



PRUKSA

Pruksa Holding Public Company Limited



ANNUAL REPORT 2020

Pruksa...Heart to Lives

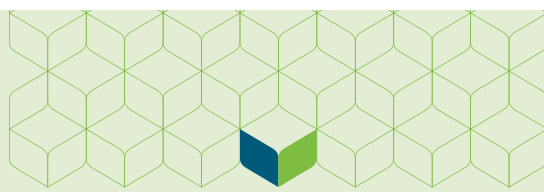
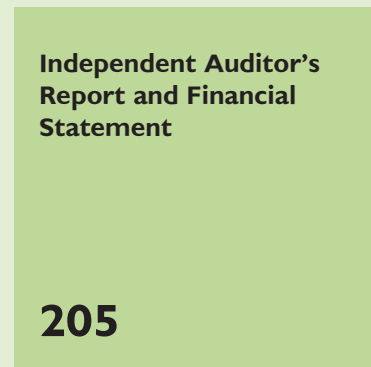
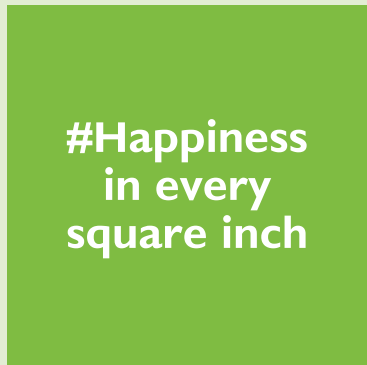


Table of Contents



02	Vision Mission	184	Social Responsibility
08	Financial Highlights	188	Internal Control and Risk Management
10	Message from the Chairman and Group Chief Executive Officer	191	Related Transaction
20	Board of Directors	198	Management Discussion and Analysis
22	The Board & Management Profile	201	Report of Responsibilities for the Financial Statements of the Board of Directors
39	PSH Awards	202	Report of the Audit Committee
41	Policy and Business Overview	205	Independent Auditor's Report and Financial Statements
47	Nature of Business	268	Dividend Payment Policy
72	Risk Factors	270	Shares and Shareholders Information
82	Management Structure	275	General Information and Other Significant Information
109	Corporate Governance		

Vision

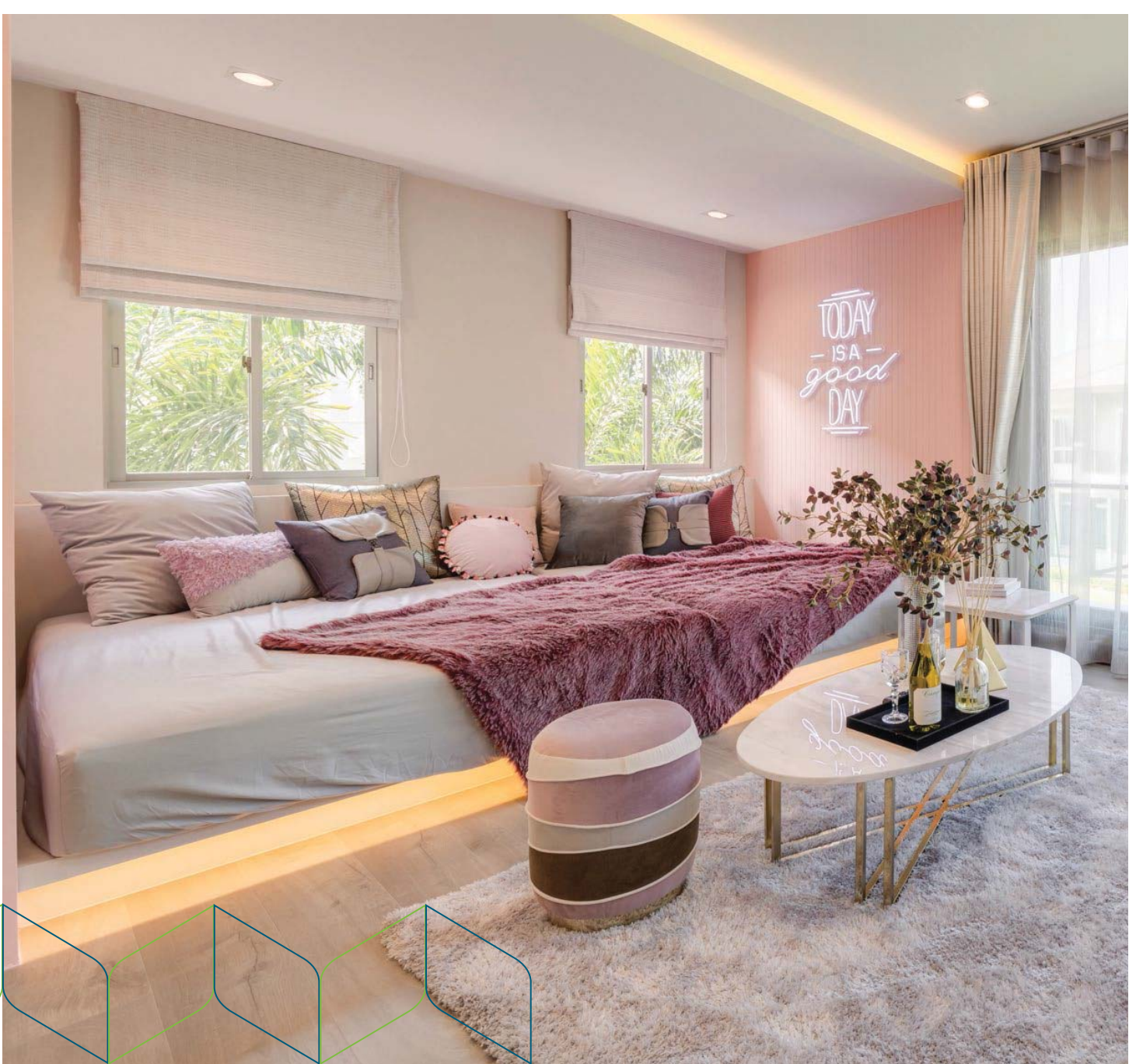
Pruksa Holding is determined to maximize customer's satisfaction, develop products and services to suit modern lifestyle, and operate business for sustainable growth.



Mission

Pruksa Holding aims to operate business under good corporate governance for sustainable growth by developing products and services to enhance quality of life, creating innovation for modern lifestyle and ultimate values for all stakeholders, providing opportunity to society as well as caring for the environment.





Pruksa...Heart to Lives

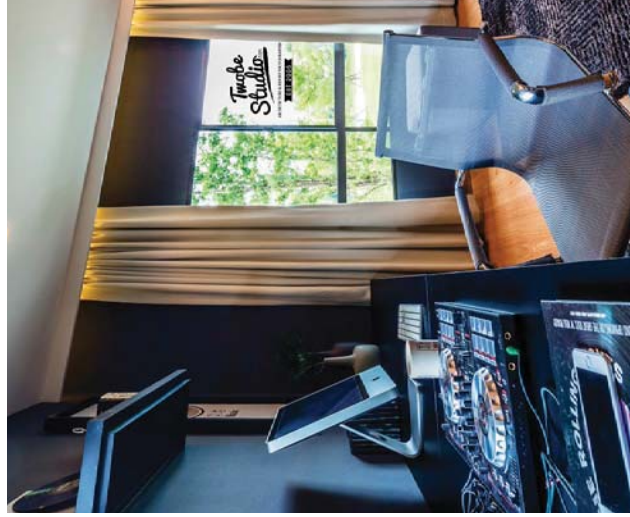
#Happiness in every square inch



Grand Free Space



Free Creative Space



Space Extension



Double Volume



Triple Security



Triple Kitchen



Dynamic Space (connecting facility)





Family Medicine Clinic



Financial Highlights

Financial highlights (Bt m)	2016	2017	2018	2019	2020
Assets	66,344	72,244	81,845	86,782	78,273
Liabilities	30,180	33,584	39,971	42,990	34,487
Equities	35,413	37,909	41,171	43,056	43,047
Non-Controlling interests	751	750	704	736	740
Revenue from sales of real estate	46,926	43,935	44,901	39,885	29,244
Total Revenue	47,173	44,113	45,071	40,152	29,513
Gross profit from sales of real estate	15,742	15,713	16,086	14,131	9,368
Selling and administration	8,153	8,537	8,430	7,060	5,437
Net profit	6,069	5,574	6,131	5,459	2,827
Profit attributable to owner of the company	5,940	5,456	6,022	5,359	2,771
Information per share					
Paid up capital (Bt m)	2,186	2,187	2,189	2,189	2,189
Paid up shares (Million Shares)	2,186	2,187	2,189	2,189	2,189
Book value per share (Bt)	16.2	17.3	18.8	19.7	19.7
Earning per share (Bt)	2.72	2.50	2.75	2.45	1.27
Dividend per share (performance year) ⁽¹⁾ (Bt)	-	2.09	1.55	1.55	0.96
Market price at year-end (Bt)	22.5	22.5	17.3	14.8	12.5
P/E (times)	8.3	9.0	6.3	6.0	9.9
P/BV (times)	1.4	1.3	0.9	0.8	0.6
Market cap (Bt m)	49,182	49,203	37,861	32,390	27,356
Key financial ratios					
Average asset turnover (times)	0.72	0.64	0.58	0.48	0.38
Average ROA ⁽²⁾ (%)	11.9	10.6	10.2	8.7	6.5
Average ROE (%)	17.1	14.9	15.2	12.7	9.0
Gross profit margin ⁽³⁾ (%)	33.5	35.8	35.8	35.4	32.0
Net profit margin (%)	12.6	12.4	13.4	13.3	9.4
Cash and short term investments (Bt m)	832	1,348	1,445	1,774	1,337
Net debt to equity (times)	0.83	0.89	0.97	1.00	0.80
Interest bearing debt (Bt m)	19,898	24,300	27,100	31,100	25,007
Interest bearing debt to equity (times)	0.56	0.64	0.66	0.72	0.58
Net interest bearing debts to equity (times)	0.54	0.61	0.62	0.68	0.55

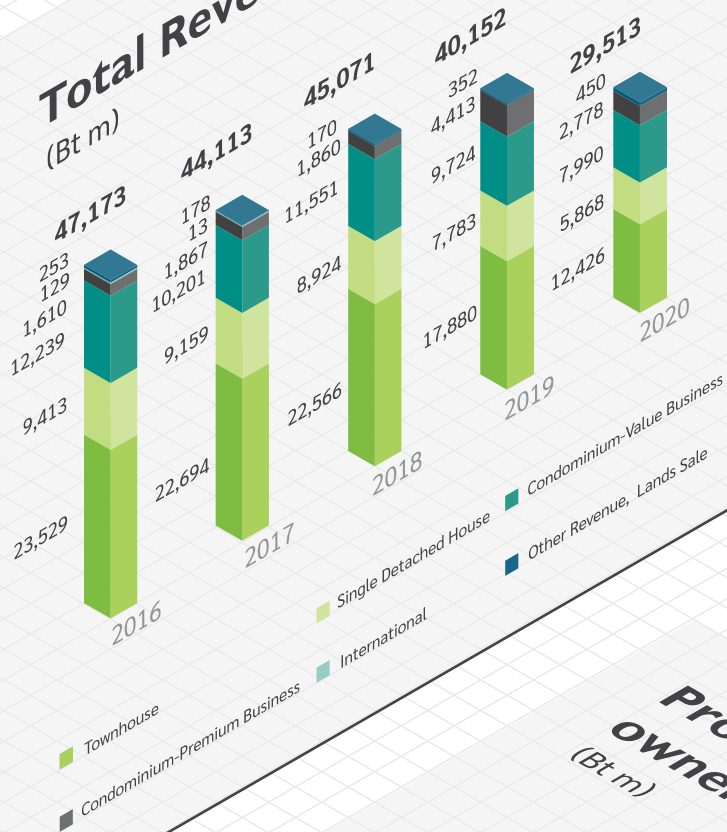
Note:

⁽¹⁾ The right to receive the said dividends is subject to approval by the 2021 AGM

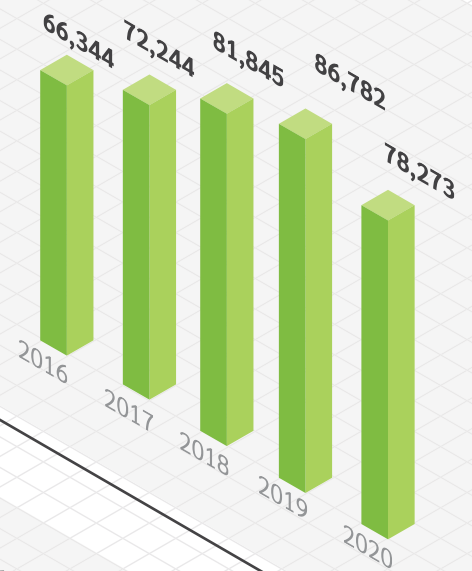
⁽²⁾ Average ROA = EBIT / Average assets

⁽³⁾ Gross Profit Margin = (Revenue from sales of real estate-Cost of real estate sales) / Revenue from sales of real estate

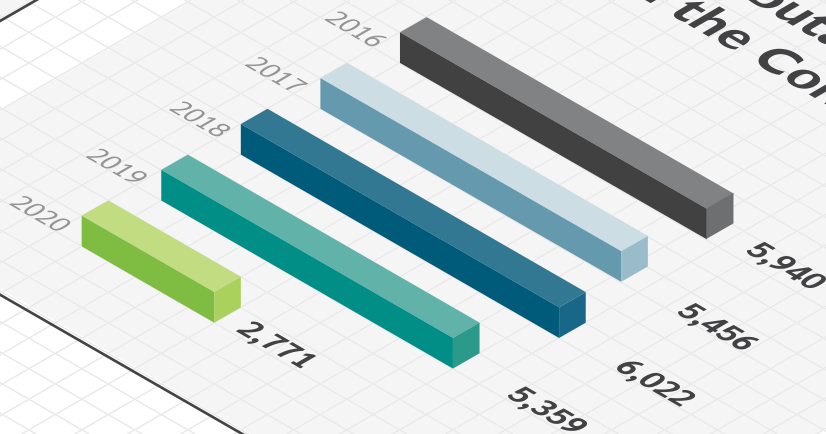
Total Revenue (Bt m)



Assets (Bt m)



Profit attributable to owner of the Company (Bt m)



Message from the Chairman and the Group Chief Executive Officer



Dr. Prasarn Trairatvorakul
Chairman of the
Board of Directors

Mr. Thongma Vijitpongpan
Group Chief Executive Officer

The spread of COVID-19 since end of 2019 not only had globally and domestically affected economy, social, and living environment, but also created “New Normal” way of living. People have had to adjust themselves to cope with these changing circumstances. Prukسا as well has had to address a swift change to be more agile and flexible during these resilient situations. What we had done in the past year was an adjustment of “Way of Working” by removing some redundant process, implementing new IT and digital system to enhance efficiency, and adopting new business strategy for fast changing market and environment.

Apart from such adaptation, Prukسا still focuses on social responsibility, in which the Company had opened up COVID-19 Free Hot Line to provide fundamental consultation to both employees and public who seek for an assistance regarding the pandemic. In addition, the Company had provided products and services to less fortunate people who might get direct impact from COVID-19 such as providing alcohol gels to the blinds and providing free influenza vaccination to Bangkok Metropolitan street sweepers and garbage collectors who have high tendency in direct contacting with COVID-19. These activities had been conducted by group of doctors and nurses from Baan Mor Vimut Clinic and Vimut Hospital, the Company’s subsidiaries.

Sustainability Development, one of Prukسا’s main focuses, was still underway through “Heart to Earth” campaign. As a real estate developer who aims to create the best living solutions but generate the least impact to environment, Prukسا had initiated new projects called “Recycle for Better Life”. Through these projects, people living in Prukسا’s housing complex as well as neighboring community would donate unused products or equipment to those in need to make the most use of their values. This project was first initiated at Baan Prukسا 111 Rangsit Bangpoon 2. “Won” was another recycle project taken place at Plum Condo Changwattana Station 1-3, Plum Condo Mix Changwattana, the Plant Elite Pattanakarn, and the Connect Pattanakarn 38. Through this project, residents at Prukسا condos would separate any plastic parts for recycling or reuse. In addition, Prukسا has

continued our “Housing for Disabled Persons” project in Khon Kaen province for the second consecutive year. This project was aimed to help building and/or renovating houses for disabled persons so that they could live their lives more comfortably and seek less for helps or assistance. This complied with Prukسا’s sustainable policy of “Heart to Society” that we are trying to enhance living quality of disabled people and encourage them to live more independently.

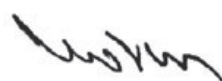
As Prukسا has strictly conducted all business operations with good corporate governance, the Company received many recognitions from leading institutions during the past year. Firstly, the Integrity Award from the National Anti-Corruption Commission. This award was granted to honor organizations whose operations are recognized for their morality, ethics, transparency, honesty and adhere to good corporate governance policies and strive to tend to society, community, and environment. Moreover, the Company was granted the honorable award from the Office of the Consumer Protection Board for caring and delivering best products and services to consumers. Prukسا was the only company from real estate sector who received this award. With all the recognition received ensures that the Company has operated all business units to achieve the goal of “Prukسا...Heart to Lives”.

In the coming year, Vimut Hospital, a subsidiary of Prukسا, will first commence operation. Vimut Hospital aims to provide utmost healthcare services to Thai people with high-experienced medical team, advanced technology of medical equipment and high-quality medicine and yet at affordable price. We believe that the year of 2021 will be another remarkable year of Prukسا as the Company will diversify its business into a new territory, and this will ensure that Prukسا will become a sustainable growth company in the long run.



Dr. Prasarn Trairatvorakul

Chairman of the Board of Directors



Mr. Thongma Vijitpongpan

Group Chief Executive Officer





Report of the Board of Directors

In 2020, the Company held 10 Board of Directors meetings, and two meetings between independent directors and directors who are not the Company's executives. The purpose of the meetings was to monitor and discuss about the Company's business operation, set up mitigation plan for economic slowdown, make a decision on new investment as well as introduce new technology and innovation to the Company's business operation in order to enhance the continuous growth of the Company. In addition, the Board of Directors participated with the Company's executives in setting up strategic plan, and implementing direction and policy for the next operating year. In 2020, the Company launched 13 new projects, comprising eight townhouses, two single-detached houses, and three condominiums and readily prepared for the commencement of Vimut Hospital, the new business of the Company.

The Company also placed high importance on good corporate governance by applying Corporate Governance Code for Listed Companies 2017 to the Company's and its subsidiaries' business operation as well as reviewing the Company's Sub Committee's Code of Conduct, Code of Ethics, and Anti-corruption Policy to comply with the Company's good corporate governance.

As the Company has strictly and continuously balanced its financial position with responsibilities to all stakeholders, environment, and good corporate governance, the Company and its subsidiaries received several awards of recognition as follows:

- Quality Assessment Result for 2020 Annual General Meeting ("AGM") where the Company continuously earned full 100 scores from Thai Investors Association for the fourth consecutive year, from 2017 - 2020.

(Pruksa Real Estate Public Company Limited, the subsidiary used to earn full 100 scores for four consecutive years from 2013 - 2016 before delisted from the Stock Exchange of Thailand.)

- "Excellent" Corporate Governance Evaluation Report of Thai Listed Companies 2020 from Thai Institute of Directors (IOD) where evaluation score result was earned more than 90 scores for the fourth consecutive year, from 2017 - 2020.

(Pruksa Real Estate Public Company Limited, the subsidiary, used to earn more than 90 scores for four consecutive years from 2013 - 2016 before delisted from the Stock Exchange of Thailand.)

- Assessment of ASEAN CG Scorecard Award 2019 (ACGS), the Company received ASEAN Asset Class Award, which was granted to listed companies that earned more than 97.5 scores or higher. There were 135 companies in ASEAN and 42 from Thailand who received this award.
- Thailand Sustainability Investment (THSI) Award for the fifth consecutive year from the Stock Exchange of Thailand as a sustainable organization that cares for the environment, society, and good governance.
- Trophy for an organization that supports Consumer Protection from "Office of the Consumer Protection Board". The Company was the only company from real estate sector who received this award.
- Honorable Mention on Transparent Operation Organization from the National Anti-Corruption Commission (NACC), as a company that firmly operates its business with good governance and promotes anti-corruption as a company's policy.

Despite COVID-19 pandemic and tighten housing loan measurement of commercial banks, which directly impacted decision making and purchasing power of customers, the Company's directors, executives as well as all the employees had carefully operated business and performed duty by continuously adapt business strategy and operation to cope with such resilient situations as follows:

- Implementing Customer Value measurement for products and services
- Reorganizing the Company's structure to enhance operation efficiency
- Changing new launch plan to only High Potential projects
- Adjusting price and promotion to suit with competitiveness in different location
- Continuing on AI & Machine Learning by installing Prescriptive Analytics System for customers' bank loan approval
- Enhancing innovation development through Venture Building Program
- Setting up Asset Investment Team

Vimut Hospital is expected to commence operation in May 2021 and the progress has been completed as planned with details as follows:

- Construction and Medical Equipment
- Medical staff selection and employment
- Hospital IT system
- Medical application, which can be upgraded further to Tele-medicine
- Marketing and branding

2021 will be another challenging year for real estate sector, the Company's directors and executives thus have planned for various strategies to handle with upcoming situations such as ready-to-move-in houses management, land procurement process, sales channel, business operation improvement, new partnership strategy, new IT system implementation, and investment in recurring income business.

The Company's past performance has shown the dedication and commitment of the Company's directors, executives and employees to achieve mutual goal in driving sustainable growth and delivering good return to shareholders and all stakeholders. The Board of Directors would like to thank shareholders, customers, partners, financial institutions, government agencies, private agencies, and our employees, for their contribution in continuously driving the Company towards success, and promise to continue on creating and delivering products and services that will enhance people's quality of life, developing innovations that best address modern consumers lifestyle and needs, and creating sustainable value to customers and stakeholders as well as good opportunity for the society and community, caring for the environment and adhering to the corporate governance practice for sustainable growth.



Dr. Prasarn Trairatvorakul

Chairman of the Board of Directors

15 January 2021



Report of the Executive Committee

In 2020, Pruksa Holding Public Company Limited held 18 Executive Committee meetings to consider and approve investment through subsidiaries as well as new investment in recurring income business. The investment made was considered and reviewed to suit current circumstances e.g., economic situation, consumer's purchasing power, and COVID-19 pandemic. In 2020, the Executive Committee:

1. Considered and approved Pruksa Real Estate Public Company Limited, a subsidiary, to

- Launch 13 projects, comprising three condominium, eight townhouse, and two single-detached house projects.
- Manage Asset Turnover by releasing aging inventory, mainly townhouses and condominiums, selling some part of land, speeding up to close almost-closed projects, lowering numbers of project construction, and reengineering WIP construction and sourcing of raw materials and equipment process.
- Apply innovation of digital and online platform to sales and marketing channel, for example, Blogger Inhouse Live Webpage as well as expand sales channel to cover independent agents, Multi-Level Marketing (MLM), and Pruksa sales center at Pearl Bangkok Building.
- Implement New Construction Model which will highly focus on contractors and procurement process and its policy improvement.

- Improve QC5 quality control process by introducing contractors and related parties to use Three Line of Defense as their operation guideline.
- Apply Eight Customer Values or The Living Wheel to business operation. The Eight Customer Values consist of 1. Location 2. Home Function 3. Project Facilities 4. Security 5. Design 6. Brand 7. Service (before and after sales) and 8. Living Environment.

2. Considered and approved the Company to invest in new businesses that will generate recurring income as well as potential businesses that will help enhancing the Company's growth, particularly those from healthcare sector such as Vimut Hospital. Vimut Hospital, a subsidiary of the Company, is classified as Tertiary hospital specializing in orthopedic and diabetic disease, expected to commence operation in the first half of 2021.

Lastly, the Executive Committee shall continue to responsibly, cautiously, and honestly manage and regulate business operation, strictly follow law, regulations and good governance principles, swiftly adapt to resilient situations, and closely report all the operations to the Board of Directors.

Mr. Thongma Vijitpongpan
Chairman of Executive Committee
23 December 2020



Report of the Nomination and Remuneration Committee

Regarding the Company's Good Governance policy and the Charter of the Nomination and Remuneration Committee, the Nomination and Remuneration Committee ("the Committee") comprises four members, of which two members are independent directors. The Chairman of the Committee is Mr. Weerachai Ngamdeevilaiak, and the other three members are Mr. Thongma Vijitpongpan, Mr. Wichian Mektrakarn, and Dr. Anusorn Sangnimnuan while Mr. Udomsak Yamnoon serves as the secretary to the Committee.

In nominating appropriate candidate for Company's directors and Chief Executive Officer, the Nomination and Remuneration Committee will consider qualification, knowledge, capability, experiences, working history, leadership, vision, moral, ethics, and sufficient time of the candidates in order to contribute utmost benefits to the Company's operations. The Committee also places high importance on Board Diversity by applying Board Skill Matrix to identify necessary and significant qualification and skills of the new directors in order to fulfill Board's diversity and support the Company's strategic direction. The nomination and selection process is transparent and creates confidence among shareholders. At present, the Board of Directors comprises 10 members, including seven independent directors, one non-executive director and two executive directors. Individual director profile appears in the Annual Report under the Director and Executive Profile Section.

For remuneration of directors and Chief Executive Officer, the Committee has considered the responsibility and tasks of the person and ensured their remuneration is comparable to those offered by other listed companies in the same business. This has enabled the Company to retain highly

capable executives and inspire them to perform their duty to best achieve the Company's strategic goals. The remuneration process is transparent and creates strong confidence among shareholders. Information about the remuneration of individual directors and executives is published in the Annual Report under the Remuneration of Directors and Executives Section.

In 2020, the Nomination and Remuneration Committee held 10 meetings to perform the following tasks:

1. Nominating persons with appropriate quality and qualifications to be the Company's directors, and considering and proposing remuneration of directors to the Board of Directors before submitting to the shareholders' meeting for approval.
2. Improving remuneration structure, criteria, and process to support the Company's future growth, covering KPIs of Board of Directors and executives.
3. Monitoring Succession Plan management including criteria, method, and development plan and assigning directors or highly experienced persons to provide advices and recommendations to potential executives (Mentoring System) in order to fulfill the Company's sustainable growth in the future.

Mr. Weerachai Ngamdeevilaiak

Chairman of Nomination and Remuneration Committee
18 December 2020



Report of the Corporate Governance Committee

The Corporate Governance Committee was appointed by the Board of Directors of Pruksa Holding Public Company Limited, comprising two Independent Directors and one Director. All the directors, following governance charter, had conducted good governance rules and regulations for Board of Directors and executive team to use as management guidelines for sustainable growth and success.

1. Rights of Shareholders

The Company must have sent letters of invitation with related document to shareholders at least 21 days prior to the Annual General Meeting date and published them on the Company's website (www.psh.co.th) at least 30 days prior to the meeting date.

2. Anti-Corruption Policy and Code of Ethics

The Company revised its Anti-Corruption Policy, Code of Ethics, and Corporate Governance Policy on the annual basis to comply with international standard and Corporate Governance Principle for Listed Companies 2017.

In 2020, the Company maintained its policy approved by the Corporate Government Committee No.4/2019 dated 14 November 2019.

3. Trainings, Activities and Public Relations to promote Good Corporate Governance Culture

- Organizing corporate governance trainings and Micro Learning (video learning lessons) for new employees by responsible persons from Corporate Governance team.
- Organizing trainings and online assessment test for executives and current employees.
- Conducting conflict of interest questionnaire and report for all executives and employees, and disclosing the results in accordance with good corporate governance principles and policy.

- Organizing 2020 Online CG NEW NORMAL DAY event under “New Normal กับการ (ธรรม) งาน” (New Normal-working with Dhamma) by allowing top executives to share working ethics and experiences about good governance, in order to promote, collaborate and create awareness of the importance of good governance and anti-corruption throughout the Company.
- Organizing 2020 Zone Visit activity under the theme of Site Visit New Normal through E-learning method to educate employees using VDOs with fun and lively content but still maintain the key message and knowledge.
- Organizing “Noncompliance Incident Prevention Project” to improve compliance's practices and process in order to ensure that all the executives and employees' works are solely complied with law, rules and regulations, and orders both within and outside the Company. In addition, the project was also collecting all the complaints occurred and collaborate with responsible Sub Business Unit (SBU) to identify problems and conduct solutions before reporting to REMC and the Corporate Governance Committee on quarterly basis.
- The Company's Executives were guest speakers of “TCC BEST Awards Best Practice Sharing” topic at “An Ethical Business is...The Future” seminar, held by SCG Public Company Limited. This event was aimed to encourage members of Business Ethic Club from the Thai Chamber of Commerce, and Thai entrepreneurs to operate their businesses with good ethics and governance as well as to expand the Business Ethic Club networking.
- Sponsoring rewards on 2020 Children's Day at the Anti-Corruption Museum, NACC Office.
- Promoting news and activities regarding ethics, good governance, case study, whistleblowing, and anti-corruption issues via the Company's public relation media e.g., EC News, Digital Signage, X-Stand, and Screen Desktop.

4. Anti-Corruption

- Communicating with agents, partners and financial institutions regarding the Company's No Gift Policy by asking them to refrain from giving any gifts, rewards and money or any other forms of benefits to the executives or employees of the Company during New Year or any other festive seasons to maintain transparency and prevent corruption or bribery offered to superordinate, co-workers, trade partners, suppliers, government agencies, and external organizations in compliance with legal requirements and corporate governance principles for public companies in having responsibility toward the society and related parties.
- Implementing No Gift Policy during festive seasons or any other situations as well as Anti-Corruption policy for government agencies and all the Company's stakeholders.

By adhering to business ethics, corporate governance principles and responsibility towards its stakeholders, the Company was presented with several corporate governance awards in 2020 as follows:

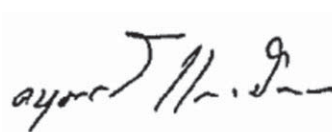
- Pruksa Real Estate Public Company Limited earned an Honorable Mention on Transparent Operation Organization (the 9th NACC Integrity Award) from NACC Office.
- Pruksa Holding Public Company Limited received a renewal membership of Collective Action Coalition Against Corruption (CAC).
- The Company received "Excellent" level at the 2020 CGR Assessment of Thai listed companies.

As the Company closely followed Good Corporate Governance principles and highly valued the importance of community, society, and environment, the Company's core business operation was developed to comply with Corporate Social Responsibility (CSR) guidelines for Sustainability Development (SD) in three key areas: 1. Heart to Home: To focus on quality of life for better living, 2. Heart to Earth: To focus on environmental impact, and 3. Heart to Society: To focus on providing opportunity to society. The Company believed that with these three areas of focus,

Pruksa would be one of the organizations that helped driving the sustainable development to achieve international Sustainable Development Goal (SDGs). Examples of projects the Company had conducted during the past year were providing home to disabled persons in Khon Kaen province (a continuous project from 2019), and offering jobs to the disabled at Pruksa or other companies in their neighborhood. These projects were aimed to sustainably uplift their life quality in the long run.

In addition, an emerging disease of COVID-19, which impacted people globally, had allowed the Company to utilize its resources at the utmost cause to help its stakeholders to get through the situation. Several actions were initiated, for example, to arrange Free Hot Line service by medical staff from Baan Mor Vimut in providing initial advice to employees and the public regarding the pandemic, to prepare sterilized equipment and provisions in all working area, both at head office and the sites, and to allow those who were impacted by COVID-19 to use Pruksa online platform to sell their products.

For 2021, the Company will adjust its communication plan in accordance with fast changing environment and yet still follow good Corporate Governance policy. The plans are to educate new employees with good corporate governance principles, arrange online trainings and testing for executives and employees, create new Zone Visit training to raise awareness in good corporate governance, anti-corruption, and No-gift policy, and set up a CG Day to ensure all stakeholders that the Company and its subsidiaries are running their businesses with transparency. In addition, Pruksa will conduct activities for people within and outside the Company to emphasize their roles as part of the prevention and suppression of corruption as well as to promote morality, ethics, and integrity.



Dr. Anusorn Saengnimnuan

Chairman of the Corporate Governance Committee
21 January 2021



Report of the Corporate Risk Management Committee

Pruksa Holding Public Company Limited understands the importance of risk management on the Company's ability to achieve short and long-term goals and to support sustainable growth under changing business circumstances. The Corporate Risk Management Committee comprises three members, including one executive director and two independent directors. Mr. Weerachai Ngarmdeewilaisak serves as the committee's chairman. The Committee convenes every two months to supervise risk management functions under its scope of responsibility assigned by the Board of Directors. The Committee regularly reports risk management operations and progress to the Board of Directors on regular basis.

In 2020, the Corporate Risk Management Committee held six meetings and reported its performance to the Audit Committee and the Board of Directors on quarterly basis. Major tasks performed in the past year are as follows:

Providing advices on corporate risk management strategy and policy

1. Considering major risks and identifying risk indicators and risk management measures for the year 2020

The Corporate Risk Management Committee arranged for assessment of corporate risks, covering strategic, financial, operational and legal/regulatory risks; monitored risk status in each area by considering risk indicators; and monitored the progress of risk management plan in order to achieve the objectives and reduce impact on the Group's business operations from risks, such as land acquisition, personnel, IT and operational safety risks, etc.

2. Assessing impact from COVID-19 pandemic and preparing for preventive solutions

The Risk Management Committee had realized the significant impact of COVID-19, so that it assigned COVID-19 Emergency Operation Team (EOT) to update the situation, report the impact and preventive plan to the Committee on a regular basis, examples of preventive instruction such as strict scanning and recording of people who enter and leave the building, a weekly meeting of EOT, a preparation plan should COVID-19 spread-out reached the third phase, and an adoption of Business Continuity Plan: BCP.

3. Considering emerging risks and preparing appropriate risk management measure

The Committee is aware of and place high importance to the monitoring of emerging risks and their possible impact on business operations and business opportunity. Responsible business units were assigned to monitor and present the possible impact to the Corporate Risk Management Committee meeting. Key risks monitored included risk from LTV measure implementation, risk from IT and data privacy, and risk from Personal Data Protection Proposed Act which will be announced in 2021. The Company has implemented the preventive measures to reduce possible impact on the Corporate Group.

4. Considering business continuity risk management of the Corporate Group

The Company understands the importance of maintaining business continuity of the Corporate Group under emergency as well as the ability to deliver products and services to customers without interruption.

The Corporate Risk Management Committee has ensured that Business Continuity Plan (BCP) is in place at both corporate and functional levels. During COVID-19 spread-out, the Company exercised their BCP plan by moving Critical Process working team to work at a secondary office to mitigate operational risk and also conducted a training of Disaster Recovery Plan (DRP) for the Core Process working team to work at a secondary station. These activities are already set for training on an annual basis, so that the Company can handle any emergencies properly when they occur.

5. Considering the progress of Vimut Hospital

The Corporate Risk Management Committee put high importance on Vimut Hospital, as it is a new business of the Company. The Committee assigned Vimut Hospital team to report the progress of the construction and readiness of operation to the Committee on a quarterly basis.

Reporting to the Board of Directors and Audit Committee

Performance of committees, including the Corporate Risk Management Committee, are included in the regular agenda at the Board of Directors' meeting on quarterly basis. The Chairman of the Corporate Risk Management Committee is responsible for reporting the performance to the Board of Directors while the Secretary to the Corporate Risk Management Committee is responsible for reporting to the Audit Committee.

The Corporate Risk Management Committee intends to ensure good corporate governance at acceptable level of risk management for the Company. At the same time, the Committee fully supports subsidiary companies to develop and embrace international-standard risk management practice for the best benefits and sustainability of shareholders and stakeholders.



Mr. Weerachai Ngarmdeewilaisak

Chairman of the Corporate Risk Management Committee
30 December 2020

Board of Directors



Dr. Prasarn Trairatvorakul

Chairman of the Board of Directors /
Independent Director



Mr. Thongma Vijitpongpan

Executive Vice Chairman of the Board of
Directors /
Chairman of the Executive Committee /
Member of the Nomination and
Remuneration Committee /
Group Chief Executive Officer



Dr. Piyasvasti Amranand

Independent Director /
Chairman of the Audit Committee



Mr. Weerachai Ngamdeevilaisak

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



Dr. Anusorn Sangnimnuan

Independent Director /
Chairman of the Corporate Governance
Committee /
Member of the Nomination and
Remuneration Committee



**Professor Piyamitr Sritara,
MD, FRCP, FACP, FRCP (T)**

Independent Director



Mr. Anuwat Jongyindee

Independent Director /
Member of the Audit Committee /
Member of the Corporate
Governance Committee



**Professor Kitipong
Uraepatanapong**

Independent Director /
Member of the Corporate Risk
Management Committee



Mr. Wichian Mektrakarn

Director /
Member of the Executive Committee /
Member of the Nomination and
Remuneration Committee



Mrs. Rattana Promsawad

Director /
Member of the Corporate
Governance Committee



Dr. Prasarn Trairatvorakul (Age 68 Years)

Chairman of the Board of Directors / Independent Director

(Started on 29 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor of Engineering in Electrical Engineering (First class Honors), Chulalongkorn University
- Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology, Bangkok, Thailand
- Master in Business Administration, Harvard University, Massachusetts, USA
- Doctor of Business Administration, Harvard University, Massachusetts, USA
- Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi
- Honorary Doctor of Economics, Khon Kaen University
- Honorary Doctor of Economics, The University of the Thai Chamber of Commerce
- Honorary Doctor of Economics, Chulalongkorn University
- Honorary Doctor of Philosophy, National Institute of Development Administration

Other Position (s)

(Listed Companies and Others)

Listed Companies

- Independent Director / Chairman of the Remuneration Committee / Member of CSR Committee for Sustainable Development, The Siam Cement Public Company Limited
- Chairman of the Board, Central Retail Corporation Public Company Limited
- Chairman of the Board, SCG Packaging Public Company Limited

Others

- Director, Siam Sindhorn Company Limited
- Director, CPB Equity Company Limited
- Chairman of the Board, Education Equity Fund
- Chairman of the Board, Mahidol Witayanusorn School
- Director, Prince of Songkla University

- Distinguished Scholar, Faculty of Commerce and Accountancy, Chulalongkorn University
- Member, Asset Management Committee of Vajiravudh College
- Member, Committee on King's Scholarships for Thai Buddhist Monks
- Chairman of the Council of Trustees and the Board of Directors, Thailand Development Research Institute (TDRI)
- Senior Advisor, CENTRAL Group
- Member, Property Management Committee, Chulalongkorn University
- Advisor, Board of Investment
- Advisor, Crown Property Bureau
- Executive Director, Thai Red Cross Society

Work Experience

1999 - 2003	Secretary - General, Securities and Exchange Commission of Thailand
2004 - 2010	President, Kasikornbank Public Company Limited
2010 - 2015	Governor, Bank of Thailand
2016 - Feb 2018	Independent Director, Pruksa Real Estate Public Company Limited

Training

- Role of the Chairman Program - RCP 2/2001, Thai Institute of Directors (IOD)
- Directors Certification Program - DCP 21/2002, Thai Institute of Directors (IOD)
- Ethical Leadership Program - ELP 2/2015, Thai Institute of Directors (IOD)
- Board Nomination and Compensation Program - BNCP 5/2018, Thai Institute of Directors (IOD)
- IT Governance and Cyber Resilience Program - ITG 15/2020, Thai Institute of Directors (IOD)
- Top Executives in the Energy Education Program, Batch 9, Thailand Energy Academy
- The National Defence Course for the Joint State-Private Sectors, Batch 15, Thailand National Defence College



Mr. Thongma Vijitpongpun (Age 63 Years)

**Authorized Director / Executive Vice Chairman of the Board of Directors /
Member of the Nomination and Remuneration Committee /
Chairman of the Executive Committee / Group Chief Executive Officer**

(Started on 16 March 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	60.0414% (1,314,009,986 Shares)	60.2324% (1,314,190,000 Shares)	(+) 4,180,014 shares
2. Spouse/Cohabiting couple	3.8839% (85,000,000 Shares)	3.8839% (85,000,000 Shares)	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

Elder brother of Mrs. Rattana Promsawad

Education

- BSC (Civil Engineering), Chulalongkorn University
- (Honors) Ph.D. (Civil Engineering), RMUTK
- (Honors) Ph.D. (Engineering Science in Civil Engineering), SPU
- (Honors) Ph.D. (Civil Engineering), KMUTT
- (Honors) Ph.D. (Economics), CMU

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Director, Vimut Hospital Holding Company Limited
- Director, Pruksa Overseas Company Limited
- Director, Pruksa International Company Limited

Work Experience

1985 - 1987	Siam Engineering Partnership
1998 - 2005	Kaysorn Restaurant Company Limited
2005 - Feb 2018	Executive Vice Chairman of the Board of Directors, Chief Executive Officer, Pruksa Real Estate Public Company Limited

Training

- Finance for Non-Finance Directors - FND 5/2003,
Thai Institute of Director (IOD)
- Director Certification Program - DCP 50/2004,
Thai Institute of Director (IOD)



Dr. Piyasvasti Amranand (Age 67 Years)

Independent Director / Chairman of the Audit Committee

(Started on 29 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor's Degree (First Class Honors) Mathematics, University of Oxford, UK
- Master's Degree (Distinction) Economics, (Econometrics and Mathematical Economics), London School of Economics, University of London, UK
- Ph.D. Economics, London School of Economics, University of London, UK

Other Position (s)

(Listed Companies and Others)

Listed Companies

- Chairman (Independent Director) of PTT Global Chemical Public Company Limited
- Independent Director and Chairman of the Risk Oversight Committee, KasikornBank Public Company Limited
- Independent Director and planner, Thai Airways International Public Company Limited

Others

- 2010 - Present Chairman, Energy for Environment Foundation
- Mar 2018 - present Director, Kiroro Resort Holdings Company Limited (Japan)

Work Experience

- 2006 - 2008 Minister, Ministry of Energy
- 2008 - 2009 Chief Advisor to Chief Executive Officer, Kasikornbank Public Company Limited
- 2009 - 2012 President, Thai Airways International Public Company Limited
- 2014 - Feb 2018 Independent Director, Pruksa Real Estate Public Company Limited
- 2014 - Jul 2018 Chairman of the Board of Directors (Independent Director), PTT Public Company Limited

Training

- Director Accreditation Program - DAP 35/2005, Thai Institute of Director (IOD)



Mr. Weerachai Ngamdeevilai Sak (Age 58 Years)

**Independent Director / Member of the Audit Committee /
Chairman of the Corporate Risk Management Committee /
Chairman of the Nomination and Remuneration Committee**
(Started on 29 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor Degree (Commerce and Accountancy), Thammasat University
- Advanced Certificate, Public Administration and Law (King Prajadhipok's Institute)

Other Position (s) (Listed Companies and Others)

Listed Companies

- Independent Director / Member of the Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee, Srisawad Corporation Public Company Limited
- Independent Director / Chairman of the Board of Directors / Chairman of the Audit Committee, Alla Public Company Limited
- Independent Director / Chairman of the Audit Committee / Member of Nomination, Remuneration and Governance Committee, SYN Mun Kong Insurance Public Company Limited
- Independent Director / Chairman of the Audit Committee, Autocorp Holding Public Company Limited

Others

- Director, Audit One Company Limited
- Director, F&A Solutions Company Limited
- Director, Smile P Company Limited
- Director, W&M Associate Company Limited
- Director, Mongkolpattawee Company Limited
- Director, World Asia Solution Company Limited

Work Experience

- 1985 - 1992 Assistant Auditor, SGV-Na-Thalang Company Limited
- 1992 - 1996 Audit Manager, SGV-Na-Thalang Company Limited
- 1996 - 1999 Assistant Director, SGV-Na-Thalang Company Limited
- 1999 - 2003 Executive Director, Arthur Andersen Thailand's Group of companies
- 2003 - 2015 Director, Professional Outsourcing Solutions Company Limited
Director, Accounting & Business Advisory Company Limited
- 2005 - Feb 2018 Independent Director, Pruksa Real Estate Public Company Limited

Training

- Directors Certification Program - DCP 0/2000, Thai Institute of Director (IOD)
- Finance for Non-Finance Director - FND 1/2001, Thai Institute of Director (IOD)
- Role of the Compensation Committee - RCC 3/2007, Thai Institute of Director (IOD)
- Successful Formulation & Execution of Strategy - SFE 4/2009, Thai Institute of Director (IOD)
- Chartered Director Class - CDC 8/2014, Thai Institute of Director (IOD)
- Defining Boardroom Culture - An Imperative of High-Performing Leadership 2019, Thai Institute of Director (IOD)



Dr. Anusorn Sangnimnuan (Age 66 Years)

**Independent Director / Chairman of the Corporate Governance Committee /
Member of the Nomination and Remuneration Committee**

(Started on 29 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- B.Sc. (Chemical Engineering), Chulalongkorn University
- M.Eng. (Environmental Engineering), Asian Institute of Technology (AIT)
- Ph.D. (Chemical Engineering), Monash University, Melbourne, Australia

Other Position(s)

(Listed Companies and Others)

Listed Companies

- Independent Director, IRPC Public Company Limited
- Independent Director / Member of the Audit Committee / Chairperson of Corporate Governance Committee, B.Grimm Power Public Company Limited

Others

-

Work Experience

2006 - 2008	Member, The Legislative Assembly: Commissioner and Secretary, Energy Committee
2007 - 2011	Director, Thai Listed Companies Association
2008 - 2011	Director, Thai Capital Market Organizations
2008 - 2011	Chairman, Thailand Business Council for Sustainable Development (TBCSD)
2008 - 2012	Chairman, The Bangchak Biofuel Company Limited
2011 - 2012	Chairman, The Ubon Bioethanol Company Limited

2011 - 2012	Chairman, The Bangchak Solar Energy Company Limited
2005 - 2012	President, The Bangchak Petroleum Public Company Limited
2013 - 2015	Senior Consultant, The Bangchak Petroleum Public Company Limited
2014 - 2015	Director, Loxley Public Company Limited
2014 - 2015	Member of the National Reform Council
2013 - 2016	Director, The Krungthep Thanakom Company Limited
2014 - Feb 2018	Independent Director, Pruksa Real Estate Public Company Limited

Training

- Finance for Non Finance Directors - FND 22/2005, Thai Institute of Directors (IOD)
- Director Accreditation Program - DAP 40/2005, Thai Institute of Directors (IOD)
- Director Certification Program - DCP 62/2005, Thai Institute of Directors (IOD)
- DCP Refresher Course RE - DCP 1/2008, Thai Institute of Directors (IOD)
- Diploma, The Joint State-Private Sector Course, National Defence College (Class of 20th)
- Leadership Program, Capital Market Academy (Class of 10th), The Stock Exchange of Thailand
- Advanced Diploma, Public Administration and Public Law, King Prajadhipok's Institute
- Public Director Certification Program, Public Director Institute (Class of 1st)



Professor Piyamitr Sritara, MD, FRCP, FACP, FRCP (T) (Age 62 Years)

Independent Director

(Started on 16 February 2017)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- 1980 B.Sc. (Medical Science), Mahidol University
- 1982 M.D., Medicine Ramathibodi Hospital, Mahidol University
- 1988 Thai Board of Internal Medicine, FRCP (Thailand)
- 1990 Diploma in Cardiology, Royal Postgraduate Medical School, Hammersmith Hospital, University of London
- 1994 Thai Board of Cardiovascular Medicine, FRCP (Thailand)
- 2008 Diploma in Justice Administration, Ministry of Justice
- 2015 Fellow of American College of Physician
- 2016 Fellow of Royal College of Physician (London)
- 2018 Certificate in Rule of Law for Democracy, College of the Constitutional Court

Other Position(s)

(Listed Companies and Others)

Listed Companies

- Independent Director, Inter Pharma Public Company Limited
- Independent Director, President Bakery Public Company Limited

Others

- Committee of Cardiology Board Examination, Thailand
- Chairman Cardiovascular Research Cluster, Mahidol University
- Dean, Faculty of Medicine Ramathibodi Hospital, Mahidol University

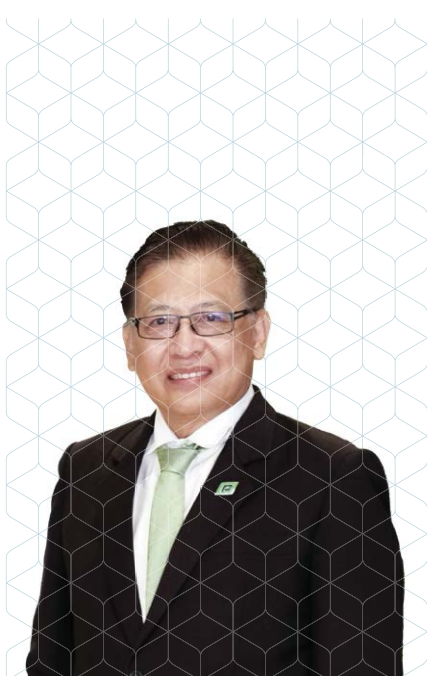
Work Experience

1983 - 1985	General Practitioner, Koh Samui Hospital, Surat Thani
1988	Lecturer in Division of Cardiology, Ramathibodi Hospital
1990 - 1992	Cardiologist, Hammersmith Hospital
1992	Assistant Professor of Medicine, Mahidol University

1996	Associate Professor of Medicine, Mahidol University
1999 - Present	Committee of Cardiology Board Examination, Thailand.
2002 - 2005	Deputy Dean for Medical Informatics, Faculty of Medicine Ramathibodi Hospital, Mahidol University, Bangkok
2005	Award of Outstanding Physician of the Royal College of Physicians of Thailand (Academic)
Sep 2006	Professor of Medicine, Mahidol University
2006 - 2010	Deputy Chairman of Department of Medicine, Faculty of Medicine Ramathibodi Hospital, Mahidol University, Bangkok
2007 - 2010	Director of Cardiovascular and Metabolic Center Ramathibodi Hospital, Mahidol University, Bangkok
2008 - 2011	Thailand Research Fund Senior Research Scholar
Oct 2010 - 2014	Chairman Department of Medicine, Faculty of Medicine Ramathibodi Hospital, Mahidol University
2011 - 2017	Chairman Cardiovascular Research Cluster, Mahidol University
2012-2017	Chairman, Scientific Committee, The Royal College of Physicians of Thailand
2015 - Present	Dean, Faculty of Medicine Ramathibodi Hospital, Mahidol University
2019 - Present	Chairman of the Board Executive Committee of Thailand Center of Excellence for Life Sciences (TCELS)

Training

- Director Certification Program - DCP 244/2017,
Thai Institute of Director (IOD)
- IT Governance and Cyber Resilience Program - ITG 15/2020,
Thai Institute of Director (IOD)



Mr. Anuwat Jongyindee (Age 63 Years)

**Independent Director / Member of the Audit Committee /
Member of the Corporate Governance Committee**

(Started on 1 February 2019)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor of Science (Business Administration), Kasetsart University
- Master of Accountancy, Chulalongkorn University

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- 2008 - Present Vice President, Provident Fund Association
- 2014 - Present Head of Risk Management and Internal Control, Club of Thai Listed Company Association
- 2015 - Present Committee and Executive Committee of Budhadasa Intapanyo Archives
- 2015 - Present Committee Certification Anti Corruption of The Private Sector Collective Action Coalition Against Action
- 2018 - Present Advisor, SCG Vice President Finance and Investment
- 2018 - Present Advisor-Sub Committee of State Enterprise Organization Evaluation - Internal Audit
- 2018 - Present Internal Audit Director of Thai Red Cross Society
- 2019 - Present Committee, Head of Sub Audit Committee, Doi Kham Food Products Company Limited
- 2019 - Present Advisor-Committee, Head of Sub Audit Committee, Mahidol Witayanusorn School
- 2020 - Present Director, Chotiwat Manufacturing Company Limited

2020 - 2023 Advisor, Accounting Professions Committee of Federation of Accounting Professions

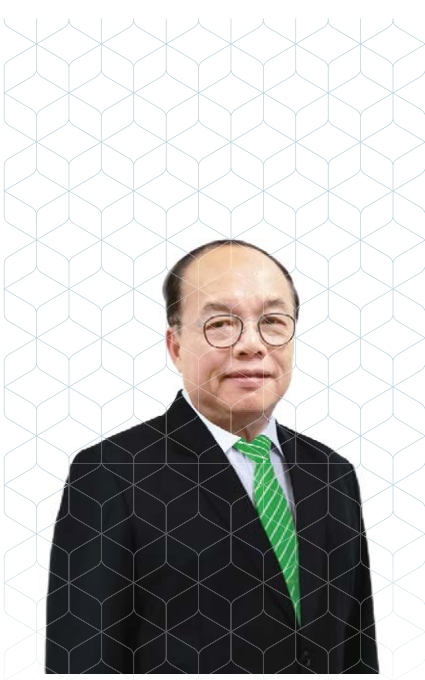
2020 - 2023 Accounting Systematisation Committee of Federation of Accounting Professions

Work Experience

- 2001- Head of Administration Division, Printing Writing Business
- 2002-2003 Head of Accounting Division, The Siam Pulp and Paper Public Company Limited
- 2004-2005 Deputy Managing Director Share Service Function 2 of Cementhai Accounting Company
- 2005-2010 Corporate Accounting of The Siam Cement Public Company Limited
- 2010-2017 Internal Audit Director, The Siam Cement Public Company Limited

Training

- Director Certification Program - DCP 135/2010, Thai Institute of Director (IOD)
- Audit Committee Program - ACP 31/2010, Thai Institute of Director (IOD)
- Director Accreditation Program - DAP 82/2010, Thai Institute of Director (IOD)
- Ethical Leadership Program - ELP 11/2018, Thai Institute of Director (IOD)



Professor Kitipong Uraepatanapong (Age 65 Years)

Independent Director / Member of the Corporate Risk Management Committee

(Started on 26 April 2019)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- LL.B., Chulalongkorn University
- Admitted as Thai Barrister-at-law
- LL.M., Chulalongkorn University
- Master of Laws, Chulalongkorn University
- Master of Laws, The University of British Columbia
- Honorary Doctorate Degree, Faculty of Law, Hatyai University

Other Position (s)

(Listed Companies and Others)

Listed Companies

- Independent Director / Member of Governance and Nomination Committee, SCG Packaging Public Company Limited

Others

- Sub-committee Office of Social Enterprise Promotion
- Law Subcommittee Board of Investment
- Counsel of Committee of Board of Investment
- Honorary Member to the National Reform Commission (Legal and critical issues committee)
- Corporate Governance Committee Thai Institute of Directors
- Public Relations Thai Institute of Directors
- Executive Board of The Office of National Higher Education Science Research and Innovation Policy Council
- The Economics Situation Administration Committee Center for COVI:D-19 Situation Administration (CCSA)
- Chairman, Baker & McKenzie Company Limited
- Chairman, Cheevamitr Social Enterprise Company Limited
- Executive Director, Siam Piwat Company Limited
- Director, Business Strategic Holding Company Limited

- Deputy Chairman of the National Reform Commission (Legal and member of the critical issues committee)
- Chairman of the Revenue Code Re-enactment Committee
- Member of the Professional Expert Committee on Civil and Commercial laws in the National Commission for Justice Administration Development
- Member of the Professional Expert Committee to the Thailand Institute of Justice
- Chairman of the Tax and Regulatory Commission of the Thai Chamber of Commerce
- Chairman of the Board of Directors, Chotiwat Manufacturing Company Limited

Work Experience

1999	Independent Director of Krungthai Bank Public Company Limited
2014 - 2015	Member of the National Reform Commission
2014 - 2018	Member of the Board of Governors of the Stock Exchange of Thailand

Training

- 2000 Directors Certification Program - DCP 0/2000, Thai Institute of Directors (IOD)
- 2007 Re Refresher Course - DCP 5/2007, Thai Institute of Directors (IOD)
- 2009 Role of Chairman Program - RCP 21/2009, Thai Institute of Directors (IOD)
- 2020 IT Governance and Cyber Resilience Program ITG 15/2020, Thai Institute of Directors (IOD)
- 1999 Executive Certificate, Baker & McKenzie Partner Program, J.L. Kellogg Northwestern University
- 2000 Certificate, Company Directors Course, Australian Institute of Directors
- 2002 Certificate, Corporate Governance, Yale University, School of Management

- 2002 Diploma for Executives Program, Class 5/2002,
The King's Prajadhipok Institute
- 2003 Certificate, Notary Public Training, Class 1/2003,
The Law Society of Thailand
- 2004 Certificate, Families in Business Thailand,
Harvard Business School
- 2004 Certificate for Senior Executives, Class 9/2004,
The Judicial Training Institute
- 2005 Diploma for Joint State-Private Sectors,
Class 18/2005, National Defense College
- 2007 Certificate for Senior Executives Program,
Class 4/2007, Capital Market Academy
- 2008 Certificate, Top Executive Program in Commerce &
Trade, TEPCoT, Commerce Academy
- 2016 Certificate, Executive Program on Energy Technology,
Class 8/2016, Thailand Energy Academy
- 2017 Certificate, Good Governance for Medical Executives,
Class 5/2017, King Prajadhipok's Institute

Mr. Wichian Mektrakarn (Age 67 Years)

**Authorized Director / Member of the Executive Committee /
Member of the Nomination and Remuneration Committee**

(Started on 16 March 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	None	None	-
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- BS EEE (Honor) / California State Polytechnic University, Pomona, USA

Other Position (s) (Listed Companies and Others)

Listed Companies

- Director / Member of Audit Committee /
Member of the Risk Management Committee,
AAPICO Hitech Public Company Limited

Others

- Director, Vimut Hospital Holding Company Limited
- Chairman, Aira & Aiful Public Company Limited
- Independent Director / Chairman of the Audit Committee,
Thanachart Insurance Public Company Limited

Work Experience

2006 - 2009	President, Advanced Info Service Public Company Limited
2009 - Jun 2014	Chief Executive Officer, Advanced Info Service Public Company Limited
2014 - Jan 2018	Director, Puksa Real Estate Public Company Limited
2017 - Jul 2018	Chairman, CS Loxinfo Public Company Limited

Training

- Director Certification Program - DCP107/2008,
Thai Institute of Directors (IOD)
- Board that Make a Different - BMD3/2016,
Thai Institute of Directors (IOD)
- Role of the Chairman Program - RCP 40/2017,
Thai Institute of Directors (IOD)
- Ethical Leadership Program - ELP 12/2018,
Thai Institute of Directors (IOD)
- IT Governance and Cyber Resilience Program - ITG 13/2020,
Thai Institute of Directors (IOD)
- Advance Audit Committee Program - ACCP 36/2020,
Thai Institute of Directors (IOD)
- Advanced Technical in Microwave,
California State University - Northrid
- Mini MBA for Shinawatra Executives, Chulalongkorn University
- Advanced Executive Program, Kellogg School of Management,
Northwestern University, USA
- Capital Market Academy Class 8 (CMA 8),
Capital Market Academy, The Stock Exchange of Thailand
- Advanced Certificate Course in Politics and Governance in
Democratic
- Systems for Executives Class 17, The College of Politics and
Governance, King Prajadhipok's Institute



Mrs. Rattana Promsawad (Age 59 Years)

Authorized Director / Member of the Corporate Governance Committee

(Started on 29 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	1.9432% (42,528,017 Shares)	1.9437% (42,537,832 Shares)	(+) 9,815 Shares
2. Spouse/Cohabiting couple	0.5849% (12,800,000 Shares)	0.5894% (12,900,000 Shares)	(+) 100,000 Shares
3. Minor Children	None	None	-

Family Relationship Among the Executives

Younger sister of Mr. Thongma Vijitpongpan

Education

- Bachelor Degree (Law), Ramkhamhaeng University

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Director of CEO Office,
Pruksa Real Estate Public Company Limited
- Director, Pruksa Overseas Company Limited
- Director, Pruksa International Company Limited
- Director, Kaysorn Construction Company Limited
- Director, Pruksa India Housing Private Company Limited

Work Experience

1986 - 2001	Finance Manager, Siam Engineering Limited Partnership
1993 - 2003	Finance Manager, Pruksa Real Estate Public Company Limited
1998 - 2004	Director, Kaysorn Restaurant Company Limited (stopped operating the business on 28 January 2005)
2003 - 2005	Finance Advisor, Pruksa Real Estate Company Limited
2005 - Feb 2018	Director, Pruksa Real Estate Public Company Limited

Training

- Director Certification Program - DCP 52/2004,
Thai Institute of Director (IOD)

Ms. Suporn Treewichayapong (Age 60 Years)

Acting Chief Finance Officer / Member of the Executive Committee

(Started on 1 April 2019)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	0.0001% (3,079 Shares)	0.0005% (10,207 Shares)	(+) 7,128 Shares
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor Degree (Commerce and Accountancy, 2nd Honor), Thammasat University
- Master Degree (Finance), Thammasat University
- Master Degree (Accounting), Thammasat University

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Director / Executive Vice President - Accounting, Pruksa Real Estate Public Company Limited
- Director, Kaysorn Construction Company Limited
- Director, Phanalee Estate Company Limited
- Director, Putthachart Estate Company Limited
- Director, Pruksa International Company Limited
- Director, Pruksa Overseas Company Limited
- Director, Vimut Hospital Company Limited
- Director, Pruksa Venture One Company Limited

Work Experience

1983 - 1988	Senior Accountant - Nava Finance & Securities Company Limited
1988 - 1992	Accounting Manager - Bradford Contracting & Engineering (Thailand) Company Limited
1992 - 1994	System Development Manager - American Engineering Company Limited
1994 - 2005	Executive Vice President - Accounting and Finance, Pruksa Real Estate Public Company Limited
2011 - Present	Executive Vice President – Accounting, Pruksa Real Estate Public Company Limited

Training

- Director Certification Program - DCP 54/2005, Thai Institute of Directors (IOD)
- Risk Management Program - RCL 7/2017, Thai Institute of Directors (IOD)
- Chief Finance Officer Certification Program - CFO, Federation of Accounting Professions
- Strategic CFO in Capital Market Program Class 4, Stock Exchange of Thailand (SET)
- CFO Refresher 1/2020, Stock Exchange of Thailand (SET)
- TLCA CFO Professional Development Program - TLCA CFO CPD 3/2020, Thai Listed Companies Association



Mr. Porntep Suppataratarn (Age 58 Years)

**Group Chief Procurement & Supply Chain officer /
Member of the Executive Committee**

(Started on 7 November 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	0.0003% (7,057 Shares)	0.0011% (23,721 Shares)	(+) 16,664 Shares
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor Degree of Engineering, Chulalongkorn University
- Master of Business Administration,
National Institute of development Administration

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Director, Pruksa Real Estate Public Company Limited

Work Experience

1989 - 1997	Operations Manager, Procter & Gamble Manufacturing (Thailand) Company Limited
1997 - 2000	Operations Manager, Procter & Gamble Canada, Company Limited
2000 - 2005	Operations Manager, Procter & Gamble Manufacturing (Thailand) Company Limited
2005 - 2008	Associate Director, Procter & Gamble Vietnam, Company Limited
2008 - 2013	EVP Engineering & Quality, MitrPhol Sugar, Company Limited
2013 - 2015	EVP Human Capital, Pruksa Real Estate Public Company Limited
2016 - Present	Chief Supply Chain Office, Pruksa Real Estate Public Company Limited

Training

- Director Certification Program - DCP 244/2017,
Thai Institute of Director (IOD)



Mr. Udomsak Yamnoon (Age 59 Years)

**Acting Group Chief Corporate Human Resource Officer /
Member of the Executive Committee**

(Started on 6 May 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	0.0009% (19,954 Shares)	0.0043% (93,157 Shares)	(+) 73,203 Shares
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor Degree (Political Science) 2nd class Honor, Thammasat University

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Director, Pruksa Real Estate Public Company Limited
- Director, Vimut Hospital Company Limited

Work Experience

1996 - 1997	Personal Manager, Thai Wanaphan Company Limited, Siam Cement Group
1998 - 1999	Personal Manager, Michelin Siam Nongkheha Plant, Michelin Siam Company Limited
2000 - 2005	Personal Manager, Michelin Siam Pra Pradaeng Plant, Michelin Siam Company Limited
2006 - 2011	Production Manager, TC Product Michelin Siam Pra Pradaeng Plant, Michelin Siam Company Limited
2011 - 2013	Personal Director Michelin Siam Leam Chabang Plant, Michelin Siam Company Limited
2013 - 2014	Personal Director of Industry, Michelin Siam Company Limited
2015 - 2017	Executive Vice President Human Capital, Pruksa Real Estate (Public) Company Limited
2017 - Present	Acting Group Chief Human Resources Officer Pruksa Holding (Public) Company Limited

Training

- Director Certification Program - DCP 275/2019, Thai Institute of Directors (IOD)
- Management Development Program 17th: SCG 2003
- Managing Daily Performance and MDP Coach: Michelin Siam 2009
- Empowerment Program and OR Coordinator: Michelin Siam 2012



Ms. Angkana Likhitchanyakul (Age 45 Years)

**Acting Group Chief Corporate Marketing Officer /
Member of the Executive Committee**

(Started on 1 August 2019)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	0.0003% (5,963 Shares)	0.0009% (20,049 Shares)	(+) 14,086 Shares
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor of Business Administration (BBA)
Assumption University
- Master of Business Administration (MBA) Sasin Graduate
Institute of Business Administration,
ChulalongKorn University

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Executive Vice President Corporate Marketing,
Pruksa Real Estate Public Company Limited

Work Experience

2002 - 2007	Product Group Manager, Unilever Thai Trading Company Limited
2007 - 2008	Senior Brand Development Manager OMO China, Unilever China
2008 - 2009	Regional Brand Director, Knorr South East Asia, Unilever Private Limited
2010 - 2012	Senior Marketing Manager, Nokia (Thailand) Public Company Limited
2012 - 2017	Vice President, CPF (Thailand) Public Company Limited

Training

-



Mr. Premsak Vallikul (Age 56 Years)

Secretary of the Audit Committee

(Started on 19 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	0.0003% (5,981 Shares)	0.0005% (9,878 Shares)	(+) 3,897 Shares
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- Bachelor Degree in Accounting, Chulalongkorn University
- Graduate Diploma in Information Systems, University of Wollongong, Australia
- Master Degree in Commerce, University of New South Wales, Australia
- Certified Information Systems Auditor - CISA (0126580/2001 / ISACA)

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Acting - EVP Internal Audit & Compliance, Pruksa Real Estate Public Company Limited

Work Experience

1996 - 1999	Senior Internal Auditor, Shell Company of Thailand
1999 - 2002	Manager, PricewaterhouseCoopers Company Limited
2003 - 2004	Senior Manager Internal Audit Department, Betagro Group Company Limited
2004 - 2007	Manager, Pruksa Real Estate Public Company Limited
2007 - 2008	Chief Audit Officer, Grande Asset Development Public Company Limited
2008 - 2009	Vice President - Land Acquisition, Pruksa Real Estate Public Company Limited
2009 - 2014	Vice President - Internal Audit, Pruksa Real Estate Public Company Limited
2015 - 2016	Senior Vice President - Internal Audit, Pruksa Real Estate Public Company Limited
2017 - Present	Acting - EVP Internal Audit & Compliance, Pruksa Real Estate Public Company Limited

Training

- Director Certification Program - DCP 56/2005, Thai Institute of Directors (IOD)



Mr. Paisarl Rumphon (Age 61 Years)

Company Secretary

(Started on 19 April 2016)

Shareholding (%)

	as of 1 January 2020	as of 31 December 2020	Change (+/-)
1. I	0.0003% (6,408 Shares)	0.0003% (7,431 Shares)	(+) 1,023 Shares
2. Spouse/Cohabiting couple	None	None	-
3. Minor Children	None	None	-

Family Relationship Among the Executives

-

Education

- LL.B., Thammasat University
- Barrister-at-Law, The Institute of Legal Education, Thai Bar Association

Other Position (s)

(Listed Companies and Others)

Listed Companies

-

Others

- Company Secretary, Pruksa Real Estate Public Company Limited

Work Experience

- 1992 - 2005 Vice President, Legal Department, Ayudhya Allianz C.P. Life Public Company Limited
Member of the Law Sub-committee, The Thai Life Assurance Association
- 2005 - 2006 Vice President, Broker Business Department, Ayudhya Allianz C.P. Life Public Company Limited
- 2008 - 2009 Senior Legal Manager / Company Secretary, Pruksa Real Estate Public Company Limited
- 2009 - Present Company Secretary, Pruksa Real Estate Public Company Limited

Training

- Company Secretary Program - CSP 27/2008, Thai Institute of Director (IOD)
- Effective Minute Taking - EMT 13/2009, Thai Institute of Director (IOD)
- Board Reporting Program - BRP 3/2010, Thai Institute of Director (IOD)
- CGR Workshop 2017, Thai Institute of Director (IOD)
- CGR Workshop 3/2018, Thai Institute of Director (IOD)
- ASEAN CG Scorecard Coaching 2020, Thai Institute of Director (IOD)



PSH Awards

Awards for Environmental, Social, Governance (ESG) and Sustainability

Thailand Sustainability
Investment (THSI) for the
fifth consecutive year from
the Stock Exchange of
Thailand



Sustainability Disclosure Award 2020

for the second consecutive year from
Thaipat Institute for an organization
that disclosed sufficient information
regarding sustainability policy and
activities, covering all area such as
economic, society, environment, and
good governance.

ASEAN CG Scorecard
Award 2019 under
ASEAN Asset Class
Publicly Listed
Companies,

for a listed company that conducted good corporate governance complying
with international standard and guideline. This award was granted in order to
enhance good governance standard of all listed companies in ASEAN region.

Awards for Business Operation

Prukso Real Estate Public Company Limited (PS), the Company's subsidiary, was granted awards as follows:



Trophy for an organization that supports Consumer Protection from “Office of the Consumer Protection Board”

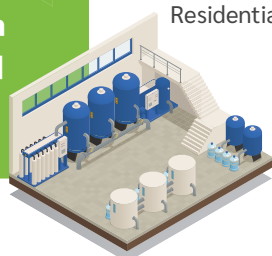
Prukso was the only company from real estate sector who received this award.

Honorable Mention on Transparent Operation Organization (the 9th NACC Integrity Award)

from the National Anti-Corruption Commission (NACC), as a company that firmly operates its business with good governance and promotes anti-corruption as a company's policy.



The Company's projects were qualified as operators with good waste water management from the Environmental Office 6



details are as follows:

- Silver level: Baan Prukso 111 (Rangsit-Bangpoo 2)
- Bronze level: Baan Prukso 123 (Phaholyothin-Klong Luang) and the Residential Juristic Person of Prukso Ville 81 (Phaholyothin-Nava Nakorn)



Policy and Business Overview

History

Pruksa Holding Public Company Limited (“the Company”) was registered as a holding company on 16 March 2016 with initial registered capital of Bt10,000 to operate the business that mainly generated revenue from holding shares in other companies. Later, the Extraordinary Shareholders’ Meeting No. 1/2016 approved a resolution to allow an increase in the Company’s registered capital from Bt10,000 to Bt2,273,217,600 by issuing 2,273,207,600 new ordinary shares at Bt1 par value to support the submitted tender offer and the issuance of warrant to buy common stocks of the Company to be consistent with the increase in the Company’s registered capital. The initial trading in the Stocks Exchange of Thailand was on 1 December 2016 under “PSH” ticker.

The Company's core business is real estate development business for sales. The Company shall maintain the proportion of real estate development business for sale, which is the core business, at no less than 75% of its total assets. After restructuring completion, Prukha Real Estate Public Company Limited has become a subsidiary of the Company. The Company's revenue streams are mainly from dividend acquired from shareholding in Prukha Real Estate Public Company Limited and its subsidiary and/or associated company in which the Company will invest in the future.

The Company has invested in hospital and service center business through two subsidiaries, including (1) Vimut Hospital Holding Company Limited whose operation is to invest in other companies, and (2) Vimut Hospital Company Limited, which operates private hospital and medical clinic. At present, the hospital construction is almost completed and expected to start its operation in 2021. In 2020, the Company's revenues and overall operations mainly derived from real estate business group.

