for the years 2020 and 2019 is presented below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements			
	Land and factory for rent	Condominium units for rent	Vacant land	Total
Net book value as at 1 January 2019	207,703	44,369	38,698	290,770
Depreciation charged	(10,777)	(2,292)	-	(13,069)
Net book value as at 31 December 2019	196,926	42,077	38,698	277,701
Disposals - net book value	(190,066)	-	-	(190,066)
Depreciation charged	(6,860)	(2,299)	-	(9,159)
Net book value as at 31 December 2020	-	39,778	38,698	78,476

The fair value of the investment properties as at 31 December 2020 and 2019 stated below:

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2020	2019
Land and factory for rent	-	369,720
Condominium units for rent	59,965	59,965
Vacant land	48,480	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 land and 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 rental rates.

As at 31 December 2020, the Company has pledged investment properties amounting to approximately Baht 78 million as collateral against long-term debentures as described in Note 26 (2019: Baht 197 million as collateral against long-term loan from financial institution).

### Disposal of land with factories

In August 2020, the Company entered into an undertaking agreement with AIM Industrial Growth Freehold and Leasehold Real Estate Investment Trust (“AIMIRT”) to sell land with factory buildings thereon amounting to Baht 460 million (which were the main assets of rental business segment) to AIMIRT. The Company had gain on sale transaction of Baht 208 million (net of related selling expenses) and recognised such transaction in the profit or loss in the current year.

In order to comply with accounting standards, the Company presented operating results of the rental business segment, which were included in the statement of comprehensive income, under “Profit for the period from discontinued operation” in the statements of comprehensive income for the year ended 31 December 2020 and 2019 presented for comparative purposes as follows:

	(Unit: Thousand Baht)	
	Consolidated and separate financial statements	
	For the year ended 31 December	
	2020 <sup>(1)</sup>	2019
<b><u>Statement of comprehensive income</u></b>		
<b>Profit or loss:</b>		
<b>Revenues</b>		
Rental income	20,325	25,318
Gain on sales of assets to REIT	208,092	-
Others income	541	231
<b>Total revenues</b>	<b>228,958</b>	<b>25,549</b>
<b>Expenses</b>		
Cost of rental	8,393	13,069
Selling and administrative expenses	5,925	6,773
<b>Total expenses</b>	<b>14,318</b>	<b>19,842</b>
<b>Operating profit</b>	<b>214,640</b>	<b>5,707</b>
Finance cost	(839)	(275)
<b>Profit before income tax expenses</b>	<b>213,801</b>	<b>5,432</b>
Income tax expenses <sup>(2)</sup>	-	-
<b>Profit for the year from discontinued operation - net of income tax</b>	<b>213,801</b>	<b>5,432</b>

<sup>(1)</sup>Presenting the operating results of the rental business segment from 1 January 2020 to the date of disposal of land with factory buildings thereon.

<sup>(2)</sup>There is no income tax expenses because the Company has received promotional privileges from the Board of Investment for industrial factory.

Cash flows from discontinued operation are summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	For the year ended 31 December	
	2020 <sup>(1)</sup>	2019
Cash flows from operating activities	14,941	18,776
Cash flows from investing activities	430,667	-
Cash flows used in financing activities	(188,186)	(275)
<b>Net increase in cash and cash equivalents</b>	<b>257,422</b>	<b>18,501</b>

<sup>(1)</sup> Presenting cash flows of the rental business segment from 1 January 2020 to the date of disposal of land with factory buildings thereon.

The Company has to comply with the conditions as stipulated in the undertaking agreement as follows:

1. The Company shall guarantee income which AIMIRT will receive from tenants of those factories for a period of 3 years from the ownership transfer date. The Company has agreed to pay for the difference amounts between the actual rental income and the income guarantee as stipulated in the undertaking agreement to AIMIRT by quarter as follows:

Guarantee periods	Guarantee amount (Million Baht)
August 2020 to September 2021	35.58
October 2021 to September 2022	41.62
October 2022 to August 2023	48.64
<b>Total</b>	<b>125.84</b>

2. The Company is to be responsible for the repair and maintenance of land and factories thereon sold to AIMIRT for a period of 3 years from the ownership transfer date. The repair and maintenance shall cover fire protection system, painting of building, fences and doors around the building, utility system, building structure, building or subsidence of land around the building.



3. During a period of 3 years from the ownership transfer date, the Company has to pay deposit to AIMIRT as collateral in the form of cash and / or bank guarantee 90 days prior to the maturity of each tenant's lease term in the amount as specified in the undertaking agreement as detailed in the table below. AIMIRT will return the deposit to the Company upon the renewal of the lease with the existing tenant or when a new tenant enters into a new lease agreement with AIMIRT.

Deposit periods	Deposit amount (Million Baht)
2021	3.32
2022	6.99
2023	3.42
Total	13.73

As at 31 December 2020, the Company recorded provisions for income guarantee to REIT and for maintenance of land and factories thereon as describes in No.1 and No.2 amounting to Baht 31 million and Baht 1.50 million, respectively, which were presented as short-term provision of Baht 7.5 million and as long-term provision of Baht 25 million in the statements of financial position.

In addition, the Company was appointed a property manager to manage the factories sold to AIMIRT for a period of 10 years from the date of ownership transfer. The Company will receive fees from AIMIRT as detailed below.

