



แบบแสดงรายการข้อมูลประจำปี 2566

Form 56-1 One Report 2023

บริษัท เจซีเค อินเตอร์เนชั่นแนล จำกัด (มหาชน)

JCK International Public Company Limited

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Investor can study additional details of issuer from the Company's Annual Report (Form 56-1 One Report) on SEC's website at [www.sec.or.th](http://www.sec.or.th) or the Company's website at <http://jck.international>

Dear Shareholders

Since the COVID-19 pandemic situation has reduced its severity, thus Thailand has begun to open the country starting from the end of the year 2022, and the overall country's economic condition has tendency to improve. As a result, there is interest from foreign investors who want to increase their investment in Thailand, coupled with the support from the government sector in the development of projects in industrial estates, especially along the Eastern Economic Corridor (EEC), which makes the factories and warehouses businesses in Chonburi, Rayong and Chachoengsao provinces thus have attracted the attention from both large domestic entrepreneurs and also the new foreign entrepreneurs in the Asian region. The businesses that are likely to expand into Thailand include the electronic industry, the automotive industry and the medical equipment industry. These businesses will not only generate income for the country, but also bring new innovations to be used to drive the economy in the future which will be very beneficial for the country.

However, at the end of the year 2023, it must be acknowledged that every country has faced the same problems related to natural changes until there was a campaign for environment management (EMS: Environment Management System) which foreign investors have given importance and are considered as one of the factors in deciding to invest. The Company has realized the importance of preserving the environment, especially in industrial estate business operations. In addition to set up various systems to meet the standards, it also requires cooperation from entrepreneurs so as to manage the amount of water sufficiently, to manage the wastewater disposal to be in accordance with the standards before release into natural water sources, and the prevention of pollution caused by the production systems. All these factors are therefore a part of what investors need to study in order to provide information when they will make their decision to operate their business within the Company's Industrial Estates. The Company is also committed to preserve the environment in order to ensure smooth coexistence between the industrial estate business and the nearby community.

The Company would like to thank all shareholders, debenture holders, customers, business partners and all related parties for supporting the Company to operate its business well. All executives and employees are aware of their duty to lead the Company to success and move forward with stability as has always been trusted by everyone.

Sincerely Yours,



(Dr. Apichai Taechaubol)

Chairman of the Board

## 1. Structure and operations of the Company's group

### 1.1 Policy and Business Overview

JCK International Public Company Limited (formerly known as Thai Factory Development Public Company Limited) and its subsidiaries engage in the business of land development and plant construction and standard factories and customized warehouses (Built to Suit) for sale and rent which located in the Company's own industrial estates including in other industrial estates and industrial parks. In addition, the Company also operate a residential condominium construction for sale located in the middle of the city and vacation resorts in other provinces as an alternative to customers including operating office building for rent and engage the job of real estate project management of the type of office building and SME size industrial factories and warehouses.

#### 1.1.1 Vision, Objective and Business Goals

The Company's Vision is be dedicated, be creative, be a quality real estate developer in industrial Factory, office buildings and real estates sectors providing the best customer service for our customer's satisfactions.

The Company's business goals are to be a leading real estate development company in both land development, standard factory, and warehouse construction in the industrial estates to support the demands of the investors who want to buy or rent including the development of residential condominium for sale both in the city and some resorts in the provinces. Moreover, the Company also provides management services for the office buildings for rent and for the real estate projects. All these engagements are for the maximum benefit of investors and shareholders of the Company with responsibility for environmental and social development.

#### 1.1.2 Major changes and developments

Major changes and developments of the company can be summarized as follows:

Year	Significant developments
1977	Established the Company with a registered capital of Baht 20.00 million by a joint venture between the Industrial Finance Corporation of Thailand (IFCT) and the Commonwealth Development Corporation (CDC) of the United Kingdom in the proportion of 55:45 respectively with the objective to construct a ready-made standard industrial factory for sale or rent to investors in various industrial zones.
1983	The Company had increased its capital to Baht 30.00 million with DEG-GERMAN INVESTMENT AND DEVELOPMENT COMPANY (a financial institution for development of the Federal Republic of Germany) holding 19%, IFCT holding 51% and CDC holding 30%.
1989	There was a change in the shareholding structure where IFCT being a major shareholder of 81% and DEG holding 19%.
1990	The Company had increased the registered capital to Baht 71.00 million.
1991	The Company was listed on the Stock Exchange of Thailand (SET) by increasing the registered capital to Baht 90.00 million.
1992	The Company increased its registered capital to Baht 150.00 million.

Year	Significant developments
1994	The Company had increased its registered capital to Baht 320.00 million and was registered as a public company on February 4, 1994.
1996	<ul style="list-style-type: none"> <li>■ The real estate development group, Thaifa Holding Company Limited has acquired approximately 33.00% of the Company's shares.</li> <li>■ The Company start to develop residential and commercial real estate in Nava Nakorn Industrial Promotion Zone.</li> </ul>
2000	JC Asset Company Limited (held by Taechaubol Group) has acquired the Company's shares from DEG Group.
2002	IFCT has sold all its shares and later the Company has increased the registered capital from Baht 320.00 million to Baht 760.00 million on July 16, 2002.
2003	The Company established a subsidiary namely Total Industrial Services Company Limited (later changed its name to JCK Utilities Co., Ltd (JCKU) to develop and construct standard ready-made factories and warehouses for sale and rent and Princeton Park Suites Co., Ltd to engage in the business of renting 270 rooms and restaurants in Din Daeng area (Vibhavadi Rangsit Road).
2005	The Company sold land and 9 factories and 1 industrial flat building to TIF 1 with a total value of Baht 441.30 million.
2007	<ul style="list-style-type: none"> <li>■ The Company sold 14 additional land plots and factories to TIF1 with a total value of Baht 391.00 million</li> <li>■ The Company, together with the Industrial Estate Authority of Thailand (IEAT) established TFD Industrial Estate at Tha Sa-an Subdistrict, Bang Pakong District, Chachoengsao Province. Most customers are in the automotive parts business and electronic parts.</li> </ul>
2008	The Company has jointly invested with business partners by investing in office building for rent business in SG by acquiring 10.03 million shares or equivalent to 49.91%.
2009	The Company sold all shares of Princeton Park Suite Company Limited to Vibhavadi Hospital Public Company Limited at the totaling price of Baht 266.90 million.
2010	<ul style="list-style-type: none"> <li>■ The Company increased its registered capital from Baht 760.00 million to Baht 836.00 million to support the stock dividends and the adjustment of exercise ratio to buy ordinary shares of TFD-W1 warrant holders on May 10, 2010.</li> <li>■ The Company paid a dividend of 63.76 million ordinary shares to existing shareholders on May 27, 2010.</li> </ul>
2012	<ul style="list-style-type: none"> <li>■ The Company had decreased the registered capital from Baht 836.00 million to 835.99 million Baht to write off the remaining registered shares from the stock dividend allocation and exercised the right to purchase 53 ordinary shares of TFD-W1 warrants in May.</li> <li>■ The Company increased its registered capital from Baht 835.99 million to Baht 902.88 million to support stock dividends and support the adjustment of the exercise ratio of TFD-W1 warrant holders in May.</li> <li>■ The Company paid a dividend of 56.11 million ordinary shares of the Company to the existing shareholders on May 25, 2012.</li> </ul>

Year	Significant developments
	<ul style="list-style-type: none"> <li>■ The Company had sold 2 land plots with factories to TIF1 at the value of Baht 74.00 million and has also sold 14 land plots with factories worth Baht 615.00 million and the leasehold right of 18 land plots with factories from JCKU at the value of Baht 355.00 million to M-II in December.</li> </ul>
2013	<ul style="list-style-type: none"> <li>■ The Company had increased its registered capital from Baht 902.88 million to Baht 1,264.03 million to support the stock dividends and support the conversion of TFD-W2 warrants in April.</li> <li>■ The Company had invested 100.00% in common shares of CROWN which operates real estate development business which CROWN is the owner of the 15 Sukhumvit Residences Condominium Project with a total value of Baht 496.90 million in April.</li> <li>■ In June, the Extraordinary General Meeting of Shareholders No. 2/2013 had approved the Company for the issuance and offering of debentures in total amount not exceeding Baht 3,500 million.</li> <li>■ In the fourth quarter of 2013, the Company had sold assets to M-II property fund as follows: <ul style="list-style-type: none"> <li>— JCKU had sold leasehold rights to land and factory buildings at the total value of Baht 290.00 million.</li> <li>— JCK had sold land and factory at the value of Baht 460.00 million.</li> </ul> </li> </ul>
2014	<ul style="list-style-type: none"> <li>■ In March, the Company increased its capital in JCKU by Baht 300.00 million and had paid the interim cash dividend of 0.22 Baht per share, totaling Baht 238.37 million to existing shareholders.</li> <li>■ In April, JCKU established a subsidiary named Barnsley in United Kingdom with the registered capital of 0.63 million pounds to invest in land and warehouse buildings for rent worth 6.30 million pounds.</li> <li>■ In May, the Company had paid the annual cash dividend of Baht 0.05 per share, totaling Baht 54.18 million to the existing shareholders.</li> <li>■ In November, the Extraordinary General Meeting of Shareholder No. 3/2014 had approved the Company's fundraising plan with details as follows: <ol style="list-style-type: none"> <li>(1) Approved the issuance and offering of new ordinary shares in the amount of 120.00 million shares with a par value of Baht 1.00 per share to general investors (Public Offering) at the offering price of not less than 90.00% of the weighted average trading price of the share in the SET not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date of setting the offering price of the newly issued ordinary shares to general investors.</li> <li>(2) Approved the issuance and offering of warrants to purchase ordinary shares of the Company No.3 (TFD-W3) in the amount not exceeding 318 million units to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) by free of charge at the ratio of 5 existing ordinary shares to 1 unit of TFD-W3 warrant (in case there is a fraction, it will be discarded). The exercise price is Baht 5.00 per share.</li> </ol> </li> </ul>

Year	Significant developments
	<p>(3) Approve the allocation and offering of 200.00 million newly issued ordinary shares with a par value of Baht 1.00 per share to a specific person (Private Placement). The offering price of the newly issued ordinary shares will not be less than 90.0% of weighted average trading price of the Company's shares in the SET not less than 7 consecutive business days but not more than 15 consecutive business days prior to the first day of the issuance of newly issued ordinary shares to private placement in each time.</p> <p>(4) Approved the issuance of ordinary shares and the allocation of 13.00 million shares with a par value of Baht 1 per share to support the adjustment of the rights of the warrants to purchase ordinary shares of the company No.2 (TFD-W2) which the Company had to adjust rights of TFD-W2 warrants when the Company has allocated the TFD-W3 warrants to the existing shareholders.</p> <ul style="list-style-type: none"> <li>■ In November, 2014, the Company had allocated new ordinary shares to specific investors (Private Placement) totaling 200.00 million shares, resulting the Company's current paid-up capital to increase to Baht 1,283.50 million.</li> <li>■ In December, the Company allocated 256.56 million units of TFD-W3 warrants to existing shareholders of the Company at the ratio of 5 existing ordinary shares per 1 unit of TFD-W3 warrants at a price of Baht 0.00 per unit.</li> </ul>
2015	<ul style="list-style-type: none"> <li>■ On January 27, 2015, JCKU has established Bognor Regis Warehouse Limited with registered capital 1.62 million pounds, investing in land and warehouse buildings for rent worth of 16.20 million pounds.</li> <li>■ In February, CROWN has invested in the acquisition of land and buildings in the Twin Tower Project, Na Ranong Road, Klong Toei Subdistrict, Klong Toei District, Bangkok in the amount of 385.00 million Baht to develop into a residential condominium project for sale under the name of "The Harbour View Residences"</li> <li>■ In April, the Annual General Shareholders Meeting had resolved to approve JC to extend the period of payment of land deposit back to the Company until December 29, 2015.</li> <li>■ In July, the Company has established TFDWM with registered capital of Baht 10.00 million whereas the Company wholly own 100% of the paid-up capital</li> </ul>
2016	<ul style="list-style-type: none"> <li>■ In June, The Extraordinary General Meeting of Shareholders No. 1/2016 had approved the Company fundraising plan with the details as follows: <ul style="list-style-type: none"> <li>(1) Approval of the issuance and offering of warrants to purchase ordinary shares of the Company No.4 (JCK-W4) in the amount not exceeding 427.83 million units to the existing shareholders in proportion to their respective shareholdings (Right Offering ) without value at the ratio of 3 existing ordinary shares to 1 unit of warrants JCK-W4, the exercise price is Baht 3.50 per share and the term of warrant is 2 years.</li> <li>(2) Approved the allocation of the 385.00 million new ordinary shares ( Right Offering) or equivalent to 30.00% of the Company's paid up capital for sale to the existing shareholders according to the general power of attorney ( General Mandate).</li> </ul> </li> </ul>

Year	Significant developments
	<ul style="list-style-type: none"> <li>■ In June, the Company has registered to change the registered capital to Baht 2,096.34 million.</li> <li>■ In July, the Company allocated 427.83 million warrants of JCK-W4 to the Company's existing shareholders at the ratio of 3 existing ordinary shares to 1 unit of JCK-W4 warrant at a price of Baht 0.00.</li> <li>■ In December, the Company had offered new ordinary shares to the existing shareholders (Right Offering) totaling 347.41 million shares at the price of Baht 2.00 per share, total fund received from this capital increase is Baht 694.83 million, resulting in the Company's paid-up capital increased to Baht 1,630.92 million.</li> <li>■ In December, TFDRM was approved by the SEC to be the REIT manager.</li> </ul>
2017	<ul style="list-style-type: none"> <li>■ In March 2017, the Board of Directors approved to propose to the Annual General Meeting of Shareholders for approval of the fundraising plan and increase the amount of debentures to reserve funds for payment of short-term debts, as working capital and to support the develop current and future projects including to restructure the Company's financial structure to be appropriate with the details as follows: <ol style="list-style-type: none"> <li>(1) Allocation of new ordinary shares in the amount of 1,265.46 million shares with a par value of 1.00 Baht per share, with the details of the allocation of new ordinary shares to offer for sale to specific person (Private Placement), existing shareholders (Right Offering) to support the JCK-W5 warrants that allocated to the existing shareholders who have subscribed to the newly issued ordinary shares and to support the adjustment of rights of JCK-W4 warrants.</li> <li>(2) Increase the amount of Debenture from Baht 5,000 million to Baht 8,500 million.</li> </ol> </li> <li>■ In June, there was a resolution to approve the Company to allocate the new ordinary shares of 250 million shares to be offered to Private Placement at the offering price of Baht 2.00 per share.</li> <li>■ In June, the Company has established BGY &amp; TFD Property Co., Ltd with registered capital of Baht 1 million, by Crown Development, a joint venture company with Beauty Honor Enterprise Limited in the proportion of 51:49 respectively.</li> <li>■ In August, the Company had the resolution to approve the allocation of the remaining 25 million newly issued ordinary shares to a private placement which is person who has no connection with the Company and subsidiary at the offering price of Baht 2.00 per share.</li> <li>■ In August, there was a resolution to approve the increase of registered capital of BGY &amp; TFD Property Co., Ltd, registered capital of Baht 1,000 million, of which 50% of the registered capital was paid-up.</li> <li>■ In November, there was a resolution to increase the registered capital and paid-up capital of TFDRM from the original registered capital Baht 10 million to Baht 28 million and partially paid-up capital of Baht 9.0 million resulting in the paid-up capital increased to Baht 19 million.</li> </ul>



Year	Significant developments
	<ul style="list-style-type: none"> <li>In December, there was an allocation of 241,117,818 newly issued ordinary shares to the existing shareholders of the Company (Right Offering) at the offering price of Baht 2.0 per share and allocating JCK-W4 to the existing shareholders who subscribe for the newly issued shares amounting to 241,117,818 units.</li> </ul>
2018	<ul style="list-style-type: none"> <li>In April, the Annual General Meeting of shareholders resolved to change the Company name and the securities symbol from the original Thai Factory Development Public Company Limited and the securities symbol of “TFD” to JCK International Public Company Limited with the securities symbol “JCK”.</li> <li>In October, the Company had transferred ownership and recognized the income of the project “The Harbour View Residences” successfully.</li> <li>In November, the Company had sold the investment in Barnsley Warehouse Limited which the Company had recognized revenue from sale of this investment in 2018.</li> <li>In November, the Company had paid the additional capital of TFDRM by Baht 9 million, making TFDRM have a full paid-up capital of Baht 28 million.</li> </ul>
2019	<ul style="list-style-type: none"> <li>In April, the 2019 Annual General Meeting of shareholders had passed the important resolutions as follows: <ol style="list-style-type: none"> <li>Approved the reduction of the Company’s registered capital from Baht 3,324.21 million to Baht 2,554.76 million by eliminating the unsold shares or remaining unsold shares of 769.44 million shares which are the remaining shares from the allocation of the rights and support for the adjustment of rights of JCK-W4 warrants and the rest from the issuance and offering to private placement.</li> <li>Approved the increase of the Company’s registered capital from Baht 2,554.76 million to Baht 2,769.46 million by issuing new ordinary shares in the amount of 214.70 million shares for sale to specific investors (Private Placement) under a General Mandate form.</li> <li>Approve the allocation of new ordinary shares in the amount of not more than 214.70 million shares to be offered to specific investors (Private Placement) under a General Mandate form.</li> </ol> </li> <li>In July, the Company has entered into the lease agreement on the Ratchaphatsadu land (state property) in the Special Economic Development Zone in Nakhon Phanom Province with total area of approximately 1,335 rai, 2 ngan, 28.1 square wa for a period of 50 years to create opportunities and support the expansion of real estate development and /or industrial estates.</li> <li>The Company sold its investment in Bognor Regis Warehouse Limited in which the Company has already realized gains from sale of its investment in subsidiaries in the third quarter of the year 2019.</li> <li>In August 2019, the Company had a resolution to approve the increase of TFDRM’s registered capital by Baht 10 million from Baht 28 million to Baht 38 million, and in September 2019, TFDRM has called up partially paid -up capital of Baht 2.5 million, resulting in paid up capital of total Baht 30.5 million.</li> </ul>

Year	Significant developments
2020	<ul style="list-style-type: none"> <li>■ In January, the Company has registered the establishment of a subsidiary, Ratchadumri Real Estate Company Limited with an initial registered capital of Baht 1 million to support the expansion of related businesses.</li> <li>■ In April, the 2020 Annual General Meeting of Shareholder passed the important resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved the reduction of the Company's registered capital from Baht 2,769.47 million to Baht 2,554.76 million by eliminating the unsold common shares or remaining not sold of 214.70 million shares which are the remaining shares from the issuance and offering to the Private Placement.</li> <li>(2) Approved the increase of the Company's registered capital from Baht 2,554.76 million to Baht 2,769.47 million by issuing new ordinary shares in the amount of 214.70 million shares to be offered to a Private Placement under a General Mandate form.</li> <li>(3) Approve the allocation of new ordinary shares in the amount of not more than 214.70 million shares to be offered to specific investors (Private Placement) under a general mandate form.</li> </ul> </li> <li>■ In November, the Extraordinary General Meeting of Shareholders No. 1/2020 had passed the important resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved the reduction of the Company's registered capital from Baht 2,769.47 million to Baht 2,147.03 million by eliminating the unsold common shares or remaining not sold of 622.43 million shares.</li> <li>(2) Approved the increase of the Company's registered capital from Baht 2,147.03 million to Baht 3,220.55 million by issuing new ordinary shares in the amount of 1,073.52 million shares to support the exercise of JCK-W6 warrants.</li> <li>(3) Approve the allocation of JCK-W6 warrants to the existing shareholders (Right Offering) of 1,073.52 units at the ratio of 2 existing shares to 1 unit of warrant. The exercise price is set at Baht 2.00 per share with the term of the warrant is less than 2 years from the issuing date and the offering date.</li> </ul> </li> </ul>
2021	<ul style="list-style-type: none"> <li>■ In February, the Company has resolved to approve BGY &amp; TFD Property Company Limited (the Joint Venture or BGY &amp; TFD) to reduce the registered capital from Baht 1,000 million to Baht 350 million by reducing the value of the ordinary shares from the original value of Baht 100 per share to Baht 35 per share, amounting to 10 million shares. BGY&amp;TFD has registered the said capital reduction with the Ministry of Commerce on April 16, 2021 and returned the capital to Crown Property Development Company Limited which is a subsidiary of the Company amounting to Baht 76.5 million.</li> <li>■ In April, the 2021 Annual General Meeting of Shareholders has passed important resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved the increase of the Company's registered capital from Baht 3,220.55 million to Baht 3,864.66 million by issuing 644.11 million new ordinary shares to be offered to existing shareholders (Right Offering) and Private Placement under the General Mandate.</li> </ul> </li> </ul>

Year	Significant developments
	<p>(2) Approve the allocation of the new ordinary shares in the amount not more than 429.41 million shares to be offered to existing shareholders (Right Offering) under a General Mandate and amount not more than 214.70 million shares to be offered to Private Placement under a General Mandate.</p> <ul style="list-style-type: none"> <li>■ In June, the Company has resolved to approve the allocation of new ordinary shares in the amount of 16,260,000 shares and 8,000,000 shares to specific investors which is a person who has no connection with the Company (Private Placement) at the price of Baht 1.23 and Baht 1.25 per share respectively.</li> <li>■ In June, the Company has approved to reduce the registered capital of BGY&amp;TFD Property Co., Ltd (Joint venture or BGY &amp; TFD) from Baht 350 million to Baht 300 million by reducing the value of ordinary shares from the original value of BGY &amp; TFD at a par value of Baht 35 per share to Baht 30 per share, amounting to 10 million shares. BGY &amp; TFD has registered the capital reduction with the Ministry of Commerce on August 5, 2021 and returned the capital to Crown Development Company Limited, a subsidiary of the Company, amounting to Baht 25.5 million.</li> <li>■ In July, the Company has approved the increase the registered capital of Ratchadamri Real Estate Company Limited (a subsidiary of the Company or RATCHADAMRI) of the amount of Baht 99 million from the original registered capital of Baht 1 million to Baht 100 million where the Company still hold the proportion of shares in RATCHADAMRI same as before. RATCHADAMRI has called for 70% paid up capital which the Company has already paid for the new shares of total amount of Baht 69.3 million and RATCHADAMRI has registered the capital increase with the Ministry of Commerce on August 23, 2021. In addition, RATCHADAMRI has called for the remaining 75% of the share capital of 1 million Baht, amounting to Baht 0.75 million which RATCHADAMRI has received the payment for such shares in full amount.</li> <li>■ In September, at the Extraordinary General Meeting of Shareholders, there were important resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved the reduction of the Company registered capital from Baht 3,864.66 million to Baht 3,244.81 million by eliminating the unsold shares or amount not yet sold of 619.85 million shares.</li> <li>(2) Approved the increase of the registered capital of the Company from Baht 3,244.81 million to Baht 4,438.81 million by issuing new ordinary shares of 1,193.99 million shares for offer to existing shareholders (Right Offering) and Private Placement under General Mandate and to support the exercise of convertible debentures.</li> <li>(3) Approved the issuance and offer for sale of newly issued convertible bonds of the Company with the totaling offering value not more than Baht 1,000 million to specific investors, namely Advance Opportunities Fund (AO Fund) and Advance Opportunities Fund 1 (AO Fund 1), which divided into 4 tranches, with a maturity of 3 years from the date of issuance of the debentures. The convertible price is determined not to less than 90% of the market price.</li> </ul> </li> </ul>

Year	Significant developments
	<p>(4) Approved the allocation of new ordinary shares in the amount of not more than 434.26 million shares to be offered to existing shareholders (Right Offering) under a General Mandate not exceeding 217.13 million shares to be offered to a Private Placement under a General Mandate and not exceeding 542.61 million shares to support the exercise of convertible debentures to AO Fund and AO Fund 1.</p> <ul style="list-style-type: none"> <li>■ In September, the Company resolved to approve the reduction of the registered capital of Crown Development Company Limited (a subsidiary of the Company or CROWN) from Baht 951 million to Baht 640 million by reducing common shares of 3.11 million shares at par value Baht 100, which CROWN has registered the said capital reduction with the Ministry of Commerce on November 18, 2021.</li> <li>■ In October, the Board of Directors meeting has approved an investment plan in real estate business in the northern region and the signing of a joint operation contract. On October 28, 2021, the Company has signed a joint operation agreement in the proportion of 51%.</li> <li>■ In November, the Company has resolved to approve to allocate 81,300,813 newly issued ordinary shares to specific investors who has no connection with the Company at the offering price of Baht 1.23 per share.</li> <li>■ In November, the Company has entered into an agreement to issue unsubordinated and unsecured convertible debentures with Advance Opportunities Fund and Advance Opportunities Fund 1 with a total value not exceeding Baht 1,000 million.</li> <li>■ In December, the Company purchased ordinary shares of SG Land Co., Ltd (a subsidiary of the Company) in the amount of 0.03% by paying the amount of investment of Baht 45,000, resulting in an increase in the shareholding ratio from 49.91% to 49.94%.</li> <li>■ In December, the Company has issued and offered the newly issued convertible debentures of the Company No. 1/2021 of Baht 50 million and the Convertible Debenture holders had exercised the convertible debentures of Baht 50 million. The shares which resulted from the convertible right exercise was 50,155,670 shares which the Company has registered the increase of the paid-up capital with the Ministry of Commerce in December 2021.</li> </ul>
2022	<ul style="list-style-type: none"> <li>■ In March, the Board of Directors resolved to approve the Company's allocation of 53 million newly issued ordinary shares to a specific investor who is not connected to the Company at the offering price of Baht 0.757 per share</li> <li>■ In April, the 2022 Annual General Meeting of Shareholders resolved the following important resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved the reduction of the Company's registered capital from Baht 4,438.81 million to Baht 3,921.72 million by canceling unsold ordinary shares or ordinary shares that have not yet sold of 517.09 million shares with a par value of Baht 1 per share, which are shares issued to support the offering to the existing</li> </ul> </li> </ul>

Year	Significant developments
	<p>shareholders (Right Offering) and to specific person (Private Placement) according to the General Mandate, but not allocated within the period approved by the previous shareholder's meeting.</p> <p>(2) Approved an increase in the registered capital of the Company in the amount of Baht 1,235.67 million from the original Baht 3,921.72 million to Baht 5,157.39 million by issuing new ordinary shares in the amount of 1,235.67 million shares with a par value of Baht 1 per share for offering to shareholders (Right Offering) and to specific shareholders (Private Placement) according to the general mandate (General Mandate) and to support the exercise the rights of convertible debentures.</p> <p>(3) Approved the allocation of newly issued ordinary shares in the amount of not more than 526.99 million shares for sale to the existing shareholders (Right Offering) under a General Mandate and not exceeding 263.49 million shares to be offered all at once or divided into parts for sale from time to time to specific persons ( Private Placement) according to the General Mandate and the amount not exceeding 445.20 million shares to accommodate the exercise of the conversion right of the convertible debentures issued and offered to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021.</p> <ul style="list-style-type: none"> <li>■ In May, the Board of Directors resolved to enter into a space rental agreement and a service agreement for the rental of TFD buildings to be used as the Company's office and its subsidiaries with JC Kevin Development which is a connected juristic person. The size of the transaction is 1.95 percent of the net tangible assets according to the Company's consolidated financial statements as of March 31, 2022, which the Company has disclosed the transaction to the Stock Exchange of Thailand as soon as the transaction occurred.</li> <li>■ In June, the Board of Directors has resolved to approve the Company's allocation of 80 million newly issued ordinary shares to 2 private investors who are not connected to the Company at the offering price of Baht 0.600 per share.</li> <li>■ In August, the JCK228A bondholders' meeting has extended the maturity period of the debentures from the original date of August 13, 2022 to August 13, 2024 and changing the interest rate from the original 7.25% per year to 7.5% per year (with the new interest rate starting from August 13, 2022 to August 13, 2024).</li> <li>■ In December, the Extraordinary General Meeting of Shareholders No. 1/2022 passed important resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved the reduction of the Company's registered capital from Baht 5,157.39 million to Baht 3,373.40 million by cancelling Baht 1,783.99 million unsold ordinary shares with a par value of Baht 1 per share, which were issued for supporting the allocation to existing shareholders (Right Offering) and shares</li> </ul> </li> </ul>

Year	Significant developments
	<p>issued for allocation to specific person (Private Placement) under the General Mandate that have not yet been sold and shares issued to support Exercise of Warrants JCK-W6.</p> <p>(2) Approved an increase in the registered capital of the Company in the amount of Baht 1,692.00 million from the original Baht 3,373.40 million to Baht 5,065.40 million by issuing new ordinary shares in the amount of 1,692.00 million shares with a par value of 1 Baht per share for offering to existing shareholders (Right Offering) and to specific person (Private Placement) according to the general mandate (General Mandate) and to support the exercise of convertible debentures.</p> <p>(3) Approved the allocation of newly issued ordinary shares in the amount of not exceeding 653.64 million shares for sale to existing shareholders ( Right Offering) according to the General Mandate and not more than 326.82 million shares to be offered all at once or in parts for sale from time to time to specific person (Private Placement) according to the General Mandate and the amount not exceeding 711.54 million shares to accommodate the exercise of the convertible debentures issued and offered to specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on September 23, 2021.</p>
2023	<ul style="list-style-type: none"> <li>■ In January, the Debenture holders Meeting No. 1/2023 of “Partially Secured Debentures of JCK International Public Company Limited No. 1/2019, due for redemption in 2023 which the issuer of the debentures has the right to redeem before the maturity” (“Debenture” or “JCK212A”) has passed the significant resolutions as follows: <ul style="list-style-type: none"> <li>(1) Approved to extend the maturity period for the redemption of JCK212A for additional 2 years by amending the bond redemption date from the original date February 15, 2023 to February 15, 2025, as well as consider the approval of the allocation of repayment of the remaining principal of the bonds not fully redeemed at present to some bondholders in an amount of not less than 7% of the principal value on the date of issuance. (which is calculating as a total repayment of principal of not less than Baht 36,785,000) with the payment due along with the interest payment due dates on August 15, 2023, February 15, 2024 and November 15, 2024 with the remaining principal of the debentures will be repaid on February 15, 2025 which is the bond redemption date.</li> <li>(2) Approved to change the interest rate of the debentures from the original 7.25 percent per annum to 7.50 percent per annum, starting from February 15, 2023 until (but not including) February 15, 2025 during the period of request to extend the term of debentures.</li> </ul> </li> <li>■ In February, the Debenture holders Meeting No. 1/2023 of “Secured Debentures of JCK International Public Company Limited No. 2/2019, due for redemption in 2023</li> </ul>

Year	Significant developments
	<p>which the issuer of the debentures has the right to redeem before the maturity” (“Debenture” or “JCK213A”) has passed the significant resolutions as follows:</p> <ol style="list-style-type: none"> <li>(1) Approved to extend the maturity period for the redemption of JCK213A for additional 2 years by amending the bond redemption date from the original date March 22, 2023 to March 22, 2025.</li> <li>(2) Approved the partial payment of the bond principal in an amount not less than 7% of the value of the principal that has not yet been redeemed as of January 24, 2023 (the total repaid bond principal is amount to not less than Baht 67,648,000 Baht) which will be repaid on the date with interest payment dates of March 22, 2024, September 22, 2024 and February 22, 2025. The remaining outstanding of debentures will be repaid on March 22, 2025 which is the maturity date for the debenture redemption.</li> <li>(3) Approved to change the interest rate of the debentures from the original 7.00 percent per annum to 7.25% per annum, starting from March 22, 2023 until (but not including) March 22, 2025 during the period of request to extend the term of debentures.</li> </ol> <ul style="list-style-type: none"> <li>■ In February, The Debenture holders Meeting No. 1/2023 of “Secured Debentures of JCK International Public Company Limited No. 3/2018, due for redemption in 2024 which the issuer of the debentures has the right to redeem before the maturity” (“JCK209A”) has passed the significant resolutions as follows: <ol style="list-style-type: none"> <li>(1) Approved the waiver and the abstain from the event of default which was due to the guarantor (Crown Development Co., Ltd.) that was in the process of having a dispute with the Revenue Office, which is not considered as an event of default according to the covenant in section 12.1 (e).</li> <li>(2) Approved the increase of collateral for the Debenture JCK 209A by mortgaging land and buildings, title deed number 1740, area 7-2-56 Rai (3,056 Square wah), in Pranburi District, Prachuab Khiri Khan Province which is the property of the bond issuer.</li> </ol> </li> <li>■ In April, the 2023 Annual General Meeting of Shareholders has approved the significant resolutions as follows: <ol style="list-style-type: none"> <li>(1) Approved the Report of the Extraordinary General meeting of the Shareholder No. 1/2022.</li> <li>(2) Approve the annual report of the Board of Directors and the Operational Performance Report of the Company for the year 2022.</li> <li>(3) Approve the Consolidated Statement of Financial Position and related consolidated statements of comprehensive income for the year ended December 31, 2022.</li> <li>(4) Approved the allocation of Net Profit for the year 2022 and cancel the dividend payment.</li> <li>(5) Approved the election of directors to replace those who retire by rotation.</li> </ol> </li> </ul>



Year	Significant developments
	<p>(6) Approved the determination of directors' remuneration.</p> <p>(7) Appointed the auditor and determine the auditor's remuneration.</p> <p>■ In September, the Extraordinary General Meeting of Shareholders No. 1/2023 passed important resolutions as follows:</p> <p>(1) Approved the reduction of the Company's registered capital from Baht 5,065.40 million to Baht 3,465.83 million by canceling registered shares that have not yet been issued of the Company, which are ordinary shares in the amount of 980.46 million shares, at a par value of Baht 1 per share. These are shares reserved for the allocation to existing shareholders (Right Offering) and shares issued for the allocation to Private Placement under the General Mandate, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 which held on December 20, 2022, and by cutting ordinary shares remaining to support the exercise of convertible debentures issued and offered to specific investors, namely Advance Opportunities Fund and Advance Opportunities Fund 1.</p> <p>(2) Approved the Company or its subsidiaries by entering the acquisition asset and the connected transaction by entering the asset acquisition transaction by investing in JC Kevin Sathorn Bangkok Hotel from JC Kevin Development Company Limited ("JCKD") which a total value not exceeding Baht 3,055 million.</p> <p>(3) Approve the increase of the Company's registered capital from Baht 3,465.83 million to Baht 7,971.42 million by issuing new ordinary shares 4,505.58 million shares with a par value of Baht 1 per share to offer to existing shareholders in proportion to their shareholding (Right Offering) in the amount of not exceed 3,465.83 million shares and supports the issuance and offering of capital increase shares under General Mandate in the amount of not exceeding 1,039.75 million shares.</p> <p>(4) Approved the allocation of newly issued ordinary shares in the amount of not exceed 3,465.83 million shares to offer to existing shareholders in proportion to their shareholdings (Right Offering) at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of Baht 0.30 per share, representing the issuance of newly issued ordinary shares in the amount not exceeding Baht 1,039.75 million.</p> <p>(5) Approved the allocation of newly issued ordinary shares in the amount of not exceed 1,039.75 million shares with a par value of Baht 1 per share to support the issuance and allocation of capital increase shares under General Mandate as follows:</p> <p>(A) Amount of not more than 693.17 million shares with a par value of Baht 1 per share to offer for sale to existing ordinary shareholders in proportion to their shareholdings (Right Offering) under General Mandate.</p> <p>(B) Amount of not more than 346.58 million shares with a par value of Baht 1 per share to offer for sale to specific persons (Private Placement) under General Mandate.</p> <p>(6) Approved the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash)</p>



Year	Significant developments
	<p>due to the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) to Dr. Apichai Taechaubol who is a related person to the Company because Dr. Apichai Taechaubol is a major shareholder and a director of the Company.</p> <ul style="list-style-type: none"> <li>■ In September, the Board of Directors' Meeting No. 10/2023, dated September 19, 2023, has resolved to approve the details regarding the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering), in the amount not exceeding 3,465.83 million shares, with the par value of Baht 1 per share, at the offering price of Baht 0.30 per share, equivalent to the value of Baht 1,039.75 million. Determined the list of shareholders who are entitled to subscribe to the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Record Date) on October 18, 2023. Determined the date for subscription and payment for newly issued ordinary shares between November 14 – 20, 2023 (total 5 business days).</li> <li>■ In November, the Company registered a change in paid-up capital from the offering of additional common shares to existing shareholders in proportion to their shareholding (Right Offering) in the amount of 336,914,167 shares with a par value of Baht 1 per share, representing an amount of Baht 336,914,167 from the previous paid-up capital of Baht 3,465,833,184 to the new paid-up capital of Baht 3,802,747,351 to the Department of Business Development, Ministry of Commerce, on November 22, 2023.</li> <li>■ In December, TFD Real Estate Management Company Limited (TFDRM), a subsidiary of the Company changed the name to JCK Corporation Company Limited (JCK Corp) to support future business management by registering the change of Company Name to the Department of Business Development, Ministry of Commerce, on December 1, 2023.</li> <li>■ In December, the Company has purchased common shares of a subsidiary, namely SG Land Company Limited ("SG LAND") from the original shareholder SCHUBERT HOLDINGS PTE. LTD., who is not a connected person with the Company, another 49.9 percent of the total number of ordinary shares already issued and sold, with a total investment value of Baht 43 million. For making such a transaction, the Company's shareholding percentage in SG LAND has increased to 99.9 percent of the total number of ordinary shares already issued and sold.</li> </ul>

### 1.1.3 Information about the Use of Proceeds from Fundraising

The resolution of the Company's Extraordinary General Meeting of Shareholders No. 1/2023 on September 8, 2023 approved the Company's issuance of newly ordinary shares in the amount of Baht 1,040 million with the objective of being used to liquidate assets. The Company has offered to sell additional shares to existing shareholders (Right Offering) between November 14 – 20, 2023, in the amount of 336,914,167 shares, at a price of Baht 0.30 per share. After deducting the costs of offering securities, the remaining amount is approximately Baht 101.07million.

Utilization of funds detail	Approximately amount used (Unit : THB million)	Period	Details/progress of money usage/reasons and measures taken in the case where the fund is not used according to the intended purpose
1. The investment in 318 commercial and residential condominium transactions, no. 36, 36/301 - 36/617, floors 1 - 37 within the "Sathorn Heritage Residences" condominium building. Building B, C (partial) under the name JC Kevin Sathorn Bangkok Hotel.	Baht 101.07million	Within 2024	To pay the 2 <sup>nd</sup> installment of the hotel purchase price.

As of December 31, 2023, the Company had 6 long-term debentures outstanding total value of Baht 3,400.42 million, details as follows:

Initial name	Issue Date	Maturity Date	Coupon (Interest Rate) (%)	Tener (years)	Debentures Outstanding	
					(Unit)	(Million Baht)
JCK209A	27 Sep 2018	27 Mar 2024	7.00	5 years 6 months	309,888	279.76
JCK212A	15 Feb 2019	15 Feb 2025	7.50	6 years	472,950	462.44
JCK213A	22 Mar 2019	22 Mar 2025	7.25	6 years	966,400	966.40
JCK217A	26 July 2019	26 July 2025	7.25	4 years	529,717	529.72
JCK221A	24 Jan 2020	24 Jan 2024	7.00	4 years	811,100	811.10
JCK228A	13 Feb 2020	13 Aug 2024	7.50	4 years	390,000	351.00
Cost of issuing debentures						11.68
<b>Total</b>						<b>3,400.42</b>

Notes: <sup>1</sup> Type of Debentures: Named Debentures, Unsubordinated, Secured and has Debenture Holder Representative

<sup>2</sup> Type of Debentures: Named Debentures, Non-subordinated, Some Guarantee and has Debenture Holder Representative

The Company has fully utilized the proceeds from the issuance and offering of 6 long-term debentures for the purpose specified in the Filing of debentures.