Major Changes and Development

Year	Important Development
2016	<ul style="list-style-type: none"> Prukha Holding Public Company Limited was established to operate investment business and hold 97.90% shares in Prukha Real Estate Public Company Limited through the tender offer process. The Company increased its registered capital from Bt10,000 to Bt2,273,217,600 through the issuance of new ordinary shares at Bt1 par value.
2017	<ul style="list-style-type: none"> Vimutti Hospital Holding Company Limited and Vimutti International Hospital Company Limited, which are the subsidiaries of Prukha Holding Public Company Limited, were registered for name change to Vimut Hospital Holding Company Limited and Vimut Hospital International Company Limited, respectively. The Company received SET Sustainability Awards 2017 – Rising Star category among listed companies with market capitalization of Bt30,000-100,000 million. The award is given in recognition of listed companies with outstanding sustainable development and practice. The Company also received Thailand Sustainability Investment (THSI) award or “Sustainable Stock” Award for the second year in recognition of the Company's outstanding good governance practice and with fair business operations that concerns with all stakeholders. The Company became a member of the “Collective Action Coalition against Corruption” and was granted membership certificate. It also organized “Prukha Collective Advancement Coalition against Corruption” activity to raise awareness among its employees at all levels of transparent operations under good governance practice. In 2017, Prukha Real Estate Public Company Limited, a subsidiary of the Company, issued three tranches of debenture with total value of Bt9,500 million.
2018	<ul style="list-style-type: none"> The Company received “Drive Awards 2018” in Finance program for MBA Chula Alumni Association. The award was considered based on the Company's outstanding financial performance, good corporate governance practice, and treatment of shareholders and partners. The Company signed an MoU with the Department of Medical Service, Ministry of Public Health, on “Academic Cooperation of Safe Environment for Senior” to jointly study on innovations and in-house materials that will reduce and prevent accident in different environment. The Company was granted “The Thai Chamber of Commerce Business Ethics Standard Test Award 2018” from transparent business operation, disclosure of information that is accountable, responsibility towards consumers and business partners, fair treatment of stakeholders, social contribution, and operational excellence within the organization.

Year	Important Development
	<ul style="list-style-type: none"> • The Company received the SET Sustainability Awards for the second consecutive year including the Outstanding Sustainability Awards 2018 and Thailand Sustainability Investment 2018 (THSI) for the third consecutive year. • The Company received the Sustainability Report Awards 2018 – Recognition for the third consecutive year. • “Baan Mor Vimut” Clinic was opened to provide general medical service and health consultant to local residents. The clinic, a spin-off from Vimut Hospital, was first launched in Rangsit Khlong 3, Pathumthani, a large and highly-populated area where many of Pruksa projects are located. • HRH Princess Maha Chakri Sirindhorn presided over the official opening ceremony of Pearl Bangkok Building, Pruksa’s head office. It was the greatest honor to our Board of Directors, executive team, and employees. • The Company acquired an additional 0.33% of stakeholders in Pruksa Real Estate Public Company Limited increasing the Company’s equity from 97.90% to 98.23%. • The Company issued two tranches of debenture totalling Bt5,500 million.
2019	<ul style="list-style-type: none"> • The Company was awarded “International Quality Management Award” – Diamond Class in recognition of its outstanding role in promoting quality-centric practice and make it an organizational culture, and developing and using innovations and new technologies in residential building construction for sustainable excellence. • The Company cooperated with the Department of Medical Service, Ministry of Public Health, in initiating a demonstration room for the “Repeated Bone Fracture Prevention Project” at Lertsin Hospital. The mock-up room is fully equipped with related medical equipment and innovations for senior and fractured bone patients. • The Company was granted the “Drive Awards 2019” for the second consecutive year. In 2019, the Company received the award in the Property & Construction category. The judges considered outstanding performance and responsibility towards the environment, good governance, and fair treatment of shareholders and business partners. • The Company received the “CAC Change Agent Award” from Thailand’s Private Sector Collective Action Coalition against Corruption (CAC) in recognition of transparency throughout the supply chain. This underlines the Company’s commitment to eliminate corruption and zero tolerant to bribery, which will promote sustainable growth. • The Company unveiled “DEAL”, a new business using digital platform for residential unit sales, purchase and rental services. The platform uses AI Matching technology to select the best possible residential unit that suits customer’s need. The unit sale system management and information management system were launched, enabling the Company to have real-time information 24 hours a day. • The Company was granted National Innovation Award 2019 – Economic Innovation in Large Organization Award from the National Innovation Agency (Public Organization). The award was granted to the Company in recognition of its outstanding performance in initiating and delivering innovations that promote economic and social development. • The Company was selected as part of ESG100 Company list (Environmental, Social and Governance) for the third consecutive year from Thaipat Institute. • The Company was granted Thailand Sustainability Investment 2019 (THSI) award for the forth consecutive year. The award demonstrated the Company’s commitment and continuous environment, social, and governance practice.

Year	Important Development
	<ul style="list-style-type: none"> Pruksa and Vimut Hospital signed an MoU with the Department of Health under the Ministry of Public Health and the Thai Medical Women's Association on mind-based learning cooperation. Under this cooperation, Pruksa built "Sanam Dek Len Sang Panya" children playground at Pruksa Avenue Project, Theparak-Mueang Mai, to promote physical, brain, and emotional development for children aged 0-8 years. The playground provides enhancing environment enabling children to develop analytical thinking skill and social discipline while encouraging public participation in children development. "Pruksa" brand was awarded the "Brand of the Year" – Real Estate Development at the national level at the World Branding Awards. The award underlines Pruksa's success, popularity, and public recognition of the brand. The Company issued three tranches of debentures totalling Bt10,000 million.
2020	<ul style="list-style-type: none"> Vimut Hospital initiated "COVID-19 Hotline" to provide initial advice to help preventing COVID-19 spread out and infection to Thai people across the country. This activity has served the purpose of Vimut Hospital in desiring all Thais to have good health. Pruksa Real Estate was granted Honorable Mention on Transparent Operation Organization from the National Anti-Corruption Commission (NACC), as a company that firmly operates its business with good governance and promotes anti-corruption as a company's policy. Pruksa Real Estate received Trophy for an organization that supports Consumer Protection from "Office of the Consumer Protection Board". Pruksa was the only company from real estate sector who received this award which underlines the Company's objectives "Pruksa..Heart for Lives" The Company initiated new social projects called "Recycle for Better Life". People living in Pruksa's housing complex as well as neighboring community would donate unused products or equipment to those in need to make the most use of their values. This project was first initiated at Baan Pruksa 111 Rangsit Bangpoon 2. The Company has continued "Housing for Disabled Persons" project for the second consecutive year. This project was aimed to help building and/or renovating houses for disabled persons so that they could live their lives more comfortably and seek less for helps or assistance. This project served the Company's "Heart to Society" policy that is trying to enhance quality of living for disabled people and encourage them to live more independently. The Company provided free influenza vaccinations to 50 Bangkok Metropolitan street sweepers and garbage collectors who have high tendency in direct contacting with COVID-19, particularly during the rainy season. These activities had been conducted by group of doctors and nurses from Baan Mor Vimut Clinic and Vimut Hospital, Pruksa's subsidiary. The Company, in collaboration with TPBI, initiated "Won" project, which was a campaign that urged residents of Plum Condo Changwattana Station 1-3, Plum Condo Mix Changwattana, the Plant Elite Pattanakarn, and the Connect Pattanakarn 38 to separate plastic for recycling trash. Vimut International Hospital Company Limited has been changed to Vimut Hospital Company Limited ("Vimut Hospital"). The Company issued two tranches of debentures totalling Bt4,500 million.

Shareholding Structure of the Corporate Group

According to the business restructuring plan of Pruksha Real Estate Public Company Limited (“Pruksha”), the Company prepared a tender offer for Pruksha shares at 1:1 rate or one common share of Pruksha to one common share of the Company. At the end of the tender offer, the Company was able to acquired 98% of Pruksha’s shares, allowing it to have paid-up capital of Bt2,185,857,580 and common stocks totaling 2,273,217,600 shares. Each shareholder who exchanged shares under this restructuring plan received warrants based on individual shareholding proportion in the Company after the completion of the restructuring.

The general shareholders’ meeting on 27 April 2017 resolved to approved the reduction of the Company’s registered capital by Bt46,834,420 from Bt2,273,217,600. The new registered capital was, therefore, Bt2,226,338,180. The Company registered the capital decrease at the Ministry of Commerce on 22 May 2017 and its paid-up capital is Bt2,186,796,580.

After the Company became a listed company on the Stock Exchange of Thailand, it introduced investment diversification policy and has sought new business opportunity outside residential property market to achieve sustainable growth and generate recurring income. Under this policy, the Company invested in healthcare business, as reported to the Stock Exchange of Thailand, the Company’s Board of Directors resolved at the No. 2/2017 board meeting on 16 February 2017, to approve the investment in hospital and health service center business through two subsidiaries namely (1) Vimut Hospital Holding Company Limited, a subsidiary operating as a holding company investing in other companies and as of 31 March 2017, invested in Vimut Hospital Company Limited, and (2) Vimut Hospital Company Limited, which operates private hospital and

clinic business to provide medical treatment. The hospital is currently under construction process and expected to be opened for service in 2021 onwards.

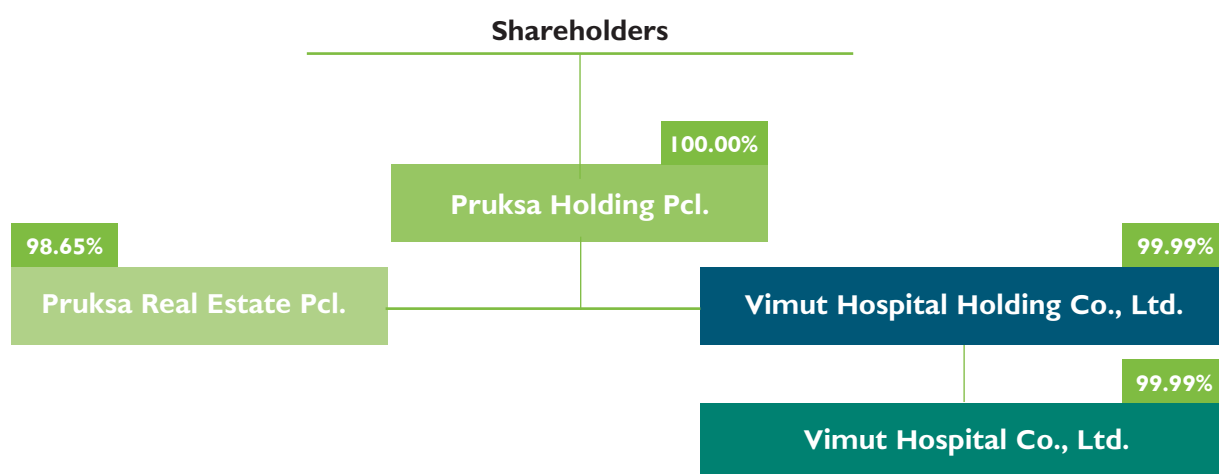
In March 2018, the Company acquired an addition of 0.33% of stakes in Pruksha Real Estate Public Company Limited totaling Bt97.31 million in cash. This increased the Company’s equity from 97.90% to 98.23%.

During the year ending 31 December 2018, the number of warrants exercised were 1,708,342 shares, resulted in the Company’s paid-up capital of 2,188,504,922 shares.

During the Annual General Meeting on June 26, 2020, shareholders approved the resolution to decrease registered capital of Bt37,878,258 million from Bt2,226,383,180 million to Bt 2,188,504,992 million by reducing the ordinary shares issued to accommodate the exercise of the warrants of 37,878,258 shares at Bt1 Baht par value. The Company registered the capital reduction with the Ministry of Commerce on 8 July 2020.



The Company's shareholding structure as of 31 December 2020 is as follows:



Operational Division Policy of the Corporate Group

The Company's business operations are as follows:

1. Investing in subsidiary/associated companies in the Group
2. Seeking fund to support the operations of the Company and companies within the Group
3. Investing in companies outside the group for liquidity management and return on investment to the Company
4. Providing supports to companies within the Group

After the initial stage of business restructuring, the Company shall seek services from four main divisions and some support functions from Pruksha in order to optimize existing human resource. The main divisions include Finance and Risk Management, Human Resource Management, and Strategy, while supporting divisions include Legal, and Marketing and corporate communication under Pruksha, the subsidiary of the Company.

At present, Pruksha provides supports to the Company as follows:

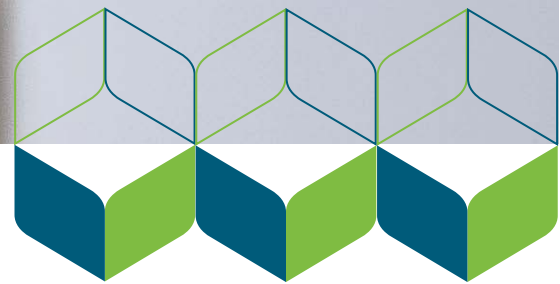
- Finance and accounting
- Risk management
- Human resource management
- Legal service
- Information and communication technology system
- Marketing development, brand management and corporate communication
- Administration and procurement

Nevertheless, support business group of the Company shall govern the overview of the Company and its subsidiaries and/or associated companies in the future.

In addition, the Company shall assign the Strategy division cooperated with Finance and Risk Management divisions to govern and control new investment policy and oversee new businesses the Company will invest in the future.

Relationship with business group of major shareholders

N/A



Nature of Business

Revenue Structure

The Group of Companies' revenue is derived from real estate business. As of 31 December 2020, revenue structure can be categorized as follows:

Products	Consolidated Financial Statement					
	2018		2019		2020	
	Bt m	%	Bt m	%	Bt m	%
Townhouse (Thai)	22,566	50.0	17,880	44.5	12,426	42.1
Single-detached house (Thai)	8,924	19.8	7,783	19.4	5,868	19.9
Condominium (Thai)	13,411	29.8	14,137	35.2	10,769	36.5
Total	44,901	99.6	39,800	99.1	29,063	98.5
Others ⁽¹⁾	0	0.0	85	0.2	181	0.6
Revenue from Real Estate	44,901	99.6	39,885	99.3	29,244	99.1
Other Revenue	170	0.4	267	0.7	269	0.9
Total Revenue	45,071	100.0	40,152	100.0	29,513	100.0

Remark : ⁽¹⁾ Others includes revenue from land sales and construction

Existing projects of Prukisa, a subsidiary, as of 31 December 2020, consisted of 153 projects as follow:

Project as of December 2020	No. of projects	Total project Value		Revenue		Backlog		Sold		Unsold	
		Units	Bt m	Units	Bt m	Units	Bt m	Units	Bt m	Units	Bt m
Baan Prukisa	27	10,846	22,197	4,910	9,273	172	404	5,082	9,677	5,764	12,520
PATIO	8	1,696	6,725	927	3,375	35	127	962	3,503	734	3,223
Prukisa Town	5	1,844	5,820	985	2,890	22	103	1,007	2,993	837	2,827
Prukisa Village	1	197	1,102	18	74	-	0	18	740	179	1,028
Prukisa VILLE	34	10,136	27,590	5,045	12,437	152	421	5,197	12,859	4,939	14,731
The CONNECT	11	3,870	11,068	1,607	4,253	37	127	1,644	4,381	2,226	6,687
Villette	1	390	1,007	247	586	9	24	256	610	134	397
Total TH	87	28,979	75,510	13,739	32,890	427	1,207	14,166	34,763	14,813	41,413
Passorn	16	3,310	21,786	1,447	8,757	23	223	1,470	8,981	1,840	12,805
Prukisa Village	8	1,938	7,531	681	2,593	3	16	684	2,609	1,254	4,923
THE PALM	2	292	2,985	67	684	6	64	73	747	219	2,237
THE PLANT	11	2,650	10,991	1,254	4,854	23	94	1,277	4,947	1,373	6,043
Prukisa Town	3	718	2,934	283	1,109	2	8	285	1,117	433	1,817
Prukisa Nara	1	300	1,060	244	861	-	0	244	861	56	199
Total SDH	41	9,208	47,287	3,976	18,858	57	404	4,033	19,262	5,175	28,025
Plum Condo	3	4,168	6,613	3,032	4,655	175	291	3,207	4,946	961	1,667
The PRIVACY	6	3,623	11,193	790	1,804	1,028	3,655	1,818	5,459	1,805	5,735
The Tree	7	2,634	9,645	609	1,787	668	2,412	1,277	4,199	1,357	5,446
Urbano	1	325	1,271	241	905	4	14	245	919	80	352
Total CD (Value)	17	10,750	28,723	4,672	9,150	1,875	6,373	6,547	15,523	4,203	13,200
CHAPTER ONE	4	1,522	10,578	-	0	1,245	8,647	1,245	8,647	277	1,932
THE RESERVE	4	731	10,021	258	2,108	249	4,956	507	7,064	224	2,957
Total CD (Premium)	8	2,253	20,599	258	2,108	1,494	13,603	1,752	15,710	501	4,889
Almost Closed						154	328				
Grand Total	153	51,190	172,118	22,645	63,006	4,007	21,939	26,498	85,258	24,692	87,526

Nature of Products and Services

Pruksa Holding Public Company Limited (“The Company”) operates as a holding company in real estate and healthcare businesses. The Company’s core business is real estate development for sale. The Company has the policy to diversify its investment and seek for new business opportunities particularly from real estate segment to achieve sustainable growth. Main focus of new investment will be on recurring income business.

Business Groups of The Company

1. Real Estate Business

Pruksa Real Estate Public Company Limited (“Pruksa”) operates as a real estate business involving residential real estate development, comprising single-detached house/semi-detached house, townhouse and condominium, around Bangkok Metropolitan area, as well as Bangkok’s central business district with potential and high growth. Pruksa has also penetrated into premium segment in order to increase market share in high-end residential real estate. The Company also improved brand image to promote clarity of management in each business group in regard to achieving sustainability and continuous growth to secure financial stability.

Currently, Pruksa Real Estate Public Company Limited has divided business operations into 3 main categories, including townhouse, single-detached house, and condominium. All is real estate development for sale.

Townhouse Business

Townhouse business is operated under the following brands:



Baan Pruksa

บ้านปรุษา



PRUKSA VILLE

PRUKSA
VILLE



The CONNECT

THE
CONNECT



PATIO

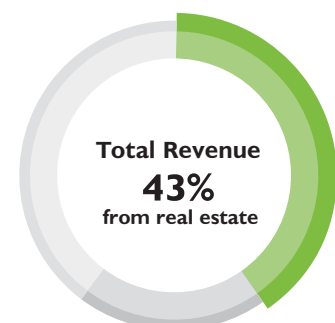
PATIO

Townhouse/Shophouse

Townhouse business is operated under different brands and designs, deriving from different customers’ need, which leads to sustainable quality of life and ideal living solutions.

Townhouse business is the leader of Bt1-5 million products under Baan Pruksa, PRUKSA VILLE, and the CONNECT brands. PATIO brand focuses on higher segment, more than Bt5 million, to capture real demand in Bangkok Metropolitan Region as well as other potential provinces.

Townhouse business reported approximately 14% market share in residential townhouse market and revenue was accounted for 43% of total revenue from real estate.



Single-detached house Business

Single-detached house business is operated under the following brands:



The Palm

THE
PALM



The PLANT

THE
PLANT



Passorn

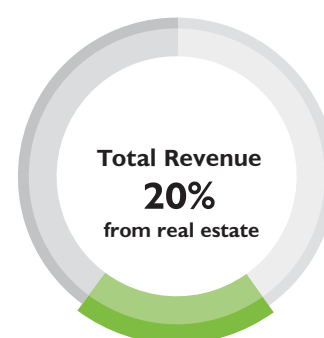
passorn

Single-detached house Business captures target customers with product value ranges between Bt3-15 million, of which The PLANT focuses on Bt3-5 million, Passorn Bt5-10 million, and THE PALM more than Bt10 million.

Single-detached house Business develops its products by focusing on customers values to create quality of life and ideal of living style.

In addition, Single-detached house Business has increased its market share in higher segment of Bt7-15 million by launching new projects under The Palm in 2020 and will continue to expand this segment in 2021.

Single-detached house business reported approximately 6% market share in residential single-detached house/ semi-detached house market and revenue was accounted for 20% of total revenue from real estate.



Condo Business

Condominium business is operated under the following brands



The Tree



The PRIVACY



Plum Condo

plum
condo



The RESERVE

THE
RESERVE



CHAPTER

CHAPTER



CHAPTER ONE

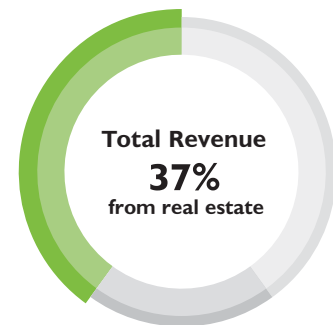
CHAPTER ONE

Condo Business develops its products under various brands to create differentiation in accordance with customers' needs and lifestyles.

Segments and brands of Condo Business are Bt1-2 million: Plum Condo, Bt2-5 million: The Tree, the PRIVACY, and CHAPTER ONE, and more than Bt5 million: THE RESERVE and CHAPTER.

Pruksa's Condo Business development's policy is to focus on high potential land and balancing low- and high-rise products to stabilize short and long-term revenue.

Condo business reported approximately 5% market share in residential condo market in Bangkok Metropolitan area. Revenue was accounted for 37% of total revenue from real estate.



2. Healthcare Business

Regarding information disclosed to the Stock Exchange of Thailand, the Company's Board of Directors of Pruksa Holding Public Company Limited resolved at No.2/2017 board meeting on 16 February 2017, to approve



the investment in healthcare business and health center through two subsidiaries namely (1) Vimutti Hospital Holding Company Limited ("Vimutti Holding"), a holding company that invests in healthcare business; and (2) Vimutti International Hospital Company Limited ("Vimutti Inter"), a company that operates a private hospital.

On 9 October 2017, changes of company's name were registered with the Department of Business Development, Ministry of Commerce, as follows:

1. Company's Name in English: Vimut Hospital Holding Company Limited ("Vimut Holding")
Company's Name in Thai: บริษัท โรงพยาบาลวิมุต โฮลดิ้ง จำกัด ("วิมุต โฮลดิ้ง")
2. Company's Name in English: Vimut International Hospital Company Limited ("Vimut Inter")
Company's Name in Thai: บริษัท โรงพยาบาลวิมุต อินเตอร์เนชั่นแนล จำกัด ("วิมุต อินเตอร์")

On 6 August 2020, Vimut International Hospital has been changed to Vimut Hospital Company Limited ("Vimut Hospital").

Initial investment of Vimut Hospital will be a general hospital, which offers a 250-bed tertiary care of general and complicated ailments. The hospital was designed to meet the standard of the international JCI accreditation, the site of hospital is located on the business district of Bangkok on a 4-rai 55.6-square wa plot of land on Phaholyothin Road, near Saphan Khwai intersection. The investment was approximately Bt4,900 million, comprising Bt950 millions of land cost and Bt3,950 million of construction, medication equipment and other costs. It is expected to commence operation in 2021.

Vimut Holding also opened up a clinic called “Baan Mor Vimut” to provide general healthcare services e.g., check-up, blood test, vaccination, and pathology consultancy services. This clinic serves as part of Vimut Hospital in reaching community residents, and first piloted in Rangsit Klong 3, Pathumthani province.

In 2020, Baan Mor Vimut provided health check-up service and vaccination to more than 20 companies as well as helping people and community effected by COVID-19 through CSR activities with government agencies, the Thai Red Cross society, and other related foundations.

Market and Competition

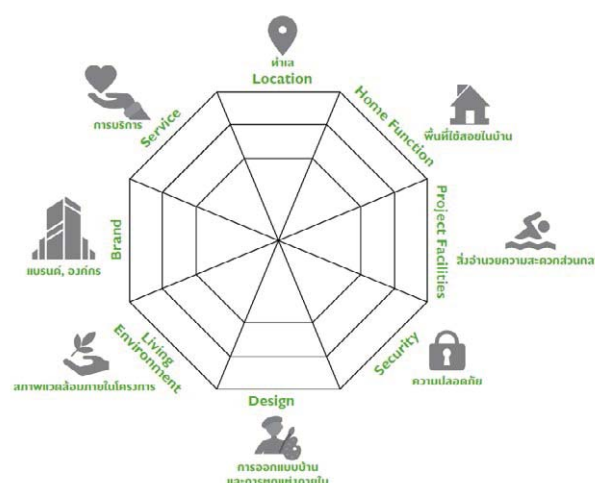
Real Estate Business

Marketing Policy

In 2020, the spread-out of COVID-19 has created new way of living or “New Normal” of people in Thailand and over the world, such as new way of working and learning, communicating, commuting, spending, and changing behaviors. Work From Home and more use of digital platform e.g., conference call and online shopping are rapid change resulted from this pandemic. People tend to spend more time at home and that has created new in-house activities among family members such as cooking, gardening, and growing plants on the balcony in condominium. Real estate developers also have to change their traditional marketing strategy to digital platform to accommodate new consumer behaviors by focusing more on Online Booking and Digital Sales Channel.

With these swift changes, Pruksa has applied Customer Centric principles to our marketing and communication strategy where the Company has applied customers’ needs and lifestyles to the products, and come up with “The Living Wheel” of consumers. Eight major elements of The Living Wheel, not including price and services, are as follows:

THE LIVING WHEEL



Location : Convenient and suit with lifestyle

Home Function : Proper for daily use

Project Facility : Sufficient common area

Security : Security for individual and family

Design : For houses and interior design

Living Environment : Cozy environment in the complex

Brand : Respect and recognition for the Company and Pruksa Brand

Service : Standardized before and after sales service

The Company has deployed The Living Wheel and come up with communication and marketing strategy as follows:

I. Strategy to Enhance Pruksa Brand

Under the vision of Khun Thongma Vijitpongpan that running a residential business, one has to deliver good quality and affordable houses to customers, and the house must be a good and happy living place. This has come up to Pruksa Brand Purpose of “PRUKSA... Heart to Home.” In 2020, to follow Khun Thongma’s vision, the Company has focused on customers’ needs and behavior changes regarding the COVID-19 spread out, as well as adopted new marketing and promotion strategy details as follows.

1.1. New Normal the Company realized that change of residential houses is common, as consumers' behaviors will change in accordance with changing situation and environment. However, a need that has not been changed for all is to **live happily** in a **right and practical space**.

This has guided Pruksa to come up with the campaign of **“Happiness in every square inch of your living space”**. In this campaign, Pruksa pays close attention to design and function to accommodate customers' needs that will help uplift their quality of living as well as create a pride of ownership in their residence.

This campaign conveyed happiness through two distinctive photographers. Dr. Peang shared his happiness with others through photo of his new experiences outside of the examination room. Another photographer, Khun Private, a visually disabled person, took his photos by touching and hearing. Both of them believe that once we are at the right place, happiness will be there too, just like being home.

Pruksa conveyed every inch of happiness through right home functions such as **Space Extension** that everybody can enjoy their personal space happily, and **Triple Kitchen** where family members can enjoy cooking and sharing meal together.

Pruksa also conveyed this Campaign of **“Happiness in every square inch of your living space”** throughout the Company by allowing employees to share their every inch of happiness in their house through Facebook and IG and give away IKEA vouchers to the winners so that they could decorate their house with more happiness. Inspiration of this campaign was as well conveyed through the Executives by sharing their “Happiness in every square inch” through in-house online platform.

Another major strategy for this campaign is communication through digital platform (Owned-Paid-Earned) to reach out to target customers via Facebook, IG, Influencers, and Lifestyle Page that directly connect to the target group.

1.2 Customer Centric Pruksa understands the importance of customers' needs and uses “The Living Wheel” to create media content to reach out to target customers. Example of this activity is Hero project, which emphasizes on Super Function, Super Location, and Super Facility. In addition, the Company has applied The Living Wheel to new developing projects for the best function, space, and living environment.



Triple Kitchen



#ความสุขทุกตารางนิ้ว
แบบที่ไม่มีใครเหมือน
CALL 1739
PRUKSA.COM



Grand Free Space



#ความสุขทุกตารางนิ้ว
แบบที่ไม่มีใครเหมือน
CALL 1739
PRUKSA.COM



Free Creative Living Space



#ความสุขทุกตารางนิ้ว
แบบที่ไม่มีใครเหมือน
CALL 1739
PRUKSA.COM



Triple Security



#ความสุขทุกตารางนิ้ว
แบบที่ไม่มีใครเหมือน
CALL 1739
PRUKSA.COM



Space Extension



#ความสุขทุกตารางนิ้ว
แบบที่ไม่มีใครเหมือน
CALL 1739
PRUKSA.COM



Double Volume



#ความสุขทุกตารางนิ้ว
แบบที่ไม่มีใครเหมือน
CALL 1739
PRUKSA.COM



2. Marketing Promotion Strategy

Under COVID-19 situation, PrukSA understands the instability of consumers spending, so the Company closely monitors and focuses on two major marketing promotion strategy as follows:

- 2.1 **“LIVE WITHOUT PAY”**, this promotion was implemented with single-detached house and condo projects in the second quarter of 2020 by allowing for 24-months installment-free and on top, for townhome, there were gold give-away and other discounts.
- 2.2. **Collaboration: PRUKSA x GRAB**, this promotion provided single-detached house customer 1-year installment-free and free meals during the fourth quarter of 2020.

With these two mentioned strategies, PrukSA continues to highly focus on customers' needs, develop, and deliver utmost products and services to our customers in order to achieve our goal of providing better living to Thai people.

Market Condition and Competition

Transfer Value in Bangkok Metropolitan area in 2020

Overall transfer value (made by juristic persons) in Bangkok and its vicinity in 2020 was Bt457,115 million, up 4% YoY. Transfer value of low-rise market increased from last year, led by single-detached house with value of Bt141,618 million, an increase of 17% YoY while that of townhouse was slightly up 1% YoY to Bt84,710 million. Despite weak market sentiment of high-rise segment, transfer value of condo was down only 1% YoY to Bt221,518 million. This was supported by a shift of units transfer from 2019 presale to 2020 and promotion campaign to stimulus transfer from major developers.

Table 1 : Transfer value in Bangkok Metropolitan Area in 2020 (Transfers made by juristic persons)

Unit : Million baht

Year	Townhouse	Single and Semi-detached House	Condominium	Shophouse	Total
2019	83,980	120,710	223,917	11,252	439,860
2020	84,710	141,618	221,518	9,267	457,115
% YoY Growth	1%	17%	-1%	-18%	4%

Source: Real Estate Information Center. Government Housing Bank

Property Market Situation in Bangkok Metropolitan Area in 2020

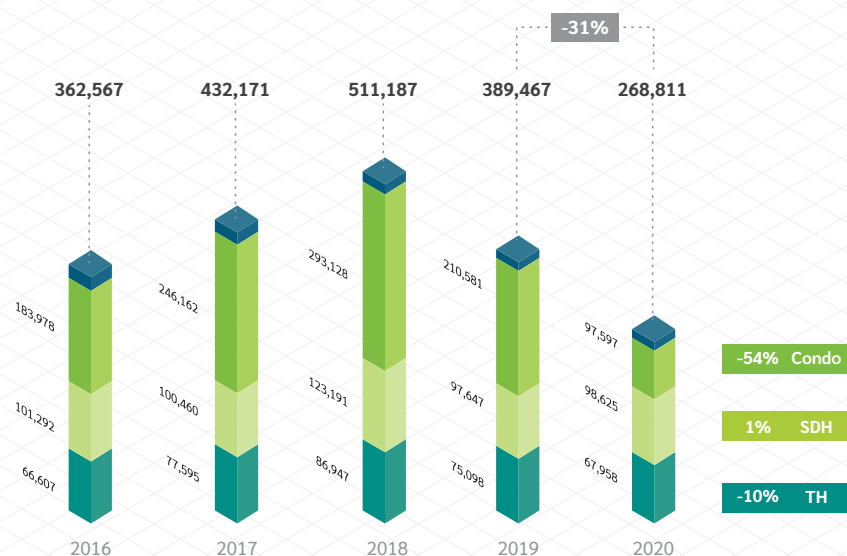
Property market situation in Bangkok Metropolitan Area in 2020 was Bt268,811 million, a decrease of 31% YoY, particularly from condominium and townhouse that decreased 54% YoY and 10% YoY, respectively. Single and semi-detached house, on the contrary, was up 1% YoY.

Excluded negative impact since last year of LTV measure, household debt and NPL on housing loan, property market was also drastically impacted by COVID-19 spreadout, especially condominium market that affected by an absence of investors and foreign buyers. This caused developers to slowdown new launches, resulted in lighter supply compared to last year. Landed property situation was better particularly from single and semi-detached house, which could be seen from slight market expansion. The factors that supported landed property market to grow and developers to launch new projects were from higher real demand and less resell risk compared to those of condominium market.

Chart 1 : Market Value and Sold Unit of Residences in Bangkok Metropolitan Area during 2016-2020

Market Value

(Bt m)



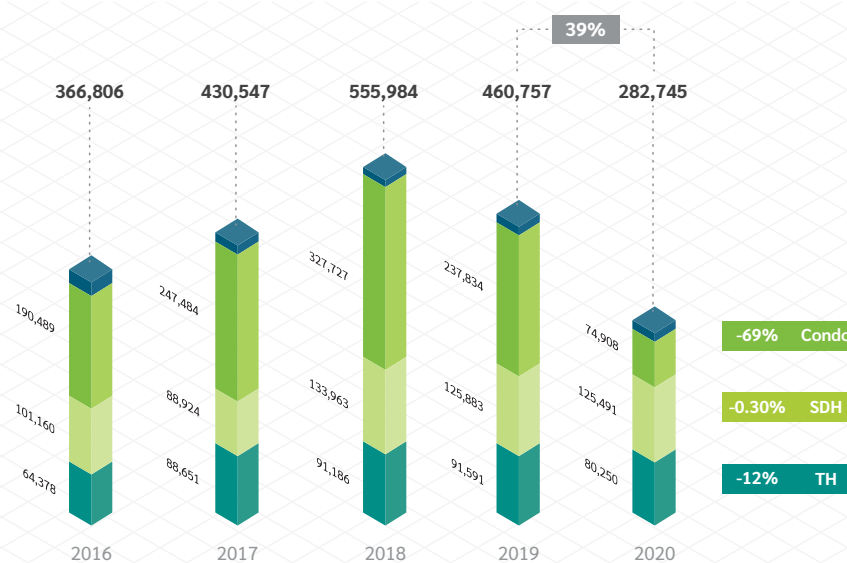
Source: Strategy and New Business Development Department, Prukha Real Estate Public Company Limited

New project launch value of residences in Bangkok Metropolitan Area in 2020 dropped 39% from 2019. Condominium dropped the most at 69% YoY, on the contrary of landed property that launch value of single and semi-detached house was relatively stable while that of townhouse dropped 12% YoY.

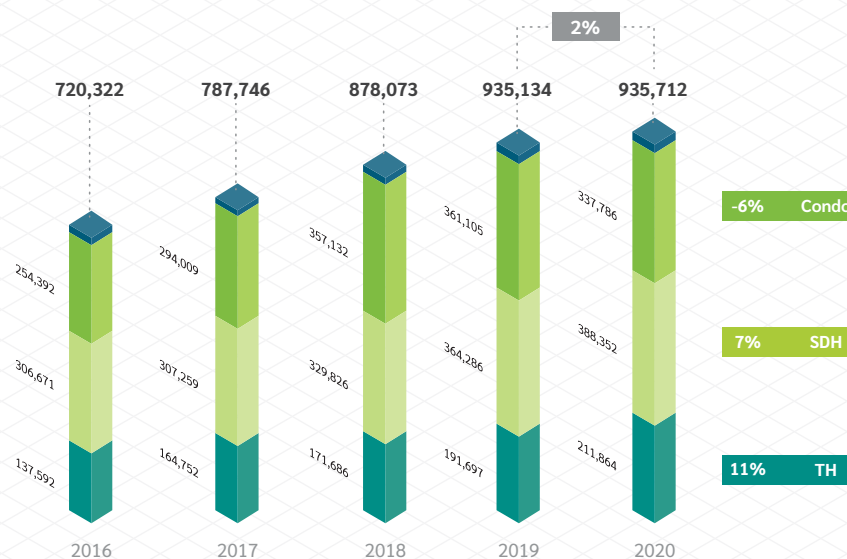
With numbers of new project launch and 2020 presale, landed property unsold units were up from last year, of which a rise of 11% YoY was from townhouse and 7% from single and semi-detached house. This indicated higher competition in this market rather than condominium market that unsold units were dropped 6% YoY.

Chart 2-3 : New Launch and Unsold Supply in Bangkok Metropolitan Area during 2016-2020

New Launch (Bt m)



Unsold Supply (Bt m)



Source: Strategy and New Business Development Department, Pruksa Real Estate Public Company Limited

Townhouse Market in Bangkok Metropolitan Area

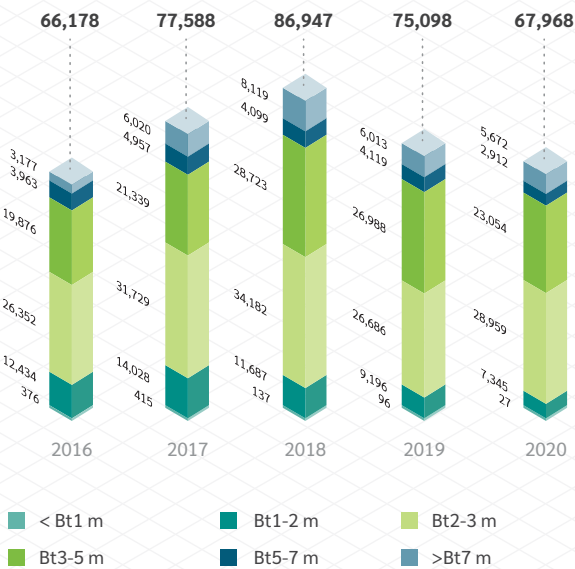
Townhouse market in Bangkok Metropolitan Area in 2020 was Bt67,968 million, down 10% YoY, which was not significant compared to overall residential market. Pruksa Real Estate Public Company Limited still maintained the 1st rank in market share at 14.3% with value of Bt9,689 million, and was the leader in townhouse below Bt3 million segment.

For Bt2-3 million segment, a segment that accounted for 43% of total townhouse market, still generated higher presale with growth of 1% YoY mainly from new project launches while presale from other segments dropped 15-20% YoY.

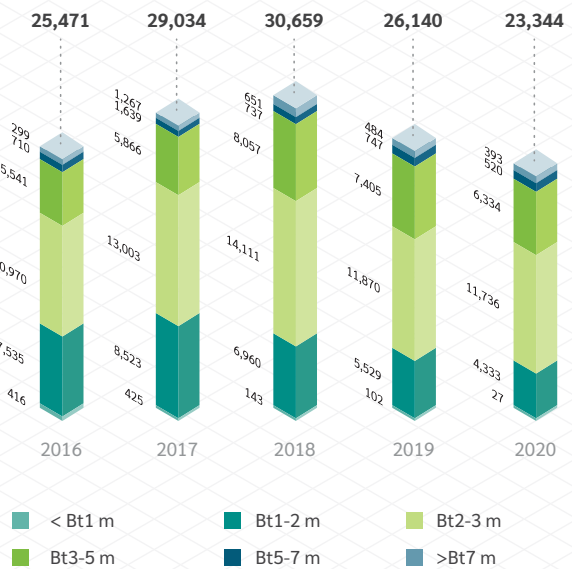
Chart 4-5 : Market Value and Sold Unit of Townhouse in Bangkok Metropolitan Area 2016-2020

Market Value

(Bt m)



Sold Unit



Source: Strategy and New Business Development Department, Pruksa Real Estate Public Company Limited

Single and Semi-detached House Market in Bangkok Metropolitan Area

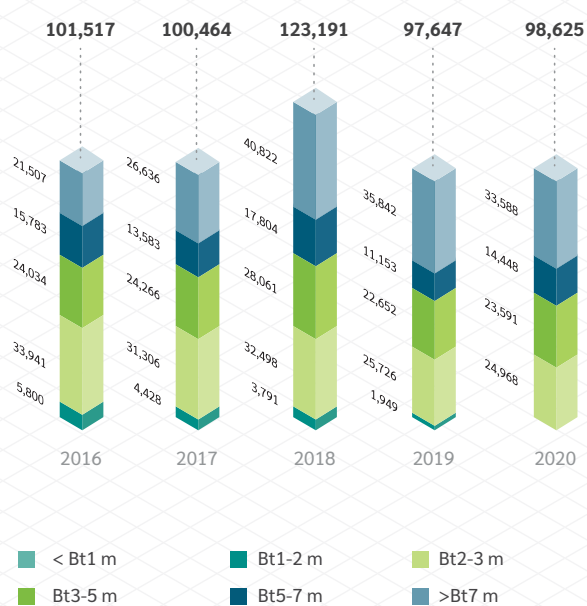
Single and Semi-detached House market in Bangkok Metropolitan Area in 2020 continued to expand from real demand of customers with purchasing power coupled with new launch from major operators with value of Bt98,625 million, up 1% YoY both in value and numbers of units.

Middle-to-high segment in this market was considered potential, which was seen from a 4% YoY rise in Bt5-7 million segment presale and 22% YoY rise in Bt7-15 million presale with value of Bt23,591 million and Bt26,824 million respectively. For other segments, presale value decreased from the previous year, of which that of higher than Bt15 million segment dropped 15% YoY and below Bt5 million decreased 3% YoY.

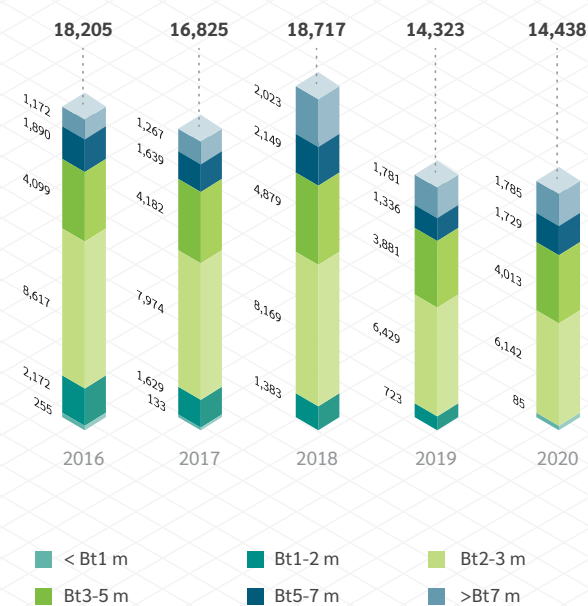
Chart 6-7 : Market Value and Sold Unit of Single and Semi-detached House in Bangkok Metropolitan Area during 2016-2020

Market Value

(Bt m)



Sold Unit



Source: Strategy and New Business Development Department, Pruksa Real Estate Public Company Limited

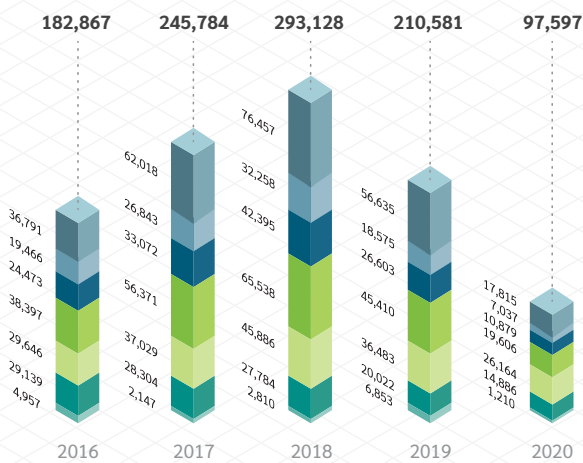
Condominium Market in Bangkok Metropolitan Area

In 2020, condominium market dropped for the second consecutive year with a drop of 54% YoY, mainly resulted from COVID-19 and a continuous implementation of LTV measure, a direct impact to condominium market that depended on investors and foreign buyers. Presale of all condominium segments dropped from the previous year except that of Bt1-2 million. Market share of Pruksa Real Estate Public Company Limited was 5% or the fifth rank with presale value of Bt4,704 million.

Condominium segment of Bt1-3 million was accounted for 42% of total condominium market, the least presale drop of 27% YoY while that of higher segment dropped further. Total condominium presale market drop 54% in 2020 compared to last year.

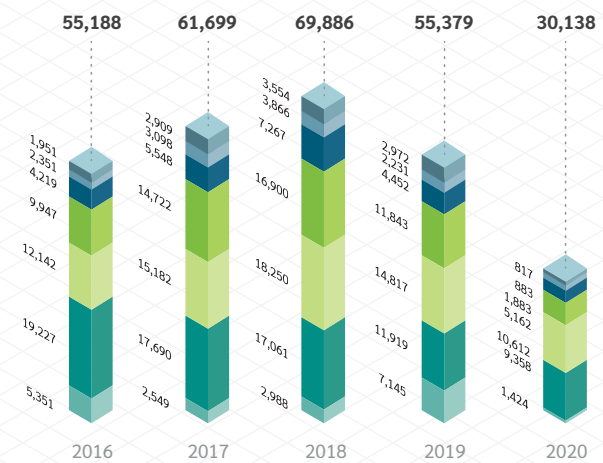
Chart 8-9 : Market Value and Sold Unit of Condominium in Bangkok Metropolitan Area during 2016-2020

Market Value (Bt m)



< Bt1 m
 Bt1-2 m
 Bt2-3 m
 Bt3-5 m
 Bt5-7 m
 Bt7-10 m

Sold Unit



< Bt1 m
 Bt1-2 m
 Bt2-3 m
 Bt3-5 m
 Bt5-7 m
 Bt7-10 m

Source: Strategy and New Business Development Department, Pruksa Real Estate Public Company Limited

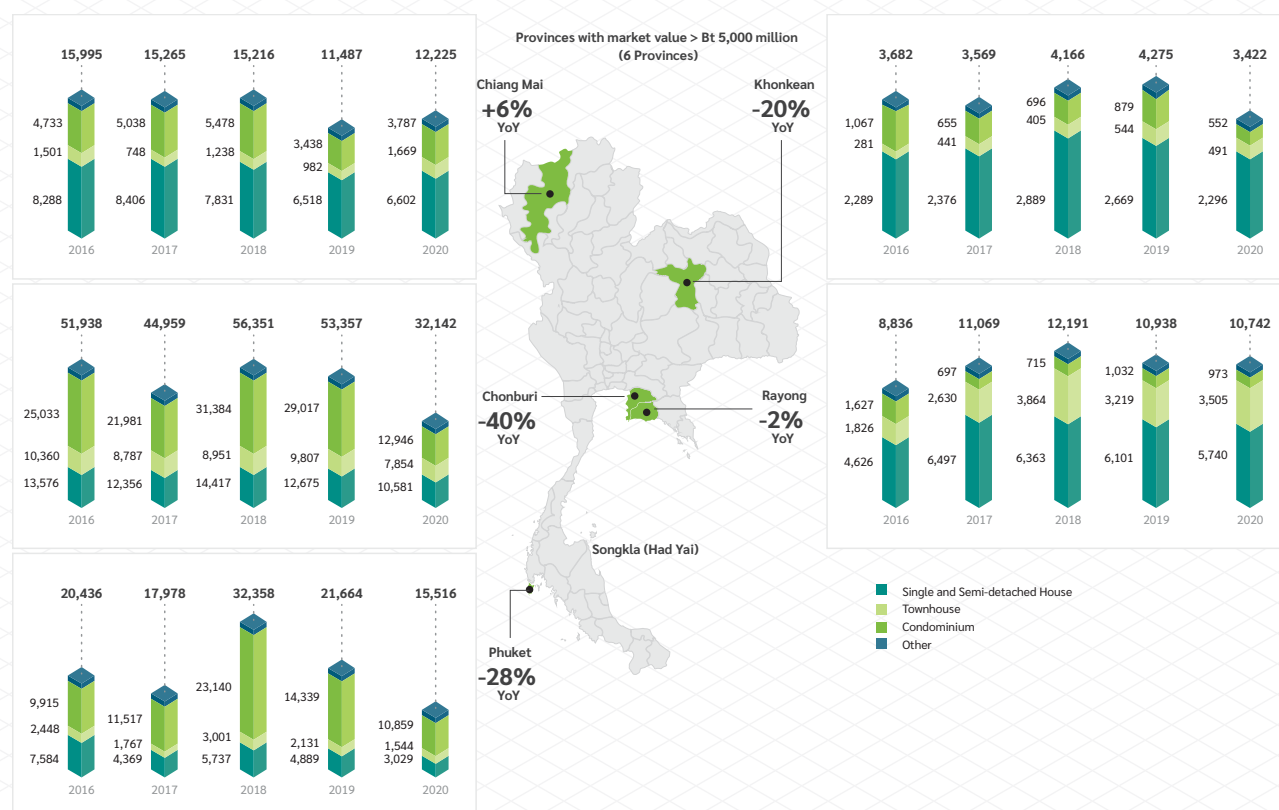
Property Market in other Five Major Provinces

Presale of property market in other five major provinces in 2020 mostly dropped compared to 2019. Chonburi market dropped the most at 40% YoY followed by that of Phuket and Kon Khaen at 28% and 20%, respectively. Presale market in Rayong, a province under Eastern Economic Corridor (EEC), slightly dropped 2% YoY. Chiangmai was the only province that market expanded 6% YoY mainly from developers' sales and promotion stimulus package.

Chart 10 : Market Value in other Five Major Provinces during 2016-2020

Market Value

(Bt m)



Source: Strategy and New Business Development Department, Pruksa Real Estate Public Company Limited

Real Estate Development Trends in 2020

The following table summarizes major indexes of Thai economy during 2017-2021

Key Information of Thai Economy	2017	2018	2019	2020F	2021F
Real GDP Growth Rate (%YoY)	4.10	4.20	2.40	- 6.00	2.50-3.50
Gross Domestic Product (Trillion)	15.48	16.36	16.87	15.70	16.17
Average Inflation Rate (percentage)	0.70	1.10	0.70	- 0.80	1.00-2.00
Policy Rate (percentage)	1.50	1.75	1.25	0.50	0.50
1-Year Deposit Rate of 5 Major Commercial Banks (percentage)	1.40	1.40	1.39	0.49	0.49
Minimum Loan Rate (MLR) of 5 Major Commercial Banks (percentage)	6.32	6.28	6.15	5.36	5.36
Average Value of Thai Baht (Baht per US Dollar)	33.94	32.27	31.00	31.10	28.90-30.90
Foreign Exchange Reserves (Billion US Dollar)	202.60	205.60	224.30	258.10	255.70

Source: IMF, World Bank, Bloomberg, The National Economic and Social Development Council (NESDC) board, Bank of Thailand

In 2020, Thailand' economy dropped 6.0% comparing to a rise of 2.4% in 2019. Consumer spending, exports, and private consumption and investment decreased 6.6%, 1.0%, and 4.8% respectively. Government spending and investment however, were up 0.8% and 5.7% respectively.

The National Economic and Social Development Council (NESDC) board has projected the expansion of Thai economy in 2021 by 3.5-4.5%, mainly from growing domestic consumption, a 4.2% expansion in export due to recovery of global economy, as well as government spending from regular spending and stimulus package. Private consumption and investments are forecasted to expand 2.4% and 6.6% respectively. Inflation rate would range between 0.7-1.7%, slightly up due to improving domestic demand.

Supporting Factors of Thai Economy in 2021

1. Global economy in 2021 tends to gradually recover and improve after hitting severe bottom low in 2020. The supporting factors would mainly be from recovering economic activities and increasing demand, resulted from a monetary policy that focuses on reducing impact from the COVID-19 pandemic as well as to continuously boost up economy. The expansion of global economy, however, is based on the following assumptions: (1) the development of COVID-19 vaccines which are expected to be sufficient for domestic use in some countries such as USA, Euro Zone, UK, Japan, and China in the third quarter, and be widely available in the fourth quarter. This will allow governments to loosen their travel restrictions in the second half of 2021, (2) no severe second or third wave spread out, which will



cause government to implement another lockdown or restriction, (3) no production or monetary crisis in major countries, and (4) no trade war between USA and China and other countries. With all these assumptions taken place, global economy is forecasted to gradually improve, with GDP and trade volume of 4.9% and 5.0%, respectively, compared to a decrease of 3.5% and 11% in 2020, respectively.

2. Private consumption in Thailand is expected to expand 2% up from a decrease of 1% in 2020 due to the second wave of COVID-19 pandemic since December 2020, which has directly impacted consumers' confidence. The Government, thus, has to impose restriction measure in some area. However, should the spread out can be controlled within the first quarter, private sector will benefit from the recovery of exports, agricultural income, and government stimulus package to boost demand. New measures of monetary and financial policy will also help stimulate domestic consumption recovery. The ease of restriction on foreign tourists' visa and arrivals is another factor to accelerate the recovery, especially for those from filming industry, exhibitors, high-purchasing power groups, as well as tourists with Special Tourist Visa (STV). With the proven and widely use of COVID-19 vaccine, it is forecasted that tourists will be able to resume their visits in the second half of this year after more international flights are permitted which will ultimately help consumption upheaval.
3. Global economy and trade volume are expected to be improving, which can be seen from an expansion faster than forecasted in the second half of 2020. This was generally linked to the ease of COVID-19 control measure and economic stimulus measure in major countries, e.g., USA, Euro Zone and China, resulted in the same level of PMI Index before the pandemic as well as an expansion of retail segment in August and September 2020. It is expected that with successful COVID-19 control measure, Social Distancing, and adaptation of consumer and manufacturer behaviors, the spread of COVID-19 would create less impact to overall economy.
4. Government spending in 2021 is forecasted to be 94.4% of annual budget, of which 98.0% will be from fixed

spending while 80.0% will be from investment, with total value of approximately Bt3,103,374 million, up 5.45% from Bt2,943,853 million in 2020. However, including annual budget, carrying budget, and budget under the Royal Decree of Bt1 trillion loan, total annual budget will be Bt3,757,017 million compared to Bt3,467,967 million in 2020 or up 8.3%. Infrastructure and other economic stimulus will also play an important role on annual budget e.g., low-interest rate granted to operators under the Royal Decree, financial support to operators affected from COVID-19 by the Bank of Thailand, Special Portfolio Guarantee Scheme of Thai Credit Guarantee Corporation (TCG), and stimulus package to boost up consumption and mitigate people's cost of living.

Risks of Thai Economy in 2020

1. Instability of COVID-19 pandemic which can be seen from growing number of cases in many countries such as USA, India, and Brazil, other countries such as Japan, Germany, UK, and France have been facing with the new wave of the pandemic, and neighboring countries such as Myanmar, the Philippines and Indonesia are still unable to control the situation. In addition, the instability of the efficiency of vaccines, which may take time to be proven, would cause some countries to reimplement control restriction and continue on controlling international travel, which may impact forecasted global and Thailand economic recovery.
2. Employment conditions and financial situation of household and business will pressure consumer spending and private investment. Unemployment rate in the third quarter was 737,000 persons compared to 394,000 persons in the same period last year, and unemployment rate was 1.90% relatively stable from the previous quarter at 1.95%, but higher than that of last year at 1.04%. A rise in unemployment was mainly from the manufacturing, hotels, and food and beverage industries. This was in line with numbers of employees applying for compensation from an unemployment of 242,114 persons in the third quarter, up from 32,789 persons and 145,747 persons in the first and second quarter, respectively. Although the government has implemented various kind of monetary measurement to help loosen

impact and to increase liquidity during 2020, Special Mention Loan to total loan was still high at 7.1% in the third quarter, up from 2.7% in the same period of last year. Household debt was up to 83.8% from 80.2% in the previous quarter. This will be the limitation to overall household and private consumption recovery.

3. Drought will be another risk factor. As of 31 October 2020, water level in all Thailand's reservoir was 13,888 million cubic meter or 14.2% of total capacity or only 48.3% of the past ten-year average. Ubonrat, Bhumibol, and Vachiralongkorn Dam were those that recorded water of only 7.6%, 28.1%, and 32.1%, respectively of the past ten-year average water level. If drought still persists, some part of Thailand may face difficulties in agricultures.
4. Risk from global economy and monetary volatility that would impact Thailand economy in 2021 are (1) direction and policy of the new US president such as domestic policy, stimulus consumption policy, international trade policy and national security policy that would impact multiple aspects including the recovery of global trade, the relocation of manufacturer operational base, geopolitical conflict, particularly in the middle east, as well as relationship between US and China, (2) possibility of No Deal Brexit situation which will affect EU and international trade, (3) instability of countries with fragile economy especially those with high household debt, and (4) volatility of international investment under COVID-19 situation, which will directly impact exchange rate. Investment will move from low-risk assets such as long-term government bond and gold to higher return assets, particularly in emerging and developing countries, resulted in volatile foreign exchange rate. However, if the COVID-19 persists, investment will be swiftly withdrawn from such countries and that would impact economic recovery and global stability.

Property Market Trend in 2021

Property market in 2019 was negatively impacted by LTV measure, household debt, and housing loan's NPL, which directly affected customers' purchasing power and housing loan approval particularly the middle-to-low segment.

In 2020, COVID-19 pandemic further dampened overall economic situation particularly to export and tourism sector which led to sluggish demand in residential market of Bangkok Metropolitan Area with a drop of 31% YoY.

In 2021, it is expected that property market in Bangkok Metropolitan Area would continuously be impacted by the second wave of COVID-19 but able to recover at a rate of 9-10%, mainly from low-rise segment. For single-detached house, demand from middle-to-high segment would be key contribution to flat growth YoY while that of middle-to-low segment of townhouse would help the market to grow 5%, mainly from a shift of consumer behavior to lower price and more affordable products. For condominium, a relatively low base of market value in the previous year, a continuing competition in price and promotion campaign, and more new project launches, in which some of them have been slipped from last year, would help the market to grow at approximately 20%.

Healthcare Business

The spread of COVID-19 throughout the year impacted people's health and dampened confidence in healthcare business in many countries. The situation in Thailand, however, has gradually improved due to well control of the pandemic both from the government and private sector. This resulted in an expansion of healthcare business in Thailand which could be seen from an open up of new private hospitals.

Thailand has become a famous hub for healthcare services due to its highly experienced medical team, sufficient and hi-tech medical equipment, leading medical schools which are accredited by international standard, as well as relatively low medical and service fees. With all these advantages, a considerable flow of foreigner patients is expected to return after the pandemic subsides. Vimut business strategy is also supported by these factors and is expected to commence operation in 2021.

In addition, Vimut has adopted various kinds of Health-Technology to its operation in order to provide better and more convenient services to patients and to increase the hospital's competitive advantage. For example, Tele-Medicine & Tele-Pharmacy are new technology that provides medical

services to patients from home, without commuting to the hospital, and Pre-Register Application that provides online appointment through mobile phone.

As Thailand is entering Aging Society, a society in which more than 20% of population is over 60 years old, in 2021, more of healthcare services will be increased accordingly. Vimut Hospital foresees this situation and has planned to provide new healthcare services to this group of people, both prevention and treatment, to increase business opportunity.

Major target customers of Vimut Hospital are middle-income people who do not depend on government healthcare social security and willing to pay for convenience and good services and yet place less importance on luxury.

As Vimut Hospital is located in the area surrounded by private and public hospitals, it is convenient for medical doctors, the main success factor of hospital business, to relocate and provide services at Vimut. The differentiation of Vimut's services to nearby hospitals are up-to-date and high-technology medical equipment and advanced medical IT system that can provide real-time information between doctors and patients.

Procurement of Products or Services (All Types)

Real Estate Business

Procurement of Land

Once Pruksha Real Estate Public Company Limited ("Pruksha") is interested in developing a project at a target plot of land, the Company will conduct feasibility study of the project by examining market situations and competition as well as assessing consumer demand in that area. If the project is feasible, Pruksha will directly contact the landlord or agent for land purchase and conduct land appraisal to compare with market price to ensure that the purchase price is reasonable.

Construction Materials

Pruksha administers construction and manage construction materials procurement on its own. After the procurement department receives specification of construction materials

required for each project, the procurement department will directly deal with the manufacturer of construction materials for pricing quotation, of which the Company generally gets a decent price due to economies of scale order. Then, Pruksha will place orders through manufacturers' agent in order to proceed the delivery to different project locations. Term of payment for construction materials is approximately 30-60 days. Since 2006, the Company has implemented risk mitigation policy of construction materials by changing the procurement of main construction materials, such as cement, iron, tile, and cable. to bidding system and settling a long-term pricing, such as 1 year or 3-6 months. Therefore, Pruksha can minimize risks regarding price fluctuation. In addition, as the Company has long been in a good relationship with many distributors, it allows Pruksha to purchase construction materials at required volume and without any problem on material shortage. Nevertheless, Pruksha has not depended on a particular distributor, but rather, the Company has formed a planning system to stock main materials for business expansion to ensure that the Company will have adequate materials for use.

Moreover, Pruksha has developed an e-Auction system to screen and evaluate procurement process for qualified and transparent partners in order to ensure that the Company and the partners mutually benefit for the fair price.

Subcontractors

Pruksha is among a few real estate developers with the ability to administer construction by themselves. In operating a project, Pruksha will be the handler of project concept and design details. During construction, Pruksha will administer construction by breaking down the construction process into smaller tasks, such as footing, cementing, installing building parts, tiling and roofing, etc. Pruksha employs experienced subcontractors with specialization to be responsible for such tasks and monitors the construction by ourselves through the designated engineers and foremen who will inspect and ensure that the construction meets pre-determined design and standards. Pruksha is the procurer of construction materials ourselves, and thus can efficiently manage construction costs.

Manufacturing Technology

Pruksa engages several technologies in the construction of residential projects. Townhouse and single-detached house projects use the RC Load Bearing Wall Prefabrication or Precast Technology for construction. This technology not only does provide endurance and high quality of materials, it also enhances speed and efficiency of construction proves, reduces defects from human errors and mitigate risk of skilled labor scarcity.

Pruksa has also extended the use of Fully Precast system to low-rise projects including townhouse and single-detached house, which will significantly help decrease the construction time and offer products with high quality and endurance.

Environmental Impacts

The construction of residences and amenities of each project will be conducted under the control of the Notification of Ministry of Natural Resources and Environment on the Criteria, Procedure, Regulations and Method of Compiling and Environmental Impact Assessment Report, which was issued under the Enhancement and Conservation of the National Environmental Quality Act B.E. 2535. The Act determines any company that allocates land for residential or for commercial on individual plots of land from 500 plots or more, or on the plot of land that is larger than 100 rai, must conduct an analysis report of environmental impacts to submit with the application for land allocation according to land allocation law. Before the construction starts, the report must be submitted to the Office of Natural Resources and Environmental Policy and Planning. With regards to state regulations, Pruksa is obliged to prepare the Environmental Impact Assessment (EIA) Report in order to comply with applicable law. Generally, the report is conducted by external specialists.

EIA Report of all Pruksa condominium projects is prepared by external specialists, which has been submitted to the Office of Natural Resources and Environmental Policy and Planning. The specialists have compiled information, conducted a public hearing, assessed projects impacts, starting from the construction period to grand opening, and determined control measures for the environments to ensure that all practices are compliant with the regulations of

the Office of Natural Resources and Environmental Policy and Planning and any related government agencies.

For Precast Concrete Factory, it is operated under the control of the Factory Act B.E. 2535, while Pruksa has determined the standards and methods on the release of wastes, pollution or any substances that may pose impacts to the environments regarding the factory operation. Pruksa has imposed measurement standard to control environmental impacts to ensure that Pruksa operates the business with environmental responsibility.

Pruksa has employed 3 types of pollution control measures as follows: (a) Wastewater from concrete production will be transferred to sedimentation pond. Stone and sand will be sorted for reused. Water will be reused without releasing any wastewater into communities or public spaces. (b) Air pollution is controlled by spraying water around the concrete mixing plant right from transferring stone and sand onto stock areas to towing stone and sand into concrete mixing process to prevent dust particles from the communities and the factory compound. Industrial vacuum system is installed and active during manufacturing process. Floor cleaner is installed to reduce dust particles that might remain in the building. Water is sprayed before sweeping the roads within the factory compound to prevent dust from drifting. (c) Noise pollution control is concerned. Most manufacturing procedures involve the use of machine that condenses concrete masses. In 2008, Pruksa had installed noise barriers to absorb noises caused by our production. Followingly, a new concrete condensation machine was purchased. This shaking system efficiently replaced the previous vibrating system and considerably reduces production noises. In addition, Pruksa conducts noise level test within the premises and nearby communities every year.

In 2014, Pruksa Precast Concrete Factory was built at Nava Nakhon, which has become Thailand's first precast concrete factory to apply eco-friendly manufacturing system with the operations. To achieve this, Pruksa's green factory involves the following systems: (a) Wastewater management system of batching plant is engaged. Water used in the cleaning during precast concrete production process and concrete debris are highly alkaline and thus harmful to the

environments. Therefore, Pruksa built a sedimentation pond and brought a recycling concrete machine into use. Consequently, processed water can be reused in the manufacturing process. Separated stone and sand can be reused as the concrete mixture, so no materials are wasted in the production process. (b) Dust prevention and elimination system is engaged. Dust collector, shuttering cleaner with dust collector, cleaning pallet with dust collector are used alongside the Tower Plant, which is closed-system batching plant that uses a conveyor in transferring crushed stone and sand in the closed-system to prevent the dispersion of dust from stone, sand and concrete particles that may cause during the production process. (c) Noise prevention system is engaged to minimize noise impacts. The shaking system has replaced compacting system in regard to restrict noise pollution in the plant and surrounding community.

In 2015, Pruksa Precast Factory was certified Level 2 (Green Operation) of Green Industrial (GI) from the Ministry of Industry. Both of our factories at Lamlukka and Nava Nakhon installed solar cell system for lighting and water pumping in the garden to reduce energy and water consumption.

In 2016, Pruksa Precast Factory at Lamlukka has engaged wastewater management system in batching plant. Water used in the cleaning during precast concrete production process and concrete debris are processed at the sedimentation pond, alongside the use of a recycling concrete machine. Consequently, processed water can be re-used in the manufacturing process. Separated stone and sand can be reused as the concrete mixture, so no materials are wasted in the production process. The investment value of waste management system costed Bt20 million. The construction completed in December 2016.

In 2017, Pruksa Precast Factory was certified Level 3 (Green System) of Green Industrial (GI) from the Ministry of Industry. Both factories at Lamlukka and Nava Nakhon have

systematically operated under a strict environmental management system. Monitoring, evaluation and review have been conducted continually. In addition, Pruksa installed solar cell into use for wastewater treatment system and at the legal entity office. The system engages solar energy to replace conventional energy in order to efficiently reduce energy consumption and conserve the environments. Pruksa has the policy to apply our green initiatives with all upcoming housing projects.

In 2018, Pruksa Precast Factory at Nava Nakhon was certified an Eco Factory from the Water and Environment Institute for Sustainability for its good and safe management system. The plant achieved a worthwhile consumption of resources and energy, while releasing minimum waste and supporting the society and surrounding stakeholders.

In 2019, Pruksa Precast Factory at Nava Nakhon was certified Level 4 (Green Culture) of Green Industrial (GI) from the Ministry of Industry. The organization was recognized for its compliance to operate environmentally friendly business in all aspects, which has become an element of corporate culture.

Healthcare Business

1. Hospital Business

The Company's Healthcare Business is Vimut Hospital, a general hospital (Tertiary Care) with 236 beds, providing tertiary care services of general and complicated ailments. The hospital's standard and design was based on the international JCI accreditation, located on Phaholyothin Road, near Saphan Khwai intersection with the area of 4-rai and 55.60 square wa.

Vimut Hospital successfully purchased the land, received the approval of EIA, a hospital building construction license (Section 39) as well as building construction certificate (a. 6) from related Thai authorities. Commercial operation is expected to be in the first half of 2021.

2. Hospital Services

Vimut hospital services are medical treatment, preventive care, and rehabilitation. In the beginning of operation,

the hospital will closely focus on Orthopedic center, Cardiac center and Diabetic center.

In addition, Vimut hospital has prepared for efficient resources to comply with international standard as follows:

Human resource: Vimut Hospital seeks for efficient staff with relatively high knowledge and experience in order to deliver utmost care and services to the patients. “โรงพยาบาลวิมุต ไว้ใจได้ ใส่ใจคุณ”

Medical equipment: The selection of medical equipment is based on up-to-date technology with international standard, high efficiencies, and safety.

Location: Vimut Hospital is located in the center district of Bangkok around Saphan Kwai intersection, which is convenient to commute. The hospital is designed to provide the best care and treatment. Fresh air ventilation system, UV-C equipment, ambulance, fire system and waste disposal system are installed under JCI standard.

Medical Technology: Advanced medical technology e.g., Hospital Information System (HIS) and Tele-Medicine are installed.

Production Management

- Majority of materials are cement, stone and iron, which are generally available at local manufacturers and distributors nationwide. However, since 2006, Pruksha had pioneered a new strategy to recruit main construction material distributors through annual bidding or auction in order to secure stable construction costs all year.
- The approximate number of subcontractors working for Pruksha is 2,500 subcontractors.
- Pruksha has developed good relationship with subcontractors who specialize in major tasks with high demand in the market, such as land filling, piling, etc. Subcontracting in construction is designated to our partners to serve Pruksha's growing business as planned.

1. Construction Management - Townhouse

At Pruksha, Construction Management comprises 2 divisions

as follows:

1. Construction Management is responsible for monitoring and operating construction projects to meet pre-determined plan and design, as well as controlling costs to be in line with budget, agreed by Pruksha's budget department.
2. Quality Assurance is responsible for evaluating the quality of houses built to meet standards.

Furthermore, Pruksha has engaged with supporting department for construction management, who provides support for townhouse and detached house projects, as follows:

- Subcontractor procurement department is responsible for the procurement of subcontractors with specialization and labor to bolster construction as required by each project.
- Purchase is responsible for purchasing construction materials to assure smooth and efficient construction management. In 2013, Pruksha had conducted an internal reorganization and transferred the support department to operate under the management of each business unit.
- Research and Development team is responsible for adopting appropriate technology with design and construction.
- Engineering is responsible for technical design and resolution.
- Project development, as a coordinator, is responsible for liaising and developing residence design of different projects.

Design: In designing residences for each project, marketing and sales departments will collaborate with project development department to determine conceptual design for residence in each project, as well as budget and construction technique. Afterwards, project development department will assign the architect to design the structure in line with the directions, form and style provided. Once the project development department agrees that the architect successfully delivers appropriate structure design, the architect will continue with detailed design in order for housing design to be completed before

the construction takes place.

For townhouse construction, Pruksha will divide construction tasks into production lines. Each line is capable of constructing up to 21 two-storey townhouses per month. One project may include more than one production line, depending on the size of project. Pruksha will assign approximately 10 members of Pruksha staff to monitor the construction, which consists of project manager who is in charge of the project, project engineer, site engineer and foremen who closely monitors the construction in each stage, as well as supervises subcontractors, hired by Pruksha to handle miscellaneous tasks, for example, piling, footing, installation of building parts, roofing, architecture, electricity and plumbing. The number of subcontractors and day laborers hired by Pruksha is appropriate with each production line. During the construction, Quality Assurance will be assessed before delivering the houses to customers.

Pruksha is capable of building houses with lower price than other companies, while still offering equal quality and more spaces than the houses built in similar design, size and location. Not only being able to manage construction works by our own as mentioned, but there is also another essential factor. Pruksha has engaged production technology that not only helps reducing construction time, but also helps saving general and labor costs, as well as delivering quality works. To achieve this, the Cast-Institute Load Bearing Wall Structure-Tunnel Technology was used with our houses, such as Baan Pruksha project. Another house construction technology is the RC Load Bearing Wall Prefabrication, which has been used with our detached houses at Pruksha Ville and The CONNECT projects.