- A property management fee calculated at a rate not exceeding 2.75% per annum of the net revenue from the lease.
- A incentive fee calculated at a rate not exceeding 4.00% per annum of profit from operation of the Trust.
- A commission fee from renewal of existing lease agreement and lease agreement with a new tenant for vacant units calculated not exceeding 1 month rental fee as specified in the lease agreement.

In addition, the Company made a memorandum with AIMIRT concerning conflict of interest management throughout the period where the Company is the property manager. When a customer is interested in renting a factory, the Company will inclusively offer all assets to the customer for consideration regardless of ownership of such assets. The Company shall determine the rental fee taking into account comparable buildings in terms of size, location, pattern, period and make the rental fee relatively close to rental fee of comparable building in order to promote transparency and provide the customer with sufficient information for decision making.

## 19. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements			
	Buildings and leased building improvement	Furniture, fixtures and office equipment	Sales office and mock-up room	Total
<b>Cost</b>				
1 January 2019	8,222	15,518	7,492	31,232
Additions	366	4,540	11,543	16,449
Write-off	-	(1)	(291)	(292)
31 December 2019	8,588	20,057	18,744	47,389
Additions	-	4,630	27,387	32,017
Write-off	(188)	(840)	(9,405)	(10,433)
31 December 2020	8,400	23,847	36,726	68,973
<b>Accumulated depreciation</b>				
1 January 2019	2,552	8,281	3,298	14,131
Depreciation for the year	319	3,276	9,766	13,361
Depreciation on write-off	-	(1)	(250)	(251)
31 December 2019	2,871	11,556	12,814	27,241
Depreciation for the year	320	3,179	12,004	15,503
Depreciation on write-off	(188)	(839)	(9,405)	(10,432)
31 December 2020	3,003	13,896	15,413	32,312
<b>Net book value</b>				
31 December 2019	5,717	8,501	5,930	20,148
31 December 2020	5,397	9,951	21,313	36,661
<b>Depreciation for the year</b>				
2019 (included in selling and administrative expenses)				13,361
2020 (included in selling and administrative expenses)				15,503

(Unit: Thousand Baht)

	Separate financial statements				
	Land	Leased building improvement	Furniture, fixtures and office equipment	Sales office and mock-up room	Total
<b>Cost</b>					
1 January 2019	3,184	4,371	13,858	7,177	28,590
Additions	-	366	4,259	11,543	16,168
Write-off	-	-	(1)	(291)	(292)
31 December 2019	3,184	4,737	18,116	18,429	44,466
Additions	-	-	4,630	27,387	32,017
Write-off	-	-	-	(9,090)	(9,090)
31 December 2020	3,184	4,737	22,746	36,726	67,393
<b>Accumulated depreciation</b>					
1 January 2019	-	2,335	6,760	2,991	12,086
Depreciation for the year	-	136	3,022	9,757	12,915
Depreciation on write-off	-	-	(1)	(250)	(251)
31 December 2019	-	2,471	9,781	12,498	24,750
Depreciation for the year	-	137	3,064	12,005	15,206
Depreciation on write-off	-	-	-	(9,090)	(9,090)
31 December 2020	-	2,608	12,845	15,413	30,866
<b>Allowance for impairment loss</b>					
1 January 2019	3,184	-	-	-	3,184
Increase during the year	-	-	-	-	-
31 December 2019	3,184	-	-	-	3,184
Increase during the year	-	-	-	-	-
31 December 2020	3,184	-	-	-	3,184
<b>Net book value</b>					
31 December 2019	-	2,266	8,335	5,931	16,532
31 December 2020	-	2,129	9,901	21,313	33,343
<b>Depreciation for the year</b>					
2019 (included in selling and administrative expenses)					12,915
2020 (included in selling and administrative expenses)					15,206

As at 31 December 2020 and 2019, 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	
	2020	2019	2020	2019
Equipment were fully depreciated but are still in use	10.91	10.09	10.13	8.01

## 20. Leases

### 20.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 1 - 8 years.

#### a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated and separated financial statements		
	Office building space	Motor vehicles	Total
31 December 2019	-	-	-
Adjustments of right-of-use assets due to TFRS 16 adoption	12,405	4,642	17,047
1 January 2020	12,405	4,642	17,047
Additions	-	1,601	1,601
Depreciation for the year	(1,411)	(2,677)	(4,088)
Decrease from terminating lease contract	(3,817)	-	(3,817)
Variance from rental reduction	(201)	-	(201)
31 December 2020	6,976	3,566	10,542

**b) Lease liabilities**

(Unit: Thousand Baht)		
Consolidated and separated financial statements		
	2019	2020
Lease payments	12,938	-
Less: Deferred interest expenses	(2,033)	-
Total	10,905	-
Less: Portion due within one year	(3,132)	-
Lease liabilities - net of current portion	7,773	-

A maturity analysis of lease payments is disclosed in Note 44.1 under the liquidity risk.

**c) Expenses relating to leases that are recognised in profit or loss**

(Unit: Thousand Baht)		
For the year ended 31 December 2020		
	Consolidated financial statements	Separate financial statements
Depreciation expense of right-of-use assets	4,088	4,088
Interest expense on lease liabilities	1,018	1,018
Expense relating to short-term leases	3,665	3,665
Expense relating to leases of low-value assets	3,017	3,006

**d) Others**

The Group had total cash outflows for leases for the year ended 31 December 2020 of Baht 11.4 million, including the cash outflow related to short-term lease and leases of low-value assets. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of 1.6 million.