#### 1.1.4 The Commitments that the Company has made in the Filing of Securities

Financial commitment and conditions for exercising the right to repay each issue of debenture as specified in the Filing of debentures and other documents related to each issue of debentures, details are as follows;

Initial name	Financial commitment that the Company will maintain the ratio of net debt to the shareholders' equity at the end of the fiscal year of the Company each year according to the annual consolidated financial statements.	Condition
JCK209A	Not more than 4.5 : 1	The Company is able to exercise the right to

Initial name	Financial commitment that the Company will maintain the ratio of net debt to the shareholders' equity at the end of the fiscal year of the Company each year according to the annual consolidated financial statements.	Condition
JCK212A	Not more than 3.5 : 1	repay the debenture debt before the due date, in whole or in part according to the details specified in the debenture filling and other relevant documents.
JCK213A	Not more than 4.5 : 1	
JCK217A	Not more than 4.5 : 1	
JCK221A	Not more than 3.0 : 1	
JCK228A	Not more than 3.0 : 1	

### 1.1.5 Other Information of the Company

Name of the Company (Thai)	บริษัท เจซีเค อินเตอร์เนชั่นแนล จำกัด (มหาชน)
Name of the Company (English)	JCK International Public Company Limited
Company Abbreviation	JCK
Company registration date	November 11, 1977
Company registration number	0107537000475 ( BorMorJor. 294 )
Registered Capital	Baht 7,971,416,322 ( on December 31, 2023 )
Paid-up Capital	Baht 3,802,747,351 ( on December 31, 2023 ) Consist of 3,802,747,351 ordinary shares with the par value of Baht 1 per share
Type of Business	Real estate development, type of land, and construction of a standard factory in TFD Industrial Estate and various industrial estates for sale or rent, providing asset management services in the type of office buildings and SME, ready-made factories with office buildings for rent, residential (condominium) for sale and hotel business.
Head Office Address	No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 676-4031-6, (662) 676-3836-9 Fax. (662) 676-4038-9
Website	<a href="http://www.jck.international">www.jck.international</a>
Project Office	TFD Industrial Estate No. 1, Moo 5, Tha Sa-an Sub-district, Bang Pakong District, Chachoengsao Province 24130 Tel. (038) 578-756 Fax. (038) 578-757

## 1.2 Business Overview

### 1.2.1 Structure of incomes of the Company and subsidiaries

Type of Income	For the year ended December 31,					
	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Land and factory building business						
- Sales incomes	213.84	37.34%	380.09	59.62%	2,587.75	91.11%
- Rent and service incomes	91.14	15.92%	83.70	13.13%	102.67	3.61%
2. Office space for rent business						
- Rent and service incomes	157.60	27.52%	147.28	23.10%	105.53	3.72%
3. Residential condominium business	45.47	7.94%	-	0.00%	-	0.00%
4. Other incomes	64.59	11.28%	26.44	4.15%	44.40	1.56%
<b>Total incomes</b>	<b>572.64</b>	<b>100.00%</b>	<b>637.51</b>	<b>100.00%</b>	<b>2,840.35</b>	<b>100.00%</b>

### 1.2.2 Business of each product line

#### (1) Nature of products and service

The Company and subsidiaries develop properties in a variety of shapes and forms, as of December 31, 2023 can be classified into 6 main business groups as follows;

- Industrial estate
- Standard factory/warehouse
- Real estate development (residential - condominium)
- Office building for rent
- Property management service
- Hotel Business

#### 1) Industrial estate

In 2007, the Company set up the TFD Industrial Estate at Bang Pakong District, Chachoengsao Province, to develop land, set up basic infrastructure and build standard factory buildings. The Company signed a joint-operation contract with the Industrial Estate Authority of Thailand (IEAT) and provided for Thai and foreign investors lands for rent in two zones; namely, General Zone and Free Zone. Target groups of customers were businesses in the auto part industry, electronics and manufacturing industry not generating pollution.

To facilitate investors, the Company chose the site located not so far from Bangkok along the Motorway at Km 43 next to an exit into the Chachoengsao-Chonburi Highway. The site is flanked with convenient highways and not prone to flood which makes it extremely ideal to build factories and warehouses as a logistics center. Thanks to the site's competitive advantage as it is no more than 20 minutes from the Suvarnabhumi Airport and no more than 40 minutes from the Laem Chabang Deep Sea Port plus its proximity to Bangkok, Thailand's capital, the location has become a very highly potential one. Most of the Company's customers are invested in electronic parts and auto part industries. In addition, the government plans to develop areas in Chachoengsao, Chonburi and Rayong as the Special Economic Zone. Known as the Eastern Economic Corridor (EEC), the megaproject will relate to the country's western corridor. It is expecting that the government is going to

invest around Baht 300 billion to develop basic infrastructure and provide tax privileges to support investment in this area, which in return should attract more than Baht 1.9 trillion worth of investment in 10 basic industries touted as Thailand's new engine of growth. The EEC is anticipated to become the country's main investment hub, which should benefit TFD's project area because it will boost the project's sales opportunity. As of December 31, 2023, the TFD Industrial Estate had two operation phases as follows;

- **TFD Industrial Estate 1**

The project has total area of 304.22 rai where salable area is 231.58 rai. Of this, 74.58 rai are in Free Zone and 156.85 rai are in General Zone. Since 2011, the Company has recognized incomes from the project both from the sales of vacant land and sales of land with the completed factory buildings. Currently, there was available for sale of 1.57 Rai.

- **TFD Industrial Estate 2**

The Company has developed the TFD Industrial Estate II, which located next to the TFD Industrial Estate I. The Company had purchased approximately 1,980 rai of vacant lands for the development, some part of lands was approved for the change to use for industrial purpose (purple zone) in December 2015. On November 10, 2016, the Company and The Industrial Estate Authority of Thailand (IEAT) entered into a joint operation contract where IEAT approved and allowed the Company to establish the TFD Industrial Estate Phase II. The Company also received the approval of the Environmental Impact Assessment (EIA) report on July 26, 2017.

The Company has received the approval of the land allocation on March 2, 2018 and the title deed can be issued successfully. The total area of the project is approximately 833.26 rai with the available of sales area is 619.10 rai. The total sales value is approximately Baht 5,200 million. At present, the development of the main utilities has been completed. As of the end of 2023, the Company has 388.68 rai of land for sale and transfer of ownership, selling and waiting to transfer ownership (Backlog) of 219.47 rai, remaining 10.95 rai of land for sale.

- **TFD Industrial Estate 2 Extension Project**

Currently, the Company is in the process of building TFD Industrial Estate 2 Extension Project to develop into an industrial estate, commercial area, and residences to support investment. For this project, the Company expects to use a total area of 1,289 rai. The Company is in the process of conducting a public hearing to prepare an EIA, which is expected to be completed in the 3<sup>rd</sup> quarter of 2024. As for the utility system work, it will begin operations in the 3<sup>rd</sup> quarter of 2024, as same as operate sale of land.

- **Project One Nakhonphanom**

The One Nakhon Phanom Project is a new project of the company located in the area of Special Economic Development Zone in Art-Samart Sub-district, Mueang Nakhon Phanom District, Nakhon Phanom Province on the land of approximately 1,335 rai, 2 ngan and 28.1 square wah. The Company has foreseen the potential and growth opportunities of Nakhon Phanom province as a major tourist and border trade city of the country. Therefore, the Company had decided to enter into the land lease agreement with the Treasury Department on 15 July 2019 for a period of 50 years in order to develop a commercial project which combines with an industrial estate and/or distribution center.

Since this project is located in the area of Special Economic Development Zone, the Company will receive the tax benefit from the Board of Investment as same as the projects in the Eastern

Economic Corridor (EEC) including other privileges such as subleasing the land or providing other benefits, the ownership of the building belongs to the tenant or sub-tenant including not being enforced by Town Planning Act and the Public-Private Partnership Act. In addition, this project uses lower initial investment when compared to the purchasing of large-sized land plot to develop the project, as it is also difficult to procure the large adjoining plot of land because of the higher investment and also time demand comparative to the leasing. The Company then considered that the investment in this leasehold rights will assist to create opportunities and support the expansion of industrial estate and real estate development, which is the Company's core business in the long run. The Company has the idea to develop the project as a commercial project combined with industrial estates and / or distribution centers to support each part and utilize the area with maximum efficiency. At present in the year 2023-2024, the Company is studying the feasibility of additional projects as well as may consider joint venture partners (Synergy) to jointly develop the project which will bring maximum benefits to the project and reduce investment risks that require a large amount of investment.

## 2) Standard factory/warehouse building

The Company's business is to build standard ready-built factories and warehouses for sales in industrial estates and industrial zones at various locations to offer to investors where commuting conveniences, transport, communications, infrastructure, safety, and appropriate surrounding environment are taken into consideration. Besides, factories are built both in the industrial zones and at free-trade zone as required by investors.

### - Domestic Standard factory/warehouse building

The Domestic standard completed factory is typically offered as a one-floor building with mezzanine floor for use as office in varying sizes from 1,000 square meters to 10,000 square meters. The factory is built at a fenced-in site to also include a security guard's house and parking space. The factory floor can accommodate 3 metric tons per square meter and 5 metric tons per square meter. Investors are able to various options to such as purchase or lease of warehouses or with a right to buy them later. The rental term of most lease agreements that the Company has signed with customers is 3 years with an option for renewal. The customer is required to deposit 3 – 6 months payment.

The following table features information of completed factory buildings and occupancy rate of the Company.

Completed factory building	Number of factory buildings at the beginning of period	Number of factory buildings sold	Number of factory buildings at end of period		Average annual occupancy rate
			With tenants	No tenants	
<u>Year 2015</u>					
Number (buildings)	13	-	4	9	-
Area (square meters)	66,485.00	-	8,610.00	58,325.00	12.95
<u>Year 2016</u>					
Number (buildings)	34	-	8.50	25.50	-
Area (square meters)	105,601.00	-	20,390.00	85,211.00	19.31
<u>Year 2017</u>					
Number (buildings)	34	2	14	18	-
Area (square meters)	105,601.00	3,450.00	29,230.00	72,921.00	27.86

Completed factory building	Number of factory buildings at the beginning of period	Number of factory buildings sold	Number of factory buildings at end of period		Average annual occupancy rate
			With tenants	No tenants	
Year 2018					
Number (buildings)	32	1	15.50	15.50	-
Area (square meters)	102,151.00	1,980.00	30,555.00	69,616.00	29.91
Year 2019					
Number (buildings)	31	2	13.50	15.50	-
Area (square meters)	100,171.00	2,800.00	35,980.00	61,391.00	37.72
Year 2020					
Number (buildings)	29	1	15.00	13.00	-
Area (square meters)	97,371.00	1,980.00	36,145.00	59,246.00	37.89
Year 2021					
Number (buildings)	28	1	17	10	-
Area (square meters)	95,391.00	1,000.00	38,145.00	56,246.00	39.99
Year 2022					
Number (buildings)	27	-	24	3	-
Area (square meters)	94,391.00	-	87,035.00	7,356.00	92.21
Year 2023					
Number (buildings)	27	-	19.5	7.5	-
Area (square meters)	94,391.00	-	62,937.50	31,453.50	72.22

As of December 31, 2023, the Company has standard ready-built factories and warehouses altogether 27 units which can be divided as follows;

- The standard ready-built factories located in Laem Chabang of 5 units with total rental space of 8,910 sq.m. Currently there are 5 tenants.
- 8 ready-built factories in the TFD Industrial Estate at Tha Sa-an, Chachoengsao Province (the Green Park 1 Project) totaling 57,575 square meters of sales and rental space (an average of 3,625 - 7,750 square meter of space per structure). There are 8 houses already rented.
- The factories and ready-built warehouses at Bangsaothong Samutprakan province (The Project Green Park 2 and 3) in total 21 units, 2 units were sold in 2018, 1 unit was sold in 2019 and 2 units were sold in 2020, so now there are 14 units available for rent with total rental space of 27,906 square meters which now there are 11 tenants renting of which the total rental of 20,550 square meters.

In addition, on November 1, 2021, the Company entered into a land lease agreement, Bangsaothong District, Samut Prakan Province. The lease term is 30 years with the objective of leasing land for development and construction of factories, warehouses, including provides construction services for warehouses and factories according to the designs that customers want as an alternative to the investors in many forms, such as purchase of land with factories or renting land with factories or give permission to buy later, etc. The Company has plans to construct factories and ready-made warehouses, including the Green Park 4 project, located in Bang Sao Thong District, Samut Prakan Province, with 20 buildings, with a total sales and

rental area of 25,960 square meters. There is also the Green Park 5 project, which has a factory building in the process. Construction of 8 buildings with a total area of 9,881.36 square meters.

**Table showing the proportion of the rental space which the lease term will be expired comparing to total rental space of the Company as of December 31, 2023**

Year that leases term will be expired	Total area which will be due (sq.m.)	Proportion of the due rental space compared to total area (%)
2024	13,780.00	21.89
2025	28,865.00	45.86
2026	18,312.50	29.10
2027	1,980.00	3.15
<b>Total</b>	<b>62,937.50</b>	<b>100.00</b>

### 3) Real estate development (residential - condominium)

The Company started developing three residential condominium projects for the first time; namely, the Lakegreen Apartment Project and the 59 Heritage Project and the Harbour View Residence.

At present, the Company has 5 ongoing projects as follows:

- The 15 Sukhumvit Residence Project
- The Colonial Kao Tao Hua Hin Project
- The Mahadlek Residence Project
- The Artisan Ratchada Project
- The Chiang Rai Project according to the joint operation contract

#### - *The 15 Sukhumvit Residence Project*

Situated between Soi 13 and Soi 15 on Sukhumvit Road, the 2-3-73 rai project is a 25-floor reinforced concrete tower bought by the company in 2010. The total project value is Baht 3,716 million. The project's total useable area is 59,113 square meters of which 31,659 square meters are sellable areas. There are 505 units for sales of which 492 units are residential condominium and 13 units are for commercial purpose. At present, there are only 8 units remaining, the remaining sales value is approximately Baht 490.71 million, of which 2 units are available for rent.

#### - *The Colonial Kao Tao Hua Hin Project*

A residential condominium, the project is located at Kao Tao, Tambon Paknam Pran, Pranburi District, Prachuab Kiri Khan Province, in the 9-0-42 rai of land. The Company already completed the construction of the 3-storey office building which was used as a sales office. The construction of a condominium building in December 2014 was suspended since the project was involved in a lawsuit (Details are in Section 1, Topic 2: Risk Factors). Finally, at present, the Supreme Administrative Court has reversed the judgment of the Court of First Instance to be dismiss and the case is final, which now the Company is in the process of considering the further development plans.



- ***The Mahadlek Residences***

The residential project consists of one 41-storey building located in a 1-3-28 rai of land in Soi Mahadlek Luang 2, Rajdamri Road. The land owned by Vajiravudh College. The lease term is 30 years from the due construction period (which according to the contract requires that the construction period of the project be 5 years from the day it has been approved by Bangkok Metropolitan Administration (BMA) to build the project) or from the day the construction is finished, whichever is earlier.

The Mahadlek Residences Project's Environmental Impact Assessment Report (EIA report) was already approved by the Office of Natural Resources and Environmental Policy and Planning (ONEP) on June 10, 2014 and also received the building construction permit on June 1, 2016. However, at present the Company has temporarily delayed the investment in this project because the lawsuit has been filed against the Administrative Court regarding the accusation of the Approval of EIA Report and the permission of construction were not proper. The Court then ordered the temporary suspension of the construction and on September 14, 2017, the Central Administrative Court judged revoking of the project's EIA report which thereafter the Company has appealed the order. On September 26, 2019, the Central Administrative Court has adjudicated to revoke the project's building construction permit, with retroactive effect from the date of the issuance of the said permit. The Company has already submitted an appeal against said judgment to the Supreme Administrative Court on October 24, 2019.

Later on February 15, 2024, the company filed a petition with the Supreme Administrative Court to dismiss the case.

- ***The Artisan Ratchada Project***

The Residential Condominium located in soi Thiamruammit, Huai Kwang Sub-district, Huai Kwang District, Bangkok with the total area of 8-1-27.4 Rai to develop as a residential condominium for sale, consists of 4 buildings of 34-storeys, totaling 1,393 units. The total salable area is approximately 68,618 square meters while the total usable area is approximately 128,000 square meters. Total sale revenue is Baht 6,300 million. The Company has entered into a joint venture agreement with Beauty Honour Enterprises Limited ("BH") for the purpose of establishment of BGY & TFD Properties Co., Ltd ("BGY&TFD") to be a developer for the Project Artisan Ratchada, with the structure of shareholdings between CROWN and BH at 51 : 49. Currently, the construction is finish and the Company start to recognized the revenue in the second quarter of the year 2020. As of December 31, 2023, there are already sold Baht 5,318 million or accounted for more than 96.30% of the total project value. The remaining balance awaiting to be sold and transferred another 35 units.

- ***The Chiang Rai Project according to the joint operation contract***

On October 28, 2021, the Company entered into a joint operation agreement with an unrelated group of company (Chiang Rai Group), which this real estate projects have a value with a net worth of approximately Baht 650 million, with the Company holding 51% of the assets. The real estate projects with joint operations have 10 projects. In November 2023, the Company entered into a memorandum of understanding to transfer rights under the joint operating contract and management contract to outside parties.

**4) Office building for rent**

The Company has invested in leasehold rights to land and office buildings, SG Tower and the Millennia Building which is located in Soi Mahadlek Luang 3, Ratchadamri Road and Lang Suan Road. The total leasable area is 26,846.18 square meters, where the contract for SG Tower Building expires in October 2023. The

location of the Millennia Building is owned by GF Holdings Company Limited (the sub-lessor) which the contract will expire in November 2025. The Company is the manager of the said office building for rent. Details as follows:

*(1) SG Tower 1*

The building is located on the 2-3-85 rai of land at No. 161/1 Soi Mahadlek Luang 3, Ratchadamri Road, Lumpini Sub-District, Pathumwan District, Bangkok. SG Tower 1 is a 19-storey office tower plus two stories of underground parking space offering of common areas and 8,108 square meters of parking space (for 220 cars). As of December 31, 2022, 72.37% of the tower's total rentable areas were rented. The building has an average rent income of Baht 6.03 million per month.

*(2) The Millennia*

The building which is located at 62 Langsuan Road, Lumpini Sub-District, Pathumwan District, Bangkok, is situated on the 1-3-22 rai of land and houses one 26-storey office building plus one underground and parking space. As of December 31, 2023, 64.38% of the total area has been rented out. In 2023, there is a total income of Bath 64.74 million.

Most customer rental contracts have a contract term of 3 years and require a 3-month rental deposit.

**The following table features the Company's office buildings which under operation as of December 31, 2023**

Office building	Location	Nature	Total rental areas (square meters)	Rent area under lease agreements (square meters)	Remaining rent areas (square meters)	Occupancy rate
The Millennia	62 Langsuan Road, Lumpini Sub-District, Pathumwan District, Bangkok	One 26-storey office building plus one underground parking space	11,941.50	7,677.39	4,264.11	64.38%

**5) Property management service**

The Company started selling land and factory buildings to the TIF1 Property Fund for the first time in 2005 before selling additional assets to the TIF1 Property Fund, contract dated June 5, 2007 and M-II contract dated December 11, 2012. In 2007, 2012 and 2013. Aside from selling land, factory and warehouse buildings, the Company has been appointed as a property manager of the property funds as well as property manager of SG's office buildings for rent in return for management fees summarized as follows.

**Remuneration from asset management in TIF1 Property Fund and M-II Property Fund**

- Property management fees and additional premiums
- Brokerage fees for securing new tenants
- Brokerage fees for contract renewal
- Brokerage fees in case of property sales or transfer of property leasehold (excluding sales of property-to-property manager or persons within the group of property manager)

(More details can be seen in the property manager appointment contract under Section 4 : Operating assets.)

As of December 31, 2023 the following are properties managed by the Company;

(1) The TIF1 Fund is a property fund consisting of freehold assets which mainly invests in land and Factory buildings located in industrial estates. The TIF1's properties include 26 factories located in each of the following sites:

Industrial estate/industrial zone	Location	Types of service	Areas (Square Meters)	Number of units (Units)
1. The Hi-Tech Industrial Estate	Ayutthaya	Land+Factory	17,247	12
2. The Bangpa-in Industrial Estate	Ayutthaya	Land+Factory	1,980	1
3. The Navanakorn Industrial Estate	PathumThani	Land+Factory	2,310	1
4. The Amata Nakorn Industrial Estate	Chonburi	Land+Factory	9,150	7
5. The Bangkadi Industrial Estate	PathumThani	Land+Factory	10,611	3
6. The TFD Industrial Estate 1	Chachoengsao	Land+Factory	3,240	2
<b>Grand total</b>			<b>44,538</b>	<b>26</b>

(2) The M-II Fund is a property fund of freehold and leasehold assets which mainly invests in properties and the rights to lease property. The M-II's properties include 35 factories and 17 warehouses located in each of the following sites:

Industrial estate/industrial zone	Location	Types of service	Types of ownership	Areas (Square Meters)	Number of units (Units)
1. The Navanakorn Industrial Estate	PathumThani	Land+Factory	Freehold	1,080.00	1
2. The TFD Industrial Estate 1	Chachoengsao	Land+Factory	Freehold	27,810.00	16
3. The Laem Chabang Industrial Estate	Chonburi	Land+Factory	Freehold+ Leasehold <sup>1</sup>	19,350.00	18
4. The Kingkaew Warehouse	SamutPrakan	Land+ Warehouse	Freehold+ Leasehold <sup>2</sup>	15,034.10	17
<b>Grand total</b>				<b>63,274.10</b>	<b>52</b>

Noted 1. The asset type of factories are freehold properties while the lands are leasehold properties. The lease rights of land (28-0-66.09 rai) will expire in the year 2042 and the sub-lease of the land (1-0-80 rai) expired in 2018, which the Fund has already executed to expand the term of lease agreement to be expired on December 17, 2042.

2. Warehouses are freehold properties while lands are leasehold properties. The right to lease the land (25-1-96 rai) is to be expired in 2036.

(3) SG's office buildings for rent which consist of 2 office buildings connected to each other between Soi Mahadlekluang 3, Rajdamri Road and Langsuan Road. Details are as follows:

Office buildings for rent	Rentable area (Square Meters)	Type of assets	Ownership of the assets
1. SG Tower 1	15,022.84	Right to lease the land and office building (expired on October 2023)	Vajiravudh College

Office buildings for rent	Rentable area (Square Meters)	Type of assets	Ownership of the assets
2. The Millennia	11,941.50	Right to sub-lease the land and office building (expired in 2025)	JF Holding Co., Ltd.
<b>Total</b>	<b>26,964.34</b>		

## 6) Hotel Business (JC Kevin Sathorn Bangkok Hotel)

The Company invested in purchasing assets in the condominium “Sathorn Heritage Residences” Buildings B, C (partially) under the name “JC Kevin Sathorn Bangkok Hotel” (“Hotel”) on September 11, 2023 by purchasing commercial and residential condominiums, 318 rooms, number 36, 36/301 – 36/617, 1<sup>st</sup> – 37<sup>th</sup> floors, within the condominium “Sathorn Heritage Residences” Building B, C (partial) under the name “JC Kevin Sathorn Bangkok Hotel” is at Narathiwat Ratchanakarin Road, Yannawa Subdistrict, Sathorn District, Bangkok. It is in a community area and is a commercial area and shopping center in the heart of Bangkok. Therefore, in addition to the Company benefiting from the continuous increase in land values every year, because the land of the assets is located in a prominent business area. The Company also benefits from the fact that the hotel business tends to recover from oversupply during the outbreak of the coronavirus disease (COVID-19) which comes from various supporting factors, such as the opening of Thailand including many countries that have loosened strict travel control rules especially China, which is considered Thailand's most important tourist market. As well as the fact that the government has continued to implement measures to stimulate tourism, etc., which has strengthened growth of income and profit to the Company to meet the Company's goals. It is expected that it will be able to create appropriate returns for shareholders in the long term.



## (2) Marketing and competitions

### (A) Marketing strategies

#### 1) Industrial estate

Target groups of customers for the Company's industrial estate business are supporting industry and major operators who have already bought vacant land in the TFD Industrial Estate, industry group that the government promotes as a special industry in the EEC area, and major target groups of customers are small and medium-sized enterprises (SMEs) which do not generate pollution and, however, look for transportation convenience. This refers especially to electronics, semiconductors group and automotive parts, tools, medical equipment, etc.

The TFD Industrial Estate is located at two meters above sea level and therefore is not prone to flooding which why the project is in great demand from investors wishing to buy vacant lands and rent factories here. The project also enjoys Zone 2 investment promotion privileges from the Board of Investment (BOI) including located in the Eastern Special Economic Zone (EEC) promotion zone that close proximity to Bangkok, the strategic location of the industrial estate gives the project a great competitive advantage. In addition, at present, the Company accumulated around 2,000 rai of land to be developed as an industrial estate. The land accumulation was gradually done at lower costs compared to its sales prices.

The land in any industrial estate is highly demanded by investors, demands for land in the TFD Industrial Estate have consistently increased. The Company's pricing of its land and rent will however be based on construction costs, funding costs and land prices in the neighborhood. The Company adjusts both the rent and sales prices of vacant land to accord with market conditions on a yearly basis.

The Company has 2 major sales and distribution channels; namely, sales office of the Company and real estate local agents and international agents. At the other end, it communicates with markets through billboards erected at the TFD Industrial Estate, newspapers, online channel, and websites.

## **2) Standard factory building/warehouse building**

Target groups of customers in the completed factory and warehouse for rent business are small and medium-sized enterprises (SME) as well as Thai and foreign operators wishing to restrict their investment risk during the initial investment phase.

Some foreign investors prefer to have factory and warehouse in an industrial estate thanks to available public infrastructure and related industrial services. In addition, by concentrating in the industrial estate, they can take advantage from developed transportation system, raw material management and interdependency with other industrial counterparts. This is especially the case of the automobile industry and the petrochemical industry. In addition, completed factory and warehouse building help them save time and labor costs to build a factory to manufacture products. That is why factory and warehouse building for rent is an alternative that enables investors to reduce investment costs while enhancing their competition flexibility. Customers can choose to rent factory and warehouse buildings during an initial phase and will only buy industrial land, factory, or warehouse of their own when business subsequently expands. This service also helps the Company to maintain a good long-term relationship with customers as they could focus more at their strategic investment without having to put money into land, factory or warehouse and thereby reduces investment costs while increasing investment returns. As a result, the Company factory and warehouse location and its comprehensive one-stop service center are indeed its competitive advantage.

To set the rent, locations of factory and warehouse as well as rents demanded by competitors or nearby industrial estates are taken into consideration to ensure that the rent remains competitive.

The Company has 2 main distribution channels; namely, through salespersons of the Company and real estate agents. In addition, the Company also advertises through media such as billboards erected nearly the project's location, newspapers, and website.

## **3) Real estate development (residential - condominium)**

Target groups of customers in the residential building project of both the Company are medium-income earners who eye for a condominium in the heart of the city close to sky train and those wishing to have the second home for weekend retreat.

As of December 31, 2023, the Company has condominium projects under development and/or sold and/or waiting to be transferred to customers. Competitive advantage of the Company in the condominium business is a result of the management's long-time experience in the real estate development industry which enables the Company to effectively select an ideal site for residential projects.

Sales of the project are conducted through 2 main channels, namely, our salespersons and real estate agents.

#### **4) Office building for rent**

Target groups of customers are Thai and foreign operators wishing to secure an office in the Central Business District (CBD). The Company's main group of customers is foreign business introduced to the Company by word-of-mouth.

Locations of these two office buildings are connected between Soi Mahadlekluang 3, Rajdamri Road and Langsuan Road which are close to two BTS Skytrain stations of Rajdamri and Chidlom. The site is considered a strategic location which helps enhancing the Company's competitive advantage in this office for rent business.

Determines the rent of its office space on the basis of original rents it currently charges customers while rents of neighboring offices are also taken into consideration to ensure the Company's competitiveness. The Company has a policy to adjust its rents every 3 years based on the rental term to consistently reflect market conditions.

The Company has 2 major sales and distribution channels consisting of direct sales through the Company's sales office and sales through agents.

### **(B) Industrial situation and competition**

#### **1) Industrial Estate**

Based on information from the research department Bank of Ayudhya stated that in 2023-2025, the industrial estate outlook is likely to recover in line with investment expansion in manufacturing. Such recovery would bolster earnings arising from sales and leases of land. However, the revenue of operators would be different relying on the growth prospect of industrial estates located in each area. Details as follows:

- Industrial estates in the eastern region: Income will tend to rise at a sharper rate for operators in the eastern region than for those in other areas, with this driven by strong growth in demand for space to rent or lease. The market will be boosted by government spending on infrastructure construction that will support the development of the EEC (Chonburi, Rayong, and Chachoengsao). This will then serve to attract greater interest from domestic and international investors, especially for those active in industries that are targeted for support by the Thai government. However, in the coming period, the supply of new space on industrial estates (both new developments and extensions to existing estates) tends to be limited due to steadily rising land prices and the increasing difficulty that developers are having in finding suitable new locations.

- Industrial estates in the central region: Income will tend to grow solidly for players in this group, especially from rents and charges for the supply of services and utilities. This is due to the advantages the central region has in terms of access to logistics networks. However, growth in the supply of space on industrial estates will again be limited, though in this case this will arise from the concentration of suitable sites in Bangkok, Samut Prakan, Ayutthaya, and Saraburi.



■ Industrial estates in other regions: Income will tend to remain flat due to low demand in these areas. Local markets for industrial space continue to wait for more concrete government action, especially for progress on infrastructure projects such as transport and logistics networks that link these areas to nearby regions and on to neighboring countries. However, in the absence of this, growth in the market for space on industrial estates outside the central and eastern regions will continue to be relatively sluggish.

The most important factors influencing the growth of demand for industrial estates are (1) the state of the domestic and international economies and local political conditions; (2) multinational companies' approach to investing and establishing production facilities in Thailand; (3) the physical and geographical conditions of the country; and (4) the extent to which government rules and regulations support investment in the domestic industry sectors, and the level of incentives that the government provides for investors in the industrial estates. As of September 2022, there were 67 industrial estates in Thailand, spread across 16 different provinces and covering a total area of 169,823 rai, or up 0.9% from 2021's total of 168,354 rai. Of this total, 14 sites were operated by the IEAT alone and the remaining 53 were joint ventures with the private sector. The eastern region houses the vast majority of the country's industrial estates, with 77.8% of the total (132,084 rai), followed in importance by the central area (including the Bangkok Metropolitan Region), which contains another 16.0% of the total and cumulative lease of 132,083 rai of land on industrial estates had been sold or leased, giving an occupancy rate of 77.8%, up very slightly from 2021's 76.9%. In terms of investors' origins, Japanese operators are by investment value the most important overseas players active on industrial estates, followed by those from China and the US, while by industry, the biggest share of land is occupied by players from the automotive and transport industries.

#### **Industry trends**

Sales and leases of land on industrial estates are forecast to rebound to growth running in the range of 18.0-20.0% per year over the next few years. This will then take the total footprint of space becoming occupied annually to 2,200 rai, 2,700 rai, and 3,000 rai over each of the next three years. This positive outlook will be supported by the following factors:

1) Sentiment will improve among foreign investors now that the COVID-19 pandemic is fading and the degree of intensity of the war between Russia and Ukraine is expected to gradually lessen. In addition, thanks to the full reopening of the country, investors are now able to come to Thailand to inspect prospective business sites in person, negotiate agreements, and sign contracts (being able to conduct an in-person assessment of a potential site and its broader environment is an important part of concluding investment decisions). Domestic confidence is also steadily strengthening on a brighter outlook for business, and so with demand building and economic activity reviving, the Thailand Industry Sentiment Index (TISI) rose 8.0% in 2022. At the same time, the Business Sentiment Index (BSI) climbed 8.1% on an improvement in confidence in both the manufacturing and non-manufacturing sides of the economy (Bank of Thailand, December 2022).

2) Foreign investors will increasingly look to shift production facilities to the ASEAN zone or to expand sites already there, as they try to avoid future supply chain disruptions. These are particularly at risk from worsening tensions between China and the US over trade and with Taiwan over its future independence. Government pro-investment measures continue to be made, including additional tax breaks for investors and liberalization of regulatory regimes. It is hoped that these changes will help to increase FDI to Thailand. Recently, such moves have included: (1) the BOI investment act extending corporate

tax waivers to a maximum of 13 years (up from 8) and cutting tax by 50% for another 5 years; and (2) new BOI Long-Term Resident visa (LTR visa) that give special privileges<sup>3/</sup> to investors and long-term residents in Thailand. These began to be issued on September 1, 2022, and the hope is that these will help to attract individuals to Thailand who have skills and expertise in modern technology, especially in the government's 12 targeted industries. In this environment, Thailand will benefit from the advantages it gains from its status as a major trade and manufacturing hub located in the heart of the ASEAN zone, advantages that are amplified by the country's logistics capabilities and extensive road and rail connections with the broader region. This may thus be a significant driver of future investment.

3) Spending on integrated transport infrastructure will increase, especially in the EEC where this will be boosted by the implementation of phase 2 of the EEC development plan (2023-2027). The latter will include the high-speed rail link connecting 3 airports (Don Muang – Suvarnabhumi – U-Tapao), phase 3 of the development of Map Ta Phut and Laem Chabang seaports, and the development of U-Tapao Airport. These projects will continue to play an important role in sustaining growth for industrial estates in the eastern region. Over the nearly 5 years covering the period from 2018 to the end of Q3/2022, inflows into the S-curve and new S-curve industries have accounted for 57% of the value of all BOI-approved investments.

4) Government pro-investment measures continue to be made, including additional tax breaks for investors and liberalization of regulatory regimes. It is hoped that these changes will help to increase FDI to Thailand. Recently, such moves have included: (1) the BOI investment act extending corporate tax waivers to a maximum of 13 years (up from 8) and cutting tax by 50% for another 5 years; and (2) new BOI Long-Term Resident visa (LTR visa) that give special privileges to investors and long-term residents in Thailand. These began to be issued on September 1, 2022, and the hope is that these will help to attract individuals to Thailand who have skills and expertise in modern technology, especially in the government's 12 targeted industries.

## 2) Standard factories/ warehouses

Information from the research department Bank of Ayudhya stated that the outlook for the various segments of the warehousing industry for the period 2023-2025 is described below:

- General-purpose warehousing: Income growth in the general-purpose segment will likely outpace that of other parts of the industry, with particularly strong performance expected by warehousing in high-potential locations or areas that serve as distribution hubs, such as the BMR and the EEC (in Chonburi, Rayong, and Chachoengsao provinces). However, investment by large and/or new players will increase supply, most of which will be of modern warehousing. This will then take market share from traditional warehouses and SME operators and limit the room for rent rises in many areas. Some players will react to these changes by forming business partnerships or joint ventures with large Thai or international players since this will help companies overhaul their businesses and build competitiveness. Others will respond to changes in the business environment by investing in modern tech-enabled warehousing, thus laying the path to long-term growth in business income.

- Cold storage units: In this segment, income will tend to remain flat or possibly edge up slightly. Demand will persist for the storage of agricultural produce, other fresh foodstuffs, and processed foods that are to be consumed in Thailand or overseas. Demand will also continue to grow for the use of cold rooms for the storage of medicines and vaccines, especially given the ongoing dangers related to COVID-19



and the demand for vaccines that this continues to feed. Nevertheless, the entrance of new providers to the market means that the supply of cold storage space continues to rise, while escalating operating expenses (especially for electricity and labor) will put downward pressure on profits and margins.

- Storage space for cereal crops/silos: Income will tend to be somewhat variable since this is dependent on crop outputs and these move with changes in the weather. At the same time, a supply glut continues to weigh on the market, and this will force players to use pricing strategies to attract and keep customers, though this will have the side-effect of putting profits at risk.

The outlook for the warehouse industry is dependent on the general business conditions prevailing in manufacturing and commerce, together with overall levels of investment and household spending. The industry displays two important characteristics that help to determine its overall features: (1) Returns on investment typically occur over 8-13 years. On the one hand, upfront costs, especially those for land and construction tend to be high (on average, putting up new warehouses takes 6-18 months, though this depends on the footprint of the building), while on the other, income comes overwhelmingly from rent, which accumulates only gradually over the long term. Generally, rental rates will vary depending on the size of the space, the type of warehouse, its location, the provision of utilities, and the degree of competition in the area. (2) The location of any particular warehouse plays a major role in determining its commercial success since this will strongly influence how well goods are stored and how easily they can be redistributed. Given this, evaluating the potential of different sites and the types of warehouses that ought to be constructed plays an important role in determining operators' long-term growth in income.

Two types of rental agreement are used when renting or leasing warehouse space:

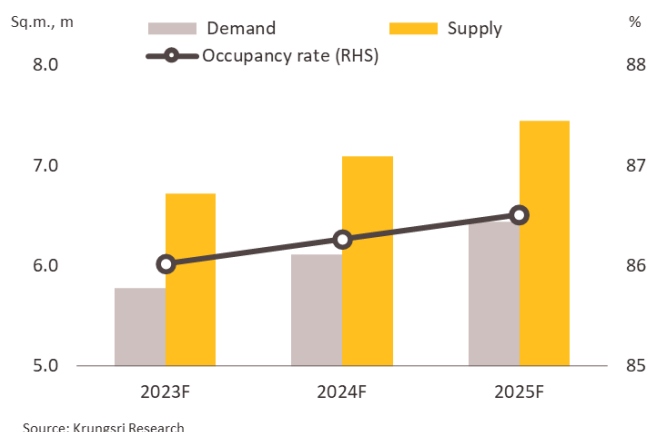
- Short-term contracts (not exceeding three years) are generally agreed for those leasing traditional warehouse space. These are usually made with SMEs and/or businesses that experience uncertain or fluctuating business conditions, for example seasonal businesses such as traders in agricultural produce or players in the fashion trade. Operators working in this segment may thus experience higher levels of risk as a result of uncertainty over income.
- Long-term contracts (longer than three years) are typically made with renters that are managing steadier and more predictable levels of stock and these are generally for modern-style warehouse operations, though these may be either ready-built or built-to-suit spaces. The majority of players in this segment are larger operators that are active principally in the real estate and industrial estates industries, including WHA Corporation, JWD Info Logistics, Wyncoast Industrial Park, and Frasers Property Thailand. Sites operated by these companies tend to be located close to industrial parks, distribution centers, and industrial and manufacturing zones. For landlords, agreeing long-term contracts offers the advantage of being able to manage sites more efficiently and of minimizing fluctuations in income.

#### **Industry trends**

The warehousing industry is growing through 2023, though not at an exceptionally high rate. Demand is being supported by the forecast 5.2% expansion in private-sector consumption and the continuing surge in e-commerce sales, which should expand by 13-15% YoY this year (Source: THECA).

However, the slowdown in the global economy has put downward pressure on the Thai export sector, and so the total value of imports and exports is expected to decline by -0.6% and -1.5% YoY, respectively. This is being partly offset by strength in the import and export of agricultural goods and some manufacturing products. Data covering the period January to July show rises of 42.3% YoY for electrical transformers and component parts, 11.8% YoY for ‘other’ computer equipment, 20.6% YoY for rice, 16.8% YoY for chilled, frozen and dried fruit, 14.8% YoY for tinned and processed vegetables, 14.1% YoY for chilled cooked shrimp, 33.5% YoY for chilled and frozen chicken, 111.7% YoY for chilled and frozen pork, 151.4% YoY for chicken eggs (increases in exports of eggs were driven by the entry of Thai suppliers to the Taiwanese market for the first time in March), and 2.8% YoY for orchids. At the same time, imports were up 73.7% YoY for chilled and frozen fresh shrimp, 34.4% YoY for grapes, 36.2% YoY for rice, 27.1% YoY for drinks, and 15.5% YoY for sweets and chocolate. In light of this, Krungsri Research sees total 2023 demand for general warehousing space coming to 5.8 million sq.m., up 7.0% from the 2022 level. Supply will also rise 6.8% YoY to 6.7 million sq.m., giving an average occupancy rate of 86.0%.

The industry will benefit from strengthening demand through 2024 and 2025 (Figure 12) as the Thai economy continues to grow steadily. Operators will tend to invest in the provision of both built-to-suit and ready-built facilities. In the former case, this will be to meet demand from core customers, while in the latter, it will allow players to respond more rapidly to changing market needs and to address demand from new customers. The outlook for individual segments is given below:



The warehouse rentals industry will enjoy ongoing growth over 2023-2025 thanks to the steady expansion in both the Thai and the global economies and its positive impacts on international trade. Tailwinds will also blow from the rebound in the Thai tourism industry, which is helping to stimulate increased levels of domestic consumption. This is thus lifting the manufacturing sector overall. Alongside this, domestic investment is benefitting from the development of industrial estates, most notably those in the Eastern Economic Corridor (EEC), the advanced state of major Thai manufacturing supply chains (e.g., auto assembly, and textiles and clothing), the move by many international players to relocate production facilities as they try to avoid fallout from worsening global geopolitical tensions, and the continuing rapid growth in Thailand’s e-commerce sector. Given this generally positive outlook, players in the industry will move to meet rising demand by increasing the supply of warehouse space available for rent.