The early phase of townhouse construction had engaged the Cast-in Situ Load Bearing Wall Structure-Tunnel Technology or Tunnel Technology from France in which walls bear the weight instead of pillars and beams. First, the construction process begins by engaging the technique similar to the installation of metal walls, altogether with the floors on the upper level. Afterwards, steel binding and concrete pouring are done simultaneously with walls on lower ground and floors on the upper level. The next step involves the creation of further wall layers and installation of roofs to complete external structure in a considerably

shorter period of time than conventional construction method. The technique was used with our townhouses at Baan Pruksha, Pruksha Ville and The CONNECT projects.

Pruksha had built our own precast concrete factory that engaged advanced technology from Germany for detached houses. While, the RC Load Bearing Wall Prefabrication or Precast Technology was used for townhouses. Pruksha has also shifted from Tunnel Technology to Precast Technology for townhouses at Baan Pruksha, Pruksha Ville, The CONNECT and Patio projects.

For further information of the RC Load Bearing Wall Prefabrication or Precast Technology, please refer to the Construction Management of Single-detached House topic.

2. Construction Management - Single-detached House

Construction management of single-detached house is similar to that of townhouse. However, the construction of each detached house project involves the designation of an authorized staff instead of production line, as it generally has fewer units than those of townhouse. Pruksha will assign approximately 30-40 staffs to monitor the construction, and hire an appropriate number of subcontractors and labors for each individual project.

In order to achieve with the RC Load Bearing Wall Prefabrication technology, in early stages, Pruksha collaborated with the Asian Institute of Technology in adopting precast concrete walls, or “Precast”, with our construction whereby load-bearing wall prefabrication was done on site. Later in 2004, our own Precast Concrete Factory was built, engaging the Semi-Automated Pallet Circulating System bought from Germany, which was the most advanced construction production system in Thailand at that time. The technology was used with our two-storey detached house projects.

Advantages of this technology not only sharing similar attributes as the Cast-Institute Load Bearing Wall Structure-Tunnel Technology, but also has other distinctive points. Beam and pillar spaces are saved, thus providing more usage spaces. Walls are highly resistant to fire and water absorption, but have more noise absorbing ability than

conventional bricks or modern wall blocks. Moreover, the technology requires low maintenance costs due to the prefabricated nature. The reinforced concrete structure is sturdy, durable and highly fire resistant, thus lowering home insurance premium for the residents. From mutual study and development with the AIT institute, this construction system is earthquake resistant of up to 7 on a Richter scale.

Houses built with this technology can be completed within 30-45 days, while normal construction would take as long as 180 days to complete.

In 2005, Pruksha established our own fence and pillar factory that engaged the battery mold system for the production of fences and pillars. The production process involved the placement of metal molds, which is controlled by a hydraulic system that pushes and removes metal molds for splicing and disjoining at the required distance. Concrete is poured into metal molds and removed afterwards. Fences and pillars are ready-to-use with construction works. The factory had a capacity that serves the production of fences for 12 houses per day. More capacity was expanded for the production of pillars and fences, detached house and townhouse project fences, as well as false column and parapet of townhouses.

In 2007, Pruksha tapped into condominium market. As a result, PCF3 factory was built to produce external wall parts for condominium, while internal walls and major structure were built with existing construction system. Later in 2010, Pruksha had changed to use Fully Precast construction system. The capacity of PCF3 factory became inadequate, thus PCF4 factory was built to serve condominium market. The PCF3 factory was converted for the production of Prestressed floors to serve increasing demand for single-detached houses.

In 2010, Pruksha had more market share in single-detached house segment. The existing capacity had become insufficient. The PCF4 and PCF5 factories were built with Bt1,050 million capital. Production testing heralded in the middle of December 2010. The PCF5 factory was capable of building 400 houses per month. Adding up to the existing PCF1 factory, the capacity grew to 640 houses per month. At that moment, the new PCF5 factory had the highest capacity of precast concrete fabrication in Thailand.

In 2011, the PCF4 and PCF5 factories expanded and eventually achieved maximum capacity in the middle of 2011. Later in October 2011, a severe flooding occurred in Bangkok and the vicinity. Our factories efficiently prevented the premises from floods, but the production had to be suspended as the transportation was not possible. All factories resumed the operations in January 2012.

In 2013, Pruksha had shifted the construction system of townhouses from the Cast On-Site Load Bearing Wall Structure to the RC Load Bearing Wall Prefabrication. Market share in detached house segment also grew, resulted in the capacity of PCF1-PCF5 factories exceeding 100%. Therefore, plans for the construction of PCF6 and PCF7 factories were prepared. Pruksha bought a 130-rai plot of land at Nava Nakhon, Pathum Thani to serve the expansion.

In 2014, Pruksha built two new precast factories at Nava Nakhon, which are the PCF6 and PCF7, with investment of Bt2,300 million. Having begun its operations in September, the PCF6 factory produced reinforced concrete walls with the capacity of 480 houses per month. The PCF7 factory produced Prestressed concrete slab with the Long Bed System, whereby the machine was installed in September and started the production in early 2015.

Pruksha's new precast factories has engaged the world's most advanced technology and machines from Germany. This automatic production system is computerized across all procedures, thus delivering works with higher quality than market standards. Robot has been used to reduce labor and raise the level of productivity. Concrete recycling system is installed to re-use wastewater and concrete debris with the production process. Stone and sand are separated for re-use. Hence, there are no wastes from the production. This environmentally friendly plant is considered the first green factory in Thailand to bring the recycling system to apply with the precast concrete production.

Since Pruksha expanded further to condominium market, it came up with the policy to use instant bathroom innovation in order to reduce construction time. The PCF2 factory shifted its production from fences to instant bathroom, which begun in May 2014, with the capacity of 4,000 pods per year.

In 2015, the PCF7 factory begun its operations in February, raising the capacity to 1,120 houses per month or 5.2 million square meter per year, which was considered Thailand's largest capacity plant.

In 2016, Pruksha expanded condominium construction projects in both horizontal and vertical lines. Therefore, demand for instant bathroom increased. The PCF2 factory had improved its production process and was able to increase its capacity of instant bathroom to 7,200 pods per year.

In 2017, our construction method for lower ground floor was changed from flat slab to precast system (Ground Beam+ Slab 1), which is called fully precast. Therefore, new products were added to the PCF3 and PCF7 factories. Additionally, construction system of our townhouse's stairs was changed from metal to precast concrete stairs, resulted in PCF3 factory stairs with the capacity of 900 units per month.

In 2018, after shifting from flat slab floor system to fully precast system from 10% in 2017 to 65% in 2018, the PCF1 factory has changed its production line to produce ground beams, bearing walls, external walls and back fences of townhouse. In addition, there was a change in the construction system of stairs in detached houses from metal to precast concrete stairs.

In 2019, Pruksha Precast factory implemented Daily Management (DM) system to monitor daily production. The purpose is to enhance Pruksha staff to be responsible for their duties and to acknowledge the mutual goal, so that they can deliver efficient performance as well as to increase product quality.

In 2020, Pruksha has installed Hybrid Slab system at PCF3 and PCF7 factories, rearranged some production line as well as installed new machinery in September 2020, which was ready for operation in the last quarter of 2020. This system has helped reduce production and labor cost significantly.

Summary Table of Precast Factories

Location	Factory	Production System	Product	Capacity per Month
Lamlukka	PCF1 (Carrousel I)	Semi-Automated Carrousel System	Bearing Wall (House/Condo)	700,000 sq.m.
	PCF2		Bathroom Pods (Instant bathroom)	Instant bathroom 7,200 pods
	PCF3	Pre-stressed Long Line System	Pre-stressed Concrete Slab Stairs Ground Beam	600,000 sq.m.
	PCF4	Battery Mold System	Special Elements Bearing Wall (High-Rise Condo) Parts for Instant bathroom Back fences of townhouse	400,000 sq.m.
	PCF5 (Carrousel II)	Fully Automated Carrousel System	Bearing Wall (House/Condo)	1,300,000 sq.m.
Nava Nakhon	PCF6	Fully Automated Carrousel System	Bearing Wall (House/Condo)	1,500,000 sq.m.
	PCF7	Pre-stressed Long Bed System	Pre-stressed Concrete Slab Ground Beam	700,000 sq.m.



Risk Factors

Pruksa Holding Public Company Limited (“the Company”) was established to operate business as a holding company of which income is from holding shares in other companies. Risks encountered are the risk from business operations of its subsidiaries and/or future associated companies. Risk factors, prevention and mitigation measures can be summarized as follows:

Risk from Core Business Operation of the Company

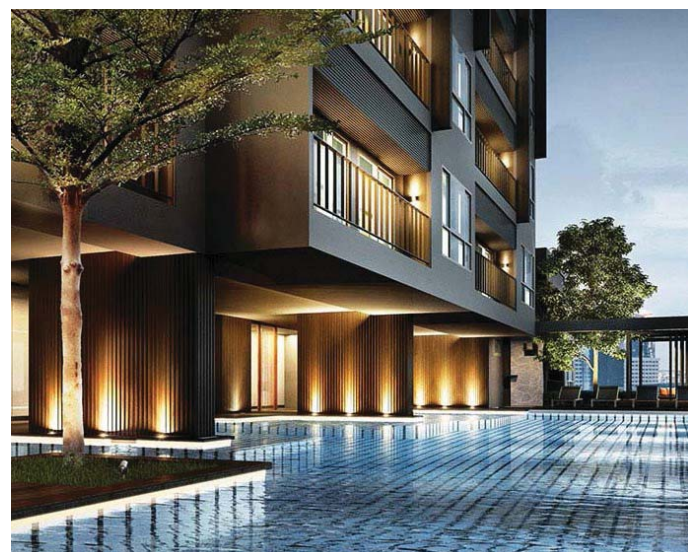
Risks as a Holding Company

As the Company's objective is to invest in other companies, its operating results are mostly derived from the operating results of the subsidiary companies. Hence, the decision on selecting the company for investment is highly crucial for the Company's operating result. The Company has invested in two subsidiaries, namely, Pruksha Real Estate Public Company Limited ("Pruksha") and Vimut Hospital Holding Co., Ltd. ("Vimut Holding"). The Company did not make additional investment in other subsidiaries or associated companies in the past year.

The Company recognizes profit and loss from the subsidiaries, namely Pruksha and Vimut Holding. If the subsidiaries earn satisfactory operating results, the Company is profitable. On the other hand, if the operating results of the subsidiaries decline or experience loss, the Company will be directly affected.

The Company's ability to pay dividend depends on dividend earned from subsidiaries and associated companies

As the incorporation objective of the Company is to mainly invest in other companies, the operating results of the Company shall depend on its invested companies' operating results and dividend payment. At present, the Company has invested in two subsidiaries, Pruksha and Vimut Holding. Thus, the Company's ability to pay dividend shall be from dividend payment of these two subsidiaries, of which their dividend policy is not less than 50% of net profit from associated financial statements after legal reserve. Vimut Holding, however, is not able to pay dividend as the hospital is under construction period. The Company shall solely receive dividend from Pruksha, whose operating results have been promising with relatively stable revenue and profit as well as sustainable growth.



Risk from Core Business Operation of the Company's Subsidiaries

I. Real Estate Business

I.1) Risk from Economic Change and Real Estate Market

The shifting global economy, trade war between China and the US, and political unrest in Thailand have significantly affected Thai economy as well as confident of foreign investors. Moreover, an increase in Thailand household debt, an oversupply situation of real estate market, an LTV measure which was implemented since April 2019, and COVID-19 pandemic have dampened Thailand economic growth, and crucially affected real estate sector in 2020.

Pruksha had to adjust strategies to cope with such resilient situations and yet still focused on real demand customers. The Company adopted new sales and marketing channels, a digital platform, and put high importance in consumer behaviors change (New Normal) in order to develop and provide better products and services to customers. Remarketing of new projects in each segment by adjusting product design to meet customers' needs both for value and quality was another strategy the Company has implemented.

Pruksa still operates its business thoroughly by continuously focusing on cost management, inventory release, and liquidity management to mitigate unexpected economic and other risks that may occur in the future.

1.2) Risk from land selection for development

Risk from inadequate supply and purchase of land according to business plan

Land acquisition for project development is from land brokers and land owners who directly offer sale to Pruksa. Pruksa has drawn proactive plan for land purchase through various channels e.g., Google, Facebook, websites, and events. This was to stimulate and persuade targeted parties to sell their lands to the Company. The Company also implemented various registration channels for sellers to get in touch with the Company such as www.pruksa.com/land, Line, email, Call Center 1739, as well as walk-in. In addition, Pruksa has developed land management system, using IT tools, data platform and operations to effectively manage land database and increase accuracy and speed in selecting land plots that meet targeted criteria of the Company.

Risk from land purchasing mistake such as land without exit, land with inadequate element for applying the development permission, and land that may affect community during construction etc.

The most careful and circumspect preventive action is to arrange land physical survey team with knowledge and experience in survey and inspection before making purchasing decision. The team has to consider land use according to related city planning laws, road connection, application for development permission, application for construction on expropriation range, impact on community or nearby plots, etc. In addition, if doubt raised in the aspect of right of way or public existence, or the aspect of the official prohibited rules, a separated team unit shall perform duty in communication and coordination to apply warranty from the government agencies.

Pruksa also set up land committee to assess legal, physical and business risk on every plot of purchased land. The members of the committee comprise executives and working teams. A legal firm is hired to conduct due diligence while an independent appraisal company is hired to survey,

appraise price, and conduct related activities such as land surveying and ground level measurement.

Risk from purchase of excessively expensive land or purchase of land in low demand of property

With cautious process before any land purchase, the business unit shall collect marketing data, conduct feasibility study, study market and competitor, compare land price with market and appraisal price both from independent appraiser and government agency, and submit feasibility study to Finance Division for review. This will help mitigate risk arising from loss making of project developing for sales.

Moreover, land selection and purchase process shall be performed in form of the committee consisting of top executive who is specialized in the fields of land and land development, business, finance, law, and government requirement, risk control and others. This is to ensure that Pruksa will purchase appropriate land for development as planned.

1.3) Risk from change in credit facilities of commercial banks

Bank of Thailand (BOT) has implemented LTV measure since 1 April 2019 to control credit facilities granted to customers in housing sector. This was to mitigate risk that may arise from non-performing loan as well as to control the speculation in property sector, which will help economic to grow sustainably.

BOT, however, has eased LTV measure for co-borrowers in August 2019, in regard that if the co-borrowers have no ownership in the purchased property, LTV measure will not be applied to them, yet. Once the co-borrowers have engaged in housing credit facilities under their ownership, LTV will be then applied and counted as the first contract.

To support people who would like to have their own houses, on 20 January 2020, BOT amended LTV measure by allowing borrowers who will have their first ownership in a house to get additional 10% credit line from the selling price. This additional 10% is for expenses on necessities e.g., furniture, decorations, or renovation. For borrowers who do not buy a house, but will build it on their own debt-free land, the ease

of LTV installment payments on the first contract will be amended from 3 years to 2 years for 10% down payment of the house with value of Bt10 million or more. New LTV measure can be summarized as follows:

House Price	Contracts	Minimum down payment
< Bt10 million	First Contract	None (can borrow 100% of house price)
	Second Contract	10% if First Contract installment payments \geq 2 years 20% if First Contract installment payments < 2 years (Old measure = 3 years)
	Third Contract or more	30%
\geq Bt10 million	First Contract	10% (Old measure = 20%)
	Second Contract	20%
	Third Contract or more	30%

Government stimulus packages for real estate sector are as follows:

1. A decrease of transfer fee from 2% to 0.01% and mortgage fee from 1% to 0.01% for condominium with value of less than Bt3 million per unit, starting from 22 October 2019 to 24 December 2020. This was an extended measure from the old package that limited condominium value of not more than Bt1 million per unit.
2. Bt50,000 Cash back under “Baan Dee Mee Down” campaign, given to 100,000 borrowers who received home loan from financial institutions and completed mortgage transaction during 27 November 2019 to 31 March 2020. However, it was only granted to borrowers who registered for this campaign during 11 December 2019 to 31 March 2020, and have monthly income of less than Bt100,000 or annual income of not exceeding Bt1,200,000.
3. A decrease of interest rate to 2.5% p.a. for the first three years for home loan not exceeding Bt3 million from Government Housing Bank, a special bank for real estate business. The budget for this campaign was totaling Bt50,000 million.

Overall sentiment of real estate business was still sluggish after the stimulus packages had ended. This was due mainly to the limited area of support to only low market segment, houses of less than Bt3 million. A lockdown in March-April 2020 due to COVID-19 also dampened buyers' purchasing power and had caused government and commercial banks to seize or extend payments for home borrowers. Credit approvals from banks and financial institution, thus, were tightened particularly for those who work for high-risk businesses such as travel agencies, hotels and airlines business. For borrowers who are not classified in high-risk business group also got affected as banks would pay more attention on their income resulted from overall economic slowdown and work from home situation.

In the third quarter of 2020, after COVID-19 was partially under controlled, some commercial banks eased their credit approvals process, but most of banks remained strictly focusing on income of the borrowers. For example, some bank would exclude bonus to income as it was relatively uncertain



due to economic slowdown, and corporations might not be able to pay bonus as usual. Some also decreased criteria for income calculation e.g., percentage of other income calculated for approvals would be down from 50% to 30%, and other strict calculation particular for those whose monthly income is lower than Bt30,000. This resulted in higher bank rejection rate, especially for the fragile group of borrowers regarding BOT's definition (monthly income of less than Bt30,000).

In addition, BOT put high importance and strictly focus on credit approvals process that usually generated higher NPL particular from extra credit lines (lines that exceeded original house price) and sales through agents. Examples were fake documents and use of property that was not eligible for credit approvals.

As a result, Pruksa got direct impact from the tightened policy both for low segment condominium and townhouse. The most impact for townhouse customers was income calculation from income cut, less overtime payment and less commission, while that of condominium customers was qualification of borrowers as well as agents. Some commercial banks even seized their credit approvals from sales through agents.

Pruksa, thus, implemented a new policy regarding the strict credit approval, namely, "Pre-Approve" to assist potential customers. Through this process, prior to making a booking, customers have to obtain "pre-approval" from the bank. In case of application being rejected, Pruksa's Customer Retention team will assist the customers by providing suggestions on how to choose a bank using Bank Matching which is to match the customers' qualifications with more than 10 of Pruksa's partner banks' requirements. This was strictly done according to BOT and commercial banks' rules and regulations.

For extreme restrictions of agents or brokers sales, Pruksa had set up Broker Management team to select brokers with excellent record and high integrity to be partners, and review their performance regularly. If some suspicious or risky issues occurred, Pruksa would provide a warning or terminate the partnership for severe cases. Pruksa also collaborated with commercial banks in setting up assessment process of

brokers' qualification, so that commercial banks would have confidence in granting credit lines to customers buying houses from brokers or agents.

To manage the risk regarding purchasing power of lower segment group (monthly income of less than Bt30,000), Pruksa has decreased the proportion of this segment in the overall product portfolio in 5-year business plan and lower sales price of inventory on hand to accommodate this group of customers.

Pruksa also developed Digital Mortgage System with partner banks to facilitate credit approval process. This system would allow customers to check their credit approval status online. Credit bureau will shortly be provided through this system as well.

1.4) Risk from construction cost and construction material shortage

Construction materials are considered as essential construction cost. The prices of main construction materials have been increased due to demand and supply, and global economic situation, and would be reflected on higher production, transportation, as well as land cost. Pruksa may not be able to immediately increase selling price to be consistent with such cost increase, and that would affect the Company operation and financial position.

To mitigate the risk, Pruksa conducted bidding process to select long-term construction material vendors with fixed price throughout the year. This would help prevent the shortage of main construction materials as well as the fluctuation of the price. Pruksa also applied construction material vendors policy to select, supervise, evaluate and provide operation guidelines to strategic partners and holds monthly meeting to report change in material prices and how they would affect cost and operation to the management. Pruksa could adjust selling price in accordance with cost or seek for other materials replacement. In addition, Ready-to-move in construction policy would help mitigate risk of material price fluctuation as Pruksa previously would build a house only once the booking was confirmed. Pruksa also applied First Lot Audit process to all of shipments of materials to ensure that all the construction materials received from vendors were qualified and met the standard.

1.5) Risk from labor shortage

Construction labor shortage has always been major issue for real estate sector especially during COVID-19 pandemic. Some skilled labors moved back to their home countries while developers had to pursue their construction in order to deliver products on time. Prukسا also engaged with this issue. If Prukسا fails to supply specialized contractors and skilled labors to carry out the projects, construction works may be delayed and unable to transfer the units within the deadline, possibly resulting in poor quality of construction.

To deal with this issue, for low-rise projects, Prukسا has designed the construction process to be on-site installation process with Precast Concrete Panel as main foundation. Prukسا would manage construction works by ourselves under the supervision of project engineer and foreman, and would hire experienced contractors to do the construction. For condominium business starting in 2009, Prukسا had hired experienced turnkey contractors for the construction to mitigate risk of labor shortage and to support Prukسا's business growth.

In addition, Prukسا continuously updates new innovations, including construction project management technology, and sourcing process of ready-to-use materials, such as prefabricated bathroom, which effectively helps reduce dependency on labors and construction time while increase the work quality.

1.6) Risk from reliance on knowledgeable and specialized personnel in operation

Prukسا constructed houses by using prefabricated load bearing wall technology, which is the latest construction system that required specialized and experienced personnel in specific fields, such as business development team, product development team, designer, construction team, selling team, and marketing team. Prukسا, thus, has developed internal process to retain and stimulate those personnel to gain expertise in their field in order to ensure that they can efficiently perform their works and achieve the determined goals, both for current position and in the future.

Prukسا understands the importance of specialized personnel and has prepared to cope with this risk by developing specialized personnel for all work sections, providing job rotation across functions to ensure that they can replace one another. Moreover, Prukسا formulates policy to encourage career progress of the employees through career path and support system such as continuous personnel training and development, Succession Planning, Promotion, Talent Management, Leadership Opportunity Matching (LOM), and Leadership Competency Development. This would help mitigate risk of losing experienced and skilled employees.

Personnel Development

Prukسا Real Estate Public Company Limited aims to continuously develop and enhance ability of the employees through the following models:

- **70 Experiential Learning.** A development derived from work experiences and problem solving through actual work, which requires employees to learn and develop new skills for work success, such as being project leader or team leader with specific assignment.
- **20 Learning from Others.** A learning derived from all surroundings, such as coaching and feedback from supervisor, mentor or related persons, observing others, peers reviewing, shadowing and expert, e-learning and Micro Learning, or team meeting.
- **10 Formal Learning.** A familiar standard learning platform, such as learning from attending trainings and seminars both inside and outside the company.

Succession Planning

Succession Planning is set to prepare for successors in the event of additional job vacancies caused by business expansion, removal, resignation or retirement. This process is reviewed annually.

1.7) Risk from business operation under restricted laws

Prukسا Holding Public Company Limited ("the Company") operates the business as a holding company by holding shares in:

- a) Pruksha Real Estate Pcl. (“Pruksha”) since 2016. The core business is real estate development for sales of townhouse, single-detached house, and condominium.
- b) Vimut Hospital Holding Co., Ltd. (“Vimut Holding”). The core business is to operate private hospital and clinic business by holding shares in Vimut Hospital Co., Ltd. (“Vimut Hospital”)

Pruksha has adhered to laws, rules, regulations and requirements of government agencies in its operations. It is therefore confident that all types of Pruksha’s products are in line with laws, properly permitted by the related government agencies, and comply with advice or order of the government agencies or other clearinghouse organizations and widely accepted by both customers and shareholders.

Pruksha Holding Public Company Limited is assured that Pruksha’s business operation and process follow the principle of good corporate governance and that all the operations are reliable and transparent. This will mitigate all illegal risks from business operation that might occur.

1.8) Risk from crisis that would affect construction safety

As core business of Pruksha is the residential construction for townhouse, single-detached house, and condominium for sales, safety and accidents that may occur in operation are key concerns. Each accident occurred will inevitably affect loss of both life and property. Pruksha considerably realizes such impact and provides precedence to prevent danger of employee’s life and property safety by encouraging awareness on work safety through safety training in all work section, both for own employees and contractors. For those who perform high-risk work, such as hot work, confined space, excavation work and other special works, the responsible persons have to obtain work permit.

Pruksha arranges professional safety officers in each business group to randomly audit the operation for safety, supplies necessary safety equipment, and determines safety management standard covering low-rise construction of Pruksha. Pruksha has been accredited for Occupation Health and Safety Management System Standard OHSAS18001: 2007 in high-rise projects. Thus,

it is assured that Pruksha international standard safety is sufficient.

In coping with the event of emergency or crisis, Pruksha has continuously developed risk management system adhering to international standard guideline of COSO and ERM Framework. The analysis of risks affecting goals under business plan will be analyzed. Determination of the proper risk control measure and development of Business Continuity Management System (BCMs) are annually performed to reduce the risk of important work process interruption. The analysis and simulation of contingent emergency situations in the project construction, and arrangement of rehearsal of Emergency Response Plan (ERP) together with Business Continuity Plan (BCP) to the employees who work at the construction projects started since 2017, are performed for preparedness to support the contingent crisis. From all of these elements, it is assured that Pruksha provides utmost awareness and emphasis on employees, property, and related parties safety, and are well prepared to cope with the contingent emergency and crisis that may occur.

1.9) Risk from information technology

Technology plays an important role in corporate operation and development. Management needs to apply technology to drive an organization and manage immediate change occurred, as it will help lower impacts that may happen. Moreover, consumers’ easy access to technology has made digital channel to play a more vital role of home buying decision. Pruksha recognizes significant risks derived from such issues, such as out of date of technology which affects corporate competitiveness, inefficiency of software uses due to lack of knowledge in information technology systems, and lack of IT literacy which hinders the Company from efficiently using complicated software. Unstable network and server, insufficient information security and managing system, as well as cyber or social media attack are also the risks that the Company pays close attention to. Pruksha’s ‘Big Data’ which is not well synced also leaves the Company a room of improvement.

To manage above mentioned issues, Pruksha has initiated Streamline Process and Digitization project with the purpose

of supporting requirement in business process and designed the information system that seamlessly synchronizes all different systems within the Company. The process can be divided into two parts as follows:

- **Opportunity Exploration:** This refers to deployment of new technology to drive business to meet corporate objectives. At present, it is under study of pros and cons, and opportunities of the technology use.
- **Operational Excellence:** This aims to develop operation process for both front and back office, and data security management through IT Base so that all information is safe and secured.

Pruksa has continuously monitored such risks through Key Risk Indicators (KRIs) and risk management plan and reported the results to the Corporate Risk Management Committee on every two-month basis. In addition, key significant risks are summarized and reported to the Company's Board of Directors on quarterly basis. Moreover, to mitigate risk that may interrupt IT system, Pruksa has implemented Disaster Recovery Plan (DRP) since 2017 and regularly monitored any emerging risks that may occur. In order to comply with Personal Data Protection Act, the Company regularly updates related IT laws and acknowledges it to the Management and employees of all levels. Pruksa also appointed a working committee to ensure that its operations are complied with the law which will become effective in 2021. Pruksa believes that all these preparations will help enhance competitiveness and system development for the future.

1.10) Risk from Climate Change

Pruksa has applied corporate risk management practice to analyze risks and opportunity that may arise as an effect of Climate Change in different situations. Areas of analysis cover information technology, property market and social trend towards environmental conservation. In response to such concerns, Pruksa has drawn risk monitoring and control measures and regularly reported to management, starting from 2020.

Pruksa has adopted and applied innovations that are in line with modern consumers' lifestyle into construction works as follows:

- **Pruksa Fresh Air System:** An innovated system for air circulation and heat ventilation that helps decrease house temperature and energy consumption. This system also enhances air circulation to the level where accumulated polluted air and humidity or other allergy promoters are reduced. The theory of using cool air to disperse hot air is applied to allow the house to efficiently "breathe".
- **Green Building:** In designing high-rise buildings, the Green Building concept is introduced with consideration in changing environment and resources optimization. The process starts from selecting construction sites, utilizing buildings to reduce environmental impact and pollution, energy and water consumption while enhancing quality of life of the people working and living in the buildings.
- **GREEN Solar Cell System:** This solar cell innovation is installed on common area in a project to reduce energy consumption on particular period, such as shared lighting system in common area, and waste water treatment facility.

1.11) Risk from COVID-19 pandemic

COVID-19 pandemic has directly impacted real estate sector which can be seen from relatively lower sales and transfers. Developers, thus, need to be more resilient and be ready to cope with any emergency situations. This has led Pruksa to deploy business continuity management regarding ISO 22301, and educate the employees of all levels. Business Continuity Plan (BCP) and McKinsey & Company's seven sets of immediate actions was conducted during the spread-out.

In addition, Emergency Response Team COVID-19 and Incident Response Team (IRT) were set to handle such crisis. Team members comprise executives and representatives from business and support units. Their responsibility is to update situation and report to high level executives as well as to assess impact that may arise to all parties

e.g., employees and their family, customers, partners, shareholders, communities and societies.

Recovery plan after COVID-19 is also set as follows:

1. During surveillance time, Pruksha has developed new sales channels through Online Digital e.g., Visual Reality VDO live and VDO clip for project visit as well as developed Pruksha Online Booking system that allows customers to make booking by themselves.
2. After COVID-19 has been unraveled, Pruksha has prepared to deal with New Normal trend such as Home Base Activity, by adjusting products to fit with customers' needs. This includes the aspect of Homelife reflecting on home functions, and common area that respond to various lifestyles, Health Proof area, Touchless and Face Recognition system, as well as better ventilation system in the house.

2. Hospital business

Vimut Hospital has encountered various risk factors that may affect Vimut's operations. The following risk factors are just some significant aspects that may affect Vimut Hospital and significantly causes investment risk. However, the specified risk factors were referred from current and future anticipated information that can be specified. In the future, new risk factors may arise due to changing environment and possibly affect Vimut Hospital future business operations.

2.1 Risk from construction delay

Investment of Vimut Hospital was approximately Bt4,900 million. The construction has been scheduled for operation in 2021. However, there may be risks from delay of construction and would impact operations and business opportunity.

To mitigate such risk, Vimut Hospital has appointed experienced designer and consultant to design and manage construction to be in-line with plan. Construction insurance has also been obtained to mitigate risk that may occur during the construction period. Main contractors' agreement is set to ensure that Vimut Hospital can claim for the construction delay.



2.2 Risk from business competition in healthcare business

At present, competition in healthcare business has been risen due to merger and acquisitions of large operators in the market. This resulted in relatively lower service cost and broader service channels. Not only do private hospitals consider as Vimut's competitors, but also government hospitals that open up special clinic out of regular service hours. All these competitive factors may cause Vimut to lose patients.

To increase efficiency, better service, and competitiveness, Vimut has implemented strategy and business development plan by investing in high technology medical equipment and IT system, as well as modern clinical and healthcare facility services. In addition, the hospital also applied Joint Commission International Accreditation (JCI) standard to all level of operations, starting from construction phase. Nevertheless, growth in healthcare business is promising. People continuously seek for medical services with good quality and convenience.

2.3 Risk from shortage of medical and nursing staff

Medical and nursing staffs in various specialized areas are key resources in the medical care service industry. However, the country can produce medical graduates in limited numbers. While medical service industry expands quickly, the demand for high-quality and experienced medical staff has increased accordingly. It takes quite a long time to train medical staff to be knowledgeable and skilled, thus this could create shortage risk of medical expertise for Vimut.

Vimut Hospital, therefore has started to collaborate with universities that produce medical and nursing graduates by granting various forms of scholarship to students, so that they can perform their work professionally after graduation. In addition, Vimut Hospital also considers and offers competitive remuneration and benefits to medical staff to prevent risk from staff shortage.

2.4 Risk from litigation

Vimut Hospital as well as medical staff might expose to litigation risk from patients regarding an unsatisfactory medical service.

To mitigate such risk, Vimut Hospital has set extremely high standard on the service providing, quality control, and strictly follow the patient's rights and protect them at the utmost care.

2.5 Risk from change in Government Policy, Rules and Regulations

Change in Government policy or regulations such as the Protection and Affordable Care Bill and Protection and Affordable Care Fund shall directly impact the hospital's operation. Vimut has prepared to cope with such risk by applying international standard to its operation e.g., JCI standard and EIA standard. Vimut believes that with well-prepared operational standard shall help mitigate impacts that may arise from such public health risk in the future.

2.6 Risk from COVID-19 pandemic

Even though Thailand has been able to control the spread of COVID-19 at relatively good level, efficient vaccines are not ready for use. Hospitals still have to accommodate patients with this disease and need more budget for such action. In addition, risk from lower numbers of patients due to the switching from conventional hospital visit to Tele-Medicine continuously arises.

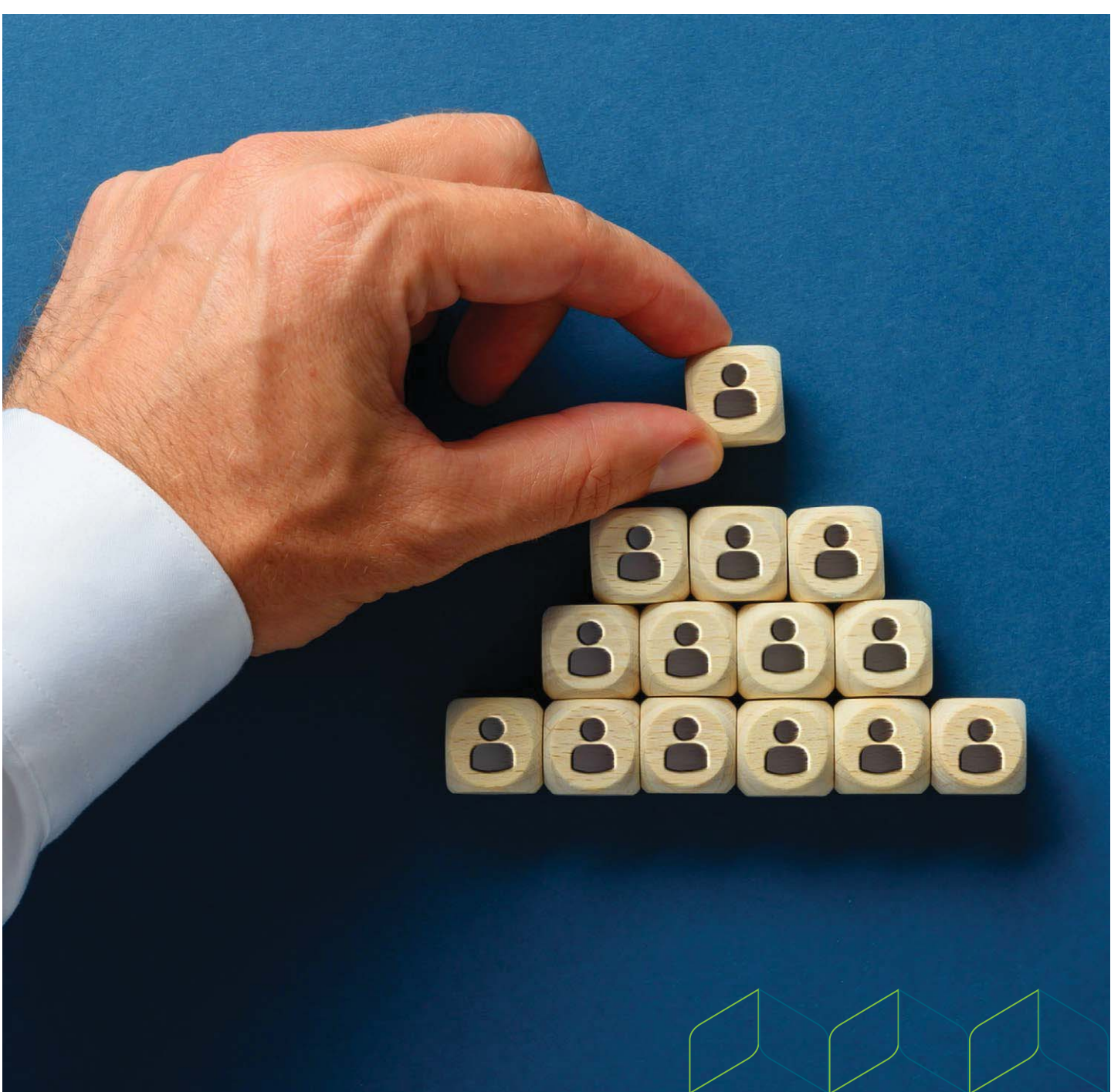
Vimut Hospital has realized the situation and prepared for the change by implementing Tele-Medicine, Fresh Air System, UV-C, Negative pressure room, as well as setting up community clinic (Baan Mor Vimut) to facilitate people in reaching medical services more easily.

Other risks

Risk from operation under control of major shareholders group

As of the book closing dated on 30 December 2020, the Company's largest group of major shareholders was Vijitpongpan Family (Details under "Shares and Shareholders Information" Section), holding 1,658,644,222 shares or 75.79% of the total paid-up capital of Pruksa Holding Public Company Limited. The group of major shareholders remains able to control shareholders' voting on the significant issues that required majority of votes from shareholders attending the meeting and having right to vote.

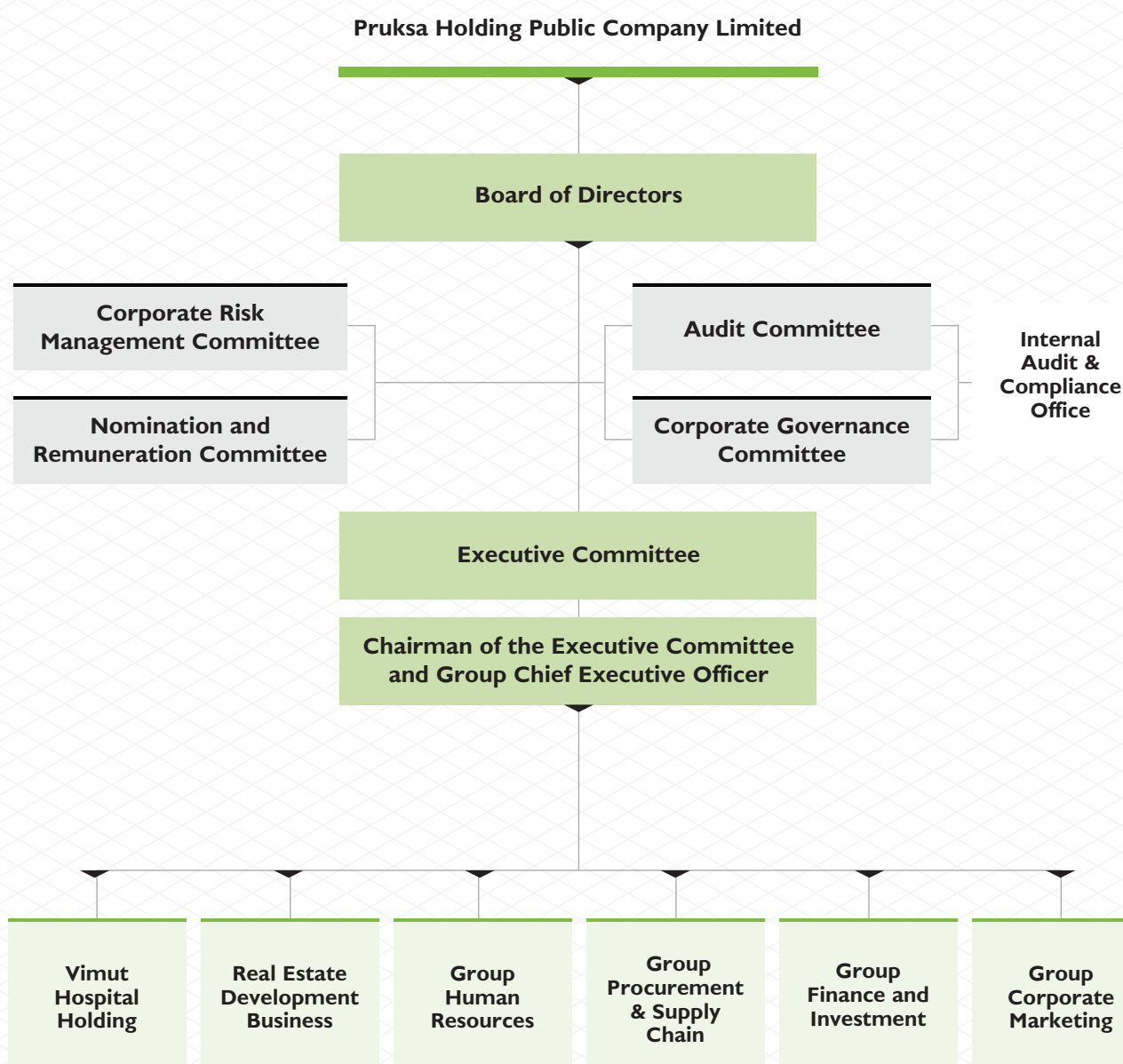
In addition, Mr. Thongma Vijitpongpan, one of shareholder among the major shareholders group, has held 1,318,190,000 shares or 60.23% of total paid-up capital of the Company and acts as Group Chief Executive Officer and authorized director of the Company. Thus, minority shareholders may not be able to vote against the group of major shareholders under any circumstances.



Management Structure

Management Structure

Organizational structure of Pruksa Holding Public Company Limited (“The Company”) as of 31 December 2020 is as follows:



The Board of Directors and Sub-Committees

Current management structure of Prukha Holding Public Company Limited (“the Company”) consists of the Board of Directors and five Sub-Committees including the Audit Committee, the Corporate Risk Management Committee, the Corporate Governance Committee, the Nomination and Remuneration Committee and the Executive Committee. At present, the Board of Directors and Sub-Committees of the Company are as follows.

I. The Board of Directors

Board of Directors (“the Board”) plays an important role in the Company’s Vision and Mission, which is the sustainable goal of the Company. The Board of Directors must govern management to perform their duties in order to achieve the Company’s objective and target. They will collaborate with the top management in setting up strategy, policy, short-and long-term operation plan, financial policy, risk management, as well as review the Company’s operation and plan on annual basis. The Board also needs to evaluate the top management’s performance in order to ensure that they can manage the Company and achieve target as planned.

According to the Company’s Articles of Association, it specifies that the Board of Directors shall consist of not less than five directors, whereas not less than one half of total number of directors shall have domicile in Thailand. In business operation, the directors must therefore perform duties in compliance with the laws, the Company’s objectives and Articles of Association as well as the resolutions of the Shareholders’ Meetings in good faith and carefulness to protect interests of the Company. The Board of Directors of the Company with qualifications in accordance with Section 68 of Public Limited Companies Act B.E. 2535 (1992) and the related notifications of the Office of the Securities and Exchange Commission, consisted of 10 members as follows:

Name	Position
1. Dr. Prasarn Trairatvorakul	Chairman of the Board of Director and Independent Director
2. Mr. Thongma Vijitpongpan	Executive Vice Chairman of the Board of Directors
3. Dr. Piyasvasti Amranand	Independent Director
4. Mr. Weerachai Ngamdeevilaisak	Independent Director
5. Dr. Anusorn Sangnimnuan	Independent Director
6. Professor Piyamitr Sritara, MD	Independent Director
7. Mr. Anuwat Jongyindee	Independent Director
8. Professor Kitipong Uraepetatanapong	Independent Director
9. Mr. Wichian Mektrakarn	Director
10. Mrs. Rattana Promsawad	Director
11. Mrs. Supattra Paopiamsap ⁽¹⁾	Director
12. Mr. Piya Prayong ⁽²⁾	Director
13. Mr. Prasert Taedullayasatit ⁽³⁾	Director

Remark: ⁽¹⁾ Mrs. Supattra Paopiamsap resigned from the Director on 1 October 2020.

⁽²⁾ Mr. Piya Prayong was retired by rotation on 26 June 2020.

⁽³⁾ Mr. Prasert Taedullayasatit resigned from the Director on 1 April 2020.

The Secretary of the Board of Directors is Mr. Paisarl Rumphan, holding the position of the Company Secretary.

Authorized director who signs to bind on behalf of the Company

The authorized directors who jointly sign on behalf of the Company are either Mr. Thongma Vijitpongpan or Mr. Wichian Mektrakarn together with Mrs. Rattana Promsawad, totaling to two directors, and affix with the Company's seal.

Integration or separation of position

The Chairman of the Board must be neither an executive director nor the same person as Chairman of the Executive Committee or Group Chief Executive Officer, and must have none of any relationship with the Management. This is the clear separation of duties in determining corporate governance policy and routine management.

Roles and duties of the Chairman of the Board

The duty of the Chairman of the Board is to play the leadership role, and to preside over the Board of Directors' Meeting and the Shareholders' Meeting to ensure efficiency and effectiveness by encouraging every director to participate in the meetings, assisting, advising and supporting the business operation of the management. The Chairman of the Board also has the freedom to propose agenda of the meetings and express opinions on the Company's operations in various aspects, including carefully and mutually considering matters concerning conflict of interests for justice and transparency.

Scope of powers, duties and responsibilities of the Board of Directors

1. To perform duties with responsibility, caution and honesty in accordance with the laws, the Company's objectives and Articles of Association as well as the resolution of the Shareholders' Meeting, with the exception of matters requiring approval from the Shareholders' Meeting prior to execution such as matters required by law for approval of the Shareholders' Meeting in performing connected transactions and any purchase or sale of important assets pursuant to the regulations of the Stock Exchange of Thailand (SET) or those prescribed by other government agencies, etc. To oversee the Company and its subsidiaries to comply with laws related to business operation of the Company and its subsidiaries, and law related to bribe payment or anti-corruption support.
2. To govern the business to be operated in ethical manner such as determining Corporate Governance Policy of the Company and its subsidiaries according to the Principles of Good Governance, Code of Business Ethics for directors, executives and employees of the Company and its subsidiaries, and disclosing for acknowledgement, determining and monitoring the compliance, as well as reviewing to ensure consistency with the changing situations.
3. To consider the approval of business policies including visions, missions, targets, operational plans, business strategies and annual budgets of the Company and its subsidiaries, including monitoring and supervision on management and administration of the management to ensure that they are in alignment with formulated policies, plans and budgets.
4. To continuously follow up the overall operation of the Company, its subsidiaries and associated companies which shall be in line with action plans and budgets of the Company and its subsidiaries.
5. To accurately prepare financial statements of the Company and its subsidiaries as of the ending date of the accounting period for presentation of financial position and overall operation in a previous accounting period to be consistent with fact, and completely and accurately according to Generally Accepted Accounting Standard. The said financial statements shall be audited by the auditor prior to proposing to the Shareholders' Meeting for consideration and approval.
6. To prepare Annual Report of the Company and be responsible for preparation and disclosure of the Company's financial statements for presentation of financial position and overall operation in a previous year, and propose them to the Shareholders' Meeting for consideration and approval.

7. To consider and approve the appointment of a person who possesses the required qualifications and does not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) and law relevant to the Stock Exchange of Thailand, including the related notifications, regulations and/or rules to hold the director position in case of vacancy due to causes other than retirement by rotation.
8. To consider appointment or change of independent directors by taking qualifications and prohibited characteristics of the independent directors into consideration pursuant to laws relevant to the Stock Exchange of Thailand, Notifications of the Capital Market Supervisory Board, including relevant notifications, regulations and/or rules of the Stock Exchange of Thailand; or propose to the Shareholders' Meeting for consideration appointment of the Company's independent directors accordingly.
9. To consider the appointment or change of Audit Committee members who meet the qualifications required by law relevant to the Stock Exchange of Thailand, Notification of the Capital Market Supervisory Board, including notifications, regulations and/or rules of the Stock Exchange of Thailand (SET).
10. To consider the appointment or change of executive director by selecting among the directors or the executives of the Company or external parties, and determine their scope of authorities and responsibilities.
11. To consider the appointment or change of sub-committees for assisting in operations within the scope of responsibilities of the Board of Directors.
12. To determine and change the names of the authorized signatory directors to bind the Company and its subsidiaries.
13. To consider the appointment and/or give consent on the appointment of Top Executives of the Company and its subsidiaries, and determine the scope of authorities and responsibilities of the Group Chief Executive Officer.
14. To propose the Shareholders' Meeting for appointing the director of the Company and consider appointing the director of its subsidiaries to ensure consistency with the proportion of shareholding of the Company in the said subsidiaries; and consider determining remuneration of the said directors.
15. To appoint any other persons to manage the Company's operations under the supervision of the Board of Directors or may authorize the said persons to have power and/or within the time period as deemed as appropriate by the Board of Directors. The Board of Directors may cancel, withdraw, change or revise the said power. However, the authorization under the determined scope of the authority shall not be the nature of authorization or sub-authorization that makes the said Executive Committee, Group Chief Executive Officer, and different sets of sub-committees able to consider and approve the transactions that may have conflict of gains and losses or conflict of any other interests with the Company or its subsidiaries, except it is the approval of the transaction which is in line with policies and criteria considered and approved by the Shareholders' Meeting or the Board of Directors' Meeting.
16. To consider the determination of the organizational structure and management structure.
17. To consider the appointment of the Company Secretary as well as determination of the scope of authorities and responsibilities of the Company Secretary.
18. To consider the selection and give consent on nomination of the auditor of the Company and its subsidiaries, and consider the determination of proper remuneration as proposed by the Audit Committee prior to proposing to the Shareholders' Meeting in Annual General Meeting for consideration and approval.
19. To execute the Company and its subsidiaries to have appropriate and effective accounting system, reliable financial reporting, adequate and appropriate internal control system and internal audit system, and monitor the efficiency of internal control system to be in line with

the accepted standard, and establish document filing system whereas the accuracy of the information can be audited later.

20. To consider the approval of Risk Management Policy for companywide coverage, and ensure on having appropriate risk management process to reduce the business impact of the Company and its subsidiaries.
21. To consider the approval of asset acquisition and disposal transaction of the Company and its subsidiaries, except where such transactions require approval from the Shareholders' Meeting. Such approval must be in compliance with the Notification of the Capital Market Supervisory Board and/or relevant notifications, regulations and/or rules of the Stock Exchange of Thailand (SET).
22. To consider the approval of connected transactions of the Company and its subsidiaries, except where such transactions require approval from the Shareholders' Meeting. Such approval consideration must be in compliance with the Notification of the Capital Market Supervisory Board and/or relevant notifications, regulations and/or rules of the Stock Exchange of Thailand (SET) in control and prevention of non-conflict of interests between the stakeholders of the Company and of its subsidiaries.
23. To consider the approval of interim dividend payment among the shareholders when it is considered that the Company has sufficient profit to do so, and to report such payment to the following Shareholders' Meeting for acknowledgement.
24. To accurately, completely, properly, and timely execute the appropriate information dissemination and information disclosure to stakeholders, persons with conflict of interests and the related parties.
25. To request for professional opinion from external organization if it is necessary for appropriate decision support.

26. To govern its subsidiaries as if ones of the Company's work units, and supervise its subsidiaries to strictly comply with the Articles of Association of its subsidiaries.

27. To formulate the framework of the information technology management policy and information technology system security measure to be in line with the standard acceptable in the industry, and monitor, review and update to be consistent and appropriate for information technology risk.

28. To promote appropriate creation and application of innovation and technology for efficient business operation and resource consumption, and for mutual benefits of the Company's business, customers, business partners, related parties, society and environment.

The Board of Directors shall elect a director to be the Chairman of the Board. In case that the Board considers and deems appropriate for election of one or several directors to be Executive Vice Chairman of the Board, the duties of the said Executive Vice Chairman of the Board shall be in accordance with the Articles of Association of the business and entrusted by the Chairman of the Board. However, the Board of Directors shall convene at least six (6) meetings per year.

In granting authorities and responsibilities of the Board of Directors, it shall not be authorized or sub-authorized in the manner which will allow the Executive Committee, Group Chief Executive Officer, and different sets of Sub-Committees the ability to approve transactions in which the aforesaid or any persons may have conflict of (as per the definition by the notification of the Securities and Exchange Commission), gain or loss or any other conflict of interests with the Company or its subsidiaries, except where the approval of such transaction is consistent with the policy and criteria considered and approved by the Meeting of Shareholders or of the Board of Directors.

Element and Appointment of the Board of Directors

1. The shareholders shall consider the approval and appointment of the directors. The Nomination and Remuneration Committee shall select a person who possesses appropriate qualifications to be the Company's director as well as present such person to the Board of Directors for approval prior to proposing such person to the Shareholders' Meeting for further approval.
2. The Board of Directors shall consist of Chairman of the Board, Executive Vice Chairman of the Board and other director members in the number appropriate for the Company's business and effective operation. Total number shall not be less than five members whereas there shall be at least one-third of total directors and shall not be less than three directors who are truly independent from the Management and has no business relationship or any other relationship that may influence the free exercise of discretion.
3. The Board of Directors shall select a director to be the Chairman of the Board. In case that the Board of Directors considers and deems appropriate, one or several directors may be elected to be the Executive Vice Chairman of the Board.
4. The appointment of director shall be in accordance with the Company's Articles of Association and the relevant law requirements under transparency and clearness in the way that the adequate detailed educational background and occupational experience of the said person shall be contained in consideration for decision benefit of the Board of Directors and the shareholders.
5. Group Chief Executive Officer shall be appointed to be the director in the Board of Directors by position.

Independent Director

The independent directors shall not perform the executive duties, be independent from the Management and the regulating shareholders, and be the person without business

relationship with the Company in the way that limits free opinion expression, and shall possess the qualifications specified in the notification of Capital Market Supervisory Board as follows:

1. Holding shares not more than 1% of total voting shares of the Company, its subsidiary, associated company, juristic persons with potential conflict of interest, major shareholder or controlling person of the Company, whereas the shareholding of the independent director's related parties shall be counted as well.
2. Being a director who is not or has never been an executive director, and is not or has ever been an employee, staff member, advisor with monthly salary or controlling person of the Company, its subsidiary, associated company, same-level subsidiary, juristic persons with potential conflict of interest, major shareholder or controlling person of the Company, unless the said director shall be free from such characteristics for at least two years before being appointed.
3. Being a director who has no relationship whether by blood or by legal registration under the status of a father, mother, spouse, sibling, and child, including the spouse of the child, of other director, executive, major shareholder, controlling person or person who is being nominated as director, executive or controlling person of the Company or its subsidiary.
4. Being a director who does not have or has never had a business relationship with the Company, its subsidiary, associated company, juristic person with potential conflict, major shareholder or controlling person of the Company in a manner that may hinder the exercise of his/her independent judgment, and not being a person who is or has ever been a significant shareholder or controlling person of the person having business relationship with the Company, its subsidiary, associated company, juristic person with potential conflict of interest, major shareholder or controlling person of the Company, unless the said director is free from such characteristics for at least two years before being appointed.

The business relationship in paragraph one shall include normal trading transactions for the purpose of business operations, lease of or renting out property, transaction related to assets or services, or granting or receiving financial assistance by receiving or granting loan, guaranteeing, giving assets as debt collateral, including other similar acts that result in the liability of the Company or the party thereof to pay other party at the rate of 3% or more of net tangible asset or Bt20 million or more, whichever is smaller. The calculation of such liabilities shall be in accordance with the method of connected transaction value calculation notified in the Capital Market Supervisory Board Notification regarding criteria on Undertaking Connected Transactions, mutatis mutandis. In consideration of such liabilities, the liabilities incurring during the one-year period prior to the date of business relationship with the same person shall be included.

5. Being a director who is not or has never been an auditor of the Company, its subsidiary, associated company, juristic person with potential conflict, major shareholder or controlling person, and must not be a significant shareholder, controlling person or partner of an audit firm to which an auditor of the Company, its subsidiary, associated company, juristic person with potential conflict, major shareholder or controlling person belongs to, unless the said director is free from such characteristics for at least two years before being appointed.
6. Being a director who is not or has never been a provider of any professional service including legal advisory service or financial advisory service with the service fee thereof exceeding Bt2 million per year from the Company, its subsidiary, associated company, juristic person with potential conflict, major shareholder or controlling person, and must not be a significant shareholder, controlling person or partner of the provider of such professional service, unless the said director is free from such characteristics for at least two years before being appointed.

7. Being a director who is not appointed as representative of a director, major shareholder or a shareholder who is related to a major shareholder of the Company.
8. Not engaging in a business of the same nature and in significant competition with those of the Company or its subsidiary, nor being a significant partner of a partnership or an executive director, employee, staff member, advisor with fixed salary or shareholding for over 1% of total voting shares of another company that engages in a business of the same nature and in significant competition with those of the Company or its subsidiary.
9. Not having any other characteristics that may hinder the exercise of his/her independent judgment about the Company's business operations.

After having been appointed as independent director with characteristics under Items (1)-(9), the appointed independent director may be assigned by the Board of Directors to make decisions on the business operations of the Company, its subsidiary, associated company, same-level subsidiary, juristic person with potential conflict, major shareholder or controlling person in the form of collective decision.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provision of professional services at a value exceeding the specified amount under No. 4 or No. 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with the principle in Section 89/7, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the Shareholders' Meeting under the agenda for the appointment of independent directors.

2. The Audit Committee

As of 31 December 2020, the Company's Audit Committee consisted of three members as follows:

Name	Position
1. Dr. Piyasvasti Amranand	Chairman of the Audit Committee
2. Mr. Weerachai Ngamdeevilai ⁽¹⁾	Member
3. Mr. Anuwat Jongyindee ⁽¹⁾	Member

Remark: ⁽¹⁾ Mr. Weerachai Ngamdeevilai and Mr. Anuwat Jongyindee have knowledge and experiences in accounting and finance.

The Secretary of the Audit Committee is Mr. Premsak Wallikul, in the position of Acting Executive Vice President, Internal Audit & Compliance.

Scope of Powers, Duties and Responsibilities of the Audit Committee

1. To review the Charter of the Audit Committee at least once a year and consider amendment in the aspect deemed necessary and appropriate.
2. To conduct reviews of financial reports of the Company and its subsidiaries, to ensure accuracy and integrity, and adequate information disclosure under coordination with the external auditor and the executive in charge in preparation both of quarterly and yearly financial reports.
3. To consider and give consent on changes in significant accounting principles or procedures as proposed by the Management of the Company.
4. To conduct reviews to ensure that the internal control and internal audit system of the Company and its subsidiaries are appropriate and effective, and possibly suggest to conduct review or audit on any transaction deemed necessary and significant, and also propose the Board of Directors the recommendation regarding important and necessary improvement of internal control system. The review shall be mutually conducted

with the external auditor, Internal Audit Division manager, and mutually convene the meeting with the head who manages internal audit without the presence of the Management for at least once a year.

5. To consider the independency of the Internal Audit Division and to give consent to the consideration of appointment, transfer and dismissal of the Head of Internal Audit Division or any other unit in charge in internal audit, and to consider the consent of annual budget, manpower rate and resources necessary for operation of Internal Audit Office, and the approval of annual audit budget, as well as to consider the approval, review and adjustment of significant internal audit plan.
6. To review Internal Audit Reports submitted to the Management and to review the Management's opinion toward the proposed and reported audit issues.
7. To have unrestricted access to the Management and employees and relevant information.
8. To mutually conduct reviews with relevant work units (such as Legal Division) to ensure that the Company complies with Securities and Exchange Law, requirements of the Stock Exchange of Thailand, and other laws relating to the Company's business, and to conduct reviews to ensure that its subsidiaries comply with the criteria prescribed in control policy and governance mechanism of the business invested by the Company.
9. To select and nominate/dismiss independent persons to act as the Auditors of the Company and propose their remuneration, to attend the meeting with the Auditors without the Management's presence for at least once a year to acknowledge review result of quarterly financial statements, audit result of yearly financial statements, and to discuss about problems and obstacles that may be detected from the Auditors' operation.
10. To consider the connected transactions or transactions with potential conflict of interests in accordance with the laws and requirements of the Stock Exchange of Thailand, and to consider the acquisition or disposal transaction of the Company and its subsidiaries in

accordance with laws and requirements of the Stock Exchange of Thailand as well as control policy and governance mechanism of the business invested by the Company in order to ensure that the said transactions are reasonable and most beneficial to the Company and its subsidiaries.

11. To prepare the Audit Committee's Report which shall be disclosed in the Company's Annual Report. The said report shall be affixed with the signature of the Chairman of the Audit Committee and shall at least contain the following information:

- 11.1 Opinions regarding accuracy, completeness and integrity of financial reports of the Company and its subsidiaries.

- 11.2 Opinions regarding the adequacy of the Internal Control System of the Company and its subsidiaries.

- 11.3 Opinions regarding compliance with Securities and Exchange Law, requirements of the Stock Exchange of Thailand or other laws related to the business of the Company and its subsidiaries.

- 11.4 Opinions regarding the appropriateness of the Auditor.

- 11.5 Opinions regarding transactions which may have conflict of interest.

- 11.6 The number of Audit Committee's meetings and the attendance of each member of the Audit Committee.

- 11.7 Overall opinions or observations of the Audit Committee drawn from the performance of their duties according to the Charter.

- 11.8 Other transactions within the scope of duties and responsibilities assigned by the Board of Directors, whereas the shareholders and general investors shall know.

12. To perform other tasks within the Scope of Powers, Duties and Responsibilities stipulated in the Charter or as assigned by the Board of Directors upon consent of the Audit Committee.

13. To report any matters within the scope of duties and responsibilities assigned by the Board of Directors, whereas the shareholders and general investors shall know.

14. To regularly report the activities of the Audit Committee to the Board of Directors for acknowledgement.

15. In performing duties, if the Audit Committee detects or suspects that there is a transaction with conflict of interest, a fraudulent case, an irregularity or deficiency of a significant degree in the Internal Audit System or any violation of a law on the Securities and Exchange, and requirement of the Stock Exchange of Thailand, or laws relevant to the business of the Company which may significantly affect the financial position and the overall operation of the Company and its subsidiaries, the Audit Committee is required to report the Board of Directors for improvement and correction within a timeframe considered appropriate by the Audit Committee.

16. To review the Company to ensure the effective consistency of anti-corruption process with the guideline of Compliance Department.

Nomination of the Audit Committee

The Board of Directors shall appoint at least three Audit Committee members among independent directors of the Company who have met the qualifications stipulated by a law on Securities and Exchange, the Notification of Capital Market Supervisory Board, including the notifications, regulations and/or rules of the Stock Exchange of Thailand Regarding Qualifications and Scope of Operation of the Audit Committee. At least one member of the Audit Committee must be qualified in accounting or finance and has adequate experience to ascertain the integrity of the financial statements of the Company. The office term of each member of the Audit Committee shall be three years and shall terminate upon the director's retirement by rotation.

3. The Corporate Risk Management Committee

As of 31 December 2020, the Company's Corporate Risk Management Committee consisted of three members as follow:

Name	Position
1. Mr. Weerachai Ngamdeevilaiisak	Chairman of the Corporate Risk Management Committee
2. Professor Kitipong Urapeepatanapong	Member
3. Mr. Piya Prayong	Member
4. Mr. Prasert Taedullayasatit ⁽¹⁾	Member
5. Mr. Theeradej Kerdsamang ⁽²⁾	Member

Remark : ⁽¹⁾ Mr. Prasert Taedullayasatit was retired from the member of Corporate Risk Management Committee effective on 1 April 2020.

⁽²⁾ Mr. Theeradej Kerdsamang was retired from the member of Corporate Risk Management Committee effective on 1 September 2020

The Secretary of the Corporate Risk Management Committee is Miss Suporn Treewitchayaong, holding the position of Acting Group Chief Financial Officer.

Scope of Powers, Duties and Responsibilities of the Corporate Risk Management Committee

1. To define policy and framework of risk management and enterprise risk management structure.
2. To acknowledge and give recommendations on policy, strategy and guideline of enterprise risk management.
3. To determine the guideline of corporate risk assessment, and prepare continuous risk management reporting.
4. To specify and report significant risks (occurred and expected to occur), change and risk management plan to the Board of Directors by reporting risk assessment result and overall operation to reduce risk for regular acknowledgement of the Board of Directors. In case that there is important matter that significantly affects financial position and overall operation of the Company, the said matter shall be reported to the Board of Directors for consideration as quick as possible.

5. To be informed of significant risks and consider whether the risks are properly responded by the Management.
6. To review risk management plan of the Management, overall enterprise risk management process, and monitor and review enterprise risk management process and risk management result.
7. To carry forward the compliance with policy and guideline of enterprise risk management.
8. To continuously carry forward the development of personnel capacity, and creation of awareness on enterprise risk and control.
9. In the Meeting of the Corporate Risk Management Committee, the representatives from operating lines of each organization shall be invited to propose the matters that are executed in accordance with the guideline of risk management.

4. The Corporate Governance Committee

As of 31 December 2020, the Company's Corporate Governance Committee consisted of three members as follows:

Name	Position
1. Dr. Anusorn Sangnimnuan	Chairman of the Corporate Governance Committee
2. Mr. Anuwat Jongyindee	Member
3. Mrs. Rattana Promsawad	Member

The Secretary of the Corporate Governance Committee is Mr. Preamsak Wallikul, holding the position of Acting Executive Vice President, Internal Audit & Compliance.

Scope of Powers, Duties and Responsibilities of the Corporate Governance Committee

1. To formulate the main objective and target of the business for sustainability.
2. To consider, review and propose the following policies of the Company for approval of the Board of Directors:

Good Corporate Governance Policy, Business Code of Conduct, Corporate Social and Environmental Responsibility Policy, Corporate Sustainable Development Policy, including any policies and practices that can help support the Company's operations on behalf of the leader who creates sustainable value to the business in compliance with the guideline of corporate governance to ensure transparency and fairness, and support sustainable growth of the Company.

3. To supervise and ensure that the aforementioned policies/practices in item (2) are executed by the Management for continuous development of the Company under innovation promotion and responsible business operation. The aforementioned policies/practices must be consistent and appropriate with the Company's business, including the recommendations of regulatory or relevant unit, and comparable with international standard.
4. To supervise the disclosure of conflict of interest among the management, directors, shareholders and prevent any use of inside information to related parties or for related transaction.
5. To monitor, review and ensure that the various organizational work systems are consistent with the defined Code of Conduct and best practices.
6. To monitor and direct in the event that the Management and staff members fail to comply with the defined policies and practices.
7. To monitor and report the Company's performance, support participation and communication with shareholders in accordance with Good Corporate Governance Policy and other relevant policies to the Board of Directors, stakeholders and external organizations as deemed appropriate.
8. To ensure and provide suggestion to the Company regarding Sustainability Development (SD).
9. To examine the investigation on complaints to request for fairness or breach of regulations, rules, and laws applied in the Company's business operation.

5. The Nomination and Remuneration Committee

As of 31 December 2020, the Company's Nomination and Remuneration Committee consisted of four members as follows:

Name	Position
1. Mr. Weerachai Ngamdeevilaisak	Chairman of the Nomination and Remuneration Committee
2. Dr. Anusorn Sangnimnuan	Member
3. Mr. Thongma Vijitpongpan	Member
4. Mr. Wichian Mektrakarn	Member

The Secretary of the Nomination and Remuneration Committee is Mr. Udomsak Yamnoon, in the position of Acting Group Chief Human Resources Officer.

Scope of Powers, Duties and Responsibilities of the Nomination and Remuneration Committee

1. To determine transparent and obvious nomination policy and criteria for the Board of Directors, Sub-Committee, Group Chief Executive Officer, Deputy Group Chief Executive Officer, Chief Officer and Managing Director (hereinafter referred to as "Top Executive") of the Company and its subsidiaries.
2. To nominate the Board of Directors, Sub-Committee, and Top Executives of the Company and its subsidiaries that have necessary knowledge, skills, experiences, and characteristics for drive of the Company toward targets, and propose to the Board of Directors for approval consideration, and/or propose the Shareholders' Meeting for approval request, as the case may be.
3. To determine remuneration policy and criteria for the Board of Directors, Sub-Committee, Top Executives of the Company and its subsidiaries, and propose to the Board of Directors for approval consideration and/or propose the Shareholders' Meeting for approval request, as the case may be.

4. To determine necessary and appropriate remuneration, both in form of monetary and non-monetary payments, in order to attract and retain the Board of Directors, Sub-Committee, and Top Executives of the Company and its subsidiaries to lead the Company's operation to meet both short-term and long-term targets.
5. To set up the appropriate criteria and methods for evaluating performance of the Board of Directors, Sub-Committee, Top Executives of the Company and its subsidiaries.
6. To consider and review the nomination and remuneration policies and criteria, and remuneration payment system to ensure that they are appropriate with the given duties and responsibilities and consistent with the Company's overall operation as well as market situation by mainly taking into account the best interest of the Company.
7. To prepare Succession Planning of Top Executives of the Company and its subsidiaries, and regularly and annually review such planning to ensure the preparedness of the successor for the Company's management to enable the business continuity.
8. To ensure the orientation of new directors and update knowledge and development for directors and Top Executives of the Company and its subsidiaries.
9. To perform any other duties assigned by the Board of Directors.

6. The Executive Committee

To ensure the maximum management efficiency of the Company's management in keeping with the Company's directions, policies and targets defined and assigned by the Board of Directors as well as building business operation stability and sustainability, the Board of Directors therefore approved the establishment of the Executive Committee, with qualifications in accordance with the Public Limited Companies Act B.E. 2535 (1992) and relevant Notification of the Office of the Securities and Exchange Commission, to regulate and take accountability on various business operations carried out within the scope of duties and

responsibilities assigned by the Board of Directors. As of 31 December 2020, the Company's Executive Committee consisted of nine members as follows:

Name	Position
1. Mr. Thongma Vijitpongpan	Chairman of the Executive Committee
2. Mr. Wichian Mektrakarn	Member
3. Mr. Piya Prayong	Member
4. Krittavith Lert-utsahakul, MD	Member
5. Miss Suporn Treewitchayapong	Member
6. Miss Angkana Likhitchanyakul	Member
7. Mr. Porntep Suppataratarn	Member
8. Mr. Udomsak Yamnoon	Member
9. Miss Pornpat Ongnitiwat	Member

The Secretary of the Executive Committee is Mr. Paisarl Rumphan, holding the position of the Company Secretary.

Scope of Powers, Duties and Responsibilities of the Executive Committee

1. To perform duties with responsibility, caution and honesty in accordance with the laws, the Company's objectives and Articles of Association as well as the resolution of the Shareholders' Meeting.
2. To determine policies, targets, strategies, operational plans, annual budgets and administrative powers of the Company and its subsidiaries to be proposed to the Board of Directors for approval.
3. To oversee business operations of the Company and its subsidiaries and ensure they are in compliance with the policies, targets, strategies, operational plans and annual budgets approved by the Board of Directors in efficient manner and favorable to the business condition as well as providing counsel and recommendation regarding management to Top Executives.
4. To consider and approve investment expenditure or financial transaction performing with financial institutions for account opening, borrowing, pledge, mortgage,

guarantee and any other activities, including any trading/ registering land ownership for normal transaction performing of the Company and its subsidiaries under the specified financial limit power.

5. To determine efficient organizational and management structure covering from selection, training, employment and dismissal of staff members of the Company and its subsidiaries who are executive team or Top Executives, and may entrust Chief Executive Officer or Executive Officer or Managing Director of the Company to be the authorized person who acts on the Company's behalf in signing employment agreement.
6. To supervise and give approval on matters concerning the operations of the Company and may appoint or entrust any one or more persons to take any actions on behalf of the Executive Committee as deemed appropriate. The Executive Committee can cancel, change or amend such authority. The authorization under the defined scope of powers and duties shall not be authorization or sub-authorization in the manner which will allow the person authorized from the Executive and Strategy Committee the ability to approve transactions in which the Executive Committee or any persons may have conflict of gains and losses or conflict of any other interests with the Company or its subsidiaries except it is the approval of the transaction which is in line with policies and criteria considered and approved by the Shareholders' Meeting or the Board of Directors' Meeting.
7. To scrutinize all types of works proposed to the Board of Directors, except those under duty and responsibility and/or authority of other sub-committees of the Company that shall scrutinize for direct proposal to the Board of Directors
8. To perform any other duties assigned by the Board of Directors. However, the delegation of powers, duties and responsibilities of the Executive Committee shall not be the authorization or sub-authorization in the way which will allow the Executive Committee or the authorized person of the Executive Committee the ability to approve

transactions in which the Executive Committee or any persons may have conflict of gains and losses or conflict of any other interests with the Company or its subsidiaries (as per the definition by the notification of the Securities and Exchange Commission). The approval of such nature of transactions shall be proposed to the Meeting of the Board of Directors and/or Shareholders (as the case may be) for consideration and approval as required by the Articles of Association of the Company or of its subsidiaries, or relevant laws, except where it is the approval of such transaction with normal business condition under clearly defined scope.