**20.2 Group as a lessor**

The Group has entered into operating leases for its investment property portfolio consisting of condominium units for rent (see Note 18) of the lease terms are between 3 and 4 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2020 as follows:

	(Unit: Thousand Baht) Consolidated and separated financial statements
Within 1 year	574
Over 1 and up to 4 years	548
Total	1,122

## 21. Intangible assets

The net book value of computer software as at 31 December 2020 and 2019 is presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	2020	2019
Cost	15,840	15,353
Less: Accumulated amortisation	(3,912)	(2,346)
Net book value	11,928	13,007

A reconciliation of the net book value of computer software for the years 2020 and 2019 is presented below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Net book value at beginning of year	13,007	7,117	12,856	7,117
Acquisition of computer software	487	6,919	487	6,764
Amortisation	(1,566)	(1,029)	(1,550)	(1,025)
Net book value at end of year	11,928	13,007	11,793	12,856



**22. Bank overdrafts**

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
	Interest rate (percent per annum)	2020	2019	2020	2019
Bank overdrafts	MOR	-	51,239	-	41,240

Bank overdrafts are secured by the Company's land and constructions thereon of real estate projects.

**23. Short-term debentures**

					Consolidated and Separate financial statements			
					Number of debenture (Share)		Amount (Thousand Baht)	
No.	Interest rate per annum	Age	Repayment	Maturity	2020	2019	2020	2019
<u>Unsubordinated and unsecured debentures</u>								
No. 2/2020(1)	Fixed rate 7.50%	1 year	At maturity	16 July 2021	250,000	-	250,000	-
					250,000	-	250,000	-
Less: Unamortised portion of deferred transaction costs							(2,478)	-
Total							247,522	-

The above short-term debentures were issued under the approval by the Annual General Meeting of Shareholders of the Company held on 2 April 2019 as described in Note 26.

**24. Trade and other payables**

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
Trade accounts payable - unrelated parties		350,514	241,553	349,523	239,942
Accrued expenses - unrelated parties		22,576	15,525	22,355	15,201
Other payables - related parties		1,830	622	15,407	4,055
Other payables - unrelated parties		35,601	29,982	34,776	25,673
Total trade and other payables		410,521	287,682	422,061	284,871

## 25. Long-term loans from financial institutions

(Unit: Thousand Baht)					
				Consolidated and separate financial statements	
Loan	Facility amount (Million Baht)	Interest rate (% p.a.)	Repayment schedule	2020	2019
1.	507	MLR-1.25	Repayment of principal upon redemption of house 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	49,778	188,869
2.	315	MLR-1.40	Repayment of principal upon redemption of house 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	26,193	47,658
3.	387	MLR-1.75	Repayment of principal upon redemption of house 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	50,301	86,527
4.	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	47,825	48,200
5.	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	521,697	282,030
6.	200	MLR-1.38	Repayment of principal and interest within 10 years from the first draw down date	-	187,348
7.	885	Year 1-2: MLR-2.15 and thereafter MLR-1.90	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	425,442	253,743

(Unit: Thousand Baht)					
				Consolidated and separate financial statements	
Loan	Facility amount (Million Baht)	Interest rate (% p.a.)	Repayment schedule	2020	2019
8.	457	MLR-2.125	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 36 months	379,026	184,193
9.	702	MLR-1.90%	Repayment of principal upon redemption of house 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 48 months	249,090	403,247
10.	419	MLR-2.85%	Repayment of principal upon redemption of house 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 48 months	115,889	151,293
11.	418	MLR-2.35%	Repayment of principal upon redemption of house 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	148,504	145,940
12.	300	7	Repayment of principal upon basis as stated in the agreement and the settlement to be completed by December 2021	260,000	-
Total				2,273,745	1,979,048
Less: Deferred financial fees				(1,506)	-
Net				2,272,239	1,979,048
Less: Current portion				(1,646,075)	(1,682,001)
Long-term loans - net of current portion				626,164	297,047

Movement of the long-term loan account during the year ended 31 December 2020 are summarised below:

	(Unit: Thousand Baht)
	Consolidated and separate financial statements
Balance as at 1 January 2020	1,979,048
Add: Additional borrowings	1,529,498
Amortisation of financial fees	1,494
Less: Repayment	(1,234,801)
Payment of financial fees	(3,000)
Balance as at 31 December 2020	2,272,239

The loans are secured by the mortgage of the Company's land and construction thereon of real estate projects.

The loan agreements contain several covenants which, among other things, require the Company 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 2020, the Company has been unable to maintain some financial ratios covenanted under the loan agreements (unrelated to principal and interest payment). For the purpose of reporting under Thai Financial Reporting Standards, the Company has presented the outstanding balances of such loans amounting to Baht 775 million as current liabilities in the statement of financial position. On 11 February 2021, the Company has already received waiver letter for not complying with such covenants from the bank.

As at 31 December 2020, the long-term credit facilities of the Company which have not yet been drawn down amounted to Baht 1,710 million (2019: Baht 2,939 million).