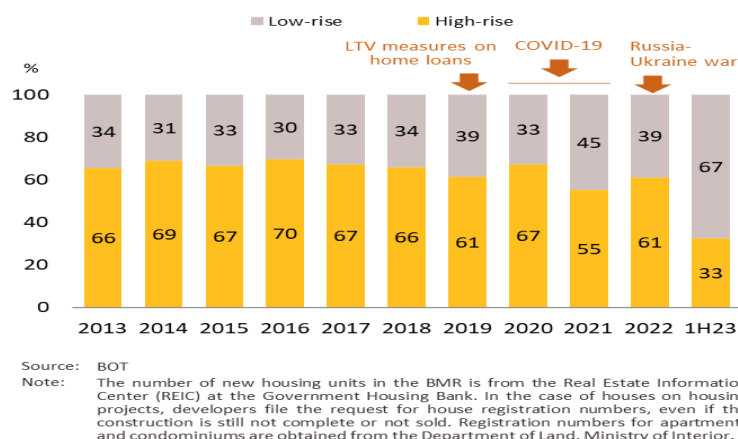
With major Thai players, foreign companies, and new entrants to the market continuing to invest in expanding the supply of rented warehousing space, the total supply will increase by at least 1.1-1.3 million sq.m. or at an annual average rate of 5.8%. Given this, problems with a supply glut will worsen in some areas, feeding greater competition and limiting the space within which rents can be lifted.

### 3) Real Estate Development (Residential building – condominium)

Information from the research department Bank of Ayudhya stated that over 2024-2026 the sales of residential properties will gradually recover, increasing by 2-3% per year, averaging approximately 83,000 units annually. The number of new units will rise by 3-4% per year or 96,000 units annually, though this will still be behind the average of 110,000 new units coming to market each year over 2017 to 2019. Most of new supply will come from major developers that are on a strong financial footing and will be in projects with a limited number of units.

The majority of residential developers in the central business district and along mass transit lines will mostly be undertaken by large players, which are typically skilled in project management, marketing, and securing working capital. Nevertheless, the business is still pressured by the slow economic recovery, affecting the purchasing decisions of certain consumer groups, including foreign buyers. It may therefore be necessary for players to increase budgets for marketing and discounts if they wish to boost sales amid intensifying competition, profits may come under pressure. SME developers will tend to concentrate on low-rise condominium projects with a maximum height of 8 stories in suburban areas, which have lower potential than city center. Furthermore, it is not as popular as low-rise development projects (single houses and townhouses) in the same location. The recovery of the business performance tends to be a slow and drawn-out process.

Over the past decade (2013-2022), high-rise projects (i.e., condominiums) have represented a larger share of new projects in BMR than low-rise segment. (i.e., detached- and townhouses), with an average of 60-70% of registrations of new properties for high-rise project (Figure 4). This is because high-potential land in the BMR is in short supply and prices have continually tracked upwards. The previous reason combining with the expansion of the BMR's metro system (the MRT and the BTS) causes the ongoing developments to take place along these transportation routes. This has led to a growing popularity of high-rise projects. However, the outbreak of Covid-19 altered the dynamics of the market, and with the shutdown forcing individuals to spend longer time at home, especially for work, consumers began to place a greater premium on access to usable space. In response, developers have shifted their focus, and so recent projects have concentrated in particular on detached houses for wealthier buyers. At the same time, work on new condominiums has slowed, though this was especially pronounced during 2020 and 2021 when the pandemic was at its most intense, and the result of this is that for the first time, in the first half of 2023, there were more registrations of new low-rise developments than of condominiums.



The housing market remained depressed through the first half of 2023. Consumer purchasing power had yet to recover fully in the period, and in particular, the economy struggled under the impact of the ongoing contraction in exports seen from October 2022 onwards. Purchasing power was further undercut by the consecutive interest rate hikes by commercial banks and high household debt to 90.6% of GDP (as of 2Q23), amid gradually rising housing prices in response to cost pressures. In addition, demand was affected by stimulus measures put in place in 2022, which pulled future demand forward as buyers accelerated purchases to benefit from these policies before their expiry (e.g., the relaxation of LTV rules and cuts in the fees for transfers of ownership from 2% to 0.01% of the property's value). Weakness in the global economy, most notably the underperformance of the Chinese economy following the country's reopening, also limited the impact of foreign demand in the BMR property market, especially from buyers investing in condominiums. Market weakness was reflected in the drop in the number of new housing units coming to market, which contracted -14.7% YoY to 42,326 units in 1H23. This decline was driven by the large number of projects launches that had come to market in the same period in 2022, although a higher average per-unit price of new units in 1H23, and so the total value of these climbed 10.3% YoY to Baht 210 billion. Sales fell to 43,129 units, down -19.9% YoY (Figure 9), with condominiums accounting for around 60% of sales. The cumulative unsold units also contracted -0.7% YoY to 194,323 units, by 58% of the total concentrated in townhouses and condominiums with priced below Baht 3 million.

The second half of the year 2013, lifted by the continuing rebound in the tourism sector and related businesses including the rebound of the export sector to growth for the first time in eleven months in August. Sales of low-rise properties will benefit from stronger demand from upper-middle- and upper-income buyers, with high purchasing power, and from the positive effects of extensions to the BMR mass transit network on demand for properties in more suburban locations. Likewise, the mid- and upper-end of the market for condominiums will grow solidly because the primary customers are high-income Thais and foreign buyers looking for residences to hedge against troubles in their home countries (e.g., economic problems or war). Especially those close to shopping malls with easy access to metro lines, as reflected by the increasingly concentrated of new projects in the central business district, e.g., Dusit Residences, Scope Langsuan, and Romm Convent. However, growth in the market for condominiums targeting mid- to lower-income buyers continue to recover more slowly. Developers are boosting sales by adjusting strategies to offer more options for specific buyer groups, for example by offering leasing arrangements to buyers (allowing immediate occupancy with gradual payments until the principal is reduced to a level where financing can be sought from financial institutions) or low-interest loans services to reduce interest burdens on buyers. The overall situation for the housing markets in 2023 was as follows:

- Total sales are forecast to slip -12.0% from 2022. This is partly a result of commercial banks tightening lending conditions, which has then lifted the loan rejection rate to 40-50%. This is particularly affecting buyers of properties valued the price range less than THB 3 million. This price range constitutes a significant market with a consistent influx of new projects each year, as it caters to a large group of regular employees seeking their first homes. However, these problems will be partially offset by the return of foreign demand (transfers of ownership made by non-Thais accounted for 19% of the value of all transfers of ownership, up from 12.6% in 2019), and this will thus help to prevent too sharp a contraction in sales.
- The number of new units coming up for sale in 2023 will be down by -8.5% YoY. Given the decision by developers to hold back on work while the economic outlook remained uncertain, declines will be seen across all segments and the forecast is thus that the number of new townhouses and condominiums will drop by respectively -15.0% and -7.5% YoY. However, for detached houses, the decline will be just -1.0% YoY. Although the number of new units for detached houses will drop, new projects will tend to be at the premium end of the market in the east of Bangkok (Krungthep Kreetha Road), therefore lifting the total value of the residential market. Partly because of rising costs (for land, construction materials, and labor), average prices per unit for new properties will also be up 13.6 - 36.3% YoY to THB 5.0 - 6.0 million, but because supply has outgrown demand, the cumulative unsold units will rise 5% YoY to 200,000 units. As before, these will be concentrated among townhouses and condominiums priced below THB 3 million.
- Over 9M23, transfers of ownership softened -2.9% YoY to 131,440 units. Declines were seen for all types of low-rise properties, with falls of -8.4% YoY for townhouses (31% of the total), -12.0% YoY for detached houses (16% of the total), -8.8% YoY for semi-detached houses and shophouses (9% of the total). However, for condominiums (44%), declines were limited to just -0.1% YoY by the 7.4% YoY increase in the value of transfers made by non-Thai buyers. Some of these had in fact signed contracts in 2022, resulting in a higher number of property transfers in 2023, led by Chinese buyers (these tend to buy condominiums in the BMR rather than tourist destinations), Taiwan, Myanmar, and the US.
- Housing prices have been strengthening for all segments, and over 9M23. The condominium price index recorded the highest increase at 4.6% YoY, followed by detached houses (+4.4% YoY) and townhouses (+4.0% YoY). Increases were driven by the rising cost of land and construction materials, coupled with an increase in labor costs due to shortages of skilled labor in the construction sector. This shortage remains a significant issue in the current and future development of residential projects. These factors have led to a surge in the prices of newly launched residential units rising from THB 4.4 million per unit in 2022 to THB 5.0 million per unit in 2023 (with averages of THB 14.2 million, THB 2.8 million, and THB 2.7 million, for detached houses, townhouses, and condominiums respectively).

### Industry trends

In 2024-2026, it is expected that the housing market in Bangkok and the surrounding area will gradually improve as follows:

- Sales of residential properties are expected to strengthen by 2-3% per year supported by (1) consumer purchasing power is showing a recovery trend in response to the Thai economy's expected growth of 3-4% per year. (2) Government spending on infrastructure and especially in the expansion of the mass transit system will improve travel in and out of the city center, encouraging developers to open up new projects along mass transit network. (3) The tourism sector will continue to recover, and with 43 million arrivals expected by 2026, foreign purchasing power will have a growing role to play in the property market. This will include purchases made by non-Thais of second and holiday homes. (4) The number of expatriates working and investing in Thailand will increase. These numbers will be swelled by investors moving production facilities to Thailand as they try to avoid becoming collateral damage in the US-China trade war.
- The number of newly launched units will expand the supply of properties by 3-4% per year to around 96,000 units, though this will remain below 110,000 units averaged over 2017-2019. These will largely be in projects undertaken by major developers that are on a solid financial footing. The latter will concentrate especially on low-rise projects with a limited number of units, targeting upper-middle- to upper-income real demand from owner-occupiers. While high-rise projects will typically expand along new and extended metro lines, for convenient travel from the suburbs to the city center. Developers will also enhance amenities to attract buyers, for example by using sources of clean energy and installing solar cells and EV chargers. Moreover, the 4th revision of the Comprehensive City Plan for Bangkok (expected to come into effect in 2025), will extend the range of the city's 'orange' zone (Land category medium density housing) by 23.5% from the 2013 version of the comprehensive city plan, accounting for 41.1% of the total area of 1,568.73 sq.km. This will include areas adjacent to new metro lines along Lat Phrao, Srinakarin, and Ram Inthra roads, and this will then underpin growth in the market for condominiums.
- Condominiums: Supply will continue to expand, partly driven by the need to meet demand from long-term investors in rental properties, and since more expensive oil and the rising cost of living have eroded the purchasing power of low- to mid-income earners, condominiums remain a preferred option for this group. In particular, to meet demand from mid- to upper-income Thai and foreign buyers, supply will expand in central areas as well as near areas of employment, such as around Lat Krabang near the industrial estate, and in areas served by new metro lines. The latter will include the following. (1) On the Pink Line (the Khae Rai-Minburi section opened in November 2023, and provides travel connections between the center, north and east of Bangkok, and Nonthaburi), the area around Minburi, where there is an interchange

between the Pink and Orange (Eastern) lines, will likely see new residential developments, rising population density, and in the future, growth in local employment. (2) On the Orange Line (Taling Chan-Minburi), which links the east and west of the city, the eastern section (due to open in 2025) will lift the potential of the area around Ramkhamhaeng. However, overall growth in the supply of new condominiums will be limited by the significant glut of unsold units, especially in the outskirts of Bangkok, for example along the Blue Line (Hua Lamphong-Bang Khae) and the Green Line (Bang Na-Samut Prakan). These condominiums are at a disadvantage relative to both low-rise developments in the same areas and high-rise developments in other parts of the city. The majority of condominium will mostly be developed by larger players that are skilled in project management, marketing, and securing sources of working capital.

#### 4) Office building for rent

Information from the research department Bank of Ayudhya stated that more than 70% of office buildings for rent in Thailand are in the Bangkok Metropolitan Region (BMR) (reflecting office construction areas throughout the country). In Bangkok, office properties building has tended to cluster in the central business district (CBD), where office developments sit alongside flagship shopping complexes and high-end hotels and residential units. The CBD encompasses the central districts of Silom, Sathorn, Ploenchit, Wireless Road, Asoke, and the top end of Sukhumvit (up to Soi 24) (Box 1). This area is well served by communication links, including the BTS, MRT and expressways that link it to outer areas of Bangkok. Success comes at a price, though, and further development in the CBD is limited by a shortage of suitable land and the high price of what remains. This tightening of supply has then encouraged developers to move further afield and thanks to the development of new transportation systems (including a significant extension to the Bangkok metro), most new office developments are now found further out from the CBD in areas such as Ratchadaphisek, Phahonyothin, Vibhavadi Rangsit, Chaengwattana, and Bangna.

Typically, new office space takes one of two forms: high-rise development or a large building. These would be either rented out en bloc or sub-divided into smaller units for rent to several independent tenants. The latter would result in more than one company operating on the same floor. The building owners are responsible for supplying and maintaining facilities and utilities including electricity, air-conditioning, lifts, and car parks.

Developing office space in the CBD is capital-intensive and because of this, the market is dominated by large developers with the requisite financial strength and abundant landbank. This has led to restricted new supply of office space, a situation exacerbated by The Bangkok Comprehensive Plan (B.E. 2556) 2013, which limits the construction of new office buildings to commercial areas only. As a result, the land available for development is too small for large office buildings (at least 10,000 sq. m.). In contrast to the CBD, investors of office space in districts surrounding the CBD and in further zones are usually mid- to large-size companies which have different investment patterns. These companies invest in projects ranging from small buildings to house own operations - and perhaps rent out idle space - to commercial properties specifically for rental.



### Industry trends

Over the three years from 2023 to 2025, the market for rented office space will strengthen on a better outlook for the economy, and as a result of the ending of the Covid-19 pandemic, the return of staff to office-based working. One survey of over 150 Asia-Pacific companies found that around 40% expect staff to work fully from the office, up from 26% in 2021 (source: CBRE), and this indicates that having access to rented office buildings remains an important factor in carrying out business. However, hybrid working, which allows staff to mix on- and off-site work or to reduce the number of days that they come to the office, are more popular in parts of the economy, for example in some service industries, and this may impact overall levels of demand for office space with regard to both the size and type of the space and the uses to which it can be put. The market is also being affected by the popularity of co-working spaces, which are spreading rapidly, and which give individuals a considerable degree of freedom in how they utilize their workspace. The CBRE survey also shows that many Thai companies are overhauling their offices to better meet the needs of hybrid work, for example by resizing and changing how different spaces are used, installing new equipment and smart technology, and providing hot desking facilities changing the size and function of office portfolios to implementing new in-office features like hot desking and smart workplace technology. The overall outlook for the industry over the next three years is outlined below.

- Demand for office space will rise at an average annual rate of 1.5-2.0% (down from an average of 2.5% over 2015-2019). Growth will be supported by recovery in the economy, and as businesses grow, they will take on more staff and allowances will then need to be made for these. In addition, demand from overseas companies will continue to support the market, especially for Grade A offices in the CBD. Nevertheless, growth may be held back by constraints imposed in contracts on how space may be used and by a property's flexibility. For example, a renter may rent a core unit for business and then expand into a co-working space, instead of renting an entire floor. In addition, one survey has shown that over half of all rentals of office properties in the CBD in the previous year (the data was correct as of mid-2022) were for a space rental in a building certified as 'green buildings'; it is now easier for renters to gain environmental certification and so move towards what may be long-term corporate goals of putting their business on a more sustainable and environmentally friendly footing (source: Future of work survey by Jones Lang LaSalle (JLL)).
- The supply of new office buildings will rise on greater investment by developers, though the Covid-19 pandemic has resulted in delays to some projects. 70% of new supply will be in the CBD, which will contain a particularly high share of large mixed-use projects, including The Unicorn, Park Silom, EmSphere, and One Bangkok, all of which qualify as super-premium developments. The total footprint of new space that will be completed over the next 3 years is expected to come to 850,000 sq.m., bringing supply up by an average of 2.8% per year (Figure 14). Growth in supply will therefore outpace that of demand, and the relative oversupply to the market will shift bargaining power to renters, who should then be able to extract advantages from this situation.



- Occupancy rates are forecast to drop to a 16-year low of 84% (Figure15) thanks to the steady supply of new space becoming available from some 20 major projects currently underway (as per developers' own plans). On the other side of the market, demand will come mostly from renters currently in older buildings that are more than 12 years old, which combined account for around half of all supply. In addition, an increasing proportion of renters who have been in the same building for more than 15 years will move into newly built offices (source: JLL), and this will put pressure on the owners of older office buildings to refurbish these, whether they are inside or outside the CBD. Falling occupancy rates in older buildings will also push some operators to use more aggressive pricing strategies, for example by holding rents flat or even cutting these, especially as they look to extend leases and maintain occupancy levels by keeping existing tenants in place.
- Rents for all office space in the CBD and for non-CBD Grade A offices will either remain unchanged or increase slightly as demand strengthens, especially from renters in fast growing industries in the service sector, trade, and technology. In addition, development costs (including labor) are also rising, especially for new developments that are sold on the quality of their architectural design, in terms of both appearance and the building's sustainability and ESG standards. These structures often rely on complex technological systems to make them more user friendly and come with first class management systems that support post-Covid office usage patterns, while owners of older buildings will likely renovate, refurbish, and modernize these. Rents for non-CBD Grade B buildings will tend to slip, partly due to renters decamping for higher quality premises, though for buildings over 20 years old, rents will fall even faster relative to the market average. Nevertheless, if older buildings are modernized and improved, they may still be well placed to meet the needs of renters and to find a place within the property market as a value proposition.

Problems that will likely affect players in the industry over the next three years will include the following. (1) Some organizations will continue with hybrid working, and this may generate some difficulties with managing workspaces since these may have to support different uses as these change over the course of a single day. (2) Competition will tend to intensify, and although developers plan to increase investment 1.5 times fold over 2023-2025 relative to the average for the past five years, demand will strengthen only gradually, and this will limit the space for increases in rent. (3) Demand will rise for certified green buildings among businesses that have set environmental targets, especially for overseas companies (a survey by Jones Lang LaSalle (JLL) found that 3-5 companies out of every 10 companies want office space in green buildings which is different from the previous 3 years when there were only 1-2 cases.).

Thai office space is also relatively appealing when compared to alternatives in the ASEAN region thanks to: (1) Thailand's geographical position in the center of the region, which helps to facilitate the building of trade and investment connections with neighboring countries; (2) rental rates that are still low compared to those of some competitors, e.g., Singapore and Ho Chi Minh city; and (3) government

schemes to encourage companies to move to Thailand, for example by offering tax breaks for corporations setting up international business centers (IBCs) in the country (in place of measures targeting ROHs). These factors should then help to sustain ongoing growth in the office rentals business in the coming period.

## 5) Hotel

Information from Prachachat Thurakit indicates that in 2023, Thailand will have a number of foreign tourists of approximately 28 million people entered Thailand or approximately 70% compared to the period before COVID-19 in 2019. However, the hotel business in the overall picture still recovers in some sections. From the Hotel Business Operator Sentiment Index in December 2023 (Survey during 8 - 25 December 2023) from the participants of 75 hotel respondents of the Thai Hotel Association and the Bank of Thailand, it was found that nearly 80% of hotel business revenues have not yet recovered to pre-COVID-19 levels, with only 20% having revenues equal to or greater than pre-COVID-19 levels. Most of which are 4-star hotels and above and located in the central and southern regions.

However, it is mostly expected that the hotel business will return in the first quarter of 2024 or 2025 onwards, with hotels in the northern, central, and southern regions and most 4-star hotels and above estimated that during the first quarter of 2024, there will be increase number of foreign customers (excluding China) compared to the fourth quarter of 2023 while most hotels in the eastern region expect foreign customers to be stable.

For the Chinese customers, most hotels in the central region still estimate that the number of Chinese customers will increase while most hotels in the eastern and southern regions estimate that Chinese customers will be similar to the number in the fourth quarter of year 2023 and more than 40% of hotels with a rating of no more than 3 stars expects that in the first quarter of 2024, the Chinese customers are likely to decrease from the previous quarter.

At the same time, most hotel operators still want government assistance measures in 4 main areas, consisting of (1) measures to continuously stimulate Thai tourism so as to increase the number of tourists and focus the quality markets by providing free visas for foreign tourist and also the measures to stimulate domestic tourism especially in the secondary provinces to stimulate Thai tourists. (2) measures to help with the expenses by reducing the energy costs, utilities and labor costs which are the main costs of the hotel business. (3) setting the labor measures such as personnel development and training to develop the labor skills and increase personnel in the tourism sector. And lastly, (4) Financial measures by providing low-interest loan measure for hotel businesses to improve their accommodation to be able to compete in the market and have sufficient working capital to increase its business liquidity.

For the average occupancy rate in December 2023, it was found that the average ratio was only 68%, increasing from the previous month in line with the increase in numbers of foreign tourists entering in the tourist season and more than 50% of hotels were able to adjust room rates higher than the rate before COVID 19, especially the 4-star hotels and above. However, it is expected that the occupancy rate in January 2024 will be at 65%, a slightly decrease compared to the rate in December 2023.

### **Industry trends**

The information from the Research Department, Bank of Ayudhya Pcl. has revealed an analysis of business trends of the hotel industry in 2022-2024, indicating that the hotel business is likely to improve respectively during the year 2022-2024 as the result of the foreign tourists have not yet returned so much and the country still face the problem of having people infected with COVID-19 increasing rapidly. In addition, the world economy has slowed down due to the Russian – Ukraine war. However, it is expected that the number of foreign tourists will increase at an accelerated rate during 2023-2024 and will recover to the similar level as the pre-COVID-19 period (38-40 million people) in the year 2025, while the number of Thai tourists is likely to continue to recover due to measures to stimulate the domestic tourism market.

On the supply side, it is expected that large hotel operators will continue to expand investment even though it is somehow later than the plan. As a result, the nationwide occupancy rate is likely to remain low at the average rate of 45% in 2022 before increasing to 55% in 2023 and 65% in 2024 which overall the hotel business in every area will continue to face intense competition due to high oversupply while demand slowly recovering, thus results in the room price adjustments are difficult to do.

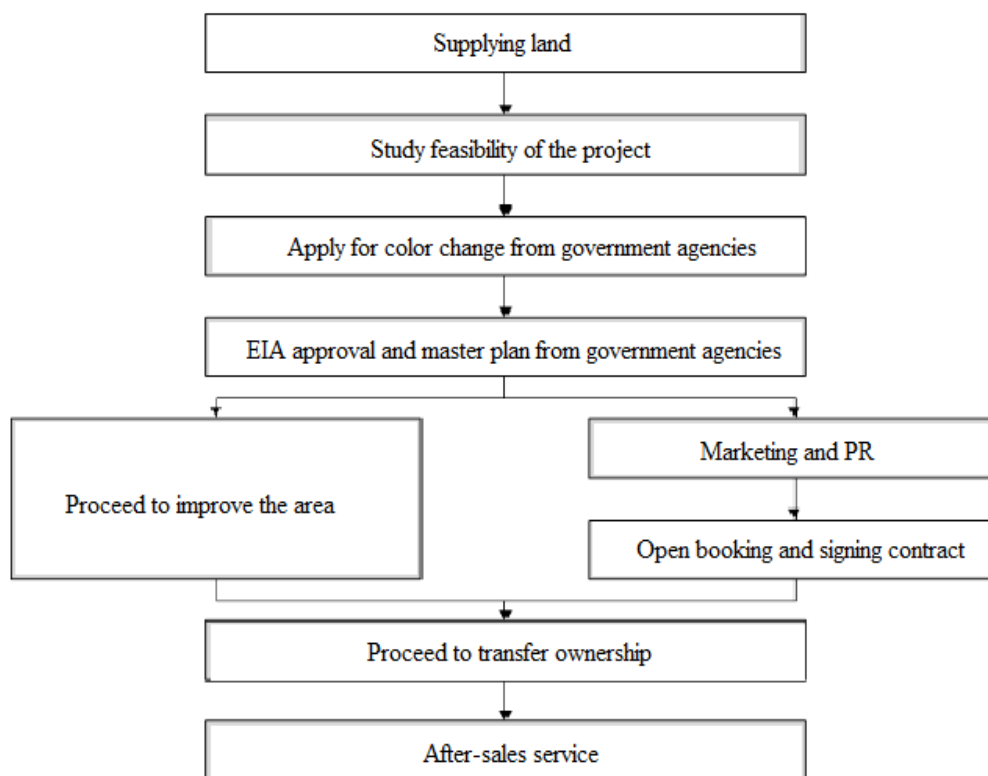
### **Factors supporting the trend of hotel business growth**

- The Chinese market, which is the Thailand's most important tourist market. The travel controls will begin to gradually relaxed around the middle of 2023 while Thailand is one of the destinations of Chinese tourists.
- The government sector continues to implement several measures to stimulate the tourism such as creating a travel bubble between Thailand and important countries such as China and India, etc. including the road shows that aim to penetrate new high-end markets such as Saudi-Arabia.
- The fascinating of Thai tourism that attracts the attention of tourists. Visa's latest "Global Travel Plan Survey" found that Thailand was ranked fourth in terms of the most popular tourist destinations in the world with Bangkok, Phuket, Chiang Mai and Hua Hin are the tourist destinations where tourists around the world searched for information via online channels the most.

## **(3) Product or Service procurement**

### **1) Industrial estate**

The Company has spent 3 - 5 years duration to develop land for the project TFD Industrial Estate phase 1. Such time does not include the time in process of asking for permission from related authorities which is the key factor to the time duration. Another factor is season as it is very hard to develop in the rainy season. The main materials and services in developing land to set up Industrial estate comprises of land, contractor, project designer or planner and construction materials such as cement and steel etc. The contractor that the Group Company has assigned to do the construction part for the project will also responsible to procure such materials. In brief, the process of the Company's industrial estate development can be summarized as in the flow-chart below;



The main materials and services in developing land to set up Industrial estate comprises of land, contractor, project designer or planner and construction materials such as cement and steel etc. The contractor that the Company has assigned to do the construction part for the project will also responsible to procure such materials.

## **2) Standard ready-built factory / warehouse**

The Company has spent 6 - 7 months duration to build the standard ready built factory and warehouse which also exclude the time spent on permission from related authorities. The duration of time for building depends on the time spent on permission from related authorities and also the season as it is hard to build in the rainy season, same factors as the case to develop the industrial estate.

The main materials and services in building the standard ready built factory and warehouse consists of land, contractor, project designer or planner and construction materials, the same ingredients as used to develop land for the industrial estate. The contractor that the Company has assigned to do the construction part for the project will also responsible to procure such construction materials.

## **3) Real estate development (residential - condominium)**

The Company have spent 2.5 - 3 years duration to develop and build the Condominium, not taking in to account the time in process of asking for permission from related authorities. The time used in building each condominium project will depend mainly on the size of the project.

Main materials in building Condominium project are land, contractor, Project designer and construction materials such as Precast concrete, glass and aluminum etc. The contractor that the Company has assigned to do the construction will also responsible to procure such construction materials.

#### 4) Office building

The Company also operate the office building for rent, by co-operate with the partnership, Schubert Holdings Plc., Ltd, to take over SG Company which owns 2 office buildings. After such investment, the Company also acts as the project management company. The term of the lease agreement between SG and Office of the Privy Purse has a period of 30 years and will expire in October 2023, and the term of the sublease agreement between SG and GF Holdings Company Limited has a period of 30 years and the contract expires in November 2025, which has remaining approximately 1 year.

#### (4) Unfinished Work

As of December 31, 2023, the Company and subsidiaries not had unfinished work.

### 1.3 Shareholding Structure of the Group of the Company

#### 1.3.1 Shareholding Structure of the Group of the Company

As of December 31, 2023, the Company had subsidiaries and joint venture which operates real estate development business under the ownership directly and indirectly of 5 companies and had 1 joint venture consisting of;

##### Subsidiaries

- JCK Utilities Company Limited (JCKU)
- CROWN Development Company Limited (CROWN)
- SG Land Company Limited (SG Land)
- JCK Corporation Company Limited (JCK Corp)  
(Former TFD Real Estate Management Company Limited (TFDRM))
- Ratchadumri Real Estate Company Limited (RDR)

##### Joint venture

- BGY and TFD Properties Company Limited (BGY&TFD) (Record interest in the Company's financial statements)

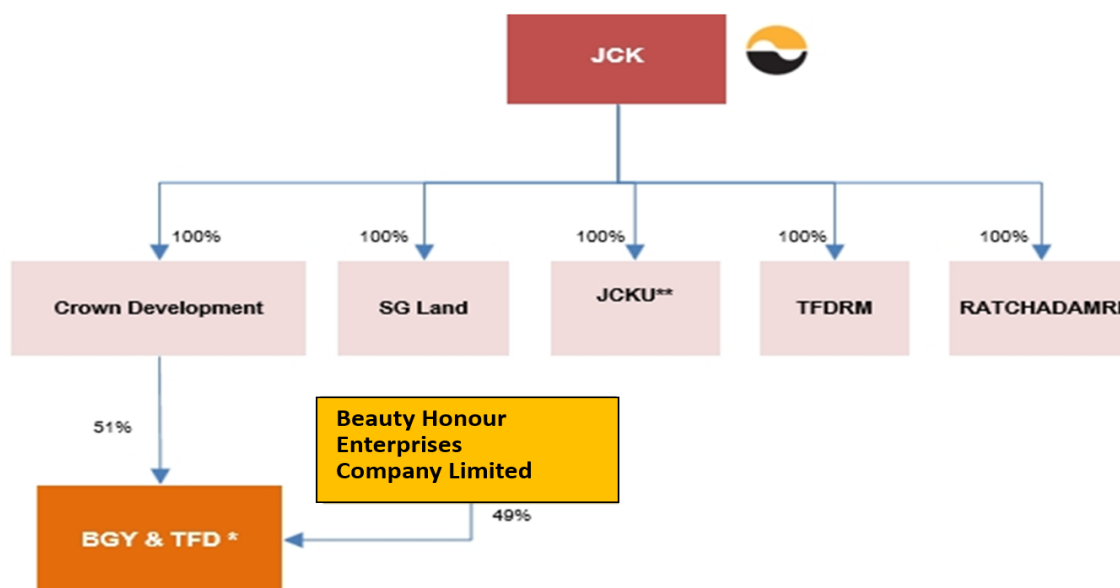


Figure 1 Diagram showing the shareholding structure of the Company as of December 31, 2023

Shareholding not different from the proportion of voting rights

As of December 31, 2023, the Company, its subsidiaries and joint venture develop properties in a variety of shapes and forms, can be classified into six main business groups as follows;

- Industrial estate
- Standard factory/warehouse
- Real estate development (residential - condominium)
- Office building for rent
- Property management service
- Hotel Business

## Information of Subsidiaries and Joint Venture

### Subsidiaries

#### **JCK Utilities Company Limited (Former Total Industrial Services Company Limited)**

Company Abbreviation	JCKU
Company registration date	April 25, 2003
Company registration number	0105546049692
Registered Capital	Baht 500,000,000 ( As of December 31, 2023 )
Paid-up Capital	Baht 425,000,000 ( As of December 31, 2023 )
Par Value	Baht 10 per share
Shareholder	JCK International Public Company Limited hold shares 100%.
Nature of Business	Construction of standard factories and warehouses for sale and rent. Located in TFD Industrial Estate (Tha Sa-an), Laem Chabang Industrial Estate and Bang Sao Thong.
Head Office	No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 676-4055-57 Fax. (662) 676-4038
Website	<a href="http://www.jckutilities.co.th/">http://www.jckutilities.co.th/</a>

#### **CROWN Development Company Limited (Former VSSL Enterprise Company Limited)**

Company Abbreviation	CROWN
Company registration date	July 10, 1998
Company registration number	105541042436
Registered Capital	Baht 220,000,000 ( As of December 31, 2023 )
Paid-up Capital	Baht 220,000,000 ( As of December 31, 2023 )
Par Value	Baht 100 per share
Shareholder	JCK International Public Company Limited hold shares 100%.
Nature of Business	Real estate development. There is one project that is currently under development consist of condominium project namely 15 Sukhumvit Residences.
Head Office	No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 676-4031 Fax. (662) 676-4038

**SG Land Company Limited**

Company Abbreviation	SG Land
Company registration date	June 8, 1988
Company registration number	0105531041836
Registered Capital	Baht 100,450,000 ( As of December 31, 2023 )
Paid-up Capital	Baht 100,450,000 ( As of December 31, 2023 )
Par Value	Baht 5 per share
Shareholder	JCK International Public Company Limited hold shares 99.9%.
Nature of Business	Office buildings for rent 2 buildings, namely SG Tower 1 and the Millenia Building (SG Tower 2) located on Ratchadamri Road.
Head Office	No. 62, the Millenia Building, Lang Suan Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 Tel. (662) 651-9481 Fax. (662) 651-8575

**JCK Corporation Company Limited (Former TFD Real Estate Management Company Limited)**

Company Abbreviation	JCK Corp
Company registration date	July 14, 2015
Company registration number	0105558114907
Registered Capital	Baht 38,000,000 ( As of December 31, 2023 )
Paid-up Capital	Baht 38,000,000 ( As of December 31, 2023 )
Par Value	Baht 10 per share
Shareholder	JCK International Public Company Limited hold shares 100%.
Nature of Business	Operate business as a trust manager to invest in real estate (REIT)
Head Office	No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 676-0288 Fax. (662) 676-0277

**Ratchadumri Real Estate Company Limited (Former Mahadlek Luang Company Limited)**

Company Abbreviation	RDR
Company registration date	January 28, 2020
Company registration number	0105563015776
Registered Capital	Baht 100,000,000 ( As of December 31, 2023 )
Paid-up Capital	Baht 70,300,000 ( As of December 31, 2023 )
Par Value	Baht 100 per share
Shareholder	JCK International Public Company Limited hold shares 100%.
Nature of Business	Real estate development business
Head Office	No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 676-4031 Fax. (662) 676-4038

## Joint Venture

### **BGY & TFD Properties Company Limited**

Company Abbreviation	BGY & TFD
Company registration date	June 21, 2018
Company registration number	0105560101621
Registered Capital	Baht 300,000,000 ( As of December 31, 2023 )
Paid-up Capital	Baht 300,000,000 ( As of December 31, 2023 )
Par Value	Baht 30 per share
Shareholder	CROWN Development Company Limited (Subsidiary of JCK) hold shares 51%
Nature of Business	Real estate development business for sale. There is one projects that are currently under development namely Artisan Ratchada Condominium, Soi Thian Ruammit, Huai Khwang, Bangkok
Head Office	No. 9, G Tower Grand RAMA 9 Building, 24 <sup>th</sup> Floor, Rama 9, Huai Khwang, Bangkok, 10310 Tel. (662) 126-6870

In addition, the Company also invests in another real estate fund, namely the Real Estate and Leasehold Property Fund MFC Industrial Investment (MFC Industrial Investment : M-II) Property and Leasehold Fund, which has a registered capital and paid-up capital as of December 31, 2023, equal to Baht 1,534.24 million. The objective is to invest in real estate in the type of industrial factory for rent. The Company holds 10.04% of the total issued investment units. The objective of M-II is developing real estate for sale.

#### **1.3.2 Persons who may have conflicts of interest hold shares in subsidiaries or associated companies in aggregate more than 10% of the number of shares with voting rights of that company. Explain the reasons**

-None-

#### **1.3.3 Relationship with the business group of the major shareholder**

-None-

#### **1.3.4 Shareholders**

##### **(1) Major Shareholders**

10 major shareholders of the Company as of January 10, 2024, which is the date for collecting the list of shareholders of the Company. The list is as follows:

No.	Name	Shareholding	Percentage (%)
1	Group of Mr. Apichai Taechaubol	1,210,023,658	31.83
	Mrs. Chalida Taechaubol	460,079,966	12.10
	Mr. Apichai Taechaubol	364,204,456	9.58
	Miss Orranut Taechaubol	167,161,713	4.40
	Mr. Krittawat Taechaubol	111,095,000	2.92



No.	Name	Shareholding	Percentage (%)
	Mr. Noppawee Taechaubol	65,710,800	1.73
	Mr. Chotiwit Taechaubol	36,720,859	0.97
	Miss Waraporn Taechaubol	5,043,736	0.13
	JC Assets Company Limited	7,128	0.00
<b>2</b>	<b>Group of TSENG</b>	<b>249,500,000</b>	<b>6.56</b>
	MR. KUO-CHAN TSENG	75,900,000	2.00
	MR. KUAN-SHUN TSENG	61,800,000	1.63
	MR. KUAN-PING TSENG	61,800,000	1.63
	MRS. YU-HUI CHEN	50,000,000	1.31
<b>3</b>	<b>Thai NVDR Company Limited</b>	<b>142,811,538</b>	<b>3.76</b>
<b>4</b>	<b>Miss. Vanida Daentraithot</b>	<b>96,300,000</b>	<b>2.53</b>
<b>5</b>	<b>Group of Mayakarn</b>	<b>80,684,975</b>	<b>2.12</b>
	Mrs. Orrapan Mayakarn	40,611,481	1.07
	Mr. Suchart Mayakarn	21,873,494	0.58
	Miss Euakarn Mayakarn	16,200,000	0.43
	Mr. Dusit Mayakarn	2,000,000	0.05
<b>6</b>	<b>Mrs. Passavee Sanitwong Na Ayutthaya</b>	<b>54,000,000</b>	<b>1.42</b>
<b>7</b>	<b>Mr. Chitrakorn Angsuwijit</b>	<b>48,640,000</b>	<b>1.28</b>
<b>8</b>	<b>Group of Lightsuwan</b>	<b>42,410,000</b>	<b>1.12</b>
	Mrs. Chantharat Lightsuwan	42,000,000	1.10
	Miss Nuttnaree Lightsuwan	410,000	0.01
<b>9</b>	<b>Miss Sumalee Ongcharit</b>	<b>36,694,800</b>	<b>0.96</b>
<b>10</b>	<b>Mr. Ruamnakorn Tubtimthongchai</b>	<b>30,800,000</b>	<b>0.81</b>
	<b>Total of the top 10 shareholders</b>	<b>1,991,864,971</b>	<b>52.38</b>
<b>11</b>	<b>Others</b>	<b>1,810,882,380</b>	<b>47.62</b>
	<b>Total</b>	<b>3,802,747,351</b>	<b>100.00</b>

(2) Major shareholders who by behavior influences the Company's policy, management or operation significantly.

- |                               |                                                                                                                                              |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Apichai Taechaubol     | Director of the Company which is the representative of the major shareholder                                                                 |
| Positions in listed companies | Chairman and Chief Executive Officer<br>(Authorized person to sign on behalf of the company according to the company certificate)            |
| 2. Mr. Kritawat Taechaubol    | Director of the Company which is the representative of the major shareholder                                                                 |
| Positions in listed companies | Executive Director and Deputy Managing Director<br>(Authorized person to sign on behalf of the company according to the company certificate) |

### (3) Restrictions on the transfer of company shares

The Company has no restrictions on the transfer of shares unless the transfer of shares causes foreign shareholders to hold shares in the Company More than 38% of the total number of shares sold of the Company.