9. To manage IT and IT systems security measures in accordance with the industry's acceptable standards, and to monitor, review and improve the measures to be consistent with IT risks.
10. To promote creation and appropriate applications of innovation and technology in order to operate and use resources efficiently as well as to achieve mutual benefits of the Company, business partners, customers, stakeholders, social and environment.

Nomination of Executive Committee Member

The Board of Directors shall appoint members of the Executive Committee by selecting among the Directors, the Company's executives and/or external parties. The Executive Committee Member shall have appropriate knowledge, competency and experience, and shall be able to devote time to the Company as well as understand his/her qualifications, duties and responsibilities, including not having prohibited characteristics stipulated by law.

7. Management Team

The Company's Management Team consists of executives who have the qualifications in accordance with the Public Limited Companies Act B.E. 2535 (1992) and relevant notifications of the Securities and Exchange Commission. As of 31 December 2020, the Company's Management team consists of five members as follows:

Name	Position
1. Mr. Thongma Vijitpongpan	Chairman of the Executive Committee and Group Chief Executive Officer
2. Ms. Suporn Treewitchayapong	Acting Group Chief Financial Officer
3. Mr. Porntep Suppataratarn	Group Chief Procurement and Supply Chain Officer
4. Mr. Udomsak Yamnoon	Acting Group Chief Human Resources Officer
5. Ms. Angkana Likhitchanyakul	Acting Group Chief Corporate Marketing Officer
6. Mrs. Supattra Paopiamsap ⁽¹⁾	Deputy Group Executive Officer

Remark: Executive (as defined by SEC) means Managing Director or the person (s) in the first fourth-executive levels descending under Managing Director including every person (s) holding the position equivalent to the one (s) holding the position at the fourth executive level and also include the person holding the managerial level position in finance and accounting line in the Division Manager and higher or equivalent.

⁽¹⁾ Ms. Supattra Paopiamsap resigned from Deputy Group Executive Officer since 1 October 2020.

Scope of Powers, Duties and Responsibilities of Chairman of the Executive Committee, and Group Chief Executive Officer

1. To be responsible for daily business operation and/or management of the Company.
2. To coordinate with Internal Audit Office in relation to any accounts and disbursement of the Company in the event of detection and doubt on non-compliance with the Company's policy.
3. To establish efficient organizational and management structure in accordance with the guidelines that may be

set out by the Executive Committee covering selection, training, employment and dismissal of the Company's staff members who are not a member of the management team or top executive. The said person shall be the authorized person on behalf of the Company to sign the employment agreement.

4. To have power to consider and approve any capital expenditure or operating expenses, borrowing or request for credit facilities from financial institutions, including acting as a guarantor in the normal course of business, in an amount not exceeding Bt20 million or equivalent.
5. To have other powers necessary for the Company's operation as assigned by the Meeting of the Board and/or the Executive Committee of the Company.
6. To participate in the Company's budget consideration with the Board of Directors and/or the Executive Committee of the Company.
7. To negotiate and review documents and agreements in relation to normal business operations of the Company, and give advice and suggestions on such matters so that the Board of Directors and/or the Executive Committee of the Company and/or responsible person(s) in those matters can consider and scrutinize to find the conclusion.
8. To entrust one or more persons to perform any acts on his/her behalf as deemed appropriate, provided that such sub-authorization and/or delegation is subject to the scope of authorization under power of attorney and/or in accordance with rules, requirements or orders of which the Board of Directors and/or the Executive Committee, and/or of the Company or Chairman of the Executive Committee, and Group Chief Executive Officer can cancel, alter or revise such powers.

However, the delegation of powers, duties and responsibilities of the Chairman of the Executive Committee and Group Chief Executive Officer shall not be authorization in the way which will allow the Chairman of the Executive Committee and Group Chief Executive Officer the ability to approve transactions in which the Chairman of the Executive

Committee and Group Chief Executive Officer or any persons may have conflict of gains and losses or conflict of any other interests with the Company or its subsidiaries (as per the definition by the notification of the Securities and Exchange Commission). The approval of such nature of transactions shall be proposed to the Meeting of the Board of Directors and/or Shareholders (as the case may be) for consideration and approval as required by the Articles of Association of the Company or of its subsidiaries or relevant laws, except where it is the approval of such transaction with normal business condition under clearly defined scope.

8. Company Secretary

The Board of Directors appoints the Company Secretary to perform duty in supervising the Meetings of Board of Directors and of Shareholders, and other activities of the Board of Directors to ensure that the Board of Directors and the Company properly comply with the related laws and regulations, and promote corporate governance according to good governance standard. At present, the Board of Directors has appointed Mr. Paisarl Rumphon as the Company Secretary, effective since 19 April 2016 whereas the qualification of the person who holds the Company Secretary position appears in Appendix 1.

Scope of Duties and Responsibilities of Company Secretary

1. To organize the Meetings of the Shareholders, of the Board of Directors and of Specific Committees in accordance with laws, the Company's Articles of Association, each Committee's Charter and Best Practices.
2. To inform the executives about the resolutions and policies of the Board of Directors and shareholders and follow up the implementation of the resolutions and policies.
3. To give initial advice and recommendations to the Board of Directors and Specific Committees on the issues in regard to matters of laws, regulations, the Company's Articles of Association and corporate governance practice, and follow up the implementation to ensure correctness and continuity, and report the significant changes to the directors of the Company.
4. To take the minutes of the Shareholders' Meeting and the Board of Directors' Meeting and follow up the implementation of the resolutions of the Shareholders' Meeting and the Board of Directors' Meeting.
5. To supervise the disclosure and report of information under responsibility to the regulatory body in accordance with the compliance with laws, rule and policy of the Company's information disclosure.
6. To communicate with shareholders for acknowledgement on their rights and the Company's news.
7. To keep stake holding report presented by directors or executives and other important documents such as the Register of the Company's Directors, the Board of Director's Meeting Appointment Letter, Minutes of the Board of Directors' Meeting, and Annual Report of the Company, including Shareholders' Meeting Letter and Minutes of the Shareholders' Meeting invitation.
8. To supervise the Company's Secretariat to serve as the center of corporate records such as the Company's Certificate of Juristic Person Registration, Memorandum of Association, Articles of Association, Shareholders' Register, etc.
9. To give suggestions and advice to newly appointed directors on assuming their directorship.
10. To supervise the activities of the Board of Directors and carry out other matters as provided by law or assigned by the Board of Directors or as prescribed by the Capital Market Supervisory Board.

9. Details of Directors in the Company's subsidiaries

Pruksa Real Estate Public Company Limited

Name	Position
1. Mr. Piya Prayong	Chairman of the Board of Directors
2. Mr. Porntep Suppataratarn	Director
3. Mr. Udomsak Yamnoon	Director
4. Ms. Suporn Treewichayapong	Director
5. Mr. Dhira Thongwilai ⁽¹⁾	Director
6. Mr. Orranuch Kittikosin ⁽²⁾	Director
7. Mr. Pakarin Dattibongs ⁽²⁾	Director
8. Mr. Somboon Songpipat ⁽⁶⁾	Director
9. Ms. Pornpat Ongnithiwat ⁽⁷⁾	Director
10. Mr. Prasert Taedullayasatit ⁽³⁾	Vice Chairman of the Board of Directors
11. Mr. Theeradej Kerdsamang ⁽⁴⁾	Director
12. Mr. Nimit Poonsawat ⁽⁵⁾	Director

Remark: ⁽¹⁾ Mr. Dhira Thongwilai was appointed as Director on 19 June 2020 to replace Mr. Prasert Taedullayasatit who was retired by rotation and resigned from Director.

⁽²⁾ Mr. Orranuch Kittikosin and Mr. Pakarin Dattibongs were appointed as Directors on 19 June 2020.

⁽³⁾ Mr. Prasert Taedullayasatit resigned from Director on 1 April 2020.

⁽⁴⁾ Mr. Theeradej Kerdsamang resigned from Director on 1 September 2020.

⁽⁵⁾ Mr. Nimit Poonsawat resigned from Director on 16 July 2020.

⁽⁶⁾ Mr. Somboon Songpipat has been appointed as Director to replace Mr. Nimit Poonsawat since 25 December 2020.

⁽⁷⁾ Ms. Pornpat Ongnithiwat has been appointed as Director to replace Mr. Theeradej Kerdsamang since 25 December 2020.

Vimut Holding Hospital Company Limited

Name	Position
1. Mr. Thongma Vijitpongpan	Chairman of the Board of Directors
2. Mr. Wichian Mektrakarn	Director
3. Kittavith Lertutsahakul, MD	Director
4. Ms. Pornpat Ongnithiwat ⁽²⁾	Director
5. Mrs. Supattra Paopiamsap ⁽¹⁾	Director

Remark: ⁽¹⁾ Mrs. Supattra Paopiamsap resigned from Director on 1 October 2020.

⁽²⁾ Ms. Pornpat Ongnithiwat has been appointed as Director to replace Mrs. Supattra Paopiamsap since 23 November 2020.

Controlling Persons of the Company and its Subsidiaries (As of 31 December 2020)

Name	Company	Pruksa Real Estate Pcl.	Kaysorn Construction Co., Ltd.	Phanalee Estate Co., Ltd.	Puthachart Co., Ltd.	Pruksa International Co., Ltd.	Pruksa Overseas Co., Ltd.	Pruksa Venture One Co., Ltd.	Vimut Hospital Holding Co., Ltd.	Vimut International Hospital Co., Ltd.
1. Dr. Prasarn Trairatvorakul	X	-	-	-	-	-	-	-	-	-
2. Mr. Thongma Vijitpongpan	/ & //	-	-	-	-	X	X	-	X	-
3. Dr. Piyasvasti Amranand	/	-	-	-	-	-	-	-	-	-
4. Mr. Weerachai Ngamdeevilaiak	/	-	-	-	-	-	-	-	-	-
5. Dr. Anusorn Sangninnuan	/	-	-	-	-	-	-	-	-	-
6. Professor Piyamitr Sritara, MD	/	-	-	-	-	-	-	-	-	-
7. Mr. Anuwat Jongyindee	/	-	-	-	-	-	-	-	-	-
8. Professor Kitipong Urapeepatanapong	/	-	-	-	-	-	-	-	-	-
9. Mr. Wichian Mektrakarn	/ & //	-	-	-	-	-	-	-	/	-
10. Mrs. Rattana Pomsawad	/	-	/	-	-	/	/	-	-	-
11. Mr. Piya Prayong ⁽¹⁾	/ & //	X	/	-	-	-	-	/	-	-
12. Mr. Porntep Suppattaratarn	//	/	-	-	-	-	-	-	-	-
13. Mr. Udomsak Yamnoon	//	/	-	-	-	-	-	-	-	/
14. Ms. Suporn Treewichayapong ⁽⁴⁾	//	/	/	/	/	/	/	/	-	/
15. Mr. Dhira Thongwilai ⁽²⁾⁽³⁾	-	/	-	/	-	-	-	-	-	-
16. Mrs. Orranuch Ittikosin ⁽²⁾	-	/	-	-	-	-	-	-	-	-
17. Mr. Pakarin Dattibongs ⁽²⁾	-	/	-	-	-	-	-	-	-	-
18. Ms. Pornpat Ongnithiwat ⁽⁴⁾⁽⁹⁾⁽¹⁰⁾	//	/	-	-	-	-	-	/	/	-
19. Mr. Somboon Songpipat ⁽¹⁰⁾	-	/	-	-	-	-	-	-	-	-
20. Kittavith Lertutsahakul, MD ⁽⁴⁾	//	-	-	-	-	-	-	-	/	X

Name	Company	Pruksa Real Estate Pcl.	Kaysorn Construction Co., Ltd.	Phanalee Estate Co., Ltd.	Puthachart Co., Ltd.	Pruksa International Co., Ltd.	Pruksa Overseas Co., Ltd.	Pruksa Venture One Co., Ltd.	Vimut Hospital Holding Co., Ltd.	Vimut International Hospital Co., Ltd.
21. Ms. Angkana Likhitchanyakul ⁽⁴⁾	//	-	-	-	-	-	-	-	-	-
22. Mr. Prasert Taedullayasatit ⁽⁵⁾	/ & //	/	-	-	-	-	-	-	-	-
23. Mr. Nimit Poonsawat ⁽⁶⁾	-	/	-	-	-	-	-	-	-	-
24. Mr. Theeradej Kerdsumang ⁽⁷⁾	//	/	-	/	-	-	-	-	-	-
25. Mrs. Supattra Paopiamsap ⁽⁸⁾	/ & //	-	-	-	-	-	-	-	/	-

Remark : X = Chairman / = Director // = Executive Director

⁽¹⁾ Mr. Piya Prayong was retired by rotation on 26 June 2020.

⁽²⁾ Mr. Dhira Thongwilai, Mrs. Orranuch Ittikosin and Mr. Pakarin Dattibongs have been appointed as Directors of Prukasa Real Estate Public Company Limited since 19 June 2020.

⁽³⁾ Mr. Dhira Thongwilai has been appointed as Director of Panalee Estate Co., Ltd. since 2 September 2020.

⁽⁴⁾ Ms. Suporn Treewichayapong, Krittavith Lertutsahakul MD, Ms. Pompat Ongnithiwat and Ms. Angkana Likhitchanyakul have been appointed as Executive Directors since 15 October 2020.

⁽⁵⁾ Mr. Prasert Taedullayasatit resigned from Director and Executive Director positions on 1 April 2020.

⁽⁶⁾ Mr. Nimit Poonsawat resigned from Director of Prukasa Real Estate Public Company Limited on 16 July 2020.

⁽⁷⁾ Mr. Theeradej Kerdsumang resigned from Director and Executive Director positions of Prukasa Rela Estate Company and Director position of Panalee Estate Co., Ltd. on 1 September 2020.

⁽⁸⁾ Mrs. Supattra Paopiamsap resigned from Director and Executive Director positions of Prukasa Holding Public Company Limited and Director position of Vimut Hospital Holding Co., Ltd. on 1 October 2020.

⁽⁹⁾ Ms. Pompat Ongnithiwat has been appointed as Director of Vimut Hospital Holding Co., Ltd. since 23 November 2020.

⁽¹⁰⁾ Ms. Pompat Ongnithiwat and Mr. Somboon Songpipat have been appointed as Directors of Prukasa Real Estate Public Company Limited since 25 December 2020.

Meeting Attendance of the Board of Directors and the Committees in 2019 and 2020

Name	The Board of Directors		The Audit Committee		The Corporate Management Committee		The Corporate Governance Committee		The Nomination and Remuneration Committee		The Executive Committee	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
1. Dr. Prasarn Trairatvorakul	10/10	11/11	-	8/8	-	4/4	-	-	-	-	-	-
2. Mr. Thongma Vijitpongpan	10/10	11/11	-	-	-	-	-	10/10	10/10	18/18	11/11	-
3. Dr. Piyasvasti Amranand	10/10	10/11	12/12	12/12	-	-	-	-	-	-	-	-
4. Mr. Weerachai Ngamdeevilaiak	9/10	10/11	10/12	12/12	5/6	6/6	-	-	9/10	10/10	-	-
5. Dr. Anusorn Sangnimmuan	10/10	10/11	-	-	-	-	5/5	4/4	10/10	9/10	-	-
6. Professor Piyamitr Sritara, MD	10/10	11/11	-	-	-	-	-	-	-	-	-	-
7. Mr. Wichian Mektrakarn	10/10	11/11	-	-	-	-	-	-	10/10	10/10	12/13	11/11
8. Mrs. Rattana Promsawad	10/10	11/11	-	-	-	-	5/5	4/4	-	-	-	-
9. Mr. Anuwat Jongyindee	10/10	10/10	12/12	11/11	-	-	5/5	3/3	-	-	-	-
10. Professor Kitipong Urapeepatanapong	10/10	4/8	-	-	5/6	2/3	-	-	-	-	-	-
11. Mr. Porntep Suppataratarn	-	-	-	-	-	-	-	-	-	-	17/18	10/11
12. Mr. Udomsak Yamnoon	-	-	-	-	-	-	-	-	-	-	18/18	11/11
13. Kittavith Lertsahakul, MD ⁽⁵⁾	-	-	-	-	-	-	-	-	-	-	4/4	-
14. Ms. Suporn Treewichayapong ⁽⁵⁾	-	-	-	-	-	-	-	-	-	-	4/4	-
15. Ms. Pornpat Ongnithiwat ⁽⁵⁾	-	-	-	-	-	-	-	-	-	-	4/4	-
16. Ms. Angkana Likhitchanyakul ⁽⁵⁾	-	-	-	-	-	-	-	-	-	-	4/4	-
17. Mr. Prasert Taedullayasatit ⁽¹⁾	2/3	10/11	-	-	0/2	5/6	-	-	-	-	3/3	9/11
18. Mr. Piya Prayong ⁽²⁾	5/5	11/11	-	-	6/6	5/6	-	-	-	-	18/18	11/11

Name	The Board of Directors		The Audit Committee		The Corporate Management Committee		The Corporate Governance Committee		The Nomination and Remuneration Committee		The Executive Committee	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
19. Mr. Theeradej Kerdsumang ⁽³⁾	-	-	-	-	4/4	5/5	-	-	-	-	9/13	10/11
20. Mrs. Supattra Paopiamsap ⁽⁴⁾	7/7	11/11	-	-	-	-	-	-	-	-	10/13	11/11

Remark: 1. Mr. Prasert Taedullayasatit resigned from Director and Executive Director positions on 1 April 2020.

2. Mr. Piya Prayong was retired by rotation on 26 June 2020.

3. Mr. Theeradej Kerdsumang resigned from Director of the Enterprise Risk Management Committee and Executive Director on 1 September 2020.

4. Mrs. Supattra Paopiamsap resigned from Director, Executive Director and Group Deputy Chief Executive Director positions on 1 October 2020.

5. Kittavith Lertutsahakul, MD, Ms. Suporn Treewichayapong, Ms. Pompat Ongnithiwat and Ms. Angkana Likhitchanyakul have been appointed as Executive Directors since 15 October 2020.

Percentage of meeting attendance of the Board and individual director 2020

Overview of meeting attendance of the Board and all subgroups of directors	96.4%
- The Board of Directors	99.1%
- The Audit Committee	94.4%
- The Corporate Risk Management Committee	88.9%
- The Corporate Governance Committee	100.0%
- The Nomination and Remuneration Committee	97.5%
- The Executive Committee	98.5%
Meeting attendance of the Board of Directors individually	All directors attended to the meetings not less than 75%

Remark: The percentage of meeting attendance of the Board and individual directors was calculated based on the number of directors as of 31 December 2020.

Remuneration for Directors and Executives

I. Monetary Remuneration

I.1 Remuneration for Independent and Non-executive Directors

The 2020 Annual General Meeting of Shareholders held on Friday, 26 June 2020 has determined remuneration and other special benefits for the year 2020 of the Board of Directors, the Audit Committee, the Corporate Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee, in the amount of not exceeding Bt31,000,000 and bonus for directors from operating results of 2020 in the percentage rate between 0.3 - 0.5 of amount equivalent to dividend declared for payment, depending on the determined Key Performance Indicator. Remuneration for directors shall be paid particularly to the said independent directors and non-executive directors who hold the office in the Board of Directors. The non-executive directors who are entitled to receive remuneration shall not be the representatives of the shareholders. Other directors shall not receive remuneration. The details of remuneration for independent directors and non-executive directors are as follows:

(1) Remuneration from Pruksa Holding Public Company Limited

Name/Position	2020		2019		2018	
	Remuneration	Bonus*	Remuneration	Bonus**	Remuneration	Bonus**
1. Dr. Prasarn Trairatvorakul Chairman of the Board / Independent Director	3,776,000	478,896	3,168,000	2,044,170	2,850,000	1,716,322
	4,254,896		5,212,170		4,566,322	
2. Dr. Piyasvasti Amranand Independent Director / Chairman of the Audit Committee	2,596,000	319,264	2,640,000	1,579,769	2,640,000	1,676,322
	2,915,264		4,219,769		4,316,322	
3. Mr. Weerachai Ngamdeevilaisak Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	3,050,000	559,264	3,160,000	1,939,769	3,260,000	2,016,322
	3,609,264		5,099,769		5,276,322	
4. Anusorn Sangnimnuan Independent Director / Chairman of the Corporate Governance Committee and Member of the Nomination and Remuneration Committee	2,411,000	379,264	2,360,000	1,699,769	2,590,000	1,856,322
	2,790,264		4,059,769		4,446,322	
5. Prof. Piyamitr Sritara, MD Independent Director	1,770,000	349,264	1,800,000	1,639,769	1,800,000	1,596,322
	2,119,264		3,439,769		3,396,322	

Name/Position	2020		2019		2018	
	Remuneration	Bonus*	Remuneration	Bonus**	Remuneration	Bonus**
6. Mr. Anuwat Jongyindee Independent Director / Member of the Audit Committee and Corporate Governance Committee	2,556,000	379,264	2,320,000	1,596,290	-	-
	2,935,264		3,916,290		-	
7. Mr. Kitipong Urapeepatanapong Independent Director / Member of the Corporate Risk Management Committee	1,966,000	339,264	1,305,000	1,255,894	-	-
	2,305,264		2,560,894		-	
8. Mr. Wichian Mektrakarn Director, Executive Director / Member of the Nomination and Remuneration Committee	2,830,000	359,264	2,640,000	1,719,769	2,720,000	1,996,322
	3,189,264		4,359,769		4,716,322	
9. Dr. Pisit Leeahtam⁽¹⁾ Chairman of the Board / Independent Director / Member of the Nomination and Remuneration Committee	-	-	2,290,667	1,657,529	4,160,000	3,558,482
	-		3,948,196		7,718,482	
10. Mr. Adul Chandanachulaka⁽²⁾ Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee	-	-	-	-	2,680,000	1,616,322
	-		-		4,296,322	
Total	20,955,000	3,163,744	21,683,667	15,132,728	22,700,000	16,032,736
	24,118,744		36,816,395		38,732,736	

Remark: "Remuneration" includes monthly remuneration and meeting allowance; "Bonus" means other benefits.

* The Company paid bonus to the directors twice a year. Bonus for the first half of the year is paid in September and the second half will be paid in April of the following year. The total amount reported here does not include the bonus of the second half of the 2020.

** Total bonus for the first half and the second half of the year.

⁽¹⁾ Dr. Pisit Leeahtam vacated the office as the Chairman of the Board of Director and Member of the Nomination and Remuneration Committee effective from 17 July 2019.

⁽²⁾ Mr. Adul Chandanachulaka vacated the office as a director, member of the Audit Committee and Corporate Governance Committee effective on 1 January 2019 due to retirement according to the Board of Director Charter.

(2) Remunerations from subsidiary companies

Name/Position	2020		2019		2018	
	Remuneration	Bonus*	Remuneration	Bonus**	Remuneration	Bonus**
1. Dr. Prasarn Trairatvorakul Chairman of the Board / Independent Director	-	-	-	-	20,000	-
	-		-		20,000	
2. Dr. Piyasvasti Amranand Independent Director / Chairman of the Audit Committee	-	-	-	-	20,000	-
	-		-		20,000	
3. Mr. Weerachai Ngamdeevilai Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	-	-	-	-	20,000	-
	-		-		20,000	
4. Anusorn Sangnimnuan Independent Director / Chairman of the Corporate Governance Committee and Member of the Nomination and Remuneration Committee	-	-	-	-	20,000	-
	-		-		20,000	
5. Mr. Wichian Mektrakarn Director / Executive Director / Member of the Nomination and Remuneration Committee	-	739,000	-	760,000		560,000
	739,000		760,000		560,000	
Total	-	739,000	-	760,000	80,000	560,000
	739,000		760,000		640,000	

Remark:: “Remuneration” includes monthly remuneration and meeting allowance; “Bonus” means other benefits.

* The Company paid bonus to the directors twice a year. Bonus for the first half of the year is paid in September and the second half will be paid in April of the following year. The total amounted reported here does not include the bonus of the second half of the 2020.

** Total bonus for the first half and the second half of the year.

(3) Total Remuneration

Name/Position	2020		2019		2018	
	Remuneration	Bonus*	Remuneration	Bonus**	Remuneration	Bonus**
1. Dr. Prasarn Trairatvorakul Chairman of the Board / Independent Director	3,776,000	478,896	3,168,000	2,044,170	2,870,000	1,716,322
	4,254,896		5,212,170		4,586,322	
2. Dr. Piyasvasti Amranand Independent Director / Chairman of the Audit Committee	2,596,000	319,264	2,640,000	1,579,769	2,660,000	1,676,322
	2,915,264		4,219,769		4,336,322	
3. Mr. Weerachai Ngamdeevilai Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	3,050,000	559,264	3,160,000	1,939,769	3,280,000	2,016,322
	3,609,264		5,099,769		5,296,322	
4. Anusorn Sangnimnuan Independent Director / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee	2,411,000	379,264	2,360,000	1,699,769	2,610,000	1,856,322
	2,790,264		4,059,769		4,466,322	
5. Prof. Piyamitr Sritara, MD Independent Director	1,770,000	349,264	1,800,000	1,639,769	1,800,000	1,596,322
	2,119,264		3,439,769		3,396,322	
6. Mr. Anuwat Jongyindee Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee	2,556,000	379,264	2,320,000	1,596,290	-	-
	2,935,264		3,916,290		-	
7. Mr. Kitipong Urapeepatanapong Independent Director / Member of the Corporate Risk Management Committee	1,966,000	339,264	1,305,000	1,255,894	-	-
	2,305,264		2,560,894		-	
8. Mr. Wichian Mektrakarn Director / Executive Director / Member of the Nomination and Remuneration Committee	2,830,000	1,098,264	2,640,000	2,479,769	2,720,000	2,556,322
	3,928,264		5,119,769		5,276,322	

Name/Position	2020		2019		2018	
	Remuneration	Bonus*	Remuneration	Bonus**	Remuneration	Bonus**
9. Dr. Pisit Leeahtam Chairman of the Board / Independent Director / Member of the Nomination and Remuneration Committee	-	-	2,290,667	1,657,529	4,160,000	3,558,482
	-		3,948,196		7,718,482	
10. Mr. Abdul Chandanachulaka Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee	-	-	-	-	2,680,000	1,616,322
	-		-		4,296,322	
Total	20,955,000	3,902,744	21,683,667	15,892,728	22,780,000	16,592,736
	24,857,744		37,576,395		39,372,736	

Remark:: “Remuneration” includes monthly remuneration and meeting allowance; “Bonus” means other benefits.

* The Company paid bonus to the directors twice a year. Bonus for the first half of the year is paid in September and the second half will be paid in April of the following year. The total amounted reported here does not include the bonus of the second half of the 2020.

** Total bonus for the first half and the second half of the year.

I.2 Remuneration for Executive Directors and Executives

The Company paid remuneration for the executives of the Company as follows:

Type of Remuneration	2020		2019		2018	
	Number (persons)	Amount (Baht)	Number (persons)	Amount (Baht)	Number (persons)	Amount (Baht)
Salary/Wage	5	44,280,216	7	49,930,004	6	52,043,106
Bonus ⁽¹⁾	5	4,109,484	7	13,145,320	6	13,786,423
Provident Fund	5	2,334,447	7	2,535,820	6	3,112,655
Social Security Contribution	5	34,650	7	42,750	6	46,500
Other income	5	4,830,677	7	12,051,166	6	6,397,513
Total	5	55,589,474	7	77,705,060	6	75,386,197

Remark: ⁽¹⁾ The Company shall pay bonus twice a year. The performance of the first half of the year shall be paid in August and performance of the second half of the year shall be paid in February in the following year. The 2019 bonus includes the performance of the second half of 2019 and the first half of 2020.

2. Personnel

2.1 Number of employees

On 31 December 2020, only two employees of the Company operated in part of internal audit and the Company Secretary.

2.2 Important Change in Number of Employees in the Past Five Years Period (Excluding Executives)

As of 31 December	2020	2019	2018	2017
Total number of employees (persons)	2	2	2	2

Remark: The Company has utilized key personnel from Pruksha Real Estate Public Company Limited.

2.3 Major Labor Disputes in the Past Three Years

- None -

2.4 Remuneration for Employees

Since the Company utilizes key personnel of Pruksha Real Estate Public Company Limited, there has been none of remuneration for employees. However, the Company has established provident fund in 2016, pursuant to Provident Fund Act B.E. 2530 (1987) and has contributed 5-10% of the employee's salary into provident fund (by calculating based on service years of each employee). The employees can select to contribute their savings into fund in the initial rate of 5% to the highest rate of not exceeding 15% of the employee's salary.

Service years (starting from employment date)	Saving rate of employee portion	Contribution rate of the Company portion
Less than 1 year	5, 6, 7, 8, 10, 12, 15	5%
From 1 year but not more than 3 years	6, 7, 8, 10, 12, 15	6%
From 3 year but not more than 5 years	7, 8, 10, 12, 15	7%
From 5 year but not more than 7 years	8, 10, 12, 15	8%
From 7 years and more	10, 12, 15	10%

2.5 Employee Development Policy

The Company has implemented coaching system by supervisors of the team in order to improve employee's skill to match the task as well as a mentoring for new employees where a mentor who is the existing employee will assist and give advice. The Company also holds internal trainings and assigns the personnel of the Company and its subsidiaries to attend external trainings in order to develop working competency, and promote the employees to have virtue and ethics in honest working and keep the Company's information as confidential.



Corporate Governance

I. Policy for Corporate Governance and Code of Business Conduct

Pruksa Holding Public Company Limited (“the Company”) operates business as a holding company by holding shares in other companies whereas main revenue is from dividend received from holding shares in its subsidiaries or associated companies the Company has invested in. The Company has been committed to delivering products and services that will raise quality of life of customers, developing innovations that best address modern lifestyle, creating sustainable values to customers and stakeholders, creating good opportunity for the society and community, and caring for the environment under the Corporate Governance Principle as well as enhancing competitive advantages to achieve sustainable growth.

The Company complies with the international standard Principle of Good Corporate Governance in consistent with Corporate Governance Code for listed companies 2012 of the Stock Exchange of Thailand, Corporate Governance Code for listed companies 2017 (“CG Code”) of the Office of the Securities and Exchange Commission, and the criteria of ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard). The Company believes that the business operation under CG Code is one of the management systems that will create fairness and transparency, generate remarkable return, increase long-term value to the shareholders, create confidence to all stakeholders, and enhance competitive advantages for sustainable growth.

Since 2016, the Board of Directors has introduced the corporate governance policy as a guideline for Directors, executives, and employees of all levels to adopt and review the policy on annual basis. It has continuously monitored the progress in corporate governance practice adopted by leading organizations in Thailand and other countries to ensure that the policy and execution are updated and support the changing corporate target and strategies, which will bring the best possible benefits to shareholders and all stakeholders as well as corporate success. In 2020, the Company has implemented clear organizational sustainability management activities as follows:

1. The Board of Directors reviewed and updated the Good Corporate Governance Policy and Code of Business Conduct Manual for directors, executives, and employees of the Company, as well as reviewed and updated Anti-Corruption Policy of the Company and its Subsidiaries, and Charter of the Board of Directors and Sub-Committees of the Company in order to be consistent with Corporate Governance Code for listed companies year 2017.
2. Conducted training for Good Corporate Governance, Code of Business Conduct, Puksa Ethics, and Anti-Corruption, to both existing and new employees. All employees must pass training and the examination in such courses, and affix the signatures for acknowledgement, and adhere to strict compliance to part of “Work Regulation of the Company”, that indicates Good Governance Code, and transparency of the Company’s business operation with

concern of shareholders, customers, employees, and all stakeholders. In 2020, the Company updated training to E-Learning from video due to the spread of COVID-19.

3. Regularly communicated with employees for acknowledgement and awareness on activity, ethics, good governance, case study, whistleblowing, anti-corruption and related activities via the Company’s channels, such as EC News, Digital signage, X-stand, desktop screen, Line Group.
4. Communicated issues and problems of corruption and punishment to the employees and executives as case studies to prevent misconduct activities.
5. Organized CG Course through E-learning to create awareness on code of conduct and good governance to the executives and employees at least once a year.
6. Conducted a conflict-of-interest survey and disclosure of individual information of the executives and employees to ensure corporate governance, transparency and fairness to all.
7. The Company’s executives were guest speakers under the topic of “TCC Best Awards Best Practice Sharing” at “An Ethical Business is... the future” seminar at SCG meeting room, head office in Bangsue to share experiences and expand network among Business Ethic Club, Thai Chamber of Commerce members.
8. Participated and sponsored rewards on 2020 Children’s Day at Anti-Corruption Museum, NACC Office.
9. Organized 2020 CG NEW NORMAL DAY event under “New Normal กับกรร (ธรรม) งน” (New Normal- working with Dhamma) by allowing top executives to share working ethics and experiences about good governance, to promote, collaborate and create awareness of the importance of good governance and anti-corruption throughout the Company through Youtube Live.
10. Organized 2020 Zone Visit activity in E-learning version under the theme: Site Visit New Normal to educate new employees working at the Company’s sites in different locations to understand the principles of good governance and anti-corruption.

11. Organized “Non-Compliance Incident Prevention Project” to improve compliance’s practices and process to ensure that all the executives and employees’ work are solely complied with law, rules and regulation, and order both within and outside the Company. In addition, the project was also collecting all the complaints occurred and collaborated with responsible Sub Business Unit (SBU) to identify problems and conduct solutions before reporting to REMC and the Corporate Governance Committee on quarterly basis.

12. Communicated to agents, partners and financial institutions regarding the Company’s No Gift Policy by asking them to refrain from giving any gifts, rewards and money or any other forms of benefits to the executives or employees of the Company during New Year or any other festive seasons to maintain transparency and prevent corruption or bribery offered to superordinate, co-workers, trade partners, suppliers, government agencies, and external organizations in compliance with legal requirements and corporate governance principles for public companies having responsibility toward the society and related parties.

13. Continuously provided information regarding No Gift Policy during festive seasons or any other situations as well as Anti-Corruption policy to government agencies and all the Company’s stakeholders through Digital Signage and other channels.

14. Scheduled the annual meeting date of the Board of Directors, Sub-Committees and Annual General Meeting of Shareholders in advance every year, organized the Board of Directors’ Meeting more than six times per year, and delivered meeting documentations to directors at least seven days in advance prior to meeting date. In 2020, the Company organized the Board of Directors’ Meeting for 10 meetings in total, and the directors of the whole Board attended the Board of Directors’ Meeting more than 80% of total meetings organized in previous year. The meeting attendance proportion of each director was not less than 75% of the meetings in the whole year. In the past year, 92.3% of the Board of Directors had higher than 75% meeting attendance.

Mr. Thongma Vijitpongpan, the Group Chief Executive Officer, considerably foresees the significance of code of business conduct and is the one who drives the corporate sustainability management and encourages the Company’s executives and employees to recognize the said significance. He addressed and emphasized on the significance of “Virtue” to the employees in PrukSA CG New Normal Day 2020. The Company is highly confident that the Principles of Good Corporate Governance will enhance sustainable growth of



ด้วยการรวยพรผ่านสื่อออนไลน์ แต่ก็ไม่สุงใจ
ขอส่งความปรารถนาดีให้แก่กัน แบบ Social Distancing
อวยพรผ่านสื่อออนไลน์ ปราศจากการสัมผัส

**“ขอให้ท่านประสบแต่ความสุข
สุขภาพแข็งแรงตลอดปี 2564”**

บริษัท พุกखा โฮลดิ้ง จำกัด (มหาชน) และบริษัทย่อย
ดำเนินกิจการภายใต้หลักการกำกับดูแลกิจการที่ดี
เสริมสร้างค่านิยมและวัฒนธรรมองค์กรแห่งความโปร่งใส

คุณทองมา วิจิตรพงศ์พันธุ์
ประธานกรรมการบริหารและประธานเจ้าหน้าที่บริหารกลุ่ม บริษัท พุกखा โฮลดิ้ง จำกัด (มหาชน)



the Company in transparency of business operation, business management, responsibilities, efficient internal control system, risk management system, and social and environmental responsibility.

With the continuous emphasis on international standard Principles of Good Corporate Governance in consistency with the policy of the Stock Exchange of Thailand and Criteria of ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard), the Company earned satisfactory assessment results and many awards related to good corporate governance, sustainability, and social and environmental responsibility, and awards in other areas related to business operation in 2020 as follows:

Awards in Good Corporate Governance, Sustainability, and Social and Environmental Responsibility

1. Quality Assessment Result for 2020 Annual General Meeting (“AGM”) whereas the Company continuously earned full 100 scores from Thai Investors Association for the fourth consecutive year (from 2017 - 2020).

(Pruksa Real Estate Public Company Limited, the subsidiary, used to earn full 100 scores for four consecutive years during 2013 - 2016 before delisted from the Stock Exchange of Thailand.)

2. “Excellent” Corporate Governance Evaluation Report of Thai Listed Companies 2020 from Thai Institute of Directors (IOD) whereas evaluation score result was earned more than 90 scores for the fourth consecutive year, from 2017-2020.

(Pruksa Real Estate Public Company Limited, the subsidiary, used to earn more than 90 scores for four consecutive years during 2013 - 2016 before delisted from the Stock Exchange of Thailand.)

3. The Company was one of 135 ASEAN listed companies who received the ASEAN Asset Class Award with more than 97.5 scores earned. There were 42 Thai listed companies that received this award.

4. Thailand Sustainability Investment (THSI) Award for the fifth consecutive year from the Stock Exchange of Thailand as a sustainable organization that cares for environment, society and good governance.

Awards related to business operations of the Company

Pruksa Real Estate Public Company Limited, a major subsidiary, received awards as follows:

1. Trophy for an organization that supports Consumer Protection from “Office of the Consumer Protection Board”. Pruksa was the only company from real estate sector who received this award.
2. Honorable Mention on Transparent Operation Organization from the National Anti-Corruption Commission (NACC), as a company that firmly operates its business with good governance and promotes anti-corruption as a company’s policy.
3. Pruksa’s projects were qualified as operators with good wastewater management from the Environmental Office 6, details are as follows:
 - Silver level: Baan Pruksa 111 (Rangsit-Bangpoo 2)
 - Bronze level: Baan Pruksa 123 (Phaholyothin-Klong Luang) and the Residential Juristic Person of Pruksa Ville 81 (Phaholyothin-Nava Nakorn)

The Company’s Principles of Good Corporate Governance are classified into seven categories as follows.

- 1) The Board of Directors
- 2) Rights of Shareholders
- 3) Equitable Treatment to Shareholders
- 4) Role of Stakeholders
- 5) Disclosure of Information and Transparency
- 6) Internal Control and Risk Management
- 7) Philosophy and Code of Conduct

The Company has promoted the compliance with Code of Conduct Manual of the Company by communicating the Principles of Good Corporate Governance and Code of Business Conduct via Employee Communication (“EC News”),

digital signage, posters, employees' LINE group, as well as collection of related information, knowledge and activities of CG Unit via Google Site, prepared by the unit, website of the Company (www.psh.co.th) under section on "Corporate Governance" to ensure that the Board of Directors, executives and employees of the Company are aware of and continuously observe such principles and monitor their performances. In other words, the aforesaid persons must strictly comply with whichever matters that are related to working and significant matters must obtain approval from various sets of committees such as Management Committee, the Executive Committee, the Corporate Governance Committee, the Audit Committee, or the Board of Directors.

I) Board of Directors

The Board of Directors comprises directors with remarkable knowledge and experiences who are widely recognized by the public. The Board of Directors' duties are to set up goals and direction for the Company, and shall be accountable for all shareholders, stakeholders, social, and environment. The Board of Directors also plays an important role in setting up the Company's Vision and Mission and to ensure that the executives can perform their duties at best effort in delivering excellent performance for sustainable growth. Vision and mission, in addition, are regularly reviewed to ensure that the Company's business operations are in-line with targeted plan and can grow sustainably.

I.1 Preparation of Corporate Governance Policy and Code of Business Conduct Manual

The Board of Directors understands the importance of operating the business in order to deliver utmost benefits to shareholders under the good corporate governance principle. The Board of Directors, therefore, has prepared Corporate Governance Policy and Code of Business Conduct Manual for the directors, executives and employees of the Company and disclose them on the Company's website at www.psh.co.th under Corporate Governance Section. It is responsible of directors, executives, and all employees to acknowledge, understand and perform their duties to comply with

Corporate Government Policy and Code of Business Conduct. The monitoring method and activities are as follows:

- (1) Arranging anti-corruption training and ethics course training to the employee since the first day of working through orientation process, and all the employees shall pass the training all tests and sign for acknowledgement and observance.
 - (2) Arranging training/seminar of CG Course to all executives and employees at least once a year to create awareness on Code of Conduct and good governance. After finishing training/seminar, the Company shall arrange the test to ensure that the employees clearly understand and have sufficient knowledge to perform their duties should such circumstance occurs. In case an employee does not pass the test, that said employee, shall further study and look for additional knowledge and redo the test until passing the Company's determined criteria. The Company shall allow employees to freely exchange idea or discuss about doubtful issues throughout his/her service period for clearer and better understanding.
- In addition, the Company's CG department operated online course namely "2020 Applying ethics and Corporate Governance to your work" and requested all employees to take the test. The purpose of the course was to create the importance of good corporate governance and anti-corruption and how they will impact the Company's business operation and recognition.
- (3) Creating awareness and the importance of corporate governance and anti-corruption through the Company's communication channels and summarize information, articles, knowledge, and activities regarding CG activities and post them on Google Site which can be accessed via Link, QR Code, and news release.
 - (4) Acknowledging executives and employees about corruption cases and punishment as well as providing preventive measures as guidelines.

In 2020, the Company had reviewed code of conduct of the Board of Directors and Sub Committees, good corporate governance policy, and code of business conduct manual for directors, executives, and employees, and found that all contents were sufficient and complied with 2017 good corporate governance policy of listed companies. Thus, the Company shall maintain such those policies for another year.

1.2 Corporate Vision, Mission, Culture and Value of the Company

The Board of Directors participates in determining corporate vision, mission, culture, strategy, and value of the Company both in short and long-term view so that all executives and employees shall perform their duties with the same direction under acceptable standard and recognition, which will help the company to grow sustainably. Vision, Mission, Culture, and Value shall be reviewed every accounting year in consistent with changing situation, policy of the Stock Exchange of Thailand and criteria of ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard). The Board of Director shall also govern executives to perform their duties to comply with the Company's Vision, Mission and Strategy regularly. (For more details, see "Pruksa Vision, Mission, Culture and Value" Section).

1.3 Diversity of Board Structure Policy

The Company considerably places high importance on Board Diversity and seek for appropriate directors to perform the roles. Diversity of qualification comprises professional skills, knowledge, capability, and specializations that will bring benefits to the business and support strategic operations in both short and long term, regardless of their gender, nationality, and religion. The Company has prepared questionnaire of qualification and development plan and send them to every Board member to survey their opinions of qualifications of the new member in the future. At present, the Company has been recruiting for a female director to enhance diversity of the board structure.

The Board of Directors (as of 1 January 2021) consists of 10 members including nine males and one female in the range of 40 - 60 years of age for two persons and over 60 years of age for eight persons with details as follows:

1. Independent director and non-executive director of eight persons whereas two independent directors have work experience related to the Company's business namely:
 - (1.1) Mr. Anuwat Jongyindee
 - (1.2) Professor Piyamitr Sritara, MD
2. Independent Directors of seven persons that exceed one-third of the entire Board members namely:
 - (2.1) Dr. Prasarn Trairatvorakul
 - (2.2) Mr. Weerachai Ngamdeevilaisak
 - (2.3) Dr. Piyasvasti Amranand
 - (2.4) Dr. Anusorn Saengnimnuan
 - (2.5) Professor Piyamitr Sritara, MD
 - (2.6) Mr. Anuwat Jongyindee
 - (2.7) Professor Kitipong Urapeepatanapong
3. Two Executive Directors who participate in business management namely:
 - (3.1) Mr. Thongma Vijitpongpan
 - (3.2) Mrs. Rattana Promsawad
4. One Non-Executive Directors who does not participate in business management is Mr. Wichian Mektrakarn.

In addition, the Chairman of the Board (Dr. Prasarn Trairatvorakul) is an independent director and not the same person as the Chairman of the Executive Committee and Group Chief Executive Officer (Mr. Thongma Vijitpongpan), and has no relationship with executives, whose duties, and responsibilities of setting up policy and monitoring business operation are clearly separated and specified. (For more details, see Section "The Board & Management Profile", Section "Roles, Powers and Duties of the Chairman of the Board" and Section "Scope of Powers Duties and Responsibilities of the Executive Committee").

1.4 Director's Qualification

- (1) The director's qualification shall be complied with Public Limited Companies Law and other relevant laws, without the disqualified characteristic as prescribed in Section 89/3 of Securities and Exchange Act (No. 4) B.E. 2551 (2008).

- (2) The directors shall have knowledge, competency, honesty, ethics in business operation and sufficient time to perform their duties for the Company.
- (3) The independent directors shall be qualified as prescribed by the the Notification of Capital Market Supervisory Board.
- (4) The independent directors shall equally take good care of shareholders' benefits without conflict of interests and be able to provide independent comments.

1.5 Office Term of the Director

Number of Office Years per Term

Good Corporate Governance Policy determines that the office term of the director shall be three years per term whereas one year means the period between General Meeting of Shareholders of the appointed year and the General Meeting of Shareholders in the following year. Upon retirement by rotation, the director may be considered from the shareholders to resume the position.

The office term of the sub-committee members shall be in line with office term of the director. Upon retirement by rotation, the sub-committee member may be appointed from the Board to resume the office.

Number of Consecutive Office Terms of the Director

The Company deems that all its directors who are elected from the Shareholders' Meeting are qualified directors with knowledge, competency, virtue and ethics who performed their roles and duties effectively at all time. In case the Shareholders' Meeting remains satisfied with those directors and reelects them to resume the position, the Company shall respect the right and decision of the shareholders. At present, the Company has not determined the number of consecutive office terms of the director.

Nevertheless, the Charter of the Board of Directors shall prescribe that the director shall retire when he or she is fully aged 72 years. In this case, the said director shall retire from the director office from the ending date of the accounting year of the Company.



1.6 The Board of Directors' Meeting

Scheduling of Meeting Date of the Board of Directors' Meeting and Shareholders' Meeting in advance

The Board of Directors shall schedule the meeting date of the Board of Directors' Meeting, Sub-Committees' Meeting and Shareholders' Meeting in advance every year and notify all directors for acknowledgement on such schedule before the end of the year so that the directors can allocate their time for meeting attendance all together. In the Board of Directors' Meeting and Shareholders' Meeting, all directors participate in consideration of the meeting agenda every time. Company Secretary Department shall deliver draft of the meeting invitation letter to the Board of Directors for consideration in advance prior to every meeting so that the Board of Directors shall consider revising/adding the meeting agenda.

In 2020, the Company scheduled the timetable of the Board of Directors' Meeting, Sub-Committees' Meeting and Annual General Meeting of Shareholders for 2021 (in advance) excluding the meeting of other special agenda as follows:

Meeting of the Board of Directors (No./Date)	Meeting of the Executive Committee (No./Date)	Meeting of the Audit Committee (No./Date)	Meeting of the Nomination and Remuneration Committee (No./Date)	Meeting of the Corporate Risk Management Committee (No./Date)	Meeting of the Corporate Governance Committee (No./Date)
1. 15 January 21	1. 13 January 21	1. 12 January 21	1. 15 January 21	1. 12 January 21	1. 21 January 21
2. 19 February 21	2. 20 January 21	2. 16 February 21	2. 19 February 21	2. 16 March 21	2. 8 April 21
3. 19 March 21	3. 3 February 21	3. 16 March 21	3. 19 March 21	3. 13 May 21	3. 8 July 21
4. 14 May 21	4. 17 February 21	4. 12 April 21	4. 14 May 21	4. 13 July 21	4. 7 October 21
5. 16 July 21	5. 3 March 21	5. 13 May 21	5. 16 July 21	5. 14 September 21	
6. 13 August 21	6. 24 March 21	6. 15 June 21	6. 13 August 21	6. 12 November 21	
7. 15 October 21	7. 21 April 21	7. 13 July 21	7. 15 October 21		
8. 15 November 21	8. 5 May 21	8. 11 August 21	8. 15 November 21		
9. 17 December 21	9. 19 May 21	9. 14 September 21	9. 17 December 21		
	10. 2 June 21	10. 12 October 21			
	11. 16 June 21	11. 12 November 21			
	12. 7 July 21	12. 14 December 21			
	13. 21 July 21				
	14. 4 August 21				
	15. 18 August 21				
	16. 8 September 21				
	17. 22 September 21				
	18. 6 October 21				
	19. 20 October 21				
	20. 10 November 21				
	21. 24 November 21				
	22. 8 December 21				
	23. 22 December 21				
Annual General Meeting of Shareholders for 2021 will be held on 29 April 2021					

Remark:

1. Non-executive director meeting will be held on 17 December 2021
2. In 2020, the Board of Directors and executives jointly attended strategic seminar on 26 September and 3 October. In 2021, such seminar will be held on 3-4 September 2021.
3. Meeting schedule can be changed depending on necessity and appropriateness in the future.

The Board of Director's core meeting agenda are:

- (1) Chairman's notice
- (2) Matters arising from the previous meeting
- (3) Performance Management
- (4) Strategy & New Business Initiatives
- (5) Issues for consideration/ approval
- (6) Issues for acknowledgement

Annual General Meeting of shareholders' core agenda are:

- (1) Consideration on the report of the Board of Directors indicating the Company's business in the previous year
- (2) Consideration and approval on statement of financial position and statement of income
- (3) Consideration and approval on appropriation of profit and dividend payment
- (4) Consideration and election of new director in replacement of the director who retires by rotation
- (5) Consideration and determination of director's remuneration
- (6) Consideration and appointment of auditor and determination of audit fee and other issues

Attendance of the Board of Directors/ Advance Receiving of Meeting Documentation

The Company has formulated a policy to define advance determination of number of the Board of Directors' Meetings and Annual General Meetings of Shareholders in the whole year. The Board of Directors' Meeting shall be held more than six (6) times per year and the meeting documentation shall be delivered to the directors in advance for not less than seven (7) days prior to the meeting date.

In 2020, the Company held the Board of Directors' Meeting for 10 (ten) times in total. All directors attended the Board of Directors' Meeting more than 80% of total Board of Directors' Meetings held in last year, and all directors attended the Meeting in the proportion of not less than 75% of the meetings in the whole year. In case the meeting is not held monthly, the operating result report shall be delivered to the Board of Directors for acknowledgement in the month that has no meeting so that the Board of Directors can continuously supervise, control, and oversee the operation

of the Management on an update and timely basis. (For more details, see "Attendance of the Board of Directors' Meeting in 2020" Section).

In addition, after completion of the Board of Directors' Meeting and Sub-Committees' Meeting, the Company Secretary and Secretary of Sub-Committees shall quickly notify the meeting resolutions for acknowledgement of the Board/Sub-Committees and the Management so that the Management shall immediately further execute the meeting opinions and suggestions. The Company Secretary and the Secretary of Sub-Committees shall monitor the progress whether and how the Management executes according to the opinions and suggestions, and report to the Board of Directors' Meeting and the Sub-Committees' Meetings for consideration or acknowledgement accordingly.

Minimum Element during Resolution of the Board of Directors

The Company has formulated a policy that not less than two-third of total directors shall be present while the Board of Directors resolves any meeting agenda.

I.7 Disclosure of Number of the Audit Committee's Meetings in the Year

(For more details, see "Attendances of the Board of Directors' Meeting in 2020" Section)

I.8 Company Strategic Planning and Implementation

In the Board of Directors' Meetings every year, the Board shall consider the Company's annual and five-year strategic plans. In 2020, the Board mutually considered the plan of annual strategic planning for 2020 - 2024 in advance. The Board shall monitor the Management regularly on how the strategic plans are implemented. The Management shall report an execution of the plan to the Executive Committee's Meeting and the Board of Directors' Meeting for acknowledgement monthly regarding an acknowledgement of monthly operating result, a report of business operation progress, and a quarterly review of strategic plans.

In addition, the Company Secretary shall formulate a standing agenda of strategic plan review on a quarterly basis to acknowledge the Executive Committees and the Board of Directors so that they can provide suggestions to the management particular on the issues that related to financial position so that the Company can achieve the target as planned.

1.9 Sub-Committees

The Company has set up Sub-Committee according to the requirement of the Stock Exchange of Thailand, to support the work of the Board of Directors. The Sub-Committees comprise the Audit Committee, the Corporate Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee.

1.9.1 The Audit Committee

The duties of the Audit Committee are to review to ensure the Company's preparation of appropriate and adequate financial reports, provide consent on the change in the significant accounting principles or accounting practice, have proper and effective internal control and internal audit system, and consider on the independence of Internal Audit Division, as well as provide consent on consideration on the appointment, removal and dismissal of the Head of Internal Audit Division or any other units in charge in internal audit, review of internal audit result report which is proposed to the Management, as well as review of the Management's opinions toward the audit aspect. The Audit Committee shall meet the executives, contact the employees and access to the related information without restriction, consider the Company's information disclosure in case that the connected transaction or transaction that may have conflict of interest between the Management, Board of Directors or shareholders, as well as prevent the improper use of property, information and opportunities of the Company and subsidiaries in doing transactions with improper persons who have a relationship with the Company and subsidiaries to be in accordance with law and requirement of the Stock Exchange of Thailand to ensure that the said transaction is reasonable and generates utmost benefit to the Company and subsidiaries. The Audit Committee's report shall be

prepared and disclosed in the Annual Report of the Company and subsidiaries. The observance with Securities and Exchange Law, Requirement of the Stock Exchange of Thailand or relevant laws of the Company's and subsidiaries' business shall be reviewed. The selection, appointment, nomination and determination of the remuneration of the auditor shall be considered. In addition, the Charter shall be reviewed at least once a year. The Audit Committee shall independently take any other actions as assigned by the Board of Directors, perform duties and express its opinions through Internal Audit Division that directly reports to the Audit Committee. The Audit Committee shall also regularly discuss with the external auditor.

1.9.2 The Corporate Risk Management Committee

The duties of the Corporate Risk Management Committee are to acknowledge and suggest toward the Company's policy, strategy, and guideline of corporate risk management, review the risk management plan of the Management and risk management process in the organizational overview, acknowledge the significant risk and consider whether the Management properly responds to risk, and follow up the practical result under the framework of corporate risk management.

1.9.3 The Nomination and Remuneration Committee

The duties of the Nomination and Remuneration Committee are to formulate policy and criteria of nomination and nomination consideration for the Board of Directors, Sub-Committees, Group Chief Executive Officer, Deputy Group Chief Executive Officer, Chief Executive Officer, and Managing Director both for the Company and its subsidiaries to propose to the Board of Directors for consideration and approval and/or propose the Shareholders' Meeting for approval; formulate policy and criteria of remuneration determination and determination of the necessary and proper remuneration both in monetary and non-monetary form; formulate criteria and procedure of performance appraisal; consider and review policy and criteria of the nomination and determination of remuneration and remuneration payment system to always be proper for duties and responsibilities and consistent with the Company's operating result and market situation.

1.9.4 The Corporate Governance Committee

The duties of the Corporate Governance Committee are to consider and review Good Corporate Governance Policy and Code of Business Conduct Policy, Social and Environmental Responsibility Policy, Sustainable Development Policy of the Company, any other policies and practical guidelines that support the Company's operation according to the guideline of good governance and present them to the Board of Directors for an approval; supervise the Management to continuously implement the aforesaid policies/practical guidelines for development of the Company; follow up and review internal work systems to be consistent with Code of Conduct and best practice; follow up and command in case that there is the issue of non-compliance with the formulated policies and practical guidelines from the operation of the Management and the employees; follow up and report the Board of Directors and external organizations about the corporate performance according to Good Corporate Governance Policy and other relevant policies as appropriate

1.9.5 The Executive Committee

The duties of the Executive Committee are to formulate the policy, target, strategy, operating plan, annual budget and managerial power of the Company and propose to the Board of Directors for approval; supervise and control the Company's business operation to be effective; provide suggestions or advices to the top executives; approve budget for investment, participate in financial transaction with financial institution, purchase/sell/register land ownership for the Company's normal business operation; determine efficient organization structure and management structure; govern and ensure information security, utilize and take care of information of the customers and related persons; govern and approve issues related to the Company's operation as well as scrutinize all types of works proposed to the Board of Directors except works under other sub-committee's duties and responsibilities and/or powers.

1.10 Invitation of Top Executive to Attend the Meeting

The policy of the Company is to invite top executives to attend the Board of Directors' Meeting every time and invite the inferior ranking executives to attend the meeting in the agenda related to the said executives in order to answer queries, provide additional related data and details and give the Board of Directors an opportunity to be acquainted with each top executive and the inferior ranking executive for succession plan consideration.

1.11 Charter of the Board of Directors and Sub-Committee

To ensure that regulations in the operation of the Board of Directors and Sub-Committees are clear and practical, the Company has prepared the Charter of the Board of Directors and Sub-Committees such as Charter of the Audit Committee, Charter of the Corporate Risk Management Committee, Charter of the Nomination and Remuneration Committee, Charter of the Corporate Governance Committee, and Charter of the Executive Committee. The content in the Charter shall be classified into different sections, for example, the section of Objective, Element and Qualification, Office Term, Powers, Duties and Responsibilities, Meeting, Quorum and Reporting. Their details are disclosed in the Company's website at www.psh.co.th.

The Company shall review and update such charters at least once a year so that the content will cover any situations changed. In 2020, the Board of Directors considered and reviewed the adoption of Corporate Governance Code for Listed Companies 2017 as guideline to be consistent with the guideline of the Company's business operation, as well as updated the Charter of the Board of Directors and Sub-Committees, to be consistent with the said Corporate Governance Code. After the review, the Board of Director found that the charters are complied with Corporate Governance Code for Listed Companies 2017 and appropriate for the Company's business operation, so all the contents in the chartered can be maintained.

I.12 Orientation of Newly Appointed Director/ Training and Development of Directors and Executives

In order to assist the newly appointed directors to understand the Company's business operation and swiftly perform their duties, the Company formulates guidelines for the readiness of the newly appointed directors as follows:

- (1) The orientation of every newly appointed director has been determined by the Company under objective that the newly appointed director shall have knowledge and understanding of the Company's business operation, and roles and responsibilities in accordance with laws and international standard criteria of good corporate governance, for preparedness of the director to efficiently perform their duties. The Company Secretary shall coordinate and present adequate significant information in various issues such as vision, mission, value, regulation, rule, management structure, as well as other related information such as:
 - Corporate Governance Policy
 - Code of Business Conduct Manual
 - Charter of the Board of Directors and Sub-Committees
 - Memorandum and rules of the Company
 - Annual Report
 - Minutes of the Board of Directors' Meeting and Shareholders' Meeting in the past year

- (2) The Company's business information
 - Strategy and operating guideline
 - Director's sites visit such as precast factories and the Company's single-detached house, townhouse, and condominium projects.

The Company shall formulate meeting to exchange experiences between directors and top executives such as Group Chief Executive Officer, Deputy Group Executive Officer, Chief Executive Officer of Pruksa Real Estate, and Chief Executive Officer of Vimut Hospital Holding Co., Ltd.

In addition, the Company shall formulate policy for directors to attend external training to enhance skills and knowledge regularly such as training organized by Thai Institute of Directors, the Stock Exchange of Thailand, The Securities and Exchange Commission, Thailand, and other related training organized by public and private agencies, as well as to participate in any field trips such as the precast factories and the Company project sites. The Company shall survey the director's need and support in other trainings to perform their duties efficiently and comply with good corporate governance.

Record of Training or Seminar of the Company's Board of Directors

No.	Name	Position	Training/seminar	Institution
1	Dr. Prasarn Trairatvorakul	Chairman of the Board of Directors / Independent Director	1. IT Governance and Cyber Resilience Program - ITG Class 15/2020 2. Board Nomination and Compensation Program - BNCP Class 5/2018 3. Ethical Leadership Program - ELP Class 2/2015 4. Directors Certification Program - DCP Class 21/2012 5. Role of the Chairman Program - RCP Class 2/2011 6. Role of Directors in Listed Companies in Mitigating Enterprise Risks Related to Cyber Crime, Challenges and Solution 7. The Joint State-Private Sector Course, National Defense College Class 15 8. The Executive Program in Energy Literacy for a Sustainable Future Class 9	1. - 5. Thai Institute of Directors 6. The Securities and Exchange Commission 7. National Defense College 8. Thailand Energy Academy
2	Mr. Thongma Vijitpongpan	Authorized Director / Executive Vice Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee / Chairman of the Executive Committee / Group Chief Executive Officer	1. Director Certification Program - DCP Class 50/2004 2. Finance for Non-Finance Directors - FND Class 5/2003	1. - 2. Thai Institute of Directors
3	Dr. Piyasvasti Amaranand	Independent Director / Chairman of the Audit Committee	Director Accreditation Program - DAP Class 35/2005	Thai Institute of Directors

No.	Name	Position	Training/seminar	Institution
4	Mr. Weerachai Ngamdeevilaisak	Independent Director / Member of Audit Committee / Chairman of Corporate Risk Management Committee / Chairman of Nomination and Remuneration Committee	1. Chartered Director Class - CDC Class 8/2014 2. Successful Formulation & Execution of Strategy Class 4/2009 3. Role of the Compensation Committee - RCC Class 3/2007 4. Finance for Non - Finance Director - FND รุ่น 1/2001 5. Director Certification Program - DCP Class 0/2000	1. - 5. Thai Institute of Directors
5	Dr. Anusorn Saengnimnuan	Independent Director / Chairman of the Good Governance Committee / Member of the Nomination and Remuneration Committee	1. Refresher Course DCP - DCP Re Class 1/2008 2. Director Certification Program - DCP Class 62/2005 3. Director Accreditation Program - DAP Class 40/2005 4. Finance for Non-Finance Directors - FND Class 22/2005 5. The Joint State-Private Sector Course, National Defense College 6. Leadership Program, Capital Market Academy Class 10 7. Advanced Diploma, Public Administration and Public Law Class 5 8. Public Director Certification Program Class 1	1. - 4. Thai Institute of Directors 5. National Defense College 6. Leadership Program, Capital Market Academy Class 10 7. King Prajadhipok's Institute 8. Public Director Institute (PDI)
6	Professor Piyamitr Sritara, MD	Independent Director	1. IT Governance and Cyber Resilience Program - ITG Class 15/2020 2. Director Certification Program - DCP Class 244/2017	1.-2. Thai Institute of Directors
7	Mr. Anuwat Jongyindee	Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee	1. Ethical Leadership Program - ELP Class/2018 2. Director Accreditation Program - DAP Class 82/2010 3. Audit Committee Program - ACP Class 31/2010 4. Director Certification Program - DCP 135/2010	1. - 4. Thai Institute of Directors

No.	Name	Position	Training/seminar	Institution
8	Professor Kitipong Urapeepatanapong	Independent Director / Member of the Corporate Risk Management Committee	1. IT Governance and Cyber Resilience Program - ITG Class 15/2020 2. Role of the Chairman Program - RCP Class 21/2009 3. Refresher Course DCP - DCP Re Class 5/2007 4. Director Certification Program - DCP Class 0/2000	1. - 4. Thai Institute of Directors
9	Mr. Wichian Mektrakarn	Authorized Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee	1. IT Governance and Cyber Resilience Program - ITG Class 13/2020 2. Advance Audit Committee Program - AACP Class 36/2020 3. Ethical Leadership Program - ELP Class 12/2018 4. Role of the Chairman Program - RCP Class 40/2017 5. Board that Make a Difference - BMD Class 3/2016 6. Director Certification Program - DCP Class 107/2008 7. Advanced Technical in Microwave 8. Mini MBA for Shinawatra Executives 9. Advanced Executive Program 10. Advanced Certificate, Executive Program Class 8 11. Politics and Governance in Democratic Systems for Executives Class 17	1. - 6. Thai Institute of Directors 7. California State University Northridge 8. Chulalongkorn University 9. Kellogg School of Management, Northwestern University, USA 10. Capital Market Academy 11. King Prajadhipok's Institute
10	Mrs. Rattana Promsawad	Authorized Director / Member of Corporate Governance Committee	Director Certification Program - DCP Class 52/2004	Thai Institute of Directors

Record of Training or Seminar of the Company's Board of Directors in 2020

In 2020, four directors of the Company attended trainings or participated in seminar to enhance knowledge at Thai Institute of Directors as follows:

Name	Position	Training/seminar	Institution
1. Dr. Prasarn Trairatvorakul	Chairman of the Board/ Independent Director	IT Governance and Cyber Resilience Program - ITG Class 15/2020	Thai Institute of Directors
2. Professor Piyamitr Sritara, MD	Independent Director	IT Governance and Cyber Resilience Program - ITG Class15/2020	Thai Institute of Directors
3. Mr. Wichian Mektrakarn	Authorized Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee	1. IT Governance and Cyber Resilience Program - ITG Class 13/2020 2. Advanced Audit Committee Program Class 36/2020	1.-2. Thai Institute of Directors
4. Professer Kitipong Urapeepatanapong	Independent Director / Member of the Corporate Risk Management Committee	IT Governance and Cyber Resilience Program - ITG Class 15/2020	Thai Institute of Directors

The Company allows directors and executives opportunity to exchange knowledge and experience among each other or with external specialists in order to enhance knowledge related to laws, risks related to business operations, economic situation and new aspects of technology change through Cozy Tea Time activity before each Board of Directors' Meeting. In 2020, the topics discussed were 2020 overall investment strategy and economy crime in digital era & real estate sector.

In addition to trainings and seminars mentioned above, the Board of Directors and top executives held joint strategic seminar to determine the Company's business direction on 26 September and 3 October 2020.

Record of refreshing accounting training for Chief Financial officer (CFO) and accountants in 2020

In 2020, the Company's CFO and accountants participated in training course or seminar to refresh accounting knowledge to be well prepared for financial statement preparation and quality reports as follows:

Name	Position	Training course/Seminar	Training/ seminar hours	Institution
1. Ms.Suporn Treewichayapong	CFO	1. TLCA CFO Professional Development Program (TLCA CFO CPD) No. 3/2020 2. CFO Refresher Class 1	2 7	Thai Listed Company Association (23 July 2020) The Stock Exchange of Thailand (7 November 2020)
Total (hours)			9	

Name	Position	Training course/Seminar	Training/ seminar hours	Institution
2. Ms. Jintana Insee	Accountant	1. Financial Statement Analysis	7	Department of Business Development, Ministry of Commerce (3 June 2020)
		2. Cash Flow	7	Department of Business Development, Ministry of Commerce (25 May 2020)
Total (hours)			14	

I.13 Training Course Related to Director Function

The Company establishes a policy to encourage each director to regularly attend the trainings organized for directors whereas 10 directors attended trainings and courses organized by Thai Institute of Directors as follows:

- (1) Director Certification Program (DCP) - 9 Persons
- (2) Director Accreditation Program (DAP) - 3 Persons
- (3) Audit Committee Program (ACP) - 1 Person
- (4) Role of the Compensation Committee (RCC) - 1 Person
- (5) Board Nomination and Compensation Program (BNCP) - 1 Person
- (6) Successful Formulation & Execution of Strategy (SFE) - 1 Person
- (7) Finance for Non-Finance Directors (FND) - 3 Persons
- (8) Ethical Leadership Program (ELP) - 3 Persons
- (9) Chartered Director Class (CDC) - 1 Person
- (10) IT Governance and Cyber Resilience Program (ITG) - 4 Persons
- (11) Advance Audit Committee Program (AACP) - 1 Persons
- (12) Role of the Chairman Program (RCP) - 3 Persons
- (13) Board that Makes a Difference (BMD) - 1 Persons
- (14) Defining Boardroom Culture- An Imperative of High-Performing Leadership 2019 - Persons

I.14 Internal Control/Risk Management Policy

The Company emphasizes on Internal Control Policy and Risk Management Policy. The Audit Committee's duty is to review the internal control system adequacy assessment result to ensure adequate and proper internal control system for business operation. The practical framework and guideline of internal control according to international standard of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) are applied for improvement and development together with framework and guideline of Enterprise Risk Management (ERM) as the Management's tool in development for more complete internal control and risk management systems (For more details, see "Internal Control and Risk Management) Section.

I.15 Provision and Disclosure of Internal Control System and Risk Management System

The Board of Directors provides and discloses internal control system and risk management system of the Company by determining as the guideline of key risk management to be extensively companywide under system consideration and review or efficiency assessment for at least once a year in every period that the changing risk level is detected; and emphasizing on all early warning sign and abnormal systems. The Board of Directors or the Audit Committee remarked the opinion towards

the adequacy of the internal control system and risk management system of the Company in Annual Report (For more details, see Section “Internal Control and Risk Management”).

I.16 The Board of Directors’ Opinion towards Adequacy and Appropriateness of the Company’s Internal Control System and Risk Management System

The Board of Directors remarked the opinion towards adequacy of the Company’s internal control system and risk management system that the Company has had appropriate and adequate internal control system and risk supervision (For more details, see “Report of the Audit Committee” Section).

I.17 Guideline of the Company’s Key Risk Management

The duty of the Company’s Corporate Risk Management Committee is to recommend the Management on determining framework and guideline for systematic risk management and supervision. The Board of Directors and the executives emphasize on risk management by determining the assessment of risk factors and preventive system to abate the impact that may occur with the Company’s business operation. In the Meeting of the Corporate Risk Management Committee, the representatives from each business unit shall be invited to propose issues which have been executed according to risk management guideline to inform problems/troubles related to business operation in order to get additional suggestions from the Committee.

In addition, the Company established Business Continuity Management (BCM) Plan as guideline for all business units to follow in case any events of business interruptions occur. The experienced and expert advisors shall be recruited for setting up the plan. (For more details, see “Internal Control and Risk Management” Section).

I.18 Compliance Division

The Company established Compliance Division, internally called “CG Management”, with the main duty in Corporate Governance and Compliance. The tasks of this division are as follows:

- (1) To provide the framework for corporate governance principle that supports organizational vision and mission, which indicates efficient, transparent and accountable management system, as well as strengthens trust and confidence among shareholders, investors, stakeholders and all related parties.
- (2) To arrange the process in building up relationship between the Board of Directors, Management, and shareholders in order to create competitiveness which will lead to sustainable growth and value added to shareholders and other stakeholders.

I.19 Establishment of Internal Audit Division

The Board of Directors has established Internal Audit Division whereas Mr. Premasak Wallikul, the Secretary of the Audit Committee serves as Head of Internal Audit (For more details, see “The Board & Management Profile” Section). In order to ensure efficient and independent function, the Board of Directors therefore determined that the Internal Audit Division shall report directly to the Audit Committee. The Audit Committee then reported the significant function and performance or opinion in various issues such as disclosure of number of the Audit Committee’s Meetings in the year, assessment and review of the internal control system, related party transaction, consideration on nominating and appointing auditor, review of financial reports, supervision on compliance with rule, regulation, policy and conclusion/opinion of the Audit Committee towards the overall operations to the Board of Directors. (For more details, see “Attendance of the Audit Committee’s Meeting in 2020” Section and “Report of the Audit Committee” Section).

I.20 Conflict of Interest Policy

The Board of Directors emphasizes on careful, fair, and transparent handling of the conflict of interests of the related parties both in organizational level and in personnel level of the Company and determining the policy and guideline of best practice on the transaction which are conflict of interests and disclosure of the complete information for the said issue.

In case that any director and executive have conflict of interest with the issue under consideration, the said director and executive shall not attend the meeting or shall abstain voting in that agenda.