## 26. Long-term 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 2 April 2019
Amount	Revolving amount of Baht 4,500 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 2020, the Company has unissued debentures under the above mentioned approval totaling Baht 2,707 million (2019: Baht 2,316 million).

The outstanding balance of long-term debentures as at 31 December 2020 and 2019 are detailed below.

					Consolidated and separate financial statements			
					Number of debenture (Shares)		Amount (Thousand Baht)	
No.	Interest rate per annum	Age	Repayment	Maturity	2020	2019	2020	2019
<u>Unsubordinated and unsecured debentures</u>								
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
No. 1/2019	Fixed rate 5.90%	2 years	At maturity	21 March 2021	486,000	486,000	486,000	486,000
No. 1/2020	Fixed rate 6.75%	2 years	At maturity	15 January 2022	379,200	-	379,200	-
<u>Unsubordinated and secured debentures</u>								
No. 2/2020 (2)	Fixed rate 7.00%	2 years	At maturity	16 July 2022	677,500	-	677,500	-
					<u>1,542,700</u>	<u>2,184,500</u>	<u>1,542,700</u>	<u>2,184,500</u>
Less: Unamortised portion of deferred transaction costs							(11,476)	(8,104)
Total debentures							1,531,224	2,176,396
Less: Current portion							(485,405)	(1,693,783)
Total debentures - net of current portion							1,045,819	482,613

Movement of the long-term debentures account during the year ended 31 December 2020 are summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements
Balance as at 1 January 2020	2,176,396
Add: Issue of new debenture during the period	1,056,700
Amortisation of deferred transaction costs	12,431
Less: Repayment	(1,698,500)
Payment of transaction costs for issuance of debenture	(15,803)
Balance as at 31 December 2020	<u>1,531,224</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 or loan default. In addition, debentures No. 2/2020(2) are secured by the Company and the subsidiary's certain plots of land and construction thereon of real estate projects and investment properties.

## 27. Provisions

(Unit: Thousand Baht)

### Consolidated financial statements

	Short-term provisions				Long-term provisions		
	Maintenance of houses, condominium and public utilities	Guarantee income to REIT	Legal case	Total	Contributions to housing estate juristic persons	Guarantee income to REIT	Total
As at 1 January 2019	3,527	-	-	3,527	-	-	-
Increase during the year	3,145	-	-	3,145	1,594	-	1,594
Utilised	(2,678)	-	-	(2,678)	-	-	-
Reversal of provisions	(1,787)	-	-	(1,787)	-	-	-
As at 31 December 2019	2,207	-	-	2,207	1,594	-	1,594
Increase during the year	10,979	5,951	178	17,108	2,375	25,059	27,434
Utilised	(413)	-	-	(413)	-	-	-
Reversal of provisions	(765)	-	-	(765)	-	-	-
As at 31 December 2020	12,008	5,951	178	18,137	3,969	25,059	29,028

(Unit: Thousand Baht)

### Separate financial statements

	Short-term provisions				Long-term provisions		
	Maintenance of houses, condominium and public utilities	Guarantee income to REIT	Legal case	Total	Contributions to housing estate juristic persons	Guarantee income to REIT	Total
As at 1 January 2019	200	-	-	200	-	-	-
Increase during the year	2,671	-	-	2,671	1,246	-	1,246
Utilised	(527)	-	-	(527)	-	-	-
Reversal of provisions	(263)	-	-	(263)	-	-	-
As at 31 December 2019	2,081	-	-	2,081	1,246	-	1,246
Increase during the year	9,887	5,951	178	16,016	2,323	25,059	27,382
Utilised	(360)	-	-	(360)	-	-	-
Reversal of provisions	(605)	-	-	(605)	-	-	-
As at 31 December 2020	11,003	5,951	178	17,132	3,569	25,059	28,628



## 28. 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		
	2020	2019
<b>Provision for long-term employee benefits</b>		
<b>at beginning of year</b>	11,424	5,671
Included in profit or loss:		
Current service cost	2,467	2,075
Interest cost	305	231
Past service cost	-	1,487
Included in other comprehensive income:		
Actuarial loss arising from		
Demographic assumptions changes	-	-
Financial assumptions changes	-	1,960
Experience adjustments	-	-
<b>Provision for long-term employee benefits</b>		
<b>at end of year</b>	<u>14,196</u>	<u>11,424</u>

As at 31 December 2020 and 2019, the Company does not expect to pay of long-term employee benefits during the next year.

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 20 years (2019: 20 years).

Significant actuarial assumptions are summarised below:

(Unit: % per annum)		
Consolidated and separate		
financial statements		
	2020	2019
Discount rate	1.91	1.91
Salary increase rate	7.00 and 9.00	7.00 and 9.00
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 2020 and 2019 are summarised below:

(Unit: Million Baht)

	Consolidated and separate financial statements			
	2020		2019	
	Increase	Decrease	Increase	Decrease
	1%	1%	1%	1%
Discount rate	(1.72)	2.07	(1.40)	1.69
Salary increase rate	2.23	(1.87)	1.71	(1.44)

(Unit: Million Baht)

	Consolidated and separate financial statements			
	2020		2019	
	Increase	Decrease	Increase	Decrease
	20%	20%	20%	20%
Turnover rate	(2.28)	3.03	(1.80)	2.37

## 29. Share capital

The increase in share capital of the Company during the year 2019 resulting from exercising of warrants are summarised below.