### (4) List of shareholders of subsidiaries

The shareholder structure of the subsidiaries as follows:

Name of Shareholder / Subsidiaries	JCKU		CROWN		SG Land		JCK Corp		RDR	
	No. of Share	Proportion of holding	No. of Share	Proportion of holding	No. of Share	Proportion of holding	No. of Share	Proportion of holding	No. of Share	Proportion of holding
The Company or JCK	49,999,972	99.96%	2,199,998	100%	20,063,899	99.87%	3,799,997	100%	999,997	100%
Mr. Kritawat Taechaubol	24	0.04%	1	0%	-	-	-	-	1	0%
Mr. Anukul Ubonnuch	4	0.00%	1	0%	-	-	2	0%	1	0%
Mr. Gumpol Tiyarat	-	-	-	-	-	-	1	0%	-	-
Mr. Apichai Taechaubol	-	-	-	-	-	-	-	-	1	0%
Lome Dumri Co., Ltd.	-	-	-	-	9,836	0.05%	-	-	-	-
Sawat Dumri Co., Ltd.	-	-	-	-	9,836	0.05%	-	-	-	-
SubLt. Saeree Osathannukroh	-	-	-	-	1,071	0.01%	-	-	-	-
Mrs. Srisuma Praditsuwan	-	-	-	-	1,071	0.01%	-	-	-	-
Mr. Pasuree Osathannukroh	-	-	-	-	1,071	0.01%	-	-	-	-
Mrs. Wimonthip Pongsathorn	-	-	-	-	536	0%	-	-	-	-
Ladyship Malathip Osathannukroh	-	-	-	-	536	0%	-	-	-	-
Mr. Worrawit Osathannukroh	-	-	-	-	536	0%	-	-	-	-
Mrs. Saowanee Sarasart	-	-	-	-	536	0%	-	-	-	-
Mrs. Jarmmaree Osathannukroh	-	-	-	-	536	0%	-	-	-	-
Mr. Worrewut Osathannukroh	-	-	-	-	536	0%	-	-	-	-
<b>Total</b>	<b>50,000,000</b>	<b>100%</b>	<b>2,200,000</b>	<b>100%</b>	<b>20,090,000</b>	<b>100%</b>	<b>3,800,000</b>	<b>100%</b>	<b>1,000,000</b>	<b>100%</b>

- (5) Agreement between major shareholders (shareholders' agreement) in matters affecting the issuance and offering of securities or the management of the Company and explain the important aspects that affect the operation**

- None -

- (6) Free Float**

As of January 10, 2024, which is the closing date of the shareholder register book, the company has a total of 8,662 shareholders, with 8,660 minor shareholders (Free Float) holding a total of 2,978,462,929 shares, accounting for free float of 78.32 percent of the total paid-up shares.

- (7) Treasury Stock**

During the year, the Company has not made a transaction to buy back shares (Treasury Stock).

- (8) Change in major shareholding structure**

During the year, the Company has not changed its major shareholding structure.

#### **1.4 Amount of registered capital and paid-up capital**

##### **1.4.1 Amount of registered capital and paid-up capital**

As of December 31, 2023, the Company has registered capital Baht 7,971,416,322, divided into 7,971,416,322 ordinary shares with a par value of Baht 1 per share and paid-up registered capital Baht 3,802,747,351, divided into 3,802,747,351 ordinary shares with a par value of Baht 1 per share.

##### **Listed stock exchange**

The Stock Exchange of Thailand

No. 93, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400

- 1.4.2 In the event that the Company has other types of shares with different rights or conditions than ordinary shares, such as preferred shares. Explain the main characteristics of the securities.**

- None -

- 1.4.3 In the case of shares or convertible securities of the Company as underlying securities in issuing investment units of mutual funds for foreign investors (Thai Trust Fund) and depository receipts for benefits arising from Thai underlying securities (NVDR)**

As of January 10, 2024, which is the date for collecting the list of shareholders of the Company, Thai NVDR Company Limited holds 142,811,538 ordinary shares or equivalent to 3.76% of the total issued and paid-up shares of the Company. Investors who hold NVDR will receive financial benefits as if investing in the Company's shares in all respects, including dividends, right to subscribe for newly issued shares or warrants to purchase ordinary shares (Warrant), but will not have the right to vote at the shareholders' meeting.

## 1.5 Issuance of other securities

### 1.5.1 Convertible securities

#### (1) Warrant

- None -

#### (2) Convertible Debentures

As of September 23, 2021, the Extraordinary General Meeting of Shareholders No. 1/2021 resolved to approve the Company to issue and offer convertible debentures to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1) collectively referred to as "Convertible Debenture Holders". The total value of convertible debentures is not more than Baht 1,000 million, divided into 4 tranches of withdrawals, details as follows:

Tranche	Interest Rate (%)*	Amount (Baht)
1	2.00	200,000,000
2	2.00	250,000,000
3	2.00	250,000,000
4	2.00	300,000,000

(\*) 2% per annum with quarterly interest payment from the date of issuance of convertible debentures

The Company will gradually issue convertible debentures one by one, respectively and in issuing convertible debentures in each set, the Company will be gradually released into individual sub-tranches according to the Company's financial needs each time. The period for issuing convertible debentures is set to be within 3 years from the date of issuance of each convertible debenture. Principal repayment schedule to be paid in one installment at the maturity of each tranche of convertible debentures and the right to redeem the convertible debentures stated that the convertible debentures holders may or may not have the right to request the Company redeem the convertible debentures before maturity and/or the Company may or may not have the right to redeem the convertible debentures before maturity. The redemption of the convertible debentures shall be in accordance with the terms and conditions of the convertible debentures that to be issued each time.

The conversion price must not be less than 90% of the weighted average price of the Company's shares in the Stock Exchange of Thailand retrospectively not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date the convertible debentures holders exercise the right to convert.

From December 14, 2021 to May 12, 2023, the Company offered the newly issued convertible debentures of the Company totaling Baht 600 million, and the convertible debenture holders exercised their convertible rights into ordinary shares of the Company totaling 1,080,236,497 shares with a par value of Baht 1 per share, equivalent to the amount of paid-up capital that the Company increases its capital equal to Baht 1,080,236,497.

As of September 8, 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the Company reducing its registered capital by cutting ordinary shares remaining to support the exercise of convertible debentures issued and offered to specific investors, namely Advance Opportunities Fund and Advance Opportunities Fund 1, in the amount of 619,104,324 shares with a par value of Baht 1 per share.

The Company has withdrawn and converted shares until May 12, 2023, which is the final withdrawal from the Advance Opportunities Fund and Advance Opportunities Fund I, and there has been a conversion of shares from this withdrawal. For the part that has been withdrawn but has not yet been converted, the Company has already repaid the entire amount to the Fund.

### 1.5.2 Debentures

As of December 31, 2023, the Company has outstanding long-term debentures totaling Baht 3,466.83 million. The Company's debentures are not rated as credit. The details are as follows;

Type of Debentures	Guarantee	No.	Issued Date	Maturity Date	Interest Rate (%)	Maturity	Amount	
							(Unit)	(Million Baht)
Debentures which unsubordinated	Has guarantee	JCK209A	27-09-2018	27-03-2024	7.00	5 years 6 months	309,888	279.76
	Has guarantee	JCK212A	15-02-2019	15-02-2025	7.50	4 years	472,950	462.44
	Has guarantee	JCK213A	22-03-2019	22-03-2023	7.25	4 years	960,900	966.40
	Has guarantee	JCK217A	26-07-2019	26-07-2025	7.25	4 years	529,717	529.72
	Has guarantee	JCK221A	24-01-2020	24-01-2024	7.00	4 years	811,100	811.10
	Has guarantee	JCK228A	13-02-2020	13-08-2024	7.50	2 years 6 months	390,000	351.00
Cost of issuing debentures								(11.68)
Total								3,400.42

Noted <sup>1</sup> Type of Debentures: Named Debentures, unsubordinated, guarantee and have debenture holder representative.

<sup>2</sup> Type of Debentures: Named Debentures, unsubordinated, some guarantee and have debenture holder representative.

### 1.5.3 Promissory Notes

The group of the Company has short-term loans which is promissory notes from financial institutions and third parties totaling Baht 122.50 million with interest rates of 2.00% to 8.00% per year as follows;

Name of Issuer	Issued to	No. of Promissory Notes (Issued)	Interest Rates (%)	Amount (Million Baht)	Guarantee
JCK	Outsider	7	7.00-8.00	65.50	Have guarantee *
JCK	Outsider	6	2.00-8.00	32.00	Do not have guarantee
JCKU	Outsider	5	3.75-7.00	25	Do not have guarantee

(\*) Totally guarantee promissory notes of Baht 25.50 million, guaranteed by investment in MFC Industrial Investment and Leasehold Property Fund (M-II).

### 1.6 Dividend Policy

The Company and its subsidiaries have a policy to pay dividends at the rate of not less than 60% of the net profit according to the separate financial statements and when the Company has enough profit and liquidity to operate the business except the Board of Directors and shareholders of the Company will have reasons and necessity to omit the payment or to pay a lower rate than the specified amount. In addition, the Board of Directors may, from time to time, consider paying interim dividends as it deems appropriate and will report to the shareholders' meeting in the next meeting.

Year 2021 - Year 2023, the Company does not pay dividends due to the Company has a cumulative loss.

## 2. Risk Management

### 2.1 Risk Management Policy and Plan

When doing business, the Company had to confront several risks and uncertainties which can materially affect its incomes, profits, assets, liquidity and share price. Since today's connection between financial and economic activities has been very sophisticated, the Company therefore had to adjust itself to face with economic dynamism that could affect the Company's business direction, strategy, decision, and operation. As a result, to minimize business volatility, Thai Factory Development Public Company Limited has adopted a risk management process in writing covering product risk, income risk as well as risk from natural disasters, competitions, finance, and lending both at the management and operational levels for use as a direction to achieve its goal.

Aside from these risks, there could be other risks that the Company is not aware of or cannot yet identify at the moment. Besides, certain risks that it believes having no material effect at the moment may become significant in the future. As a result, stakeholders should consider both the impacts and possibilities and other possible risk factors that the Company may confront aside from those stated here.

- 2.1.1 Employees at all levels shall be responsible for risk management. They must be aware of operation risk both in their functions and within the organization where risk management shall be carried out in a way that there is enough management and that risk is kept at an appropriate level.
- 2.1.2 Risk management shall be an important tool to manage the Company where the risk management system shall be part of a decision-making process, strategic planning as well as the Company's action plan and operation. The risk management system shall also be highlighted for the Company to achieve its objectives, goals, visions, mission, and strategies. Personnel of all levels must understand and collaborate in the implementation of risk management for a good corporate image, to strengthen its corporate governance (CG) practice and operation excellence and to boost confidence of shareholders or stakeholders.
- 2.1.3 Financial and non-financial causes of risk that could affect the Company shall be identified and risk shall be reviewed whenever there is change of risk factors affecting the Company's investment funds.
- 2.1.4 Types of risk and acceptable levels of risk shall be identified for use as criteria to respond to the Company's risks.
- 2.1.5 Risk prevention and mitigation guidelines shall be adopted to avoid possible damage or loss. In addition, the Company shall regularly monitor and evaluate risk management results quantitatively and qualitatively for better accuracy.
- 2.1.6 The Company shall introduce a sophisticated information technology (IT) system to manage the Company's risks and it should enable personnel at all levels to extensively access risk management information. Besides, the Company should put in place a risk management report mechanism to allow the Board to efficiently manage the Company's risks.

In addition, the Company has determined roles and responsibilities and approval authority regarding risk management. It has already posted the risk management policy and procedures on its website for everyone's compliance. Besides, a risk management report has been prepared and submitted to the Board for refinement of the Company's risk management plan.

## **2.2 Risk Factors for the Company's Business Operations**

### **2.2.1 Risk from the increase in indebtedness and Debt-to-Equity Ratio**

As of December 31, 2023 the Company's debt-to-equity ratio was 2.26 times, decreasing from the end of year 2022 which was at 2.80 times. However, when considered the interest-bearing liabilities in 2023 equal to Baht 5,428.10 million, decreased from the amount in year 2022 which was Baht 5,977.16 million while the shareholders' equity has increased from the loss from operation in 2023 thus made the Debt-to-Equity ratio decreased.

However, the Company is very confident that it can maintain the Net Debt-to-Equity ratio as according to the ration specified in the covenant of the Debenture which was set at 3.0 - 4.5 times. This is because the net debt which is used in the calculation of the said ratio will cover only the interest-bearing liabilities only, not include the lease liabilities, which in 2023, the net Debt-to-Equity ratio was 1.37 times. In addition, the Company expects that in 2024 there will be revenue from the sale of industrial estate land, revenue from warehouse sales, revenue from rental and service and expected cashflow from the Artisan Ratchada project, together with the Company plans to gradually repay loans and debentures. As a result, by the end of 2024, the Net Debt-to-Equity ratio will not be higher than what is specified in the terms and conditions of the debentures.

**Note:** Net Debt means total debt according to the consolidated financial statements of the issuer of the debentures which have been audited by the auditor according to the figures stated in the issuer's annual consolidated financial statements. (As the case may be) which have interest payment obligations (But not include the liabilities incurred in normal business operation, trade advance received and / or any liabilities without interest bearing and / or loans from related persons and / or juristic persons less with the cash and / or Cash equivalents and / or short-term investments and / or investments in trading securities).

### **2.2.2 Risks of ability to pay principal and interest and the Company's liquidity**

The Company is at risk incurred from the uneven business revenues, especially the revenue from the industrial estate as the nature of this business needs to ask for several applying steps for permission and also require lots of time in each step such as changing the land color, requesting for EIA permission and also requesting for the land allocation from the IEAT. In addition, with the slowdown in economy as a result of the outbreak of COVID-19, the Russian-Ukrainian War, the trade war and the unstable of political situation, all these factors affected the investment of the customers both domestic and foreign. For the revenue from the condominium business in 2023 the Company earned the revenue from the unit sale of the 15 Sukhumvit Residents and the Artisan Ratchada which has started to transfer to the customers since the second quarter of 2020, thus make the ability of the Company to repay the principal and interest was quite volatile which can be noted from the Net Debt to Earnings before interest, tax, depreciation and amortization ratio (the net Debt to EBITDA ratio) as at the end of year 2021, year 2022 and as of December 31, 2023 was 16.95 times, 21.76 times and 4.42 times consecutively.

The Company operates the real estate business which main current assets are project development cost which as of December 31, 2023, the Company's project development cost was Baht 4,748.61 million, decrease from the end of year 2022 of Baht 1,039.45 million. This was due to the decrease in development costs of the TFD Industrial Estate 2, which resulted in the Company's quick liquidity ratio of 0.13 times, which affected the Company's liquidity and short-term debt repayment ability.

In addition, the Company has total liabilities of Baht 6,540.55 million, which current liabilities was Baht 4,146.41 million or 63.40% of total liabilities and non-current liabilities of Baht 2,394.14 million or 36.60% of total liabilities. For the current liabilities, the Company has short-term borrowing which will be due to pay in one year of Baht 3,596.56 million which comprised of bank overdrafts and short-term loans of Baht 278.06 million, current portion of long-term loans from the financial institutions which will be due to pay in one year of Baht 904.67 million, current portion of debentures which will be due to pay in one year of Baht 2,000.99 million, current portion of short-term loans from related party and interest payable of Baht 412.12 million and current portion of long-term loans from related party and interest payable which will be due to pay in one year of Baht 0.72 million. For non-current Liabilities, the Company has long-term liabilities, net of portion due within one-year, total amount of Baht 1,687.58 million which can be divide to debentures of Baht 1,465.84 million and long-term loans from the financial institutions of Baht 221.73 million.

However, at present, the TFD Industrial Estate 2 of the Company has developed and finished the main utility and also started to recognize the revenue from selling the land since 2018, which the Company has a plan to complete the utility development within 2024 to enhance the confidence of the investors. The Company expected that in 2024 the Company will have revenue from the sale of land in TFD Industrial Estate 2 higher than in 2023 as currently the Company has the land which is in the process of ownership transferred of 219.47 rai which is estimated to transferred completely in 2024. The money received will partially be used to repay the financial institutions and debenture.

In addition, the Company still expects that there will be cash inflow received from the project "The Artisan Ratchada" which has already completed the construction and has started to transfer to the customers since the second quarter of 2020. Presently, the project has a backlog of 35 units, so from the above-mentioned factors, the Company is of the opinion that the Company's financial status and its performance will be improved.

## **2.2.3 Risk in relation to the business operation of the Company and subsidiaries**

### **2.2.3.1 Risk from the laws, rules and regulations governing the property sector**

Since the laws, rules and regulations governing the property sector are constantly amended, the group may be exposed to a risk resulted from such regulatory change, which includes amendment of the Land Development Act, rules and regulations on zoning, town and country planning laws and designation of additional green-zone rural and agricultural areas and decreasing of the designated purple industrial zones. Legal and regulatory changes as well as changes in approval procedures will affect the group's operation or delay projects currently run by the group.

However, in November 2019, the Cabinet has approved the draft announcement of the Eastern Special Development Zone Policy committee which results the EEC city plan which covers 3 provinces, comprising of Rayong, Chon Buri and Chachoengsao, become effective immediately and also expand the borderline of the industrial estate development area surrounding the TFD Industrial



Estate from approximately 2,000 rai to 5,000 rai. As a result, the land surrounding the TFD Industrial estate that the company owns has changed from green zone (agricultural areas) to purple zone which is industrial area. Therefore, this plan will benefit JCK as the Company can use the land in this area to develop into industrial estates in the next phase instantly or may allot and sell some parts of the land (outside the industrial estates) which have potential to build the factories or warehouses for interested customers.

Therefore, the group of the Company manages such risks by studying and following up on changes in regulations that may occur continuously to prepare for the adjustment of the business operations of the group of the Company to be in line with such changes that may occur.

#### **2.2.3.2 Risk from disputes under the Mahadlek Residences Project**

The Mahadlek Residences Project which now the Company has received the approval of the Environmental Impact Assessment Report (EIA report) from the Office of Natural Resources and Environmental Policy and Planning (ONEP) on June 10, 2014 and also received the building construction permit on June 1, 2016. However, at present the Company has temporarily delayed the investment in this project due to Central Administrative Court has then ordered the temporary suspension of the construction and on September 14, 2017, the Central Administrative Court has judged the revoke of the project's EIA report. and on September 26, 2019, the Central Administrative Court has ordered the judgment to revoke the project building construction permit, with retroactive effect from the date of the issuance of the said permit. The Company has re-appealed the said judgment which currently both cases are under the consideration process by the Supreme Administrative Court

As of December 31, 2024, the Company has invested in this project in total amount of 274.84 million Baht. However, if the case comes to the end which the Supreme Administrative Court ruled that the company will be unable to proceed with the original construction, the company can change the design the project to comply with the provisions of the law, though it may reduce size of the project to become smaller or the Company may consider to sell the project to other investors. In addition, in such case that the Company loses the suit and received the verdict or ruling to revoke the permit, the Company can sue the state sector who granted the permission for the compensation of all Company's damage including the claim of business opportunity loss of the Company.

However, the Company's management has used its discretion in the evaluation of the result of this case and the damage from the said construction suspension and is confident that there will be no damage to the value of the company's project because the company has applied for approval in accordance with the procedures and regulations of each related department and have received the EIA permit and the construction permit correctly. Therefore, the Company has not recorded an allowance for diminution in project value or provision for liabilities from the legal case at the end of the reporting period. The value of the said project has been evaluated by Thai Appraisal Company Linn Phillips Company Limited on February 15, 2018 with an appraised value of Baht 414 million, which the appraised value is higher than the current investment of the Company.

### 2.2.3.3 Risks from additional land acquisition for the development of the TFD Industrial Estate 2 (the expanding phase)

On November 10, 2016, the Company and IEAT has signed a joint operation contract and approved the Company to establish the TFD Industrial Estate 2.

For the development area of the TFD Industrial Estate 2 in Phase 1, there are 833.26 rai with EIA approval on July 26, 2017. The Company has been approved for land allocation plan on March 2, 2018 and can already issue title deeds. At present, land development has been adjusted to landscape condition. The construction of various utility systems has been completed.

Currently, the Company has expanded its investment by purchasing more vacant land in the vicinity of Phase 1 and Phase 2 Industrial Estates, approximately 1,540 rai, to develop into a new industrial estate under the name “TFD Industrial Estate 2 Extension”. The Company plans to expand the area to approximately 2,000 rai. The said area is industrial land (purple zone) according to the Eastern Economic Corridor Development plan (EEC) (Eastern Special Development Zones Act B.E. 2018).

In this regard, the Company may be at risk from being unable to purchase additional land to develop the TFD Industrial Estate 2 Extension in the required amount or in the desired location or there may be a risk of rising land prices. As a result, the Company does not have land of the desired size and location according to the plan of the TFD 2 Industrial Estate Extension or result in higher costs for the development of such projects. This will affect the financial position and performance of the group of the Company.

However, according to the Cabinet’s approval of the draft announcement of the Eastern Special Development Zone Policy committee in November 2019, which resulting in EEC city plan covering 3 provinces which are Rayong, Chon Buri and Chachoengsao becomes immediately effective. In addition, the Committee also announced the expansion of the industrial development area surrounding the TFD Industrial Estate from 2,000 rai to 5,000 rai. Thus, this change has affected to the land surrounding the TFD Industrial Estate to change from the green color zone (Agricultural zone) to purple zone (Industrial zone) which has great advantage to JCK to be able to immediately use the land in these areas to develop as an industrial estate in the next phase including to partial sell some part of land (outside the industrial estate) which has potential to build the factories or warehouses to interested customers. In 2023, the Company has already collected 506.02 rai of land in the vicinity of TFD Industrial Estate 2, which is 331.66 rai of land already transferred and 174.36 rai of land awaiting transfer.

In addition, the Company also has guidelines for managing such risk by enter into agreements with land procurement agents, so they will act as a broker in the negotiations and bargaining the prices in accordance with the conditions set by the Company and to assist the company to complete the process of land buying. The company's land procurement broker comprises of people both outside the Chachoengsao area and in Chachoengsao Province which resulting in the procurement operation being more streamlined.

#### **2.2.3.4 Risk from shortage of contractors**

Construction contractors are extremely necessary for the real estate development business. The Company and its subsidiaries therefore are exposed to a possible risk from the shortage of construction contractors, which may send a ripple to the group's construction work and project development as it could delay the projects from their plans and will affect the group's financial status and operation results.

However, the Company and subsidiaries plan to manage this risk by seeking contractors through a bidding process. After reviewing selected contractors, the Company and subsidiaries will monitor their operations and assess them through the quality of their work. Contractors who are assessed by the Company and subsidiaries will have their names listed in our Approved Supplier List for consideration to build the group's future projects.

#### **2.2.3.5 Risks from the economy, political issues and other macro factors**

The business of the Company and its subsidiaries may have impact from the economic fluctuations, political issues and also other macro factors such as the outbreak of the virus Corona 19 which led to the lockdown of the country and several significant places which had impact on the Company's business both direct and indirect, especially the industrial estate, Factory/ warehouse and the office building for rent as a group of main customers are entrepreneurs from abroad, which may consider to reduce the size of investment or move the investment out of the country and thus will have impact on the demand of the abovementioned business. Therefore, these risks may also impact to the financial status and performance of the group Company.

Therefore, the group of the Company manages this risk by diversifying its portfolio into other businesses including real estate development for industrial, residential and office for rent purposes. Besides, the group of the Company offers options for entrepreneurs to decide either to buy or rent land, factory and warehouse to minimize their investment risk. This not only responds to the needs of our customers but also reduces the volatility of fluctuating demands faced by our group as a result of economic, political and other macroeconomic variables.

#### **2.2.3.6 Risk from renewal of lease agreements**

The Company's business to construct standard factory or warehouse for clients to rent in several industrial estates or industrial zones is exposed to a risk of finding new customers or the fact that existing customers may not renew their lease agreements in the case of existing customers who have signed an average three-year rental term, which could affect future incomes of the group. However, based on past performances, rent of the Company's standard factories and warehouses remained stable or sometimes the Company could not even build enough factories and warehouses to meet demands of customers. Besides, most customers renewed the lease agreement, which means the period during which warehouses and factories remained vacant was very few. The risk therefore is quite low and the firm remains quite competitive.

The office for rent business's risk is when tenants decide not to renew their lease agreements, most of which last for three years. Therefore, if a lot of tenants refuse to renew the agreements and we could not find new tenants to replace them, it will directly affect our cash flows

and operation results. Yet, based on previous performances, the occupation rate of the office building was as high as 64% and more. Most customers renewed their contracts since our office buildings were located in a strategic prime area. Besides, rental rates of both buildings remained competitive compared to others. This risk to have any effect to us therefore is quite low.

#### **2.2.3.7 Risk from renewing lease rights and sub-lease rights in the office building business**

SG has invested in the rights to lease land together with SG Tower 1 office building by signing a contract with Office of the Privy Purse (Currently, Vajiravudh College is the operator who manages the assets instead). It has also invested in the rights to sub-lease the land together with the Millennia Office Building (SG Tower 2) by signing an agreement with GF Holding Co Ltd to operate the office for rent business. The contract term between SG and Office of the Privy Purse is 30 years and will be due in October 2022. The term of the sub-lease agreement between SG and GF Holding Co Ltd is 30 years and will be due in November 2025 or around 4 years from now. SG therefore has a risk of not able to renew the lease and the sub-lease agreements with Office of the Privy Purse and GF Holding Co Ltd, respectively, which could materially affect financial status and operation results of the Company and its subsidiaries.

In 2021, SG had the rental and service income of Baht 157.60 million and net profit of Baht 23.96 million or 15.20% of total revenue. In 2022, SG had the rental and service income of Baht 147.28 million and net profit of Baht 7.43 million or 5.05%. For 2023, there is rental and service income of Baht 105.53 million and a net profit of Baht 2.11 million, accounting for 1.91%.

#### **2.2.3.8 Risk from requirements to pay compensations based on agreements made between the Company and subsidiaries with the M-II Property Fund**

In December 2012 and August 2013, the Company and JCKU sold lands and factories for rent in the Company Industrial Estate, Navanakorn Industrial Promotion Zone and Laem Chabang Industrial Estate to the M-II Property Fund. In addition, JCKU transferred the rights to lease lands in the Laem Chabang Industrial Estate to the M-II Property Fund and agreed to sell lands and rented constructions located in the Kingkaew Project. In the agreements, the Company and JCKU are obliged to pay compensations or to absorb additional expenses incurred in the future as follows.

(A) A term in relation to JCKU (if the King Kaew land is expropriated) provides that the Company and JCKU have jointly agreed to compensate the M-II Property Fund where the amount will be calculated from an area in square meters multiplied by the land plot being rented out which is however affected by land expropriation if the land in the King Kaew Project is entirely or partially expropriated. In addition, the Company and JCKU have agreed to replace, renovate or repair the property so that it's in the original condition prior to the land expropriation and ready for use if such expropriation prevents the M-II Property Fund or small tenants from using the land; or if any part of the property has to be replaced, renovated or repaired.

(B) A term in relation to JCKU (if the lease agreement cannot be renewed with the Huabchem Group) due for the first period in February 2036 and where the second stage sub-lease agreement was already renewed by another 30 years to end in February 2066 provides that the Company and JCKU have agreed to compensate Baht 40 million to the M-II Property Fund if the fund

cannot renew the lease agreement with the Huabchem Group (who is the landlord in an agreement to lease and develop land signed with JCKU) and register such lease for 30 years.

As a result, the Company and JCKU could be exposed to the risks of having to pay compensations based on the agreements made above with the M-II Property Fund, which could mean additional expenses that the Company and JCKU are to be liable to in the future.

#### 2.2.3.9 Risk from joint operation agreement

On 27 October 2021, the Company's Board of Directors Meeting No. 7/2021 has a resolution to approve the investment plan in real estate business in the northern region and the signing of a joint operation agreement. On 28 October 2021, the Company entered into a 51% joint-operation agreement with 3 limited companies that own rights in the land used for joint operations. The Company has to pay compensation under the joint-operation agreement of Baht 336 million. As of December 31, 2023, the Company has already paid in the amount of Baht 208 million, the remaining amount is Baht 128 million. The Company intends to cancel the joint operation contract and management contract. The Company will end its obligation to carry out the joint operation contract and management contract in all respects.

Form of investment under joint operating agreement make the Company does not directly own the ownership of the assets but the Company has managed risk by having the counterparty to pledge the target company's shares as collateral and giving the Company the right to accept the transfer of collateral shares to the Company in the event that the counterparty breaches the terms of the contract. In addition, a representative can be sent to be a director who has the power to sign to supervise the management.

### 2.2.4 Financial risk

#### 2.2.4.1 Risk from interest rates and regulations of Bank of Thailand in relation to the property sector

##### Risk from interest rate changes

- *Impact to client's decision to buy residential unit*

Most customers in the residential condominium business will usually seek home loans from financial institutions. As a result, interest rates and loan payment conditions are major factors affecting their decisions. If the loan interest is higher, it will affect the customer's financial costs and may delay their decisions to buy.

The Company plans to manage this risk by learning customer's behaviors and desires and by providing purchasing terms and conditions and down payment methods that will respond to customer's need while relieving their financial burden as much as possible when buying a condominium unit.

- *Impact to the group's financial costs*

The group seeks loans from financial institutions to develop current and planned real estate projects. The interest rate change will also affect the group's financial costs.

Risk from the Bank of Thailand's regulatory changes in relation to the property sector

At present, the Bank of Thailand closely monitors credit approval by commercial banks. The central bank focuses more at the quality of approved credits, which makes commercial banks being more restricted when approving their loans. In addition, criteria for credit approval were adjusted and loan amounts for each collateral were reduced when extending to non-major clients in general. This means clients who seek home loans from financial institutions have to have more down payments in hands, which may affect their purchasing power and their decision to buy. Alternatively, the fact that commercial banks are stricter for credit approval will help screen customers who have real purchasing power for us at a certain level.

**2.2.4.2 Liquidity risk and risk to access funding sources**

The property development business is in need of capital for buying land and developing it and for construction and sales activities. While huge investment is required upfront, the company will get most payments of its sales value on the title deed transfer date only, which will take place after construction is completed. The group has a period of project management from 2-5 years depending on the project's nature and size. As a result, the business is exposed to a risk of liquidity management and access to funding resources for use in the business.

Yet, the Company plans to manage this risk by careful review of a project that it will develop. This starts from choosing a right location, conducting the project's feasibility study and hiring project consultant to ensure every project's success. In addition, the Company and subsidiaries are raising funds from diverse channels ranging from the equity market to financial institutions to reduce too much dependency from a particular funding source.

### 3. Business Sustainability

#### 3.1 Sustainability management policies and goals

The Company has a clear policy to conduct its business with integrity and with high business ethics under the provisions of the law. The Company has realized the importance of good business management and has studied the principles of good corporate governance, social responsibility, and environment, taking into account the interests of all stakeholders with the ultimate goal of corporate sustainability with the goal to create the sustainable development. Therefore, guidelines are set as follows:

- 3.1.1 The use of natural resources, the Company will take into account the choices that has less impact to the damage of society, environment and the quality of life of the people.
- 3.1.2 Return the portion of the Company's profits to activities that will consistently contribute to society and the environment
- 3.1.3 Cultivate the awareness of social and environmental responsibility among employees at all levels continuously and seriously
- 3.1.4 Prioritize transactions with business partners who share the same intentions as the Company in regards to environment
- 3.1.5 Implement and cooperate or supervise to strictly comply with the spirit of laws and regulations issued by the related regulators
- 3.1.6 The Company regards the Company as its duty and main policy to give importance to the activities of the community and society by focusing on the development of society, community, environment, and emphasize on the creation and conservation of the good natural resources including supporting education for youth, supporting public benefit activities for disadvantaged communities under the sufficiency economy by enhancing skills and developing careers for the general community.

#### 3.2 Managing impact on stakeholders in the business value chain

##### 3.2.1 Business value chain

The Company operates under the framework of the importance of all stakeholders in every work process from the beginning to the end such as the water resource management process within the industrial estate starting from the provision of water resources, transportation of water resources, water quality as well as wastewater management etc.

##### 3.2.2 Stakeholder analysis in the business value chain

Stakeholders	Procedures	Expectation	Corporate response
Employees	1. Annual performance appraisal 2. Communication within the organization 3. Training and seminars	1. Good compensation and welfare 2. Fair performance appraisal 3. Stability and progress in career 4. Treating employees according to the principle's human rights	1. Fair consideration of compensation and welfare 2. Determine the progress in occupation 3. Treat all employees equally 4. Create an environment for safe working place

Stakeholders	Procedures	Expectation	Corporate response
		5. Personnel development 6. Use of technology in work 7. Safety at work	5. Determine the development plan personnel
Customers	1. Direct meeting with customers / meeting with customers through channels online (VDO conference) 2. Communication through e-mail or telephone call 3. Publication of information on the website 4. Satisfaction survey	1. Quality of products and services 2. Personal Data Protection 3. Perform in line with compliance	1. Improve the service to meet the need of customer's requirement with speed and effective 2. Maintain the business secrets and customer information 3. Responsible for customers and conducting business in accordance with the rules and regulations
Business Partners	1. Direct meeting with Business Partners / meeting with Business Partners through channels online (VDO conference) 2. Communication through e-mail and telephone call	1. Fair and transparent procurement which can be verifiable	1. Contact business in accordance with the rules and regulations and business ethics 2. Update the policy and guidelines for procurement
Business Alliances	1. Direct meeting together / meeting with Business Alliances through channels online (VDO conference) 2. Communication through e-mail and telephone call 3. Board of Directors' meeting in the affiliate company 4. Publication of information on the website	1. Protecting confidential information business 2. Fair and transparent business engagement 3. Perform in accordance to comply with the terms of various contracts 4. Efficiency Risk Management	1. Maintain confidential information of the alliances 2. Follow the business Code of Conduct 3. Fair and transparent joint venture investment agreement 4. Strictly comply with the conditions in the contract 5. Disclose correct and complete financial information
Government / private sectors	1. Meeting together in various agendas 2. Communication through e-mail and telephone call	1. Compliance with law and regulations 2. Good corporate governance 3. Management of the impacts	1. Strictly comply with the related laws and regulations 2. Conduct business with



Stakeholders	Procedures	Expectation	Corporate response
	3. Publication of information on the website, disclosure, or reports as requirements	on social and environment from the Company's business operations,	good governance.
Shareholders	1. Arrange the annual General meeting of shareholders 2. Communication through e-mail and telephone call 3. Publication of information on the website 4. Preparation of the 56-1 One Report	1. Efficient good corporate governance 2. Good and secure performance 3. Effective Risk Management Control	1. Conduct the business transparent according to the principles of good corporate governance 2. Perform in comply with the rules and regulations 3. Disclose of all information transparent
Community	1. Organizing activities with the community 2. Disclose of information on the website 3. Dissemination of information on billboard and announce news 4. Arrange the channels for receiving complaints	1. Promoting and building a career in the community around the organization 2. Management of the impacts on society and environment from the operation of Company 3. Coexistence with the community peacefully	1. Promote the employment of local workers community 2. Promote community development in various aspects 3. Manage the negative impacts on social and environmental surrounded by business operations 4. Support and participate in activities with surrounding communities on the occasion of important days or as requested by the community

### 3.3 Sustainability Management in Environmental Dimensions

With the vision of being a company that is socially and environmentally responsible, the Company has set up a working group to develop a good environmental management system in all sectors by defining a concrete social responsibility strategy that cover various project management for maximum efficiency in terms of improving operational processes, procedures and methods to taking care of environment as well as supporting environmental impact studies prior to the commencement of the Company's projects, requiring the operating department to report the results at least once a year to review the business operations in the aspects of social responsibility, assessing risks and opportunities which may have impact to the sustainable growth, determining the guidelines and plans for strategic response to social responsibility issues. The Company and its subsidiaries responsible for operating in accordance with the policies and guidelines which

set forth in the framework of environmental responsibility as well as enhancing the understanding of knowledge in the context of responsibility by monitoring and reporting results for sustainable development. Therefore, the Company has established guidelines as follows:

#### 3.3.1 Business operations

JCK International Public Company Limited operates real estate development business which can be classified by the nature of the 4 main types of income as follows:

- Industrial Estate
- For sale and for rent: the prefabricated factory land, warehouse and management
- Office space rental business and property management services in the category of real estate
- Construction design and supervision
- Hotel business

By managing under the care of environment. As the Company foresees that every organization should participate in helping and caring for the environment along with the business growth goals by developing mutual benefits between businesses to promote and lead to sustainability.

### 3.4 Sustainability Management in Social Dimensions

The Company has established the policies for comprehensive social management such as human rights policy, security policy, anti-corruption policy etc. with important policy details as follows:

#### 3.4.1 Policy on human rights and human resource management

##### 1) Human rights

The Company respects the rights of its employees and all other stakeholders and will not discriminate against any person with regard to concepts and views, race, color, religion, gender, sexual preference, nationality, age, disability or any other status as regarded as human rights. The Company will apply a reasonable and comprehensive approach to respecting human rights to all its operations and focus on eliminating injustice, discrimination, all kinds of intimidation and violations of rights. The Company will not employ illegal child labor, forced labor or slave labor or labor that are forced to work overtime. The Company will not employ illegal persons under the age of 16 and young persons will not be employed at all except in cases where those employment is in accordance with the laws and regulations related to age, working hours, compensation, health and safety.

##### 2) Human resources management

The Company regards its employees as the main force that will bring success, progress, stable and sustainable growth of the Company with the emphasis on teamwork and the dedication of employees. The Company aims to enhance the capability of employees to excel in their work assignments by developing personnel in academic management and work culture. Sufficient supply of modern operational tools, compensation and benefits are comparable to similar businesses. It will also create a good working environment and environment safety. Employees must perform their duties responsibly, honesty, determination, dedication and comply with the regulations by treat the Company's interests as the priority. For the management must be responsible for the management of human resources for efficiency, effectiveness, and maximum benefits with the guidelines for human resource management as follows:

- Guidelines on recruiting Human Resources
- Guidelines on employees progress in career path
- Guidelines on employee compensation
- Guidelines on employee development
- Guidelines on performance appraisals
- Guidelines on Discipline and Complaints
- Guidelines on termination of employment

#### 3.4.2 Policy regarding the use of information technology and the use of telecommunication media

The Company defines information technology as an important factor in promoting the Company's business operations. The use of information and telecommunication services is the shared responsibility of all employees to use them appropriately in accordance with the Company's business policies and for social responsibility. Working systems and Computer equipment are only used to support the Company's business operations, not to be used for personal business or illegal activities, the Company reserves the rights to suspend rights or to inspect the computer system or other equipment which is the property of the Company if the Company found it suspicious of any actions that may cause damage to the Company or others person so that the use of all the Company's systems is correct and does not infringe on the rights of others. In order to control the use of all the company's systems to be correct and does not infringe on the rights of others, every unit must use the work system and computer software that has been properly supplied according to the Company's standards only. There are practical guidelines for the use of information technology as follows:

- Using of internet service
- Using Electronic Mail (e-mail)
- Access to information
- Use of telecommunication equipment services
- Privacy rights

#### 3.4.3 Policy on Non-infringement of Intellectual Property.

The Company does not support any actions that are infringing on intellectual property or copyrights. It represents the Company's intention to conduct business with fairness. The guidelines are as follows:

- The work resulting from the performance of duties is the intellectual property of the Company.
- The work or information that is the right of third parties to be obtained or used within the Company must be check to make sure that there is no infringe on the intellectual property or copyright of others.
- Perform the inspections from the process of procuring computer systems to installation for use and create a database of software or various computer programs which is currently in use by the organization to ensure that its operations are in accordance with the Computer-Related Crime Act of 2017.

#### 3.4.4 Policy on Quality, Safety and Occupational Health

The Company operates a real estate development business in the industrial and residential sectors with an emphasis on quality, safety and occupational health. It is determined to take every effort to reduce and prevent impacts on quality, safety and occupational health that will occur and any operation of the Company to the stakeholders. All of which will lead to customer satisfaction, safety in life and property of employees and the public as well as creating a good environment for society to achieve that intention. The guidelines are as follows:

- All executives and employees must operate with a quality management system, safety, occupational health and environment as part of the work to help in enhancing efficiency, productivity and creating maximum value for work
- All executives and employees will adhere to the work in accordance with the law, policies, regulations and strictly related quality, safety, occupational health and environment standards.
- The Company will control and prevent losses that may occur in various forms due to accidents, fires, injuries or illnesses from work, property lost or damaged, breach of security system, inappropriate work practices and errors that occur as well as maintain a safe working environment for employees. It is the responsibility of management and employees to report all the accidents and incidents by following the established procedures.
- The Company will provide public relations and communication to create knowledge, understand and dissemination of information to employees, employees of contractors and relevant stakeholders so that they know and understand the policies, rules, procedures and various precautions in terms of quality, safety, occupational health and environment as well as implementing them properly without causing harm to health and property.
- The Company will promote and instill awareness of quality, safety, occupational health as a way of daily life of the employees.
- The Company will participate in social responsibility in terms of quality, safety, occupational health seriously and continuously, by realizing the importance of the environment and safety of relevant stakeholders as well as promoting social activities and develop the quality of life of people in the community according to the principles of sustainable development.

Coronavirus 2019 outbreak crisis continues to spread although the Ministry of Public Health has downgraded the level of Coronavirus 2019 to be a vigilant disease. The Company is still aware of the impact that will occur in terms of human resource management. The Company has measures to take care of employees to be safe in health and are ready to work at all times. The Company therefore has the following guidelines.

- The Company has a Business Continuity Management (BCM) plan covering crisis management in the epidemic situation by emphasizing on safety and health of the employees.
- Require work from home (WFH) to be performed where appropriate at the discretion of the supervisor.