The Company's Conflict of Interest Policy

- (1) The employee shall avoid the conflict between personal interest and the Company's interest in dealing with business partner and any other person.
- (2) In case the employee is the director or advisor of other company, organization, or other business association, it shall not be in conflict with interest and direct function.
- (3) The employee shall not be a partner or shareholder with decision making power or an executive in the business that is competitive or in same business nature of the Company. However, in case that the situation may not be avoidable, the superior shall be immediately reported for acknowledgement.
- (4) During service with the Company and after service termination, the employee shall not disclose information which is considered as the Company's secret for any other person's benefit at all whether it is electronics information, financial information, operational information, business information, future plan of the Company, and others.
- (5) In case where the employee or his/her family member is involved in or is the shareholder in any business that may have interest or cause conflict of business with the Company, he/she shall notify his/her superior for acknowledgement in written manner.
- (6) The employee shall not borrow money from the business partner which is dealt for business by the Company except the financial institution due to the possibility of functional influence on behalf of the Company's representative.
- (7) The employee shall avoid getting involved with any activity that may cause conflict of interest of the Company or incur any form of financial obligation with the person related with the Company's business or employee.
- (8) The employee is prohibited to pay the Company's money or give the Company's assets to any person without approval from the authorized person.

- (9) Every employee shall fully devote himself/herself and time to the Company's business. In case of necessity to perform other task for earning more income or for other purpose over working hours, the said task shall be as follows:

- 9.1 Not violate law or in conflict with public order or good public morals
- 9.2 Not in conflict with the Company's interests
- 9.3 Not engage in the business which is competitive or has the same nature as the Company's business
- 9.4 Not damage the Company's reputation or business
- 9.5 Not use the Company's secret or confidential information
- 9.6 Not affect work under his/her duty

I.21 The Board of Director's Independence from the Management

The Board of Directors is independent in giving the opinion on the Management's works to maximize benefit of the Company and the shareholders. The duties and responsibilities between the Board of Directors and the Management are clearly segregated. For the Board of Directors to work independently, the Chairman of the Board shall be independent and not be the same person as Chairman of the Executive Committee or the Group Chief Executive Officer. The duties of the Board of Directors are to formulate vision, mission, target, core objective of the business operation, direction, business strategy and good corporate governance for management's guideline to efficiently perform their duties and deliver the most benefit to the Company and shareholders. (For more details, see "Scope of Powers, Duties and Responsibilities of the Board of Directors and Group Chief Executive Officer" Section).

I.22 Approval Authority of the Board of Directors

Apart from the authorities prescribed by law and regulation, the Board of Directors remains having power to approve issues as prescribed in the Charter of the Board of Directors as follows:

- (1) To function with responsibility, carefulness and honesty and comply with laws, objectives, articles of association, as well as resolution of the Shareholders' Meeting, unless in the issue that requires approval from the Shareholders' Meeting prior to execution, such as the issue required by law to be resolved by the Shareholders' Meeting, connected transaction performing and purchase or sale of significant asset pursuant to the regulation of the Stock Exchange of Thailand or as prescribed by other government agencies, etc.; and have duty to supervise the Company and its subsidiaries to comply with laws related to business operation of the Company and its subsidiaries and law related to prohibition of bribery or corruption support.
- (2) To govern the business to have ethical operation such as preparation and disclosure for acknowledgement of the Corporate Governance policy of the Company and its subsidiaries according to the Principle of Good Governance and Code of Business Conduct Manual for directors, executives and employees of the Company and its subsidiaries, and determine the compliance and follow up for practice, as well as review for consistency with the changing situation.
- (3) To consider the approval of the business policies as well as visions mission, target, operational plans, business strategies and annual budgets of the Company and its subsidiaries; and monitor and supervise the Management's administration to be efficient and in line with the formulated policies, plans and budget.
- (4) To continuously follow up the overall operation of the Company, subsidiaries, and associated companies according to operational plan and budget of the Company and subsidiaries.
- (5) To prepare proper financial statements of the Company and its subsidiaries on the ending date of the accounting period both for statement of financial position and statement of comprehensive income to comply with Generally Accepted Accounting Standard and audited by auditor prior to proposing to the Shareholders' Meeting for consideration and approval.
- (6) To prepare Annual Report of the Company and take responsibility of preparation and disclosure of the Company's financial statements to present financial position and overall operation in the previous year; and propose to the Shareholders' Meeting for consideration and approval.
- (7) To consider approval on appointment of the qualified person without prohibited characteristic as prescribed by Public Limited Companies Act B.E. 2535 (1992) and Securities and Exchange of Thailand Law including the relevant notification, regulation and/ or rule for assuming director position in case where the director position is vacant due to other reason apart from retirement by rotation.
- (8) To consider appointment or alteration of the independent director by considering qualification and prohibited characteristic of the independent director pursuant to Securities and Exchange of Thailand Law, Notification of Capital Market Supervisory Board, as well as relevant Notification, Regulation and/or Rule of the Stock Exchange of Thailand or propose to the Shareholders' Meeting for consideration and appointment as the Company's independent director accordingly.
- (9) To consider appointment or alteration of the Audit Committee having qualification pursuant to Securities and Exchange of Thailand Law, Notification of Capital Market Supervisory Board as well as Notification of Regulation and/or Rule of the Stock Exchange of Thailand.
- (10) To consider appointment or alteration of the executive director by selecting from the director or executive of the Company or the outsider; and determine scope of powers, duties and responsibilities of the executive director.
- (11) To consider appointment or alteration of the Sub-Committee to help working according to the responsibilities of the Board of Directors.
- (12) To consider determination and alteration of the name of the authorized signatory director to bind with the Company and its subsidiaries.

- (13) To consider and/or give consent on appointment of the top executives of the Company and its subsidiaries, and determine the scope of powers, duties, and responsibilities of Group Chief Executive Officer.
- (14) To consider and propose the Shareholders' Meeting for appointment of the director of the Company; consider the appointment of its subsidiaries' director in consistency with the proportion of shareholding of the Company in the said subsidiaries; and consider the determination of remuneration for the said director.
- (15) To appoint any other person to operate the Company's business under control of the Board of Directors or may authorize the said person to have power and/or within the time deemed appropriate by the Board of Directors. The Board of Directors may cancel, withdraw, change, or alter that power. The authorization under the scope of the defined authority shall not be the nature of authorization or sub-authorization that allows the said Executive Committee, Group Chief Executive Officer, and Sub-Committees to consider and approve the transaction that may have conflict, gain, and loss or conflict of any other interests with the Company or its subsidiaries except it is the approval of the transaction according to policy and criteria already considered and approved by the Shareholders' Meeting or the Board.
- (16) To consider determination of the organization structure and management structure.
- (17) To consider appointment of the Company Secretary, and determination of the scope of duties and responsibilities of the Company Secretary.
- (18) To consider selection and give consent on nomination of the auditor of the Company and its subsidiaries; and consider determination of the proper remuneration as proposed by the Audit Committee prior to proposing to the Annual General Shareholders' Meeting for consideration and approval.
- (19) To execute to ensure that the Company and its subsidiaries shall have appropriate and efficient accounting system, reliable financial reporting, and adequate and appropriate internal control system, and internal audit system in accordance with the accepted standard and filing system whereas the information accuracy can be verified later.
- (20) To consider approval of risk management policy to be extensively companywide and govern to have appropriate risk management process to reduce impact on the business of the Company and its subsidiaries.
- (21) To consider approval on performing transaction of acquisition or disposition of the assets of the Company and its subsidiaries except the said transaction must be approved by the Shareholders' Meeting. The consideration on the said approval shall be according to the Notification of Capital Market Supervisory Board and/or the relevant Notification, Regulation and/or Rule of the Stock Exchange of Thailand.
- (22) To consider approval on performing connected transaction of the Company and its subsidiaries except the said transaction must be approved from the Shareholders' Meeting. The consideration on the said approval shall be according to the Notification of Capital Market Supervisory Board and/or the relevant Notification of Regulation and/or Rule of the Stock Exchange of Thailand to govern, control, and prevent not to cause conflict of interests between the stakeholders of the Company and its subsidiaries.
- (23) To consider approval of interim dividend payment to the shareholder upon deeming that the Company earns reasonable profit to do so; and report the said dividend payment for acknowledgement of the Shareholders' Meeting in the next Shareholders' Meeting.
- (24) To completely, properly, and duly disseminate and disclose the appropriate information to the stakeholder, the person with conflict of interests and the related parties.
- (25) To request for professional opinion from external organization if it is necessary to support the appropriate decision making.
- (26) To govern the subsidiaries as if a unit of the Company and control the subsidiaries to strictly comply with the regulation of the subsidiaries.
- (27) To determine the framework of information technology management policy and information technology security system measure in accordance with the accepted industrial standards, and monitor, review and update to be consistent and appropriate for information technology risk.

- (28) To promote appropriate creation and application of innovation and technology for business operation, efficient resource consumption, and mutual benefits for the Company's business, customers, business partners, related parties, society, and environment.

1.23 Appraisal of the Performance of the Board of Directors (the Whole Board and Individual Person) and all Sub-Committees

The Company determines the appraisal of the performance of the Board of Directors and Sub-Committees for at least once a year by appraising the performance of the whole Board and individual persons for overall working benefit of the Board of Directors and indicating the significant aspect under belief of the Board of Directors that will create more benefit to the Company than existent. The objective of this performance appraisal is to increase the efficiency of the Board of Directors and Sub-Committees, and also utilize the result for improvement of the function of the Board of Directors and Sub-Committees.

Performance Appraisal Process

- (1) Board of Directors (the Whole Board and Individual Person)
- (2) Sub-Committees

The Company determines the policy and process of performance appraisal of the Board of Directors (the whole board and individual person) and Sub-Committees as follows:

1. At the end of year, the Company Secretary and Sub-Committee's Secretary, including the Audit Committee, the Corporate Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee, shall deliver Performance Appraisal Form for the Board of Directors (the whole Board and individual person) and Sub-Committees to appraise annual performance.
2. After the Board of Directors (the whole Board and individual person) and Sub-Committees complete performance appraisal, they will return the Performance Appraisal Form to the Company Secretary and each

Sub-Committee's Secretary for gathering the appraisal result of each member, concluding the appraisal result of the Board of Directors (the whole Board and individual person) and of Sub-Committees, and reporting to the Board of Directors and/or each Sub-Committee for acknowledgement accordingly.

3. The Nomination and Remuneration Committee shall gather performance appraisal result of the Board of Directors (the whole Board and individual person) and Sub-Committees to be part of remuneration payment for the directors/committee members of the Company.

Criteria of Performance Appraisal

- (1) The Board of Directors (the Whole Board and Individual Person)
- (2) Sub-Committees

The Company has adapted the Stock Exchange of Thailand's sample of Performance Appraisal Form for the Board of Directors and Sub-Committees and updated the criteria of performance appraisal to be consistent with the structure of the Board of Directors with details as follows.

Scoring

- Earned score for 85 - 100 percent means Very Good - Excellent.
- Earned score for 75 - 85 percent means Good.
- Earned score for 65 - 75 percent means Quite Good.
- Earned score for 50 - 65 percent means Fair.
- Earned score below 50% means Need Improvement.

Performance Appraisal

1. The Board of Directors (the Whole Board and Individual Person)
2. Sub-Committees

Main consideration topics of Performance Appraisal for the Board of Directors (the Whole Board and Individual Person) and Sub-Committees consist of the following:

- Structure and qualification of the Board of Directors
- Roles/duties and responsibilities of the Board of Directors
- The Board of Directors' Meeting
- Self-development of the directors and executives
- Communication and coordination between Sub-Committees and the Board of Directors
- Function in consistency with good corporate governance
- Overall opinion conclusion

Average Appraisal Result of the Board of Directors (the whole Board and individual person) and each Sub-Committee are as follows:

1. The Board of Directors (the whole Board) earned the score of appraisal result in 2020 at 93.16% which is Very Good-Excellent level.
2. The Board of Directors (individual person) earned the score of appraisal result in 2020 at 93.46% which is Very Good-Excellent level.
3. The Executive Committee earned the score of appraisal result in 2020 at 86.36% which is Very Good Excellent level.
4. The Audit Committee earned the score of appraisal result in 2020 at 98.95% which is Very Good-Excellent level.
5. The Corporate Risk Management Committee earned the score of appraisal result in 2020 at 81.00% which is Good level.
6. The Nomination and Remuneration Committee earned the score of appraisal result in 2020 at 90.21% which is Very Good-Excellent level.
7. The Corporate Governance Committee earned the score of appraisal result in 2020 at 100.00% which is Very Good-Excellent level.

I.24 Preparation of Development Plan for the Board of Directors

In order to comply with the 2017 Good Corporate Governance Guideline of the Securities and Exchange Commission which indicates that the Board of Directors shall encourage each director to have knowledge and understanding of the duties, responsibilities, business operation, related law and regulations as well as to update skills and knowledge to perform their duties on a regular basis, the Company shall support directors to participate in related trainings and be responsible for the expenses occurred. The Company shall survey the training needed from each director so that the result shall be used in preparing training and knowledge development program to be suitable for the need of each person. Various forms of such program may consist of internal and external training, the Group Company's site visit, knowledge sharing among the directors or among the directors and executives, etc.

I.25 Performance Appraisal for the Top Executive (Group Chief Executive Officer)

At the end of every year, the Company determines that all of the Company's independent directors shall appraise leadership behaviors of the top executive (Group Chief Executive Officer). After that, the Management shall submit the said appraisal result to the Nomination and Remuneration Committee to be further used as support in considering performance appraisal of the top executive. The score of the said appraisal result shall be deemed as individual secret data, and unable to be disclosed by the Company. Criteria of the appraisal are as follows:

- (1) Independent director shall appraise the performance of Group Chief Executive Officer in Leadership Behaviors under the following criteria.
 - 1.1 Corporate Governance
 - 1.2 Puksa Culture and Values
 - 1.3 Strategic Planning
 - 1.4 Problem-Solving
 - 1.5 Holding Accountability
 - 1.6 Innovation
 - 1.7 Developing People
 - 1.8 Team Building
 - 1.9 Leading Change
 - 1.10 Motivating and Influencing Others
- (2) The Nomination and Remuneration Committee shall appraise the performance of Group Chief Executive Officer under the following criteria.
 - 2.1 Leadership Behaviors by Independent Director
 - 2.2 Overall Business Operation of the Company
 - 2.3 Operation according to the Policy assigned by the Board of Directors
 - 2.4 Function in Consistency with Good Corporate Governance

I.26 Remuneration Policy for Group Chief Executive Officer

The payment of remuneration to the Group Chief Executive Officer both in short and long-term shall be made under

transparent and fair consideration procedure. The Nomination and Remuneration Committee shall determine the criteria and policy to determine remuneration for Group Chief Executive Officer and top executives every year and appraise performance.

In determining both short- and long-term remuneration policy, key performance index (KPI), overall business operation of the Company, operation according to the policy assigned by the Board of Directors, function in consistency with good corporate governance and practical guideline of the big business group as well as leadership competency shall be considered as incentive and retention in order to maintain them to work for the Company in the long run.

Total remuneration of Group Chief Executive Officer and top executives for five persons equaling to 55,589,473 Baht, consisting of salary, bonus, incentives, provident fund, and others.

I.27 Remuneration Structure for Non-Executive Directors

The Company has formulated remuneration policy, criteria, and procedure for director in each position at an attractive level in order to retain qualified directors. Remuneration is divided into two parts, which are monetary remuneration and others, including monthly salary, meeting allowance, bonus, and other incentives (e.g., remuneration for special speakers at events held by the Company, mentoring fee for the Company's executives and others). The remuneration is clearly and transparently announced and is determined by considering the rate offered by leading companies within the same sector and in other sectors, information from the Institute of Thai Directors, meeting schedule of each Sub-committee, business expansion trend and the Company's performance and growth. The Nomination and Remuneration Committee shall scrutinize the remuneration on yearly basis and propose the annual remuneration to the shareholders for approval.

The Board of Directors shall disclose remuneration structure for non-executive and give consent before proposing to the shareholders for consideration and approval in the Annual General Meeting of Shareholders. (For more details, see "Remuneration for Directors and Executives" Section).

I.28 Remuneration for Executive Directors / Top Executives

In considering remuneration for executive directors, the Board of Directors shall pass the consent and propose it to the shareholders for consideration and approval in the Annual General Meeting of Shareholders. Executive Director shall receive compensation as executives only.

The appropriate remuneration of top executive shall be considered and determined by the Nomination and Remuneration Committee both in monetary and non-monetary forms. The remuneration shall be linked to the performance of the Company and individual performance and comparable to the rates offered by other leading companies in the same business or outside the business groups, in order to attract and retain qualified executives in the long run.

Other compensations

In order to retain experienced employees to work with the Company in the long run to help enhancing business performance and supporting the Company's sustainable growth, as well as to create sense of business ownership, the Board of Director has determined non-monetary remuneration for such group of employees such as Warrant (ESOP), Employee Joint Investment Program (EJIP), and special discount for the Company's townhouse, single-detached house, and condominium purchase. (For more details, see Section "Remuneration for Directors and Executives")

I.29 Roles and Duties of the Chairman of the Board

The Board shall determine and disclose the roles and duties of the Chairman of the Board. (For more details, see Section "Roles and Duties of Chairman of the Board").

I.30 Nomination and Disemployment of the External Auditor/ Internal Auditor

The Audit Committee of the Company has authority to consider, select, nominate and disemploy the external auditor to perform the duty of the Company's auditor, and have role and duty to nominate, appoint, remove and disemploy the Company's internal auditor.

I.31 Non-Executive Director with the Company's Business-Related Working Experience

The Company has two non-executive directors (independent directors) who have working experience related to the Company's business (real estate development business and hospital business) details as follows:

Name	Year	Position	Company/Hospital
1. Mr. Anuwat Jongyindee	2005-2017	Division Director	Siam Cement Public Company Limited
2. Professor Piyamitr Sritara, MD	2015-Preent	Dean	Ramathibodi Hospital

(Please see additional information under "Profile of Directors and Executives" Section)

I.32 Violation of the Regulations of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand

The Board of Directors has a policy to operate business in accordance with laws, Articles of Association of the Company, requirement of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand, etc. Therefore, the Company had no record of violation against the said law and other relevant laws at all.

I.33 Preparation of Succession Plan for Top Executive Position

The Company shall formulate to prepare work succession plan for the top executive position. The person who is the successor shall be prepared and considered by the Board of Directors and the Nomination and Remuneration Committee in the areas of essential knowledge, competency and skill that needs improvement, and individual development plan. The successor shall be evaluated by performance, vision and experience which are proper for the Company. In case the Group Chief Executive Officer is unable to perform duties, the Nomination and Remuneration Committee shall nominate that successor to the Board of Directors and/or the shareholders for consideration and approval to assume the office in replacement.

I.34 Criteria and Process for Appointment of New Directors and Top Executives

The Company's transparent criteria and policy for selection of director and top executive, in case the director and the top executive positions of the Company are vacant, is as follows:

Criteria for Appointment of New Director and Top Executive

- (1) The Nomination and Remuneration Committee shall perform its duty in considering and selecting new director and top executive under the criteria of essential qualification, knowledge and competency, work experience and skill that needs improvement without gender limitation and such person shall be able to devote full time to his/her duties.
- (2) Not have prohibited characteristics under laws and principle of good corporate governance

Appointment Process for New Director and Top Executive

- (1) In appointment of the director of the Company, Director Pool or Professional Search Firm shall be partly considered for diversity of the Board's structure.
- (2) The Board Skill Matrix shall be prepared to define the qualification of the director who is required for selection by considering from essential skill which is remained deficient in the Board of Directors and strategy of the Company's business operation. For example, if the Company has new strategy of business operation apart from the existing business, it is necessary to select the director who is qualified and experienced in the new business of the Company.

■ No Mandatory
■ Gaps in current board

Board Composition		Board Composition Analysis: July 2020							
Required Experience		Current members							
		Dr. Prasarn	Mr. Weerachai	Mr. Anuwat	Mr. Kittipong	Dr. Piyasvasti	Dr. Anusorn	Mr. Wichian	Mr. Piyamitr
Industry	Real Estate								
	Finance / Banking								
	Healthcare								
	Hospitality								
	Construction								
	Related Real Estate Business								
	Government / SoE								
	Conglomerate								
Functional	Constuction								
	Economics								
	Finance / Risk Management								
	Strategy								
	Legal								
	Marketing / Digital Marketing								
	IT / New Technology								
Geographic	Thailand								
	ASEAN								
	Others								

- (3) In the event where the Nomination and Remuneration Committee deems that the Company still requires additional knowledge, competency and skill in specific area, the Nomination and Remuneration Committee shall select additional director to fulfill the Company's works.
- (4) The Nomination and Remuneration Committee shall nominate the name of the new director and top executive to the Board of Directors' Meeting and/or the Shareholders' Meeting for consideration and approval.

1.35 Meeting of Non-Executive Directors

The Board of Directors determines that the non-executive directors shall mutually convene the regular yearly meeting as appropriate without meeting attendance of the executive directors or the Management in the said meeting in order to provide the non-executive directors an opportunity to discuss problems which are useful for the Company's operation whether being related to the Company's business, such as management strategy, investment in other businesses to generate the Company's revenues, and sustainable growth guideline, or other interested issues. In 2020, the Company held two meetings of Non-Executive Directors which were held on 20 November 2020 and 17 December 2020.

1.36 Director in Juristic Person or other divisions by top executive

The top executive of the Company shall not hold the director office in juristic person or other agencies which are non-business group, unless granted an approval from the Nomination and Remuneration Committee.

1.37 Director Office Holding in Listed Company by the Director

In consistency with Corporate Governance Policy, every director of the Board shall hold the director office in not more than five listed companies to ensure that they can fully devote time for effective working and can provide suggestions and advices to the Management to achieve the Company's goals as planned.

I.38 Office Term of Independent Directors

At present, all the Company's independent directors shall hold the director office in Prukha Holding Public Company Limited for not more than six (6) years. (For more details, see "The Board and Management Profile" Section).

I.39 Disclosure of Name List of the Company's Independent Directors

The Company shall disclose the name list of the whole Board of Directors at the end of the year in Annual Report of the Company. If any director is an independent director, the Company shall also clearly disclose name list of the said director. (For more details, see "Management Structure" Section and "Board of Directors" Section).

The Company shall also disclose latest name list of the Board of Directors and independent directors and details of each director on the Company's website at www.psh.co.th in "Board of Directors" Section.

I.40 Employee or Partner Status of the External Audit Firm

In the past two years, the directors and top executives of the Company have not been employees or partners of the external audit firm of which the Company has used its service at all.

I.41 Director Office Holding by the Independent Directors in Listed Company

The Company's independent directors have not held the director office in more than five listed companies. (For more details, see "The Board & Management Profile" Section).

I.42 Operational Governance of Subsidiaries and Associated Companies

As the Company's business operation is a holding company, the Board of Directors of the Company shall govern the operation of the Company's subsidiaries and associated through the following actions:

- (1) Assign the person approved by the Board of Directors to be the Company's representative to hold the director or executive office in its subsidiary and associated company in the shareholding proportion.
- (2) Monitor and supervise through the representative director and executive, and policy established by the parent company.
- (3) Consider the significant issues such as strategy, business plan, capital increase, capital decrease, dissolution of the Company, and significant policies.
- (4) Determine to report quarterly operating performance of the subsidiaries and associated companies to the Board of Directors in the Board of Directors' Meeting, and monitor overall operation by the Management, Executive Committee and the Board of Directors.
- (5) Supervise the subsidiaries and associated companies to comply with the relevant rules and regulations of corporate governance, such as related party transaction and an acquisition and disposition of assets and disclose such information sufficiently on a timely basis. In addition, the Board of Directors shall supervise subsidiaries and associated companies to prepare accounting and financial report in accordance with the prescribed relevant laws and Generally Accepted Accounting Standards.
- (6) The implementation of the Company's policies, including the Corporate Governance Principles, Code of Ethics and Anti-Corruption measures, will become effective to all subsidiaries. The Company shall encourage subsidiaries and associated companies to apply the policy or practice guideline on their operations for efficiency improvement.
- (7) Audit by Internal Audit Division to ensure that the determined internal control system is adequately appropriate and circumspect.

Major Shareholder Agreement

The Company has not entered into any shareholder agreements between the Company, and major shareholders, or other shareholders in managing the Company and its subsidiaries.

I.43 Appointment of Company Secretary

The Board of Directors has appointed Mr. Paisarl Rampan as the Company Secretary. The said Company Secretary possesses direct educational background in law and performs his duty in giving advice on laws and rules required for acknowledgement by the Board of Directors, supporting the maximum efficient function of the Board of Directors for the Company, shareholders and all related parties, and overseeing both internal and external activities of the Board of Directors, such as business operation to be consistent with corporate mission and strategy, counseling to the top executive, Board Off-Site seminar, field trip, and training and seminar, etc., and coordinating with the Operation Department to ensure the complete compliance with the resolution of the Board of Directors. In addition, the Company Secretary has also been trained in various courses that contribute to support his function, for instance,

- (1) Company Secretary Program Course - CSP Class 27/2008
- (2) Effective Minute Taking Course - EMT Class 13/2009
- (3) Board Reporting Program - BRP Class 3/2010
- (4) CGR Workshop for 2017 & 2018
- (5) ASEAN CG Scorecard Coaching 2020

The Company disclosed information of roles and duties of the Company Secretary in Management Structure in Section “Company Secretary”. The shareholders and stakeholders can directly contact the Company Secretary at:

Mr. Paisarl Rampun

Pruksa Holding Public Company Limited
No. 1177, Pearl Bangkok Building, 24th Floor,
Phaholyothin Road, Phayathai Sub-district,
Phayathai District, Bangkok 10800
Tel. (66) 2080 1739 Ext. 48010, Fax. (66) 2080 1700
E-mail: paisarl_r@pruksa.com

(For more details, see “Company Secretary” Section and “Company Secretary Profile” Section)

I.44 Participation in Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC)

The Company was registered in The Stock Exchange of Thailand on 1 December 2016 under its commitment to perform business operation with honesty and transparency and without involvement in corruption.

The Company’s policy is to conduct campaign to ensure anti-corruption of the employees and executives by indicating that corruption has adverse effect towards housing quality, customer service, and internal operation of the Company. Any employee who detects the clue of fraud, corruption, stake holding in work or demand for pay, can perform complaints, whistleblowing, and justice request.

The Company is farsighted that the employees take part in helping to drive the organization, the employee who can prove such complaining / whistleblowing case is correct shall be rewarded with maximum amount of 30,000 Baht per case together with Merit Honorary Certificate from Group Chief Executive Officer. The Company formulates the policy for concealment of the whistleblower’s information under confidentiality and measure of whistleblower’s protection without trouble.

According to the utmost commitment to anti-corruption, the Company was certified as members of Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) on 30 September 2020 and Pruksa Real Estate Public Company Limited, the subsidiary, was granted an extension of membership for the second time on 4 February 2019. Another corporate governance award the Company received was Integrity Awards from the National Anti-Corruption Commission (NACC), No. 9 event.

I.45 Non-Breach of Fraud/Ethics, Corporate Governance and Adverse Reputation

In 2020, the Board of Directors, executives and employees did not commit the breach of fraud or breach of ethics (penalty) or any acts that violated the regulation of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. There were none of executives resigned due to the issue of corporate governance of the Company and none of the Company's adverse reputation due to functional failure of the Board of Directors in surveillance at all.

2) Rights of Shareholders

2.1 Basic Rights of Shareholders

The Company realizes and gives precedence to the rights of shareholders by not performing any acts that violate or diminish the rights of shareholders or not neglect against the equal shareholder treatment. However, the Company considers the basic rights of shareholders such as right to sell or transfer share freely, right to equally receive share of profit and dividend, right to purchase share for capital increase, equitable treatment in share buyback by the Company, right to inter-communicate, right to propose meeting agenda, right to nominate directors, right to deliver queries related to meeting agenda in advance, right to attend the Shareholders' Meeting and vote, right to authorize other person for meeting attendance and voting instead, right to express opinion and inquire in the Shareholders' Meeting, right to vote for election of individual director in order to give shareholder the opportunity to have right to actually elect the required director, right to consider remuneration for directors, right to vote for appointment and determination of remuneration for auditor, without hindering or creating obstacle in giving shareholder the opportunity to enable to inter-communicate. If Shareholders Agreement with significant impact on the Company or other shareholder is entered, the Company shall immediately disclose for acknowledgement.

2.2 Right to Consider Remuneration for Directors

The Company's shareholders have right to regularly consider and approve all forms of remunerations for directors every year both in monetary remuneration and other non-monetary remuneration, such as regular remuneration, meeting allowance, bonus/pension, and other special privilege such as lecturer fee in the Company's activities, mentor fee for the Company's executives, and others.

The Company establishes clear policy, procedure, and criteria for consideration of remuneration for directors in each position prior to proposing remuneration issue for consideration of the shareholders. The appropriateness in various respects is thoroughly considered and scrutinized by comparing with the industry peers. The meeting plan of the Board of Directors and each Sub-Committee such as the Executive Committee, the Audit Committee, the Corporate Risk Management Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee, and business expansion and profit growth of the Company shall be approved by the Nomination and Remuneration Committee and the Board of Directors prior to proposing to the Shareholders' Meeting for consideration and approval.

2.3 Shareholders' Meeting

2.3.1 Policy for Defining Meeting Date, Time, and Venue to Facilitate and Encourage the Meeting Attendance of all Groups of Shareholders and Institutional Investors

In holding an Annual General Meeting of Shareholders which will be held within four (4) months from the closing date of financial statement, the Company shall define date, time and venue which will be held for meeting to be prepared to facilitate and encourage all groups of shareholders including the shareholders that are institutional investors to attend the Shareholders' Meeting of the Company. The Company's policy is as follows:

- (1) Not to hold the meeting on public holiday and office holiday of the commercial bank, start meeting time in the period of 8.30 - 16.00 hrs., and give all shareholders the opportunity to deliver Registration Form or Proxy to the Company for prior-registration acceptance.
- (2) Hold the meeting in Bangkok zone or the locality where the Company's head office is located of so that its shareholders can easily travel to attend the meeting.
- (3) Provide clear information of meeting date, time and venue, meeting agenda in issues with supporting clarification and reason in each requested agenda or resolution as specified in Invitation Letter for Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders or in Enclosure of Meeting Agenda.
- (4) Not limit the shareholder's opportunity in studying the Company's information.
- (5) The Company can call for the Extraordinary Meeting of Shareholders if the Board of Directors deems necessary or appropriate.

In 2020, the Company held the Annual General Meeting of Shareholders on 26 June 2020 at 14.00 hrs. at Meeting Room, 4th FL., Pearl Bangkok Building, Address No. 1177, Phaholyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok. It is the Company's policy that requires the shareholders to be able to conveniently travel to attend the meeting since it is in midtown area with convenient transportation and proximity to public transport system such as bus, BTS Skytrain and MRT Subway. In addition, in delivery of Invitation Letter for Meeting to the shareholders, the Company delivered meeting venue map indicating clear travelling detail.

2.3.2 Acceptance of Advanced Registration for Attendance of the Shareholders' Meeting

The Company provides the opportunity to minor shareholders and shareholders that are institutional investors to deliver proxy to the Company to register for attendance of the shareholders' meeting of the Company in advance prior to actual meeting date since the Company is farsighted that acceptance of advanced registration for attendance of the

shareholders' meeting is the important way to facilitate all shareholders including minor shareholders and shareholders that are institutional investors, since the institutional investors must use rather plentiful meeting documentation. In the event of registration for meeting attendance in actual meeting date, the Company must take more time to examine completeness and correctness of their documents as prescribed by law than the general shareholders. If there are several shareholders that are institutional investors, it will result in a longer registration processing time.

The acceptance advanced registration for attendance of the shareholders' meeting will be considerably useful for the shareholders and the Company since it will help preventing the shareholders from obstruction problem on the meeting date, and help speeding up the registration on the meeting date. This shows the Company's care on all groups of shareholders in consistency with the Principle of Good Corporate Governance that promotes the Company to spend short time in registration acceptance procedure.

2.3.3 Stamping Service for Stamp Duty in Proxy

The Company renders stamping service for stamp duty in Proxy to the proxy who attends the meeting at free of charge at the verifying point of the registration documents in order to facilitate and relieve the burden in acquiring stamp duties of the shareholders.

2.4 Shareholding Structure of the Company

The shareholding structure of the Company indicates the protection mechanism of business domination that will be exercised by the Management or the regulator as self-protection in case of inefficient or non-transparent management such as non-cross shareholding in the Group of the Company, non-pyramid shareholding structure in the Group of the Company, and the proportion of free float shares more than what is prescribed by law. In 2020, the Company's proportion of free float shares was 28.26%.

2.5 Giving the Shareholders Opportunity to Propose Meeting Agenda, Nominate Directors and Deliver Queries in advance Prior to Meeting Date

The Company establishes a policy to give the shareholders the opportunity to add meeting agenda, nominate directors and deliver queries related to the Company in advance prior to the shareholders' meeting date. The Company defines clear means and criteria to show fairness and transparency in considering and notifying the shareholders for acknowledgement and disseminating the said criteria on the website of the Company.

For the 2020 Annual General Meeting of Shareholders, the Company provided shareholders the opportunity to propose meeting agenda, nominate persons who are knowledgeable with proper qualification as directors since 15 September 2019 to 31 December 2019, and deliver queries in advance prior to the meeting date from 1 November 2019 to 28 February 2020; and announced to the Stock Exchange of Thailand and disseminated the criteria on the Company's website (www.psh.co.th in Topic "Investor Relations"). After the said deadline was expired, it is appeared that none of shareholders proposed the meeting agenda, nominated directors, and delivered any queries in advance.

Nevertheless, in case that advanced query delivery deadline is expired, if the shareholders remain delivering queries to the Company before the meeting date, the Company is ready for hearing and gathering the said queries to reply the shareholders via other channels as deemed as appropriate.

2.6 Execution in the Shareholders' Meeting Date

2.6.1 Meeting Attendance and Registration

In meeting attendance, the shareholders should bring documents used for identification in meeting attendance such as Identification Card or Passport; or in case of authorization from natural person, the evidence of the principal shall be declared such as Proxy, Copy of Identification Card, or Copy of Passport; or in case of authorization from

juristic person on behalf of the representative, the evidence of the principal shall be declared such as Proxy and Certified True Copy of Certificate of Juristic Person Registration. The Company shall allow the shareholders to register the meeting attendance in advance prior to the meeting time as mentioned in Topic 2.3.2 on Acceptance of Advanced Registration for Attendance of the Shareholders' Meeting.

For the registration, the Company provided Barcode system that shown registered numbers of shareholders, which printed on registration form and proxy to help speed up the registration process. In addition, the Company shall provide check point with officers to check all the documents for the registration by proxy more than one hour prior to the meeting begins.

In order to equally treat shareholders who are not able to attend the meeting, the Company arranged Live video broadcast via YouTube for transparency and properly supervise the shareholders in accordance with laws and regulations as well as broadcasted the meeting through the Company's Website: www.psh.co.th under Investor Relations.

2.6.2 Attendance of the Shareholders' Meeting by Chairman of the Board of Directors, Chairman of the Sub-Committee and Top Executives of the Company

The Company places high importance on to the Shareholders' Meeting and has a policy to assign all directors to attend the meeting. The Chairman of the Board of Directors shall act as the Chairman of the Meeting. The Chairman of every Sub-Committee and top executives (Group Chief Executive Officer), and the first four ranking executives, external auditor or representative shall attend the meeting for hearing opinions and completely replying queries of the shareholders.

In 2020, 12 or 100% of directors of the Company attended the meeting with details as follows:

Directors Name	Numbers of Meeting Attendance / Numbers of Meeting with right to attend 2020 Annual General Meeting
1. Dr. Prasarn Trairatvorakul	1/1
2. Mr. Thongma Vijitpongpun	1/1
3. Mr. Weerachai Ngamdeevilaiak	1/1
4. Dr. Piyasvasti Amranand	1/1
5. Dr. Anusorn Sangnimnuan	1/1
6. Professor Piyamitr Sritara, MD	1/1
7. Mr. Anuwat Jongyindee	1/1
8. Mr. Wichian Mektrakarn	1/1
9. Professor Kitipong Urapeepatanapong	1/1
10. Mrs. Rattana Promsawad	1/1
11. Mrs. Supattra Paopiamsap ⁽¹⁾	1/1
12. Mr. Piya Prayong ⁽²⁾	1/1

Remark: ⁽¹⁾ Mrs. Supattra Paopiamsap resigned from the Director position on 1 October 2020.

⁽²⁾ Mr. Piya Prayong was retired by rotation on 26 June 2020.

2.6.3 Defining of Meeting Agenda

The Company shall clearly define the meeting agenda and resolve them on individual agenda as specified in the meeting invitation which sent to shareholders in advance. In case there are many issues in one agenda, the Company shall clearly define and resolve the issues such as director selection, and determination of director powers and director remuneration.

The Company shall not add any agenda not specified in advance as the voting without such agenda would not be fair to shareholders who are not able to attend the meeting. However, the Company shall allow one-third of shareholders who attend the meeting in persons to consider other issues after all the set agendas were resolved, and the Chairman shall provide opportunity for shareholders to ask about any interested queries before closing the meeting.

During the meeting in 2016 - 2020, none of other agenda rather than specified in the invitation has been added, and the Company has never changed or considered any other important issues.

2.6.4 Vote Counter

The Company's policy is to determine the independent person as the counter or checker of vote in the Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders and disclose to the Meeting for acknowledgement and record in the meeting minutes.

2.6.5 Notification of Vote Count Practice and Giving Shareholders the Opportunity to Inquire/Comment

In Shareholders' Meeting, the Company's policy is to clarify voting method and vote count method for acknowledgement of the shareholders prior to meeting commencement according to agenda. The vote count method of the shareholder who attends the meeting by presence and by proxy shall be separately explained. Ballot shall be used for voting by shareholders in case when shareholders disagree or abstain voting. In voting for election of the directors, the Company shall give shareholders the opportunity to elect the individual directors using ballot. After voting completion, the Company shall collect ballots one by one by sequencing one at a time whether agreeing, disagreeing, and voting abstaining, for vote collection in order to allow the shareholders to have right to actually select the required director. During the meeting, all shareholders are given the opportunity to have equal rights to comment and inquire under appropriate time provision. The Company shall count one share as one vote in voting and majority vote shall be regarded as resolution. If vote is equal, the Chairman of the Meeting shall perform another casting vote apart from voting on behalf of the shareholder.

2.6.6 Use of Ballot

The Company's policy is to use ballot in every meeting agenda both of general main agenda by law and significant agenda such as performing connected transaction, performing asset acquisition or disposition transaction, change in business structure, capital increase and capital

decrease, etc. to show transparency and accountability in case of subsequent dispute and for confidence of the shareholder who is unable to attend the meeting on voting result in each meeting agenda.

2.6.7 Recording of Meeting Minutes

The Company's policy is to record the notification of the method for voting, vote count, use of ballot for acknowledgement of the shareholders prior to meeting commencement, as well as name list and position of the directors who attend the meeting, the directors who take leave from the meeting, and queries, replies, clarifications, opinions, meeting resolutions in each agenda under classification into agreed, disagreed and abstained vote; and notify number of voided ballots (if any) in writing in the meeting minutes in detail for acknowledgement of the shareholders who are absent from the meeting and verifiability on the participation of the directors in each Shareholders' Meeting. In case that any director has special gain and loss in any issue of meeting agenda, the said director shall not present in the meeting and has no right to vote in that issue unless voting for election or removal of the director.

2.7 Disclosure of Resolution of the Shareholders' Meeting

The Company's policy is to disclose the resolution of the Shareholders' Meeting and voting result after meeting or late morning of the following day from the date of Shareholders' Meeting by notification in newsletter to the Stock Exchange of Thailand and disclosure on the Company's website at www.psh.co.th

2.8 Dividend Payment

The Board of Directors may consider annual dividend payment of the Company upon approval of the Shareholders' Meeting. The dividend shall be paid to shareholders in case the Company is profitable without accumulated loss. The dividend payment shall be divided based on number of shares in equal amount per share.

Regarding the Company's dividend policy, dividend shall be paid to shareholders twice a year of not less than 50% of net profit of the Company's consolidated financial statements after deduction of legal reserve. In considering dividend payment, the Company shall take financial performance and long-term return to the shareholders into consideration.

In addition, if the Board of Directors deems that the Company generates sufficient profit for dividend payment, the Company may take interim dividend in consideration and shall report such payment to shareholders in the next Shareholders' Meeting. The remaining profit from dividend payment according to the resolution of the Shareholders' Meeting or the remaining from interim dividend payment shall be allocated as reserve as deemed appropriate by the Board of Directors or allocated as reserve capital to be the fund of the Company accordingly. The Company shall pay dividend within one (1) month from the resolution date of the Shareholders' Meeting or within one (1) month after the resolution date of the Board of Directors in case the Company considers paying interim dividend. The Company shall provide written notice of dividend payment to shareholders as well as notify such payment in newspapers.

2.9 Appointment and Determination of Remuneration for Auditor

The General Meeting of Shareholders shall appoint and determine remuneration for the Company's auditor. The Audit Committee shall consider and select the auditor and determine audit fee and propose to the Board of Directors for proposing to the General Meeting of Shareholders to approve an appointment of auditor and determination of audit fee. Nevertheless, the Company establishes the policy for auditor selection by allowing the leading audit firm to render international service in offering auditing work to the Audit Committee for consideration and selection and arrange the circulation of the auditor to be consistent with the Notification of the Capital Market Supervisory Board No. Tor Jor. 75/2018 on Criteria, Terms and Information Method of Disclosure of Financial Positioning and Issuer Performance (No. 14), which states that in case the same auditor has performed the duty of reviewing and providing opinion towards the Company's financial statement for

seven accounting periods, the auditor shall be exempted from performing this duty for five accounting periods (according to SEC Notification No. Nor Por 5/2018, No. 2 (2) Appendix 3 - Circulation of Auditor during Transitional Period from 1 January 2018 - 31 December 2023. When an auditor completes the duty for the specified number of years and meet the criteria to be exempted for duty for five consecutive fiscal years, the auditor shall arrange for a duty omission of less than five years but not less than three consecutive years.)

The audit firm and auditor shall be independent and have none of any relationship or gain and loss with the Company, subsidiaries, executives, major shareholders, or related parties.

3) Equitable Treatment of Shareholders

The Company takes responsibility of the equitable and fair treatment to all shareholders as well as minor shareholders and foreign shareholders. The minor shareholders shall be protected for right from both direct and indirect disadvantageous act of the shareholder with controlling power for equitable treatment and basic right protection to shareholders. The Company also grants voting rights to shareholders in the form of one share per one vote whereas the Company has had one type of share which is ordinary share.

3.1 Nomination of the Person Assuming the Director Office

The Company's policy is determined to set up an appropriate process to provide the opportunity to minor shareholders to nominate the person with supporting information and consent of such nominee in assuming the director office, particular for those who are retired by rotation, to the Chairman of the Board in advance prior to the Shareholders' Meeting. The Company publishes regulations and conditions of such nomination on SET Link of the Stock Exchange of Thailand as well as on the Company's website. The selection of all directors shall be considered through consent of the Meeting of the Nomination and Remuneration Committee and approval of the appointment from the Board

of Directors' Meeting and/or the Shareholders' Meeting as the case may be.

For 2020 Annual General Meeting of Shareholders, the Company provided shareholders the opportunity to nominate the person who was considered and deemed as qualified with appropriate knowledge and competency as representative in performing duty of the Company's director in advance from 15 September 2019 to 31 December 2019, whereas this was announced to the Stock of Exchange of Thailand and disseminated on the Company's website (www.psh.co.th under "Investor Relations").

3.2 Shareholders' Meeting

3.2.1 Authorization to other Person for Attendance of the Shareholders' Meeting and Voting on His or Her Behalf in Form of One Share per One Vote

In case shareholders are not able to attend the meeting, the Company shall facilitate by delivering Proxy both in Form B and Form C together with Meeting Appointment Letter, specifying documents/evidence and suggestion of the authorization procedure so that the shareholders can prepare them properly without problem in meeting attendance by proxy. The shareholders can authorize other person to attend the meeting and vote on behalf of him/her in form of one share per one vote by filling Proxy according to guideline described in detail of the authorization method delivered together with Meeting Appointment Letter by the Company. It shall be deemed that the Company specifies simple condition of authorization to other person to attend the meeting on behalf of the shareholder. Moreover, the shareholders can download Proxy Form B and Form C from the Company's website at www.psh.co.th under "Investor Relations/Shareholders' Meeting".

The Company shall nominate at least three independent directors as authorization alternative of the shareholder. This nomination of three independent directors shall indicate that the Company concerns on the privilege of shareholders more strictly than the Policy of the Stock Exchange of Thailand and Criteria of ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard) prescribed by the Company in nomination of just at least two independent directors.

3.2.2 Delivering of Meeting Appointment Letter

Under Articles of Association of the Company, it specifies that the Meeting Appointment Letter shall be delivered to the shareholders at least 7 (seven) days prior to the Shareholders' Meeting. In practice, the Company's policy is to deliver the Meeting Appointment Letter together with meeting documentation both in Thai language and English language to Thai and foreign shareholders at least 21 (twenty-one) days in advance prior to the Shareholders' Meeting to allow the shareholders to have time to consider meeting agenda and issues that will be proposed to the meeting together with adequate details used for decision support. Each issue shall be clearly specified whether it is the issue proposed for acknowledgement, for approval or for consideration. The objective and reason of each meeting agenda, the opinion of the Sub-Committee that is related to that agenda, and the opinion of the Board of Directors in the said issue shall be also specified.

In 2020, the Company delivered Meeting Invitation Letter together with meeting documentation both in Thai and English languages (unabridged edition) to the shareholders 21 (twenty-one) days in advance. The Company delivered Meeting Invitation Letter together with meeting documentation on 5 June 2020 and held Annual General Meeting of Shareholders on 26 June 2020.

The Company shall publicize the appointment of the Shareholders' Meeting in any Thai daily newspaper not less than 3 (three) days and publish on the Company's website at www.psh.co.th both in Thai and English languages (unabridged edition) at least 30 (thirty) days in advance prior to meeting date. Regarding the COVID-19 pandemic in 2020, the Company disseminated such appointment on 1 June 2020 and held the Annual General Meeting of Shareholders on 26 June 2020 in order to facilitate Thai and foreign shareholders. The adequate and timely information of meeting date, time, venue, and agenda as well as information related to the issue required for decision making in the Shareholders' Meeting was informed.

3.3 Financial Assistance Transaction

In 2020, the Company had none of related party transaction in financial assistance such as money lending, credit guarantee to the companies which are not its subsidiaries. The Company neither lend nor make any loan guarantee to joint venture company in the proportion of shareholding.

3.4 Confidentiality, Information Retention and Prevention of Use of Inside Information

The Company formulates the written policy of confidentiality, information retention and prevention of use of inside information and notifies the said policy for practical observance to the directors, executives, and employees. In order to ensure that the policy is closely followed and acknowledged, the Company organized CG NEW NORMAL DAY for 2020 under the theme of "New Normal and Working" on 9 October 2020, so that all directors, executives, and employees can study, learn and endeavor to grasp the Company's Code of Conduct, Good Corporate Governance Policy, and policy for prevention of use of inside information, to be strictly observed as principle and guideline of practice for maximum benefit of the Company and all groups of stakeholders throughout the functional period. It is determined that everyone shall affix their signatures for acknowledgement and observance for practice.

The Company also determines that the director and executive as well as his/her spouse and underage child shall report the first holding of the Company's securities within 30 (thirty) days from the appointed date, report the change in securities holding every time of purchase, sale, transfer or transfer acceptance of securities within 3 (three) working days, and regularly report the Board of Directors for acknowledgement on a quarterly basis. The Company formulates as strict policy in the matter of prohibiting the director and executive of the Company to purchase and sell shares using inside information. In 2020, none of such issue occurred.

Policy for Prevention of Use of Inside Information

The confidential information means the non-public information or information which is publicly disclosed or falls in the competitor's hand may cause serious impact toward the Company, and all types of information which are given by the business partner and customer to the Company.

- (1) The Company shall define the layer of the information secret and confidentiality practice. The important document and information which are confidential shall be supervised by specific means specified in each level, each kind or type of information.
- (2) The Company shall keep and conceal customer information and treat information as confidential and shall neither disclose customer secret to the Company's irrelevant employees nor outsiders unless it is the legal regulation for disclosure whereas the disclosure shall be for the purpose of litigation, or the approval by the Board of Directors for disclosure.
- (3) In employment of the person who has ever worked with the trade competitor or the government, the Company shall search and study the confidentiality agreement of which the said person has ever entered with the trade competitor or the government before entering with the Company. Any act shall not be performed in the way that the act of the said person is breach of the agreement with the trade competitor or the government, resulting in subsequent litigation.

3.5 Connected Transaction

In case where the connected transaction is entered under the scope of information disclosure or request for approval of the shareholders pursuant to the requirement of the Stock Exchange of Thailand prior to entering into transaction, the Company formulates the policy for disclosure of information about name and relationship of the connected person, detail and reason of entering into transaction, transaction pricing and valuation policy, as well as opinion of the Audit Committee and the Board of Directors regarding the said transaction for clear acknowledgement of the shareholders via the channel of the Stock Exchange of Thailand. Such connected transaction shall be fairly performed under fair and at arms' length.

In 2020, the Company did not perform the connected transactions by the way of violation and/or non-compliance with the regulation of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. The Company did not have the business group structure that entered connected transactions in the nature that may have conflict of interests. Upon consideration on the level of transaction entering either being revenue or expense, it will be below 25 (twenty-five) percent without exception. In addition, the Company did not breach the Criteria of Asset Purchase and Sale.

3.6 Connected Transaction in 2020

In 2020, the Company entered one transaction with connected party (For more details, see "Related Party Transactions" Section)

3.7 Violation/Non-Compliance with Regulation of Asset Purchase and Sale

In 2020, the Company did not purchase and sell asset in term of violation/non-compliance with the regulation of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

3.8 Policy for Declaration of the Director and Top Executive on His/her Purchase/Sale of the Company's Shares

The Company formulates the policy for directors and top executives to notify the Company Secretary about purchase/sale of his/her shares at least 1 (one) day in advance prior to purchase/sale so that the Company Secretary shall keep such information as database for each individual director and executive.

4) Role of Stakeholders

The Company respects the rights of stakeholders and formulates practical guideline in the Company's Code of Conduct in order to ensure that any relevant legal rights of the stakeholders including shareholders, employees, executives, customers, competitors, business partners-counter parties, creditors, social community and environment,

shall be supervised. The collaboration among the groups of stakeholders shall be reinforced based on roles and duties for satisfactory operation of the Company's business with stability and fair benefit reciprocation to all parties. The Company therefore has prepared Social Responsibility Report (Sustainability Report) under the framework of Global Reporting Initiative (GRI) in separate book from Annual Report.

4.1 Formulation of Policy for Stakeholders Treatment

4.1.1 The Board of Directors formulates the policy for treatment to each group of stakeholders as follows:

Shareholder:

The Company aims for being good representative of its shareholders due to realization that the shareholders are the business owners. Therefore, the Company aims to maximize shareholder satisfaction in business operation under consideration on the long-term growth of the Company with well and ongoing return. The information is transparently and reliably disclosed to its shareholders according to below practical guideline.

- (1) Function with honesty and make any operating decision with carefulness and fairness to all shareholders for overall maximum shareholder benefit.
- (2) Regularly and completely present reports of the Company's actual status, turnover, financial information position, accounting, and other reports.
- (3) Equitably report shareholders for acknowledgement on future trend of the Company both in positive and negative aspects on possibility basis under supporting information and adequate reason.
- (4) Not exploit for self-benefit and other person's benefit using any of the Company's information which has not yet been publicly disclosed or executing in the nature that may cause conflict of interests with the organization.
- (5) The Company shall treat all shareholders equitably in any Shareholders' Meeting.

To establish and maintain good relationship with shareholders

In the past year, the Company organized shareholder visit activity at "Prukso Precast Factory" (Navanakorn) and other residential projects of the Company in order to acknowledge shareholders the opportunity to learn about the Company's business operation in accordance with fair, transparent and verifiable information disclosure policy under Corporate Governance Code. In addition, the shareholders can be informed of production process of precast panels and use of precast panels in the Company's projects to create confidence in production process and quality of Prukso houses. However, the Company omitted this activity in 2020 due to COVID-19 pandemic, but still acknowledged shareholders regarding the Company's business operation through website under "Investor Relations" so that shareholders were regularly updated about the Company's operations and activities.

Employees:

The employees are valuable assets and key success factors of the Company. The Company therefore aims to develop culture and good working atmosphere as well as promote teamwork, politeness and respectfulness to each individual employee. Through hiring, promoting, and rotating process, the consideration shall be taken by treating employees equitably without concern on gender, nationality, race, religion, or belief.

Policy and Guideline for Remuneration, Welfare, Privilege of the Employee and Provident Fund

The Company always takes responsibility for supervising and maintaining working environment to be safe for life and property of its employees and strictly adheres to comply with Labor Law.

Moreover, the Company also formulates the policy for remuneration in consistency with the Company's overall operation both in short and long-term under consideration of profitability and performance through Balanced Scorecard measurement. Remuneration and benefits will be applied to all employees regardless of gender, nationality, race, religion, or belief. Other employees' benefits can be summarized as follows:

- Grant Welfare such as living allowance or house rent, visiting present in case of hospitalization, supporting allowance for death or wreath provided at a funeral of the employee and the employee's spouse, father, and mother, granting wedding gifts, and scholarship to employee's children.
- Health and Life Insurance such as annual checkup, group health insurance and group accident insurance.
- Welfare of housing purchase with special discount on the Company's single-detached house, townhouse, or condominium.
- Fund: such as provident fund, of which portion of savings depends on willingness and services duration of the employee while the Company's contribution rate ranges between 5-10%, social security fund, and compensation fund in case of occupational sickness/accident.
- Incentives: such as commission, quarterly incentives, bonus, and long-term incentives (LTI)
- Other benefits: such as monthly telephone expense, employee uniform, gratuity for the employee who has been with the Company of 10 years and 20 years, annual leave, leave for military service, maternity leave, new year gifts etc.

In addition, the Company also formulates good and practical guideline for employees as the Company places highest importance to employees and believes that happiness in workplace will lead to employees' work quality. The Company's guidelines are:

(1) Privacy

Right of individual must be protected without being violated from use, disclosure or transfer of personal information such as biography, health history, working history or other personal information to other irrelevant persons that may cause damage to the information owner or any other person. The violation shall be deemed as disciplinary offence unless it is dutifully performed with honesty or by law or for common interest. Privacy covers:

- 1.1 To protect the employee's personal information under the Company's possession or maintenance.
- 1.2 To be able to disclose or transfer the employee's personal information to public only if upon consent of the said employee.
- 1.3 To restrict disclosure and use of the personal information of the Company's employee and related parties, as necessary.

(2) Equality and Equal Opportunity

- 2.1 The Company shall treat its employee with respect to his/her honor and dignity.
- 2.2 The Company shall select the persons for employment to hold the positions with fairness under consideration on qualification of each position, educational qualification, experience, and other requirements necessary for job without barrier of gender, sex, race, and religion.
- 2.3 The Company shall determine fair remuneration for its employees as appropriate for condition and nature of job, performance, and the Company's capability to pay the said remuneration.
- 2.4 The Company by Training and Development Division shall support its employee to be trained and developed for working efficiency improvement through both in-house training/seminars organized by the Company and training and seminar with external agencies because the Company believes that "Pruksa employees" are most valuable resources of the Company. Therefore, the Company aims at developing the employees in all positions to have knowledge and skills for endless development and extension. The learning center or Website of Pruksa Academy is established by the Company with objective to upgrade the employee's knowledge, skill, and competency, and develop professional working. All employees of the Company can conveniently access training system everywhere and every time via PC, Notebook, Tablet and Smart phone to give employees the opportunity of self-development so that they can be responsible for higher roles and duties.

In 2020, the Company organized 19 in-house trainings with 43 classes and allowed employees to attend 12 public trainings with 12 classes in total. Both trainings were set to cover employees from operating level to low, middle, and top management. Average training time was 5.97 hours per person, of which 5.02 hours were for female employees and 6.56 hours were for men. The in-house training satisfaction survey was recorded at 97.89%, under people development budget of Bt5 million. Training courses for new and existing employees of the Company can be summarized as follows:

Type of Employee	Subject Category	Course Titles
1. New Employee	New Employee	<ol style="list-style-type: none"> Orientation of new employee by teaching on: <ul style="list-style-type: none"> - Introduction of Organization, Executives and Prukso Business Knowledge, Leadership, Employee Welfare - Good Corporate Governance, Anti-Corruption - Prukso Ethic, Code of Business Conduct - Anti-Corruption Performance Assessment System CSR Application of ESS and MSS System Corporate IT System Work Safety for General Construction
2. Existing Operation Employee	Career Group-Based Employee	<ol style="list-style-type: none"> Advanced Sales Technique Facebook Live 101 for Sales Facebook Live for Marketing FM and SE Housing Inspection Technique Past Performance Analysis Sampling of Checking of Median Score Tsuyama problem solving style
	Quality and Safety	<ol style="list-style-type: none"> Safety, Health and Environment Committee Safety Officer: Supervisor Safety Officer: Technician
	Personal Development & Management	Financial Analysis for Executives
	Information Technology	<ol style="list-style-type: none"> MS Excel 2016 for Data Analysis Table for Data Analysis and Presentation

(For more details, see “Sustainability Report” in “Personnel Development and Promotion, Career Progress/ Information of Employee Training and Development” Section.)

2.5 The Company realizes that good communication shall bring efficiency and good relationship for mutual working. The Company, thus, shall regularly update employees regarding the Company's news and information.

2.6 The Company shall provide employees channels to communicate, make suggestion or complaints. The suggestions shall be seriously considered, and solution shall be defined for mutual benefit of all parties.

(3) Harassment

3.1 Supervisors should properly behave to gain respect from subordinates and the subordinates shall not perform any disrespectful to their supervisors.

3.2 The employees must not perform any act of violation or threat either by word or action against other person on race, gender, religion, age, and physical and mental disability.

3.3 All employees shall perform mutual respect to one another.

Policy for Employee's Knowledge and Potential Development

The Company formulates policy and guidelines for employee development so that they can perform their duty efficiently in order to deliver best service and achievement to both internal and external customers or related parties as well as to prepare for their career growth. In addition, knowledge and skill acquired can be extended to their future work after retirement. Human Resource department is responsible on this development as follows:

- (1) Setting up Vision, Mission and Puksa Culture, Puksa Value, and Leadership Competency as practical guideline
- (2) Conducting Individual Development Plan through 70:20:10 Model, of which 70% from Experiential Learning, 20% from Learning from Others, and 10% from Formal Learning.
- (3) Conducting annual training, both theory and field practice, culture, coaching and mentoring program, so that supervisors and employees prepare for mutual development.

(4) Organizing Talent & Succession Planning. Talent is mutually defined by the supervisor and Human Resource department by considering from performance and potential personal characteristic both in management and operating ability. The identification and preparation of alternative position plan for executive level in Department, Division, and SBU/BU and higher. Talent and successor are defined regarding business necessity and long-term strategic plan. In 2020, the Company was able to fulfill the positions Vice President or higher as planned.

(5) Acknowledging employee for their Career Path and expectation on the new job function so that they can develop and prepare themselves for career advancement.

(6) Conducting an annual engagement survey and use results to set up mutual business plan and improve the operation and collaboration between the Company and employees. The survey results are set as one of the Company's executives' KPIs.

(For more details, see "Sustainability Report" in "Personnel Development" Section.)

Policy for Equitable Career Progress Promotion

Every employee must mutually plan his/her Individual Development Plan (IDP) with their supervisor in order to motivate self-development for career advancement. The strength and weakness are considered to set up IDP plan under principle of 70:20:10 as follows:

- (1) Assigning challenging task, aiming for self-development through Experiential Learning (70%).
- (2) Arranging the employee to receive advice from top executive or specialist through Coaching & Mentoring program or receive Feedback from supervisor or team meeting (20%).
- (3) Providing Formal Learning through training or seminar (10%).

Individual Development Plan is set on an annual basis where employee can identify their interest position in the future and prepare themselves for rotation or promotion.

Policy for Non-Involvement in Human Right Violation

The Company's policy for non-involvement in human right violation can be summarized as follows:

- (1) **Recruitment:** The Company shall adhere to the ethical principle of fair recruitment and employment without discrimination whether in the issue of race, religion, skin color, gender, and/or physical disorder. The Company strictly refrains from hiring child labor, conscript labor, or forced labor and also closely follow person with disabilities law by hiring person with disabilities to work for the Company, and for those who cannot work at the Company's offices, the Company shall find them a job in their hometown, particular public work that could help improve their community, and will pay them wages.
- (2) **Stakeholders:** The Company shall conduct equality ethics and apply to all stakeholders including, shareholders, executives, employees, customers, competitors, partners, or contract partners, and shall respect their privacy and dignity. The Company will refrain from disclosing personal information such as biography, health record, work history, or any other information of stakeholders that would create damage or danger to non-related persons unless such disclosure is done by law or mutual benefit of the public. The Company allows stakeholders appeal to justice through the Company's channels should their human rights are violated.

In addition, the Company considers sexual harassment within the organization a severe behavior and conducts highest disciplinary penalties for such actions.

- (3) **Partners:** The Company shall place high importance on human right and equality to procurement as well as contract partners by applying fair bidding or competition to all partners. The partners also need to respect human right by refraining from child labor and illegal foreign workers.

(For more details, see "Sustainability Report" in "Human Right Management" Section.)

Customers:

The Company aims to operate business and deliver products and services to customers with standard, ethic, and creativity. The operating principles are:

- (1) To deliver quality products and services with standard under fair condition and intention for improvement. The Company shall disclosure facts and sufficient information of products and services to the customers.
- (2) To provide accurate, adequate, and timely information of products and services to customers so that they can have adequate information for decision making. There is no exaggeration both in advertising and in communication via other channels, which will lead to misunderstanding of products and services' quality, quantity, or any other conditions.
- (3) To rapidly respond the customer demand, systematize and arrange efficient communication or complaint channels about the quality of products and services via www.psh.co.th and Pruksha Contact Center 1739.
- (4) To retain information and confidentiality of the customers without disclosing and using it in the wrongful way unless required by law.
- (5) To regularly conduct customers satisfaction survey and use the results to improve products or services to meet with customers' expectation as well as to improve customers' complaint channel for customers' long-term satisfaction.

Competitor:

The Company aims to operate business for sustainable success and maintain the position of market leader with ethic and fair competition. The Company shall support and promote free trade, fair and non-monopolized competition as well as prohibit any trade policy that will acquire or use competitor's information falsely or illegally. The principle of business partner treatments are as follows:

- (1) Conducting fair competition
- (2) Not seeking competitor's information and use it falsely in order to benefit the Company's operation
- (3) Not accusing or aiming to destroy competitor's reputation

- (4) Not entering into contract or agreement that may result in competitor's business elimination

Business Partner and Counter Party:

The Company formulates the policy for business partner treatment according to the Principle of Corporate Governance (CG) in selection of business partner, purchasing and procurement of the contractor, designer, and consulting firm. The Company transparently, impartially, openly, and fairly gives all business partners, vendors, contractors, lessees, hereinafter referred to as business partner, the chance to participate in bidding, quoting the price of contracting work, quoting the selling price of materials and equipment or receiving design work with the Company for all business partners.

In case the business partner demands directly or indirectly to pay, reward, or provide any benefits to the Company's executives, employees, or any related person, without moral support; or in case the business partner realizes that the process of partner selection is not transparent, unfair, or with intention to eliminate competitor, the Business partner shall immediately inform the Company with suggestion for improvement in order to create transparency and fairness to such process. The Company will treat and protect all business partners equally and fairly.

Business Partner Selection, Purchasing, Procurement and Treatment

1. The Company aims to standardize procurement process with following principles:
 - 1.1 Conducting fair competition with equal information
 - 1.2 Setting up criteria in evaluating and selecting business partners and counter parties
 - 1.3 Preparing fair and propiate contract
 - 1.4 Monitoring all procurement process to ensure that the contract is complete as well as protecting any fraud or misconduct activities that may occur
 - 1.5 Making sure the payment is duly made in consistent with term of payment

2. The Company aims to develop and maintain good and sustainable relationship with business partners and counter parties under mutual understanding of quality of products and services that valuable for money, technics, and reliability.
3. All executives and employees are prohibited to receive any benefits from the business partners and counter parties either directly or indirectly.
4. The Company notifies all stakeholders regarding No-Gift policy in any form.
5. The Company prohibits directors, executives, and employees' related persons such as family, relatives, or their owned company, to enter the procurement process.
6. The Company prohibits directors, executives, and employees to disclose or use information received from procurement process to benefit themselves or related persons.

Selection and Evaluation of Business Partner Process

The Company has set up business partners evaluation process in order to assess risk and seek for mitigation in selecting good business partner. This process includes a consideration of quality, delivery, service, safety during production, minimum legal requirement according to the labor law, environment law, and management standards, such as ISO 9001, ISO 14001, and OHSAS 18001, etc.

Code of Business Conduct in Business Partner's Operation

1. Code of Business Conduct

The Company emphasizes on strict compliance to direct and indirect related laws and regulations with integrity, ethics, transparency, and accountability. The Company shall not take any action that is involved corruption in any form, but shall be fair to all stakeholders in obtaining products and services that are of high quality and create maximum benefits to the Company through the following measures:

- 1.1 Inter-Confidentiality
- 1.2 Omission to perform any act that causes conflict of interests and/or conflicting interest
- 1.3 Omission to infringe the intellectual property right
- 1.4 Determination of complaint receiving channel
- 1.5 Participation in development and social responsibility

2. Code of Business Conduct in Human Right and Labor
The Company supports and respects national and international human rights and regularly reviews to ensure none of the Company business activity is involved with human right infringement. The Company fully embraces practices that are beneficial to the global society, such as the United Nation's human right principles. The Company also sets the following guidelines for different stakeholders:

- 2.1 The business partner shall respect human right and concern on dignity of humanity, equality, whether due to difference from race, nationality, religion, gender, education, disability, and fair treatment to its employees according to international standard and law.
- 2.2 The business partner shall not enforce to use labor without willingness of its employee.
- 2.3 The business partner shall not employ child labor with age below criteria as required by law and shall protect the labor as required by law in all aspects.
- 2.4 The business partner shall properly, fairly, and punctually pay wage and any other benefits which should be received by its employees.
- 2.5 The business partner shall not assign its employees to work for longer time than the requirement of law. If overtime is necessary, it shall be willingly performed.

3. Safety, Occupational Health and Environment

The Company values to operating business with consideration to quality management standard, occupational health and safety, regular reviews of quality, safety and occupational health policy, and sustainable development practice, by ensuring the following practices:

- 3.1 The business partner shall adequately and properly prepare working environment to have safety and occupational health for its employees and procure personal protective devices for its employees.

- 3.2 In the event of emergency, the business partner shall be prepared for emergency by determining situation evaluation, impact management measure, warning plan, and organizing continuous and appropriate training for its employees.

- 3.3 The business partner shall have clear environmental conservation policy under the intention of effective resource utilization and saving and proper energy consumption.

- 3.4 The business partner shall strictly comply with the applicable Safety, Occupational Health and Environment Law

- 3.5 The business partner shall be assured of proper and safe production process, installation of waste disposal and management system, pollution emission both via air and on ground, and wastewater drainage, whereas quality monitoring, control and inspection shall be always performed to ensure that waste and output from production which are emitted to environment shall not cause any pollution both in short-term and long-term.

4. Ethic and Compliance

- 4.1 The business partner shall operate business with virtue and ethics and strictly comply with laws.
- 4.2 The business partner shall operate business without bribery in every form.
- 4.3 The business partner shall operate business under fair competition.
- 4.4 The business partner shall prepare correct and complete financial statement related to business operation.
- 4.5 The business partner shall protect the confidential information of its customers.

Supplier Relationship Management

The Company is fully aware of fair treatment of suppliers based on fair benefits to both parties. The Company, therefore, provides accurate information and report, fulfills the promise, negotiate to find solution with consideration to good business relationship, and avoid any situations that may cause conflict of interest. The following practice guidelines are applied.

- 1) Employees shall respect the confidentiality of information by keeping confidential information from sellers, such as price, patent, production scheduled and product information. The information shall be disclosed only with consent from the sellers.
- 2) Employees shall request prices, compare price, quality and conditions, to ensure fair competition, and shall not call convert actions, which is a fraudulent act, for example, disclosing Seller 1's prices to encourage the Seller 2 to compete and using the new price offered by Seller 2 to negotiate with Seller 1 for lower price.
- 3) Employees shall maintain relationship with suppliers with fairness and are prohibited to personally receive any benefits from the suppliers and counter parties either directly or indirectly.
- 4) Employees shall equitably and fairly treat all suppliers, such as informing them of price bidding at the same time.
- 5) Employees shall maintain transparency in criteria of invitation to tender to encourage fair competition to all tenders.
- 6) Employees shall maintain transparency in evaluating bids and transparency in evaluating the successful supplier.
- 7) Employees shall protect the Company's confidential information while dealing with suppliers and maintaining confidentiality of information received from individual tender or joint tender and not to unveil such information to others.
- 8) Employees shall strictly respect conditions agreed with suppliers. In case the conditions cannot be fulfilled, the employees shall inform the suppliers in advance to jointly find reasonable solution.
- 9) The Company shall not take advantage on suppliers and shall consider possible benefits and damage to the Company's reputation.
- 10) Employees responsible for procurement shall provide accurate, clear, and complete information to suppliers through open method that provide all suppliers with equal opportunity.
- 11) Employees responsible for procurement shall listen to complaints and recommendations from suppliers to solve problems arising while performing duties.

- 12) Employees shall negotiate with suppliers by considering business relations, fairness, openness, and evidence.

Complaints

1. Complaints Notification

In the event where the executive, employee, officer and/or person related to the Company have any behavior implying in the way of fraud, unfairness, or demand of the said pay, all business partners can notify the Company for immediate acknowledgment via the following channels.

By post: Group Chief Executive Officer or Chairman of Audit Committee
Pruksa Holding Public Company Limited
1177, 24th Floor, Pearl Bangkok Building,
Phaholyothin Road, Phayathai Sub-district,
Phayathai District, Bangkok 10400

By phone: 1739

By website: www.psh.co.th under "Complaints, Whistleblowing, Fairness Request and Anti-Corruption" Topic

Line ID: @pruksacg

E-mail: cg@pruksa.com

Apart from playing a vital role in helping the organization, the complaint informant shall also be rewarded up to Bt30,000 (Thirty Thousand Baht) per case together with a Certificate of Merit from Group Chief Executive Officer.

2. Protection Measure for the Complainant or Investigating Collaborator

The complainant or investigating collaborator shall be protected in accordance with the requirement in Whistleblower Policy under the following criteria:

- 2.1 The complainant or fact investigating collaborator can choose not to disclose oneself if he/she feels that such disclosure may cause any harm or damage. However, if such self-disclosure is made, it will enable the Company to report the progress, clarify fact for acknowledgement or alleviate damage more conveniently and quickly.
- 2.2 The Company shall not disclose the information

relating to the complainant or fact investigating collaborator. The said information includes first name, last name, address, picture, or any other information that can identify the informant. The investigation shall be conducted to find out whether there is a ground of fact.

2.3 The complaints receiver must maintain the confidentiality of relevant information and shall disclose such information only as necessary by taking into consideration the security and damage of the complaint or fact investigating collaborator, source of information or related persons.

2.4 In the event where the complainant or fact investigating collaborator feels that there may be harm or trouble and damage to him/her, the complainant or fact investigating collaborator may ask the Company to formulate protection measure as appropriate, or the Company may formulate protection measure without requirement of request by the complainant or fact investigating collaborator if it deems that it is likely to occur trouble, damage, or harm. Relief shall be given to those suffered from any trouble, damage, or harm under impartial and appropriate process.