Date of exercised	Type of warrant	Number of exercised warrants	Ordinary shares issued for exercised warrants	Exercise price	Date of registration of share capital with the Ministry of Commerce	Date of the Stock Exchange of Thailand approved ordinary shares as listed securities
		(Unit)	(Shares)	(Baht per share)		
27 November 2019 (a final exercise date)	CHEWA-W1	700	700	1.75	4 December 2019	16 December 2019

## 30. Warrants

On 28 May 2018, the Company issued free of charge warrants No.1 (CHEWA-W1) for the existing shareholders that subscribed and received the right offering of the increase share capital 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 2019, movement of the warrant of the Company are as follows:

Number of warrants outstanding as at 1 January 2019	Number of warrants exercised during the year	Number of warrants expired during the year	Number of warrants outstanding as at 31 December 2019
(Units)	(Units)	(Units)	(Units)
467,335,804	(700)	(467,335,104)	-

### 31. The Employee Joint Investment Program (EJIP)

The significant details of the Employee Joint Investment Program (EJIP) 3 project are as follow:

The Company eligible under EJIP:	Chewathai Public Company Limited
The Period of EJIP:	<ul style="list-style-type: none"> <li>- Project 1: 26 January 2018 to 25 January 2022, with a total duration of 4 years.</li> <li>- Project 2: 26 December 2018 to 25 December 2022, with a total duration of 4 years.</li> <li>- Project 3: 26 December 2019 to 25 December 2023 with a total duration of 4 years.</li> </ul>
Eligible employees under EJIP:	Management level from Assistant Vice President and above who will pass the probation within 25 January 2018 for project 1, 31 December 2018 for project 2 and 31 December 2019 for project 3 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:
- 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).

On 1 April 2020, the Board of Directors' Meeting approved the resolution to cease contribution for nine month starting from April to December 2020 due to Coronavirus disease 2019 Pandemic which is impacting employee.

During the year 2020, the Company contributed Baht 0.6 million to the program (2019: Baht 1.81 million).

### **32. 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.

### 33. Revenue from contracts with customers

#### 33.1 Disaggregated revenue information

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Type of goods:</b>				
Revenue from sales of houses, townhomes and home office	823,229	437,541	766,607	381,917
Revenue from sales of condominium	799,025	676,352	796,889	640,187
Total revenue from contracts with customers	1,622,254	1,113,893	1,563,496	1,022,104

#### 33.2 Revenue recognised in relation to contract balances

During the year 2020, the Group recognised revenue from sale of real estate that was included in advance received from customers at the beginning of the year amounting to Baht 9.02 million (2019: Baht 10.01 million) (the Company only: Baht 6.92 million, 2019: Baht 9.95 million).

#### 33.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2020, revenue totaling Baht 1,696 million (2019: Baht 1,486 million) (the Company only: Baht 1,671 million, 2019: Baht 1,429 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied. The Group expects to satisfy these performance obligations within 2 years.

### 34. Finance cost

	(Unit: Thousand Baht)	
	Consolidated and separate	
	financial statements	
	2020	2019
Interest expenses on borrowings	66,639	22,467
Interest expenses on lease liabilities	1,018	-
Total	67,657	22,467

### 35. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Salaries and wages and other employee benefits	125	134	125	134
Depreciation and amortisation	30	28	30	27
Purchase of land and payment of construction in progress during year	1,677	3,328	1,658	2,891
Changes in land, constructions in progress and land held for development	(437)	(2,518)	(466)	(2,157)
Provision for houses and condominium units guarantee	11	3	10	3

### 36. Income tax

Income tax revenue for the years ended 31 December 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Current income tax:</b>				
Current income tax charge	-	-	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(21,678)	(12,750)	(21,492)	(13,321)
<b>Income tax revenue reported in profit or loss</b>	<b>(21,678)</b>	<b>(12,750)</b>	<b>(21,492)</b>	<b>(13,321)</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2020 and 2019 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Deferred tax on actuarial loss	-	392	-	392
	-	392	-	392



The reconciliation between accounting profit (loss) and income tax revenue is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Accounting profit (loss) before tax	98,761	(67,815)	118,379	(61,875)
Applicable tax rate	0% and 20%	0% and 20%	0% and 20%	0% and 20%
Accounting profit (loss) before tax multiplied by income tax rate	(23,258)	(13,563)	(19,334)	(12,375)
Effects of:				
Change in value of investments accounted for the equity method	2,378	1,009	-	-
Non-deductible expenses	1,819	180	1,662	170
Additional expense deductions allowed	(207)	(252)	(164)	(252)
Others	(2,410)	(124)	(3,656)	(864)
Total	1,580	813	(2,158)	(946)
Income tax revenue reported in profit or loss	(21,678)	(12,750)	(21,492)	(13,321)

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Deferred tax assets</b>				
Provision for expected credit losses	49	-	49	-
Accumulated depreciation - sale office	180	1,309	180	1,309
Provision for long-term employee benefits	2,839	2,285	2,839	2,285
Provision for maintenance expenses	2,013	441	1,855	415
Provision for compensation for housing estate juristic persons	1,183	318	1,060	249
Provision for guarantee income to REIT	6,202	-	6,202	-
Provision for legal cases	35	-	35	-
Allowance for diminution in value of project	376	-	376	-
Unused tax loss	21,252	9,670	21,252	9,670
Lease	75	-	75	-
Borrowing cost for projects	2,826	-	2,826	-
Total	37,030	14,023	36,749	13,928

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Deferred tax liabilities</b>				
Deferred costs to obtain contracts with customers	585	188	585	188
Rental income from factory	-	539	-	539
Deferred financial fees	3,092	1,621	3,092	1,621
<b>Total</b>	<b>3,677</b>	<b>2,348</b>	<b>3,677</b>	<b>2,348</b>

As at 31 December 2020, the subsidiaries have unused tax losses totaling Baht 3.70 million (2019: Baht 8.82 million), on which deferred tax assets have not been recognised as the subsidiaries believe future taxable profits may not be sufficient to allow utilisation of unused tax losses.