- Encourage employees to use the meeting by Teleconference or VDO Conference.
- Set up points to place alcohol at various points in the office.
- Ask for cooperation from employees and outsiders who come in contact wear a face mask all the time inside the building.
- Determine measures to maintain cleanliness in various touch areas.

#### 3.4.5 Anti-Corruption Policy

The Company will not act or support any fraudulent or corruption in any case and will strictly comply with anti-corruption measures and provide internal audits to prevent and suppress the fraudulent and corruption within the organization by covering every business and every department involved as well as reviewing the practice guidelines and operational requirements to comply with changes in business, rules, regulations, and legal requirements. The guidelines are as follows:

1. Political neutrality and political contributions
  - The Company is a politically neutral business organization, supporting legal compliance and democratic governance. The Company does not have guidelines to make political contributions to any political party whether directly or indirectly.
  - Everyone within the organization has the right and freedom of political law but will not take any action that will cause the Company to lose its neutrality or be damaged by political involvement.
  - Everyone in the organization will not carry out political activities within the Company, including the use of any resources of the Company to do so.

2. Charity donation or financial support

The Company supports the community and social development for the improvement of quality of life, build the economy and strengthen communities and society through business procedures or charitable donations that must be used only for public charities including financial support for the company's business. All these activities cannot be an excuse for corruption, it should be with clear documentary evidence and in accordance with Company's regulation.

3. Gifts, meals, travel hospitality and entertainment

In practice, it is understood that providing reasonable and appropriate gift giving, meal feeding, hospitality and entertainment to customers, suppliers and business alliances is beneficial to our commercial credibility and help strengthen business relationship. Some business cultures tend to expect small gifts. However, the Company prohibits the giving of such things or services that are excessive or inappropriate. Taking care of business hospitality, tour guides, gift giving, entertainment and catering must be appropriate for the occasion and in accordance with the Company policies, laws and regulations.

In addition, various expenses that happened and activities performed as part of the hospitality, tourism, gifts, entertainment and meals must be transparent. This means that the accounting evidence of expenses and activities must clearly identify the person involved, clearly stating the business purpose, describe the activity and indicate the amount of money spent.



This Sustainable Development Report of JCK International Public Company Limited is prepared annually. Its content covers economic policies and practices, Company's society and environment. It is reported during the period between January 1 to December 31 of each year in the annual registration statement (Form 56-1 One Report) which is prepared with the objective of acknowledging stakeholders' commitment to corporate social responsibility guidelines and operating results consistent with the Company's framework. The determination of the essence of the content of the report, the Company started from the study, survey and analysis for business development including the image of the Company to public. Then prioritize the "customer" as the first priority as it is directly and indirectly affected by the Company's business operations and the "Company Employee" and "Community" is of first and second importance line. As the Company foresees that employees are the main driving force that will make the Company able to operate its business by delivering the quality products and services with social responsibility. It also affects other groups of stakeholders such as shareholders, trading partners, people, and communities as well.

#### Pictures of activities that are beneficial to the social and community

##### **"TFD Blood Donation" Project**



##### **"TFD Vocational Training for Community" Project**



##### **"Natural Resource and Environmental Conservation" Project at Bangpakong River's Waterside, Wat Tha Sa-an Meeting Hall.**



TFD Industrial Estate participated in Candle Festival with communities



“Reforestation activity to celebrate Her Majesty Queen Sirikit The Queen Mother” Project  
(Reforestation to prevent Global Warming for a Sustainable Future)



TFD Industrial Estate supported to Wat Tha Sa-an Annual Fair  
And Boxing Fights for Drug Abuse Prevention No.6



## 4. Management Discussion and Analysis

### 4.1 Analysis of operations and financial position

#### 4.1.1 Overview of the business operations and significant changes

The Company and its subsidiaries have operated the business of real estate development, which can be classified into 6 sectors as follows:

- Industrial estate development
- Selling and renting out land with standard ready-built factory and/or warehouse
- Selling residential Condominium
- Renting out office building
- Asset management services
- Hotel

#### 4.1.2 Analysis of operating results and financial position

##### 4.1.2.1 Revenue

##### 1) Total revenue

Total revenues of the Company comprise of revenues from sales, rental incomes and services fees, gains from sale of investment property and other incomes.

1Total revenue	Audited Financial Statements as of December 31,					
	2021		2022		2023	
	MB	%	MB	%	MB	%
Revenues from Sales	259.31	45.28	380.09	60.88	2,587.75	91.11
Rental Incomes and Services Fees	248.73	43.44	230.98	36.23	208.20	7.33
Gains from sale of investment property	7.78	1.36	-	0.00	-	0.00
Dividend Incomes	10.62	1.85	10.26	0.02	10.83	0.38
Interest Incomes	3.52	0.61	0.4	0.00	1.34	0.05
Other incomes	42.67	7.45	26.45	0.04	32.23	1.13
<b>Total Revenues</b>	<b>572.63</b>	<b>100.00</b>	<b>637.51</b>	<b>100.00</b>	<b>2,840.35</b>	<b>100.00</b>

The total income of the Company during the years 2021 - 2023 was Baht 572.63 million, Baht 637.51 million and Baht 2,840.35 million respectively. In 2022, the Company had total revenues of Baht 380.09 million, an increase of Baht 64.88 million or 11.33% from 2021. The main reason was the income from the sale of land in the TFD Industrial Estate 2 increased from 2021. In 2021, the Company sold about 28.92 rai of land, while in 2022, the Company sold about 40.43 rai of land.

For year 2023, the Company had total revenue equal to Baht 2,840.35 million, increase of Baht 2,202.43 million or 45.47% when compared to the previous year. The main reason is the increase in revenue from sale of vacant land from year 2022. In 2022, the Company has sales of about 40.43 rai, while in 2023 the Company has sales of about 305.62 rai which increased by 265.19 rai, equivalent to 6.56 times from the previous year.

However, the Company expects that in 2024, its revenue is likely to continue to rise from 2023, given positive factors from the opening of the country and the relief of investors' concerns over



the COVID-19 epidemic. There are also both Thai and foreign customers who are in the process of negotiating the purchase of the Company's industrial estate land. At present, the Company has sales waiting to be transferred approximately 220.29 rai, with a total value of approximately Baht 826.88 million, and the Artisan Ratchada project that has started transferring ownership to customers since the second quarter of 2020. Currently, the project has Backlog of 35 units or value approximately Baht 200 million, enabling the Company to recognize revenue through profits from investments in joint ventures continuously.

## 2) Revenue from sales

Unit : Million Baht	Year 2021	Year 2022	Year 2023
Revenue from sales of Land and factory building	213.84	380.09	2,587.75
Revenue from sales of Condominium units	45.47	-	-
Profit from the sale of investment properties	7.78	-	-
<b>Total</b>	<b>267.09</b>	<b>380.09</b>	<b>2,587.75</b>

### - Revenue from the sale of land and factory building

In 2022, the Company had income from the sale of land and factory buildings in the amount of Baht 380.09 million, an increase compared to the same period of 2021 in the amount of Baht 166.25 million or 77.74% because in 2022 the Company had income from land sales in the TFD Industrial Estate 2 totaling 40.43 rai, total value of Baht 380.09 million.

In 2023, the Company had income from the sale of land and factory buildings in the amount of Baht 2,587.75 million, an increase compared to the same period of 2022 in the amount of Baht 2,207.66 million or 680.83 % because in 2023 the Company had income from land sales in the TFD Industrial Estate 2 totaling 305.62 rai, total value of Baht 2,587.75 million.

### - Revenue from sale of condominium unit

The Company has developed and operated residential condominium projects for sale both in the center of the city and in some recreation location. Currently, the Company has 4 projects in hand which are; 1) The 15 Sukhumvit Residences Project 2) The Mahadlek Residence Project 3) The Colonial Khao Tao Hua Hin and 4) the “Artisan Ratchada” Project.

During the year 2021, the Company’s revenue from the sale of condominium units was Baht 45.47 million which was the sale from the transfer of ownership of units sold in the 15 Sukhumvit Residences Project and the Harbour View Residences (which in the fourth quarter of 2018, the Company has sold out the entire project).

As for the progress of other condominium projects, namely the 15 Sukhumvit Residences Project, as of December 31, 2023, the Company has 8 remaining condominium units for sale, with a residual value of approximately Baht 459.93 million. The Artisan Ratchada Project, the construction is now completed and ownership transfer has been started in the second quarter of 2020. Currently, as of December 31, 2023 the project has a backlog of 35 units.

For the project the Colonial Khao Tao Hua Hin and the Mahadlek Residence Project, at present, the Company has temporarily suspended both projects.

### 3) Rental Incomes and Services Fees

Both rental income and services fees are revenue from the land and factory buildings or warehouses for rent which the Company has bought the land or rented on the long-term period to develop and build the factory or warehouse buildings including the construction of utility systems for the purpose to rent out the land with ready-built factories or warehouses under the management by JCKU. For the office building for rent segment which will handle the long-term rental of land in order to develop and construct the office building for the office space rental is under the management by SG.

Rental Incomes and Services Fees	Year 2021	Year 2022	Year 2023
Rental revenue from factories and warehouses	91.14	83.67	75.47
Rental revenue from office building	157.60	147.28	105.53
<b>Total</b>	<b>248.74</b>	<b>230.95</b>	<b>181</b>

During the year 2021 – 2023, the Company had the revenues from rental and services of Baht 248.74 million, Baht 230.95 million and Baht 181 million consecutively. For the year 2022, the Company's income from rental and service fees from the factory and warehouse business decreased by Baht 7.47 million or 8.20% compared to the same period of the previous year because in 2022 there are fewer tenants. As of December 31, 2022, the Company has a total rental area of 94,391 square meters, which the area of 87,035 square meters has tenants, representing the rental rate of 92.21% of total area. For the revenue from office building rental business had decreased by Baht 10.32 million, mainly due to fewer tenants.

For 2023, the Company had the revenues from rental and services decreased by Baht 49.95 million, or 21.63%, compared to the same period of last year. This is because in 2023 there are fewer tenants. As of December 31, 2023, the Company has a total of 94,391 square meters of factory and warehouse space for rent, with 62,937.50 square meters already rented, representing a rental rate equal to 66.68%. Therefore, revenues from office building for rent business decreased by Baht 39 million baht due to the expiration of the SG building lease agreement on October 31, 2023, resulting in fewer tenants.

### 4) Other Incomes

Other incomes are all other incomes from the non-core business of the Company which includes dividend, interest income, management fee and other miscellaneous income.

Other income (Unit : Million Baht)	Year 2021	Year 2022	Year 2023
Dividend Income	10.62	10.26	10.83
Interest Income	3.52	3.52	1.34
Profit from sale of investment property	7.78	-	-
Administrative income	13.91	23.58	-
Penalty income	24.31	-	-
Other	4.45	16.19	32.23
<b>Total</b>	<b>64.59</b>	<b>53.55</b>	<b>44.4</b>

During the year 2021 - 2023, the Company had other income equal to Baht 64.59 million, Baht 53.55 million, and Baht 44.4 million respectively. In 2021, the Company's other income was Baht 64.59 million, increase of Baht 36.65 million or 131.17%, the main reason is from the recognition of penalty income and in 2022 the Company has other income equal to Baht 53.55 million, a decrease of Baht 11.04 million or 17.09% compared to the same period of the previous year, the main reason is that the company has no income from penalties.

For 2023, the Company had other income equal to Baht 44.4 million, a decrease of Baht 9.15 million or 17.09% compared to the same period last year, the main reason is that the Company has no income from penalties.

#### 4.1.2.2 Expenses

##### 1) Total Expenses

Total expenses of the Company comprise of cost of sales, cost of rental and services, selling expenses, administrative expenses, loss on sale of investment in trading securities, loss from change in the investment transfer and loss from sale of investment in subsidiaries, details are as follows:

Total Expenses	Audited Financial Statement as of December 31,					
	Year 2021		Year 2022		Year 2023	
	MB	%	MB	%	MB	%
Cost of Sale	176.95	30.81%	172.89	30.05%	1,199.81	66.17%
Cost of rental and services	151.71	26.41%	185.56	32.24%	167.15	9.22%
Selling expenses	51.94	9.04%	26.87	4.67%	198.30	10.94%
Administrative expenses	193.83	33.74%	189.89	33.01%	247.84	13.67%
<b>Total Expenses</b>	<b>574.43</b>	<b>100.00%</b>	<b>575.21</b>	<b>100.00%</b>	<b>1,813.10</b>	<b>100.00%</b>

The year 2021 - 2023, the Company's total expenses were Baht 574.43 million, Baht 575.21 million and Baht 1,813.10 million respectively. In 2022, the total expenses increased by Baht 0.78 million or 0.13%, mainly due to an increase in the cost of rental and services which increased by Baht 33.85 million due to the Company's cost of electricity, water and land and building taxes increased. Due to the year 2021, the Company received benefits according to government assistance measures from the COVID epidemic situation. However, in 2022, the Company's cost of sales and administrative expenses decreased in line with the overall economic slowdown.

For the year 2023, the Company had increased expenses of Baht 1,237.89 million, or 215.21%. The main cause was an increase in total cost of sales of Baht 1,008.51 million, or 281.35%, caused by the cost of selling vacant land in the TFD Industrial Estate increased and total sales and administrative expenses increased by Baht 229.37 million, or 105.82%, due to increased land transfer expenses and commission from land sales. However, in 2023, the Company had increased selling expenses and administrative expenses in line with increased revenue.

##### 2) Cost of Sale

Cost of Sale of the Company consists of cost of vacant land, cost of land with factory and cost of condominium unit sold.

Unit : Million Baht	Year 2021	Year 2022	Year 2023
Cost of sale of vacant land	135.82	172.89	1,199.81
Cost of sale of land with factory	-	-	-
Cost of sale of condominium unit	41.13	-	-
<b>Total</b>	<b>176.95</b>	<b>172.89</b>	<b>1,199.81</b>

- *Cost of sale of land and factory*

In year 2021, the Company had cost of sales equaled to Baht 135.82 million, increase of Baht 77.30 million or 132.09% when compared to the same period of the previous year which varies with the increase in land sales in 2021. For the year 2022, the Company had a total cost of sales of Baht 172.89 million, decrease of Baht 4.06 million or 2.29% compared to the same period last year.

In 2023, the Company had total cost of sales equal to Baht 1,199.81 million, an increase of Baht 1,026.92 million or 593.97% compared to the same period last year, which varied with increased land sales.

- *Cost of sale of condominium units*

Cost of sale of condominium units	Year 2021	Year 2022	Year 2023
Project 15 Sukhumvit Residences	41.13	-	-
<b>Total</b>	<b>41.13</b>	<b>-</b>	<b>-</b>

In 2021, the Company had cost of sales of condominiums equal to Baht 41.13 million. In 2021, the Company had income from the sale of condominium, the 15 Sukhumvit Residences project, 1 Penthouse room. For the year 2022- 2023, the Company had no income from the sale of condominiums in Project 15 Sukhumvit Residences, so there is no cost of sales.

- *Cost of Rental and Services*

Cost of Rental and Services (Unit : Million Baht)	Year 2021	Year 2022	Year 2023
Rental cost of warehouse	39.85	53.24	43.20
Rental cost of office buildings	111.86	136.82	103.14
<b>Total</b>	<b>151.71</b>	<b>190.06</b>	<b>146.34</b>

In 2021 – 2023, the Company had cost of rent and services equal to Baht 151.71 million, Baht 190.06 million, and Baht 146.34 million respectively. In 2021, the Company's cost of rent and services decreased by Baht 1.70 million or 1.11% and in 2022, the Company's cost of rent and services increased by Baht 38.36 million or 25.29%.

For the year 2023, the Company's cost of rent and services decreased by Baht 146.34 million or 23.00%.

### 3) Sales and Administrative Expenses

Sales Expenses of the Company comprise of advertising and promotion, salesmen salary, sale management and commission while the administrative expenses comprise of salary, director's remuneration, travelling expenses and entertainment expenses and office rental expense. The details were as follows:

Sales and Administrative Expenses (Unit : Million Baht)	Year 2021	Year 2022	Year 2023
Sales Expenses	51.94	26.87	198.30
Administrative Expenses	193.83	189.89	247.84
<b>Total</b>	<b>245.77</b>	<b>216.76</b>	<b>446.16</b>

#### - Sales expenses

In 2021 – 2023, the Company had sales expenses of Baht 51.94 million, Baht 26.87 million, and Baht 198.30 million respectively, or 9.07%, 4.21%, and 6.98% of total revenue, respectively. In 2022, the Company's sales expenses decreased by Baht 25.07 million or 48.26%, mainly due to the decrease in expenses related to employees and expenses related to land sales.

For the year 2023, the Company had sales expenses of Baht 198.30 million increased from land transfer expenses and commission from sale, and increased specific business taxes.

#### - Administrative Expenses

In 2021 - 2023, the Company had administrative expenses equal to Baht 193.83 million, Baht 189.89 million, and Baht 247.84 million respectively, or compared to total revenue, accounting for 33.86%, 29.77% and 8.73% of total revenue respectively. In 2022, the Company's administrative expenses decreased by Baht 3.94 million or 2.03% compared to the same period of the previous year. This was due to the decrease in doubtful debt items.

For the year 2023, the Company's administrative expenses equal to Baht 247.84 million increased from last year of Baht 57.95 million, due to the Company needing to recruit more personnel for operations and caused by the list of doubtful debts that have increased which causes administrative expenses to increase.

### 4) Financial Expenses

In 2021 – 2023, the Company had financial expenses of Baht 401.72 million, Baht 412.47 million, and Baht 444.63 million respectively. In 2021, the Company's financial expenses increased by Baht 15.68 million compared to the same period last year, while in 2022, the Company's financial expenses increased, because the Company has interest expenses on debentures and promissory notes increased and the cost of issuing convertible bonds decreased.

For the year 2023, the Company has financial expenses equal to Baht 444.63 million resulting from interest payments during the year.

#### 4.1.2.3 Profitability

##### 1) Gross Profit Margin

In 2021 – 2023, the Company had gross profit margin equal to 35.31%, 41.34%, and 51.11% respectively. In 2022, the Company's gross profit margin has increased compared to the same period of the previous year because most of the revenue from this year's sales comes from the sale of condominiums and warehouse while earning income from the sale of land in industrial estate of 30 rai or representing a sales value of approximately Baht 230 million.

For the year 2023, the Company's gross profit margin increased by 9.77% from the same period last year, with income from selling industrial estate land during the period in the amount of Baht 305.62 rai, representing a total value of Baht 2,664.78 million.

However, as of December 31, 2023, the Company has land in TFD Industrial Estate 2 for sale and is awaiting transfer of ownership, amounting to 219.47 rai, with a total value of Baht 1,865.50 million.

The gross profit margin of the Company can be divided into 3 main business groups as the following table:

Gross Profit Margin	Year 2021	Year 2022	Year 2023
Sale of land and factory	36.41%	54.51%	53.63%
Sale of condominium units	9.54%	-	-
Rental and services	39.01%	19.66%	19.72%
<b>Total</b>	<b>35.31%</b>	<b>41.34%</b>	<b>51.11%</b>

From the above table, the gross profit margin of the land and factory building business during the year 2021 and 2022, the Company has a gross profit margin of 36.41% and 54.51%, respectively. In 2021, the most of its income came from selling warehouses in the Bang Sao Thong project, while in 2022 the Company had a gross profit margin of the business selling land and factory buildings of 54.51%. The reason is that land sales in TFD Industrial Estate 2 have increased from the previous year, and for 2023, the Company has a gross profit margin of land and factory building sales business of 53.63%.

In 2021 - 2022, the Company has a gross profit margin of the condominium sales business equal to 5.67% and 9.54%, respectively, because in 2020 the income came from the sale of the 15 Sukhumvit Residences project, which has a small number of condominiums remaining for sale which it is a large suite and it is an empty room that has not yet been decorated (Bare shell). The Company also uses a price policy to hasten the sale of the remaining condominium units. In 2021, the Company can sell 1 penthouse room and for 2022 – 2023, the Company does not sell any condominium units.

In 2021-2023, the Company has a gross profit margin of rental and service businesses equal to 39.01%, 19.66%, and 19.72 percent, respectively. In 2021, the gross profit margin decreased slightly to 39.01% due to a temporary rent reduction for some operators who still receive impact from the outbreak of coronavirus 2019, where the gross profit margin is still not much different from the previous year, while in 2022 the Company's gross profit margin of the rental and service business

decreased to 19.66% due to the Company having allowance for doubtful accounts and impairment of SG Building has been made. And for 2023, the Company has an increase in gross profit margins from rental and service businesses because there are more factories and warehouses for rent.

## **2) Operating Profit Margin**

In 2021 - 2023, the Company has operating profit margins equaled to -13.07%, 5.87%, and 35.15%, respectively. The operating profit margin in 2022 has improved which is mainly due to increase in revenue from land sales during the year. And for the year 2023, the Company has an increased operating profit margin because the Company has income from selling land in TFD Industrial Estate 2.

## **3) Net Profit Margin**

In 2021 - 2023, the Company has net profit margin equaled to -37.11%, -42.67% and 20.52%, respectively. The Company's net profit margin in 2022 declined mainly due to the increase in land sales while the proportion of revenue recognition from high-margin condominium projects has a decreased proportion. For the year 2023, the Company's net profit margin increased from the same period last year, mainly due to increased sales of land in TFD Industrial Estate 2.

## **4) Return on Shareholders' Equity**

In 2021 - 2023, the Company has return on shareholders' equity equaled to -10.17%, -12.35% and 22.11%, respectively. The ratio in 2022 was still negative and slightly increased as a result of high finance expense which also affected the loss in operating loss. For the year 2023, the Company has an increased of return on equity because the Company has increased operating profits.

### **4.1.2.4 Assets Management Ability**

#### **1) Assets**

The main assets of the Company consist of Development Cost of real estate projects, Leasehold Rights and Real Estate for Investment. In 2021 - 2023, the Company has total assets equaled to Baht 8,782.32 million, Baht 8,877.59 million, and Baht 9,557.40 million, respectively. In 2023, the Company's total assets increased by Baht 679.81 million or equivalent to 7.66% when compared to the same period last year. The main reason is that the Company has more investment properties and there is also a deposit to pay for the purchase of assets worth Baht 1,200 million.

In 2021 - 2023, the Company had return on assets equaled to -2.47%, -3.08% and 6.32%, respectively. In 2021-2023, it will be negative as a result of the Company's operating results that still have losses which a result of the past, the Company has expanded its investment in assets quite a lot while some projects are still in the development stage especially the TFD Industrial Estate 2 project and in 2019 - 2022, the Company was affected by the economic slowdown and the outbreak of the coronavirus disease 2019, causing land sales to not go according to the Company's plans and affecting the Company in the long term, continuing to the present. However, the Company has accelerated investment and development of the project to build more confidence for investors. In 2022, the project has made more than 80% progress in developing the main utilities and the situation of the coronavirus 2019 outbreak that will have a decreasing trend.

For 2023, the Company has completed the development of main utilities in the TFD Industrial Estate 2 project and a plan to create TFD Industrial Estate 2 (Extension). The Company has collected land around TFD Industrial Estate 2, the project area is approximately 1,289 rai, divided into 1,083 rai of the Company's land, waiting to be transferred, the remaining 146 rai. That requires purchasing additional approximately 59 rai, which is currently in the process of doing an EIA.

In addition, the Company has acquired an investment transaction in 318 commercial and residential condominium units, numbers 36, 36/301 – 36/617, floors 1 – 37, within the “Sathorn Heritage Residences” condominium. Buildings B, C (partial) under the name JC Kevin Sathorn Bangkok Hotel, which shall have revenue recognized since September 11, 2023.

## **2) Cash and cash equivalents**

In 2021 - 2023, the Company's cash and cash equivalents equaled to Baht 75.52 million, Baht 56.96 million, and Baht 138.65 million, respectively. As at December 31, 2022, the Company had cash and cash equivalents decreased by Baht 18.56 million due to the Company spent on deposit of cost of lands and increase in purchase of land. On December 31, 2023, the Company had cash and cash equivalents increased by Baht 81.69 million which had a result of the sale of land.

## **3) Trade receivables and other receivables**

In 2021 – 2023, the Company had trade and other receivables equal to Baht 145.94 million, Baht 184.84 million, and Baht 132.40 million, respectively. As of December 31, 2021, the Company's trade receivables and other receivables increased from the end of 2020 by Baht 0.43 million or 0.30% which is not much different from last year because the Company still has a policy to reduce rent and service fees to tenants due to the epidemic of the Coronavirus Disease 2019, which affected the tenants. As of December 31, 2022 the Company's trade receivables and other receivables increased from the end of 2021 by Baht 38.90 million. As of December 31, 2023 the Company's trade receivables and other receivables increased from the end of 2022 by Baht 52.44 million.

## **4) Project Development Costs**

In 2021 – 2023, the Company has real estate project development costs equal to Baht 5,883.39 million, Baht 5,788.06 million and Baht 4,748.93 million, respectively. As of December 31, 2021, the Company has real estate project development costs increased from the end of 2020 by Baht 25.25 million, mainly due to the cost of development of the TFD Industrial Estate 2 project has continue to increase as the Company has accelerated the development of main utilities by more than 80% in order to increase investor confidence and as of December 31, 2022, the Company had real estate project development costs decreased from the end of 2021 by Baht 95.33 million, mainly due to the increase in land sales in the TFD Industrial Estate 2.

As of December 31, 2023, the Company had project development costs decreased from 2022, which occurred during the period, land in TFD Industrial Estate 2 has been sold in the amount of 305.62 rai and the development of the main utilities of TFD Industrial Estate 2 has been completed.



## 5) Investment Properties

Investment Properties of the Company comprised of Office building for rent, factory, and warehouse for rent (which already have tenants). In 2021 – 2022, the Company has investment properties of Baht 973.24 million, Baht 848.43 million, and Baht 1,300.75 million, respectively. As of December 31, 2021, the Company's investment properties increased from the end of 2020 by Baht 71.13 million because warehouses and factories can be rented more. And as of December 31, 2022, the Company's investment properties decreased from the end of 2021 by Baht 124.81 million. As of December 31, 2023, the Company has additional investment properties from project development cost classifications and from the start of factory construction.

### 4.1.2.5 Liquidity and sufficiency of funds

#### Source of funds

Source of funds	As of December 31,		
	Year 2021	Year 2022	Year 2023
Total Liabilities	6,712.96	6,540.55	6,621.54
Total shareholders' equity	2,069.36	2,337.05	2,935.86
Debt to Equity Ratio (times)	3.24	2.80	2.26

#### 1) Liabilities

Main Liabilities of the Company consist of short-term borrowings from the financial institutions, bill of exchange, debentures, and long-term loan from the financial institutions. In 2021 – 2023, the Company had total liabilities of Baht 6,712.96 million, Baht 6,540.55 million, and Baht 6,621.54 million, respectively. As of December 31, 2022, the Company's liabilities decreased from the end of 2021 by Baht 172.41 million, mainly due to an increase in the classification of long-term loans from financial institutions. The main reason was from the Company has repaid loans from financial institutions and from the recognition of advance income for the cost of land and pay construction payables during the period. As of December 31, 2023, the Company had increased liabilities from 2022 in the amount of Baht 80.99 million as a result of receiving subscription money and contract money from customers that increased by Baht 752.93 million.

#### 2) Bank overdrafts and short-term borrowing

In 2021 – 2023, the Company had bank overdrafts and short-term borrowings equal to Baht 404.87 million, Baht 278.06 million, and Baht 170.94 million, respectively. As of December 31, 2022, the Company had bank overdrafts and short-term loans decreased from the end of Year 2021, amounted to Baht 126.81 million, and as of December 31, 2023, the Company had bank overdrafts and short-term borrowings decreased from the end of 2022 by Baht 107.12 million.

#### 3) Trade and other payables

Trade payables of the Company consisted of trade payable, construction payable and land payable while other payables comprised of advance from customers, retention guarantee, accrued

expenses etc. In 2021 - 2023, the Company has trade payables and other payables equal to Baht 240.92 million, Baht 278.41 million and Baht 265.37 million, respectively. As of December 31, 2021, the Company's trade payables increased by Baht 22.25 million due to an increase in long-term loans, which increased during the year, while as of December 31, 2022, the Company had an increase in trade payables of Baht 37.49 million, due to an increase in the Company's subscription and contract payments of land sales according to the backlog available at the end of December 2022. As of December 21, 2023, the Company had a decrease in trade payables of Baht 13.04 million, due to a decrease from trade creditors, construction costs for TFD Industrial Estate 2 were completed and the work was received.

#### 4) Long-term Debentures

As of December 31, 2023, the Company had the long-term debenture outstanding of Baht 3,383.24 million. The Company's debenture did not have any rating. Details of the outstanding debenture were as follows:

Debentures No.	Issued Date	Maturity Date	Interest Rate (%)	Maturity	Number of unmatured debentures	
					(Unit)	(Million Baht)
JCK209A	27-09-2018	27-03-2024	7.00	3 years 6 months	430,400	279.76
JCK212A	15-02-2019	15-02-2023	7.25	4 years	525,500	462.44
JCK213A	22-03-2019	22-03-2023	7.00	4 years	966,400	966.40
JCK217A	26-07-2019	26-07-2023	7.25	4 years	546,100	529.72
JCK221A	24-01-2020	24-01-2024	7.00	4 years	811,100	811.10
JCK228A	13-02-2020	13-08-2022	7.50	4 years 6 months	390,000	351.00
Cost of issuing debentures						(11.68)
<b>Total</b>						<b>3,383.24</b>

<sup>1</sup> Type of Debentures: Named Debentures, unsubordinated, guarantee and have debenture holder representative.

<sup>2</sup> Type of Debentures: Named Debentures, unsubordinated, some guarantee and have debenture holder representative.

#### 5) Long term loans from financial institutions

During 2021 - 2023, the Company had long-term loan from the financial institutions-net of the current portion in one year equaled to 748.38 million, Baht 339.20 million, respectively. In 2022, the Company's long-term loans from financial institutions decreased from the end of 2021 in the amount of Baht 117.47 million or 34.63% compared to the same period of the previous year. This is because the Company had income from selling land in the TFD Industrial Estate 2 and repaying some of the bank loans. In 2023, the Company **did** not have any long-term loans from financial institutions, arising from repayment of bank loans.

#### 6) Shareholders' Equity

In 2021 - 2023, the Company has total shareholders' equity of Baht 2,069.36 million, Baht 2,337.05 million, and Baht 2,935.86 million, respectively. At the end of 2022 and 2023, the Company's shareholders' equity decreased from the end of the previous year by Baht 267.69 million and increased Baht 598.81 million respectively, due to the issuance of new ordinary shares and the

issuance of convertible debentures which have exercised the right to convert to ordinary shares during the year.

#### 7) Debt to Equity Ratio (D/E ratio)

In 2021 - 2023, the Company's Debt-to-Equity Ratio were 3.24 times, 2.80 times, and 2.26 times, respectively. The Debt-to-Equity Ratio as at December 31, 2022 had decreased due to during the year 2022 the Company had repaid loans from financial institutions and issued newly issued ordinary shares and convertible debentures which convertible rights were exercised during the year resulting in a decrease in Debt-to-Equity Ratio compared to the same period of the previous year.

As of December 31, 2023, the Company's debt-to-equity ratio decreased because during the year the Company repaid loans from financial institutions and issued newly issued ordinary shares, resulting in a decrease in debt-to-equity ratio compared to the same period of the previous year.

#### 4.1.3 Investment Cost

The Company and its subsidiaries shared the main policy for the investment cost to mainly used for the expansion of the business operation. Currently, the projects which still are under operated by the group are TFD Industrial Estate 2, the warehouse and factory for rent, ready-built factory and warehouses for rent at Tha Sa-An and Bang Sao Thong, The 15 Sukhumvit Residences project (through the investment in CROWN), The Colonial Khao Tao, Hua Hin, the Mahadlek Residences (invested by the Company directly), The Artisan Ratchada (through the investment in BGY&TFD), the investment in the office building for rent (through the investment in SG), investment in the M-II Property Fund. The main source of funds for these projects was the loans from financial institutions, debentures and convertible debentures including the funds received from the capital increase and from working capital of the Company.

For the investment plan in the year 2024, the Company and its subsidiaries will mainly concentrate on the development and upgrade the utility system of the TFD Industrial Estate 2 which has estimated the total investment to be in total of Baht 220 million (most of the major utilities have been developed over 90%) including investment in land and development of the TFD Industrial Estate 2 (Extension) including investment in land and project development TFD Industrial Estate 2 (Extension) and has plans to invest in ready-made factories and warehouses for rent in Tha Sa-an and Bang Sao Thong. For the Green Park 4, 5, and 6 projects and including investment in the JC Kevin Sathorn Bangkok hotel business, the investment value is Baht 3,055 million. At the end of 2023, the Company paid for the purchase of some assets in the amount of Baht 1,200 million and must pay some to transfer ownership within 2024, another amount of Baht 800 million.

#### 4.1.4 Liquidity Adequacy

Cash flow (Unit : Million Baht)	Year 2021	Year 2022	Year 2023
Cash flow from / (used in) operating activities	(475.83)	(253.12)	1,671.21
Cash flow from / (used in) investing activities	91.38	(107.63)	(988.20)
Cash flow from / (used in) financing activities	445.23	342.20	(601.33)
Net Increase (Decrease) in the translation adjustments	-	-	
<b>Net increase (decrease) in Cash Flow during the period</b>	<b>60.78</b>	<b>(18.56)</b>	<b>81.68</b>

**4.1.4.1 Cash flow from operating activities**

In 2021 - 2023, the Company had cash flows used in operating activities of Baht -475.83 million, Baht -253.12 million, and Baht 1,671.21 million, respectively, mainly due to interest expenses incurred during the year 2021 - 2023 of Baht 474.29 million, Baht 394.37 million and Baht 410.46 million, respectively, including increased investment in project development during the year, the amount was Baht 145.03 million, Baht 91.88 million, and Baht 430.98 million, respectively.

**4.1.4.2 Cash flow from investing activities**

In 2021 - 2022, the Company had cash flows from investing activities of Baht 91.38 million, and Baht -107.63 million, respectively. In 2023, the Company's cash flows from investing activities were Baht -988.20 million. In 2020, the Company had cash flow from investing activities equal to Baht 134.34 million, mostly from using money as a deposit to pay for property.

**4.1.4.3 Cash flow from financing activities**

In 2021, the Company had cash flow from financing activities of Baht 445.23 million, due to the Company having short-term borrowings from related parties of Baht 267.0 million, cash received from long-term borrowings from financial institutions increased Baht 348.0 million to repay long-term loans from financial institutions in the amount of Baht 215.42 million.

For the year 2022, the Company's cash flow from financing activities was Baht 342.20 million, resulting from the Company's cash received from the issuance of convertible debentures during the year in the amount of Baht 530.00 million and short-term loans from related parties in the amount of Baht 230.0 million.

For the year 2023, the Company had cash flow from financing activities equal to Baht -601.33 million, resulting from the Company repaying long-term and short-term loans, and repaying some of the debentures.

The Company's current ratio at the end of the year 2021 - 2023 was 2.21 times, 1.53 times and 1.56 times, respectively. The current ratio in the year 2020 slightly decreased from the year 2019 to 1.79 times due to the Company had current liabilities increased Baht 759.93 million. For the year 2021, the current ratio had increased from the end of the year 2021 to 2.21 times due to the decrease in the current liabilities of Baht 609.44 million, mainly from the current portion of the debenture which will be due within one year and portion of long-term loans from related parties while total current assets increased by Baht 97.11 million. For the year 2022, the current ratio decreased from the end of 2021 at 1.53 times, mainly due to the company's current liabilities increasing in the amount of Baht 1,283.26 million, mainly from the increase in debentures due within 1 year. However, the Company was able to extend the maturity period of such debentures and partially repaid the principal. For 2023, the liquidity ratio increased from 2022 as a result of having less current liabilities than in 2022 by Baht 747.49 million.

**4.2 Factors or events that may significantly affect the financial position or operations in the future.**

The Thai economy in 2024 has tendency to improve. This was supported by the easing of measures to control the spread of the Coronavirus Disease 2019 (COVID-19), with the trend of interest rates decreasing.

As a result, the industrial estate business is likely to continue growing. It is expected that land sales and rentals in industrial estates will expand by an average of 20% per year, including factories and warehouse rental businesses that will grow from the demand for storage and distribution space in e-commerce businesses that want to move base of both domestic and foreign manufacturers to move closer to consumers.

In addition, the trend of the condominium market in 2027 will gradually move back to growth. The market price level will not increase much because there are new condominium developments that penetrate the condominium budget groups. The government has government measures to facilitate the purchase of real estate such as reducing the transfer fee, mortgage fees for real estate for real estate that value not exceeding Baht 3 million including relaxation of mortgage control measures (Loan-to-Value : LTV) of the Bank of Thailand which conducive to buyers and investors to help stimulate the real estate market.

### 4.3 Important financial information

#### 4.3.1 Audit's Report Summary

Auditor's report for the Company's financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2023, audited by Mr. Kittiphun Kiatsomphob, Certified Public Accountant, Registration Number 8050 from EY Office Company Limited, expressed an unconditional opinion that the above financial statements present the consolidated and separate financial position of the Company as at December 31, 2023, the operating results and cash flows for the year ending on the same date of JCK International Public Company Limited and its subsidiaries and only of JCK International Public Company Limited are correct and accurate in all material respects of financial reporting standards.

##### Key Audit Matters

An important issue in the audit is various matters with the most significant, at the discretion of a professional auditor.

Important matters in the audit and the procedures for each subject are as follows;

- Compliance with the conditions specified in the loan contract.

As of December 31, 2023, the Group has promissory notes, loans from financial institutions and other businesses and bonds totaling Baht 4,171 million, or 63% of total liabilities. (Separate financial statements: Baht 3,801 million or 66% of total liabilities) under the contract related to the said loan (Loan Agreement). The Group must comply with certain conditions. If the Group is unable to comply with such conditions, it may affect the recovery of the loan from the lender including classifying items from non-current liabilities to current liabilities. This may affect the business's operating plan, ability to find other sources of financing, and the continuation of the Group's operations.

The auditor reads the loan contract and examines the conditions as specified in the loan contract, both the general requirements and financial requirements, including testing of financial ratio calculations that it is as specified in the loan contract and understand the process for following up on compliance with various conditions as specified in the management loan agreement including a financial plan for repaying the loan. In addition, the

disclosure of information in the notes to the financial statements regarding various conditions was also reviewed as specified in the loan contract.

- Impairment of assets.

As of December 31, 2023, the Group has a balance of assets used in operating various projects, including real estate project development costs, investment property and deposits paid to purchase assets, totaling Baht 7,249 million, or 76% of total assets (Separate financial statements: Baht 5,288 million, or 59% of total assets). Consideration of impairment of assets used in operating businesses in the aforementioned projects, requires considerable management discretion in analyzing market competition, economic and industrial conditions, evaluating future plans includes important assumptions. This creates a risk regarding the value of the allowance for impairment of assets.

The auditor gained an understanding of the Group's consideration process related to determining asset impairment and assessed the appropriateness of the criteria and assumptions used by management in making the determination and consider the assumptions and methods used by independent appraisers to calculate fair value (for projects whose fair value has been assessed by an independent appraiser) including reviewing the reasonableness of the data used by asking the executives and perform a comparative analysis of related information.