Creditor

The Company clearly formulates the policy and practical guideline on the creditor either being trade creditor or financial institution creditor, particularly in the issue of guarantee condition, capital management and in case of default of debt payment for non-default of debt payment, and strict compliance with the specified creditor's condition as follows:

- (1) To duly pay back debt to the creditor according to specified condition without default of debt payment.
- (2) In repaying debt, loan, interest and responsibility in security or guarantee, the Company shall strictly adhere to the agreed contract or conditions.
- (3) Upon important circumstance that may significantly affect financial position, the Company shall manage capital by notifying the creditor for mutual finding preventive or corrective method in order to avoid damage.

- (4) To strictly comply with the conditions specified by the creditor.

In addition, in order to maintain relationship with creditor, the Company shall inform business and financial position to the creditor on a regular basis.

Community and Society

The Company gives precedence to the surrounding community and society according to corporate governance practice with awareness that we are part of the society that will mutually step into ongoing sustainable social and environmental development. The Company therefore continuously implements community and social activities and formulates social responsibility policy as working framework in various areas for practical observance by the Board of Directors, all executives, and employees so that social responsibilities shall be companywide executed in all processes together with business operation under overall community and social responsibilities as follows.

- (1) To formulate the business operation policy for promoting economy and society by conservation and mainly concern on environmental condition, and compliance with applicable laws and regulations related to environment, which is used as operational guideline within the organization.
- (2) To promote the Company's employees to be conscious and responsible for environment and society.
- (3) To respect customs, tradition, and culture of each locality in every country where the Company enters to do its business.
- (4) To regularly implement activities for mutual creation of society, community, and environment so that the community where the Company is located will have improved quality of life through implementation by the Company and collaboration with the government, private sector, and community.
- (5) To collaborate in activities with the community around the area where the Company enters for business operation as appropriate.
- (6) To prevent accident and control the operation as well as control the emission of waste to be within the criteria of standard value.

- (7) To rapidly and efficiently respond to the event that affect environment, community, life, and property as the result of the Company's operation. The collaboration shall be fully given to the government officer and relevant agencies.

In 2020, the Company utilized expertise from its core business to increase quality of life of stakeholder groups, including community and the society through three key operating areas: 1. Heart to Home: caring for improved quality of life and better living; 2. Heart to Earth: caring for impact on the environment; and 3. Heart to Society: caring to the society and providing opportunity (Please find more information under "Social Responsibility" Section).

In addition, the Company has improved its business operation standard related to sustainable development by preparing the sustainable development report covering economic, environmental, and social aspects according to the latest Global Reporting Initiative (GRI Standard) in order to concretely and clearly support sustainable development in response to the Sustainable Development Goals. (For more information, please see "2020 Sustainable Development Report".)

Safety, Occupational Health and Working Environment

Safety, Occupational Health and Working Environment Policy

The Company formulates a policy requiring its subsidiary, Pruksha Real Estate Public Company Limited to promote safety among its employees to prevent accident, injury and illness related to work, and control insecurity related the Company's business operations. The Safety, Occupational Health and Working Environment Policy has been formulated and implemented as an operational guideline and communicated to employees at all levels as follows:

1. The Company deems that work safety is the duty of all employees in all levels that they must be collaborative in mainly performing both for their safety and other person's safety.
2. The Company is committed to operating its business with strict compliance to related laws and regulations on occupational health and safety.

3. The Company regularly provides trainings to enhance knowledge and capability and to raise awareness on occupational health and safety capability among its employees and related parties.
4. The Company shall allocate adequate budget and resources, such as personnel, protective equipment, and others, and maintain good health as well as prevent issue and illness from work.
5. The Company shall monitor and review occupational health and safety activities for continuous improvement.

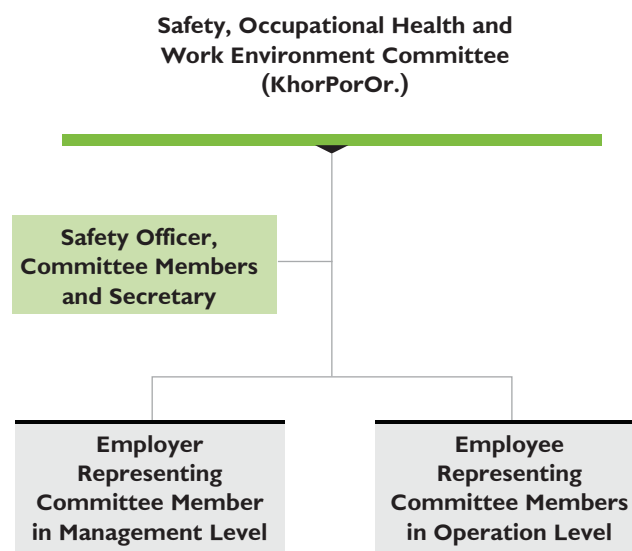
The Company places importance to safety and hygiene inside the Company and surrounding community, society, and environment with well awareness that we are part of the society that will mutually step towards ongoing sustainable social and environmental development, the Company therefore continuously performs the following community and social activities together with business operation under overall community and social responsibilities as follows:

- (1) To aim for supporting the implementation of the Company's activities together with compliance with safety law and other relevant requirements, for example, preparation of environmental impact assessment report for impact analysis and assessment, and determination of measure for prevention and abatement of environmental impact around the project in three phases consisting of prior to project construction during project construction and project implementation period. The implementation in all three phases shall cover environmental elements and values as follows:
 - Physical environmental resources such as air quality, air pollution, noise, vibration, soil collapse and water quality
 - Biological environmental resources such as wastewater treatment system and urban ecosystem
 - Value of human utilization such as consumption water, wastewater, water drainage, flood prevention, solid waste management, and electricity system and fire prevention
 - Value of quality of life such as health, social, occupational health, and safety impact

- (2) To define work safety to be regarded as the first duty and responsibility of all employees
- (3) To require superiors at all level to be good role models and leaders in training, coaching, and motivating the employees for work safety
- (4) To require all employees to be concerned with their safety, safety of colleagues as well as the Company's properties encouraging and developing all the time while on duty
- (5) To require all employees to always ensure cleanliness and orderliness in their working areas
- (6) To support safety activities employees' awareness of work safety
- (7) To ensure continuous review, improvement, and development of safety management system
- (8) To be committed to finding ways to reduce environmental impact by monitoring and controlling the emission and discharge of pollution as well as hazardous and non-hazardous waste management for preservation of natural resources
- (9) To utilize resources and energy at maximum efficiency and prevention of water and air pollution, waste and other pollutions derived from the Company's activities for minimum impact towards environment and community

Furthermore, the Company has strictly complied with international safety standard by applying occupational health and safety management system in the Company until being accredited for OHSAS 18001:2007 and TIS 18001:2554 which are international standards of condominium construction process. In 2020, the Company has applied safety restriction to control high risk work, both high and low-rise projects and the factory, and implemented Safety Report Online system through cell phone to monitor and summarize Safety Management Performance, which resulted mutual safety standard required by law. Therefore, the Company emphasizes on safety through controlling process of all work sections for single-detached house, townhouse, and condominium.

Safety, Occupational Health and Work Environment Committee (KhorPorOr.)



The Company established Safety, Occupational Health and Working Environment Committee (KhorPorOr.) deriving from an appointment (management level) and from election of the organizational members (operation level) with total of 25 persons to efficiently implement safety, occupational health, and working environment throughout the Company. Role and responsibilities are as follows:

1. To consider policy and plan of work safety including non-work safety to prevent and mitigate accident occurrence, danger encounter, sickness or trouble and annoyance circumstance occurrence as the result of working or working danger to be proposed to the executives.
2. To report and suggest improving and corrective measure or guideline to be proper according to Work Safety Law and Work Safety Standard to the executives for work safety of the employees, contractors and third parties who enter to perform works or enter to use services in the establishment.
3. To promote and support work safety activities of the Company.
4. To consider regulation and manual of work safety as well as work safety standard of the establishment to be proposed to the executives.

5. To survey the operation in the aspect of work safety and verify statistics of occurred danger encounter in the Company at least once a month.
6. To consider training project or plan related to work safety, as well as training project or plan related to roles, duties, and responsibilities in the aspect of safety of the employees and personnel in all levels, in order to propose the opinion to the executives.
7. To systemize dangerous working condition reporting system to be the duty of all employees in all levels for practice.
8. To follow up the progress result in the issue proposed to the executives.
9. To conduct annual performance report and specify problems, obstacles, and suggestions in function of the Committee upon completion of function for one year, to be proposed to the executives.
10. To appraise operating result in work safety of the Company.
11. To perform work safety in other areas as assigned by the executives.
4. The Company appoints personnel who transfer safety knowledge in each construction project via on-the-job training in construction sites.
5. The Company arranges the visual training for the employees via OPL (One Point Lesson) media.
6. The Company regularly inspects work using Site Walk by project manager as the inspection leader.
7. The Company arranges meeting of safety issue every month to solve safety problem in construction sites.
8. The Company prepares standard worker camp to be proper according to law in similar standard pattern in every construction project, and to be model project for field study from external agencies.
9. The Company prepares regulation and knowledge of safety and work standard which are translated in four languages for understanding of foreign workforce.
10. The Company establishes community relations with nearby area of the project for good attitude toward the community and community support and assistance.
11. The Company arranges inspection on usability preparedness of machineries, equipment and tools for life and property safety.

Operation on COVID-19 prevention

In order to prevent employees from COVID-19, the Company distributed face masks to all employees and provided alcohol gels at various points throughout the Company, sales office as well as construction sites. Temperature scanners were set at the entrance of working area and employees were to adopt social distancing while at work. The Company also closely screened for business partners that would come to work with the Company, managed COVID-19 test for all labors, and set up a COVID-19 emergency plan.

Operation of Occupational Health, Safety and Environment

1. The Company assesses risks of the organizational activities to control, prevent contingent risk not to cause physical harms, diseases, and mental status of the employee.
2. The Company assesses the conformity with occupational health, safety and environmental laws and other requirements.
3. The Company applies eight fields of Safety Management Performance System to follow up safety operation of the low-rise construction project for observation of safety tendency.
12. The Company communicates occupational health and safety in various channels such as SMS, E-mail, public relations board, to the employees and other related parties.
13. The Company provides training and knowledge to the employees for acknowledgement of the proper principle of working in different nature of works, wearing of protective equipment in correct way from work commencement, and continuous review.
14. The Company arranges the rehearsal of emergency response in contingent situations for employee practice in order to understand operating procedure, notification method, coordination method and roles and duties.
15. The Company audits the employees working to be in line with the standard prescribed by the Company and if the employee violates, there will be disciplinary penalty.
16. The Company investigates the occurred accidents every time to find actual cause of that incident and control for recurrence prevention.

17. The Company reviews management by top executive to ensure that occupational, safety and environmental management system is proper, adequate, and effective.
18. The Company provides knowledge to the employees using Safety Talk for the employees who work in the project and prepares training based on risk exposed activities to cover all activities.
19. The Company regularly arranges the external agency to conduct narcotic examination on the employees and contractors for criminal risk prevention according to law.
20. The Company measures environment both in the office and the project to monitor working environment to be proper for the employees.
21. The Company coordinates the hospital to deliver the employee for treatment once encountering with accident or sickness.
22. The Company monitors air quality which may affect employees on daily basis to remind employees of appropriate protection and operation and provides financial support in acquiring and delivering dust and particles mask to the employees.
23. The Company sprays water over source of dust and keep things that may exacerbate the situation to help reduce particles that may affect community.
24. The Company checks machine and work equipment on weekly basis and puts tag on the equipment to mark them as checked.
2. Policy for Safety, Occupational Health, and Working Environment in Low-Rise Construction is the policy in formulating work standard and rule for safety of low-rise working covering working both in part of the Company's employees, contractors, and other related parties.
3. Action Policy upon Occupational Accident Occurrence is the policy in formulating operating standard and rule upon occupational accident occurrence, accident reporting, accident investigation, and recurrence prevention and correction.
4. Personal Protective Equipment Policy is the policy in defining Personal Protective Equipment (PPE) Standard to be the same standard in the Company that covers all working activities.
5. Regulation of Safety Measure for Project Construction Contractor is the contractual documentation (TOR) that specifies Practice of Occupational Health and Safety for Contractor that is employed for construction for the Company and the said Practice must be complied.
6. Safety Management Plan of the Project is the manual of occupational health and safety management procedure inside the project site.
7. Evaluation and Assurance of Low-Rise Safety Certification Standard is the operating standard and guideline of safety system in low-rise construction project.
8. Regulation of Low-Rise Safety Measure is the work standard and procedure for the low-rise safety of the contractor.
9. Announcement of the Company on Safety Operating Measure for High Danger Related to Electricity and Machinery is the measure for control of high risk working.
10. Standard of Temporary Electrical Cabinet in Construction Project is the standard of electrical cabinet in the Company for application of the same standard in all projects.
11. Announcement of the Safety, Occupational Health, and Working Environment Committee (KhorPorOr.) on Iron Rule of Safety is the announcement to be operating standard for high-risk work.

Work Rule for Safety, Occupational Health, and Working Environment

For efficient operation of occupational health and safety, and complete working coverage according to standard and compliance in conformity in all segments, work rule or policy is mainly defined as follows:

1. Policy for Safety, Occupational Health, and Environment in High-Rise Construction is the policy in formulating work standard and rule for safety of high-rise working covering working both in part of the Company's employees, contractors, work controllers, advisors, and other related parties.

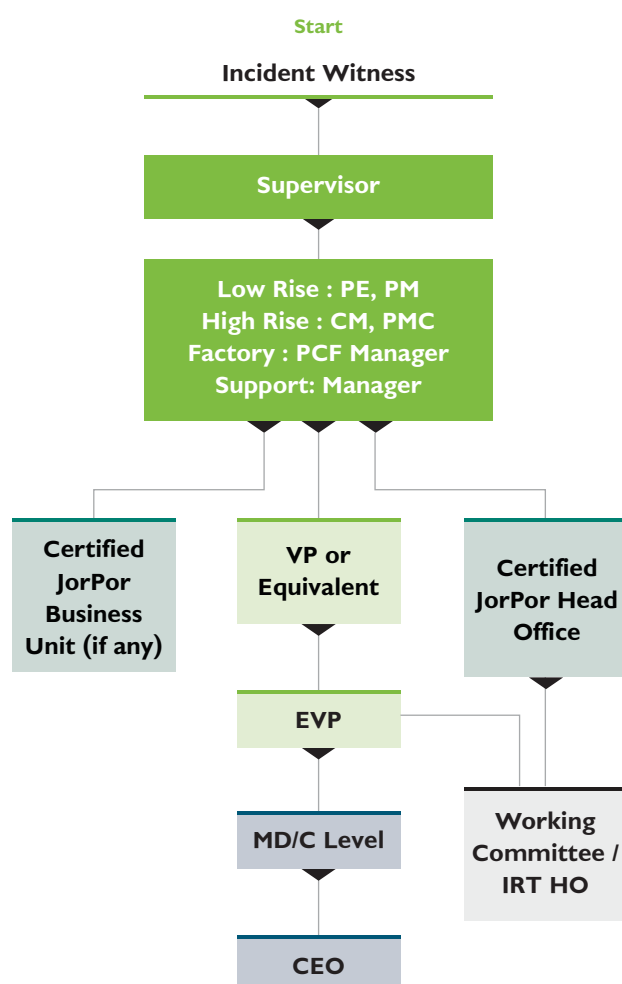
12. Work Safety Policy for Contractor is the policy for work standard of the contractor that performs work in the Company.
13. Policy to Curb Dust and Particles Affecting Employees and Construction Projects is determined and used as operation guideline in case the particle level exceeds acceptable standards.
14. Company Announcement on Safety Practice is used as a guideline for safety operations for employees and contains penalties in case of failure to comply.
15. Company Announcement on COVID-19 protection measurement from foreign workforce.
16. Regulation on COVID-19 screening for foreign workforce who comes to work at project site or factory.
20. Safety Regulation for Belt, Chain and Sling Operation
21. Safety Regulation for Mobile Crane Operation
22. Safety Regulation for Hoists Operation
23. Safety Regulation for Hazardous Chemical Operation
24. Safety Regulation for Noise Control
25. Safety Regulation for Dust Control
26. Safety Regulation for Hazardous Waste Control
27. Safety Regulation for Internal Construction Site Road Control
28. Safety Regulation for Steel Structure Installation
29. Safety Regulation for Wood Cutting Machine Operation
30. Safety Regulation for Removal
31. Safety Regulation for Excavation (Piling)
32. Safety Regulation for Working Using Vibro Machine
33. Safety Regulation for Tower Crane Installation
34. Safety Regulation for Precast Installation
35. Safety Regulation for Radiation Working
36. Safety Regulation for Computer Application (Office)
37. Safety Regulation for Narcotic and Alcohol Control (Office)
38. Safety Regulation for High Building Fire Event (Office)
39. Safety Regulation for Earthquake Protection on High Building (Office)
40. Safety Regulation for Use of Photocopier (Office)
41. Safety Regulation for Tsunami Protection
42. Safety Regulation for Office Working
43. Project Safety Plan
44. Safety Regulation for Contractor
45. Safety Regulations for Low-Rise Working
46. Safety Measure for High-Risk Work and Penalty

Working Control for Safety

The Company controls working operation that exposed to high-risk activities e.g. Hot Work, High Work, Work in Confined Space, and other works, under clear work regulations. At present, the work regulations consist of 46 types of activities and are regularly checked and reviewed, details are as follows:

1. Safety Regulation for PPE Wearing
2. Safety Regulation for Housekeeper Working
3. Safety Regulation for Fire Protection
4. Safety Regulation for High Working
5. Safety Regulation for Working in Confined Space
6. Safety Regulation for Hole Falling Protection
7. Safety Regulation for Hot Working
8. Safety Regulation for Use of Passenger Elevator
9. Safety Regulation for Electrical Tool Operation
10. Safety Regulation for Lifting and Movement of Objects (Office)
11. Safety Regulation for Footpath Management
12. Safety Regulation for Traffic Control
13. Safety Regulation for Motor Vehicle Control
14. Safety Regulation for Use of Girder
15. Safety Regulation for Footing Working
16. Safety Regulation for Working Using Caissons
17. Safety Regulation for Working Using Pile Driving
18. Safety Regulation for Working Using Bored Pile
19. Safety Regulation for Electrical Device Installation

Workflow for Handling Issues Related to Safety, Occupational Health and Work Environment in the Company



Risk from Work-related Illness Prevention

The Company considers that having healthy employees is very important, and, thus, has arranged annual health check-up by medical team from leading hospitals for employees both at operational and executive levels to ensure good health. In addition, the Company has a key policy to reduce risk of illness and work-related accidents and has determined a proper measure to take care of employees in all work conditions, for instance:

1. The Company has conducted health impact assessment based on risks of each type of work each employee performs.

2. Employees who may experience impact from particles and noise are exposed to risk of respiratory system diseases. The Company, therefore, has arranged health check-up prior to employment, and provided dust masks to employees and first aid kits at construction sites and manufacturing plants.
3. The Company requires employees to take health check-up service which is customized to nature of work and risk factors. The annual examination will be done by occupational medical doctors to monitor possible impact from work environment and to prepare solution and prevention plan.

Prevention from high-risk work

The Company has controlled related activities as follows:

1. Executives visit construction sites every quarter to enhance safety leadership and assess risks level at construction sites.
2. In terms of electricity, the Company has designed temporary electric system in construction site. The electric cabinet consists of automatic circuit breaker (ELCB) to prevent electrocuting, electric shock, over current, for work safety of the employees who perform electricity-related work. The Company has also prepared electricity system maintenance standard by introducing log out system.
3. The Company controls high risk works, including High Work, Hot Work, Work in Confined Space and Drilling Works, and other works, by implementing Safety Work Permit system to ensure safety before, during and after work, which enables the Company to control workers and equipment safety to be in the same safety standard throughout the organization.
4. The Company has provided health check-up according to risk factors to monitor the impact from work on workers' health.
5. The Company has improved work standards and determine penalties for failure to comply with safety standards, which are implemented on both the Company and business partners whose document is attached at the end of the hiring contract.

Safety for Use of Raw Materials, Materials, Equipment and Chemical

1. The Company selects raw materials which are not dangerous to the customers and operators such as selection to use materials and furniture with free of Volatile Organic Compounds (VOCs) in the category of Formaldehyde.
2. The Company controls the storage of using chemicals under classification of chemicals and provides knowledge to the employees related to Safety Data Sheet (SDS) of chemicals with clear identification tag according to practice and standard of the Company.
3. The Company audits suppliers on materials and equipment from the manufacturers to be an audit for acquisition of standard raw materials as required by the Company.

Training for Safety and Occupational Health Consciousness Creation

In 2020, to increase awareness and consciousness among employees, the Company organized eight safety and occupational training courses at training centers, registered with Ministry of Labor, to ensure that the employees and related parties acquired sufficient safety knowledge and were saved from occupational accident and disease. The trainees were granted certificates and with training courses as follows:

1. Work Safety Consciousness
2. Supervisory Level Safety Officer (Supervisor JorPor.)
3. Managerial Level Officer (Managerial JorPor.)
4. Technical Level Officer (Technical JorPor.)
5. Work Safety Committee (KhorPorOr.)
6. Primary Fire Extinguishment Training
7. Emergency Management
8. Regulations for Work Safety

Safety and Occupational Health Consciousness Creation for Employees and Business Partners

The Company conducted trainings to enhance knowledge on safety and occupational health consciousness on high-risk work for employees and business partners so that they can work properly and safely which helped decrease damage that may occur.

Policy for Minimization of Environmental and Health Impact

Pruksa Precast Factories at Navanakorn and Lamlookka organized activities that reduces environmental and health impact as follows:

1. Screening waste and disposal according to industrial system so that reused and recycled waste can be further utilized
2. Reducing paper usage using document filing system on computer, and reuse of paper for both pages
3. Constructing health garden and planting pine tree along the range of drain channel
4. Using of automatic on-off lighting system in office, stock yard, lights of road and parking lots
5. Reducing lighting intensity in the working space with no operators by reducing Watt and changing High Bay lamps to LED for energy saving
6. Reducing number of transportation rounds for Precast Panels causing from improvement of work piece packs
7. Switching off engine of transporting truck during precast panel loading
8. Using of bicycle inside the factory instead of private car
9. Installing light filter films on the glass windows of the office buildings to reduce external heat and electric energy consumption such as air-conditioner

(For more details, see “2020 Sustainability Report”)

Rehearsal of emergency response

The Company has organized basic fire Extinguishment training and basic life support for more than 55% of all employees, higher than required by law. The Company has regularly conducted rehearsal of emergency response to mitigate risk occurred during emergency time and to prepare for the readiness of employees’ in case of emergency.

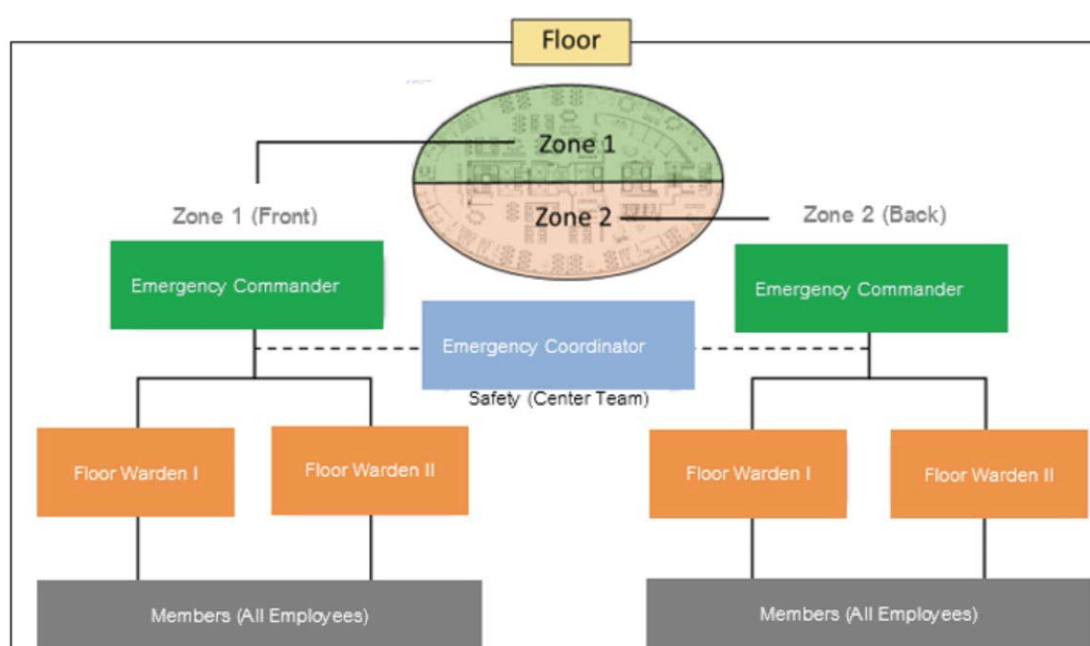


Fire Prevention and Extinguishing

The Company Fire Prevention and Extinguishing Plan comprises:

1. Examination Plan
2. Training Plan
3. Campaigning Plan
4. Fire Extinguishing Plan
5. Fire Evacuation Plan
6. Recovery Plan

In 2020, 55% of employees passed the preliminary fire extinguishing course, which was higher than the level required by law. The Company has assigned fire response team stationed on each floor as follows:



1. Floor Emergency Commander is responsible for
 - Making decision on evacuation in case of emergency
 - Informing Floor Warden and members (employees) to evacuate through Fire Exit
2. Floor warden I is responsible for
 - Following order by Floor Emergency Commander
 - Educating members (employees) about evacuation in emergency
 - Leading members (employees) to evacuate through Fire Exit, holding flag to lead to meeting point
 - Checking names of members at meeting point to find out if any is stuck inside
 - Reporting result to the Floor Emergency Commander and Safety Unit
3. Floor warden II is responsible for
 - Reporting result to the Floor Emergency Commander and Safety Unit
 - Educating members (employees) about evacuation in emergency
4. Members are responsible for
 - Strictly following the instruction on emergency evacuation
 - Evacuation to Assembly Point
 - Reporting to Floor Warden

Qualifications of Floor Warden I and II

1. Ability to preliminarily extinguish fire (pass basic fire extinguishing training)
2. Ability to help injured members (pass first aid and life support training)

The Company has organized annual fire drill to educate employees about the procedure and what to do in case of emergency, to familiarize employees with fire exit on the floor they are working on, to allow Floor Commander and Floor Warden I and II to practice, and to test the building's emergency handling systems, including fire exit and other supporting systems. A video has also been prepared and broadcast to help employees and visitors easily understand and follow.

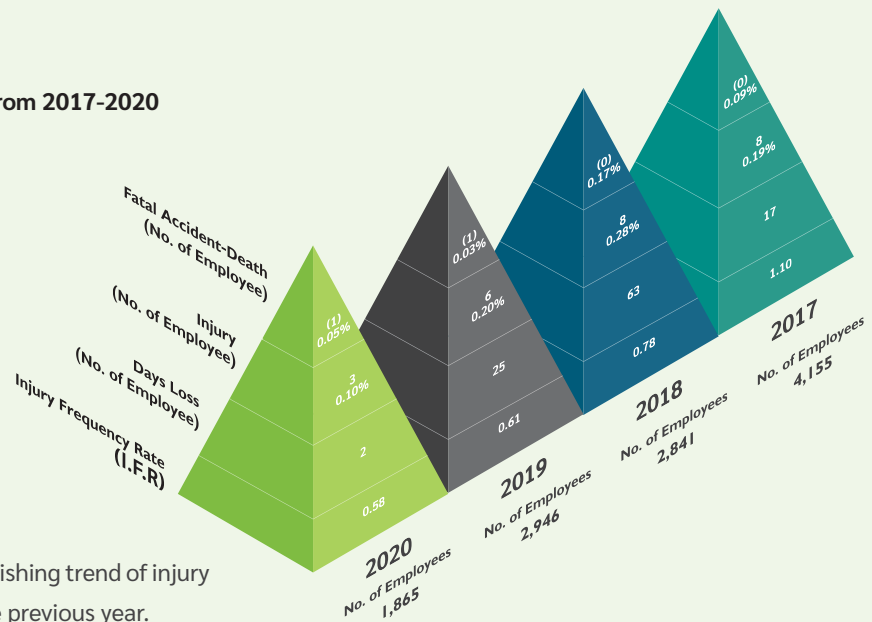


Emergency Safety Measures

1. Installing CFC-free fire extinguisher every 20 square meters and convenient to use with clear signage when necessary
2. Providing emergency lighting and emergency exit signage to lead the way in case of emergency
3. Providing torch at every emergency exit
4. Installing safety sign at different places
5. Providing appropriate fire exits that would enable employees to escape in case of fire
6. Installing automatic fire and smoke alarms in every room, if possible
7. Having appropriate fire extinguishers ready for use and located in chemicals and/or fuel storage areas
8. Having no smoking and fire sign installed in chemical/fuel storage areas
9. Using insulated wires that meet with international standards in office and fuel storage area
10. Regularly checking the availability and readiness of equipment
11. Having floor wardens stationed at different areas in case of emergency
12. Having primary fire extinguishing training on monthly basis to ensure employees can properly and correctly use necessary equipment
13. Conducting first aid training and fire evacuation drill on an annual basis

The Company has considered annual accident statistics when preparing development plan to achieve zero accident and enhance quality of life in the workplace, where the Company most values.

Statistics of work-related accidents from 2017-2020



The 2020 statistics has shown the diminishing trend of injury and work absenteeism compared to the previous year.

4.2 Policy Practice Guideline on Efficient Resource Utilization

The Company has implemented campaign for energy saving, maximizing resource use and recycling resources by encouraging executives and employees to control their most use of resources, recycles, as well as reduce waste as much as possible in order to generate least impact to the environment. The practical guideline can be summarized as follows:

(1) Energy

- Switching off air-conditioner and light during noon break
- Switching on light in specific points required for use
- Using stairs in walking distance floors
- Car pooling

(2) Water Quality

- Using Solar Cell System to power lighting and water pump systems, which are used in water reuse in watering plants and overseeing garden in factory area, reducing electricity resource consumption, and optimizing water resource.
- Recycle of sandstones screened from Recycling System in new concrete production process, which accounts for 2% of consumption of total sandstone quantity, and cement water from Recycling System for reuse in mixing new concrete production, which accounts for 25% of total volume of manufacturing water consumption, resulting in no discharge of wastewater into the community or public land.

- Use of sludge from Sedimentary Well for filling land or road, resulting in no waste scraps from production. This is environmentally friendly and makes Prukha Precast plant the first Green Factory in Thailand's Precast Concrete Manufacturing Industry that has applied this system.

(3) Waste Management

- Using efficient production systems or machineries to reduce waste that may occur, such as oil scraps remained from molding table.

(4) Material Management

- In consumption of reinforced steels and other materials, Prukha Precast Factory has applied Automated Mesh Welding Plant and Automated Mesh Welding Plant with Automated Placing for producing reinforced steels at the new factory, resulting in more accuracy, precision, and completeness in every piece of precast work while reducing waste. Using reinforced steel in the production has helped increase efficiency in material consumption.
- High consumption of concrete which is the main production cost of Precast Concrete has resulted in high consumption of resources, which possibly affects environment in various areas. The Company has, therefore, reduced cement in concrete mix without compromising on engineering strength of the structure. By applying the concept of reducing size of key joints, which was derived from SGA contest

(innovations initiated by employees), the Company can adjust concrete mix in the production process. With less cement required, production cost has been reduced. The Company has reduced cement by 35 kilogram per cubic meter and replace 10% of cement with fly ash, which also reduces cement mix by another 32 kilogram per cubic meter.

(5) Resource Saving

- Using i-PAD in Board of Directors' Meeting instead of document files to reduce paper use.

4.3 Policy and Practice Guideline for Non-Infringement of Intellectual Property or Copyright

The Company formulates a policy and practice guideline on non-infringement of intellectual property or copyright, which is considered part of Code of Business Conduct of the Company. Details are as follows:

- (1) Protection of the Company's intellectual property and copyright to prevent leakage of information.
- (2) Application of computer and information technology system whereas the employee who uses computer must affix his/her signature to affirm that he/she will not infringe the right of any person or any company which is protected by copyrights, trade secrets, patents or other intellectual properties, or laws or regulations with similar nature, including installation or dissemination of illegal software products or software which is not licensed properly to the Company.
- (3) Employee shall not use any type of the Company's intellectual properties for personal benefit or for other person's benefit without permission.
- (4) The employee shall respect and not use the whole or part of the work, which is intellectual property of other person, without permission of the owner.

4.4 Policy on Anti-Corruption and Bribery Prohibition

The Company formulates a policy on anti-corruption and prohibition of bribery in all forms as follows:

- (1) Giving and receiving gift, present or other benefit

1.1 Director, executive, employee and his/her family member are prohibited to give and receive gift, present or other benefit to the business partner, business representative, or party related to the Company's business, as well as superiors, subordinates, and colleagues.

1.2 Gift, present or other benefit can be given to customer, business partner, business representative or party related to the Company's business in the event where there is the Company's logo, or in the event of sales promotion, business relationship creation, or in the occasion of congratulation and gratitude expression, hospitality, sorrow expression, assistance provision as the matter of courtesy which is observed in the society.

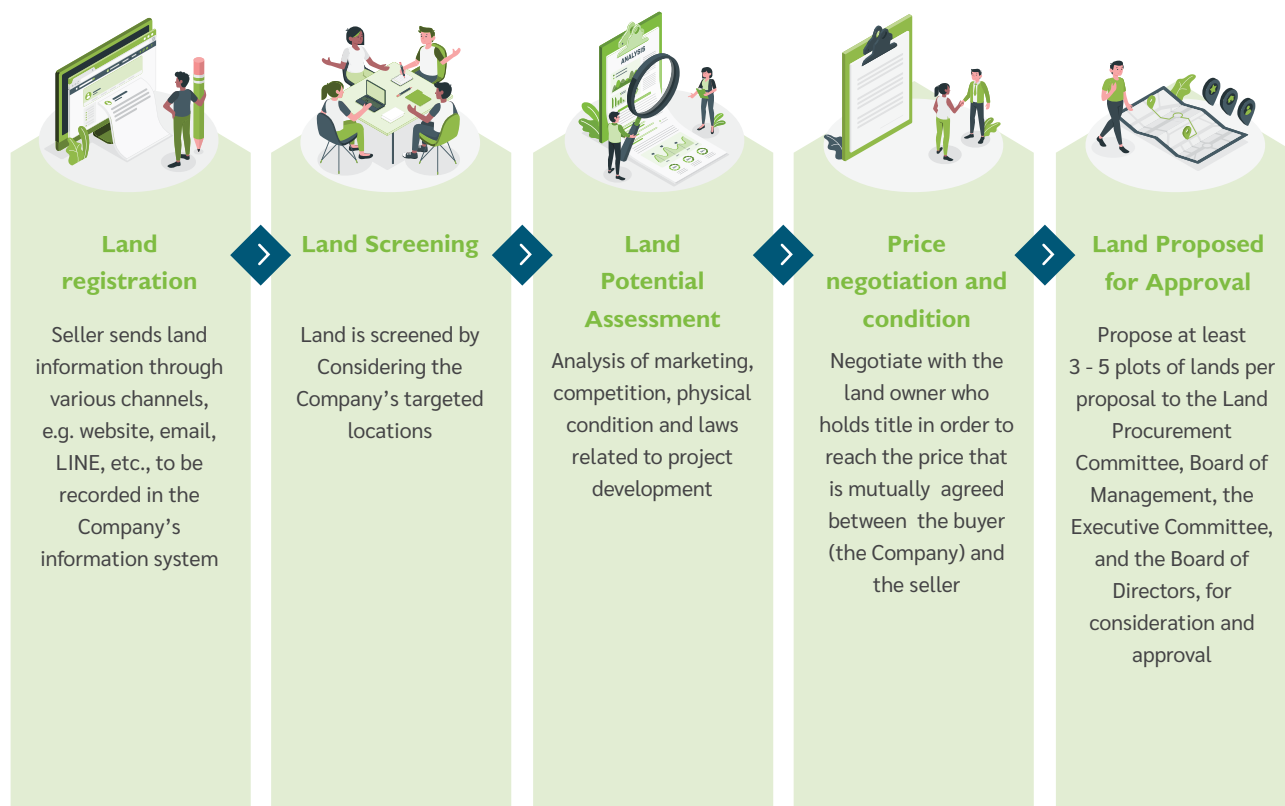
- (2) Entertainment/Entertainment Acceptance

The entertainment/entertainment acceptance is prohibited in the event of the form with intention to influence, affect business decision or support political activity, in conflict with regulation, within the scope of bribery, unless being the entertainment for contact to acquaint, provide knowledge, share knowledge and experience, and the entertainment due to function as appropriate and not excessively extravagant.

4.5 Land Selection Policy

The Company shall execute land selection policy by determining that every related process shall be transparent and verifiable, and considering choosing land in form of Committee in every process. Every related work unit shall collect complete information and pass the verification before proposing to the Land Procurement Committee, Board of Management, Executive Committee, and Board of Directors, for consideration under operating power from value of the developed project.

Land Selection process



Principle of Land Purchase

The Company shall prepare primary physical report of the plot of land to verify the physical characteristic of such plot so that it can be developed without being engaged by condition and rule of the government agencies that govern the real estate project development particularly for the plot located adjacent to the place that may cause chemical pollutions such as chemical factory, waste pool or the range of noise exposure for taking off and landing of airplane. However, the Company shall place high importance on environment and customer safety for consideration.

In commercial perspective, the Company shall consider only grade A plot in high potential location to increase competitiveness and ability to develop project to reach targeted returns. In addition, the Company emphasizes on buying land plots that support long-term business in order to balance portfolio of townhouse, single-detached house and condominium group and be in line with market situation.

4.6 Policy on Treatment to Landowner, Broker and Employee of Pruksa Real Estate Public Company Limited, the subsidiary of the Company, whose behaviors indicating corruption and breach of good governance against Pruksa's land purchase and sales procedure

Definition of self-conduct of landowner, broker and employee with behavior indicating corruption and breach of good governance against land purchase and sale of Pruksa

- (1) Addition of land price to the price required by the landowner
- (2) Increase in land price without reason
- (3) Purchase of land before the Company by using inside information and resell it with higher price

- (4) Disclosure of the important inside information of Prukso to the outsiders
- (5) Concealment of fact of the land plot
- (6) Provision or use of false information related to land plot to Prukso
- (7) Use Prukso's name to contact with the landowner
- (8) Offer of bribery to the executives and employees of Prukso
- (9) The involvement of the employee with the landowner or broker in any aforesaid clause shall be regarded by Prukso Company as severe offence and malfeasance
- (10) Other operation indicating corruption and breach of good governance against land purchase and sale of Prukso

Objectives

- (1) To be recognized that Prukso does not support the business operation with the landowner and broker with behavior indicating corruption and breach of good governance against land purchase and sale of Prukso.
- (2) To be recognized by the executives and employees on behavior and action indicating corruption and breach of good governance against land purchase and sale of Prukso.
- (3) To be recognized by the executives and employees on the practical guideline upon detection of behavior and act indicating corruption and breach of good governance against land purchase and sale.
- (4) To enable the Company to give fair treatment to the landowners, brokers and employees who honestly and transparently conduct land purchase and sale.

Rationale

To avoid and prevent any act that may be considered as or cause conflict of interests, particularly in case that the landowner, broker, executive or employee shows behavior that indicates corruption and breach of Good Governance Principle related to Prukso's land sale and purchase, Prukso therefore formulates a policy/measure to fight against fraudulent act that is against good governance practice related to Prukso's land purchase. The policy is acknowledged by all stakeholders and adopted as the standard, which also supports good governance practice.

Scope

This policy shall cover the related parties as follows:

- (1) Landowner
- (2) Broker
- (3) Executive and employee of Prukso and the affiliated companies

Procedure of Practice

To achieve the objectives, the Company has executed the following measures:

- (1) The executive shall be good model in compliance with this policy.
- (2) The executive has duty to communicate to ensure that employees are aware that Prukso does not support business operation with the landowner and/ or broker with behavior indicating corruption and breach of good governance against Prukso's land purchase and sale
- (3) If suspected behavior is detected as specified in this policy, the executive and employee involved with land purchasing process (P0-P7) must report to the Land Procurement Committee for acknowledgement or inform the Company through whistleblowing channels as follows:
 - **Website:** www.psh.co.th (topic of complaint/ whistleblowing/fairness request, anti-corruption)
 - **E-mail:** cg@prukso.com
 - **Line:** Line ID : pruksacg
 - **Post:** deliver to Group - CEO or the Chairman of the Audit Committee of Prukso Holding Public Company Limited, Pearl Bangkok Building, 24th Floor, No. 1177 Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400.
- (4) In case the landowner and broker have behavior as defined above, it shall be the executive of land procurement department who must report to the Land Procurement Committee for consideration and approval on Blacklist.
- (5) In case landowner or broker finds that an executive or employee have behavior indicating fraud and contrary to the Good Corporate Governance principle, landowner or broker can report such action via Prukso's whistleblowing channels mentioned above. Once the

complaint is received, the Company will set up a working committee to investigate the truth and act according to the Company's regulations.

- (6) In case of doubt that the employee's behavior indicates corruption or stake holding or working in wrong procedure that may cause Pruksa damage from land purchase and sale of Pruksa, the Land Procurement Committee can comment to Personnel Department and the employee's superior to suspend work in order to investigate that employee or otherwise consider as deemed as appropriate for fact investigation according to Pruksa's rule accordingly.
- (7) If it is detected that the executive and employee's behaviors are conflicted with this policy, it shall be regarded as disciplinary offence and penalties shall be considered by their supervisors.

4.7 Monitoring/Evaluation Guideline for Compliance with Anti-Corruption Policy

Apart from the anti-corruption policy and measures, the Company has taken more actions to encourage companywide participation in supporting such policy, such as educating employees via e-mail, Intranet, Digital Signage, EC News, annual CG test, and VDO training to new employees on orientation day. The Company also monitors the result of the policy implementation through executive and employee opinion survey on anti-corruption and use the results to better improve such policy.

4.8 Corruption Risk Assessment Process

The Company was listed on the Stock Exchange of Thailand on 1 December 2016 and has already been certified as member of Thai Private Sector Collective Action Coalition Against Corruption. The Company's corruption risk assessment process is in place for assessing core process with high risk of corruption. In addition, the Company has prepared internal control and management that prevent corruption within the organization.

In 2020, the Corporate Risk Management Committee separately assessed risk of corruption from other risks and reported the result to the Board of Directors on a quarterly basis.

4.9 Governance and Control Practical Guideline for Prevention and Monitoring Corruption Risk

The Company formulates governance and control practice guideline to prevent and monitor corruption risk as follows:

- (1) Assessing risks regarding product and service delivery, land selection process, procurement and employment process as well as determining pricing process for house, condominium, and precast factory construction costs, which are documented as standard in work rules and manuals.
- (2) Initiating Website and Call Center as channels to receive complaint from customers, employees, the public and the government sector.
- (3) Having controlling tools and systematic risk management process, including submission of risk report to the Board of Director on quarterly basis.

4.10 Employee Training for Educating Knowledge related to the Company's Policy and Practice Guideline for Anti-Corruption

The Company organized trainings on Pruksa's Code of Conduct, and policy and practice guideline for anti-corruption for all employees since their first day of employment in order to prevent internal corruption. After the training, the Company communicates and promotes through various announcements the Code of Business Conduct, whistleblowing regulations, corruption complaint procedure, anti-corruption measure, rule of giving and receiving gift, present, entertainment or other benefits, and news related to fraudulent operation and punishment. The information is publicized in form of video via Digital Signage and disseminated via Website, Desktop Screen, Employee Communication (EC News) and X-Stand inside the Company. The Company also regularly educates and provides knowledge to employees as follows:

- (1) Organizing Pruksa Ethic Training for new employees. Every employee has to attend the training and passes the requirement of such course and must acknowledge Code of Conduct Manual which has been distributed on the first day of employment.

- (2) Organizing training for employees under the Zone Visit Program, educating them of the project under construction so that everyone, from foreman to site engineer and administrative officers to acknowledge and behave properly in compliance with Corporate Governance Principles and related laws.
- (3) Conducting CG test in order to raise awareness of Code of Conduct and good governance for executives and employees at least once a year.
- (4) Organizing CG Day on an annual basis
- (5) Communicating on fraud and punishment among executives and employees to be used as case study, to prevent employees from breaching the Code of Conduct.

4.11 Educating and Training Employees on Environmental Issue

With real estate development as the core business, the Company has a policy to develop and make real estate business an economic driver as well as social and environment protection tool as the Company is fully aware of the impact from operating a business on the environment. The Company, therefore, encourages all employees, including those working at Prukha Precast and others, to embrace environmental care to their own through trainings on environment protection and business operations that do no harm to the environment either directly or indirectly. In addition, the Company shares with students and interested organizations the knowledge on environmental care and protection at the precast factories.

Prukha Academy Unit, responsible for training and seminar, organizes trainings/seminars and courses which are useful for the employees in order to be applied as working support and reinforcement of more self-knowledge. The environment course is one of the topics which are emphasized by the Company.

In 2020, the Company set up environmental training to create awareness regarding environment in the form of E-learning for new employees as well as to understand the Company's Sustainable Development Policy Particularly Heart to Earth topic, which mainly focuses on how to lower environmental impact and global warming from the

Company's production lines. In addition, the Company also set up activities that used innovation to help lower environmental impact to the community such as an installation of Solar Cell to Wastewater Treatment System in all the Company's projects, an installation of Solar Cell to nearby canal community, and training of wastewater management for community.

(For more details, see "Sustainability Report" in "Environmental Operation" Section.)

4.12 Complaints

The Board of Directors arranges the channel of which all groups of stakeholders can contact/lodge complaints on the issues that may directly cause damage to the Company or the Board of Directors. Details and procedure are as follows:

(1) Complaints Notification

Employees or all groups of stakeholders who find a suspicious act of violating, infringing on one's right, or failing to comply with Code of Conduct, can make inquiry or report to the responsible persons as follows:



Complaints Channels for Anti-Corruption (Anti-Corruption)

- Chairman of the Company, Chairman of Audit Committee, Group Chief Executive Officer
- All levels of Supervisors



Website

www.psh.co.th or
www.prukha.com



E-mail

CG@prukha.com

(กลุ่มบริหารงานทั่วไป)



QR Code

ID : @pruksacg

(กลุ่มบริหารงานทั่วไป)



Phone

0 2080 1739 ext 48611
หรือ 08 4555 2364

(2) Monitoring and code of conduct and execution according to the code of conduct

P0	P1	P2	P3	P4	P5	P6	P7	P8
Complaints received and categorized	Primary information verification	Investigation	Judging on disciplinary punishment	Punishment	Communication	Compensation - legal action	Reporting to the Corporate Governance Committee and Audit Committee	Case closed

- (3) Having measures to protect whistleblowers, those cooperating well in the investigation, and partners who will be fully protected according to the related regulations. (More information is provided under “Trade Partners, Trade Counterparts and Complaints” Section.)

4.13 Employee Remuneration Policy

The Company’s policy is to provide employee remuneration in consistent with the Company’s short and long-term performance, work condition, qualifications, knowledge, capability, and performance, regardless of gender. The Company’s salary structure is based on the nature of work. In addition, the Company reviews salary structure, salary increase based on performance and core competency assessment on yearly basis to maintain corporate competitiveness in the labor market when compared to other companies in the same industry and to retain talented employees in the long run.

To inspire and encourage employees to perform their duty to achieve the preset target both in short- and long-term, the Company has adopted BSC (Balance Scorecard), KPI (Key Performance Indicator) and core-competency-based 360° Evaluation to use for performance-based remuneration management. The Company shall pay bonus based on corporate performance semi-annually and has formulated bonus allocation criteria which related to target achievement of the Company, business unit, and individual performance.

For long-term remuneration, the Company has promoted savings to increase employees’ financial security after retirement. Provident fund is set up for employees at all levels. The Company also provides long-term incentives for high level executives which serve as a tool to drive long-term corporate goal and sustainable growth. In addition, the Company has instilled the sense of ownership among employees by offering Employee Joint Investment Program (EJIP).

4.14 Violation of Labor, Employment, Consumer, Trade Competition and Environment Laws

In 2020, the Company did not take any action that violates the Labor, Employment, Consumer, Trade Competition and Environment Laws.

4.15 Supervision by Governance Agency

In 2020, the Company declared information of important circumstances within the timeframe specified by the Governance Agency, thus, no action or investigation was done by such agency.

5) Information Disclosure and Transparency

The Company formulates the policy on regular and timely disclosure of complete, adequate, and reliable financial and non-financial information through publicity in various forms via Annual Registration Statement Form (Form 56-1), Annual Report, the Company's website both in Thai and English languages, and mass media. In the meantime, the Company also establishes Investor Relations Division to coordinate between the Company and shareholders, security analysts and related parties.

The Company places high importance on disclosure policy of financial and non-financial information, where information disclosed is accurate, reliable, complete, regular, and sufficient to support investors' decision in timely manner, for instance:

- (1) Structure of the Corporate Group and clarification of the structure of the Company's beneficial shareholders without shareholding nominees whereas the Company completely and clearly indicates the major shareholders or regulator and proportion of minor shareholders, which is the latest update that enables information users to clearly see the Company's beneficial owner.
- (2) The shareholding of the directors, spouse and underage child of the director and executives in Annual Report in "The Board and Management Profile" Section.
- (3) Corporate Governance Policy
- (4) Code of Business Conduct
- (5) Risk Management Policy
- (6) Social and Environmental Care Policy
- (7) Report of the Board of Directors' Responsibilities towards Financial Report
- (8) Report of Auditor
- (9) Management Discussion and Analysis (MD&A) and Research and Development (R&D) Expenses (if any)
- (10) Audit Fee and other service charges rendered for services by the Auditor
- (11) Roles and duties of the Board of Directors, and Sub-Committees

- (12) Number of meeting attendances by each Director in previous year
- (13) Professional Knowledge Training and Development for Board of Directors
- (14) Remuneration Payment to Directors and Top Executives Policy

The Company has strictly adhered to the rules and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as well as relevant laws regarding information disclosure. In 2020, there was no incidence that the Company submitted either quarterly or annually financial information later than the deadline set by the authorities.

5.1 Compliance with Principle of Good Corporate Governance

The Company recognizes and places high importance to good corporate governance and adopts the Guideline of Good Corporate Governance of Listed Companies to enhance investment community that the Company's business operations are accepted, reliable, and met with expectation of business sector, investors, capital market, and society. Moreover, the Company has ensured the Management applies the said principle to develop the organization benefits of the Company and stakeholders in terms of Rights of Shareholders, Equitable Shareholder Treatment, Concern on Role of Stakeholder, Information Disclosure and Transparency, and Responsibilities of the Board of Directors.

The Company determines to regularly review Policy for Corporate Governance, Code of Conduct Manual, and Charter of Committees, every year or at least once a year to be consistent with the policy of the Stock Exchange of Thailand and the criteria of the ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard), clarify the Company should comply with such criteria, and provide alternative measures guideline to all directors, executives and employees.

For some parts of Good Corporate Governance of the Company is not able to follow, the Company shall try at best to apply those principles with details as follows:

Impractical Points	Reason/Necessity
1. The Board of Directors has not yet formulated the policy on years in office limit of nine years for independent director.	The Board of Directors has considered that each director is capable, knowledgeable, and competent, and has good judgement and experience working with the Company. Having them as directors will enable the Company to grow further. Moreover, each independent director has complete qualification and even higher qualifications required.
2. The Company has not yet defined Cumulative Voting Method for Director Election.	The Company has considered that cumulative voting will enable minor shareholder to exercise all of their available votes for any director the shareholder wishes to select. The vote can be divided for election of several directors. In such case, the elected person will not go through the selection process and qualification screening by the Nomination and Remuneration Committee of the Company. As a result, the internal management and strategic planning may not be in line with the Company's policy, which may affect the Company's operations and growth.
3. The Company has not yet had female independent director.	The Company has been under selection of female independent director who is knowledgeable and competent and has required qualifications to hold the office of the Company's independent director and supports the future growth without intent of gender barrier. Although all of the Company's current independent are male, they are considerate and have well-round viewpoints. The Company is confident that they can generate income and profit to the business. In addition, the current Board of Directors consist of one female director.
4. Some members of the Corporate Risk Management Committee are not the Company's directors.	The Company's Corporate Risk Management Committee comprises three members. Two independent directors have strong reputation, knowledge, capability, expertise and recognition; and one director is involved in business operations and has direct experience and high capability. Although that executive director is not a member of the Board, he is regarded as specialist with highly recognized competency critical to support the Company's subcommittee and drive the Company to achieve its goal.

5.2 An Adoption and Implementation of Corporate Governance Code for Listed Companies 2017

The Company commits to adhering to Corporate Governance Code to ensure transparent and efficient operations with responsibility towards all stakeholders. The Company has realized its duty and responsibility as the governing board under the Corporate Governance Code for Listed Companies 2017 (“CG Code”) issued by the Office of the Securities and Exchange Commission. In 2020, the Company reviewed the corporate and practice guideline against the CG Code to ensure that the Company has operated and appropriately implemented such principle, and proposed to the Corporate Governance Committee, the Audit Committee, and the Board of Directors the areas of improvement of the corporate government policy, and the Charters of the Board of Directors and Sub-Committees to ensure compliance with CG Code. The overall review demonstrated that the Board of Directors has good understanding and the Company’s policy, and practice guideline are already in line with the eight CG Code.

5.3 Long-Term Objective/Target of the Company

The Company’s core business is operating as a holding company whose main income is derived from dividend received from subsidiaries or companies in which it will invest in the future. The Company has set long-term objectives/targets, which are reflected in the vision, mission, target, and operation strategy as follows:

Vision

Pruksha Holding aims to delivers the utmost satisfaction to customers by developing products and services that will fulfill their modern lifestyles as well as to drive the business for sustainable growth.

Mission

Pruksha Holding aims to offer products and services that will enhance quality of life of the people, to create innovations that best address modern lifestyle and sustainable value to customers and all stakeholders, as well as to provide good opportunity to the society and communities under good corporate governance principle for sustainable growth.

Operation Goals and Strategy

1. To expand core business in property for sale as well as customer group with new income base
2. To reinforce businesses that support real estate business to strengthen brand and enhance customer satisfaction
3. To expand investment into new recurring income business
4. To develop an organization with outstanding professionalism, corporate governance, and responsibility towards the society, environment, and stakeholders for sustainable growth

Values

1. *Customer Focus*
We are committed, exploring, and understanding to satisfy every customer group’s specific demand with a valuable home and impressive service.
2. *Team Collaboration*
We work in harmony as a team to deliver impressive results to our customers.
3. *Creative Innovation*
We invent innovative and top-grade products and services that surpass our customer expectations and impressions.
4. *Working Discipline*
We have discipline to complete our work on time, according to our plans and with quality.
5. *Ethics*
Our thinking spirit, speech and action are for interest of our customers, and fairness and benefit for all related parties.

5.4 Financial Position and Overall Operation

(For more details, see “Management Discussion and Analysis and Performance” Section)

5.5 Customer Satisfaction Level (Indicator of Non-Monetary Overall Operation)

The Company is committed to building customer satisfaction and therefore emphasizes on continuous product research and development. Corporate Customer Relationships

Management Department is responsible for managing customer data collection of the customers in each communication process. Automatic satisfaction evaluation process in each important procedure is developed and evaluation result is reported to the executives and related parties for acknowledgement in real time basis, in order to ensure analysis and improvement planning for more rapidity and efficiency on demand fulfillment and good customer relationship creation.

With Pruksa's vision aiming to deliver utmost satisfaction to customers, thus, the Company places importance on customer satisfaction management. Customer satisfaction is evaluated in three core procedures, spanning from project visit by customer, ownership after three-month transfer, and maintenance services.

Procedure	Assessment Method
1. Satisfaction on project visit	Satisfaction survey will be sent to customers via E-Mail or SMS one day after project visit.
2. Customer satisfaction on ownership after three-month transfer	Satisfaction survey will be sent to customers via E-Mail or SMS one day after three months of transfer.
3. Customer satisfaction on maintenance services	Satisfaction survey will be sent to customers via E-Mail or SMS after maintenance services are completed.

Organizational Overview

The 2020 operating performance showed that overall customers and visitors score was at 90.13%. The Company will use the score to improve the process for better satisfaction in the future.

Products and Services Development

During 2019-2020, quality of products and services has been improved for greater customer satisfaction with details as follows:

- 1) Development of Universal-Design for multi- and flexible functions of houses as Thailand will completely enter aging society in 2023. The Company has implemented research and study of customer's need before further completing design and development.
- 2) Implementation of IoT (Internet of Things) for housing and condominium projects such as CCTV Safety Screen, Barrier Gate & Night Gate, Magnetic Sensor system and Motion Sensor system.
- 3) Development on after sales service team such as providing suggestions and promoting mutual use of public facilities for better living to customers. The purpose is to build up good relationship between the Company's projects and customers.
- 4) Development on maintenance and repair service by setting up CS Center Team to coordinate and make appointment of work repair at customers' convenience. The repaired works were re-inspected with the house owners for primary inspection on work quality and satisfaction. The Company, in addition, monitored contractors on selecting process of workers to ensure that they were experienced and were capable for their work. The contractors were also evaluated for improvement and development by the Company.
- 5) Service Development after Juristic Person Establishment (for Low-Rise) or Annual General Meeting No. 1 (for Condominium) was set or held. This was done by organizing activities four times a year to build up relationships between the project and Pruksa, as well as implementing responsibility standard and Outsource training to enhance working efficiency and proposed to the Board of Directors.

Moreover, the Company has also developed various channels, including E-Mail and SMS, for customer satisfaction survey. CRM System has been developed for automatic evaluation in each period of customer interaction with Pruksa to acquire reliable and accurate satisfaction score result, leading to service quality improvement, and is always updated for review.

Market Share of Pruksa Real Estate Public Company Limited (“Pruksa”), the subsidiary of the Company

(For more details, see “Nature of Business” Section in “Market Situation and Competition Condition” Topic.)

Market Situation of Residence in Bangkok Metropolitan Region

(For more details, see “Nature of Business” Section in “Market Situation and Competition Condition” Topic.)

5.6 Nature of Business and Competition Condition

(For more details, see Section “Nature of Business” Section in “Market Situation and Competition Condition” Topic.)

5.7 Structure of Business Group

(For more details, see “Shareholding Structure of the Corporate Group” Section.)

5.8 Key Risk in Business Operation

(For more details, see “Risk Factors” Section.)

5.9 Dividend Payment Policy

(For more details, see “Dividend Payment Policy” Section.)

5.10 Whistleblowing Policy

(For more details, see “Complaints” Section.)

5.11 The Board Profile

(For more details, see “The Board and Management Profile” Section.)

5.12 Indication on which Director is Independent Director

(For more details, see “The Board of Directors” Section, “Management Structure” Section, and “The Board and Management Profile” Section.)

5.13 Disclosure of Criteria for Remuneration Payment to Directors and Disclosure of Remuneration for Individual Director

The Company clearly and transparently formulates the policy of remuneration for directors whereas the Nomination and Remuneration Committee’s duty is to regularly consider and give consent prior to proposing to the Board of Directors and the Shareholders’ Meeting every year. The appropriateness and consistency with the scope of duties and responsibilities of the directors shall be considered and compared with the rate of director remuneration in the same group of industry and other leading industries. The remuneration determination guideline is as follows:

- (1) Monetary remuneration such as remuneration for independent directors, non-executive directors and total remuneration for Group Chief Executive Officer and executives.
- (2) Other remunerations such as Employee Joint Investment Program (EJIP) and Provident Fund.

(For more details, see “Remuneration for Directors and Executives” Section.)

5.14 Policy and Criteria for Remuneration Payment to Top Executives

The Company formulates the policy and criteria for remuneration payment to Group Chief Executive Officer and top executives under transparent consideration procedure. The performance appraisal score and overall turnover of the Company shall be considered. There are various areas of performance appraisal factors, for example, Key Performance Indicators (KPIs) which is consistent with the organizational task and target, the Company’s overall operation, and financial performance which is consistent with obligations and responsibilities of the executives, and working competency, as appraisal tool for the behavioral ability of the operator. The performance which are incorporated into strategies in four perspectives, including financial perspective, customer perspective, internal process perspective, and learning and growth perspective and are used as performance assessment indicators of top executives in the form of Balance Score Card (BSC).

The remuneration of Group Chief Executive Officer is determined under the transparent, fair and appropriate criteria under consideration on responsibilities and overall operation of the Company upon consent of the Nomination and Remuneration Committee.

The procedure of consideration of remuneration for Group Chief Executive Officer and top executives is as follows:

- (1) Human Resource Department proposes to the Meeting of the Nomination and Remuneration Committee to consider the remuneration for Group Chief Executive Officer and top executives.
- (2) The Nomination and Remuneration Committee considers and evaluates overall operation according to criteria, one-year past performance, and leadership which reflected by the Company's growth.

(For more details, see "Performance Appraisal for Top Executive and Group Chief Executive Officer" Section and "Remuneration for Directors and Executives" Section.)

5.15 Disclosure of Information for Number of Meeting of the Board/Committees and Meeting Attendance of Each Member

(For more details, see "Meeting Attendance of the Board and the Committees in 2020" Section.)

5.16 Disclosure of Information for Participation in Development and Training of Each Director in the Past Year

(For more details, see "The Board of Directors on Knowledge Training and Development for the Directors." Section.)

5.17 Disclosure of Related Party Transaction Performing Information

(For more details, see "Equitable Treatment of Shareholders on Connected Transaction and Related Party Transaction" Section.)

5.18 Policy for Requirement of the Director and First Four Executives (Top Level) for Disclosure/Reporting of Purchase and Sale of Shares/Possession of the Company's Securities for Acknowledgement of the Board of Directors' Meeting

The Corporate Governance Committee determines that the directors and the first four executives (top executives) must report securities holding and the Company's share purchase and sale of oneself, his/her spouse, and underage child to the Board of Directors' Meeting for acknowledgement on the quarterly basis.

5.19 Change in the Company's Shareholding by Directors and Top Executives

Unit: Shares

Name	Position	Outstanding Shares As of 31 December, 2019	Outstanding Share As of 31 December, 2020	Increase/ Decrease During the Year
1. Dr. Prasarn Trairatvorakul	Chairman and Independent Director	-	-	-
2. Mr. Thongma Vijitpongpan	Executive Vice Chairman	1,314,009,986	1,318,190,000	4,180,014

Name	Position	Outstanding Shares As of 31 December, 2019	Outstanding Share As of 31 December, 2020	Increase/ Decrease During the Year
3. Dr. Piyasvasti Amranand	Independent Director	-	-	-
4. Dr. Anusorn Sangnimnuan	Independent Director	-	-	-
5. Mr. Weerachai Ngamdeevilaisak	Independent Director	-	-	-
6. Professor Piyamitr Sritara, MD	Independent Director	-	-	-
7. Mr. Anuwat Jongyindee	Independent Director	-	-	-
8. Professor Kitipong Uraepatanapong	Independent Director	-	-	-
9. Mr. Wichian Mektrakarn	Director	-	-	-
10. Mrs. Rattana Promsawad	Director	42,528,017	42,537,832	9,815
11. Mr. Porntep Suppataratarn	Group Chief Procurement and Supply Chain Officer	7,057	23,721	16,664
12. Mr. Udomsak Yamnoon	Acting Group Chief Human Resources Officer	19,954	93,157	73,203
13. Ms. Suporn Treewitchayapong	Acting Group Chief Financial Officer	3,079	10,207	7,128
14. Ms. Angkana Likhitchanyakul	Acting Group Chief Corporate Marketing Officer	5,963	20,049	14,086

Remark: For more details of the shareholding of the spouse and underage children, see “The Board and Management Profile” Section

5.20 Stakeholding Reporting

The Company formulates the policy for the director and executive to disclose his/her own, his/her spouse's and the related parties' stake holding information to the Board of Directors. The said stake holding information shall be delivered to the Company Secretary and the Company Secretary shall deliver the copy of stake holding report to the Chairman of the Board of Directors and Chairman of the Audit Committee for acknowledgement within seven working days from the Company's received date of the said report.

In case of change in information in Director and Executive Stake holding Report Notification Form, the Company determines that the director and executive shall deliver stake holding Report Notification Form (Revised Edition) to the Company Secretary for acknowledgement within three working days from the changing date, and the Company Secretary shall deliver copy of the report (Revised Edition) to the Chairman of the Board of Directors and Chairman of the Audit Committee for acknowledgement within seven working days from the received date of that report by the Company.

5.21 Policy for Significant Related Party Transaction Performing upon Consideration and Approval of the Board of Directors

The Company formulates the policy for significant related party transaction performing that it shall be given consent by the Meeting of the Audit Committee and proposed to the Board of Directors' Meeting for consideration and approval on performing the said transactions accordingly. In some sensitive transactions or significant transactions, the Company also formulates the policy that the legal consulting and financial consulting firms shall comment to support the decision of the Audit Committee and the Board of Directors since the Company has intended not to operate in conflict with the announcement of the Board of Governors of the Stock Exchange of Thailand, other relevant laws, and Corporate Governance Code.

In 2020, the Company participated in related transactions (For more details, see "Related Transactions" Section).

5.22 Financial Statements of the Company

In order to create confidence on the Company's transparency and reliance to shareholders, investors, as well as all groups of stakeholders, the Company therefore formulates the policy that the Company's financial statements shall be certified by the Company's auditor without condition.

5.23 Annual Report Publicity

The Company formulates the policy to simultaneously publicize Annual Report both in Thai language and English language on the websites of the Company and of The Stock Exchange of Thailand prior to Annual General Meeting of Shareholders at least 30 days in advance according to Corporate Governance Code. The publicity of Annual Report in the said period shall also be consistent with the requirement of the Stock Exchange of Thailand that Annual Report shall be publicized within 120 days from the ending date of the accounting year.

5.24 The Company's Auditor

The Company has hired the acceptable independent and qualified auditor as the Company's auditor upon approval of the Office of the Securities and Exchange Commission. The Company has already disclosed audit fee and other service charges paid to the audit firm in Annual Report (For more details, see "Audit Fee" Section).

5.25 Policy for Establishment of Investor Relations Department

The Company has established and assigned Investor Relations Department as coordinator between the Company and shareholders, securities analysts, institutional investors, general investors, government sector and related parties based on equality and fairness by allowing them to meet with the Company's executives as appropriate under the rule that the provided information has already been disclosed to the public. In addition, the Company shall report the information via electronic media of The Stock Exchange of Thailand for dissemination on website www.set.or.th, and report information to the Office of the Securities and Exchange Commission and disclose the said information and data in various forms of the Company both in Thai and English language via website www.psh.co.th under Topic "Investor Relations".

The Company formulates Investor Relations activities to provide information to shareholders, securities analysts, investors, and other investment community regularly. In 2020, the Company organized investor relations activities as follows:

- Held Analyst & Investor Meeting to announce quarterly and annually performance four times a year, business plan once a year, Opportunity Day four times a year, and held Annual General Meeting of Shareholders once a year, all of these activities were held after the Company had submitted Financial Statements and the Management Discussion and Analysis to the Stock Exchange of Thailand and the Securities and Exchange Commission.

- Prepared documents/presentations regarding quarterly and annually performance and business plan for securities analysts, investors, and other investment community.
- Provided Company Visit and/or Conference Call by arranging meeting between analysts/investors and top executives to discuss about policies, strategies and business plans, and financial information (audited/ reviewed by the certified public accountant and notified to the Stock Exchange of Thailand and the Office of Securities and Exchange Commission), provided properly, completely, correct and timely information to investment community for their decision of investment as well as created confidence and good corporate image among the investment community. In 2020, the Company did not hold any company visits due to COVID-19 pandemic, but 7 Conference Calls.
- Held one press conferences.
- Participated in domestic and international roadshows as per invitation of securities companies to provide information, respond to queries, and exchange business views with shareholders, analysts, and institutional investors. In 2020, the Company did not participate in this event due to COVID-19 pandemic.
- Provided top executives an opportunity to interview with the press e.g., newspapers, journals, and TV program as well as to participate with Thai Investor Relations Club to share knowledge about the Company, which led to a development of the Company's Investor Relations.

The shareholders, securities analysts, investors, public sector, and related parties can contact to inquire the Company's investment information through Investor Relations Department via Email: ir@pruksa.com, Tel. (66) 2080 1739 Ext. 449110, 49114.

6) Internal Control and Risk Management

The Company has a comprehensive internal control and internal audit system covering all aspects concerning finance, operation, and action in compliance with relevant laws, regulations, rules, and risk management.

6.1 Internal Control and Internal Audit System

The Company requires the review and report of internal control system by the responsible executive, and internal audit. The established Internal Audit Division shall be independent and responsible for regular audit for internal management control to ensure that the executives and employees must strictly comply with practice regulations as well as the Management Authorities Handbook of the Company. The operations shall be under governance of the Audit Committee whereas the executive who is the Head of Internal Audit is Mr. Premsak Vallikul (For more details, see "The Board & Management Profile" Section).

6.2 Risk Management

The Company has a policy to manage and maintain risks that may affect the Company's operations, considering both internal and external factors, at appropriate and acceptable level. The Management of the Company determines the risk factors in every aspect covering strategic risks, financial risks, operation risks, and compliance risks, and shall be reviewed on regular basis. The review shall cover the consideration on opportunity of risk occurrence, level of impact severity, determination of impact preventive and mitigation measure, assignment of responsible persons, and determination of reporting and monitoring measure for assessment. The Corporate Risk Management Committee shall suggest governance guideline and/or policy related to the significant risks.

7) Philosophy and Code of Conduct

The Company has a firm intention to reinforce all executives and employees to adopt the conduct standard under the changing business environment in the same way. The Company therefore declared the “Code of Business Conduct Manual” as guidance for conduct and practice alongside with the regulations and rules of the Group of Companies under the framework of ethics, virtue, and honesty in equitable creative ways. The Code of Business Conduct covers safety of society, community and environment, anti-fraud and corruption, anti-bribery, political involvement, and any other conflict of interests, and respect to laws and principle of human rights. Every employee shall be given for Good Corporate Governance and Code of Business Conduct Manual affixed with their signature for acknowledgement and observance. The Company also assigns Human Resource Department to be responsible for promoting the directors, executives, and employees to comply with Good Corporate Governance and Code of Business Conduct Policy with understanding, acceptance and faith since 2016.

The Company has conducted Good Corporate Governance Policy, Code of Conduct Manual, Charter of various sets of the Board/Committees, disseminated on Intranet System, on website of the Company at www.psh.co.th under Corporate Governance topic, and prepared channels for stakeholders including employees to submit complaints to the Board of Directors via website.

The Company has also created VDO and other media to disseminate and promote the compliance with the Code of Business Conduct Manual to employees. It also shall be presented in the orientation day for new employees. The Company shall review and update the Code of Business conduct in a regular basis to be consistent with changing economy and social situation. The Board of Directors shall review and determine corporate vision, mission, culture, and value of the Company to ensure that the executives and employees pursue the same goal and direction.

2. Governance on Use of Inside Information

The Company formulates a policy for executives in using inside information for self-benefit as follows:

1. Policy of Confidentiality, Data Storage, and Use of Internal Information

The duty of the organizational personnel in all levels is to be informed about the procedure of information security for protection of confidential information and to comply with security procedure for protection of non-disclosure of such information.

1. The confidential information means the information which is not public information or information that if it is publicly disclosed or fallen in the hand of the competitor, it will cause serious impact toward the Company, as well as all types of information given by business partner and customer to the Company. The Company defines the confidential level of information and confidentiality practice. The important documents and confidential information shall be supervised with specific procedure determined in each level, each kind or type of information. The secret level of these information may be classified into various levels based on their significance such as information which can be disclosed, concealed information, confidential information, and very confidential information. However, the sharing of internal information must be in the framework of duty and responsibility entrusted to him/or only.
2. The Company must keep and conceal the customer information and trade information confidential and must not disclose customer secret to the Company’s irrelevant officer and third party unless it is the legal regulation for disclosure which is the disclosure for purpose of litigation or under approval by the Board of Director for disclosure.
3. In employing a person who had worked with the business competitor or government before, the Company must

carefully consider their qualification to ensure that the confidentiality agreement they had with their previous employer is no longer valid, and that they will not breach any agreement which may later cause a subsequent litigation.