The unused tax losses which deterred tax assets have not been recognised, amounting to Baht 3.70 million will expire by 2024.

### 37. 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 2020 and 2019, divided between promoted and non-promoted operations, are summarised below.

	(Unit: Thousand Baht)			
	Promoted operations		Non-promoted operations	
	2020	2019	2020	2019
Domestic sales				
Revenue from sale of real estate	-	-	1,563,496	1,022,104
Rental income	20,009	25,318	316	-

### 38. Earnings per share

Basic earnings per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

The following table sets forth the computation of basic earnings per share.

	Consolidated financial statements					
	Profit (loss)		Weighted average number of		Earning (loss)	
	for the year		ordinary shares		per share	
	2020	2019	2020	2019	2020	2019
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<b>Basic earnings per share</b>						
Loss for the year from continuing operations	(93,362)	(60,496)	1,275,028	1,275,028	(0.07)	(0.05)
Profit for the year from discontinued operation	213,801	5,432	1,275,028	1,275,028	0.17	0.01
Profit (loss) for the year	120,439	(55,064)	1,275,028	1,275,028	0.09	(0.04)

	Separate financial statements					
	Profit (loss)		Weighted average number of		Earning (loss)	
	for the year		ordinary shares		per share	
	2020	2019	2020	2019	2020	2019
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<b>Basic earnings per share</b>						
Loss for the year from continuing operations	(73,930)	(53,986)	1,275,028	1,275,028	(0.06)	(0.05)
Profit for the year from discontinued operation	213,801	5,432	1,275,028	1,275,028	0.17	0.01
Profit (loss) for the year	139,871	(48,554)	1,275,028	1,275,028	0.11	(0.04)

### 39. 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 Group is organised into business units based on its products and services and have two reportable segments as follows:

- Real estate business segment which is houses, townhome and residential condominium projects for sale.
- Rental business segment which is factory for rent.

No operating segments have been aggregated to from 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 Group's operating segments for the year ended 31 December 2020 and 2019.

(Unit: Million Baht)

	For the year ended 31 December 2020				
	Real estate business	Rental business	Total reportable segments	Adjustments and eliminations	Consolidated
Revenue from external customers	1,622	20	1,642	-	1,642
Inter-segment revenue	-	-	-	-	-
Total revenues	1,622	20	1,642	-	1,642
Segment gross profit	337	12	349	-	349
Gain on sales of assets to REIT	-	208	208	-	208
Other income	20	1	21	-	21
Finance costs	(67)	(1)	(68)	-	(68)
Depreciation and amortisation	(21)	-	(21)	-	(21)
Interest in the profit or loss of joint ventures and associate accounted for by the equity method	(12)	-	(12)	-	(12)
Other expenses	(373)	(6)	(379)	-	(379)
<b>Segment profit (loss)</b>	(116)	214	98	-	98
<b>Non allocate income and expenses</b>					
Income tax revenue					22
<b>Profit for the year</b>					120

(Unit: Million Baht)

	For the year ended 31 December 2019				
	Real estate business	Rental business	Total reportable segments	Adjustments and eliminations	Consolidated
Revenue from external customers	1,114	25	1,139	-	1,139
Inter-segment revenue	-	-	-	-	-
Total revenues	1,114	25	1,139	-	1,139
Segment gross profit	293	12	305	-	305
Other income	15	-	15	-	15
Finance costs	(23)	-	(23)	-	(23)
Depreciation and amortisation	(14)	-	(14)	-	(14)
Interest in the profit or loss of joint ventures and associate accounted for by the equity method	(5)	-	(5)	-	(5)
Other expenses	(339)	(7)	(346)	-	(346)
<b>Segment profit (loss)</b>	(73)	5	(68)	-	(68)
<b>Non allocate income and expenses</b>					
Income tax revenue					13
<b>Loss for the year</b>					(55)

The following tables present total assets information regarding the Group's operating segments as at 31 December 2020 and 2019.

(Unit: Million Baht)

	As at 31 December 2020				
	Real estate business	Rental business	Total reportable segments	Unallocated assets	Consolidated
<b>Segment total assets</b>	6,155	78	6,233	450	6,683
Investment in joint ventures and associate accounted for by the equity method	47	-	47	-	47
Additions to non-current assets other than financial instruments and deferred tax assets	(13)	(199)	(212)	20	(192)

(Unit: Million Baht)

	As at 31 December 2019				
	Real estate business	Rental business	Total reportable segments	Unallocated assets	Consolidated
<b>Segment total assets</b>	5,790	278	6,068	336	6,404
Investment in joint ventures and associate accounted for by the equity method	59	-	59	-	59
Additions to non-current assets other than financial instruments and deferred tax assets	(5)	(13)	(18)	16	(2)

### Geographic information

The Group operates 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 2020 and 2019, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.