### 4.3.2 Summary of financial statements

#### 4.3.2.1 Statement of Comprehensive Income

Statement of Comprehensive Income (Unit : Million Baht)	As of December 31,					
	Year 2021		Year 2022		Year 2023	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Revenue</b>						
Revenue from sale	259.31	45.28%	380.09	59.58%	2,587.75	91.11%
Revenue from rental and services	248.74	43.44%	230.98	36.21%	208.20	7.33%
Gain on sales of investment properties	7.78	1.36%	-	0.00%	-	0.00%
Dividend income	10.62	1.85%	10.26	1.61%	10.83	0.38%
Interest income	3.52	0.61%	0.41	0.06%	1.34	0.05%
Other income	42.67	7.45%	16.19	2.54%	32.23	1.13%
<b>Total revenues</b>	<b>572.64</b>	<b>100.00%</b>	<b>637.92</b>	<b>100%</b>	<b>2,840.35</b>	<b>100%</b>
<b>Expenses</b>						
Cost of sales	176.95	30.90%	172.89	30.06%	1,199.81	42.24%
Cost of rental and services	151.71	26.49%	185.56	32.26%	167.15	5.88%
Selling expenses	51.94	9.07%	26.87	4.67%	198.30	6.98%
Administrative expenses	193.83	33.85%	189.89	33.01%	247.83	8.73%
Loss on disposal of investment in subsidiary	-	0.00%	-	0.00%	-	0.00%
<b>Total expenses</b>	<b>574.43</b>	<b>100.32%</b>	<b>572.21</b>	<b>90.00%</b>	<b>1,813.10</b>	<b>63.83%</b>
<b>Profit (loss) before share of loss from investments in joint ventures</b>	<b>(1.80)</b>	<b>(0.32%)</b>	<b>62.71</b>	<b>9.83%</b>	<b>1,027.25</b>	<b>36.17%</b>
<b>Finance costs and taxes</b>						
Share of profit (loss) from investments in joint ventures	238.01	41.56%	78.55	12.31%	45.83	1.61%
<b>Profit (loss) before finance and income tax expenses</b>	<b>236.21</b>	<b>41.25%</b>	<b>141.26</b>	<b>22.14%</b>	<b>1,073.07</b>	<b>37.78%</b>
Finance expenses	(401.72)	(70.15%)	(412.47)	(64.66%)	(444.63)	(5.65%)
<b>Profit (loss) before income tax expenses</b>	<b>(165.51)</b>	<b>(28.90%)</b>	<b>(271.21)</b>	<b>(42.52%)</b>	<b>628.44</b>	<b>22.13%</b>
Income tax expenses	(47.01)	(8.21%)	(0.79)	(0.12%)	(46.30)	(1.63%)
<b>Profit (loss) for the period from continuing operations</b>	<b>(212.52)</b>	<b>(37.11%)</b>	<b>(272.01)</b>	<b>(42.64%)</b>	<b>582.14</b>	<b>91.26%</b>
<b>Canceled operation</b>						
Profit for the period from discontinued operations	-	0.00%	-	0.00%	-	0.00%
<b>Profit (loss) for the period</b>	<b>(212.52)</b>	<b>(37.11%)</b>	<b>(272.01)</b>	<b>(42.64%)</b>	<b>582.14</b>	<b>91.26%</b>
Equity belonging to the shareholders of the Company	(224.51)	(39.21%)	(269.95)	(42.32%)	566.48	88.80%
Non-controlling interests of the subsidiary	11.20	1.96%	(2.05)	(0.32%)	0.75	0.12%
<b>Profit (loss) per share - Equity attributable to the Company's shareholders</b>						
Profit (Loss) per share (Basic)	(0.1033)		(0.0938)		0.1700	

### 4.3.2.2 Statement of financial position

Statement of financial position (Unit : Million Baht)	As of December 31,					
	Year 2021		Year 2022		Year 2023	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Assets</b>						
Cash and cash equivalents	75.52	0.86%	56.96	0.64%	138.65	1.45%
Trade and other receivables	145.94	1.66%	184.84	2.08%	132.40	1.39%
Short-term loans to related parties and interest receivable	7.18	0.08%	7.18	0.08%	7.18	0.08%
Project development costs	5,883.39	66.99%	5,788.06	65.20%	4,748.93	49.69%
Deposit for purchase of land	177.02	2.02%	258.88	2.92%	192.69	2.02%
Deposit for purchase of real estate projects	-	0.00%	-	0.00%	-	0.00%
Other current financial assets	2.26	0.03%	1.476	0.02%	41.5	0.43%
Cost to obtain contracts with customer	-	0.00%	-	0.00%	-	0.00%
Other current assets	26.75	0.30%	30.51	0.34%	38.87	0.41%
<b>Total current assets</b>	<b>6,318.05</b>	<b>71.94%</b>	<b>6,327.91</b>	<b>71.28%</b>	<b>5,300.23</b>	<b>55.46%</b>
Restricted bank deposits	30.78	0.35%	23.93	0.27%	23.96	0.25%
Investment in joint venture	343.71	3.91%	422.25	4.76%	418.08	4.37%
Investment property	973.24	11.08%	848.43	9.56%	1300.43	13.61%
Equipment	180.42	2.05%	247.96	2.79%	259.46	2.71%
License assets	538.08	6.13%	546.81	6.16%	657.53	6.88%
Corporate income tax awaiting refund	44.74	0.51%	41.52	0.47%	77.00	0.81%
Deferred tax assets	205.58	2.34%	210.83	2.37%	168.26	1.76%
Other non-current financial assets	133.81	1.52%	185.18	2.09%	126.04	1.32%
Other non-current assets	13.90	0.16%	22.79	0.26%	26.41	0.28%
<b>Total non-current assets</b>	<b>2,464.26</b>	<b>28.06%</b>	<b>2,549.69</b>	<b>28.72%</b>	<b>4,257.17</b>	<b>44.54%</b>
<b>Total assets</b>	<b>8,782.32</b>	<b>100.00%</b>	<b>8,877.59</b>	<b>100.00%</b>	<b>9,557.40</b>	<b>100.00%</b>
<b>Liabilities</b>						
Bank overdrafts and short-term loans	404.87	4.61%	278.06	3.13%	170.94	1.79%
Short-term loans from related parties and interest payable	177.55	2.02%	412.12	4.64%	462.31	4.84%
Trade and other payables	240.92	2.74%	278.41	3.14%	265.37	2.78%
Advance payment from customers	150.83	1.72%	128.78	1.45%	881.23	9.22%
Portion of debentures due within one year	731.38	8.33%	2,000.99	22.54%	823.53	8.62%
Portion of long-term loans from financial institutions due within one year	972.47	11.07%	904.67	10.19%	618.31	6.47%
Portion of contract liabilities due within one year	89.79	1.02%	72.40	0.82%	135.45	1.39%
Portion of long-term loans from related parties due within one year	0.72	0.01%	0.72	0.01%	-	0.00%
accrued income tax	0.60	0.01%	-	0.00%	-	0.00%
Other current liabilities	94.00	1.07%	70.26	0.79%	44.76	0.47%
<b>Total current liabilities</b>	<b>2,863.15</b>	<b>32.60%</b>	<b>4,146.40</b>	<b>46.71%</b>	<b>3,398.91</b>	<b>35.56%</b>



### Statement of financial position (Continue)

Statement of financial position (Unit : Million Baht)	As of December 31,					
	Year 2021		Year 2022		Year 2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Debentures - net of portion due within one year	2,769.46	31.53%	1,465.84	16.51%	2,557.77	26.76%
Long-term borrowings - net of portion due within one year	339.20	3.86%	221.733	2.50%	-	0.00%
Long-term loans from related parties and accrued interest - net of portion due within one year	-	0.00%	-	0.00%	-	0.00%
Rental deposit received	72.10	0.82%	70.421	0.79%	77.14	0.81%
Lease liabilities - net of portion due within one year	625.00	7.12%	620.636	6.99%	567.85	5.94%
Reserve long-term employee benefits	40.14	0.46%	11.156	0.13%	12.81	0.13%
Other non-current liabilities	3.91	0.04%	4.352	0.05%	7.16	0.07%
<b>Total non-current liabilities</b>	<b>3,849.81</b>	<b>43.84%</b>	<b>2,394.14</b>	<b>26.97%</b>	<b>3,222.72</b>	<b>33.72%</b>
<b>Total liabilities</b>	<b>6,712.96</b>	<b>76.44%</b>	<b>6,540.54</b>	<b>73.67%</b>	<b>6,621.63</b>	<b>69.28%</b>
<b>Equity</b>						
Registered capital	4,438.81	50.54%	5,065.4	57.06%	7,971.42	83.41%
Issued and fully paid-up capital	2,302.75	26.22%	3,305.653	37.24%	3,802.75	39.79%
Share premium	1,842.97	20.99%	1,413.976	15.93%	1,030.79	10.79%
Retained earnings - legal reserve	50.66	0.58%	50.655	0.57%	50.66	0.53%
Retained earnings - not allocated	(2,083.92)	(23.73%)	(2,349.036)	(26.46%)	(1,767.64)	-18.50%
Other components of equity	(198.62)	(2.26%)	(205.524)	(2.32%)	(180.69)	-1.89%
Equity of the Company's shareholders	1,913.84	21.79%	2,215.724	24.96%	2,925.86	30.72%
Non-controlling interests of the subsidiary	155.51	1.77%	121.321	1.37%	-	0.00%
<b>Total Shareholders' Equity</b>	<b>2,069.35</b>	<b>23.56%</b>	<b>2,337.05</b>	<b>26.33%</b>	<b>2,935.86</b>	<b>30.72%</b>
<b>Total liabilities and shareholders' equity</b>	<b>8,782.32</b>	<b>100.00%</b>	<b>8,877.59</b>	<b>100.00%</b>	<b>9,557.40</b>	<b>100.00%</b>

### 4.3.2.3 Cash flow statement

Cash flow statement (Unit : Million Baht)	Audited financial statements		
	Year 2021	Year 2022	Year 2023
<b>Cash flows from operating activities</b>			
Profit (Loss) before tax	(165.51)	(271.21)	628.44
Profit before tax from discontinued operations	-	-	-
Profit (Loss) before tax	(165.51)	(271.21)	628.44
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:			
Reserve long-term employee benefits	7.70	(20.04)	1.72
Depreciation and amortization	119.78	131.22	123.29
The cost of real estate development projects decreased from the transfer to cost of sales.	-	-	-
Allowance for expected credit losses/allowance for doubtful accounts (reversal)	3.26	9.74	(1.69)
(Profit) Loss on disposal of investment in subsidiary	-	-	-
(Gain) Loss on disposal and amortization of equipment	(1.14)	(0.01)	(0.80)
(Gain) Loss on valuation of investments in trading securities	-	-	-
(Gain) loss from impairment of investment properties	-	11.49	-
(Gain) Loss on disposal of investments in equity securities	(1.59)	-	-
(Gain) Loss on valuation of financial assets - Investments in equity securities	(1.28)	0.79	0.48
Share (profit) loss from investments in joint ventures	(238.01)	(78.55)	(45.83)
Amortization of income tax is withheld.	0.01	-	-
Profit from sale of investment property	(7.78)	-	-
Dividends received from investments in equity securities	(10.62)	(10.26)	(10.53)
Interest earned	(3.52)	(0.41)	(1.34)
Interest expenses	401.72	412.46	444.63
<b>Profit (loss) from operations before changes in operating assets and liabilities</b>	<b>103.03</b>	<b>185.23</b>	<b>1,145.65</b>
<u>Decrease (increase) in operating assets</u>			
Trade accounts and other receivables	(5.99)	(48.64)	9.11
Real estate development project cost	(145.03)	91.88	430.98
Deposit for the purchase of land and condominium units	(28.03)	(81.86)	(192.69)
The cost of acquiring a contract with a customer	23.25	-	-
Deposit to pay for the purchase of real estate projects	-	-	-
Other current assets	(4.58)	(3.763)	(8.36)
Other non-current assets	(2.97)	(8.89)	(3.62)
<u>Increase (decrease) in operating liabilities</u>			
Trade and other payables	5.25	60.21	0.60
Advance payment from customers	24.79	(22.05)	752.45
Rental deposit received	4.20	(23.74)	(26.43)
Other current liabilities	31.35	(1.68)	(1.68)
Other non-current liabilities	0.52	0.44	0.44
<b>Cash used for operating activities</b>	<b>5.80</b>	<b>147.13</b>	<b>2,117.22</b>
Pay long-term employee benefits	(0.85)	(3.13)	(0.07)
Pay interest	(474.29)	(394.37)	(410.46)
Receive withholding tax refund	12.88	11.18	-
Pay income tax	(19.37)	(13.95)	(35.48)
<b>Net cash from (used in) operating activities</b>	<b>(475.83)</b>	<b>(253.12)</b>	<b>1,671.21</b>

**Cash flow statement (Continue)**

Cash flow statement (Unit : Million Baht)	Audited financial statements		
	Year 2021	Year 2022	Year 2023
<b>Cash flow from investing activities</b>			
Cash flow from investing activities	(4.59)	-	-
Buying investments in securities for trading	6.18	-	-
Buying investments in equity instruments of non-listed companies	-	(60.00)	-
	(0.20)	6.85	(0.03)
Proceeds from the sale of trading securities			(42.28)
Decrease in deposits at financial institutions with collateral obligations (increase)	-	-	-
Short-term loans to related parties (increase) Decrease	10.62	10.26	10.53
Dividends received from investments	-	-	-
Leasehold improvements increased.	(5.49)	-	(50.12)
Buy investment property	(6.52)	(34.56)	(6.82)
Buy equipment	30.00	-	-
	-	-	-
Proceeds from the sale of investment properties			298.39
Cash received from sale of investment in subsidiary	(1.65)	(1.03)	-
		(29.57)	-
Prepaid rent	-		(1,200)
Increased use rights assets	56.07	-	-
Cash received from joint ventures	-	-	-
Receive loan repayment	1.14	0.01	0.82
Proceeds from the sale of equipment	5.81	0.41	1.31
<b>Net cash flows from (used in) investing activities</b>	<b>91.38</b>	<b>(107.63)</b>	<b>(988.19)</b>
<b>Cash flows from financing activities</b>			
Bank overdrafts and short-term loans increase (decrease)	(7.30)	(127.22)	(92.25)
Payment of short-term loans from related parties	267.00	230.00	25.00
Proceeds from the issuance of debentures	-	-	-
Cash paid for repayment of debentures	(112.47)	(39.43)	(81.58)
Repayment of liabilities under finance leases and hire purchase	-	-	-
Long-term loans from financial institutions increased	348.00	-	761.17
Payment of debts under the lease agreement	(14.57)	(60.56)	(28.99)
Repayment of long-term loans from financial institutions	(215.42)	(187.50)	(1,258.61)
Repay long-term loans from related parties	-	-	-
Cash received from capital increase	130.00	88.12	101.07
Proceeds from the issuance of convertible debentures	50.00	530.00	14.00
Cash paid for the cost of issuing convertible debentures	-	(44.22)	(1.17)
Pay dividends	-	(47.01)	(39.97)
<b>Net cash flows from (used in) financing activities</b>	<b>445.23</b>	<b>342.20</b>	<b>(601.33)</b>
Increase (decrease) difference from translation of financial statements	-	-	-
Cash and cash equivalents net increase (decrease)	60.79	(18.56)	81.69
Cash and cash equivalents at the beginning of the period	14.73	75.52	56.96
<b>Cash and cash equivalents at the end of the period</b>	<b>75.52</b>	<b>56.96</b>	<b>138.65</b>

### 4.3.3 Important financial ratios

Financial ratios	Unit	As of December 31,		
		Year 2020	Year 2021	Year 2022
<u>Liquidity ratio</u>				
Liquidity ratio	(Times)	2.21	1.53	1.56
Quick Ratio	(Times)	0.15	0.13	0.16
Average collection time ratio	(Days)	27.60	68.21	20.71
Average sales lead time	(Days)	6,519.90	5,942.43	1406.77
Cash cycle	(Days)	6,488.43	5,746.22	1354.84
<u>Profitability Ratio</u>				
Gross margin	(%)	35.31%	41.34%	51.11%
Operating profit margin	(%)	(13.07%)	5.87%	35.15%
Net profit margin	(%)	(37.11%)	(42.67%)	20.52%
Return on Equity	(%)	(10.17%)	(12.35%)	22.11%
<u>Operating efficiency ratio</u>				
Return on Assets	(%)	(2.47%)	(3.08%)	6.32%
<u>Monetary Policy Analysis Ratio</u>				
Total Debt to Equity Ratio	(Times)	3.24	2.80	2.26
Net debt to equity Ratio1/	(Times)	2.92	2.53	1.79
Interest Coverage Ratio2/	(Times)	0.75	0.69	2.39
Interest Coverage Ratio (cash basis)3/	(Times)	1.00	0.64	4.01
Ability to pay obligations Ratio4/	(Times)	0.05	0.03	0.45
Ability to settle obligations (cash basis)5/	(Times)	1.90	0.57	0.69
Net Debt to Earnings Before Interest Expense Income Tax Depreciation and amortization Ratio (after share of loss from joint venture)6/	(Times)	16.95	21.76	4.89
Notes paid to interest-bearing debts Ratio	(Times)	0.03	0.02	0.01
Interest-bearing debt due within one year to total interest-bearing debt Ratio	(Times)	0.39	0.61	0.41
Loans from financial institutions to total liabilities Ratio	(Times)	0.26	0.21	0.12

Noted : 1/ Net debt to equity ratio (times) is calculated from interest-bearing liabilities less cash and cash equivalents short-term investments and/or investments in trading securities divided by the shareholders' equity.

2/ Interest coverage ratio is calculated from profit (loss) after deducting share of loss from investment in joint venture before financial expenses and income taxes plus depreciation and amortization divided by the financial cost.

3/ Interest Coverage Ratio (cash basis) is calculated as (operating cash flow + operating interest + tax)/operating interest expense, investment and financing.

4/ Debt service coverage ratio (DSCR) is calculated from earnings before interest, taxes, depreciation and amortization / (interest-bearing short-term liabilities + interest-bearing long-term liabilities which will be paid within one year)

5/ Debt Service Coverage Ratio (Cash basis) is calculated from cash flow from operations divided by debt payment, capital expenditure, asset purchase expenditure and dividends.

6/ Net Debt to Earnings before interest expense, income tax, depreciation and amortization is calculated from (interest-bearing liabilities - cash equivalents) / profit (loss) after deducting share of loss from investments in joint ventures before interest expense, income tax, depreciation and amortization.

## 5. General information and other important information

### 5.1 General information

#### The Company

##### **JCK International Public Company Limited**

Company Abbreviation	JCK
Company registration date	November 11, 1977
Company registration number	0107537000475 (BorMorJor. 294)
Registered Capital	Baht 7,971,416,322 ( As of December 31, 2023 )
Paid-up Capital	Baht 3,802,747,351 ( As of December 31, 2023 ) consisting of ordinary shares 3,298,459,214 shares with a par value of Baht 1 per share
Par Value	Baht 1 per share
Nature of Business	Real estate development, type of land, and construction of a standard factory in TFD Industrial Estate and various industrial estates for sale or rent, providing asset management services in the type of office buildings and SME, ready-made factories with office buildings for rent, residential (condominium) for sale and hotel business
Head Office Address	No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 676-4031-6, (662) 676-3836-9 Fax. (662) 676-4038-9
Website	www.jck.international
Office Project Address	TFD Industrial Estate No. 1, Moo. 5, Tha Sa-an Sub-district, Bang Pakong District, Chachoengsao Province 24130 Tel. (038) 578-756 Fax. (038) 578-757

Details of all subsidiaries and joint venture companies, please see details in “Article 1.3 Shareholding Structure of the Group of the Company”.

#### Other related parties

<b>Securities registrar</b>	:	Thailand Securities Depository Company Limited No. 93, the Stock Exchange of Thailand Building Ratchadaphisek Road, Din Daeng District, Bangkok 10400 Tel. (662) 009-9991 Fax. (662) 009-9999
<b>Securities Dealer and Securities Underwriter (B/E and Debentures)</b>	:	Asia Plus Securities Company Limited 11th Floor, Sathorn City Tower, 175 South Sathorn Road, Sathorn Sub-district, Sathorn District, Bangkok, 10120 Tel. (662) 680 – 1111 Fax. (662) 680-1014

Daol Securities (Thailand) Public Company Limited  
87/2 CRC Tower, 9th, 18th, 39th and 52nd Floor,  
All Seasons Place, Wireless Road  
Lumpini Subdistrict, Pathumwan District, Bangkok 10330  
Tel. (662) 351-1800

TMBThanachart Bank Public Company Limited  
No. 3000, Phaholyothin Road, Chomphon Subdistrict,  
Chatuchak District, Bangkok 10900  
Tel. (662) 299-1825, 299-1830

CIMB Thai Public Company Limited  
44 Langsuan Road, Sub-district, Pathumwan District, Bangkok, 10330  
Tel. (662) 626 7506, (662) 626 7511  
Fax. (662) 009 8889

**The Auditor** : Mr. Kittiphun Kiatsomphop CPA No. 8050 and/or  
Ms. Supanee Triyanantakul CPA No. 4498 and/or  
Mr. Preecha Arunnara CPA No. 5800  
EY Office Company Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex,  
193/136-137 Rajadapisek Road, Klongtoey District, Bangkok 10110  
Tel. (662) 264-0777 Fax. (662) 264-0789-90

**The Solicitor** : The Far East Law Office (Thailand) Co., Ltd  
121/74-75 RS Tower, 24<sup>th</sup> Floor  
Ratchadaphisek Road, Din Daeng Sub-district,  
Din Daeng District, Bangkok 10130  
Tel. (662) 641-3181-88, (662) 248-6711  
Fax. (662) 641-3189-90, (662) 248-6791  
  
Dharmniti Law Office Company Limited  
No. 2/2 Phakdee Building, 2<sup>nd</sup> Floor  
Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330  
Tel. (662) 680-9777, (669) 093-89162-7  
Fax. (662) 680-9711

**Financial Advisor** : Fis Capital Co., Ltd.  
No. 13-19, Charoenkrung 24 Road, Talat Noi Subdistrict,  
Samphanthawong District, Bangkok 10100  
Email : Contact@fis-capital.com

## 5.2. Other Important Information

History of default on principal or interest on debt instruments or default on loans from commercial banks, financial companies, credit foncier companies or financial institutions established by specific law for the past 3 years.

- None -

History of breach of conditions in the past 3 years

- None -

## 5.3 Legal Dispute

As of December 31, 2023, the Company had important legal dispute as follows;

- Legal Dispute No.1

A group of victims filed a lawsuit against government agencies and persons involved in the issuance of construction permits for buildings on leased land of the Company's Mahadlek Residences project and requested that construction of the said project's buildings be halted by giving reasons regarding the impact of the construction of the project building on the environment.

The Central Administrative Court issued a decision to revoke the environmental impact report (EIA) on September 14, 2017 and to revoke the building construction permit on September 26, 2019. The Company has filed an appeal against the Central Administrative Court's decision to the Supreme Administrative Court. The said case is currently being considered by the Supreme Administrative Court.

As of December 31, 2023, the project is in the process of suspending construction. However, the management believes that no loss will occur to the value of the Company's projects. Therefore, the Company does not record allowance for diminution in project value at the end of the reporting period.

As of February 15, 2024, the Company's representative filed a petition with the Supreme Administrative Court, report on the results of the judgment in the case of revocation of the Environmental Impact Assessment (EIA) which has been settled. The court dismissed the case.

- Legal Dispute No.2

On February 4, 2022, the purchaser under the contract to buy and sell land with factory buildings filed a lawsuit against JCK Utilities Company Limited ("Subsidiary") requesting to revoke the contract to buy and sell, refund the deposit and land value and also claim damages in total amount of Baht 190.68 million with the interest at the rate of 7.5% per year and on May 25, 2022, the Subsidiary has filed a statement and counterclaimed the purchaser and claimed the damages to the purchaser in the amount of Baht 390.53 million. In this regard, the subsidiary's management believes that there will be no significant damage to the subsidiary. As of December 31, 2022, the Company presented the deposit, reservation money, and installment payment received from the contract to buy and sell the said land and factory building as money received in advance from customers in the statement of financial position.

On June 19, 2023, the court ordered the Company to refund the purchaser Baht 50 million and ordered the purchaser to pay the loss of benefits, various expenses, including the cost of improving the factory land to return to its original condition, a total of Baht 61.2 million, plus interest at the rate of 5% per year from the date of filing the counterclaim. In addition, they must pay compensation for the loss of benefits from the use of the land at the rate of Baht 4 million per month, plus interest at 5% per year until the land and factory are handed over.

As of December 31, 2023, some parts of the factory have been delivered.

- Legal Dispute No.3

On February 4, 2022, JCK Utilities Company Limited ("Subsidiary") was sued for refund and damages by a business partner of an unrelated company which brought the money to pay according to the contract to buy and sell land with factory buildings with the Subsidiary by demanding a refund of Baht 23.5 million with the interest of Baht 1 Baht, totaling Baht 24.5 million. The management of the Subsidiary believes that there will be no significant damage to the Subsidiary.

On May 12, 2023, the plaintiff submitted a request to withdraw the lawsuit to the court and the court issued an order granting permission to withdraw the lawsuit on May 16, 2023 (the case ended).

- Legal Dispute No.4

On March 31, 2022, Crown Development Company Limited ("Subsidiary") was sued for common area fees, building insurance, premium additional money for common expenses, and water costs that overdue since November 2018 to August 2021 for 3 condominium units, totaling Baht 1.3 million including interest at the rate of 15% per year from the filing date.

During the year 2022, the Subsidiary has entered into a compromise agreement and the relevant expenses for 1 unit has been paid in full.

#### **5.4 Secondary Market in case of Listing on the Stock Exchange of Other Countries**

- None -



**5.5 Financial institutions that are in constant contact (Only if the company issues debt securities)**

Financial institutions	Company Abbreviation	Address	Tel.	Type of Dept Securities	Duty
TMBThanachart Bank Public Company Limited	TTB	No. 3000 Phahonyothin Road, Chomphon Sub-district, Chatuchak District, Bangkok 10900	02-299-2349	Long-terms Debenture	Securities Dealer
CIMB Thai Bank Public Company Limited	CIMB	No. 44 Langsuan Road, Lumpini Sub-district, Pathum Wan District, Bangkok 10330	02-638-8000	Long-terms Debenture	Securities Dealer
Bangkok Bank Public Company Limited	BBL	No. 333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok 10500	02-231-4333	Promissory note	Payee
Advance Opportunities Fund	AOF	77 Robinson Road 06-03, Robinson 77 Singapore 068896	-	Convertible Debenture	Investor
Advance Opportunities Fund I	AOFI	77 Robinson Road 06-03, Robinson 77 Singapore 068896	-	Convertible Debenture	Investor
MBK Guarantee Company Limited	MBKG	No. 444, 8 <sup>th</sup> Floor, MBK Center Building, Phayathai Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330	02-853-7878	Loan	Lender

**6. Corporate Governance Policy****6.1 Overview of Corporate Governance Policy**

The Board of Directors of JCK International Public Company Limited (hereinafter referred to as the “Board of Directors”) has adopted the principles of corporate governance (CG) and business conduct in “the Company’s Corporate Governance Manual and Business Conduct” as a guideline for directors, executives, employees and other related persons to comply with. The Board of Directors has periodically updated the CG principles as well as disseminated this and other information through the Company’s website at <http://www.jck.international>

Therefore in 2023, the Board of Directors has reviewed the principles appeared in the Company’s Corporate Governance Manual and Business Conduct to be in line with the principles of good corporate governance for listed companies of SEC, and also provided and promoted knowledge and understanding to the Company’s employees about the principles in the Company’s Corporate Governance Manual and Business Conduct, which considered as one of the disciplines to all of the Company’s employees to comply. Moreover, according to the compliance of such principles of the Company’s personnel last year, there were not any disobedience occurred.

**6.1.1 Policy and Practices Relating to Board of Directors****(1) Criteria and procedure for nominating directors and the high-level management****(1.1) State of leadership and independence of the Board of Directors**

- The Board of Directors under the leadership of the chairman shall have the state of leadership and can control the operations of the management efficiently and effectively to achieve the targets that are the heart of the business of the Company by building and increasing the investment value to the shareholders, the government sectors, the people and the stakeholders.
- The Board of Directors should consist of independent directors with knowledge and capability, and should convene a meeting at least once every 3 months. The independent directors must access to the financial data and other business sufficiently to express opinions independently, keeping interest of those involved by attending the meeting regularly.
- The Company requires that Chairman and Managing Director be elected from the Board of Directors and that they are two different persons where roles and responsibilities relating to policy, performance evaluation and management are separated from each other. The Chairman of the Board shall have leadership skills. His major responsibilities are to ensure that the Board is independent from the management, to adopt meeting agendas based on

the Board's responsibility and to effectively chair the meeting of the Board of Directors and Shareholders by encouraging all directors to participate at the meeting.

#### (1.2) Elements of the Board of Directors and the appointments

- The Board of Directors be comprised of:
  - Executive director,
  - Non-executive director,
  - Independent Director
- The Company aims to have the independent directors to be the most professional possible, but no less than 3 persons.
- The directors should come from the authorities in various fields to integrate the necessary ability, consisted of the persons knowledgeable in real estate development at least three persons, at least one legal-knowledgeable person, and one person in accounting and finance.
- Appointments of the directors should comply with the specific agenda, transparency and clarity by disclosing the number of years each director has been with the company in the Form 56-1 One Report and the Company's website.

#### (1.3) Appointments of other committees

- The Audit Committee: The Board of Directors must appoint the Audit Committee as part of it from the directors at least 3 persons from which 1 person must have knowledge on accounting/finance. The Audit Committee must have the qualification on independence, according to the notice of the SET on the qualification and scope of operations of the audit committee to inspect/supervise the operations of the Company. It shall report on finance, internal control, selection of the auditor, and consideration on the conflict of interest, including reporting on governance of the business of the Audit Committee.

At present, the Company has 3 independent directors who are members of the Audit Committee, and all 3 of them have knowledge for reviewing the Company financial report and relevant experience as follows:

- |                    |                               |                          |
|--------------------|-------------------------------|--------------------------|
| 1. Mr. Gumpol      | Tiyarat <sup>/1</sup>         | Audit Committee Chairman |
| 2. Mr. Tawil       | Praisont <sup>/2</sup>        | Audit Committee Member   |
| 3. Dr. Varnadharma | Kanchanasuvarna <sup>/3</sup> | Audit Committee Member   |

Noted: <sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors'

Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharm Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

- The Good Corporate Governance, Nomination and Remuneration Committee: The Board of Directors' Meeting No. 10/2022 which held on November 14, 2022 has appointed two independent directors to return as members of the Good Corporate Governance, Nomination and Remuneration Committee for another term. Both of Directors are fully qualified according to the criteria of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualifications of independent directors. The two members of the Good Corporate Governance, Nomination and Remuneration Committee whose term of office is three years or until they are no longer the Company's directors, are as follows:

1. Mr. Prasong Vara-ratanakul <sup>/1</sup> Corporate Governance, Nomination and Remuneration Chairman
2. Mr. Chetawan Anuntasomboon <sup>/2</sup> Corporate Governance, Nomination and Remuneration Committee

Noted: <sup>/1</sup> Mr. Prasong Vara-ratanakul resigned from the position, Director, Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman, effective on June 28, 2023.

<sup>/2</sup> Mr. Chetawan Anuntasomboon resigned from the position, Director, Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee, effective on June 28, 2023.

In order to effectively perform their duties and to achieve their responsibilities as assigned by the Board, the Good Corporate Governance, Nomination and Remuneration Committee shall hold the meeting at least 2 times a year to consider and conduct any matters to achieve their responsibilities.

In addition, the Board of Directors clearly states a policy that independent directors shall serve on the Board not longer than 9 years consecutively starting from the date of their first appointment. In case of re-appointment, the Board shall appropriately review towards the necessity.

## (2) Characteristics/qualifications of the Board of Directors

- The Board of Directors shall have the qualification and shall not have disqualification pursuant to the criteria under the Public Company Act.

- The Board of Directors will thoroughly review performance of directors sitting in the board of various companies. In other words, each director should not hold directorship in more than 5 listed companies and non-listed subsidiaries.
- The independent directors must have the qualifications concerning independency, according to the notification of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualification and scope of work of the audit committee, and can oversee the interests of all the shareholders equally, and no conflict of interest between the Company and the management, the major shareholders of other companies, which the management / major shareholders in the same group. Moreover, it shall attend the Board meetings and express opinions independently.

According to the rules and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualifications of an independent director, determine the structure of Listed Company's Board of Directors that shall be at least 3 members of the Board membership is made up of independent directors and the sub-committee should be an independent director. The Company is able to determine the qualifications of an independent director over the standard of SET and SEC.

The Company has determined that the qualifications of independent directors must be independent from major shareholders, executives, and related person or non-executive director of the Company, subsidiaries, and associated companies. Those qualifications shall be in compliance with the rules and regulations regarding clause 16: qualifications of an independent director of Notification of the Capital Market Supervisory Board No. Tor Chor. 39/2016 Re: Application for and Approval of Offer for Sale of Newly Issued Shares as follows;

#### **Qualifications of independent directors of the Company**

1. Holding shares not to exceed 1% of the total shares with voting right of the Company, its parent company, subsidiaries, associates, major shareholders and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included.
2. Not being or having never been an executive director, employee, staff, advisor receiving regular salary, nor controlling parties of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). Such prohibition shall not include the case that such independent director used to be an official or advisor of the government sector that is the major shareholder or controlling party of the Company.
3. Not being the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters and children. The prohibitive persons also include spouses of daughters and sons of other directors, executives, major shareholders,

controlling parties or the person who is in the process of nomination to be the director or the executive or controlling party of the Company or its subsidiary.

4. Not having or having never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholders, or controlling parties of any person having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders or controlling parties of the Company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include any business transaction in ordinary business manner, rent or lease of the immovable property, transaction related to assets or services, or provision or receipt of the financial support regardless of being lend or borrowing, guarantee, provision of assets as collateral, and any otherwise similar conduct which causes liability or obligation to the Company or counter party, provided that such liability is equal to or exceed 3% of the net tangible assets of the Company or equal to or more than Baht 20 million, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction to be applied mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Not being or having never been the auditor of the Company, its parent company, subsidiaries, associates, major shareholders or controlling parties of the Company and is not the significant shareholder controlling parties, or partners of the auditing firm which employs an auditor to the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Not being or having never been the professional service provider, including a legal service or financial advisor receiving service fees for more than Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders or controlling parties, and is not the significant shareholder, controlling parties, or partners of the above mentioned service firms, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
7. Not being the director who is nominated to be the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor receiving regular salary, nor holds shares for more than 1% of the total

shares with voting right of any other company which operates same and competitive business with the business of the Company or its subsidiaries.

9. Not being in any character which may hinder to express independent opinion regarding the business operation of the Company.

Such independent director may be assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company.

### **(3) Main duties and responsibilities of the Board of Directors and Sub-Committees**

#### **(3.1) Scopes of authority of the Board of Directors**

1. To review and approve actions as required by the laws.
2. To regularly review the managing director's performance; to set managing director's remunerations.
3. To determine the business's vision and be responsible for the business's operation results and performances of the management by promoting attentiveness and prudence.
4. To review and approve major strategies and policies, objectives, financial goals, work plans and to regularly monitor the management for their compliance.
5. To set up a reliable accounting system, financial reporting and auditing as well as a process that evaluates the soundness of an internal control system and an internal auditing system to ensure their efficiency and the effectiveness of the Company's risk management, financial reporting and monitoring practices, at least annually as well as to disclose the review results in the Form 56-1 One Report.
6. To supervise and resolve problems of conflict of interest among stakeholders.
7. To oversee the Board of Directors' practices to be in line with corporate governance and ethical work practices.
8. The Board of Directors has the authority to approve investment items and expenses in projects exceeding Baht 500 million in value which, however, shall be aligned with relevant regulations of the SEC, the Capital Market Supervisory Board and the SET.  
The Executive Committee shall be empowered to approve investment items and expenses in projects for a value not exceeding Baht 500 million, while the Managing Director and the Executive Directors are authorized to approve investment items and expenses not exceeding Baht 100 million in value.
9. The Board shall ensure that the management regularly monitors, evaluates and makes reports on the company's financial status to the Board. The Board and the management

shall ensure that any threats to the Company's financial liquidity and solvency are promptly addressed and remedied.

10. The Board shall ensure that it does not consciously approve any transactions or propose any transactions for shareholders' approval which could negatively affect business continuity, financial liquidity or solvency.
11. In the event of financial risk or difficulties, the Board shall enhance monitoring of the affairs of the Company and duly consider the Company's financial position and disclosure obligations.
12. The Board shall ensure that the Company has sound financial mitigation plans considering the stakeholders' rights, including creditor rights. The Board shall monitor the management's handling of financial risk or difficulties and seek regular reports.
13. The Board shall ensure that any actions to improve the Company's financial difficulties, by any mean, shall be prudently made.

### **(3.2) Scopes of authority of the Sub-Committees**

The Board of Directors has established 2 Sub-Committees, namely the Audit Committee and the Good Corporate Governance, Nomination and Remuneration Committee with important responsibilities as follows:

#### **(3.2.1) Scopes of authority of the Audit Committee**

1. To review the Company's financial statements to ensure that it reflects the Company's actual financial status.
2. To review that the Company has put in place an appropriate and effective internal control system and internal audit; to approve an appointment, transfer, termination and performance evaluation of head of the Internal Audit Department and to review the Internal Audit Department's independence towards its performance and reporting tasks as well as its line of command.
3. To review the Company's compliance with the laws on securities and exchange, the SET's requirements or other laws relating to the Company's business.
4. To review, select, nominate, appoint and propose the auditor's fee and to review the auditor's independency in case the Company's auditor provides other non-audit services which could lead to its lack of independence; and to organize a meeting with the auditor without the presence of the management at least once a year in order to seek opinions in various matters from the auditor.
5. To review compliance and information disclosure in the case of connected transactions or any transaction with a potential conflict of interest for the purpose of accuracy and comprehensiveness.



6. To prepare the Audit Committee's annual corporate governance report to be signed by Chairman of the Audit Committee. This report will be published in the Annual Report and sent to every shareholder. The report will feature the number of the Audit Committee's meetings being held during the year, meeting attendance of each of the Committee's members and their opinions in the following issues:
  - Accuracy, comprehensiveness and reliability of the Company's financial statements;
  - Adequacy of the Company's internal control system;
  - Legal compliance with the laws on securities and exchange, the SET's requirements or other legislations relating to the Company's business;
  - The auditor's suitability;
  - Transactions with a potential conflict of interest;
  - Overall opinion or observation that the Audit Committee has received from performing its duty based on the Charter;
  - Other information that shareholders and investors should learn based on the roles and responsibilities entrusted by the Board;
7. To perform other duties as designated by the Board upon the Audit Committee's approval.

### **(3.2.2) Scopes of authority of the Good Corporate Governance, Nomination and Remuneration Committee**

The Good Corporate Governance, Nomination and Remuneration Committee has a duty to recommend, supervise and review corporate governance practices of the Company as well as nominate those qualified as the Company's directors to replace directors resigning on rotation or in other cases. The Committee also reviews an evaluation system of performance of the Board and other committees. It is responsible for a succession plan of the Company's managing director, which will then be reported to the Board for approval or for proposing to the Shareholders' Meeting, as the case may be. The Committee also studies changes and trends of director's remunerations and recommend it as a policy to keep quality people with the Company while acting as an incentive to help expanding the Company. Its jobs are as follows:

1. To review corporate governance policies and practices and business ethics to see if they are sound and adequate; and to improve and update such policies for continuity to present.

2. To monitor the compliance of a corporate governance policy and business ethics by the Board, the management and staff according to the Company's practices and policies.
3. To promote compliance with corporate governance policies and practices and business ethics for continued effect and to ensure that it fits with the Company's business.
4. To recommend the Company, the Board, the management and workgroups on corporate governance.
5. To determine how to nominate director or managing director systematically and transparently.
6. To nominate an appropriate person to be as a director or a managing director in case of vacancy for further recommendation to the Board or the Shareholders' Meeting, as the case may be.
7. To recruit future directors to replace those whose term is expired for further recommendation to the Board or the Shareholders' Meeting.
8. To nominate a director qualified as a member of the sub-committee for recommendation to the Board in case of vacancy.
9. To recommend how to evaluate performances of directors, the Board and the sub-committee and to follow up with the evaluation.
10. To review and propose amendments to the scopes of authorities and responsibilities of the Good Corporate Governance, Nomination and Remuneration Committee and to determine its remunerations that suit each situation.
11. To recommend any guideline on remunerations and the method to pay remunerations or other benefits to the Board, the sub-committees and the managing director with fair and reasonable criteria and to propose it to the Board of Directors for consideration.
12. To perform other functions as entrusted by the Board.

#### **(4) Role and Responsibilities for Chairman**

The Chairman is responsible for leading the Board of Directors. The Chairman's duties should at least cover the following matters:

- To oversee, monitor, and ensure that the Board efficiently carries out its duties to achieve the Company's objectives.
- To ensure that all directors contribute to the Company's ethical culture and good corporate governance.

- To set the board meeting agenda by discussing with the managing director and the Company Secretary and to ensure that important matters should be included in the agenda.
- To allocate sufficient time for the management to propose topics and for the directors to debate important matters thoroughly, and to encourage the directors to exercise careful contemplation and with independent judgement.
- To promote constructive relations between executive directors and non-executive directors, and between the Board and the management.