4. The disclosure of confidential information to the public shall receive consent from the Group Chief Executive Officer. The Group Chief Executive Officer may disclose information himself should it is considered significant or would entrust a responsible person to do so. Investor Relations Department will be responsible for general information disclosed to the public while information regarding investment, Investor Relations Department would contact responsible business unit before making any disclosure.
5. The Company's personnel shall not reply queries or express opinions to any other third party unless it is the duty, or he/she is entrusted to reply these queries. If it is not his/her duty or he/she is not entrusted, the personnel shall politely refuse the opinion expression.

The Company formulates the policy and procedure for employees in all levels in utilization the Company's internal information for self-benefit as follows:

1. The director, executive, and person who holds the position in accounting or finance department, person in charge in operation, auditor, officer, spouse and underage child of the said person are educated about the duty of their position status and must report the shares holding of the Company's securities and acknowledge the punishment according to Securities and Exchange Act B.E. 2535 (as amended), Requirement of The Stock Exchange of Thailand, and any other related criteria.
2. The Company determines that the director, executive and person who hold the position in accounting or finance department, person in charge in operation, executive, auditor, officer, spouse and underage child of

the said person, shall report their change in securities holding to the Office of the Securities and Exchange Commission according to Section 59 of Securities and Exchange Act B.E. 2535 (as amended) and submit copy of this report to the Company in the same day of which the said report delivered to the Office of the Securities and Exchange Commission every time.

3. To create confidence among shareholders, investors and all relevant parties, the Company shall formulate the measure related to the use of insider information to people in all level, including, the Board of directors, executive and person who hold the position in accounting or finance department, person in charge in operation, auditor, officer, spouse, and underage child of the said person. The objective of this measure is to bring about equality and fairness in use of internal information of the Company to ensure confidence among shareholders, investors, and relevant parties. The Company also does not allow the said persons and all family members to disclose such internal information which will create significant change in price of securities and has not yet been publicly disclosed whether for securities trading or persuading other person to offer for purchase or offer for sale of the Company's shares either by oneself or via broker, and whether the said act is performed for self-benefit or other person's benefit. Moreover, the Company also prohibits the aforesaid persons and family members from disclosing the fact which is essential for change in price of securities and has not yet been publicly disclosed in order to assign other person to perform such act in the way that he/she gains benefit in return.

4. The Company notifies the directors, executives, officers, employees, or relevant parties that the executive who is informed about the internal information which is essential and affects the change in price of securities must exercise his/her diligence in trading the Company's securities in the period 15 days before and 1 day after financial statements or internal information will be publicly disclosed.
5. The Company notifies the parties who are related to the internal information that they must not disclose the said information to other person for acknowledgement until the said information has been submitted to the Stock Exchange of Thailand.

The Company set up Personal Data Protection Committee to formulate policy, direction, principle, and regulation regarding personal data protection management and to create mutual understanding between employees in order to perform their duty to comply with Personal Data Protection Act.

2. Security of Computer System and Data Information

The Company formulates the preventive measure of computer system and data information as follows:

1. Limiting the access of data, which is not publicly disclosed by allowing the access to only top executive and responsible persons and notifying them such data is confidential and limited for use.
2. Arranging security system in workplace for prevention of access and use of file and confidential information.
3. The owner of information which has not yet been publicly disclosed shall reiterate the relevant parties to strictly comply with security procedure.
4. The Company formulates the policy for application of computer system and data and information system, and regularly updates it in consistent with any changes occurred, both from laws and regulations, and from trend of technological application such as social media, as well as changes from the Company's development.
5. The Company has international standard control system such as defining user's name, and password to the Company's system according to role and duty of the system application and scope of practice, which is linked to approval authorities in the Company.

3. Punishment Measure

If the aforesaid work regulation is violated, the Company shall take disciplinary action to consider punishment as deemed appropriate such as verbal warning, written warning, wage reduction, work suspension, dismissal, and take legal proceedings in the event of legal offence commitment.

3. Audit Fee

Pruksa Holding Public Company Limited (“the Company”) and its subsidiaries paid annual audit fee for 2020 to the auditors, KPMG Phoomchai Audit Company Limited for reviewing and auditing financial statements of the Company and its subsidiaries in Thailand. For the subsidiaries in India, the Company paid the audit fee to the Group of KPMG with details as follows:

Audit Fee of the Company and Its Subsidiaries

Unit: Baht

Items	2020	2019	2018	2017
Audit Fee for the Company	1,200,000	1,200,000	1,200,000	1,100,000
Audit Fee for the subsidiaries in Thailand	4,050,000	4,050,000	3,900,000	3,680,000
Audit Fee for the subsidiaries in foreign countries*		-	-	514,478
Other expenses	175,500	176,000	202,700	198,000
Total	5,425,500	5,426,000	5,302,700	5,492,478

**Audit fee for the subsidiaries in foreign countries depends on exchange rate at that time.

Other service fees can be summarized as follows:

1. KPMG Phoomchai Audit Company Limited

Unit: Baht

Items	2020	2019	2018	2017
Audit Fee according to BOI's condition	108,070	1,070,000	535,000	535,000

2. KPMG Phoomchai Advisory Company Limited

Unit: Baht

Items	2020	2019	2018	2017
Anti-Corruption Assessment Result Review	-	347,750	-	-
Consultant Fee for Collective Action Coalition (CAC) Project	-	-	-	481,500
Accountability Review	-	-	-	674,100
IT System Integration Review	-	-	-	203,300
Consultant Fee for SAP and ERP review on salary and personnel function	380,000	-	-	-
Total	380,000	347,750	-	1,358,900

3. KPMG Phoomchai Tax Company Limited

Unit: Baht

Items	2020	2019	2018	2017
Company's Contract Preparation Fee	560,000	2,450,000	4,535,500	1,741,000

4. KPMG Phoomchai Legal Company Limited

Unit: Baht

Items	2020	2019	2018	2017
Company's Contract Preparation Fee	784,300	-	-	-

Remark: KPMG Phoomchai Advisory Company Limited, KPMG Phoomchai Tax Company Limited, and KPMG Phoomchai Legal Company Limited are different legal entities from KPMG Phoomchai Audit Company Limited and the scope of services is not redundant to the audit work.

4. Compliance with the Principle of Good Corporate Governance in Other Issues

The Company has complied with the Principle of Good Corporate Governance for the Listed Companies pursuant to the guideline prescribed by the Stock Exchange of Thailand in other issues such as:

Anti-Corruption

The Company considers corruptions in any kind will negatively affect social and economic development. It also creates unfairness in business operation and affects ethic, competitiveness, and confidence of an organization toward its stakeholders. The Company, thus, places high importance on anti-corruption that the Company will not support organization, person, or group of persons that seek for false benefit, whether directly or indirectly, or use their authority in an unappropriated way. This has led the Company to formulate Anti-Corruption Policy to use as guidelines for the employees in all levels, as the Company believes that a corruption free company can continue business operation with sustainable growth as well as be able to maintain its reputation among stakeholders.

With continuous determination on Anti-Corruption, the Company was granted an extension of Collective Action Coalition (CAC) membership on 30 September 2020 and Pruksa Real Estate Public Company Limited, a core subsidiary, was also granted an extension of CAC membership for the second consecutive year on 4 February 2019.

Innovation to support business operation

The Company realizes that innovation is the key factor to drive an organization to success. Innovation Management System will play an important role for a company's product, service, and business operation development and help create value-added and growth to the Company. The Company, thus, has applied innovation to its business operation as well as encourage employees in all level to participate in creating new innovation for the Company's products, services, and business operation improvement, in order to utmost serve customers' needs.



Social Responsibility

Pruksa Real Estate Public Company Limited (“Pruksa”) a subsidiary of Pruksa Holding Public Company Limited (“the Company”) commits on business operations with responsibility to all stakeholders, particularly towards community, society and environment under the practice of the good governance. The Company has shifted its Corporate Social Responsibility (CSR) activities to focus on Sustainable Development (SD) for the second consecutive year by applying expertise in Core Businesses to uplift quality of life of all stakeholders, both community and society, and move towards sustainable development.

Pruksa’s Sustainability policy roadmap has been set for five years covering three key areas of focus: 1) Heart to Home: committed to improve people’s quality of life and well-being; 2) Heart to Earth: concerning about environmental impact; and 3) Heart to Society: caring for society and providing opportunity to less fortunate people. Pruksa has also taken part in driving sustainability development and corporate social responsibility activities to achieve international Sustainable Development Goals (SDG). The details are as followed:

Projects that help improving quality of life and environmental impact

“Solar Cell: Energy Saving Village” Project

Pruksa installed solar cell for energy saving in the common areas of townhouse and single-detached house projects, including lightings in green space, legal entity building, waste water treatment to help reduce environmental impact and CO₂ as well as to create economic value by reducing expenses of residents.

“60+ Earth Hour 2020” Project

Pruksa participated in “60+ Earth Hour 2020” activity, held by Bangkok Metropolitan Administration, Foundation for Environmental Education for Sustainable Development (Thailand) (FEED) and WWF Thailand for the 3rd consecutive year. This activity was set to encourage executives, employees, customers and the public to switch off unnecessary use of electricity for one hour to reduce environmental impact from electricity use and CO₂ emission in Bangkok and its vicinity as well as to help enhancing Thailand economic value in terms of less electricity spending.

“Pruksa Cares... Clean Canal” Project

Pruksa collaborated with government agencies and nearby community in dredging canals under “Pruksa Cares... Clean Canal” project. The purpose is to improve canal water quality, reduce garbage and environmental impact, and lower CO₂. In addition, these activities will help improve quality of people’s life in the community regarding better environment.

“Reduce Pollution” Project

Pruksa’s “Reduce Pollution” project was set to create awareness of employees and contractors at project site to separate waste such as non-shrink cement bags and hybrid epoxy cans for recycling instead of burning. This activity not only does help decrease numbers of waste, but also pollutions and CO₂.

“E-Brochure” Project

Pruksa has been using less of printed media and more of digital media to decrease paper usage. This also helps create economic value for the Company in regards to cost saving from less use of paper.

“Recycle for Better Life by Pruksa” Project

Pruksa, collaboration with Jakdang Temple, Green Road Project, and Green Roof Project, set up “Recycle for Better Life by Pruksa” project to build awareness in caring for environment and society by separating waste e.g., plastic bottles, plastic bags, and milk/juice containers for recycling. This campaign was first launched at Baan Pruksa Rangsit-Bangpoon.

“Won@Pruksa” Project

Pruksa was joining with TPBI Co., Ltd. to create “Won@Pruksa” Project. The purpose was to build awareness of recycling flexible plastic through international and environmental-friendly process. In 2020, this project was initiated at three of Pruksa townhouse, single-detached house, and condo projects, namely, The CONNECT Pattanakarn 38, THE PLANT Elite Pattanakarn, Plum Condo Station 1-3 and Plum Mix Changwattana. In addition, every kilogram of plastic collected, Bt5 will be earned and given to environmental foundations or for public use.

Projects that care for society and provide opportunity to less fortunate people

“Pruksa Scholarship” Project

Pruksa granted 89 scholarships to employees’ children in primary, secondary and vocational schools, totaling Bt600,00 for the 19th consecutive year.

“Real Estate Business Knowledge Sharing by Pruksa’s Top Executives” Project

Pruksa’s top executives were guest speakers at King Mongkut Institute of Technology Thonburi University, Bangkok University, and Engineering Institute of Thailand, to share knowledge in real estate business, precast technology, and Real Estate Manufacturing system (REM). Pruksa believes that this will help broaden knowledge for students and related educational group of people.

“Happy Home for People with Disability by Pruksa” Project

Pruksa wishes everyone to have a “Home”, a place where people reside with happiness. The Company, in collaboration with Social Innovation Foundation, Sirindhorn Hospital, and community network in Ban Had District, Khon Kaen, therefore, initiated a “Happy Home for People with Disability by Pruksa” project to enhance living standard for less fortunate people for the 2nd consecutive year. This project aims to build and renovate two residences for people with disability and to provide safety-living environment, reduce risk of accidents, enhance mental and physical ability as well as to provide medical equipment to ensure a happy living.

“Career Creation for People with Disabilities” Project

Pruksa in cooperation with the Social Innovation Foundation, supported “Career Creation for People with Disabilities” Project, by providing opportunity for people with disabilities to have own career and become self-dependent for the 6th consecutive year. 31 people with disabilities were granted a job, of which seven are working for Pruksa, and 24 for public organization in Khon Khaen province.



“Pruksa Volunteer Blood Donation” Project

Pruksa, in cooperation with the Nation Blood Center, Thai Red Cross Society and the Phayathai District Office, held “Pruksa Volunteer Blood Donation” Project for the 13th consecutive year. This project aims to encourage executives, employees and the public to donate blood to help patients who lose blood from accident, surgery, and other diseases that require blood for treatment. This project was held four times a year in order to enhance quality of life of patients in the hospitals all over Thailand.

“Pruksa Free Health Check and Quadrivalent Influenza Vaccine Shot” Project

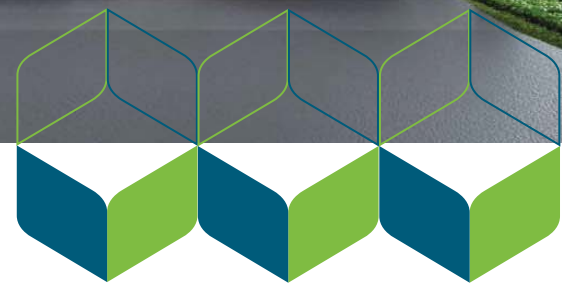
Pruksa, in collaboration with Ban Mor Vimut Clinic, organized “Pruksa Free Health Check and Quadrivalent Influenza Vaccine Shot” activity to enhance people’s quality of life as follows:

- 1) “Free Health Check” activity for residents at Plum Condo Rangsit Alive Phase 1 and 2 and Plum Condo Changwattana station.
- 2) “Free Quadrivalent Influenza Vaccine Shot” activity for press and officers at Phayathai District Office whose operations are at risk of contracting disease, such as garbage collector and street sweeper.

In addition, under COVID-19 situation in 2020, Pruksa has most utilized its assets to help all stakeholders who were affected by this pandemic. For example, Hot Line from Baan Mor Vimut Clinic was set to provide free assistance regarding COVID-19 to employees and the public, mask, alcohol gel, and UV Sterilizer were provided in the building and at project sites, and online selling channel service was set for people to sell their merchandises for free.

For further information of Pruksa Sustainability Report 2020 which covers aspects of economy, environment, and society, can be downloaded at www.psh.co.th or via this QR Code.





Internal Control and Risk Management

Opinion of the Board of Directors

Pruksha Holding Public Company Limited and subsidiaries (“The Company”) place high importance to internal control and risk management system. The Audit Committee was assigned to review the adequacy and appropriateness of the internal control system in accordance with the nature of business. The assessment is conducted according to the Assessment Form of the Office of Securities and Exchange Commission (SEC), comprising five elements according to the COSO 2013 issued by Committee of Sponsoring Organizations of Treadway Commission namely environmental control, risk assessment, operational control, information system and data communication and monitoring system. The executives also conducted the adequacy of internal control system of the Company and proposed to the Audit Committee for considering and giving consent before proposing to the Board of Directors. The Board of Directors considered that the Company has sufficient and complete internal control across the five elements. Details are as follows:

1. Environmental Control

The Company arranges environmental and organizational structures that facilitate internal control system to be executed according to the Company's expectation and determines clear business operation target whereas result is measurable. The business target is approved by the Board of Directors and used as the guidelines for all employees. In 2020, the Company reviewed and updated its Code of Conduct Manual to be completely consistent with the Good Corporate Governance Policy, and also scheduled CG Day for an annual basis to acknowledge the employees an importance of the Company and its subsidiaries' good governance and transparency as well as concerns for shareholders, customers, employees and all stakeholders.

2. Risk Assessment

The Company has set up the Corporate Risk Management Committee to be responsible for suggesting the management on risk management policy, strategy and guideline, and ensuring systematic risk management. The Board of Directors and executives realize the importance of risk management on achieving the Company's short-term and long-term goals and supporting sustainable growth of the Company under resilient circumstances. The Corporate Risk Management Division reported its performance to the Audit Committee on quarterly basis. In 2020, the Risk Management Division performed its duty, including monitoring of emerging risks, assigning related organizations to assess possible impact, prepare risk management plan and present the plan to the Corporate Risk Management Committee. Example of risks are Land and Building Act 2020, risk from asset management, risk from Personal Data Protection Act, and risk from COVID-19 pandemic. The Company shall review and adapt business plan in accordance with such changing situation.

In addition, the Company also assesses risks that might cause business interruptions and prepares for risk management by adopting risk and internal control guideline of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to its operations and develops the Business Continuity Management System (BCMs) through various

trainings e.g. training of Business Continuity Plan (BCP), COVID-19 pandemic, IT Disaster Recovery Plan (DRP) and training of risk management on the Company's critical process, so that the employees shall have sufficient knowledge to cope with any emergency events.

3. Operational Control

The Company's implemented operational control by using Balanced Scorecard and Key Performance Indicators (KPIs) as measures. The duties and responsibilities are divided for mutual verification. The Company has implemented operating manual which is used as the framework for operational guideline, ensuring systematic and efficient operations as well as to mitigating risks that may occur. The Company has also continuously improved its operational deed of authority to ensure that operations in each level are sufficient and well controlled.

In 2020, the Company continued to emphasize on the Whistle Blower Policy so that the employees and external stakeholders can notify complaints via the Company's system channels with the confidence that such complaints will be confidentially kept. In addition, the Company shall fully comply its operations with related laws and regulations such as when the Company enters into any transactions with major shareholder or directors, the Company shall get an approval from authorities according to the rules and regulations of the Stock Exchange of Thailand and Capital Market Supervisory Board and shall disclose information of such relevant persons or business according to the accounting standards.

4. Information System and Communication

The Company has continuously developed information and communication system by establishing effective and efficient data system and communication channel both inside and outside organization in the complete, correct, timely, and adequate manner. According to internal communication, the Company shall provide equal, necessary, sufficient and up-to-date information to all employees via the Company's Intranet System. For external persons or organizations, the Company communicates via the Company's website

(www.psh.co.th), and submits sufficient operating and financial information in a timely basis under rules and regulations of the Office of Securities and Exchange Commission, the Stock Exchange of Thailand and the Capital Market Supervisory.

The Company clearly specifies authorities and duties of related persons regarding information system and communication as well as limit right to access data only to those who are responsible.

5. Monitoring System

The Company has set operational monitoring system for executives to regularly compare operating performance with target in order to adjust strategy in timely manner through Executive Committee's meeting on a monthly basis.

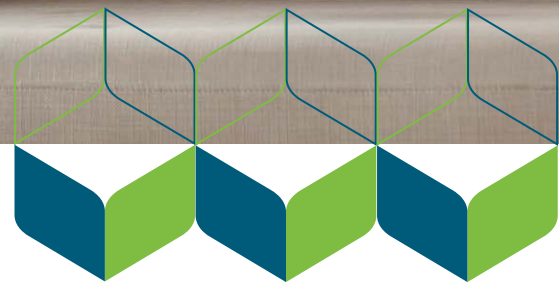
The Company has formulated mechanism of corporate governance of its subsidiaries and/or future associated companies by appointing the directors in those subsidiaries and/or associated companies at least in the proportion of the Company's shareholding, and clearly defining scope of duties and responsibilities of the said appointed directors and executives. However, the operation according to the said policy for its subsidiaries and/or future associated companies depends on the proportion of the Company's shareholding and consent of the joint venture party in the future.

The Company and its subsidiaries determine that verification process shall be performed by Internal Audit Division to assess and improve effectiveness of internal control, risk management and governance system through annual audit plan which is approved by the Audit Committee. The Internal Audit Division shall regularly and monthly present the audit result for acknowledgement of the Audit Committee and the Internal Audit Committee shall remark comment/suggestion to the Company for further improvement of the work process.

In 2020, the Company also hired an external consulting firm to audit the Company's control system such as construction progress and expenses occurred. The result had shown that the Company had sufficient and appropriate internal control and risk management system. No significant weakness or fault of the internal control system was found.

Auditor's Opinion

KPMG Phoomchai Co., Ltd., the Company's auditor, audited the Company's financial statements for the year ended on 31 December 2020 and reported that information disclosed in statement of income, statement of financial position and statement of cash flows was sufficient, and complied with the Generally Accepted Accounting Standards.



Related Transaction

In 2020, the Company performed two related transactions as follows:

Person who may have conflict of interest	Relationship with the Company	Nature of Transaction and Necessity	Value of Connected Transaction (Bt Million)	Price and Details
Transaction No. 1 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	The Company and its subsidiaries have leased 20,726-sqm space and entered into a new contract of leasing 11,472 sqm space for the use as office buildings in Pearl Bangkok Building from TCT Company Limited, the building owner	150.0	The Company's Lease and Service Contract of 20,726 sqm area was effective from 1 November 2017 to 31 October 2020 and 11,106-sqm of leased area has been extended another three years from 1 November 2020 to 31 October 2023. Vimut Hospital also entered into a 22-month leasing contract of 366 sqm. from 1 January 2019 to 31 October 2020 and has extended the agreement for another one month during 1-30 November 2020. Such rental and service fees are performed at market rates and under conditions that are indifferent should the Company entered into such contract with other lessors or third party.
Transaction No. 2 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	The Company and its subsidiaries charged for contract service preparation from TCT	0.11	Prukha Real Estate Pcl. provided contract preparation service to TCT. The transaction was considered as connected transaction, related to assets and services. The size of the transaction is less than 0.03% of net tangible assets which is under the approval of the Management.

In 2019, the Company performed one related transaction as follows:

Person who may have conflict of interest	Relationship with the Company	Nature of Transaction and Necessity	Value of Connected Transaction (Bt Million)	Price and Details
Transaction No. 1 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	The Company and its subsidiaries have leased 20,726-sqm space for the use of office building in Pearl Bangkok Building from TCT Company Limited, the building owner, for its office building	159.6	Lease and Service Agreement of 20,726 square meter area was effective from 1 November 2017 to 31 October 2020. Such rental and service fees are performed at market rates and under conditions that are indifferent should the Company entered into such contract with other lessors or third party.

In 2018, the Company performed four related transactions. Details are as follows

Person who may have conflict of interest	Relationship with the Company	Nature of Transaction and Necessity	Value of Connected Transaction (Bt Million)	Price and Details
Transaction No. 1 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	The Company and its subsidiaries have leased 19,125-sqm space for the use of office building in Pearl Bangkok Building from TCT Company Limited, the building owner, for its office building	159.3	Lease and Service Agreement of 19,125 square meter area was effective from 1 November 2017 to 31 October 2020. Such rental and service fees are performed at market rates and under conditions that are indifferent should the Company entered into such contract with other lessors or third party.
Transaction No. 2 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	Vimut International Hospital Company Limited paid preparation fee of Environment Report and fee of request for building construction drawing.	2.3	Vimut International Hospital Company Limited paid preparation fee of Environment Report and application fee for building construction drawing to TCT. The transaction was considered as connected transaction, related to assets and services. The size of the transaction is less than 0.03% of net tangible assets which is under the approval of the Management.

Person who may have conflict of interest	Relationship with the Company	Nature of Transaction and Necessity	Value of Connected Transaction (Bt Million)	Price and Details
Transaction No. 3 Vimutti Hospital Company Limited of which shares are held by TCT Company Limited (Ultimate Shareholder is Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	Vimut International Hospital Company Limited paid Conceptual Design of Façade of the hospital building Fee to TCT.	2.2	Vimut International Hospital Company Limited paid cost of Conceptual Design of Façade of the hospital building Fee to Vimutti Hospital Company Limited whose shares are held by TCT Company Limited (the Ultimate Shareholder is Mr. Thongma Vijitpongpun) The transaction was considered as connected transaction, related to assets and services. The size of the transaction is less than 0.03% of net tangible assets which is under the approval of the Management.
Transaction No. 4 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	The Company's subsidiaries such as Pruksa Real Estate Public Company Limited, Phanalee Estate Company Limited, Putthachart Estate Company Limited, and Kaysorn Construction Company Limited, paid interior design service fee of the Pearl Bangkok office building.	4.4	The Company's subsidiaries such as Pruksa Real Estate Public Company Limited, Phanalee Estate Company Limited, Putthachart Estate Company Limited, and Kaysorn Construction Company Limited, paid for interior design service fee of the Pearl Bangkok office building, to TCT Company Limited whose shares are held by Mr. Thongma Vijitpongpun The transaction was considered as connected transaction, related to assets and services. The size of the transaction is less than 0.03% of net tangible assets which is under the approval of the Management.

In 2017, the Company performed five related transactions. Details are as follows:

Person who may have conflict of interest	Relationship with the Company	Nature of Transaction and Necessity	Value of Connected Transaction (Bt Million)	Price and Details
Transaction No. 1 Mr. Thongma Vijitpongpun	Director and shareholder of the Company	Prukha Real Estate Public Company Limited leased area in Laksi Plaza Building, 10th Fl., which is owned by Mr. Thongma Vijitpongpun, for the use of training center.	2.9	<p>Lease and Service Agreement of 425.68 sqm area was effective from 1 October 2013 - 30 September 2015 and renewed until November 2017 of Bt268,148 per month.</p> <p>Such rental and service fees are performed at market rates and under conditions that are indifferent should the Company entered into such contract with other lessors or third party.</p>
Transaction No. 2 TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	Vimut International Co., Ltd. purchased empty land from TCT Co., Ltd. for use as its project location according to its business plan.	950.0	<p>Vimut International Co., Ltd. purchased 10 empty land plots covering 4 rai and 55.60 square wa at Bt 950 million for the use of project location. The land purchase was considered based on condition and price agreed by both parties.</p> <p>The transaction was considered as connected transaction which is the transaction related to assets and services. The size of the transaction is more than 0.03% but less than 3% of net tangible assets value. The transaction was approved by the Board of Directors' meeting No. 3/2017 dated 24 March 2017 that the land would be used for project site and the price was appropriate and lower than average appraisal values proposed by two independent appraisers which obtained permits from the Securities and Exchange Commission, Thailand.</p>

Person who may have conflict of interest	Relationship with the Company	Nature of Transaction and Necessity	Value of Connected Transaction (Bt Million)	Price and Details
Transaction No. 3 Mr. Thongma Vijitpongpun	Director and shareholder of the Company	Kaysorn Construction Company Limited purchased the Pattanakarn 32 land plot to develop a new entrance and exit of the project for the convenience of the tenants.	2.0	<p>The Pattanakarn 32 plot area of 0-1-55 rai with the cost of Bt1,998,381.25, including tax and transfer fee, (lower than the appraisal value of Bt 3,797,500) was purchased from Mr. Thongma Vijitpongpun. The plot was also used as an alternative entrance and exit to the project, which provides greater convenience to customers of the Pattanakarn Project.</p> <p>The transaction was considered as connected transaction, related to assets and services. The size of the transaction is less than 0.03% of net tangible assets which is under the approval of the Management.</p>
Transaction No. 4 Vimutti Hospital Company Limited whose shares are held by TCT Company Limited (TCT) (shares held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	Vimut International Hospital Company Limited paid for the design and construction plan of the hospital.	8.0	<p>Vimut International Hospital Company Limited paid Bt8 million for the design and construction plan of Vimut Hospital whose shares are held by TCT Company Limited (through Mr. Thongma Vijitpongpun).</p> <p>The transaction was considered as connected transaction, related to assets and services. The size of the transaction is less than 0.03% of net tangible assets which is under the approval of the Management.</p>
Transaction No. 5 TCT Company Limited (TCT) (whose shares are held by Mr. Thongma Vijitpongpun)	Director and shareholder of the Company	The Company and subsidiaries leased space in Pearl Bangkok Building, owned by TCT Company Limited. The space covering 19,125 sqm. was used for office building.	57.6	<p>Lease and Service Agreement of 19,125 sqm. area was effective from 1 November 2017 – 31 October 2020.</p> <p>Such rental and service fees are performed at market rates and under conditions that are indifferent should the Company entered into such contract with other lessors or third party.</p>

Measures and Procedures for Related Transactions Approval

In the event of related transaction between the Company or its subsidiaries and the person who may have conflict of interest at present or in the future, the Company assigns the Audit Committee to consider the necessity of entering into such transaction and appropriateness of transaction price by considering various conditions to be in line with the ordinary course of business in the industry. Furthermore, the Company shall perform price comparison with the price of the third party or market price. The Company shall arrange the independent expert or the Company's auditor to provide opinions on the related transaction. The opinion of the Audit Committee or such expert shall be used as support information for the Board of Directors or the shareholders in decision making. The director with conflict of interest shall have no voting right in the transaction. In addition, the related transactions shall be disclosed in Notes to Financial Statements being audited or reviewed by the Company's auditor.

Policy or Trend of Future Related Transactions

The Company or its subsidiaries may enter into connected transaction or related transaction with the person that may have conflict of interest, gain and loss or may have conflict of interest in the future. If it is normal business transaction or normal business supporting transaction with trade agreement under general trade condition (for instance, sale of house or condominium to the director or executive in normal price which is set for sale to general people, or in the discounted price according to the Company's policy which has been approved), the Company has established principles regarding performing transactions between the Company and its subsidiaries, and director, executive or related party by allowing the Management to be able to approve the said transactions if trade agreement is made in these transactions in the same nature that reasonable man should perform with the general counter party in the same situation by trade bargaining power which is free of influence from his/her status as director, executive or related party, it shall be in line with Securities and Exchange Act B.E. 2535 (1992) (and amendment).

The Company shall prepare a summary report for the size of transaction above Bt3,000,000 (three million baht only) or transaction with total value above Bt20,000,000 (twenty million baht only) which are performed by any director, executive or related party in the quarter, to be quarterly reported in the Board of Directors' Meeting.

The Company and its subsidiaries shall strictly comply with mutually agreed contract, and explicitly and fairly set price, condition and transaction, and prevent any interest transfer. In entering into connected transaction or related transaction of the Company or its subsidiaries, the Company shall strictly execute to be in line with the criteria of the Stock Exchange of Thailand and the Securities and Exchange Commission which are effective.

Nevertheless, if the related transaction is entered, the Company shall arrange the Audit Committee meeting to remark the opinion on the appropriateness of the said transaction. In the event where the Audit Committee is not expert in considering the occurred related transaction, the Company shall arrange the person with special knowledge and expert such as an independent auditor or asset value appraiser to provide the opinion on the related transaction. The opinion of the Audit Committee or person with special knowledge and expert shall be used to support decision of the Board of Directors or shareholders as the case may be to ensure that the entry into the said transaction is not the removal or transfer of interest between the Company or shareholders of the Company but the transaction is entered under concern of the Company on maximum benefit of all shareholders.



Management Discussion and Analysis

Pruksa Holding Public Company Limited (“the Company”) would like to clarify operating results of the Company for year ended 31 December 2020 (consolidated financial statements) as follows:

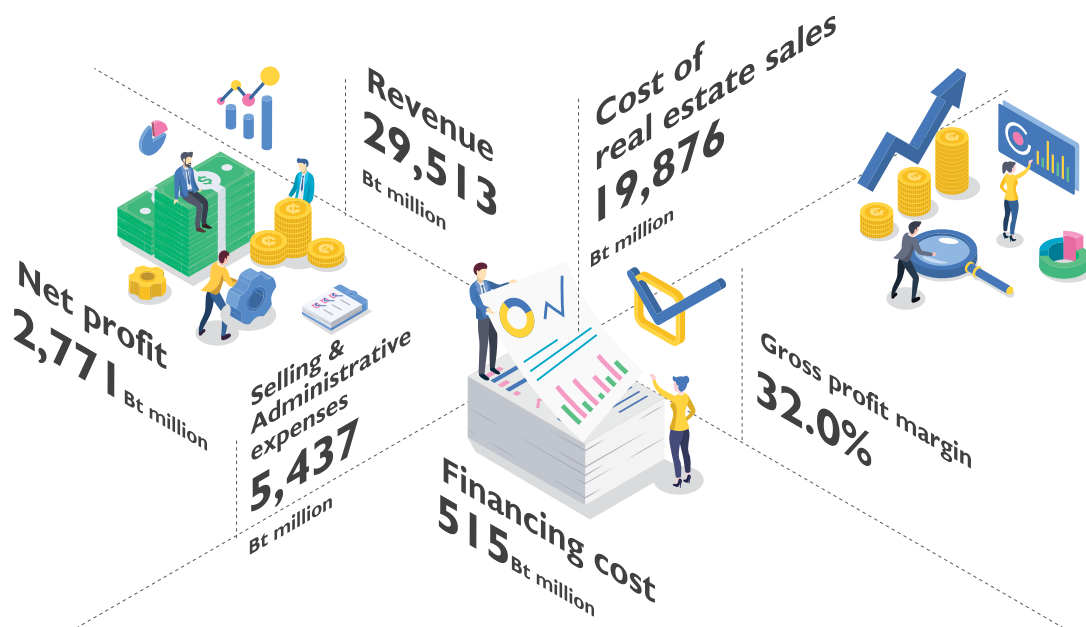
The operating results for 2020 mainly derived from the real estate business.

Comparison performance of the Company for year ended 31 December 2020 and 2019

Unit: Bt million

Statement of comprehensive income	31 Dec 2020	%	31 Dec 2019	%	Increase/ (Decrease)	%YoY
Revenue from sales of real estate	29,853	101.2	40,526	100.9	(10,673)	(26.3)
Promotions	(609)	(2.1)	(641)	(1.6)	(32)	(5.0)
Revenue from sales of real estate-net	29,244	99.1	39,885	99.3	(10,641)	(26.7)
Other Income	269	0.9	267	0.7	2	0.7
Total Revenue	29,513	100.0	40,152	100.0	(10,639)	(26.5)
Cost of real estate sales	19,876	68.0	25,754	64.6	(5,878)	(22.8)
Gross profit	9,368	32.0	14,131	35.4	(4,763)	(33.7)
Selling and Administrative expenses	5,437	18.4	7,060	17.6	(1,623)	(23.0)
Profit before finance cost and income tax expense	4,200	14.2	7,338	18.3	(3,138)	(42.8)
Financial cost	515	1.7	324	0.8	191	59.0
Profit before income tax expense	3,685	12.5	7,014	17.5	(3,329)	(47.5)
Income tax expense	858	2.9	1,555	3.9	(697)	(44.8)
Profit for the period	2,827	9.6	5,459	13.6	(2,632)	(48.2)
Non-controlling interests	56	0.2	100	0.2	(44)	(44.0)
Owners of the Company	2,771	9.4	5,359	13.3	(2,588)	(48.3)

Remark: Percentage in statement of comprehensive income derived from total income, while percentage of cost of real estate sales and gross profit related to revenue from sale of real estate.



Revenue

For 2020, the Company generated total revenue of Bt29,513 million, comprised of Bt29,244 million from the sales of real estate and Bt269 million from other revenue.

For 2020, revenue from real estate business was Bt29,244 million, a decrease of Bt10,641 million or 26.7% YoY. This was due to the revenue from townhouse, single-detached house and condominium segments decreased by Bt5,454 million or 30.5% YoY, Bt1,915 million or 24.6% YoY, and Baht 3,368 million or 23.8% YoY, respectively. This was caused by the slowdown in both domestic and global economy resulted from the pandemic of COVID-19 as well as LTV policy effective on April 1, 2019.

Cost of real estate sales

For 2020, the Company reported cost of real estate sales of Bt19,876 million or 68.0% of net revenue from real estate compared to Bt 25,754 million or 64.6% of net revenue from real estate in 2019. This resulted in an increase in cost of real estates to sales ratio from the previous year.

Gross profit margin from sales of real estate

For 2020, the Company reported gross profit margin of 32.0%, down from 35.4% in 2019. This was due mainly to pricing promotion to release unsold units or ready-to-move in houses.

Selling & Administrative expenses

For 2020, the Company reported selling and administrative expenses of Bt5,437 million or 18.4% of total revenue, a decrease of Bt1,623 million or 23.0% in 2019, mainly from reductions in selling expenses of Bt1,175 million or 35.8% and administrative expenses of Bt449 million or 11.9%. This was due to fewer project launches and a better control of expense.

Financing cost

For 2020, the Company reported financing cost of Bt515 million, an increase of Bt191 million from 2019, due mainly to an increase in interest bearing debt.

As of 31 December 2020, interest bearing debt to equity ratio was relatively low at 0.58 times and net interest bearing debt to equity ratio was 0.55 times, resulted from an efficient debt management.

Net profit

For 2020, net profit of the Company was Bt2,771 million or 9.4% of total revenue, a decrease of Bt2,588 million or 48.3.0% YoY, mostly from a drop of Bt10,641 million or 26.7% in revenue.

As of 31 December 2020, the Company reported total assets of Bt78,273 million, mainly decreased from real estate project under development. The Company reported interest bearing debt which consisted of short-term loans from financial institution with value of Bt1,500 million, long-term loans with value of Bt1,507 million and long-term debentures with value of Bt22,000 million in order to be used as working capital and for liquidity management.



Report of Responsibilities for the Financial Statements of the Board of Directors

The Board of Directors of Prukha Holding Public Company Limited (“Company”) takes responsibilities of the financial statements and consolidated financial statements including financial information presented in Annual Report. The said financial statements are prepared in accordance with Generally Accepted Accounting Standards, with appropriate accounting policies applied on a consistent basis. Significant information is adequately disclosed in Notes to the financial statements, also audited with unqualified opinion from independent certified public accountant. The financial statements therefore reflect a true consolidated financial position, revenues and expenses, and cash flow of the Company

The Board of Directors set up and maintained effective risk management and internal control system to reasonably ensure that the accounting data is accurate, complete and adequate for preservation of the Company’s assets and for recognition of weaknesses to prevent risk from material irregular operation.

The Board of Directors appointed the Audit Committee consisting of independent directors to effectively govern financial statements and assess internal control system to ensure that the correct, complete, adequate and timely accounting data recording, and to prevent fraud or irregular operation. The opinion of the Audit Committee is shown in Report of Audit Committee presented in this Annual Report.

The Board of Directors remarked the opinion that the Company’s internal control system is generally satisfactory and can create the reasonable assurance of the consolidated financial statements of the Company and its subsidiaries as of 31 December 2020.

Dr. Prasarn Trairatvorakul

Chairman of the Board of Directors and Independent Director

Mr. Thongma Vijitpongpan

Group Executive Chief Officer



Report of the Audit Committee

The Audit Committee of Pruksa Holding Public Company Limited (“the Company”) comprises three members, all are independent directors. In 2020, Dr. Piyasvasti Amranand served as Chairman while Mr. Weerachai Ngamdeevilaisak and Mr. Anuwat Jongyindee served as members of the Audit Committee.

The Audit Committee performs duty according to the scope of responsibilities entrusted by the Board of Directors in governing the operation of the Company and to ensure that the Executive Committee and the executives shall operate business with integrity, be responsible for the shareholders, perform their duty according to the Company’s policy with accurate, complete and standardized manners.

In 2020, the Audit Committee held 12 meetings with executives, internal and external auditor to acknowledge, provide consent and mutual discussion, as well as exchange opinions in several issues as follows:

1. Verification of Financial Statements

The Audit Committee reviewed and approved quarterly and fiscal year of 2020 Financial Statements, verified and audited by the auditor, before proposing to the Board of Directors for approval. The Audit Committee had confirmed with auditor and executives that the financial information was accurate, complete and adequate for disclosure. The Audit Committee and the auditor also held a meeting without the presence of the Management to discuss about important issues of financial statements disclosed to the public. In addition, the suggestion of the auditor was considered to improve the Company’s internal control system and to acknowledge annual audit plan for 2020.

The Audit Committee believed that the Company’s financial statement was thoroughly prepared according to accounting standards and all the information disclosed was sufficient.

2. Review the process of Connected Transaction

The Audit Committee verified the appropriateness and adequacy of the Company’s connected transaction that may have conflict of interests, transaction within the nature of connected transaction, or transaction that may have conflict of interests that occurred during the year, as well as verified that the information was disclosed properly, adequately and completely in pursuant to the relevant notification, requirement and practical guideline of the Stock Exchange of Thailand.

The Audit Committee believed that such transactions either existed or occurred during the year were conducted under normal business operation and the information disclosed was adequate.

3. Review of operation in accordance to the Law

The Audit Committee reviewed, monitored, and ensured that the Company’s operation was complied with Securities Law, and requirement of the Stock Exchange of Thailand, and other important laws related to core business of the Company. The Internal Audit Division was entrusted to monitor this work as one of the key auditing issues. The Company also formed a Compliance Division to supervise and monitor other business units’ operation to comply with relevant rules and regulations. The Corporate Governance & Compliance Division and Legal Division shall perform quarterly meetings to report these issues to the Audit Committee.

From the aforementioned reviews, the Audit Committee did not detect any indications convincing the intention of the Company in omitting, not to comply with and/or performing any act in conflict with the essential requirement by laws.

4. Review of Internal Control and Risk Management System

The Audit Committee annually verified internal control and risk management system for assessment of adequacy and appropriateness of internal control and risk management according to internal audit standard as well as guideline prescribed by the Securities and Exchange Commission, Thailand (SEC). The Committee also considered internal audit report, prepared under approved audit plan, and external audit report prepared by consulting firm such as land selection and procurement work system, progress of construction work, the right to access human resource database and payroll, etc. The finding of the audit result indicated none of essential weakness or mistake of the internal control system.

The Audit Committee also assured that the Company's awareness of internal control was sufficient, such as applying Three Lines of Defense and Control Self-Assessment to acknowledge the employees on their roles and duties in order to create efficient internal control.

In addition, under changing circumstances, the Company places high importance on risk management as the Company believes that it will help the Company to achieve short- and long-term goal as well as create sustainable growth. The Risk Management Division shall perform risk assessment and report to the Audit Committee on the quarterly basis. Example of risk management area is an assessment impact from emerging risk, risk from Land and Building Act 2020, risk from asset management, risk from Personal Data Protection Act, and risk from COVID-19 pandemic. The Company shall review and adapt business plan in accordance with such resilient situation.

The Company also applied Committee of Sponsoring Organizations of the Treadway Commission ("COSO") internal control system to the Company's business operation as well as to implement Business Continuity Management System (BCMs) by organizing a training regarding Emergency Response Plan (ERP) and Business Continuity Plan (BCP) to be readily prepared for any emergency that might occur.

The Company performed meeting between the Audit Committee and the Corporate Risk Management Committee on an annual basis in order to enhance efficiency of Internal Audit Division and Risk Management Division of the Company.

The Audit Committee believed that the Company provided proper and adequate internal control and risk management system.

5. Governance of Internal Audit

The Audit Committee governed works of Internal Audit Division covering the main tasks, scope of operations, scope of duties and responsibilities, independence in audit operation, and structuring the organization and manpower. The Audit Committee verified and approved 2020 internal audit plan, which prepared in accordance with the Company's business units' risk assessment result and development plan of internal audit division and staff. Data analytics was also applied to verify large amount of information as end-to-end process, which quickly helped identify the problems and enhance internal audit operation more effectively and efficiently.

In 2020, the Company managed Internal Audit Division to conduct Quality Assessment Review by following guideline of Quality Assessment Manual for the Internal Audit Activity 2017, Internal Audit Foundation and IIA Global, in order to acknowledge the area of internal audit that needed an improvement to meet with internal audit standard.

The Audit Committee considered the operation of Internal Audit Division of the Company was satisfactorily independent, efficient, and effective.

6. Good Corporate Governance

The Audit Committee believed that the Company has continuously operated its business with ethics and good corporate governance. In 2020, the Company received “Excellent” level award at the 2020 CGR Assessment of Thai listed companies, organized by Thai Institute of Directors (IOD), a renewal membership of Collective Action Coalition Against Corruption (CAC), an Honorable Mention on Transparent Operation Organization from NACC Office under Pruksa Real Estate Public Company Limited. This resulted from the Company’s strong anti-corruption policy, which governs directors, executives, and employees to strictly follow.

7. Operational Performance Reporting

The Audit Committee provided useful opinions and suggestions to the Management and conducted self-assessment for operational guideline and development. The Audit Committee shall report operational performance to the Board of Directors on a quarterly basis.

8. Review of the Audit Committee’s Charter:

The Audit Committee reviewed Charter of the Audit Committee on a yearly basis to consider roles, duties, responsibilities, and practical guideline of the Audit Committee as entrusted by the Board of Directors. In 2020, the Audit Committee considered that the Charter was complete and complied with related rules and regulations.

9. Consideration on Appointment of Auditor for 2020

The Audit Committee considered the selection and nomination of the Company’s auditor for 2020 by considering performance, independence, and code of conduct regarding the Notification of the Securities and Exchange Commission, Thailand (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee resolved to propose the Board of Directors to approve KPMG Phoomchai Audit Ltd. as 2020 auditor for another consecutive term.

In 2020, the Audit Committee performed its duty by using knowledge, competency, prudence and adequate independence without limitation of data acquisition from executives, employees and related parties, as well as provided opinions and suggestions that would equally benefit to all stakeholders.

In conclusion, the Audit Committee considered that the Board of Directors of the Company and its subsidiaries, executives and employees determined to perform their function to achieve the Company’s goal. The Company also placed high importance on proper internal control and risk management system for adequacy, transparency, good corporate governance as well as to continuously improve business operation for efficiency.

This report was reviewed and consented by the Audit Committee on 12 January 2021.

On behalf of the Audit Committee,



Dr. Piyasvasti Amranand

Chairman of the Audit Committee

12 January 2021



Independent Auditor's Report and Financial Statements

Independent Auditor's Report

To the shareholders of Prukso Holding Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Prukso Holding Public Company Limited and its subsidiaries (the "Group") and of Prukso Holding Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2020, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2020 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Key Audit Matters

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

Valuation of real estate projects under development

Refer to notes 4(h) and 9 of the consolidated and separate financial statements.

The key audit matter	How the matter was addressed in the audit
<p>Real estate development for sale of the Group are measured at the lower of their cost and their net realisable values. The determination of the estimated net realisable values of these real estate development for sale is dependent upon the Group's estimations of future selling prices and estimated cost to complete.</p> <p>Such uncertainty in these estimates impact the assessment of the carrying value of real estate development for sale, which the Group's estimations of future selling prices are dependent on market conditions and the estimated cost to complete are subject to a number of variables including market conditions in respect of materials and sub-contractor cost and construction issues.</p> <p>The real estate development for sale involves significant judgment by management in making these estimates, which depends on many factors and various assumptions and is a significant balance in the consolidated financial statements, therefore this is an area of focus in my audit.</p>	<p>The audit procedures in this area included:</p> <ul style="list-style-type: none">- inquiry of the management to understand and assess the process of the estimation of net realisable value of real estate development for sale and perform testing the Group's controls relating to the approval of setting selling price and budget costs, updating selling price and reviewing of cost estimates.- evaluating the appropriateness of the Group's estimated selling prices by comparing sales estimates to sales made to date and real estate price trend information.- evaluating the reasonableness of the estimated cost to complete by comparing the cost estimates to the actual costs and supporting documents.- assess adequacy of disclosure in the financial statements in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

I draw attention to note 3 to the financial statements describing the effect of the Group's adoption from 1 January 2020 of certain new accounting policies. My opinion is not modified in respect of this matter.

Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company'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 and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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



(Vannaporn Jongperadechanon)

Certified Public Accountant

Registration No. 4098

KPMG Phoomchai Audit Ltd.

Bangkok

19 February 2021

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
Current assets					
Cash and cash equivalents	8	1,336,530,437	1,774,288,305	13,520,988	32,152,109
Other receivables from subsidiary	7	-	-	63,397,808	27,368,893
Short-term loans and accrued interest					
income - subsidiaries	7	-	-	21,885,729,109	17,167,856,775
Current cost to obtain contracts with customers	23	319,767,338	162,980,205	-	-
Real estate development for sale	9, 16	66,863,154,324	76,243,909,759	-	-
Deposits for purchase of land		451,219,587	842,149,510	-	-
Advance payment for goods		676,662,024	490,783,284	321	321
Other current assets		205,211,990	241,526,460	337,932	817,512
Total current assets		69,852,545,700	79,755,637,523	21,962,986,158	17,228,195,610
Non-current assets					
Investments in subsidiaries	10	-	-	35,620,695,717	35,620,695,717
Investments in joint ventures	11	107,540,634	107,540,634	-	-
Non-current cost to obtain contracts with					
customers	23	249,299,060	301,143,273	-	-
Investment properties	12	718,564,228	711,279,600	-	-
Property, plant and equipment	6, 13, 16	6,009,708,184	5,238,435,325	26,446	77,220
Right-of-use assets	3, 14	628,675,805	-	28,931,952	-
Intangible assets	15	496,359,162	426,870,084	1,233,164	1,418,164
Deferred tax assets	26	16,250,917	26,947,645	1,536,252	2,586,355
Other non-current assets	7	194,177,197	213,691,736	1,336,945	1,258,812
Total non-current assets		8,420,575,187	7,025,908,297	35,653,760,476	35,626,036,268
Total assets		78,273,120,887	86,781,545,820	57,616,746,634	52,854,231,878

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of financial position

		Consolidated financial statements		Separate financial statements	
		31 December		31 December	
Liabilities and equity	Note	2020	2019	2020	2019
<i>(in Baht)</i>					
Current liabilities					
Short-term loans from financial institutions	16	1,500,000,000	6,000,000,000	-	-
Trade accounts payable	17	1,277,256,051	2,191,202,897	-	-
Other payables - subsidiary		-	-	1,917	7,627
Payables for purchase of land		522,874,400	1,663,571,050	-	-
Current portion of lease liabilities	3, 7, 16	121,979,454	-	4,673,629	-
Short-term loans - subsidiary		-	-	246	35,790
Current portion of long-term loan from financial institution	16	200,000,000	50,000,000	100,000,000	50,000,000
Current portion of long-term debentures	16	6,750,000,000	7,100,000,000	4,750,000,000	-
Current contract liabilities	23, 35	1,394,715,529	1,555,593,907	-	-
Current income tax payable		263,249,037	529,262,317	11,694,747	13,781,984
Other current liabilities	7, 11, 18	4,034,660,527	4,253,374,083	88,882,818	75,369,890
Total current liabilities		16,064,734,998	23,343,004,254	4,955,253,357	139,195,291
Non-current liabilities					
Long-term loan from financial institution	16	1,307,000,000	450,000,000	350,000,000	450,000,000
Long-term debentures	16	15,250,000,000	17,500,000,000	15,250,000,000	15,500,000,000
Lease liabilities	3, 7, 16	509,975,784	-	24,317,342	-
Non-current contract liabilities	23, 35	966,483,902	1,230,803,833	-	-
Non-current provisions for employee benefits	19	368,012,136	441,820,645	7,622,243	12,931,779
Provision for litigation and claims	33	20,564,921	23,906,673	-	-
Total non-current liabilities		18,422,036,743	19,646,531,151	15,631,939,585	15,962,931,779
Total liabilities		34,486,771,741	42,989,535,405	20,587,192,942	16,102,127,070

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
Equity					
Share capital					
Authorised share capital					
(2,189 million ordinary shares, par value at Baht 1 per share)	20	2,188,504,922	2,226,383,180	2,188,504,922	2,226,383,180
Issued and paid-up share capital					
(2,189 million ordinary shares, par value at Baht 1 per share)		2,188,504,922	2,188,504,922	2,188,504,922	2,188,504,922
Premium on ordinary shares	20	1,872,580,809	1,872,580,809	32,420,281,342	32,420,281,342
Retained earnings					
Appropriated					
Legal reserve	21	223,730,753	223,730,753	222,638,318	222,638,318
Unappropriated		38,876,478,969	38,876,916,613	2,198,129,110	1,920,680,226
Other components of equity	21	(114,746,671)	(106,189,961)	-	-
Equity attributable to owners of the parent		43,046,548,782	43,055,543,136	37,029,553,692	36,752,104,808
Non-controlling interests	22	739,800,364	736,467,279	-	-
Total equity		43,786,349,146	43,792,010,415	37,029,553,692	36,752,104,808
Total liabilities and equity		78,273,120,887	86,781,545,820	57,616,746,634	52,854,231,878

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of comprehensive income

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2020	2019	2020	2019
		(in Baht)			
Revenues					
Revenue from sales of real estate	23	29,244,350,853	39,885,215,182	-	-
Dividend income	7, 10	-	-	2,894,897,531	3,772,139,207
Other income	7	268,615,238	267,023,035	730,792,746	542,102,540
Total revenues		29,512,966,091	40,152,238,217	3,625,690,277	4,314,241,747
Expenses					
Cost of sales of real estate	25	19,876,218,290	25,753,882,303	-	-
Distribution costs	25	2,110,418,065	3,285,468,598	-	-
Administrative expenses	7, 25	3,326,365,901	3,774,973,705	115,460,061	120,708,338
Total expenses		25,313,002,256	32,814,324,606	115,460,061	120,708,338
Profit from operating activities		4,199,963,835	7,337,913,611	3,510,230,216	4,193,533,409
Finance costs		(515,019,006)	(323,768,683)	(450,105,746)	(255,144,769)
Share of loss of joint ventures accounted for using equity method		-	(397,735)	-	-
Profit before income tax expense	23	3,684,944,829	7,013,747,193	3,060,124,470	3,938,388,640
Tax expense	26	(858,195,967)	(1,554,700,798)	(33,101,350)	(31,610,990)
Profit for the year		2,826,748,862	5,459,046,395	3,027,023,120	3,906,777,650

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of comprehensive income

		Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2020	2019	2020	2019
		(in Baht)			
Other comprehensive income					
<i>Items that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating financial statements		(8,711,129)	(28,720,858)	-	-
Total items that will be reclassified subsequently to profit or loss		(8,711,129)	(28,720,858)	-	-
<i>Item that will not be reclassified to profit or loss</i>					
Gain (loss) on remeasurements of defined benefit plans	19	(17,425,051)	76,825,085	9,927,458	(13,378,189)
Income tax relating to items that will not be reclassified	26	3,485,010	(15,365,016)	(1,985,492)	2,675,638
Total item that will not be reclassified to profit or loss		(13,940,041)	61,460,069	7,941,966	(10,702,551)
Other comprehensive income (expense) for the year, net of tax	26	(22,651,170)	32,739,211	7,941,966	(10,702,551)
Total comprehensive income for the year		2,804,097,692	5,491,785,606	3,034,965,086	3,896,075,099
Profit attributable to:					
Owners of the parent		2,770,630,706	5,358,811,544	3,027,023,120	3,906,777,650
Non-controlling interests		56,118,156	100,234,851	-	-
		2,826,748,862	5,459,046,395	3,027,023,120	3,906,777,650
Total comprehensive income attributable to:					
Owners of the parent		2,748,521,848	5,390,780,682	3,034,965,086	3,896,075,099
Non-controlling interests		55,575,844	101,004,924	-	-
		2,804,097,692	5,491,785,606	3,034,965,086	3,896,075,099
Earnings per share (in Baht)					
Basic earnings per share	28	1.27	2.45	1.38	1.79

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of changes in equity

	Consolidated financial statements										
	Note	Retained earnings				Other components of equity			Equity attributable to owners of the parent	Non - controlling interests	Total equity
		Issued and paid-up share capital	Share premium	Warrants	Legal reserve	Unappropriated (in Baht)	Translation reserve				
Year ended 31 December 2019											
Balance at 1 January 2019		2,188,504,922	1,872,580,809	4,576,792	223,730,753	36,959,532,071	(77,978,226)	41,170,947,121	703,536,463	41,874,483,584	
Transactions with owners, recorded directly in equity											
Contributions by and distributions to owners of the parent											
Cancelation of warrants		-	-	(4,576,792)	-	-	-	(4,576,792)	-	(4,576,792)	
Dividends to owners of the Company	29	-	-	-	-	(3,501,607,875)	-	(3,501,607,875)	-	(3,501,607,875)	
Dividends paid from subsidiary		-	-	-	-	-	-	-	(68,074,108)	(68,074,108)	
Total contributions by and distributions to owners of the parent		-	-	(4,576,792)	-	(3,501,607,875)	-	(3,506,184,667)	(68,074,108)	(3,574,258,775)	
Total transactions with owners, recorded directly in equity		-	-	(4,576,792)	-	(3,501,607,875)	-	(3,506,184,667)	(68,074,108)	(3,574,258,775)	
Comprehensive income for the year											
Profit		-	-	-	-	5,358,811,544	-	5,358,811,544	100,234,851	5,459,046,395	
Other comprehensive income		-	-	-	-	60,180,873	(28,211,735)	31,969,138	770,073	32,739,211	
Total comprehensive income for the year		-	-	-	-	5,418,992,417	(28,211,735)	5,390,780,682	101,004,924	5,491,785,606	
Balance at 31 December 2019		2,188,504,922	1,872,580,809	-	223,730,753	38,876,916,613	(106,189,961)	43,055,543,136	736,467,279	43,792,010,415	

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of changes in equity

	Consolidated financial statements								
	Retained earnings			Other components of equity			Equity attributable to owners of the parent	Non - controlling interests	Total equity
	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Translation reserve (in Baht)				
Year ended 31 December 2020									
Balance at 1 January 2020	2,188,504,922	1,872,580,809	223,730,753	38,876,916,613	(106,189,961)	43,055,543,136	736,467,279	43,792,010,415	
Transactions with owners, recorded directly in equity									
<i>Contributions by and distributions to owners of the parent</i>									
Dividends to owners of the Company	29	-	-	(2,757,516,202)	-	(2,757,516,202)	-	(2,757,516,202)	(2,757,516,202)
Dividends paid from subsidiary		-	-	-	-	-	(52,242,759)	(52,242,759)	(52,242,759)
<i>Total contributions by and distributions to owners of the parent</i>		-	-	(2,757,516,202)	-	(2,757,516,202)	(52,242,759)	(2,809,758,961)	(2,809,758,961)
Total transactions with owners, recorded directly in equity		-	-	(2,757,516,202)	-	(2,757,516,202)	(52,242,759)	(2,809,758,961)	
Comprehensive income for the year									
Profit		-	-	2,770,630,706	-	2,770,630,706	56,118,156	2,826,748,862	
Other comprehensive income		-	-	(13,552,148)	(8,556,710)	(22,108,858)	(542,312)	(22,651,170)	
Total comprehensive income for the year		-	-	2,757,078,558	(8,556,710)	2,748,521,848	55,575,844	2,804,097,692	
Balance at 31 December 2020	2,188,504,922	1,872,580,809	223,730,753	38,876,478,969	(114,746,671)	43,046,548,782	739,800,364	43,786,349,146	

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of changes in equity

		Separate financial statements					Total equity
		Retained earnings					
		Issued and paid-up share capital	Share premium	Warrants	Legal reserve	Unappropriated	
	Note				(in Baht)		
Year ended 31 December 2019							
Balance at 1 January 2019		2,188,504,922	32,420,281,342	4,576,792	222,638,318	1,526,213,002	36,362,214,376
Transactions with owners, recorded directly in equity							
Contributions by and distributions to owners							
Warrants exercised		-	-	(4,576,792)	-	-	(4,576,792)
Dividends to owners of the Company	29	-	-	-	-	(3,501,607,875)	(3,501,607,875)
Total transactions with owners, recorded directly in equity		-	-	(4,576,792)	-	(3,501,607,875)	(3,506,184,667)
Comprehensive income for the year							
Profit		-	-	-	-	3,906,777,650	3,906,777,650
Other comprehensive income		-	-	-	-	(10,702,551)	(10,702,551)
Total comprehensive income for the year		-	-	-	-	3,896,075,099	3,896,075,099
Balance at 31 December 2019							
		2,188,504,922	32,420,281,342	-	222,638,318	1,920,680,226	36,752,104,808

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of changes in equity

	Note	Separate financial statements					Total equity
		Issued and paid-up share capital	Share premium	Legal reserve (in Baht)	Unappropriated	Retained earnings	
Year ended 31 December 2020							
Balance at 1 January 2020		2,188,504,922	32,420,281,342	222,638,318	1,920,680,226		36,752,104,808
Transactions with owners, recorded directly in equity							
<i>Contributions by and distributions to owners</i>							
Dividends to owners of the Company	29	-	-	-	(2,757,516,202)		(2,757,516,202)
Total transactions with owners, recorded directly in equity		-	-	-	(2,757,516,202)		(2,757,516,202)
Comprehensive income for the year							
Profit		-	-	-	3,027,023,120		3,027,023,120
Other comprehensive income		-	-	-	7,941,966		7,941,966
Total comprehensive income for the year		-	-	-	3,034,965,086		3,034,965,086
Balance at 31 December 2020		2,188,504,922	32,420,281,342	222,638,318	2,198,129,110		37,029,553,692

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	(in Baht)			
<i>Cash flows from operating activities</i>				
Profit for the year	2,826,748,862	5,459,046,395	3,027,023,120	3,906,777,650
<i>Adjustments to reconcile profit to cash receipts (payments)</i>				
Tax expense	858,195,967	1,554,700,798	33,101,350	31,610,990
Finance costs	515,019,006	323,768,683	450,105,746	255,144,769
Depreciation and amortisation	454,621,137	450,976,664	4,907,939	237,189
Interest income	-	-	(653,010,658)	(434,725,559)
(Reversal of) allowance for loss on real estate development for sale	22,726,154	(7,334,092)	-	-
(Gain) loss on disposal of equipment	79,670,072	(690,479)	-	-
Gain on disposal of investment properties	(66,990,522)	-	-	-
Gain on cancellation of lease liabilities	(10,114,066)	-	(287,442)	-
Dividend income from subsidiary	-	-	(2,894,897,531)	(3,772,139,207)
Translation reserve	(10,888,911)	(35,901,073)	-	-
Cancellation of warrants	-	(4,576,792)	-	(4,576,792)
(Reversal of) provision for litigation and claims	19,620,266	(23,975,592)	-	-
Share of loss of joint ventures accounted for using equity method	-	397,735	-	-
Reversal of share of loss of joint ventures accounted for using equity method	-	(397,735)	-	-
	<u>4,688,607,965</u>	<u>7,716,014,512</u>	<u>(33,057,476)</u>	<u>(17,670,960)</u>
<i>Changes in operating assets and liabilities</i>				
Other receivables - subsidiary	-	-	(36,028,915)	79,610,150
Cost to obtain contracts with customers	(104,942,920)	(464,123,478)	-	-
Real estate development for sale	9,605,100,741	(3,798,335,574)	-	-
Deposits for purchase of land	390,929,923	726,475,684	-	-
Advance payment for goods	(185,878,740)	(188,351,754)	-	-
Other current assets	36,314,471	150,332,610	479,580	124,349
Other non-current assets	19,514,539	10,182,760	(78,133)	-
Trade accounts payable	(913,946,846)	(92,550,549)	-	-
Other payables - subsidiary	-	-	(5,710)	7,627
Payables for purchase of land	(1,140,696,650)	(1,090,926,958)	-	-
Contract liabilities	(425,198,307)	97,402,667	-	-
Other current liabilities	(170,970,175)	244,335,029	(1,584,681)	(12,215,697)
Non-current provisions for employee benefits	(87,748,549)	79,677,605	2,632,430	(1,408,384)
Net cash generated from (used in) operating activities	<u>11,711,085,452</u>	<u>3,390,132,554</u>	<u>(67,642,905)</u>	<u>48,447,085</u>
Tax paid	(1,111,334,737)	(1,662,001,469)	(34,138,484)	(23,137,591)
Provision for litigation and claims paid	(22,962,018)	(25,455,648)	-	-
Net cash from (used in) operating activities	<u>10,576,788,697</u>	<u>1,702,675,437</u>	<u>(101,781,389)</u>	<u>25,309,494</u>

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

Pruksa Holding Public Company Limited and its Subsidiaries

Statement of cash flows

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2020	2019	2020	2019
		(in Baht)			
Cash flows from investing activities					
Acquisition of property, plant and equipment		(1,131,491,667)	(887,432,518)	-	-
Proceeds from sale of plant and equipment		9,059,860	4,007,744	-	-
Acquisition of intangible assets		(136,395,369)	(144,560,045)	-	-
Acquisition of investment properties		(24,255,261)	-	-	-
Proceeds from sale of investment properties		124,153,025	-	-	-
Dividends received from subsidiary		-	-	2,894,897,531	3,772,139,207
Short-term loans - subsidiaries	7	-	-	(14,316,750,221)	(12,359,225,109)
Proceeds from repayment of short-term loans					
- subsidiaries	7	-	-	9,967,107,685	1,877,918,676
Interest received		-	-	284,780,859	407,706,437
Net cash used in investing activities		(1,158,929,412)	(1,027,984,819)	(1,169,964,146)	(6,301,460,789)
Cash flows from financing activities					
Proceeds from short-term loans from subsidiary		-	-	13,694	59,259
Repayment of short-term loans from subsidiary		-	-	(49,162)	(23,708)
Increase (decrease) in short-term loans from					
financial institutions, net		(4,500,000,000)	400,000,000	-	-
Proceeds from long-term loan from financial					
institution		1,057,000,000	-	-	-
Repayment of long-term loan from financial					
institution		(50,000,000)	-	(50,000,000)	-
Proceeds from long-term debentures		4,500,000,000	10,000,000,000	4,500,000,000	10,000,000,000
Repayment of long-term debentures		(7,100,000,000)	(6,400,000,000)	-	-
Payment of lease liabilities		(200,548,038)	-	(5,087,335)	-
Dividends paid to owners of the Company	29	(2,757,516,202)	(3,501,607,875)	(2,757,516,202)	(3,501,607,875)
Dividends paid to non-controlling interests		(52,242,759)	(68,074,108)	-	-
Finance costs paid		(752,310,154)	(775,276,455)	(434,246,581)	(209,173,535)
Net cash from (used in) financing activities		(9,855,617,153)	(344,958,438)	1,253,114,414	6,289,254,141
Net increase (decrease) in cash and cash					
equivalents		(437,757,868)	329,732,180	(18,631,121)	13,102,846
Cash and cash equivalents at 1 January		1,774,288,305	1,444,556,125	32,152,109	19,049,263
Cash and cash equivalents at 31 December	8	1,336,530,437	1,774,288,305	13,520,988	32,152,109
Non-cash transactions:					
Increase (decrease) in equipment payable, net		(40,292,804)	2,856,785	-	-
Transfer of investment properties from					
real estate development for sale, net		(10,330,255)	(5,060,117)	-	-
Transfer of investment properties from					
property, plant and equipment, net		(29,977,746)	(31,658,613)	-	-

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

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Note	Contents
1	General information
2	Basis of preparation of the financial statements
3	Changes in accounting policies
4	Significant accounting policies
5	Impact of COVID-19 outbreak
6	Changes in accounting estimate
7	Related parties
8	Cash and cash equivalents
9	Real estate development for sale
10	Investments in subsidiaries
11	Investments in joint ventures
12	Investment properties
13	Property, plant and equipment
14	Leases
15	Intangible assets
16	Interest-bearing liabilities
17	Trade accounts payable
18	Other current liabilities
19	Non-current provisions for employee benefits
20	Share capital
21	Reserves
22	Non-controlling interests
23	Segment information and disaggregation of revenue
24	Employee benefit expenses
25	Expenses by nature
26	Income tax
27	Promotional privileges
28	Basic earnings per share
29	Dividends
30	Financial instruments
31	Capital management
32	Commitments with non-related parties
33	Contingent liability
34	Events after the reporting period
35	Reclassification of accounts

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 19 February 2021.

1 General information

Pruksa Holding Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand. The Company’s registered office at 1177, Pearl Bangkok Tower 24th floor, Phaholyothin Road, Phayathai, Phayathai, Bangkok.

The Company’s major shareholder during the financial year was Vijitpongpun family (75.40% shareholding).

The principal activity of the Company is investing. The principal activity of the Group is real estate development. Details of the Company’s subsidiaries and joint ventures as at 31 December 2020 and 2019 are given in notes 10 and 11.

2 Basis of preparation of the financial statements

(a) Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission.

New and revised TFRS are effective for annual accounting periods beginning on or after 1 January 2020. The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies.

The Group has initially applied TFRS - Financial instruments standards which comprise TFRS 9 *Financial Instruments* and relevant standards and interpretations and TFRS 16 *Leases* and disclosed impact from changes to significant accounting policies in note 3.

In addition, the Group has not early adopted a number of new and revised TFRS, which are not yet effective for the current period in preparing these financial statements. The Group has assessed the potential initial impact on the financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

(b) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company’s functional currency.

(c) Use of judgements and estimates

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

4(l) and 14 Leases:

- whether the Group is reasonably certain to exercise extension options;

4(s) and 23 Revenue recognition:

- whether long-term advances received from customers have significant financing component.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(ii) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2020 that have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- 4(l) Determining the incremental borrowing rate to measure lease liabilities;
- 4(q) Recognition and measurement of provisions;
- 9 Estimate of total development cost of real estate development for sale;
- 9 Estimate of allowance for decline in value of real estate development for sale;
- 23 Estimate of revenue from sale of real estate that will recognise within one year from the reporting date;
- 19 Measurement of defined benefit obligations: key actuarial assumptions;
- 26 Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences; and
- 30 Determining the fair value of financial instruments on the basis of significant unobservable inputs.

3 Changes in accounting policies

From 1 January 2020, the Group has initially applied TFRS - Financial instruments standards and TFRS 16.

A. *TFRS - Financial instruments standards*

The Group has adopted TFRS - Financial instruments standards by adjusting the cumulative effects to retained earnings which have no material impact on retained earnings as at 1 January 2020. Therefore, the Group did not adjust the information presented for 2019. The disclosure requirements of TFRS for financial instruments have not generally been applied to comparative information.

These TFRS - Financial instruments standards establish requirements related to definition, recognition, measurement, impairment and derecognition of financial assets and financial liabilities, including accounting for derivatives and hedge accounting. The details of accounting policies are disclosed in note 4(d) and 4(m). The impact from adoption of TFRS - Financial instruments standards are as follows:

(a.1) Classification and measurement of financial assets and financial liabilities

TFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The classification is based on the cash flow characteristics of the financial asset and the business model in which they are managed.

(a.2) Impairment – Financial assets and contract assets

TFRS 9 introduces the ‘expected credit loss’ (ECL) model whereas previously the Group estimated the allowance for doubtful account by analysing payment histories and future expectation of customer payment. TFRS 9 requires considerable judgement about how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. The new impairment model applies to financial assets measured at amortised cost and contract assets.

Under TFRS 9, interest income and interest expenses recognised from all financial assets and financial liabilities measured at amortised cost shall be calculated using effective interest rate method. Previously, the Group recognised interest income and interest expenses at the rate specified in the contract.

B. *TFRS 16 Leases*

From 1 January 2020, the Group has initially adopted TFRS 16 on contracts previously identified as leases according to TAS 17 *Leases* and TFRIC 4 *Determining whether an arrangement contains a lease* using the modified retrospective approach.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(1) As a lessee

Previously, the Group, as a lessee, recognised payments made under operating leases in profit or loss on a straight-line basis over the term of the lease. Under TFRS 16, the Group assesses whether a contract is, or contains, a lease. If a contract contains lease and non-lease components, the Group allocates the consideration in the contract based on stand-alone selling price (transaction price). As at 1 January 2020, the Group recognised right-of-use assets and lease liabilities, as a result, the nature of expenses related to those leases was changed because the Group recognised depreciation of right-of-use assets and interest expense on lease liabilities.

On transition, the Group also elected to use the following practical expedients:

- do not recognise right-of-use assets and lease liabilities for leases with less than 12 months of lease term;
- use hindsight when determining the lease term;
- apply a single discount rate to a portfolio of leases with similar characteristics;
- rely on previous assessments whether leases are onerous as an alternative to performing an impairment review; and
- exclude initial direct costs from measuring the right-of-use asset.