#### 40. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both the Company and employees contribute to the fund monthly at the rate of 5 percent and 7 percent 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 2020 amounting to approximately Baht 5.1 million (2019: Baht 4.3 million) were recognised as expenses.

#### 41. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Final dividends for 2018	Annual General Meeting of the shareholders on 2 April 2019	44.63	0.035
Total for 2019		44.63	0.035

#### 42. Commitments and contingent liabilities

##### 42.1 Commitments for purchase of land and construction work

As at 31 December 2020 and 2019, the Group had the following outstanding commitments in respect of agreements to purchase of land and construction of projects.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Construction contracts	952	1,433	952	1,418
Agreements to purchase land for development of future projects	224	224	224	224

## 42.2 Guarantee

As at 31 December 2020 and 2019, there were outstanding bank guarantees issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Letter of guarantees for arrangement and maintenance of public utilities	361	307	360	286
Letter of guarantee to guarantee payment due to creditor	1	1	1	1

## 42.3 Litigation

- 1) In December 2016, individuals, as a plaintiff, sued the Company and a 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. Subsequently, in October 2019, the Company, the subsidiary and plaintiff signed a settlement agreement to settle the dispute in relation to this case. The Court of First Instance has rendered its judgement as per the settlement agreement. Currently, the Company has already demolished the structures thereon and the subsidiary has already registered servitude to the plaintiff.

In addition, in September and December 2017, individuals filed 2 additional lawsuits against the Company and the subsidiary, demanding compensatory damages of Baht 0.6 million. In November 2020, the Court of First Instance ordered the Company to pay compensation of Baht 0.18 million to the plaintiff. The Company has set aside a provision of Baht 0.18 million for liabilities arising as a result of this case. For case 2 is currently in the judicial process. However, the management believes that there will be no material impacts to the Company and the subsidiary.

- 2) In July 2020, the Company, the main contractor and the construction engineer were sued by owner of building adjacent to the construction project for compensatory damage of Baht 10.40 million. The plaintiffs claimed that it had been affected by the Company's construction project. At present, the Company is in the process of mediation and proposes a building repair plan to the plaintiffs. However, the management expects that there will be no material impacts to the Company.

- 3) In July 2020, the subsidiary was sued in a civil case for breach of the agreement to purchase and to sell and was claimed for compensatory of Baht 1.15 million. At present, the Company is in the process of mediation with the plaintiff. However, the management expects that there will be no material impacts to the subsidiary.

#### 43. Fair value hierarchy

As at 31 December 2020 and 2019, the Group 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 2020				
	Level 1	Level 2	Level 3	Total
<b>Assets for which fair value are disclosed</b>				
Investment properties	-	-	108	108
<b>Liabilities for which fair value are disclosed</b>				
Debentures	-	1,545	-	1,545

(Unit: Million Baht)				
Consolidated and separate financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
<b>Assets for which fair value are disclosed</b>				
Investment properties	-	-	478	478
<b>Liabilities for which fair value are disclosed</b>				
Debentures	-	2,184	-	2,184

#### 44. Financial instruments

##### 44.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans, debentures and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

##### Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, deposit with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

***Trade receivables***

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Moreover, outstanding trade receivables are regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by product type and customer rating. The Group does not hold collateral as security. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

***Financial instruments and cash deposits***

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

**Market risk*****Foreign currency risk***

As at 31 December 2020 and 2019, the Group has no balances of financial assets and liabilities denominated in foreign currency.

***Interest rate risk***

The Group's exposure to interest rate risk relates primarily to its long-term loans, debentures and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2020 and 2019, 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 2020

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	56	3	59	Note 8
Trade and other receivables	-	-	-	-	23	23	-
Loans to related parties	-	205	-	-	-	205	Note 7
Restricted bank deposits	-	-	-	23	-	23	Note 14
	-	205	-	79	26	310	
<b>Financial liabilities</b>							
Trade and other payables	-	-	-	-	411	411	-
Retention payables	-	-	-	-	121	121	-
Long-term loans from financial institutions	260	-	-	2,014	-	2,274	Note 25
Short-term debentures	250	-	-	-	-	250	Note 23
Long-term debentures	486	1,057	-	-	-	1,543	Note 26
Lease liabilities	4	7	2	-	-	13	Note 20
	1,000	1,064	2	2,014	532	4,612	

(Unit: Million Baht)

## Consolidated financial statements as at 31 December 2019

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	34	2	36	Note 8
Trade and other receivables	-	-	-	-	12	12	-
Loans to related parties	36	132	-	-	-	168	Note 7
Restricted bank deposits	-	-	-	28	-	28	Note 14
	36	132	-	62	14	244	
<b>Financial liabilities</b>							
Bank overdrafts	-	-	-	51	-	51	Note 22
Trade and other payables	-	-	-	-	288	288	-
Retention payables	-	-	-	-	82	82	-
Long-term loans from financial institutions	-	-	-	1,979	-	1,979	Note 25
Long-term debentures	1,699	486	-	-	-	2,185	Note 26
	1,699	486	-	2,030	370	4,585	