#### **(5) Qualifications and responsibilities of Company Secretary**

The Board of Directors shall appoint a Company Secretary to oversee activities of the Board and to ensure that both the Board and the Company comply with relevant laws, rules and regulations. The Company Secretary is to oversee the meeting of the Board of Directors and the shareholders as well.

##### **Qualifications of Company Secretary**

- Understand the Company's business and related roles and responsibilities of Company Secretary's functions, including having fundamental knowledge in principles of laws and regulations of governing agencies, the laws on public company and the laws on securities and exchange. The Company Secretary is to seek knowledge from experts or legal advisors to strengthen his/her understanding.
- Being knowledgeable; understand and support the Company's operation to achieve the purposes under the principle of corporate governance and best practices on corporate governance.
- Refrain from seeking personal interest from the Company's business opportunities; be able to keep the Company's secrets; hold morale and ethic and take into consideration of all stakeholders; and refrain from action that could defame the Company's reputation and harm its image.
- Have excellent interpersonal skills; able to coordinate with both internal departments and external agencies.

##### **Roles and Responsibilities of Company Secretary**

- Give basic consultation and advice to the Board of Directors in respect of laws, orders and regulations of the Company, as well as to ensure proper and consistent compliance; as well as to make reports on any significant change in matter of laws to directors.
- Organize the shareholders' meeting and the Board's meeting in accordance with the laws, articles of association and proper practice;
- Prepare and keep documents of the Board of Directors and shareholders; namely registration of directors, invitation letter to attend the meeting of the Board and Shareholders, minutes of the meeting of the Board and Shareholders, annual report and quarterly financial statements;

- Keep the reports of interests filed by the directors or executives and make submission as required by laws;
- Have information and IT reports under his/her responsibility to be disclosed to governing agencies in compliance with the laws and the Company's rules and regulations on information disclosure.
- Contact and communicate with general shareholders to keep them informed of various shareholders' rights and the Company's news;
- Conduct any other function as entrusted.

The Company has appointed Miss Siriporn Tamenant, who has proper qualifications as the Company Secretary on November 14, 2007.

<b>Name</b>	Miss Siriporn Tamenant
<b>Title</b>	- Director - Executive Director - Director Deputy Managing Director, Administration and Information Technology, - Company Secretary
<b>Education</b>	- Master of Arts in English Naresuan University - Bachelor of Science in Business Administration (Finance) Roosevelt University, Chicago, U.S.A.
<b>IOD Training course</b>	- Ethical Audit Committee Program (ELP), Class 2/2015 - Advanced Audit Committee Program (AACP), Class 16/2014 - Director Accreditation Program (DAP), Class SEC/2014 - Role of the Chairman Program (RCP), Class 34/2014 - Effective Minute Taking (EMT), Class 8/2007 - Company Secretary Program (CSP), Class 22/2007 - Role of The Compensation Committee (RCC), Class 1/2006 - Risk Management Program for Corporate Leaders (RCL), Class 5/2016

**(6) Procedures on the Board meetings and the receipts of documents and data**

- The Office of Director to act as the Company Secretary of the Company to hold the Board of Directors' Meetings, the Shareholders' Meetings, and to give advices on the various laws that the Board of Directors should know.
- The Company shall set the Board of Directors' Meetings, schedule and agenda in advance and notify each director of the schedule so that each member of the Board can manage time to attend the meetings.

- The Board of Directors should dedicate and pay attention to the Company fully and shall be ready to attend the meetings regularly at least once every 3 months, and as required in special circumstances, but not less than 6 times a year. It requires at least one half of the total directors to attend the meeting in order to achieve the quorum. Absence from the Board meetings more than 3 consecutive times without reasonable causes shall be regarded as not wanting to become the Company's director anymore.

If the meetings are not monthly, the Company should submit to the Board, for the month of not having a meeting, a monthly report on the Company's performance so that it can monitor the management's performance continuously and promptly.

- No less than two-thirds of all directors shall be present at the meeting of the Board of Directors when a resolution is adopted,
- All directors should attend at least 75% of all the numbers of the Board meetings to be held during the year.
- The Chairman of the Board should give approval on the meeting agenda by consulting with the managing director; however, the managing director should consider a request by some directors to put other important matters in the agenda in the next meeting.
- The Chairman of the Board should give confidence that the Board of Directors to allocate the time sufficiently for the management to present documents and information for discussion and adequately for the directors to discuss the important issues.
- The Chairman of the board should have the clear measure for the directors to receive the information involved in advance with sufficient time to study and decide correctly on the matters at each board meeting. Relevant documents for the meeting shall be sent to each director at least 5 business days in advance of the meeting.
- The Board of Directors can access to additional information by requesting documents, data, consultation and various services concerning the operations from the high-level management or the Company Secretary and may seek independent opinions from outside consultants, as necessary, to be supplemental in each meeting, at the Company's expense.
- The minutes of the Board meetings shall be prepared for clarity and reference.

## **(7) Evaluation of the Board of Directors**

### **Criteria for the evaluation of the Board of Directors**

- The Board of Directors should prepare the self-evaluation form to be used as the framework for examination of the performance of the directors constantly.
- The Board of Directors should set its working standards with criteria and evaluation on its performance in order to compare with the criteria periodically.
- The managing director should participate in explaining the expectations from the Board of Directors.

- The Board should appoint an external consultant to facilitate a board assessment at least once every 3 years, and assessment results should be disclosed in the Form 56-1 One Report.

**The process and the evaluation of the Board of Directors**

- The Board of Directors shall set up an evaluation form where the Board and the sub-committees shall conduct a self-evaluation on a group basis 1 time a year by using a reference from the evaluation form of the SET and the Institute of Directors (IOD) as a framework to check and improve the performances of the directors. The name of evaluated directors and the results derived from the evaluation will not be disclosed. The evaluation form of the entire Board consists of 4 topics as follows:
  1. Structure of the Board
  2. Strategy and directions of the Company
  3. Monitoring and evaluation of the management
  4. Responsibilities of the Board
- To evaluate performances of the Board of Directors, the self-evaluation surveys of each individual director will be gathered. Results of the evaluations in “appropriate” and “to be improved” columns will be added up and divided by the total number of directors conducting the self-evaluation to come up with a percentage from all directors to present a summary of whether each of the topics is appropriate or to be improved.

**(8) Development of Directors and the management**

- The Board of Directors encourages and facilitates the directors, executives, company secretary and related parties in order to attend coursework training to be organized by the Thai Institute of Directors (Thai IOD), the Stock Exchange of Thailand (SET), or other independent agencies to improve their performances. Whenever a new director is appointed, the management will provide documents and information to be beneficial to his/her performance, including to organize a session to introduce the Company’s nature of business and direction to the new director.
- The Board requires Managing Director to regularly report a succession plan as well as to appoint a successor to replace executives at various levels in case they cannot perform their duty. All the information has already been stated in the Company’s HR policy and HR development plan annually.

**(9) Separation of duties and responsibilities between the Board of Directors and the Management**

The Company has clearly defined separate and respective roles, duties and responsibilities of the Company’s Board of Directors and those of the management as follows:

- The Company’s Board of Directors has the role of overall governance and oversight of the Company’s business operations so as to ensure that they are in accordance with all legal requirements as well as the corporate objectives and regulations of the Company as approved by

the Board Meeting together with the Company's policy on corporate governance, where by the Board of Directors need to make decisions with due care, integrity and in an honest manner for the maximum benefit of the shareholders.

- The Executive/Management Group has the duties and responsibilities to undertake normal operating activities of the Company based on policies determined by the Board, so as to achieve the established goals and corporate strategies.

#### **6.1.2 Policy and Guidelines on Shareholders and stakeholders**

##### **Rights of the shareholders**

The Board of Directors has set a policy on the rights of shareholders in the Good Corporate Governance Policy Section 6 as detailed below:

The Company recognizes the shareholders' rights and avoids any action that violates those rights as well as encourages the shareholders to exercise their right for controlling the Company by appointing the Board of Directors to act as their representatives to make decisions on any significant corporate changes. The Company has established a policy to facilitate and promote participation in shareholder meetings. The principles are as follows:

- The Board of Directors publicly discloses policies to encourage all shareholders, especially institutional ones, to attend the Company's shareholders' meeting.
- The Company provides to the shareholders, in advance of meetings, with the date, time, venue, and all agenda items with the rationale or explanation for each agenda item or resolution in the notice of the annual general meeting or extraordinary general meeting or circulars and/or the accompanying statement.
- The chairman of the meeting should allocate the time appropriately and promote expression of opinions and inquiries at the meeting and allow the shareholders to send their questions to the Company prior to the meeting date pursuant to the determined criteria for accepting advance questions. The Company also posts the process for submitting the advance questions on the Company's website.
- The Board of Directors encourages the shareholders to specify their votes and allows the shareholders to appoint at least 1 independent director to be appointed as their alternative proxy.
- The Board of Directors supports the Company to use technology in the shareholders' meeting, including in recording attendee registration, printing ballots and processing voting results for fast, precise and accurate meeting process.
- Each director, especially the Chairman of the Board/chairman of the committees should attend the meetings of the shareholders to answer the questions by the meeting attendants.

- The shareholders should have the right to vote for each item proposed, and the Board of Directors should not bundle many unrelated businesses for approval in one resolution. In addition, there will be separate voting in each item where there are several items into the same vote; for example, election of directors.
- The Company appoints an independent party of scrutineers/inspectors to count and/or validate votes at the annual general meeting or extraordinary meeting of shareholders. This scrutineer shall be disclosed at the meeting and recorded in the minutes.
- For the sake of transparency and inspection, the Board encourages the use of voting cards for important agenda items such as related party transactions or disposal of significant assets.
- The Board make publicly available on the Company's website by the next working day the result of voting during the annual general meeting or extraordinary general meetings of shareholders for all resolutions.

#### **Equitable treatment of shareholders**

The Board of Directors has set a policy on the rights of shareholders in the Good Corporate Governance Policy Section 7 as detailed below:

The Board of Directors provides convenience at the shareholders' meetings with equal treatment for all, and nothing shall limit the information of the Company and the attendance into the meetings of the shareholders.

- The Company shall release its annual general meeting's notice, with detailed agenda and explanatory circulars from the Board to the Stock Exchange of Thailand and disseminate them through the Company's website at least 30 (thirty) days before the date of the meeting. Moreover, the Company's notice of shareholders' meeting will be fully translated into English and published at the same time as the local language version.

Therefore, the Company will deliver an invitation letter to attend the meeting to shareholders at least 7 days before the meeting date or as required by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

- The Company shall inform the shareholders of the meeting procedures and voting criteria, including the voting rights attached to each class of shares. If a shareholder who is in a management position shall not add any agenda item which is not being notified in advance, especially if it is an issue that will require shareholders to spend a good deal of time to study before deciding.
- The Board pre-determines the criteria on allowing minority shareholders to clearly propose any agenda item in advance of the meeting date, in order to indicate equitable and transparent measure whether or not such proposed item will be added. The Board also establishes procedures for the nomination of director candidates by minority shareholders via the Company's nomination



committee 3 to 4 months prior to the meeting date, together with supporting information on the candidates' qualifications and their consent.

- The Board allows the shareholders to vote on individual nominee in election of directors.
- The Board has adopted a policy that requires any director having an interest in any agenda to refrain from attending the meeting in that agenda. The directors are to report their interests at least before the agenda starts which shall be recorded in the minutes of the Board of Directors' Meeting.
- The Company has a policy to continue executing connected transactions carried out at present in the future, subject to the corporate governance principle where conditions of the transactions will be aligned with ordinary course of business and at a market price which can be comparable to a price offered to the third party. In addition, the Audit Committee will take part in the process to review the soundness of the connected transaction's price and its rationality.
- The Board of Directors will comply with the laws on securities and exchange as well as regulations, announcements, orders or requirements of the Office of the Securities and Exchange (SEC), the Capital Market Supervisory Board and the Stock Exchange of Thailand (SET) when executing a connected transaction possible taking place in the future. The Board will also comply with requirements to disclose information of connected transactions to be happened in the future which will remain relatively the same as present. However, the volume may be subject to change based on necessity and suitability to the business of the group of the Company.
- If the Company or its subsidiaries execute a connected transaction with a person who may have a conflict of interest, a stake holding or a conflict of interest in the future, the Company will have the Audit Committee to express its opinion regarding the transaction's necessity and soundness. If the Audit Committee doesn't have any expertise to review such connected transaction, an independent expert or an auditor of the Company will provide an opinion instead for the Board's or the shareholders' decision-making process, as the case may be. The Company will disclose the connected transactions in notes to the financial statements as audited or reviewed by the Company's auditor.
- The Board establishes written procedures concerning the use and protection of inside information and communicates them to everyone in the Company to follow. Every director and executives regularly submit to the Board a report on their ownership of the Company's shares and this information will be disclosed in the Form 56-1 One Report.

In the past year, the Company has not had any cases where the Company has been compared, fined, or criticized or there is a civil action by regulatory agencies about the following matters;

- Equitable treatment of shareholders regarding share repurchases.
- Preventing shareholders from being able to communicate with each other.
- The agreement between shareholders is not disclosed. (Shareholders Agreement) that has a significant impact on the Company or other shareholders.

**Role of the stakeholders**

The Board of Directors has set a policy on the rights of shareholders in the Good Corporate Governance Policy Section 8 as detailed below:

- The Board of Directors is aware and gives confidence that the stakeholder of the Company will be treated carefully.
- The Board of Directors should report a non-financial data that shows the stakeholders are taken care and considered well in making a decision of the Company.
- The Board of Directors should fully specify who the stakeholders of the Company are and rank their priority for consideration without any mistake or failure in business operation at the end.

The roles of the stakeholders of the Company are segregated as follows:

**1. Responsibility for the shareholders**

The Company is determined to be a good representative of the shareholders in doing business in order to create highest satisfaction for the shareholders, considering the value growth of the Company in the long term and a good return on investment continuously at suitable levels. It shall carry on business transparently and create confidence of the accounting system. To comply with said principles, the Company embraces these guidelines:

**1.1 The Company's growth of value in the long term;**

- It performs the duty with integrity and fairness to the major and minor shareholders for overall maximization.
- It manages by using the knowledge, ability and skill in full capacity, including carefulness and prudence in the decision-making in any cases.
- It shall not do anything to cause conflict of interest to the Company.

**1.2 Disclosure of information**

- It reports the status and the future trend of the Company to the shareholders equally, regularly and fully as it actually happens.
- It shall not seek any benefit for self-interest and to any involved persons, using any information of the Company not being disclosed to the public.
- It does not disclose any confidential data to outsiders, which may cause adverse effects to the Company.

**2. Relationship with the customers**

The Company is determined to create satisfaction and confidence with the customers to receive the good products and service with the quality at the suitable price, including maintaining good and sustainable relations, so it has set the guidelines as follows:

- 2.1 Producing quality goods and service with determination to develop the standard of the goods to have higher quality continuously, and revealing the information on the goods and service correctly and completely without distortion of facts and keeps up-to-date.
- 2.2 Providing warranty on the goods and service under suitable conditions.
- 2.3 Introducing the system for the customers to make complaint on the goods and the service, and operating the best for the customers to receive quick response.
- 2.4 Not making excessive profit compared with the quality of the goods or service in the same type or kind, and not specifying any trade conditions that are unfair to the customers.
- 2.5 Complying with the terms and conditions provided to the customers strictly, and if it cannot be done, notifying the customers in advance to consider a joint correction.
- 2.6 Comply with the Personal Data Protection Act and other related laws. To protect personal information and keeping the confidentiality of the customers seriously and constantly, including not using for self-interest and for the involved persons illegally.

### **3. Relations with its trade partners, competitors and creditors**

The Company shall consider the equality and integrity in the business operations and the joint interests with its trade partners in compliance with the laws and rules strict manner and good ethics in the business operations. While the business is in competition, the Company shall adhere to the rules on good competition, and the Company will comply with guidelines and fairness in borrowing money from the creditor and repayment. In order to comply with said principles, the Company has specified practical guidelines as follows:

#### **3.1 Relations with the trade partners**

- It shall neither directly nor indirectly demand or receive or pay the benefit of any kind in bad faith to or from its trade partners.
- It shall comply with the existing conditions strictly with partners.
- In case of non-compliance with the conditions, it shall notify the trade partners in advance to jointly find the guidelines on solving the problems with justification.

#### **3.2 Relations with the trade competitors**

- It shall comply with the rules on good competition.
- It shall not try to destroy the reputation of the competitor by slandering with baseless allegation.

#### **3.3 Relations with the trade creditors**

- It shall maintain and comply with the conditions with the creditors strictly on repayment and care of securities, guarantees and other conditions, including not using the funds received from loans to be contrary to the objective in the agreement made with the lenders.
- Report the financial status to the creditors with honesty.
- Report to the creditors in advance if it cannot comply with the obligations in the contract, and try to find guidelines on a joint solution.

#### **4. Responsibility for the employees**

The Company shall regard the employees are a factor to its success, therefore, we are committed to promote training, development, and strengthening of culture and good atmosphere, including promote teamwork for confidence of the employees and that they can do sustainable work with the Company.

The Company specifies the guidelines as follows:

- 4.1 The employees to receive fair remuneration in the form of salaries and/or working compensation, including the various fringe benefits such as provident funds, providing and vaccination services against diseases, etc.
- 4.2 To provide cares for the working condition with safety for the life and property of the employees.
- 4.3 To appoint and transfer, including to present rewards and make disciplinary action with equality, honesty and justification based on the knowledge, ability and suitability, including the conduct or performance of the employees.
- 4.4 To do priority on development and transfer of knowledge and ability of the employees by giving opportunity to the employees widely and regularly.
- 4.5 To listen to the ideas and propositions from the employees at all levels equally and equitably.
- 4.6 To comply with the laws and regulations concerning the employees strictly.
- 4.7 To manage by avoiding anything unfair, which may have effects on the duty stability of the employees.
- 4.8 To treat the employees with politeness and respect equally for everyone.
- 4.9 To encourage the employees to have an opportunity to notify on illegality of the Company by reporting to the superior or the audit committee.

#### **6.2 Business Ethics**

Business Ethics appears in Attachment 5 of the Form 56-1 One Report Year 2023 of the Company.

#### **6.3 Important changes and developments in the policy guidelines and systems of corporate governance in the past year**

The Board of Directors has reviewed the Good Corporate Governance Manual and the Company's Code of Conduct annually. For the year 2023, the Board of Directors' meeting No. 11/2023, dated November 9, 2023, has reviewed and improved Good Corporate Governance Manual and Company Code of Conduct by referring to the principles of Corporate Governance Code for Listed Companies 2017 of the Securities and Exchange Commission (SEC), which has been implemented in accordance with the Company's business operations.

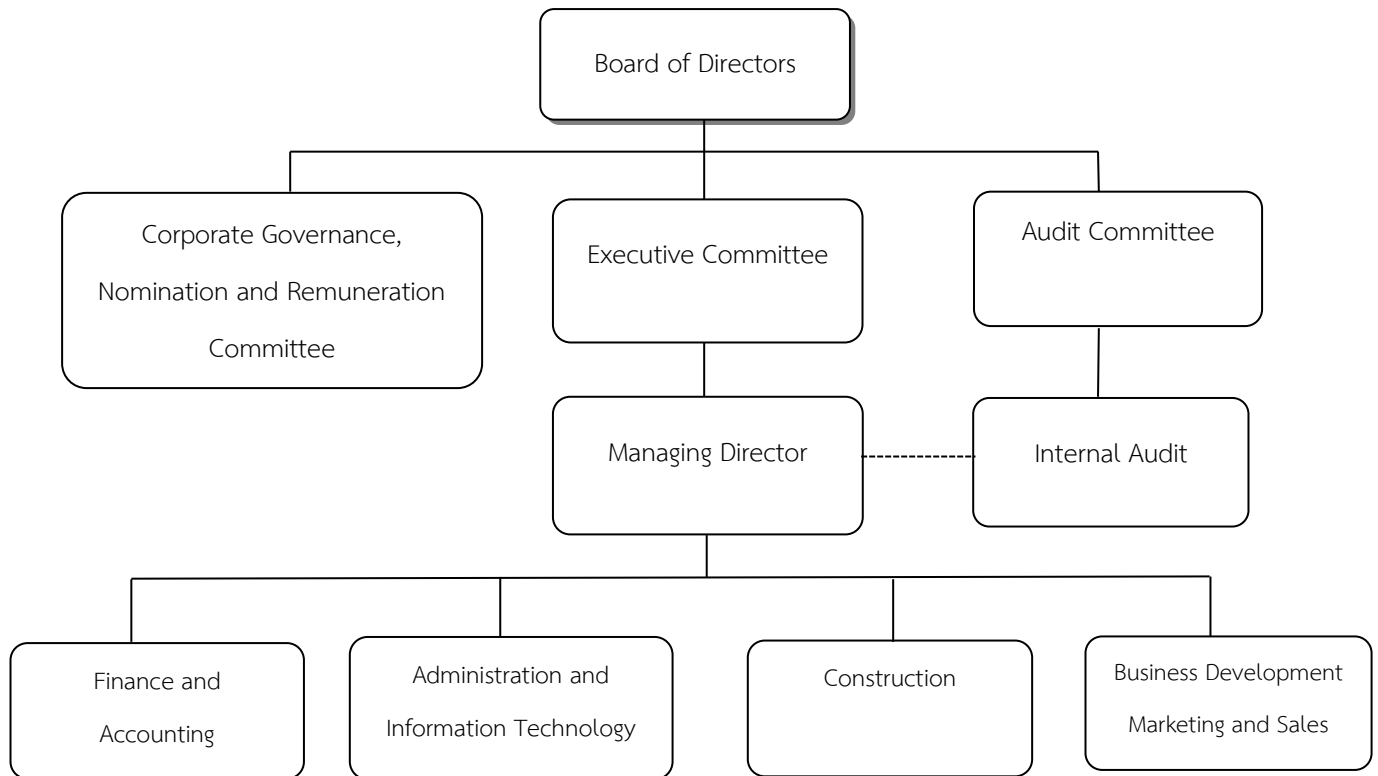
The results of Corporate Governance in 2023 are shown as follows:

- The Company received 63% from the Corporate Governance Report of Thai Listed Companies 2023 operated by the Thai Institute of Directors Association.
- Assessment of the quality of the 2023 Annual General Meeting of Shareholders (AGM Checklist) by the Thai Investors Association, the Company received 87.5%.

## 7. Corporate Governance Structure and Important Information Concerning of the Board of Directors, Sub-Committees, Executives, Employees and Others

### 7.1 Management Structure

As of December 31, 2023, the organizational structure and lines of work within the organization are as follows:



Remark : The Company entered into a contract with Ampro Audit Company Limited, assigning Mr. Theerachai Meekaew to be an internal auditor, responsible for all function of work and others related to the assignment from the Audit Committee.

## 7.2 Information about the directors

### 7.2.1 Composition of the Board of Directors

As of January 17, 2024, The Board of Directors consists of 9 members who are experts in various fields to combine the necessary knowledge and skills, which consist of at least 3 people with knowledge of real estate business, at least 1 person with legal knowledge and at least 1 person with accounting and finance knowledge, which are related and support all company business. The term of office is 3 years, divided into 6 directors who participate in the management (or equal to 66.66%), 3 non-executive directors (or equal to 33.33%) and 3 independent directors (or equal to 33.33%) conforming to the rules of the Office of the Securities and Exchange Commission which stipulates that listed companies must have independent directors greater than or equal to one-third of the total number of directors in order for the management structure to be properly balanced.

### 7.2.2 Individual Committee Information

As of January 17, 2024, the Company has 9 directors as follows:

Name - Surname	Position	Date of appointment
1. Dr. Apichai Taechaubol	Chairman	December 14, 2022
	Executive Committee Chairman	December 14, 2022
	Chairman Executive Committee Chairman	March 14, 2018 to August 31, 2022 January 20, 2012 to August 31, 2022
2. Mr. Gumpol Tiyyarat <sup>/1</sup>	Director	February 1, 2002
	Independent Director	June 28, 2023
	Audit Committee Chairman	June 28, 2023
3. Mr. Tawil Praisont <sup>/2</sup>	Independent Director	May 25, 2023
	Audit Committee Member	May 25, 2023
4. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	Independent Director	June 28, 2023
	Audit Committee Member	June 28, 2023
5. Mrs. Rachanee Siwawej <sup>/4</sup>	Director	June 28, 2023
	Executive Director	June 28, 2023
	Director Deputy Managing Director, Finance	June 28, 2023
6. Pol. Capt. Noppawee Taechaubol <sup>/5</sup>	Director	January 17, 2024
	Executive Director	January 17, 2024
7. Mr. Anukul Ubonnuch	Director	February 1, 2002
	Vice Chairman	December 14, 2022

Name - Surname	Position	Date of appointment
	Executive Director Managing Director	February 27, 2017 April 5, 2019
8. Mr. Kittawat Taechaubol	Director Executive Director Director Deputy Managing Director	April 11, 2014 November 13, 2015 January 1, 2019
9. Miss Siriporn Tamenant	Director Executive Director Director Deputy Managing Director, Administration and Information Technology Company Secretary	June 10, 2019 June 10, 2019 May 16, 2016  November 14, 2007

Noted: <sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharma Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

<sup>/4</sup> Mrs. Rachanee Siwawej has been appointed to the position, Director and Executive Director, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Chetawan Anuntasomboon who resigned from his position as Director, Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee on June 28, 2023.

<sup>/5</sup> Pol. Capt. Noppawee Taechaubol has been appointed to the position, Director and Executive Director, effective on January 17, 2024 (according to the resolution of the Board of Directors' Meeting No. 1/2024) which replacement Mr. Tseng, Kuo-Chan who resigned from his position as Director on December 1, 2023.

The directors authorized to sign on behalf of the Company according to the Company affidavit are two directors signing with the Company's seal.

#### Roles and responsibilities of the Chairman of the Board of Directors

The Chairman plays the leading role of the Board. The responsibilities of the Chairman of the Board are as follows:

- Supervision, follow up and ensure that the performance of duties of the Board of Directors is efficient and achieve the objectives and main goals of the organization

- Ensuring that all directors are involved and participate in fostering an ethical corporate culture and good corporate governance
- Determining the agenda of the Board of Directors meeting by discussing with the Managing Director and Company Secretary and has measures to ensure that the important matters are included in the meeting agenda.
- Adequate time is allocated for management to present any matters and enough for directors to carefully discuss important issues in general and encouraging directors to use prudent discretion and freely express their opinions.
- Strengthening of good relationship between executive directors and non-executive directors and between the Board of Directors and management team.

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

1. To review and approve actions as required by the laws.
2. To regularly review the managing director's performance; to set managing director's remunerations.
3. To determine the business's vision and be responsible for the business's operation results and performances of the management by promoting attentiveness and prudence.
4. To review and approve major strategies and policies, objectives, financial goals, work plans and to regularly monitor the management for their compliance.
5. To set up a reliable accounting system, financial reporting and auditing as well as a process that evaluates the soundness of an internal control system and an internal auditing system to ensure their efficiency and the effectiveness of the Company's risk management, financial reporting and monitoring practices, at least annually as well as to disclose the review results in the Form 56-1 One Report.
6. To supervise and resolve problems of conflict of interest among stakeholders.
7. To oversee the Board of Directors' practices to be in line with corporate governance and ethical work practices.
8. The Board of Directors has the authority to approve investment items and expenses in projects exceeding Baht 500 million in value which, however, shall be aligned with relevant regulations of the SEC, the Capital Market Supervisory Board and the SET.

The Executive Committee shall be empowered to approve investment items and expenses in projects for a value not exceeding Baht 500 million, while the Managing Director and the Executive Directors are authorized to approve investment items and expenses not exceeding Baht 100 million in value.



9. The Board shall ensure that the management regularly monitors, evaluates and makes reports on the company's financial status to the Board. The Board and the management shall ensure that any threats to the Company's financial liquidity and solvency are promptly addressed and remedied.
10. The Board shall ensure that it does not consciously approve any transactions or propose any transactions for shareholders' approval which could negatively affect business continuity, financial liquidity or solvency.
11. In the event of financial risk or difficulties, the Board shall enhance monitoring of the affairs of the Company and duly consider the Company's financial position and disclosure obligations.
12. The Board shall ensure that the Company has sound financial mitigation plans considering the stakeholders' rights, including creditor rights. The Board shall monitor the management's handling of financial risk or difficulties and seek regular reports.
13. The Board shall ensure that any actions to improve the Company's financial difficulties, by any mean, shall be prudently made.

### 7.3 Information of the Committees

The Company's management structure consists of the Board of Directors and 3 sub-committees consisting of (1) the Audit Committee, (2) the Good Corporate Governance, Nomination and Remuneration Committee, and (3) the Executive Committee. The details are as follows.

#### 7.3.1 The Audit Committee

The Board of Directors has specified that the Audit Committee be established as part of the committee appointed from at least 3 independent directors of the Company and at least 1 person must have knowledge in accounting / finance. The Audit Committee must have qualifications related to independence according to the Stock Exchange of Thailand (SET) notification regarding qualifications and the scope of work of the Audit Committee to perform audits / supervise the operations of the Company, maintain of financial reports, internal control system, selection of auditors, consideration of conflicts of interest, including the preparation of the Audit Committee's Corporate Governance Report. At present, 3 independent directors are audit committee members and all 3 are knowledgeable in reviewing financial statements.

As of December 31, 2023, the Company has 3 Audit Committee consisting of:

Name	Position
1. Mr. Gumpol Tiyarat <sup>/1</sup>	Audit Committee Chairman
2. Mr. Tawil Praisont <sup>/2</sup>	Audit Committee Member
3. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	Audit Committee Member

Noted: <sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharm Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

#### Scope, powers, duties and responsibilities of the Audit Committee

1. Review the Company's financial statements in order to ensure that the financial statements show their actual financial position.
2. Review an internal control system and internal audit to be appropriate and efficient. To approve the appointment, transfer, termination of employment, and to consider the merit of the head of the internal audit unit and consider the independence of the internal audit unit from performing duties and reporting including the line of command of this unit.
3. Review the Company's compliance with the Securities and Exchange Act., regulations of the Stock Exchange of Thailand or laws related to the Company's business.
4. Consider, select, nominate, appoint, propose auditor's remuneration and consider the independence of the auditors in the event that the Company's auditors provide services other than non-audit services that may cause a lack of independence including having a meeting with the auditor without the management attending the meeting at least 1 time per year to seek opinions from the auditors on various matters.
5. Consider in accordance with the relevant rules and regulations including disclosure of information in the event of a connected transaction or items that may have conflicts of interest to be accurate and complete.
6. Prepare the Corporate Governance Report of the Audit Committee annually and signed by the Chairman of the Audit Committee. This report will be published in the Form 56-1 One Report and sent to every shareholder. The report will feature the number of the Audit Committee's meetings being held during the year, meeting attendance of each of the Committee's members and their opinions in the following issues:
  - Accuracy, completeness and reliability of the Company's financial reports.
  - Adequacy of the Company's internal control system.
  - Compliance with Securities and Exchange Laws and the Stock Exchange of Thailand requirements or laws related to the company's business.
  - Suitability of the auditor.
  - Items that may have conflicts of interest.

- Overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.
  - Other items that shareholders and general investors should be aware of according to the scope of duties and responsibilities assigned by the Board of Directors.
7. Perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.

### 7.3.2 The Good Corporate Governance, Nomination and Remuneration Committee

According to the Board of Directors' Meeting No. 10/2022 which held on November 14, 2022 has appointed two independent directors to return as members of the Good Corporate Governance, Nomination and Remuneration Committee for another term. Both of them have qualifications that meet the criteria set by the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC). The term of office is three years or until retirement from being a director of the Company.

The Good Corporate Governance, Nomination and Remuneration Committee consist of

Name	Position
1. Mr. Prasong Vara-ratanakul <sup>/1</sup>	Good Corporate Governance, Nomination and Remuneration Chairman
2. Mr. Chetawan Anuntasomboon <sup>/2</sup>	Good Corporate Governance, Nomination and Remuneration Member

Noted: <sup>/1</sup> Mr. Prasong Vara-ratanakul resigned from the position, Director, Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman, effective on June 28, 2023.

<sup>/2</sup> Mr. Chetawan Anuntasomboon resigned from the position, Director, Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee, effective on June 28, 2023.

#### Scope, powers, duties and responsibilities of the Good Corporate Governance, Nomination and Remuneration Committee

The Good Corporate Governance, Nomination and Remuneration Committee is responsible for proposing, reviewing and supervising the work related to the good corporate governance and to select the appropriate person to be appointed as the Company's director to replace the directors who have retired by rotation or in other cases. The responsibilities also include to conduct a review of the performance appraisal system of the Board of Directors and all the sub-committees and to make a succession plan for the Managing Director of the Company and report to the Board of Directors for approval or to propose to the shareholders' meeting, as the case may be. It is also responsible for studying, considering and monitoring changes and trends in the remuneration of the Board of Directors in order to propose an attractive compensation policy that is an incentive to manage the Company's business to progress as well as being able to keep the talented and good people to work with the Company as follows:

1. Consider and review the suitability and the adequacy of good corporate governance policies and practices and business's ethics as well as continuously improve the good corporate governance policy to be appropriate and up to date.
2. Monitor and supervise the compliance with the good corporate governance policy and business ethics of the Board of Directors, executives and employees in order to comply with the policies and practices of good corporate governance.
3. Supervise and promote the implementation of good corporate governance policies and practices including the business ethics to have a continuous effect and suitable for the Company's business.
4. Provide advice to the Company, Board of Directors, management and working groups on good corporate governance
5. Determine the procedures to select directors or managing directors with proper criteria and transparency.
6. Select and nominate the suitable person to be nominated as a director or managing director in the event that the position is vacant to propose to the Board of Directors' meeting or the shareholders' meeting as the case may be.
7. Recruiting candidates to take the position of the Company's directors to replace the directors who have expired and propose to the Board of Directors and the shareholders' meeting for approval.
8. Consider and propose a list of qualified directors as sub-committees by proposed to the Board of Directors for appointment when there is a vacancy.
9. Suggest the measures for evaluating the performance of directors, Board of Directors and Sub-committees including following up on the assessment results.
10. Review and propose amendments to the scope, duties and responsibilities of the Good Corporate Governance, Nomination and Remuneration Committee in accordance with the circumstances.
11. Propose the compensation guidelines, method of payment of remuneration and any other benefits to the Board of Directors, various sub-committees and Managing Director by means of criteria and methods, structures that are fair and reasonable and proposed to the Board of Directors' meeting for consideration.
12. Perform any other acts as assigned by the Board of Directors.

### 7.3.3 Executive Committee

As of January 17, 2024, the Company has 5 Executive Committees consisting of

Name	Position
1. Dr. Apichai Taechaubol	Executive Committee Chairman
2. Mr. Anukul Ubonnuch	Executive Director
3. Mr. Krittawat Taechaubol	Executive Director
4. Miss Siriporn Tamenant	Executive Director

Name	Position
5. Pol. Capt. Noppawee Taechaubol *	Executive Director

Noted: \* Pol. Capt. Noppawee Taechaubol has been appointed to the position of Executive Director, effective on January 17, 2024 (according to the resolution of the Board of Directors' Meeting No. 1/2024).

Scope, powers, duties and responsibilities of the Executive Committee

According to the Board of Directors Meeting No. 3/2002 held on February 27, 2002, it was resolved to approve the scope, powers, duties and responsibilities of the Executive Committee as follows:

1. Control and supervise the Company's plans and approve or disapprove the proposal presented by the management to the Executive Committee in relation to the implementation of such plans such as land acquisition, development, construction etc. including various contracts related to all these issues.
2. Consider and approve the sale with credit and the use of the Company's property rental.
3. Consider approval or disapproval of management's proposals regarding agreements with marketing and sales representatives.
4. Consider screening and checking deals regarding new investment in the acquisition of land and buildings before presented to the Board of Directors for consideration
5. Consider and approve or disapprove changes in the Company's business plan.
6. Consider the set-up of general policy guidelines for management.
7. Determine the financial policy, control and supervise cash flows and establish procedures for preparation of financial statements and reports, including auditing the documents
8. Accept the duties assigned by the Board of Directors.
9. Any transaction that may be a connected transaction according to the announcement of the Stock Exchange of Thailand, the Executive Committee has no authority to consider and approve by themselves, it must be presented to the Board of Directors' meeting for approval except that the said issue is in accordance with the guidelines that the Board of Directors has assigned or is a normal business transaction.

The Executive Committee has the right to take any action within the scope of their powers, duties, and responsibilities when approved by a majority vote which will be obtained by voting.

**The Board of Directors of the Company's Subsidiaries as of January 17, 2024**

List of Board of Directors of JCK Utilities Company Limited (JCKU) (Former Total Industrial Services Company Limited)

- |                 |           |          |
|-----------------|-----------|----------|
| 1. Mr. Prachuan | Khammawan | Director |
|-----------------|-----------|----------|

List of Board of Directors of SG Land Company Limited (SG Land)

1. Dr. Apichai	Taechaubol	Chairman
2. Mr. Anukul	Ubonnuch	Director
3. Pol. Capt. Noppawee	Taechaubol	Director
4. Mr. Kittawat	Taechaubol	Director

List of the Board of Directors of Crown Development Company Limited (CROWN) (former VSSL Company Limited)

1. Mrs. Sabai	Khammawan	Director
2. Miss Prapinsri	Kachai	Director

List of Board of Directors of JCK Corporation Company Limited (JCK Corp) (Former TFD Real Estate Management Company Limited)

1. Dr. Apichai	Taechaubol	Director
2. Mr. Anukul	Ubonnuch	Director
3. Mr. Kittawat	Taechaubol	Director
4. Miss Siriporn	Tamenant	Director
5. Pol. Capt. Noppawee	Taechaubol	Director

List of Board of Directors of Rajdamri Real Estate Company Limited (RDR) (Former Mahadlek Luang Company Limited)

1. Mr. Anukul	Ubonnuch	Director
2. Mr. Kittawat	Taechaubol	Director

List of Board of Directors of BGY & TFD Property Company Limited (BGY&TFD)

1. Mr. Zhang	Liangkang	Chairman
2. Dr. Apichai	Taechaubol	Director
3. Mr. Anukul	Ubonnuch	Director
4. Mr. Kittawat	Taechaubol	Director
5. Mr. Zhang	Jiefong	Director
6. Mr. Hung	Yi Teng	Director

## 7.4 Information of the Management

### 7.4.1 Management Team

The Management (according to the definitions of executives in the Notification of the Securities and Exchange Commission (SEC) No. Kor Jor. 17/2008 including any amendments)

As of December 31, 2023, the Company has 6 executives of the Company as follows:

Name	Position
1. Mr. Anukul Ubonnuch	Managing Director
2. Mr. Krittawat Taechaubol	Director Deputy Managing Director
3. Mrs. Rachanee Siwawej	Director Deputy Managing Director, Finance
4. Miss Siriporn Tamenant	Director Deputy Managing Director, Administration and Information Technology Company Secretary Secretary of the Executive Committee Secretary of the Audit Committee Secretary of the Good Corporate Governance, Nomination and Remuneration Committee
5. Mr. Chaiya Larpwarrakitchai	Assistant Managing Director, Finance
6. Mr. Vichaya Sirirattna	Assistant Managing Director, Business Development

Scope, powers, duties and responsibilities of the Managing Director and the Management

According to the Board of Directors Meeting No. 3/2002 dated February 27, 2002, it was resolved to approve the scope, powers, duties and responsibilities of the Managing Director. and management as follows:

Scope, powers, duties and responsibilities of the Managing Director

1. Managing Director is responsible for managing the Company's business to be successful, acceptable which this mission is absolutely necessary to be organized and executed and must be reconsidered appropriately in a timely manner as follows:
  - a) To lead the management team in the day-to-day business operations of the Company.
  - b) Perform the duties with full potential capability of the business operational and financial plan.
  - c) Provide the procedures and accounting systems, including the budgeting control system for expenses, prepare and make the budget plans, income, expenses and investments.
  - d) Personnel management policy.
2. To certify, guarantee and maintain the accuracy of the Company's accounting records which is ready to submit to the auditors and the Board of Directors within the specified period. Including to perform continuously on annually basis according to the estimated time for submission to the Board of Directors and for the quarterly basis in accounting, up-to-date progress reports and other information related to action.