	Consolidated financial statements	Separate financial statements
	<i>(in million Baht)</i>	
<i>Impacts from the adoption of TFRS 16</i>		
<i>As at 1 January 2020</i>		
Increase in right-of-use assets	1,162	31
Increase in lease liabilities	(1,162)	(31)
	Consolidated financial statements	Separate financial statements
	<i>(in million Baht)</i>	
<i>Measurement of lease liabilities</i>		
Operating lease commitments as disclosed as at 31 December 2019	323	4
<i>Less</i> Recognition exemption for		
- short-term leases	(68)	-
- leases of low-value assets	(13)	-
<i>Add</i> Extension options	1,020	30
	1,262	34
Present value of remaining lease payments, discounted using the incremental borrowing rate as at 1 January 2020	1,162	31
Finance lease liabilities recognised as at 31 December 2019	-	-
Lease liabilities recognised as at 1 January 2020	1,162	31
Weighted-average incremental borrowing rate (% per annum)	2.59	2.59

As a lessor, the accounting policies adopted by the Group as the lessor in accordance with TFRS 16 are not different from TAS 17.

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3.

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in joint ventures.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interests

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in a joint venture.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which joint control ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Investments in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures in the separate financial statements of the Company are measured at cost less allowance for impairment losses.

Disposal of investments in the separate financial statements

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

If the Company disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(c) Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated to Thai Baht at the exchange rates at the reporting date.

The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of a joint venture while retaining joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

(d) Financial instruments

Accounting policies applicable from 1 January 2020

(d.1) Recognition and initial measurement

Trade receivables, debt securities issued and trade payables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset and financial liability (unless it is a trade receivable without a significant financing component or measured at FVTPL) is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price. A financial asset and a financial liability measured at FVTPL are initially recognised at fair value.

(d.2) Classification and subsequent measurement

Financial assets - classification

On initial recognition, a financial asset is classified as measured at: amortised cost.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cashflows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets – business model assessment

The Group makes an assessment of the objective of a business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets – assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets – subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
------------------------------------	--

Financial liabilities – classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(d.3) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(d.4) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments.

(f) Other accounts receivable and contract assets

A receivable is recognised when the Group has an unconditional right to receive consideration. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

A receivable is measured at transaction price less allowance for expected credit loss (2019: *allowance for doubtful accounts*) which is determined based on an analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(g) Cost to obtain contracts with customers

Cost to obtain contracts with customers are the incremental costs to obtain a contract with a customer.

Cost to obtain contracts with customers are measured at cost less impairment losses. Cost to obtain contracts with customers are charged to profit or loss consistent with the related revenue recognition.

Contract assets are measured at the amount of consideration that the Group is entitled to, less impairment losses.

(h) Real estate development for sale

Real estate development for sale is real estate that is held with the intention to sell in the ordinary course of business. This real estate is measured at the lower of cost and net realisable value.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

The cost of real estate development for sale comprises the cost of land, including acquisition costs, land improvement cost, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding real estate development projects are capitalised as part of the cost of the property until the completion of development. Cost of real estate development for sale includes an allocation of common area property development expenditure based on saleable area or selling price.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

When real estate development for sale are sold, the cost of that real estate is recognised as an expense in the period in which the related revenue is recognised.

The cost of construction materials is calculated using the moving-weighted average cost principle.

The cost of land is calculated using specifically identified costs.

(i) *Investment properties*

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties comprised land, and land and building for rent, which are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment properties. The cost of self-constructed investment properties includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment properties to a working condition for its intended use and capitalised borrowing costs.

Any gains and losses on disposal of investment properties are determined by comparing the proceeds from disposal with the carrying amount of investment property, and are recognised in profit or loss.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each investment property. The estimated useful lives are as follows:

Building for rent	20 years
-------------------	----------

No depreciation is provided on freehold land or assets under construction.

(j) *Property, plant and equipment*

Recognition and measurement

Owned assets

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, and any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Any gains and losses on disposal of item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in profit or loss.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its book value.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Land improvements	5 - 10	years
Buildings and decorations	2 - 40	years
Machinery and equipment	3 - 20	years
Furniture, fixtures and office equipment	3, 5	years
Public utilities	20	years
Transportation equipment	5	years

From 1 January 2020, the Group changed the depreciation method of certain machinery and equipment, from straight-line method (the estimated remaining useful lives of 1 - 18 years) to units of production method.

No depreciation is provided on freehold land or assets under construction and installation.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(k) Intangible assets

Software licenses

Software licenses that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Amortisation

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives are 10 years.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(I) Leases

Accounting policies applicable from 1 January 2020

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in TFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments included fixed payments less any lease incentive receivable, amount under extension option if the Group is reasonably certain to exercise option. Variable lease payments that do not depend on index or a rate are recognised as expenses in the accounting period in which they are incurred.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in lease term, change in lease payments, change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of purchase, extension or termination options. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At inception or on modification of a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

The Group recognises lease payments received under operating leases as rental income on a straight-line basis over the lease term as part of other income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the accounting period in which they are earned.

Accounting policies applicable before 1 January 2020

As a lessee, leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

Assets held under other leases were classified as operating leases and lease payments are recognised in profit or loss on a straight-line basis over the term of the lease. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

As a lessor, rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

(m) Impairment of financial assets

Accounting policies applicable from 1 January 2020

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents and other receivables, loans to others and related parties), and contract assets.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; or
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of a financial instrument.

Loss allowances for other receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both current and forecast general economic conditions at the reporting date.

Loss allowances for all other financial instruments, the Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, significant deterioration in financial instruments's credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Increased in loss allowance is recognised as an impairment loss in profit or loss. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence of credit-impairment includes significant financial difficulty, a breach of contract.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Accounting policies applicable before 1 January 2020

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

(n) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Reversal of impairment

Impairment losses recognised in prior periods in respect of non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(o) Contract liabilities

A contract liability is the obligation to transfer goods or services to the customer. A contract liability is recognised when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognises the related revenue.

(p) Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed regularly by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(q) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

(r) Measurement of fair values

‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- *Level 1*: quoted prices in active markets for identical assets or liabilities.
- *Level 2*: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- *Level 3*: inputs for the asset or liability that are not based on observable inputs.

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(s) Revenue from sale of real estate

Revenue from sale of real estate is recognised when a customer obtains control of the real estate in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties and is after deduction of any discounts and consideration payable to the customer.

For bundled packages, the Group accounts for individual real estate and other products separately if they are distinct and a customer can benefit from it separately. The consideration received is allocated based on their relative stand-alone selling prices.

Deposits and instalments received from customers on real estate sold prior to the date of revenue recognition are presented as contract liabilities in the statement of financial position. Deposits and instalments received from customers are recognised as revenue when the Group transfers control over the real estate to the customers. For advances that contain a significant financing component interest expense. Interest expense is recognised using the effective interest method. The Group uses the practical expedient which allows not to adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

(t) Dividend income

Dividend income is recognised in the profit or loss on the date the Group’s right to receive payments is established.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(u) Other income

Other income comprises interest income, rental income and others.

(v) Interest

Accounting policies applicable from 1 January 2020

Effective Interest Rate (EIR)

Interest income or expense is recognised using the effective interest method. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Accounting policies applicable before 1 January 2020

Interest income is recognised in profit or loss at the rate specified in the contract.

Interest expenses and similar costs are charged to profit or loss for the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial periods of time to be prepared for its intended use or sale.

(w) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(x) *Basic earnings per share*

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

(y) *Related parties*

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

(z) *Segment reporting*

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly the Company's headquarters assets and head office revenues and expenses and tax assets.

5 Impact of COVID-19 outbreak

Due to the COVID-19 outbreak at the beginning of 2020, Thailand and many other countries have enacted several protective measures against the outbreak, e.g. the order to temporarily shut down operating facilities or reduce operating hours, social distancing, etc. This has significantly affected world economy, production, supply chain of goods and business operation of many entities in wide areas. The management is closely monitoring the situation to ensure the safety of the Group's staff and to manage the negative impact on the business as much as possible.

Aa at 31 December 2020, the situation of COVID-19 outbreak is still ongoing, resulting in estimation uncertainty on the potential impact, therefore, these financial statements exclude the factors from the situation.

6 Changes in accounting estimate

From 1 January 2020, the Group changed the depreciation method of machinery and equipment, at net book value of Baht 985 million, from straight-line method (the estimated remaining useful lives of 1 - 18 years) to units of production method, which were recognised prospectively.

Depreciation expense of machinery and equipment in the consolidated financial statements for the year ended 31 December 2020 using units of production method was Baht 26 million which decreased by Baht 175 million from straight-line method. As a result, net machinery and equipment increased by Baht 175 million, net real estate development for sale decreased by Baht 99 million and net profit increased by Baht 61 million.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

7 Related parties

Relationships with subsidiaries and joint ventures are described in notes 10 and 11. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation / nationality	Nature of relationships
Kaysorn Construction Company Limited	Maldives	Branch of Kaysorn Construction Company Limited
Thongma Vijitpongpan	Thai	Major shareholder, 10% or more shareholding, and a director
T C T Co., Ltd.	Thailand	Common directors
Key management personnel	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

The pricing policies for transactions with related parties are explained below:

Transactions	Pricing policies
Interest income / interest expense	As contractually agreed interest rate by MLR, MLR-2% and 4%
Dividend income	The declared amount
Management income	Agreed prices
Rental and service charges	Contractual price

Significant transactions for the years ended 31 December with related parties were as follows:

Year ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in million Baht)			
Subsidiaries				
Interest income	-	-	653	435
Dividend income	-	-	2,895	3,772
Management income	-	-	77	107
Other related parties				
Rental and service charges	152	159	5	5
Key management personnel				
Key management personnel compensation				
Short-term employee benefits	175	231	58	68
Post-retirement benefits	9	9	4	4
Total key management personnel compensation	184	240	62	72

Balances as at 31 December with related parties were as follows:

Other receivables	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in million Baht)			
Subsidiary	-	-	63	27

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

<i>Movement of loans to</i>	Interest rate At 31 December (% per annum)	Consolidated financial statements			
		At 1 January	Increase (in million Baht)	Decrease	At 31 December
2020					
Subsidiaries					
- Short-term loans	3.3	17,131	14,317	(9,967)	21,481
- Accrued interest income		37			405
Total		17,168			21,886
2019					
Subsidiaries					
- Short-term loans	4.0	6,650	12,359	(1,878)	17,131
- Accrued interest income		10			37
Total		6,660			17,168
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		(in million Baht)			
<i>Deposit for rental and service (presents under other non-current assets)</i>					
Other related party		44	44	1	1
<i>Accrued rental expense (presents under other current liabilities)</i>					
Other related party		-	5	-	-
<i>Lease liabilities</i>					
Other related party		572	-	29	-

Significant agreements with related parties

- The Company and subsidiaries had 3 years lease agreements covering office space (including related service charges) with other related party from 1 November 2017 to 31 October 2020. The lessor delivered the premises to the Group from 1 August 2017. The agreements were extended until October 2023 with cancellation of certain space which the Group recognised gain on the said lease liabilities of Baht 10 million.
- The subsidiaries had partly registered land servitude accumulative value as at 31 December 2020 of Baht 2,170 million (2019: Baht 2,102 million), which is subject to servitudes and restrictions to the projects of the Group for construction of the utilities of the projects with no time limit. During the period ended 31 December 2020, the subsidiaries have registered land servitude and ceded land for the public interest amounting to Baht 95 million (2019: Baht 397 million), and for which the subsidiaries have received compensation of Baht 99 million (2019: Baht 416 million).
- The Company had borrowing agreements to grant loans to its subsidiaries with credit lines totalling Baht 24,300 million and had borrowing agreement to borrow from a subsidiary with credit lines totalling Baht 500 million, with interest rate at MLR-2% per annum and are repayable on demand.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

8 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Cash on hand	2	10	-	-
Cash at banks - current accounts	388	1,016	7	8
Cash at banks - savings accounts	500	551	7	24
Cash at banks - fixed deposits	82	83	-	-
Cheques on hand	361	70	-	-
Others	4	44	-	-
Total	1,337	1,774	14	32

9 Real estate development for sale

	Consolidated financial statements	
	2020	2019
	<i>(in million Baht)</i>	
Construction materials	242	431
Sample houses	1,472	1,675
Real estate under development		
- land	32,301	36,223
- land improvements	1,815	2,160
- construction cost	4,054	5,509
- public utilities	3,052	2,999
- overhead costs	2,754	2,777
- interest costs	744	790
	44,720	50,458
Land, and land and houses for sale	9,969	15,580
Land held for development	10,582	8,199
Total	66,985	76,343
Less losses on real estate development for sale devaluation	(122)	(99)
Net	66,863	76,244
Finance costs capitalised during the year	262	483
Rates of interest capitalised (% per annum)	2.37	2.46
Cost of real estate development for sale recognised in 'cost of sales of real estate':		
- Cost	19,853	25,760
- Write-down to net realisable value	23	(7)
Net	19,876	25,753

As at 31 December 2020, real estate under development of the Group amounted of Baht 8,484 million (2019: Baht 5,401 million) are expected to be completed more than one year after the reporting period.

Real estate development for sale (land and structure thereon) are used as collateral for credit facilities from banks.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

10 Investments in subsidiaries

Investments in subsidiaries as at 31 December 2020 and 2019, and dividend income from those investments for the years then ended, were as follows:

Separate financial statements										
	Type of business	Country of operation	Ownership interest (%)		Paid-up capital		Cost method		Dividend income for the year	
			2020	2019	2020	2019	2020	2019	2020	2019
(in million Baht)										
Direct subsidiaries										
Pruksa Real Estate Public Co., Ltd.	Sale of real estate	Thailand	98.23	98.23	2,233	2,233	34,621	34,621	2,895	3,772
Vimut Hospital Holding Co., Ltd.	Investment	Thailand	99.99	99.99	1,000	1,000	1,000	1,000	-	-
Indirect subsidiaries (hold by subsidiaries)										
Kaysom Construction Co., Ltd.	Services, management, home decoration and construction	Thailand	100.00	100.00	100	100	-	-	-	-
Puthachart Estate Co., Ltd.	Sale of real estate	Thailand	99.99	99.99	800	800	-	-	-	-
Phanalee Estate Co., Ltd.	Sale of real estate	Thailand	99.99	99.99	800	800	-	-	-	-
Pruksa Oversea Co., Ltd.	Investment	Thailand	100.00	100.00	500	500	-	-	-	-
Pruksa International Co., Ltd.	Investment	Thailand	100.00	100.00	1,000	1,000	-	-	-	-
Pruksa Venture One Co., Ltd. *	Sale of real estate	Thailand	99.99	99.99	720	720	-	-	-	-
Pruksa India Housing Private Limited	Property development and construction	India	100.00	100.00	10	10	-	-	-	-
Pruksa India Construction Private Limited	Construction	India	100.00	100.00	1	1	-	-	-	-
Pruksa Vietnam Company Limited **	Property development and construction	Vietnam	100.00	100.00	178	178	-	-	-	-
Thanatep Engineering and Construction Company Limited ***	Construction	Thailand	51.00	51.00	5	5	-	-	-	-
Vimut International Hospital Co., Ltd.	Operating of hospitals, clinics and place of examination and treatment	Thailand	99.99	99.99	1,000	998	-	-	-	-
Total							35,621	35,621	2,895	3,772

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

None of the Company's subsidiaries are publicly listed and consequently do not have published price quotations.

* - In 2019, A direct subsidiary of the Company invested in shares of Pruksa Venture One Co., Ltd. (99.99% of the authorised share capital). Such Company registered its authorised share capital of Baht 800 million with the Ministry of Commerce on 3 October 2019. As at 31 December 2020, the subsidiary made a payment for share capital totalling Baht 720 million.

** - Ownership interest in Pruksa Vietnam Company Limited, according to the agreement, is 85:15 when all shares are fully paid. However, as at 31 December 2020, the Company indirectly held 100% of shares in Pruksa Vietnam Company Limited because the co-investor has not yet paid for the shares.

*** - Thanatep Engineering and Construction Company Limited has registered its dissolution with the Ministry of Commerce on 25 August 2015 and it is in liquidation process.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

11 Investments in joint ventures

Investments in joint ventures as at 31 December 2020 and 2019, and dividend income from those investments for the years then ended, were as follows:

Consolidated financial statements												
Type of business		Country of operation	Ownership interest (%)		Paid-up capital		Cost		Equity		Dividend income for the year	
			2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
(in million Baht)												
Joint ventures - indirect shareholding by a subsidiary												
Pruksa HDC	Property											
Housing Private Limited *	development and construction	Maldives	80.00	80.00	129.6	129.6	129.6	107.5	107.5	107.5	-	-
Pruksa - Luxora	Property											
Housing Private Limited	development and construction	India	50.00	50.00	0.3	0.3	0.3	-	-	-	-	-
Total					129.9	129.9	129.9	107.5	107.5	107.5	-	-

The joint venture agreements provide that the joint venturers have joint control and management.

None of the Group's joint ventures are publicly listed and consequently do not have published price quotations.

* - In November 2019, an indirect subsidiary entered into a sale and purchase agreement of shares of Pruksa HDC Housing Private Limited with a buyer, which was a non-related party, totalling Baht 110 million. As at 31 December 2020, the Group received advance for shares in full amount of Baht 110 million (2019: Baht 88 million) which recorded under other current liabilities in the consolidated statement of financial position. It is in process of transferring the shares to the buyer.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

12 Investment properties

	Consolidated financial statements		
	Land	Buildings and improvements (in million Baht)	Total
Cost			
At 1 January 2019	873	17	890
Transfer from real estate development for sale	5	-	5
At 31 December 2019 and 1 January 2020	878	17	895
Additions	-	24	24
Transfer from property, plant and equipment	-	34	34
Transfer from real estate development for sale	1	9	10
Disposals	(129)	(17)	(146)
At 31 December 2020	750	67	817
Depreciation and impairment losses			
At 1 January 2019	184	-	184
At 31 December 2019 and 1 January 2020	184	-	184
Transfer from property, plant and equipment	-	3	3
Reversal of impairment losses	(72)	(17)	(89)
At 31 December 2020	112	(14)	98
Net book value			
At 31 December 2019	694	17	711
At 31 December 2020	638	81	719

Information relating to leases are disclosed in note 14.

	Consolidated financial statements		Separate financial statements	
Year ended 31 December	2020	2019	2020	2019
	(in million Baht)			
Amounts recognised in profit or loss				
Rental income	6	5	-	-

The fair value of investment properties as at 31 December 2020 of Baht 993 million (2019: Baht 1,061 million), was determined by independent professional valuers, at market values. Input used in the fair value measurement consisted of the quoted prices of comparable assets in similar locations. The fair value measurement for investment properties has been categorised as a Level 3 fair values.

The Group's investment properties comprise land held for which there is no specific intention to use in the future, and land and building for rent.

For the year ended 31 December 2020

Consolidated financial statements

Annual Report 2020 

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2020 of Baht 1,010 million (2019: Baht 869 million).

As at 31 December 2020, the Group's property, plant and equipment with a net book value of Baht 1,086 million (2019: Baht 1,139 million) are used as collateral for credit facilities with banks.

14 Leases

As a lessee

	Consolidated financial statements	Separate financial statements
<i>At 31 December 2020</i>	<i>(in million Baht)</i>	
Right-of-use assets		
Buildings	571	29
Vehicles	54	-
Others	4	-
Total	629	29

In 2020, additions to the right-of-use assets of the Group and the Company were Baht 594 million and Baht 30 million, respectively

The Group leases office space for 3 years with other related party, with extension options at the end of lease terms. The rental is payable monthly as specified in the contract.

During 2020, the Group leased vehicles for 1 - 5 years and paid fixed lease payment that are based on usage over the lease term. These payment terms are common in Thailand.

	Consolidated financial statements	Separate financial statements
<i>Year ended 31 December 2020</i>	<i>(in million Baht)</i>	
Fixed payments	201	5

Extension options

Some property leases contain extension options exercisable by the Group up to six months before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

	Consolidated financial statements		Separate financial statements	
<i>For the year ended 31 December</i>	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Amounts recognised in profit or loss / real estate development for sale				
Depreciation of right-of-use assets:				
- Buildings	148	-	5	-
- Vehicles	32	-	-	-
- Others	7	-	-	-
Interest on lease liabilities	26	-	1	-
Expenses relating to short-term leases and leases of low-value assets	43	-	-	-
Lease expense	-	959	-	5

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

In 2020, total cash outflow for leases of the Group and the Company were Baht 201 million and Baht 5 million, respectively.

As a lessor

The leases of investment properties comprise a number of commercial properties that are leased to third parties under operating leases. Each of the leases contains an initial non-cancellable period of 3 - 4 years. Subsequent renewals are negotiated with the lessee. For all investment property leases, the rental income is fixed under the contracts.

	Consolidated financial statements (in million Baht)
Maturity of operating lease receivables	
At 31 December 2020	
1 st year	5
2 nd year	3
3 rd year	2
Total	10
	Consolidated financial statements (in million Baht)
Minimum lease payments under non-cancellable operating leases are receivable	
At 31 December 2019	
Within 1 year	5
1 - 5 years	10
Total	15

15 Intangible assets

	Consolidated financial statements Software licenses (in million Baht)	Separate financial statements Software licenses
Cost		
At 1 January 2019	704	2
Additions	145	-
Transfers	1	-
At 31 December 2019 and 1 January 2020	850	2
Additions	136	-
Disposals	(10)	-
At 31 December 2020	976	2
Amortisation		
At 1 January 2019	358	-
Amortisation charge for the year	65	1
At 31 December 2019 and 1 January 2020	423	1
Amortisation charge for the year	67	-
Disposals	(10)	-
At 31 December 2020	480	1
Net book value		
At 31 December 2019	427	1
At 31 December 2020	496	1

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

16 Interest-bearing liabilities

Consolidated financial statements						
	Secured	2020 Unsecured	Total (in million Baht)	Secured	2019 Unsecured	Total
- Short-term loans from financial institutions	1,500	-	1,500	3,000	3,000	6,000
- Current portion of lease liabilities	-	122	122	-	-	-
- Current portion of long-term loan from financial institution	-	200	200	-	50	50
- Current portion of long-term debentures	4,750	2,000	6,750	-	7,100	7,100
- Long-term loan from financial institution	-	1,307	1,307	-	450	450
- Long-term debentures	15,250	-	15,250	15,500	2,000	17,500
- Lease liabilities	-	510	510	-	-	-
Total interest-bearing liabilities	21,500	4,139	25,639	18,500	12,600	31,100

Separate financial statements						
	Secured	2020 Unsecured	Total (in million Baht)	Secured	2019 Unsecured	Total
- Current portion of lease liabilities	-	5	5	-	-	-
- Current portion of long-term loan from financial institution	-	100	100	-	50	50
- Current portion of long-term debentures	4,750	-	4,750	-	-	-
- Long-term loan from financial institution	-	350	350	-	450	450
- Long-term debentures	15,250	-	15,250	15,500	-	15,500
- Lease liabilities	-	24	24	-	-	-
Total interest-bearing liabilities	20,000	479	20,479	15,500	500	16,000

The periods to maturity of interest-bearing liabilities as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in million Baht)			
<i>Maturity period</i>				
Within 1 year	8,572	13,150	4,855	50
1 - 5 years	17,067	17,900	15,624	15,900
After 5 years	-	50	-	50
Total	25,639	31,100	20,479	16,000

As at 31 December 2020, the Group had unutilised credit facilities totalling Baht 25,368 million, US Dollars 4 million (equivalent to Baht 121 million) and Indian Rupee 65 million (equivalent to Baht 28 million) (2019: Baht 19,564 million, US Dollars 4 million (equivalent to Baht 121 million) and Indian Rupee 65 million (equivalent to Baht 29 million)).

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Credit facilities of the Group that used assets as collateral as at 31 December 2020 were as follows:

- (a) Loan lines from banks of Baht 2,257 million (2019: Baht 1,700 million) for the Group.
- (b) Bank overdraft lines of Baht 50 million (2019: Baht 50 million) for the Group.
- (c) Letter of guarantee lines of Baht 3,010 million, US Dollars 4 million (equivalent to Baht 121 million) and Indian Rupee 65 million (equivalent to Baht 28 million) (2019: Baht 3,010 million, US Dollars 4 million (equivalent to Baht 121 million) and Indian Rupee 65 million (equivalent to Baht 29 million)) for the Group.
- (d) Promissory note lines from banks of Baht 8,701 million (2019: Baht 7,701 million) for the Group.
- (e) Other credit facilities of Baht 656 million (2019: Baht 654 million) for the Group.

<i>Assets pledged as security for liabilities as at 31 December</i>	Consolidated financial statements	
	2020	2019
	<i>(in million Baht)</i>	
Property, plant and equipment	1,086	1,139
Real estate development for sale	3,099	2,003
Total	4,185	3,142

In addition, some part of subsidiaries' credit facilities are guaranteed by Pruksa Real Estate Public Company Limited.

Loans from financial institutions

Short-term loans

As at 31 December 2020, loans from financial institutions had interest at the rates of 0.90% - 1.00% per annum (2019: 1.70% - 1.78% per annum).

Long-term loan

In the second quarter of 2018, the Company had a loan agreement with a financial institution for the loan lines totalling Baht 500 million with interest rate at MLR-3.2% per annum. The principal repayment of the loan are from November 2020 to May 2025. The loan is guaranteed by Pruksa Real Estate Public Company Limited. The aforesaid loan contains restrictions on interest-bearing liabilities to equity ratio and others.

In the third quarter of 2020, the subsidiary had a loan agreement with a financial institution for the loan lines totalling Baht 1,057 million with interest rate at 3-month BIBOR+2.05% per annum. The principal repayment of the loan are from October 2021 to July 2023. The loan is guaranteed by real estate development for sale of the subsidiary. The aforesaid loan contains restrictions on interest-bearing liabilities to equity ratio and others.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Debentures

As at 31 December 2020 and 2019, all debentures issued by the Company were unsubordinated and secured, and issued by Prukha Real Estate Public Company Limited were unsubordinated and unsecured, with face value of Baht 1,000 per unit. At the shareholders' meeting of the Group, the shareholders approved the issuance and offer for sale of debt securities as follows:

Type of debenture	Interest rate (% per annum)	Interest payment due	Term	Issuance date	Maturity date	Consolidated financial statements			
						Units (million units)	2020 (in million Baht)	2019 (in million Baht)	Amount (in million Baht)
No. 1/2015									
Set 2	3.23%	every 3 months	5 years	May 2015	May 2020	-	-	2.00	2,000
No. 1/2017									
Set 2	2.85%	every 3 months	3 years 6 months	February 2017	July 2020	-	-	2.60	2,600
No. 2/2017									
Set 1	2.64%	every 6 months	3 years 5 months	June 2017	November 2020	-	-	2.50	2,500
No. 3/2017									
Set 1	2.27%	every 6 months	3 years 6 months	September 2017	March 2021	2.00	2.00	2.00	2,000
No. 1/2018									
Set 1	2.37%	every 6 months	3 years	May 2018	May 2021	4.75	4.75	4.75	4,750
Set 2	2.84%	every 6 months	5 years	May 2018	May 2023	0.75	0.75	0.75	750
No. 1/2019									
Set 1	2.78%	every 6 months	3 years	March 2019	March 2022	3.50	3.50	3.50	3,500
No. 2/2019									
Set 1	2.30%	every 6 months	3 years	November 2019	November 2022	3.50	3.50	3.50	3,500
Set 2	2.55%	every 6 months	5 years	November 2019	November 2024	3.00	3.00	3.00	3,000
No. 1/2020 *									
Set 1	2.70%	every 6 months	2 years	May 2020	May 2022	2.00	2.00	-	-
No. 2/2020 *									
Set 1	2.25%	every 6 months	2 years	November 2020	November 2022	0.50	-	500	-
Set 2	2.57%	every 6 months	3 years	November 2020	November 2023	2.00	-	2,000	-
Total						22.00	24.60	22,000	24,600
Less current portion of long-term debentures						(6.75)	(7.10)	(6,750)	(7,100)
Unsubordinated and unsecured debentures - net of current portion						15.25	17.50	15,250	17,500

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Type of debenture	Interest rate (% per annum)	Interest payment due	Term	Issuance date	Maturity date	Separate financial statements		
						Units (million units)	2019 (in million Baht)	2020 (in million Baht)
No. 1/2018								
Set 1	2.37%	every 6 months	3 years	May 2018	May 2021	4.75	4,750	4,750
Set 2	2.84%	every 6 months	5 years	May 2018	May 2023	0.75	750	750
No. 1/2019								
Set 1	2.78%	every 6 months	3 years	March 2019	March 2022	3.50	3,500	3,500
No. 2/2019								
Set 1	2.30%	every 6 months	3 years	November 2019	November 2022	3.50	3,500	3,500
Set 2	2.55%	every 6 months	5 years	November 2019	November 2024	3.00	3,000	3,000
No. 1/2020 *								
Set 1	2.70%	every 6 months	2 years	May 2020	May 2022	2.00	2,000	-
No. 2/2020 *								
Set 1	2.25%	every 6 months	2 years	November 2020	November 2022	0.50	500	-
Set 2	2.57%	every 6 months	3 years	November 2020	November 2023	2.00	2,000	-
Total						20.00 (4.75)	15.50 -	15,500 -
Less current portion of long-term debentures								
Unsubordinated and unsecured debentures - net of current portion							15.50	15,500

*

At the annual general meeting of the shareholders of the Company held on 27 April 2018, the shareholders approved the issuance and offer for sale of debt securities to support future expansion of Pruksa Real Estate Public Company Limited in the aggregate principal amount of not exceeding Baht 20,000 million and maturity of not exceeding 7 years. The type and interest rate of debt securities depend upon the market condition at the time of the issuance and offer for sale. During the second quarter of 2020, the Company issued debenture No. 1/2020 amounting to Baht 2,000 million. During the fourth quarter of 2020, the Company issued debenture No. 2/2020 amounting to Baht 2,500 million.

At the annual general meeting of the shareholders of the Company held on 26 June 2020, the shareholders approved the issuance of additional debt securities amount not exceeding Baht 10,000 million. The Company can issue and offer for sale all types of debt instruments at once and/or divided into a series of allotments, including the issuance and offering in the form of projects, on the Company's discretion and need of fund as the Company deems it appropriate.

The Company and the subsidiary have to comply with terms and conditions of the issuer e.g. maintain debt to equity ratio and dividend payment.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Movements during the years ended 31 December of debentures were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
At 1 January	24,600	21,000	15,500	5,500
Issue during the year	4,500	10,000	4,500	10,000
Repayment during the year	(7,100)	(6,400)	-	-
At 31 December	22,000	24,600	20,000	15,500

17 Trade accounts payable

	Consolidated financial statements	
	2020	2019
	<i>(in million Baht)</i>	
Other parties	1,277	2,191
Total	1,277	2,191

18 Other current liabilities

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Accrued real estate development for sale	1,035	1,140	-	-
Accrued public utilities	1,075	1,100	-	-
Retention payable	832	852	-	-
Accrued bonus	185	265	10	12
Interest payable	93	95	73	58
Withholding tax payable	34	41	1	-
Others	781	760	5	5
Total	4,035	4,253	89	75

19 Non-current provisions for employee benefits

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Post-employment benefits				
Defined benefit plan	336	412	8	13
Other long-term employee benefits	32	30	-	-
Total	368	442	8	13

Defined benefit plan

The Group and the Company operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

<i>Present value of the defined benefit obligations</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
At 1 January	442	424	13	4
Included in profit or loss / real estate development for sale:				
Current service cost	43	48	5	2
Past service cost (curtailments)	(139)	52	-	3
Interest on obligation	9	10	-	-
Actuarial loss from other long-term employee benefits				
- Financial assumptions	9	-	-	-
	(78)	110	5	5
Included in other comprehensive income				
Actuarial (gain) loss from post-employment benefits				
- Demographic assumptions	-	(17)	-	-
- Financial assumptions	46	(32)	-	(1)
- Experience adjustment	(29)	(28)	(10)	14
	17	(77)	(10)	13
Benefit paid	(13)	(15)	-	(9)
At 31 December	368	442	8	13

<i>Principal actuarial assumptions</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(%)</i>			
Discount rate	0.53 - 2.81	1.76 - 4.25	0.53 - 2.81	1.76 - 4.25
Future salary growth	4, 6, 7, 8 and 9	4, 6, 7, 8 and 9	4, 6, 7, 8 and 9	4, 6, 7, 8 and 9
Employee turnover	0, 6, 8, 12 and 18	0, 6, 8, 12 and 18	0, 6, 8, 12 and 18	0, 6, 8, 12 and 18

Assumptions regarding future mortality have been based on published statistics and mortality tables.

As at 31 December 2020, the weighted-average duration of the defined benefit obligation was 16 years (2019: 16 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

<i>Effect to the defined benefit obligation</i>	Consolidated financial statements			
	Increase in assumption		Decrease in assumption	
<i>At 31 December</i>	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Discount rate (1% movement)	(39)	(44)	46	51
Future salary growth (1% movement)	42	51	(36)	(44)
Employee turnover (20% movement)	(38)	(50)	47	63
<i>Effect to the defined benefit obligation</i>	Separate financial statements			
	Increase in assumption		Decrease in assumption	
<i>At 31 December</i>	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Discount rate (1% movement)	-	-	-	-
Future salary growth (1% movement)	-	1	-	(1)
Employee turnover (20% movement)	-	-	-	-

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

20 Share capital

	Par value per share (in Baht)	Number	2020 Amount (million shares / in million Baht)	Number	2019 Amount
Authorised shares					
At 1 January					
- ordinary shares	1	2,226	2,226	2,226	2,226
Reduction of shares	1	(37)	(37)	-	-
At 31 December					
- ordinary shares	1	2,189	2,189	2,226	2,226

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

At the annual general meeting of the shareholders of the Company held on 26 June 2020, the shareholders approved the reduction of Baht 37,878,258 authorised shares capital of the Company from Baht 2,226,383,180 to Baht 2,188,504,922 by canceling 37,878,258 ordinary shares, with a par value of Baht 1, which are reserved for the exercising of warrants. The Company registered the decrease in the authorised share capital with the Ministry of Commerce on 8 July 2020.

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

21 Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

Other components of equity

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

22 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

	31 December 2020 Pruksa Real Estate Public Company Limited and its Subsidiaries (in million Baht)
Non-controlling interest percentage	1.77%
Current assets	70,332
Non-current assets	5,598
Current liabilities	(30,890)
Non-current liabilities	(2,786)
Net assets	42,254
Carrying amount of non-controlling interest	740
Revenue	29,528
Profit	3,166
Other comprehensive income	(31)
Total comprehensive income	3,135
Profit allocated to non-controlling interest	56
Other comprehensive income allocated to non-controlling interest	-
Cash flows from operating activities	10,718
Cash flows from investing activities	(260)
Cash flows from financing activities	
(Dividends to non-controlling interest amounting to Baht 52 million)	(10,896)
Net decrease in cash and cash equivalents	(438)
	31 December 2019 Pruksa Real Estate Public Company Limited and its Subsidiaries (in million Baht)
Non-controlling interest percentage	1.77%
Current assets	79,933
Non-current assets	5,142
Current liabilities	(39,327)
Non-current liabilities	(3,682)
Net assets	42,066
Carrying amount of non-controlling interest	736
Revenue	40,156
Profit	5,655
Other comprehensive income	43
Total comprehensive income	5,698
Profit allocated to non-controlling interest	100
Other comprehensive income allocated to non-controlling interest	1
Cash flows from operating activities	1,755
Cash flows from investing activities	(430)
Cash flows from financing activities	
(Dividends to non-controlling interest amounting to Baht 68 million)	(998)
Net increase in cash and cash equivalents	327

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

23 Segment information and disaggregation of revenue

Management determined that the Group has 5 reportable segments which are the Group's strategic divisions for different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments.

Segment 1	SBU Townhouse 1:	Baan Pruksa I, Baan Pruksa II and The Connect
Segment 2	SBU Townhouse 2:	Pruksa Ville I and Pruksa Ville II
Segment 3	SBU Single house:	Passorn I, Passorn II and Passorn III
Segment 4	SBU Condominium 1:	Condominium IV, Condominium V and Condominium VI
Segment 5	SBU Condominium 2:	Condominium Premium I and Condominium Premium II

Each segment's performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Consolidated financial statements															
(in million Baht)															
Segment 1		Segment 2		Segment 3		Segment 4		Segment 5		Total reportable segments		Other segments		Total	
2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Year ended 31 December															
Information about reportable segments															
External revenue		7,190	9,821	4,766	7,032	6,518	8,895	7,992	9,724	2,778	4,413	29,244	39,885	-	29,244
Inter-segment revenue		-	-	-	-	-	-	-	-	-	-	-	-	-	39,885
Other revenue		8	10	6	9	7	8	119	99	71	118	211	244	840	29,244
Total segment revenues		7,198	9,831	4,772	7,041	6,525	8,903	8,111	9,823	2,849	4,531	29,455	40,129	846	30,301
Segment profit (loss)															
before income tax		1,164	1,735	400	959	943	1,446	1,401	2,192	297	945	4,205	7,277	(140)	7,080
Segment assets as at 31 December		13,838	16,221	11,679	14,117	16,011	18,094	17,764	19,745	10,511	10,893	69,803	79,070	3,243	82,458
Timing of revenue recognition															
At a point in time		7,197	9,831	4,772	7,041	6,525	8,903	8,106	9,816	2,849	4,530	29,449	40,121	841	30,290
Over time		1	-	-	-	-	-	5	7	-	1	6	8	5	11
Total revenue		7,198	9,831	4,772	7,041	6,525	8,903	8,111	9,823	2,849	4,531	29,445	40,129	846	30,301
															44,408

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

Reconciliations of reportable segment revenues, profit or loss and assets

	2020	2019
	<i>(in million Baht)</i>	
Revenues		
Total revenue from reportable segments	29,455	40,129
Other revenue	846	4,279
	<u>30,301</u>	<u>44,408</u>
Elimination of inter-segment revenue	(840)	(4,277)
Unallocated amounts	52	21
Consolidated revenues	<u>29,513</u>	<u>40,152</u>
Profit or loss		
Total profit before income tax for reportable segments	4,205	7,277
Other loss	(140)	(197)
	<u>4,065</u>	<u>7,080</u>
Elimination of inter-segment loss	34	230
Unallocated amounts	(414)	(296)
Consolidated profit before income tax	<u>3,685</u>	<u>7,014</u>
Assets		
Total assets for reportable segments	69,803	79,070
Other assets	3,243	3,388
	<u>73,046</u>	<u>82,458</u>
Unallocated amounts	5,227	4,324
Consolidated total assets	<u>78,273</u>	<u>86,782</u>

Geographical segments

The principal business of the Group is related to real estate development in Thailand.

Contract balances

<i>Contract liabilities</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
At 1 January	(2,786)	(2,689)	-	-
Recognised as revenue during the year	3,795	3,753	-	-
Advance received	(3,370)	(3,850)	-	-
At 31 December	<u>(2,361)</u>	<u>(2,786)</u>	<u>-</u>	<u>-</u>

<i>Contract cost assets</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
At 31 December				
Costs to obtain contracts with customers	<u>569</u>	<u>464</u>	<u>-</u>	<u>-</u>

Revenue expected to be recognised in the future related to performance obligations that are

As at 31 December 2020, the Group had revenue expected to be recognised in the future arising from performance obligations that are as yet unsatisfied amounting to Baht 21,939 million (2019: Baht 29,034 million). The Group will recognise this revenue when a customer obtains control of the real estate development for sale, which is expected to occur over the next 4 years (2019: next 3 years).

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

24 Employee benefit expenses

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Salaries and wages	1,450	1,883	44	50
Defined contribution plan	107	142	3	3
Others	746	990	21	13
Total	2,303	3,015	68	66

Defined contribution plan

The defined contribution plan comprises provident fund established by the Group for its employees. Membership to the fund is on a voluntary basis. Contributions are made monthly by the employees at rates 5% - 10% of their basic salaries and by the Group at rates 5% - 10% of the employees' basic salaries. The provident fund is registered with the Ministry of Finance as a juristic entity and is managed by a licensed Fund Manager.

25 Expenses by nature

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2020	2019	2020	2019
		<i>(in million Baht)</i>			
Construction costs during the year		5,494	10,720	-	-
Changes in land, land and houses for sale, sample houses and real estate under development		11,255	(6,436)	-	-
Raw materials and consumables used		2,549	16,975	-	-
Employee benefit expenses	24	2,303	3,015	68	66
Transfer expenses		1,195	1,655	-	-
Advertising expenses		462	1,092	-	-
Lease-related expenses (2019: Lease payment)	14	252	959	-	5
Depreciation and amortisation	12, 13, 14, 15	454	451	5	1
Amortisation of cost to obtain contracts with customers		328	367	-	-
Others		1,021	4,016	42	49
Total cost of sales, distribution costs and administrative expenses		25,313	32,814	115	121

26 Income tax

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
<i>Income tax recognised in profit or loss</i>				
<i>Current tax expense</i>				
Current year	834	1,518	34	32
Under provided in prior years	8	17	-	-
	842	1,535	34	32
<i>Deferred tax expense</i>				
Movements in temporary differences	16	20	(1)	-
Total income tax expense	858	1,555	33	32

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

	Consolidated financial statements					
	Before tax	2020 Tax (expense) benefit	Net of tax (in million Baht)	Before tax	2019 Tax (expense) benefit	Net of tax
<i>Income tax recognised in other comprehensive income</i>						
Exchange differences on translating financial statements	(11)	2	(9)	(36)	7	(29)
Defined benefit plan actuarial gains (losses)	(17)	3	(14)	77	(15)	62
Total	(28)	5	(23)	41	(8)	33

	Separate financial statements					
	Before tax	2020 Tax (expense) benefit	Net of tax (in million Baht)	Before tax	2019 Tax (expense) benefit	Net of tax
Income tax recognised in other comprehensive income						
Defined benefit plan						
actuarial gains (losses)	10	(2)	8	(13)	3	(10)

Reconciliation of effective tax rate

<i>Reconciliation of effective tax rate</i>	Consolidated financial statements			
	2020		2019	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		3,685		7,014
Income tax using the Thai corporation tax rate	20	737	20	1,403
Tax effect of income and expense that are not deductible in determining taxable profit, net		101		102
Elimination in consolidation		13		41
Under provided in prior years		8		17
Double tax deductible expenses		(1)		(8)
Total	23	858	22	1,555

Reconciliation of effective tax rate

<i>Reconciliation of effective tax rate</i>	Separate financial statements			
	2020		2019	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		<u>3,060</u>		<u>3,938</u>
Income tax using the Thai corporation tax rate	20	612	20	788
Tax effect of income and expense that are not deductible in determining taxable profit, net		<u>(579)</u>		<u>(756)</u>
Total	1	33	1	32

	Consolidated financial statements			
<i>Deferred tax</i>	Assets		Liabilities	
<i>At 31 December</i>	2020	2019	2020	2019
		(in million Baht)		
Total	145	156	(129)	(129)
Set off of tax	(129)	(129)	129	129
Net deferred tax assets	16	27	-	-

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

<i>Deferred tax</i> <i>At 31 December</i>	Separate financial statements			
	Assets		Liabilities	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Total	2	3	-	-
Set off of tax	-	-	-	-
Net deferred tax assets	2	3	-	-

<i>Deferred tax</i>	Consolidated financial statements		
	(Charged) / Credited to		
	As at 1 January	Profit or loss	Other comprehensive income
			As at 31 December
			<i>(in million Baht)</i>
2020			
<i>Deferred tax assets</i>			
Real estate development for sale	3	5	-
Investment properties	34	(17)	-
Property, plant and equipment	12	(1)	-
Right-of-use assets	-	1	-
Non-current provisions for employee benefits	73	(4)	3
Provision for litigation and claims	5	(1)	-
Translation reserve	27	-	2
Others	2	1	-
Total	156	(16)	5
<i>Deferred tax liability</i>			
Property, plant and equipment	(129)	-	-
Net	27	(16)	5
2019			
<i>Deferred tax assets</i>			
Real estate development for sale	4	(1)	-
Investment properties	35	(1)	-
Property, plant and equipment	13	(1)	-
Non-current provisions for employee benefits	73	15	(15)
Provision for litigation and claims	15	(10)	-
Translation reserve	20	-	7
Others	2	-	-
Total	162	2	(8)
<i>Deferred tax liability</i>			
Property, plant and equipment	(107)	(22)	-
Net	55	(20)	(8)

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

	As at 1 January	Separate financial statements (Charged) / Credited to		As at 31 December
		Profit or loss (in million Baht)	Other comprehensive income	
Deferred tax				
2020				
Deferred tax assets				
Non-current provisions for employee benefits	<u>3</u>	<u>1</u>	<u>(2)</u>	<u>2</u>
2019				
Deferred tax assets				
Non-current provisions for employee benefits	<u>-</u>	<u>-</u>	<u>3</u>	<u>3</u>

27 Promotional privileges

By virtue of the provisions of the Investment Promotion Act of B.E. 2520, the Group has been granted privileges by the Board of Investment relating to developing a housing project for persons who have low or middle income (where the usable area in each unit shall not be less than 31 square meters and the contracted sale amount is less than Baht 600,000).

On 10 June 2009, the Board of Investment added a new condition in respect to pricing for projects located in zone 1 requiring that any apartment building must have area per unit of at least 28 square meters and with a maximum selling price of Baht 1 million (including land cost) and any town house or detached house, area per unit must not be less than 70 square meters with a maximum selling price of Baht 1.2 million (including land cost).

The principal privilege is the exemption from corporate income tax for a period of 5 years from the start of business operations related to these privileges.

As promoted companies, the Group must comply with certain terms and conditions prescribed in the promotional certificates.

28 Basic earnings per share

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in million Baht / million shares)			
Profit attributable to ordinary shareholders for the year ended 31 December				
Profit attributable to ordinary shareholders of the Company (basic)	<u>2,771</u>	<u>5,359</u>	<u>3,027</u>	<u>3,907</u>
Number of ordinary shares outstanding	<u>2,189</u>	<u>2,189</u>	<u>2,189</u>	<u>2,189</u>
Basic earnings per share (in Baht)	<u><u>1.27</u></u>	<u><u>2.45</u></u>	<u><u>1.38</u></u>	<u><u>1.79</u></u>

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

29 Dividends

The shareholders and the Board of Directors of the Company approved dividends as follows:

	Approved by	Approval date	Payment schedule	Dividend rate per share (Baht)	Amount (in million Baht)
<i>2020 Board of Directors' meeting approved</i>					
Interim dividend	The Board of Directors' meeting	11 August 2020	8 September 2020	0.31	678
<i>2020 annual shareholders' meeting approved</i>					
Interim dividend	The Board of Directors' meeting	10 April 2020	8 May 2020	0.95	2,079
Interim dividend	The Board of Directors' meeting	9 August 2019	6 September 2019	0.60	1,313
<i>2019 annual shareholders' meeting approved</i>					
Annual dividend	The shareholders' meeting	26 April 2019	22 May 2019	1.55	3,392
Interim dividend	The Board of Directors' meeting	9 August 2018	7 September 2018	(0.55)	(1,203)
Dividend paid in 2019				1.00	2,189

30 Financial instruments

(a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Consolidated financial statements			
	Carrying amount	Fair value		
	Amortised cost - net	Level 1	Level 2	Level 3
		(in million Baht)		
31 December 2020				
<i>Financial liabilities</i>				
Long-term loan from financial institutions	(1,507)	-	-	(1,541)
Debentures	(22,000)	-	(22,124)	-
	Separate financial statements			
	Carrying amount	Fair value		
	Amortised cost - net	Level 1	Level 2	Level 3
		(in million Baht)		
31 December 2020				
<i>Financial liabilities</i>				
Long-term loan from financial institutions	(450)	-	-	(461)
Debentures	(20,000)	-	(20,118)	-

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

	Carrying amount	Consolidated financial statements		
		Fair value		
		Level 1	Level 2	Level 3
		(in million Baht)		
31 December 2019				
<i>Financial liabilities not measured at fair value</i>				
Long-term loan from financial institutions	(500)	-	-	(510)
Debentures	(24,600)	-	(24,815)	-

	Carrying amount	Separate financial statements		
		Fair value		
		Level 1	Level 2	Level 3
		(in million Baht)		
31 December 2019				
<i>Financial liabilities not measured at fair value</i>				
Long-term loan from financial institutions	(500)	-	-	(510)
Debentures	(15,500)	-	(15,644)	-

The fair values of financial assets and financial liabilities, except as mentioned above, is taken to approximate the carrying values because of the nearly to maturity.

(b) *Financial risk management policies*

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(b.1) *Credit risk*

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

(b.1.1) *Cash and cash equivalents*

The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with good credit rating, for which the Group considers to have low credit risk.

(b.1.2) *Guarantees*

The Group's policy is to provide financial guarantees only for subsidiaries' liabilities. As at 31 December 2020, the Group has issued guarantee to certain banks in respect of credit facilities (see note 32).

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(b.2) Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

Consolidated financial statements						
At 31 December 2020	Carrying amount	1 year or less	Contractual cash flows			Total
			More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	
			(in million Baht)			
			Non-derivative financial liabilities			
Trade accounts payable	1,277	1,277	-	-	-	1,277
Loans from financial institutions	3,007	1,700	500	807	-	3,007
Lease liabilities	632	122	114	309	87	632
Debentures	22,000	6,750	9,500	5,750	-	22,000
	26,916	9,849	10,114	6,866	87	26,916

Separate financial statements						
At 31 December 2020	Carrying amount	1 year or less	Contractual cash flows			Total
			More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	
			(in million Baht)			
<i>Non-derivative financial liabilities</i>						
Loans from financial institutions	450	100	250	100	-	450
Lease liabilities	29	5	5	15	4	29
Debentures	20,000	4,750	9,500	5,750	-	20,000
	20,479	4,855	9,755	5,865	4	20,479

		Consolidated financial statements			
		Maturity period			
At 31 December 2019	Effective interest rate	Within 1 year	After 1 year but within 5 years	After 5 years	Total
	(% per annum)		(in million Baht)		
Financial liabilities					
Loans from financial institutions	1.70 - 3.00	6,050	400	50	6,500
Debentures	2.27 - 3.23	7,100	17,500	-	24,600
Total		13,150	17,900	50	31,100

		Separate financial statements			
		Maturity period			
At 31 December 2019	Effective interest rate (% per annum)	Within 1 year	After 1 year but within 5 years (in million Baht)	After 5 years	Total
<i>Financial assets</i>					
Loans to related parties	4.00	17,131	-	-	17,131
<i>Financial liabilities</i>					
Loans from financial institutions	3.00	50	400	50	500
Debentures	2.30 - 2.84	-	15,500	-	15,500
Total		50	15,900	50	16,000

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

(b.3) Market risk

(b.3.1) Foreign currency risk

The Group monitors its foreign currency risk as appropriate. Management believes that the Group has minimal currency exchange rate risk.

<i>Exposure to foreign currency at 31 December</i>	Consolidated financial statements	
	2020	2019
	<i>(in million Baht)</i>	
Indian Rupee		
Cash and cash equivalents	83	84
Net statement of financial position	83	84

(b.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because debt securities and loan interests are mainly fixed. The Group is primarily exposed to interest rate risk from its borrowings (see note 16). The Group does not use derivatives to manage exposure to fluctuations in interest rates on specific borrowings, as interest rate from borrowings is in accordance with market interest rates.

31 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

32 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in million Baht)</i>			
Other commitments				
Short-term lease commitments	44	-	-	-
Land purchasing agreements	1,732	3,116	-	-
Buildings and structures construction agreements	317	1,235	-	-
Development and construction agreements	154	201	-	-
Software license agreements	14	41	-	-
Services and professional consulting agreements	12	21	-	1
Total	2,273	4,614	-	1

Others

As at 31 December 2020;

- The Group had commitment for letters of guarantee issued by certain local banks totalling Baht 9,193 million (2019: Baht 10,116 million).
- A subsidiary had commitment with the banks as a guarantor of overdraft lines of Baht 115 million (2019: Baht 115 million), letters of guarantee lines of Baht 8,894 million (2019: Baht 9,144 million), promissory note lines of Baht 10,918 million (2019: Baht 9,856 million) and other credit facilities of Baht 821 million (2019: Baht 819 million) of the subsidiaries in the Group.

Pruksa Holding Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2020

33 Contingent liability

As at 31 December 2020, the Group have been sued by other companies and persons in cases of alleged violation of agreements, prosecution claims and other cases totalling Baht 818 million (2019: Baht 923 million). Presently, the cases are being considered by the court. However, the Group has set aside provision of Baht 21 million (2019: Baht 24 million) in the consolidated statement of financial position for liabilities that may arise as a result of these cases, based on the opinion of their management and legal department.

34 Events after the reporting period

- (a) In February 2021, Vimut Hospital Holding Company Limited ("Vimut"), which is a subsidiary, acquired 27,143,601 ordinary shares or equivalent to 51% of registered paid-up capital of Theptanyapa Co., Ltd. ("Theptanyapa") from Walk On Co., Ltd., at a total purchase price of Baht 708.8 million. In this regard, Theptanyapa is the owner and operator of Theptarin Hospital and holds shares in 5 subsidiaries which consist of 1. DM Food Co., Ltd., 2. Lab Plus One Co., Ltd., 3. Intervention Consulting at Theptarin Hospital Co., Ltd., 4. Theptarin Dental Center Co., Ltd., and 5. Contours Express (Thailand) Co., Ltd.
- (b) At the Board of Directors' meeting held on 19 February 2021, the Board of Directors approved the appropriation of dividend of Baht 0.96 per share, amounting to Baht 2,101 million, of which Baht 0.31 per share was paid as an interim dividend on 8 September 2020. Therefore, the remaining dividend to be paid is Baht 0.65 per share, amounting to Baht 1,423 million which it depends on the resolution of Annual General Meeting of the Shareholders of the Company on 29 April 2021.
- (c) The COVID-19 pandemic continued subsequent to the expiration of the guidance as increasingly affected cases were found and spread all over Thailand. In response to the situation, Thailand has enacted measures to monitor and control the spread, encouraging people to keep social distancing, avoid crowded gathering and travel less. Meanwhile, according to information from the World Health Organization (WHO), vaccines for COVID-19 have become available and are being rolled out around the world. However, it is still not possible to predict for how long and to what extent the vaccines will provide protection and when the spread will be over.

As the situation is highly uncertain and fluid, it is currently not possible to determine the impact of the continued pandemic, government measures and roll out of the vaccination on the business of the Group. Management is closely monitoring the situation and managing to lessen the impact as much as possible.

35 Reclassification of accounts

Certain accounts in the statement of financial position for the year ended 31 December 2019, which are included in the 2020 financial statements for comparative purposes, have been reclassified to conform to the presentation in the 2020 financial statements as follows:

	2019		
	Consolidated financial statements		
	Before reclass.	Reclass.	After reclass.
		(in million Baht)	
Statement of financial position			
Current liabilities			
Customers' deposits	2,786	(2,786)	-
Current contract liabilities	-	1,555	1,555
Non-current liabilities			
Non-current contract liabilities	-	1,231	1,231
		<u>-</u>	

The reclassifications have been made because in the opinion of the management, the new classification is more appropriate to the Group's business.



Dividend Payment Policy

The Company considers dividend payment twice a year at a total rate of not less than 50% of the net profit of the Company's consolidated financial statement after corporate income tax and legal capital reserves. The Company's objective is to mainly invest in other companies. Dividend payment depends on performance and the dividend payment policy of the Company's subsidiaries and/or associated companies. At present, the Company invests in two subsidiaries, namely Pruksha Real Estate Public Company Limited and Vimut Hospital Holding Company Limited. However, Vimut Hospital Holding Company Limited remains in the investment phase and has not yet received any income. The Company's ability to pay dividend, therefore, shall be subject to dividend payment policy of Pruksha Real Estate Public Company Limited, investment plan, condition and limitation as prescribed in the relevant contracts (if any), necessity and appropriateness, as well as other factors in the future as deemed appropriate by the Board of Directors in accordance with the Company's growth plan. Dividend payment shall not exceed retained earnings appeared in the separate financial statements of the Company according to the related laws.

Dividend paid by Pruksha Holding Public Company Limited

Year	Net profit from consolidated financial statement (Bt m)	Net profit attributable to the Holding Company (Bt m)	Earning per share (consolidated financial statements)	Earning per share (Bt)	Dividend payout ratio (%)	Dividend payment date
2020	2,826.75	2,770.63	1.27	0.96 ⁽¹⁾	76	21 May 2021
2019	5,459.05	5,358.81	2.45	1.55 ⁽²⁾	63	8 May 2020
2018	6,130.78	6,022.37	2.75	1.55	56	22 May 2019
2017	5,574.13	5,456.42	2.50	2.09	84	23 May 2018

Remark: ⁽¹⁾ In 2020, the Company paid interim dividend of Bt0.31 per share and dividend of Bt0.96 per share for total year of 2020 which shall be subject to the approval of the Annual General Meeting of Shareholders held on 23 April 2020.

⁽²⁾ In 2019, the Company paid interim dividend of Bt0.60 per share and dividend of Bt1.55 per share for total year 2019.

Dividend payment policy of subsidiaries/associated companies

Pruksha Real Estate Public Company Limited ("Pruksha") has the policy to consider and pay annual dividend twice a year at no less than 50% of the net profit of Pruksha's consolidated financial statements after deduction of all reserves. However, the dividend payment can be changed depending on investment plan, other necessity and appropriateness in the future as deemed appropriate by the Board of Directors. In respect of dividend payment policy of subsidiaries, the subsidiaries will pay dividend to Pruksha Real Estate Public Company Limited from their net profits. In paying dividend, many factors shall be taken into consideration, such as their operating result, financial position, liquidity, business expansion and factors related to the management of their businesses.



Shares and Shareholders Information

I. Number of registered capital and paid-up capital

As at 31 December 2020, the Company's registered capital was Bt2,188,504,922, comprising 2,188,504,922 ordinary shares at Bt1 par value. The paid-up capital totaled Bt2,188,504,922, comprising 2,188,504,922 shares.

2. Shareholders

The Company's shareholders as at 30 December 2020 are as follows:

No.	Name ⁽¹⁾	Shareholding	
		Number of held shares (shares)	Shareholding proportion (%)
1	Vijitpongpun Group	1,658,644,222	75.79
	Mr. Thongma Vijitponbpun	1318190000	60.23
	Mrs. Tipsuda Vijitpongpun	85,000,000	3.88
	Miss Chanya Vijitpongpun	85,000,000	3.88
	Miss Malinee Vijitpongpun	85,000,000	3.88
	Mrs. Rattana Promsawad	42,537,832	1.94
	Miss Chantana Promsawad	15,996,400	0.73
	Mr. Jirathep Promsawad	13,000,000	0.59
	Mr. Chamlong Promsawad	12,900,000	0.59
	Mr. Soros Vijitpongpun	415,100	0.02
	Miss Anchalee Vijitpongpun	301,890	0.01
	Mrs. Patcha Vijitpongpun	186,000	0.01
	Mr. Thavorn Vijitpongpun	117,000	0.01
2	Social Security Office	64,223,100	2.84
3	Thai NVDR Company Limited	43,463,651	1.99
4	STATE STREET EUROPE LIMITED	18,488,823	0.84
5	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	18,773,452	0.86
6	Mr Anucha Kitthanamongkolchai	13,050,000	0.60
7	Mr. Wanchak Kitthanamongkolchai	7,000,000	0.32
8	Mr. Niti Vanitjirattikan	6,730,000	0.28
9.	EAST FOURTEEN LIMITED-DFA EMERG MARKET CORE EQ PORT	6,136,500	0.28
10.	Mrs. Supha Suphantharida	5,120,000	0.23
Total top ten		1,839,000,648	84.03
From total shares		2,188,504,922	100.00

Remark: ⁽¹⁾ Structure of the top 10 shareholders of the Company has been grouped according to shareholders relations. It is the disclosure under Section 69 of the Securities and Exchange Act B.E.2535 (1992) and irrelevant to nature of relation or behavior within the nature of teamwork with other person pursuant to the Notification of Capital Market Supervisory Board No. Thor Jor 7/2009 at all.

Restriction on Foreigner's Shareholding

Foreign shareholders are able to hold in an aggregate portion of not more than 40% of the Company's total issued and paid-up shares.

3. Major shareholders of the subsidiaries that engage in major business of the Company (under criteria of Holding Company)

The top 10 major shareholders of Pruksa Real Estate Public Company Limited, as of 30 December 2020 are as follows:

No.	Name	Shareholding	
		Number of held shares (shares)	Proportion of held shares (%)
1.	Pruksa Holding Public Company Limited	2,193,104,190	98.65
2.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	19,496,100	0.88
3.	STATE STREET EUROPE LIMITED	3,235,200	0.15
4.	Mr. Prayooth Ueaywattana	2,000,000	0.09
5.	Pro Value Company Limited	1,329,900	0.06
6.	BNY MELLON NOMINEES LIMITED	1,063,290	0.05
7.	Mrs. Supaporn Jansereevitthaya	1,000,000	0.04
8.	Mr. Suchote Chanviphava	875,900	0.04
9.	Mr. Samit Kenganunsakul	585,400	0.03
10.	Mr. Chaiyarn Satthabongkot	520,000	0.02
Total top ten		2,223,209,980	99.60
From total shares		2,232,682,000	100.00

4. Debenture

As of 31 December 2020, there were Bt20,000 million debentures not yet due. They comprises four tranches as follows:

Name of debentures of Pruksa Holding Public Company Limited	No. 1/2018 due in 2021 and 2023	No. 1/2019 due in 2022	No. 2/2019 due in 2022	No. 3/2019 due in 2024	No. 1/2021 due in 2022	No. 2/2021 due in 2022 and 2023
Type of debentures	Name registered debenture, unsubordinated, unsecured		Name registered debenture, unsubordinated, unsecured		Name registered debenture, unsubordinated, unsecured	
Status	Unsecured and unsubordinated		Unsecured and unsubordinated		Unsecured and unsubordinated	
Registrar and paying agent	Kasikorn Bank	Kasikorn Bank	Kasikorn Bank, UOB Bank	Kasikorn Bank, UOB Bank	Kasikorn Bank, UOB Bank	Kasikorn Bank, UOB Bank
Par value	Bt1,000 (one thousand)		Bt1,000 (one thousand)		Bt1,000 (one thousand)	
Issue price/unit	Bt1,000 (one thousand)		Bt1,000 (one thousand)		Bt1,000 (one thousand)	
Issue size	Bt5,500,000,000		Bt3,500,000,000		Bt2,000,000,000	
No. of debenture	5,500,000 units		3,500,000 units		2,000,000 units	
Duration	3 and 5 years from date of issuance		3 years from date of issuance		2 years from date of issuance	
Issue date	31 May 2018		28 March 2019		11 May 2020	
Maturity date	Series 1: 31 May 2021		Series 1: March 28, 2020		Series 1: 11 May 2022	
	Series 2: 31 May 2023				Series 2: 18 November 2023	
Coupon rate	Series 1: 2.37% per annum of Bt4,750,000,000		Series 1: 2.78% per annum of Bt3,500,000,000		Series 1: 2.70% per annum of Bt2,000,000,000	
	Series 2: 2.84% per annum of Bt750,000,000				Series 2: 2.57% per annum of Bt2,000,000,000	

Name of debentures of Pruksa Holding Public Company Limited	No. 1/2018 due in 2021 and 2023	No. 1/2019 due in 2022	No. 2/2019 due in 2022	No. 3/2019 due in 2024	No. 1/2021 due in 2022	No. 2/2021 due in 2022 and 2023
	Coupon payment period	Coupon payment period	Coupon payment period	Coupon payment period	Coupon payment period	Coupon payment period
Coupon payment period	Every 6 (six) months	Every 6 (six) months	Every 6 (six) months	Every 6 (six) months	Every 6 (six) months	Every 6 (six) months
Redemption	The issuer shall redeem the debentures with the single payment of principal and the final unpaid interest (if any) at maturity	The issuer shall redeem the debentures with the single payment of principal and the final unpaid interest (if any) at maturity	The issuer shall redeem the debentures with the single payment of principal and the final unpaid interest (if any) at maturity	The issuer shall redeem the debentures with the single payment of principal and the final unpaid interest (if any) at maturity	The issuer shall redeem the debentures with the single payment of principal and the final unpaid interest (if any) at maturity	The issuer shall redeem the debentures with the single payment of principal and the final unpaid interest (if any) at maturity
Repurchasing of debentures	The issuer is entitled to repurchase the debentures from the secondary market of otherwise at anytime	The issuer is entitled to repurchase the debentures from the secondary market of otherwise at anytime	The issuer is entitled to repurchase the debentures from the secondary market of otherwise at anytime	The issuer is entitled to repurchase the debentures from the secondary market of otherwise at anytime	The issuer is entitled to repurchase the debentures from the secondary market of otherwise at anytime	The issuer is entitled to repurchase the debentures from the secondary market of otherwise at anytime
Credit rating by TRIS	"A"	"A"	"A"	"A"	"A"	"A"
	as of 27 April 2018	as of 22 March 2019	as of 11 October 2019	as of 11 October 2019	as of 26 March 2020	as of 26 October 2020

5. Issuance of other securities

All the warrants the Company has issued to directors and management of the Company were expired and the Company has not issued any new warrants.



General Information and Other Significant Information

General Information of the Company

The Company's Name	: Pruksa Holding Public Company Limited
Type of Business	: Business operation as a Holding Company
Head Office's Location	: 1177 24 th Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400
Company Registration No.	: 0107559000052
Home Page	: https://www.psh.co.th
Telephone	: (66) 2080 1739
Facsimile	: (66) 2080 1700
Registered Capital	: Bt2,188,504,922
Paid-Up Registered Capital	: Bt2,188,504,922
Classification	: 2,188,504,922 Ordinary Shares at par value of 1 Baht per Share

Information of Juristic Person Held by the Company from 10% and Over

The Company's Name	: Pruksa Real Estate Public Company Limited
Type of Business	: Business operation in real estate development in types of townhouses, single-detached houses, and condominiums
Head Office's Location	: 1177, 23 rd Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400
Company Registration No.	: 0107548000307
Home Page	: https://www.pruksa.com
Telephone	: (66) 2080 1739
Facsimile	: (66) 2080 1700
Registered Capital	: Bt2,232,682,000
Paid-Up Registered Capital	: Bt2,232,682,000
Classification	: 2,232,682,000 Ordinary Shares at par value of 1 Baht per Share

General Information of the Affiliated Companies

Prukso Real Estate Public Company Limited

Head Office's Location 1177, 23rd Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Type of Business Business operation in real estate development in types of townhouses, single detached houses and condominiums

Company Registration No. BorMorJor. 0107548000307

Telephone (66) 2080 1739

Facsimile (66) 2080 1700

Homepage: www.prukso.com

Branch Office 1

PS Precast Factory (Lamlookka)

Factory's Location 54/1 Village No. 4, Lamlookka Road, Ladsawai Sub-district, Lamlookka District, Pathumthani Province

Type of Business Precast Concrete, Fence and Stanchion Factory

Telephone (66) 2532 8124

Facsimile (66) 2532 8123

Branch Office 2

PS Precast Factory (Nava Nakhon)

Factory's Location 69/5 Village No.11 Phaholyothin Road, Khlong Nueng Sub-district, Khlong Luang District, Pathumthani Province

Type of Business Precast Concrete, Fence and Stanchion Factory

Telephone (66) 2529 1164

Facsimile (66) 2529 0876

Kaysorn Construction Company Limited (Subsidiary Company)

Head Office's Location 1177, 21st Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Type of Business Contracting for construction and decoration

Telephone (66) 2080 1739

Putthachart Estate Company Limited (Subsidiary Company)

Head Office's Location 1177, 21st Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Type of Business Real estate development

Telephone (66) 2080 1739

Phanalee Estate Company Limited (Subsidiary Company)

Head Office's Location 1177, 20th Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Type of Business Real estate development

Telephone (66) 2080 1739

Prukso Overseas Company Limited (Subsidiary Company)

Head Office's Location 1177, 23rd Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Type of Business Stock Investment

Telephone (66) 2080 1739

Prukso International Company Limited (Subsidiary Company)

Head Office's Location 1177, 23rd Floor, Pearl Bangkok Building, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Type of Business International real estate development

Telephone (66) 2080 1739

Prukso India Housing Private Limited (Subsidiary Company)

Head Office's Location Ground Floor, No. 61/1 Commercial Complex, Near Gokul Towers, Dr. M.S. Ramaiah Road, Gokula, Bangalore-560054 Karnataka, Republic of India

Type of Business Real estate development in India

Prukso India Construction Private Limited (Subsidiary Company)

Head Office's Location Ground Floor, No. 61/1 Commercial Complex, Near Gokul Towers, Dr. M.S. Ramaiah Road, Gokula, Bangalore-560054 Karnataka, Republic of India

Type of Business Contracting for construction in India (under liquidation)

**Pruksa-Luxora Housing Private Limited
(Joint Venture)**

Head Office's Location Soham House, Hari Om Nagar,
Off. Eastern Express Highway, Muland (East), Mumbai –
400081 Maharashtra, Republic of India

Type of Business Real estate development in India

**Pruksa Vietnam Company Limited
(Subsidiary Company)**

Head Office's Location Unit A, 8th Floor, No.116
Nguyen Duc Canh, Cat Dai Ward, Le Chan District,
Hai Phong, Vietnam

Type of Business Real estate development in Vietnam

**Pruksa-HDC Housing Private Limited
(Joint Venture)**

Head Office's Location 2nd Floor, HDC Building,
Hulhumale, Republic of Maldives

Type of Business Real estate development in Maldives

**Kaysorn Construction Company Limited
Maldives Branch (Subsidiary Company)**

Head Office's Location 2nd Floor, HDC Building,
Hulhumale, Republic of Maldives

Type of Business Contracting for construction and
decoration

**Pruksa Venture One Company Limited
(Subsidiary Company)**

Head Office's Location 1177, 23rd Floor, Pearl Bangkok
Building, Phaholyothin Road, Phayathai Sub-district,
Phayathai District, Bangkok 10400

Type of Business Real estate development for sale

Company Registration No. BorMorJor.

0105562172568

Telephone (66) 2080 1739

Facsimile (66) 2080 1700

Vimut Hospital Holding Company Limited

Head Office's Location 1177, 17th Floor, Pearl Bangkok
Building, Phaholyothin Road, Phayathai Sub-district,
Phayathai District, Bangkok 10400

Company Registration No. BorMorJor.

0105560030421

Telephone (66) 2080 1739

Facsimile (66) 2080 1700

**Vimut International Hospital Company
Limited**

Head Office's Location 1177, 17th Floor, Pearl Bangkok
Building, Phaholyothin Road, Phayathai Sub-district,
Phayathai District, Bangkok 10400

Company Registration No. BorMorJor.

0105560032106

Telephone (66) 2080 1739

Facsimile (66) 2080 1700

Information of Other Reference Parties

Securities Registrar

Company's Name Thailand Securities Depository Company
Limited

Head Office's Location 93 Office of the Stock Exchange of
Thailand Building, Ratchadaphisek Road, Din Daeng
Sub-district, Din Daeng District, Bangkok 10400

Telephone (66) 2009 9000

Facsimile (66) 2009 9991

Debenture Registrar

Company's Name Bank of Ayudhya Public Company
Limited

Head Office's Location 1222 Rama III Road,
Bang Phongphang Sub-district, Yannawa District,
Bangkok 10120

Telephone No.1572

Auditor

Miss Wannaporn Jongpeeradechanon

Certified Public Accountant Registration No. 4098 and/or

Mr. Charoen Phusamritlerd

Certified Public Accountant Registration No. 4068 and/or

Miss Marisa Tharathornbanphakul

Certified Public Accountant Registration No. 5752

KMPG Phoomchai Audit Company Limited

Head Office's Location Empire Tower, 50-51st Floor,
Sathon Tai Road, Yannawa Sub-district, Sathon District,
Bangkok 10120

Telephone (66) 2677 2000



PRUKSA

Pruksa Holding Public Company Limited

1177, 24th Floor, Pearl Bangkok Building, Phaholyothin Road,
Phayathai, Phayathai, Bangkok 10400

Tel. (66) 2080 1739 Fax. (66) 2080 1700

Call Center 1739



2020

Annual Report



This annual report was printed
by FSC paper and environmental friendly ink