(Unit: Million Baht)

## Separate financial statements as at 31 December 2020

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	55	3	58	Note 8
Trade and other receivables	-	-	-	-	34	34	-
Loans to related parties	-	394	-	-	-	394	Note 7
Restricted bank deposits	-	-	-	23	-	23	Note 14
	-	394	-	78	37	509	
<b>Financial liabilities</b>							
Trade and other payables	-	-	-	-	422	422	-
Retention payables	-	-	-	-	120	120	-
Long-term loans from financial institutions	260	-	-	2,014	-	2,274	Note 25
Short-term debenture	250	-	-	-	-	250	Note 23
Long-term debentures	486	1,057	-	-	-	1,543	Note 26
Lease liabilities	4	7	2	-	-	13	Note 20
	1,000	1,064	2	2,014	542	4,622	

(Unit: Million Baht)

## Separate financial statements as at 31 December 2019

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	28	2	30	Note 8
Trade and other receivables	-	-	-	-	21	21	-
Loans to related parties	36	329	-	-	-	365	Note 7
Restricted bank deposits	-	-	-	28	-	28	Note 14
	36	329	-	56	23	444	
<b>Financial liabilities</b>							
Bank overdrafts	-	-	-	41	-	41	Note 22
Trade and other payables	-	-	-	-	285	285	-
Retention payables	-	-	-	-	79	79	-
Long-term loans from financial institutions	-	-	-	1,979	-	1,979	Note 25
Long-term debentures	1,699	486	-	-	-	2,185	Note 26
	1,699	486	-	2,020	364	4,569	



*Interest rate sensitivity*

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans from affected as at 31 December 2020.

Currency	Increase/decrease	Effect on profit before tax
	(%)	(Thousand Baht)
Baht	+0.50	(10,107)
	-0.50	10,107

The above analysis has been prepared assuming that the amounts of the floating rate loans from and all other variables remain constant over one year. Moreover, the floating legs of these loans from are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

**Liquidity risk**

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, debentures, bank loans and lease contracts. As at 31 December 2020, approximately 64% of the Group's debt will mature in less than one year (2019: 83%) (the Company only: 64%, 2019: 83%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows which comprise of principle and interest.

(Unit: Thousand Baht)

Consolidated financial statements					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Trade and other payables	-	410,521	-	-	410,521
Retention payables	-	32,942	88,517	-	121,459
Lease liabilities	-	3,745	6,601	2,592	12,938
Short-term debenture	-	260,120	-	-	260,120
Long-term debentures	-	565,306	1,083,348	-	1,648,654
Long-term loans	-	1,708,350	641,360	-	2,349,710
<b>Total non-derivatives</b>	-	2,980,984	1,819,826	2,592	4,803,402

(Unit: Thousand Baht)

Separate financial statements					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Trade and other payables	-	422,061	-	-	422,061
Retention payables	-	31,467	88,517	-	119,984
Lease liabilities	-	3,745	6,601	2,592	12,938
Short-term debenture	-	260,120	-	-	260,120
Long-term debentures	-	565,306	1,083,348	-	1,648,654
Long-term loans	-	1,708,350	641,360	-	2,349,710
<b>Total non-derivatives</b>	-	2,991,049	1,819,826	2,592	4,813,467

#### 44.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position, except for the following financial liabilities.

(Unit: Million Baht)

Consolidated and separate financial statements				
2020		2019		
Carrying amount	Fair value	Carrying amount	Fair value	
<b>Financial liabilities</b>				
Long-term debentures	1,531	1,545	2,185	2,184

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- a) 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, the carrying amounts in the statement of financial position approximate their fair value.
- b) The fair value of fixed rate debentures and long-term loans is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
- c) The carrying amounts of debentures and long-term loans carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

#### **45. 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 2020, the Group's debt-to-equity ratio was 2.6:1 (2019: 2.7:1) and the Company's was 2.7:1 (2019: 2.8:1).

#### **46. Events after the reporting period**

- 46.1 On 11 January 2021, the Company's Board of Directors meeting has passed the resolution to approve the Company to receive financial support from a director at Baht 35 million to be used as working capital of the Company. This financial support is subjected to interest at 7.5% per annum and due for repayment not exceed than one year as from the transaction date without guarantee.
- 46.2 On 10 February 2021, the Company notified the Stock Exchange of Thailand of the issuance and offering of unsubordinated and unsecured debentures with debentureholders' representative No. 1/2021 in the amount of Baht 500 million, with a greenshoe of Baht 200 million, totaling Baht 700 million. The debentures have fixed interest rate at 7.25% per annum. The debentures will be issued on 19 February 2021 and mature on 19 February 2023.
- 46.3 On 15 February 2021, the meeting of the Company's Board of Directors passed a resolution to propose the Annual General Meeting of the Company's shareholders for approval the payment of a dividend for the year 2020 of Baht 0.0209 per share, or a total of Baht 26.65 million. The payment of such dividend shall be made within April 2021.

#### **47. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 15 February 2021.







## CHEWATHAI PLC.

1168/80 Lumpini Tower, 27th Floor, Unit D,  
Rama IV Rd., Tungmahamek, Sathorn, Bangkok 10120  
Tel 66 (0) 2679-8870-4 Fax 66 (0) 679-8875

[www.chewathai.com](http://www.chewathai.com)