#### Scope, powers, duties and responsibilities of the Management

Under the leadership of the Managing Director, the management will manage the Company's operations in accordance with the guidelines, policies and scope set by the Board of Directors and/or the Executive Committee as follows:

1. Operations in the Company's daily business operations, management is responsible for the acquisition, development, sale and maintenance of various assets according to the plan that the Company has set annually. In this part, planning and strategy will have to be proposed as well as appropriate action guidelines to increase the efficiency of operations and get the maximum results including the setting of a new way to expand the Company's business to guarantee the growth of the Company.
2. Finance Manage the Company's finances and accounting according to plans and budget as approved by the Board of Directors or has been modified by the Executive Committee and to perform the supervision to have a reporting system that has a good standard.
3. Personnel Management Hiring and managing employees of the Company in the Company's business, to conduct the audit to ensure that there are employees sufficient to perform their duties effectively and have a good and reliable performance and make recommendations on the appropriate gratuity and welfare system.
4. Organizational system Regularly review and supervise in the organization management structure to guarantee that the system will help facilitate the Company to compete and can expand its business including to make recommendations to the Board of Directors on various matters as deem appropriate.
5. Engage the transactions that may be related to connected transactions According to the announcement of the Stock Exchange of Thailand, the management has no authority to consider and approve these kinds of transactions alone, it must be presented to the Board of Directors' meeting for approval except for such transactions in accordance with the guidelines that the Board of Directors has assigned or is a normal business transaction.
6. Other matters
  - Have other responsibilities as assigned by the Board of Directors or the Executive Committee
  - Presenting the business practices that are deemed necessary or beneficial for the Board of Directors to consider or approve.

#### **7.4.2 Policy and criteria for remuneration of Directors, Sub-committees and Executives**

##### **(1) Policy and criteria for remuneration of Directors, Sub-committees**

The Company has established a policy for the remuneration of Directors and Sub-committees for use as criteria and guidelines for determining directors' remuneration. The rate of remuneration for directors each



year must be considered by the Board of Directors before presenting to the shareholders' meeting of the Company for further approval. The details are disclosed in section 7.4.3.

## (2) Policy and criteria for remuneration of Executives

The remuneration of Executives is determined by the performance of tasks assigned by the Board and Committees. In addition, it is considered by the duties, responsibilities and performance of each executive together with the Company's operating results each year.

### 7.4.3 Directors and Executives Remuneration

#### (1) Monetary compensation

##### (1.1) Directors Remuneration

The 2023 Annual General Meeting of Shareholders approved the directors' remuneration totaling Baht 10,000,000.- per year by allowing the Board of Directors to allocate the remuneration to each director. The Company determines the directors' remuneration according to the duties and responsibilities of each director, taking into account the Company's performance, including the remuneration of directors of listed companies in the same industry. The directors are allocated as meeting allowances and gratuities as follows:

Position	Compensation rate Monthly (Baht/person)	Meeting Allowance Baht/time/person			Any other benefits
		Director	AC <sup>1</sup>	CGNR <sup>2</sup>	
Chairman	80,000	18,000			- None -
Vice Chairman	60,000	15,000	10,000		
Director	45,000	13,000			
Chairman of the Audit Committee and Chairman of the Good Corporate Governance, Nomination and Remuneration Committee	60,000	15,000	15,000	15,000	
Directors of the Audit Committee and Directors of the Good Corporate Governance, Nomination and Remuneration Committee	45,000	13,000	10,000	10,000	

Noted: 1. Audit Committee Meeting

2. Corporate Governance, Nomination and Remuneration Committee Meeting

In 2023, the Company's directors each individual has been allocated as meeting allowance and gratuity as follows:

Name-Surname	Position	Meeting Allowance (Baht)	Director's Pension (Baht)	Total Meeting Allowance (Baht)
1. Dr. Apichai Taechaubol	Chairman Executive Committee Chairman	252,000	1,280,000	1,532,000
2. Mr. Anukul Ubonnuch	Director Vice Chairman Executive Director and Managing Director	270,000	960,000	1,230,000
3. Mr. Gumpol Tiyarat <sup>/1</sup>	Independent Director and Audit Committee Chairman	258,000	876,000	1,134,000
4. Mr. Tawil Praisont <sup>/2</sup>	Independent Director Audit Committee Member	144,000	325,161	469,161
5. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	Independent Director Audit Committee Member	98,000	274,500	372,500
6. Mrs. Rachanee Siwawej <sup>/4</sup>	Director Executive Director Director Deputy Managing Director, Finance	104,000	379,500	483,500
7. Mr. Kritawat Taechaubol	Director Executive Director Director Deputy Managing Director	182,000	720,000	902,000
8. Miss Siriporn Tamenant	Director Executive Director Director Deputy Managing Director, Administration and Information Technology Company Secretary	224,000	720,000	944,000
Mr. Prasong Vara-ratanakul <sup>/6</sup>	Independent Director Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman	120,000	360,000	480,000
Mr. Chetawan Anuntasomboon <sup>/7</sup>	Independent Director Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member	95,000	270,000	365,000

Name-Surname	Position	Meeting Allowance (Baht)	Director's Pension (Baht)	Total Meeting Allowance (Baht)
Mr. Chirdsak Kukiattinun <sup>/8</sup>	Independent Director Audit Committee Member	85,000	211,935	296,935
Mr. Tseng, Kuo-Chan <sup>/5</sup>	Director	-	495,000	495,000
Total		1,832,000	6,872,096	8,704,096

**Noted:** <sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharm Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

<sup>/4</sup> Mrs. Rachanee Siwawej has been appointed to the position, Director and Executive Director effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Chetawan Anuntasomboon who resigned from his position as Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member on June 28, 2023.

<sup>/5</sup> Due to the Covid-19 outbreak situation which affects international travel, Mr. Tseng, Kuo-Chan will not be able to attend the Board of Directors' Meeting in 2023. Moreover, Mr. Tseng, Kuo-Chan has sent a letter of resignation from being a director, effective on December 1, 2023.

<sup>/6</sup> Mr. Prasong Vara-ratanakul resigned from the position of Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman, effective on June 28, 2023.

<sup>/7</sup> Mr. Chetawan Anuntasomboon resigned from the position of Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member, effective on June 28, 2023.

<sup>/8</sup> Mr. Chirdsak Kukiattinun resigned from the position of Director, Independent Director and Audit Committee Member, effective on May 22, 2023.

## (1.2) Executives Remuneration

Total remuneration of Executives at the level of Assistant Managing Director up to the Executive Chairman level in the form of salary and compensation as follows:

Total Remuneration	Total person	Year 2023	Total person	Year 2022
Salary / Compensation	7	53,808,043.84	8	46,310,015.24

**Noted :** In 2023 consists of 7 executives

- 1) Dr. Apichai Taechaubol
- 2) Mr. Anukul Ubonnuch
- 3) Mr. Kritawat Taechaubol
- 4) Miss Siriporn Tamenant
- 5) Mrs. Rachanee Siwawej
- 6) Mr. Chaiya Larprawrakitchai
- 7) Mr. Vichaya Sirirattana

## (2) Other compensation

### (2.1) Other compensation of Director

- None -

### (2.2) Other compensation of Executive

The Company has provided a provident fund for the Executive. The Company contributes at an average ratio of 1.65% of salary. In 2023, the Company has paid contributions to the provident fund for executives totaling Baht 613,233.00.

## 7.5 Information about employees

### 7.5.1 Number of employees (excluding Executives)

As of December 31, 2023, the Company and its subsidiaries have employees (excluding executives) totaling 108 persons, divided by line of work as follows:

Department	Number of employees (persons)					
	JCK	JCKU	CROWN	SG Land	JCK Corp.	RDR
Director's Office	4	1				
Finance-Accounting Department	11	3	1	2		1
Administration and Information Technology Department	11	4	3	4		
Purchasing Department	1					
SG Land Project	3					
Construction department	15	4	4			1
TFD Industrial Estate Project	18					
Marketing and Sales Department	3				1	
Property Management and customer relations Department	2					
Residential and Office Business Development Department (Marketing and Sales)			7	2		
The Colonial Khao Tao Project, Hua Hin	1					
Residential project sales Department						
Audit and Risk Management Department					1	
<b>Total</b>	<b>69</b>	<b>12</b>	<b>15</b>	<b>8</b>	<b>2</b>	<b>2</b>

### 7.5.2 Significant change of employees over the past 3 years

- None -

### 7.5.3 Major labor disputes in the past 3 years

- None -

#### 7.5.4 Employees compensation

The Company has paid compensation to employees (exclude executives) in various ways, including salary, contributions to the provident fund compensation for work and other remuneration as follows:

Compensation (Baht)	Year 2023	Year 2022
Salary/Income *	19,987,625.31	39,053,253.11
provident fund contributions	1,346,467.00	1,328,470
<b>Total</b>	<b>21,334,092.31</b>	<b>40,381,723.11</b>

Noted : \* means compensation for working and other compensation

#### 7.5.5 Employee development Policy

The Company recognized its employees as the main force that will bring success, progress, stable and sustainable growth with the importance of working as a team and dedication to the work of the employees to aim to work to raise the ability of employees to excel in the work assigned by personnel development in the field of academic management and work culture, providing the adequate modern operating tools and equipment, compensation and benefits which are comparable to similar businesses and also create an atmosphere and a good and safe working environment. Employees must perform their duties with responsibility, honesty, determination, dedication and compliance with the rules and regulations by considering the benefits of the Company as key important. The management must be responsible for managing human resources for maximum efficiency, effectiveness and beneficial.

In 2023, the Company has employee development expenses in the amount of Baht 20,271.00.

The elements of the policy to be used as a guideline for action are:

1. Policies and guidelines for recruiting human resources
  - 1.1 The Company has a policy to promote the advancement of employees on every opportunity. If the Company and its subsidiaries' position is vacant, the Company will recruit from the personnel within the Company first.
  - 1.2 The Company does not encourage the excessive use of human resources than necessary. Therefore, the recruitment request must be in accordance with the manpower plan, both in terms of quantity and quality which have been approved by the authorized person only.
  - 1.3 In recruiting personnel, the department and responsible persons must take into account the following:
    - 1.3.1 Long-term necessity of the Company on the skills, consciousness, attitudes and behaviors of the personnel who will be recruit in the vacant position
    - 1.3.2 Possibility and difficulty in developing personnel who will take the position to meet the Company's long-term needs by considering from the knowledge base and potential of personnel who will take that position.

- 1.3.3 The recruitment process must be fairness and transparent in every step.
  - 1.4 In order to obtain the personnel with qualifications suitable for the position at the Company, the department and the responsible people must carry out the following actions:
    - 1.4.1 For employees in the Company, it should have system to observe, monitor and study the performance results according to the systematic performance appraisal and closely consulting with the head of the department regularly.
    - 1.4.2 For newly recruited personnel, there must be long-term advance recruitment arrangements.
2. Policy and guidelines on employment advancement opportunities
  - 2.1 The Company has a policy to encourage employees to be successful, progress and growing with the Company.
  - 2.2 In order for the employees to have career progress achievement, it is the duty of the employees to be responsible for their own development with supervisors as supporter to provide information and advice on suitable and feasible alternatives on the basis of the needs of the Company.
  - 2.3 The Company will carry out the activities which will promote the advancement of the employees such as promotion, transfer, training and seminars including various special assignments as well as the preparation of the replacement of manpower plans etc.
3. Policies and guidelines on compensation for employees
  - 3.1 The Company will provide a fair system for paying the compensation and other benefits related to the work for staff and incentives comparable to leading business groups of the same type and in other related business groups. The department and the management which responsible for administering the compensation system shall conduct regular market compensation surveys as deemed necessary.
  - 3.2 In managing the compensation system, the Company will take into account the financial capabilities, Company's performance, level of competence and performance of employees as important factors.
  - 3.3 The Company expects its employees to be aware of the planning for the quality of life, thus the Company encourages the saving for retirement by establishing a provident fund for such purposes and has paid the part of Company's contribution to the employees.
  - 3.4 The Company provides various welfares and benefits to employees as necessary and appropriate to help and provide guarantees to employees as much as possible. The Company expects that the employees should pay attention and have a healthy lifestyle plan for themselves and their families.
4. Policies and guidelines on employee development
  - 4.1 The Company would like their employees to have a level of competence and operational skills which are comparable to those of the leading business groups in the same and similar business. Therefore, the Company will regularly promote and support the development of employees in all aspects to achieve such objectives.

- 4.2 Participation in training activities and seminars is extremely important and necessary that all employees and supervisors at all levels must be aware of the importance of these activities. The employees are obliged to attend the training seminars as specified by the Company.
- 4.3 The Company need all employees to pay attention and strives to continuously increase their knowledge and skills to themselves for the advancement of employees.
5. Policies and guidelines on performance appraisals
- The Company has a clear intention and policy to set up as system for evaluating employees' performance with integrity and fairness in order to create maximum motivation for employees' performance.
6. Disciplinary and complaints policies and guidelines
- 6.1 It is the duty and responsibility of all supervisors to supervise employees under their command to strictly follow the discipline in order to prevent employees from committing wrongdoings or causing serious damage to the works under their responsibility, to other employees and to the Company.
- 6.2 Employees who commit disciplinary violations must be punished as appropriate in order to prevent repeat offenses or more serious. Punishment must be done without malicious intention, bullying or unfairness.
- 6.3 Disciplinary violations, even if they are the same offense, may be subject to different penalties. If the offense is a repeat offense or acts intentionally or has an effect or severe impact to the Company or the general public differently.
- 6.4 Employees must behave in accordance with the standards of conduct set by the Company. If anyone does not comply, the supervisor shall give a warning or carry out penalties in accordance with the rules and regulations in the performance of work or the requirements laid down.
7. Policies and guidelines on termination of employment
- 7.1 An employee is discharged from the status of an employee when
- 7.1.1 die
  - 7.1.2 resign
  - 7.1.3 retire before retirement
  - 7.1.4 lacking qualifications or having prohibited characteristics as specified
  - 7.1.5 retirement
  - 7.1.6 termination
- 7.2 Employee termination of employment is the responsibility of the supervisors in the line of work which the supervisors must have to inform the employees under their command of the reasons, and background of termination of employment.
- 7.3 The Company will consider the benefits that the employees should receive upon the termination of employment in accordance with law, regulations and Company's rules based on the reasons for such termination.

7.4 In order for the Company to compete in its business operations with other competitors, therefore, the positions that are not necessary or any employees whose work are ineffective, the Company may dissolve the position or terminate such employment.

## **7.6 Other Important Information**

### **7.6.1 List of persons who are directly responsible for Accounting Supervision, Company Secretary and Internal Audit**

#### **(1) Accounting Supervision**

The Company has assigned Mrs. Rachanee Siwawej to be in charge of accounting of the Company with details about the Company's Accounting Supervision appears in Attachment 1.

#### **(2) Company Secretary**

According to the Board of Directors Meeting No. 7/2007 dated November 14, 2007, it was resolved to appoint Miss Siriporn Tamenant to act as the Company Secretary with duties and responsibilities as specified in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. caution and honesty as well as to comply with the law, objectives, the Company's regulations, resolutions of the Board of Directors as well as resolutions of the Shareholders' Meeting. The qualifications and duties and responsibilities of the person holding the position as the Company Secretary appeared in Attachment 1, details are as follows:

#### **Qualifications of Company Secretary**

- Understand the Company's business and related roles and responsibilities of Company Secretary's functions, including having fundamental knowledge in principles of laws and regulations of governing agencies, the laws on public company and the laws on securities and exchange. The Company Secretary is to seek knowledge from experts or legal advisors to strengthen his/her understanding;
- Being knowledgeable; understand and support the Company's operation to achieve the purposes under the principle of corporate governance and best practices on corporate governance;
- Refrain from seeking personal interest from the Company's business opportunities; be able to keep the Company's secrets; hold morale and ethic and take into consideration of all stakeholders; and refrain from action that could defame the Company's reputation and harm its image;
- Have excellent interpersonal skills; able to coordinate with both internal departments and external agencies.

#### **Roles and Responsibilities of Company Secretary**

- Give basic consultation and advice to the Board of Directors in respect of laws, orders and regulations of the Company, as well as to ensure proper and consistent compliance as well as to make reports on any significant change in matter of laws to directors;
- Organize the shareholders' meeting and the Board's meeting in accordance with the laws, articles of association and proper practice;



- Prepare and keep documents of the Board of Directors and shareholders; namely registration of directors, invitation letter to attend the meeting of the Board and Shareholders, minutes of the meeting of the Board and Shareholders, annual report and quarterly financial statements;
- Keep the reports of interests filed by the directors or executives and make submission as required by laws.

### (3) Internal Audit

The company entered into a contract with Mr. Theerachai Meekaew to be an internal auditor. He has duties and responsibilities to conduct internal audits and other related tasks as assigned by the Audit Committee. Details of the head of internal audit are shown in Attachment 3.

#### 7.6.2 Investor Relations and Contact Information

Address : No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa, Sathorn,  
Bangkok 10120

Tel. : (66) 2676-4031-6, (66) 26763836-9

E-mail : [cs@jck.international](mailto:cs@jck.international)

#### 7.6.3 Auditor's Remuneration

The Company has appointed EY Office Company Limited to be the auditor of the Company and its subsidiaries for the year 2023 with the Company's specific audit fee for the year 2023 in the amount of Baht 2,360,000. The accounts of the Company's five subsidiaries are JCK Utilities Company Limited, SG Land Company Limited, Crown Development Company Limited, JCK Corporation Company Limited (former TFD Real Estate Management Company Limited) and Ratchadumri Real Estate Company Limited in the amount of Baht 2,330,000. Therefore, the total amount of the audit fee of the Company and its subsidiaries for the year 2023 totaling Baht 4,690,000.

For other service fees (Non-Audit Services Fee) in the past fiscal year, the Company has not received any other services from the auditing company that the auditor is affiliated with.

#### 7.6.4 Report on Securities Holding and Change of Securities Holding of Directors \*

Name - Surname	Position	Number of shares held as of March 30, 2023	Number of shares held as of August 16, 2023	Number of shares held as of October 18, 2023	Number of shares held as of January 10, 2024
1. Dr. Apichai Taechaubol	Chairman and Executive Committee Chairman	364,204,456	364,204,456	364,204,456	364,204,456
2. Mr. Gumpol Tiyarat <sup>/1</sup>	Independent Director and Audit Committee Chairman	-	-	-	-
3. Mr. Tawil Praisont <sup>/2</sup>	Independent Director and Audit Committee Member	-	-	-	-
4. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	Independent Director and Audit Committee Member	100,000	100,000	100,000	100,000
5. Mrs. Rachanee Siwawej <sup>/4</sup>	Director, Executive Director and Director Deputy Managing Director, Finance	-	-	-	-
6. Pol. Capt. Noppawee Taechaubol <sup>/5</sup>	Director and Executive Director	-	-	-	65,710,800
7. Mr. Anukul Ubonnuch	Vice Chairman, Executive Director and Managing Director	450,000	450,000	450,000	900,000
8. Mr. Kittawat Taechaubol	Director, Executive Director and Director Deputy Managing Director	44,095,000	44,095,000	44,095,000	111,095,000
9. Miss Siriporn Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary	-	-	-	-
Mr. Tseng, Kuo-Chan <sup>/6</sup>	Director	75,900,000	75,900,000	75,900,000	75,900,000

**Noted:** \* According to the list of shareholders from Thailand Securities Depository Co., Ltd. as of January 10, 2024.

<sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharma Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

- <sup>/4</sup> Mrs. Rachanee Siwawej has been appointed to the position, Director and Executive Director effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Chetawan Anuntasomboon who resigned from his position as Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member on June 28, 2023.
- <sup>/5</sup> Pol. Capt. Noppawee Taechaubol has been appointed to the position, Director and Executive Director, effective on January 17, 2024 (according to the resolution of the Board of Directors' Meeting No. 1/2024) which replacement Mr. Tseng, Kuo-Chan who resigned from his position as Director on December 1, 2023.
- <sup>/6</sup> Due to the Covid-19 outbreak situation which affects international travel, Mr. Tseng, Kuo-Chan will not be able to attend the Board of Directors' Meeting in 2023. Moreover, Mr. Tseng, Kuo-Chan has sent a letter of resignation from being a director, effective on December 1, 2023.

**8. Report on Key Performance in Corporate Governance****8.1 Summary of the performance of the Board of Directors in the past year**

In 2023, there were 12 Meetings of the Board of Directors, 6 Meetings of Audit Committees, 1 Meeting of Good Corporate Governance, Nomination and Remuneration Committees, and 3 Meetings of the Executives Board according to the meeting plan all year in advance by the Board of Directors. All 3 Sub-Committees have complied with the scope, authority, roles and responsibilities which set out in the Company's Articles of Association.

**8.1.1 Recruiting, developing and evaluating the performance of the Board of Directors**

The Good Corporate Governance, Nomination and Remuneration Committee will consider the nomination of the Company's directors to replace the directors who have expired in rotation to propose to the Board of Directors and Shareholders' meeting to consider and approve. The number of directors is set to be not less than 5 persons, but the maximum number is not specified. The Shareholders' meeting may pass a resolution to remove any director from office prior to the expiration of his/her term with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote including holding shares in aggregate not less than half of shares held by the shareholders attending the meeting and having the right to vote.

In the event that the director's position becomes vacant due to other reasons in addition to the period of retirement, the Committee shall select any person which has qualifications and does not have any prohibited characteristics under the law on public limited companies to become a replacement director in the next Board of Directors' meeting, except the remaining terms of the director is less than 2 months, the person who replaces the director will be in the position of the director only for the remaining term of the director he/she replaces. Resolution of the said committee must consist of votes of not less than three-fourths of the remaining directors.

The appointment of new directors: The Good Corporate Governance, Nomination and Remuneration Committee will screen and propose to the Board of Directors' meeting for consideration and proposing to the Shareholders' meeting. The Shareholders' meeting will elect the directors according to the following rules and procedures:

1. One shareholder shall have a vote equal to one share per one vote.
2. Each shareholder can use all the votes he has under (1) to elect one person or more than one person to be directors but cannot divide the votes to any person to any extent.
3. Persons receiving the highest votes in descending order will be elected as directors equal to the number of directors required or should be elected at that time. In the event that the persons who are elected in descending order have equal votes, and the number of directors is more than the number of directors required to have or should be elected at that time, the Chairman of the meeting shall have a casting vote.

Nomination of Audit Committee: The Board of Directors must establish an audit committee as part of the Board of Directors appointed from at least 3 independent directors of the Company and at least 1 person must have knowledge of accounting / finance. The Audit directors must have qualifications related to the independence as announced by the Stock Exchange of Thailand (SET) regarding qualifications and scope of work of the Audit Committee to perform the audits and supervise the operations of the Company, to supervise the preparation of financial reports, the internal control, the selection of the auditors, consideration of conflicts of interest including the preparation of the Audit Committee's Corporate Governance Report.

Nomination of Good Corporate Governance, Nomination and Remuneration Committee: The Board of Directors' Meeting No. 10/2022 which held on November 14, 2022 has appointed two independent directors to return as members of the Good Corporate Governance, Nomination and Remuneration Committee for another term. Both of Directors are fully qualified according to the criteria of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualifications of independent directors. The two members of the Good Corporate Governance, Nomination and Remuneration Committee whose term of office is three years or until they are no longer the Company's directors.

In order to effectively perform the duties of the Good Corporate Governance, Nomination and Remuneration Committee and achieve the objectives, duties and responsibilities assigned by the Board of Directors, the Good Corporate Governance, Nomination and Remuneration Committee meets at least twice a year to consider, discuss and take any actions to accomplish their duties and responsibilities.

In addition, the Board of Directors prescribes that the independent directors have a term of office not exceeding 9 years from the date of first appointment as an independent director. In such case that the Board will appoint such independent directors to hold the office, the Board will reasonably consider such necessity.

#### Board Self-assessment

##### 1. Board's evaluation criteria

- The Board should prepare a self-assessment form to serve as a framework for regularly reviewing the performance of the Committee's duties.
- The Board of Directors should set up a standard of performance of the Board with rules and periodically evaluating the performance compared to the norm as required.
- The Managing Director should participate in explaining the expectations to be met by the Board of Directors.
- The Board of Directors should hire the external consultants to be involved in formulating the guidelines and suggesting issues for the evaluation of the Board's performance at least every three years and disclose the assessment results in the annual report of the Company.

## 2. Procedures and results of the Board's assessment

- The Board of Directors has determined that the performance evaluation form of the Board of Directors and sub-committees is prepared once a year in the form of self-assessment for each committee which refer to the assessment form of the Stock Exchange of Thailand (SET) and the Thai Institute of Directors Association (IOD) to be used as a framework for reviewing and correcting and improving the performance of the Board of Directors. The name of the assessment committee and the information obtained from the assessment will not be communicated to the assessed directors. The evaluation form for all committees consists of 4 topics:
  - The structure of the Board of Directors
  - Determination of strategy and Company's direction
  - The monitoring and evaluating performance of the management
  - Responsibilities according to the duties of the Board of Directors.
- 3. The Board of Directors' performance evaluation method is based on collecting survey results from the self-assessment of individual committees by collecting the results from the "appropriate fields" and "the fields that should be improved" for each topic and then dividing them by the total number of the directors who completed the assessment. The value of the surveyed results will be used to conclude that the Board of Directors shall considered that various topics are appropriate or should be adjusted to which percentage of all directors.

### Remuneration

The Good Corporate Governance, Nomination and Remuneration Committee is responsible for studying, considering and monitoring the changes and trends in the Board of Directors' remuneration to propose a compensation policy that is an incentive for the Company's business to progress as well as being able to keep talented and good people with the Company

### Development of Directors and Executives

The Board of Directors has a policy to promote and facilitate directors, executives, Company Secretary and related persons to attend various training courses organized by the Thai Institute Directors (IOD), the Stock Exchange of Thailand or independent organizations in order to have continuous improvement of operations and every time a new director is appointed. The management will provide the documents and information that are useful for the performance of the new director's duties including introducing the nature of the business and the Company's business conduct guidelines for such new directors.

The Board of Directors requires the Managing Director to regularly report on the development and succession plans as well as determine the person who will act on behalf of the management at various level. In the event that such executives are unable to perform their duties which is contained in the Company's policy and human development plan annually.

## 8.1.2 Meeting attendance and remuneration of individual committees

Meeting attendance of each committee in year 2023

Times / Total of Meeting

Name	Board of Directors *	Executive Committee **	Audit Committee ***	Good Corporate Governance, Nomination and Remuneration Committee ****
1. Dr. Apichai Taechaubol	12/12	3/3		
2. Mr. Gumpol Tiyarat <sup>/1</sup>	12/12		4/4	
3. Mr. Tawil Praisont <sup>/2</sup>	8/8		4/4	
4. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	6/7		3/4	
5. Mrs. Rachanee Siwawej <sup>/4</sup>	7/7	1/1		
6. Mr. Tseng, Kuo-Chan <sup>/5</sup>	-			
6. Mr. Anukul Ubonnuch	12/12	3/3		
7. Mr. Kittawat Taechaubol	12/12	3/3		
8. Miss Siriporn Tamenant	12/12	3/3		
Mr. Prasong Vara-ratanakul <sup>/6</sup>	4/4		2/2	1/1
Mr. Chetawan Anuntasomboon <sup>/7</sup>	4/4		2/2	1/1
Mr. Chirdsak Kukiattinun <sup>/8</sup>	3/3		2/2	

**Noted :** \* The Company held the Board of Directors' Meeting 12 times.

\*\* The Company held the Executive Committee's Meeting 3 times.

\*\*\* The Company held the Audit Committee's Meeting 6 times.

\*\*\*\* The Company held the Good Corporate Governance, Nomination and Remuneration Committee 1 time.

<sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharma Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

<sup>/4</sup> Mrs. Rachanee Siwawej has been appointed to the position, Director and Executive Director effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Chetawan Anuntasomboon who resigned from his position as Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member on June 28, 2023.

<sup>/5</sup> Due to the Covid-19 outbreak situation which affects international travel, Mr. Tseng, Kuo-Chan will not be able to attend the Board of Directors' Meeting in 2023. Moreover, Mr. Tseng, Kuo-Chan has sent a letter of resignation from being a director, effective on December 1, 2023.

- <sup>/6</sup> Mr. Prasong Vara-ratanakul resigned from the position of Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman, effective on June 28, 2023.
- <sup>/7</sup> Mr. Chetawan Anuntasomboon resigned from the position of Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member, effective on June 28, 2023.
- <sup>/8</sup> Mr. Chirdsak Kukiattinun resigned from the position of Director, Independent Director and Audit Committee Member, effective on May 22, 2023.

### Individual Board Remuneration

#### 1. Monetary Compensation

The 2023 Annual General Meeting of Shareholders approved the directors' remuneration totaling Baht 10,000,000 per year by allowing the Board of Directors to allocate the remuneration to each director. The Company determines the directors' remuneration according to the duties and responsibilities of each director, taking into account the Company's performance, including the remuneration of directors of listed companies in the same industry. The directors are allocated as meeting allowances and gratuities as follows:

Position	Compensation rate Monthly Baht/person	Meeting Allowance Baht/time/person			Any other benefits
		Director	AC <sup>1</sup>	CGNR <sup>2</sup>	
Chairman	80,000	18,000			- None -
Director	45,000	13,000			
Chairman of the Audit Committee and Chairman of the Good Corporate Governance, Nomination and Remuneration Committee	60,000	15,000	15,000	15,000	
Directors of the Audit Committee and Directors of the Good Corporate Governance, Nomination and Remuneration Committee	45,000	13,000	10,000	10,000	

Noted : 1. Audit Committee Meeting

2. Good Corporate Governance, Nomination and Remuneration Committee Meeting

In 2023, the Company's directors each individual has been allocated as meeting allowance and gratuity as follows:



Name-Surname	Position	Meeting Allowance (Baht)	Director's Pension (Baht)	Total Meeting Allowance (Baht)
1. Dr. Apichai Taechaubol	Chairman and Executive Committee Chairman	252,000	1,280,000	1,532,000
2. Mr. Anukul Ubonnuch	Vice Chairman, Executive Director and Managing Director	270,000	960,000	1,230,000
3. Mr. Gumpol Tiyarat <sup>/1</sup>	Independent Director and Audit Committee Chairman	258,000	876,000	1,134,000
4. Mr. Tawil Praisont <sup>/2</sup>	Independent Director and Audit Committee Member	144,000	325,161	469,161
5. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	Independent Director and Audit Committee Member	98,000	274,500	372,500
6. Mrs. Rachanee Sivawej <sup>/4</sup>	Director, Executive Director and Director Deputy Managing Director, Finance	104,000	379,500	483,500
7. Mr. Kittawat Taechaubol	Director, Executive Director and Director Deputy Managing Director	182,000	720,000	902,000
8. Miss Siriporn Tamenant	Director, Executive Director, Director Deputy Managing Director, Administration and Information Technology and Company Secretary	224,000	720,000	944,000
Mr. Prasong Vara-ratanakul <sup>/6</sup>	Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman	120,000	360,000	480,000
Mr. Chetawan Anuntasomboon <sup>/7</sup>	Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member	95,000	270,000	365,000
Mr. Chirdsak Kukiattinun <sup>/8</sup>	Independent Director and Audit Committee Member	85,000	211,935	296,935
Mr. Tseng, Kuo-Chan <sup>/5</sup>	Director	-	495,000	495,000
<b>Total</b>		<b>1,855,000</b>	<b>7,097,096</b>	<b>8,952,096</b>

Noted : <sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

- <sup>/3</sup> Dr. Varnadharm Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.
- <sup>/4</sup> Mrs. Rachanee Siwawej has been appointed to the position, Director and Executive Director effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Chetawan Anuntasomboon who resigned from his position as Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member on June 28, 2023.
- <sup>/5</sup> Due to the Covid-19 outbreak situation which affects international travel, Mr. Tseng, Kuo-Chan will not be able to attend the Board of Directors' Meeting in 2023. Moreover, Mr. Tseng, Kuo-Chan has sent a letter of resignation from being a director, effective on December 1, 2023.
- <sup>/6</sup> Mr. Prasong Vara-ratanakul resigned from the position of Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman, effective on June 28, 2023.
- <sup>/7</sup> Mr. Chetawan Anuntasomboon resigned from the position of Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member, effective on June 28, 2023.
- <sup>/8</sup> Mr. Chirdsak Kukiattinun resigned from the position of Director, Independent Director and Audit Committee Member, effective on May 22, 2023.

### 8.1.3 Supervision of Subsidiaries and Associated Companies

The Company has a policy to invest in subsidiaries and/or associates companies to expand the business and separate scope, powers, duties and responsibilities in business operations. However, the Company has a policy to supervise the investment companies which will send directors to be representatives in those companies. If it is a subsidiary, the Company will send representatives to serve as directors for more than half of the total number of directors and in associated companies in proportion to their shareholding. The directors, who to be appoint by the Company must report to the Board of Directors of the business results of the subsidiaries and/or associated companies that may have a significant impact on the Company.

In the event that the subsidiaries will purchase or sell assets of the Company or the Company will provide financial support to those subsidiaries including agreeing to enter into any related transaction according to the announcements and rules of the Stock Exchange of Thailand, action in such matters must comply with all applicable rules and regulations first. In addition, if subsidiaries or associated companies that the Company has control, there are actions that may cause damage to the Company, then the representative of the Company who is a director in that company must be reported and approved by the Board of Directors' Meeting before every action.

### 8.1.4 Monitoring to ensure compliance with corporate governance policies and practices

The Company has reviewed the compliance with the principles contained in the Good Corporate Governance Manual and the Company's Code of Conduct every year. In addition, the Company has followed up on 2 other matters to ensure compliance with the governance good business as follows:

**(1) Supervision of the use of inside information****(1.1) Confidentiality Policy****1. Protection of Company's Confidentiality**

1.1 Directors, management personnel and employees of the Company will sometimes have to deal with data and documentation that will not be disclosed to third parties and/or is classified as a trade secret. The protection on the kind of data is vital to the Company's success in the future as well as to the security of everyone at work.

1.2 Personnel in directorship, management and staffs have a duty to accept legal obligations and ethical standards not to disclose any data and documentation that are classified as confidential or trade secret for duration of two years after their employment is exited.

1.3 Every personnel are required to understand data protection procedures that are developed to protect data that is confidential and to prevent the confidential data to be disclosed without intention.

**2. The Type of Confidential Data**

2.1 A trade secret is internal confidential data of the Company which shall be protected and not to be disclosed to public. Sensitivity of those confidential data can be segregated into several types from minimum to maximum, for example a type of information designated as "Disclosable", "Classified", "Confidential", and "Strict Confidential".

2.2 The mutual use of internal data shall be in a measure that is assigned to his/her duty and responsibility only.

**3. Measures for Data Release to Public**

3.1 Any data that will be released to public shall be approved by Managing Director by which the Managing Director will release it by himself or assign someone to release or answer.

3.2 Data relating to other co-investors shall be approved by the co-investors.

3.3 A central office that will release data to public is Office of the Managing Director and Office of Investor Relations and an internal office will act for correspondence to staffs.

3.4 The office holding the data will provide fact sheet and coordinate with Managing Director, the Office of Managing Director and the Office of Investor Relations before public release.

**4. Public Release**

There shall not be any public release or opinion to public. In case any third party asks a question, the personnel shall ask himself/herself if he/she has a duty to provide the answer. If it is not the duty, the refusal shall be politely presented and advised to further contact the Office of Investor Relations.

**(1.2) Policy on Security Trading**

1. The Board of Directors and designated management, which include their spouse and children who have not reached legal age, have a duty to report the holding of their security in accordance with regulations issued by the Stock Exchange of Thailand (SET) and the Stock Exchange Commission (SEC) in

which the Company rules that the directors and high-level management personnel shall report their security trading to the Commission at least 1 days prior to the trading date.

## 2. Insider Trading

As a listed company in the Stock Exchange of Thailand (SET), the Company shall conduct any measure equally and fairly to all shareholders. In order to prevent any illegal act by all levels of personnel of the Company as well as their family members who receive or likely to receive any insider information that has not yet revealed to public, the Company therefore prohibits those persons to buy or sell shares of the Company, or invite other persons to buy or sell or propose to buy or sell shares of the Company whether by themselves or through any broker while that information is still under their custody without public release. The Company and the Stock Exchange of Thailand (SET) hold that the transaction for such stock buying or selling is speculation or creation for advantages to any group.

## 3. Preventive Measures

To ensure compliance with applicable policies, the Company shall implement the following:

3.1 Limit accessibility to non-disclosed information to public and allow for only related and necessary persons to access.

3.2 Set-up a security system in working places to protect information files and classified documentation.

3.3 Retain the owner of non-disclosed information to public to control the personnel related to that information to be in compliant with the strict preventive measures.

## 4. Penalty for Insider Trading

A violator of the policy will be resulted in disciplinary action and/or legal action as the case may be.

## (2) Anti-Corruption

The Board of Directors has set an anti-corruption policy in the Good Corporate Governance Policy Section 11 as detailed below:

To ensure that the Company has a policy for defining responsibility, guidelines, and appropriate action requirements to prevent corruption in all business activities of the Company and so that decisions and business operations that may be at risk of corruption are carefully considered and acted upon. The Company has prepared Anti-Corruption Policy in writing to be a clear practice guideline in business operations and develop the organization towards sustainability.

### Roles and Responsibilities

1) The Board of Directors has roles and responsibilities to adopt the policies and systems that could effectively support the anti-corruption practices, in order to make sure that the management is aware and giving priority to the importance of this practice and thereby promote it as a corporate culture.

2) The Audit Committee has roles and responsibilities to audit financial statements and the systems of financial and account reporting, internal control, internal audit and risk management for compliance with international standards while making sure that they remain concise, sound, sophisticated and effective.

3) Managing Director, the management and executives have roles and responsibilities to set up a system that will help supporting and communicating an anti-corruption policy to employees and related parties. They are also to review the soundness of the system and other measures to reflect business, order, legal and regulatory changes.

4) An internal auditor has roles and responsibilities to audit and review compliance with policy, practice, authority and regulatory rules and laws to ensure that the Company has indeed an adequate and appropriate system against potential corruption risk which shall be directly reported to the Audit Committee.

### **Practices**

1) Directors, executives and employees at all levels shall comply with the Company's anti-corruption policy where they shall neither directly nor indirectly be involved in corruption.

2) Employees must not remain ignorant if witnessing action potentially qualified as corruption in relation to the Company. They shall report the incident to supervisors or responsible persons and cooperate with the examination process. In case of doubt or question, the employees should consult with supervisors or persons designated to be responsible for such policy compliance through available channels.

3) The Company will protect and fairly treat the employees who report or refuse to be involved in corruption in relation to the Company through measures designed to protect whistleblowers of corruption.

4) Corrupting is an offense and is subject to disciplinary actions based on the Company's regulations. Besides, corrupted persons may be subject to legal punishment if the action is found illegal.

5) The Company underlines the importance of disseminating anti-corruption information and knowledge and making the third party collaborating with the Company or whose action could affect to the Company comply with this anti-corruption policy.

6) The Company commits to promote and nurture the corporate culture that corruption is unacceptable when conducting transactions with either the public or private sectors.

### **Whistleblowing or Complaint**

The Board has set up measures for whistleblowing, or complaints against illegal acts, codes of conduct or behavior that may imply corruption or misconduct of individuals in the organization both from employees and other stakeholders Including providing a mechanism to protect the whistleblowers in order for the stakeholders to participate in overseeing the interests of the company more effectively.

#### Matters that receive whistleblowers or complaints

- Wrongdoing, corrupt company regulations, or wrongdoing by directors, executives and employees.
- Irregularities in financial reports or a defective internal control system.
- Matters that affect interests or the reputation of the Company.

In 2023, the Company did not receive any clues or complaints as detailed above.

#### Whistleblowing or complaint channels

Through the Company's website at [www.jck.international](http://www.jck.international)

Or send electronic mail to [cs@jck.international](mailto:cs@jck.international)

Or a letter to  
JCK International Public Company Limited  
No. 18, Soi Sathorn 11 Yeak 9, TFD Building, Yannawa,  
Sathorn, Bangkok 10120  
Tel. 0-2676-4031-6

These will pass to independent directors or audit committee of the Company to order that the information be examined in accordance with the procedures set forth by the Company and reported to the Board.

#### Mechanism to protect whistleblowers

- Establish a database system to keep confidential information of whistleblowers by entering the database system must be able to be done by executives at the level of Deputy Managing Director and above only.
- The Company assumes the duty of the supervisor or the chief of every complained person to exercise reasonable discretion to protect complainants, witnesses and persons providing information in the investigation to avoid danger and trouble or injustice arising from complaints witnessing or providing information.

## **8.2 Report on the performance of the Audit Committee in the past year**

The Audit Committee consists of 3 independent directors, represented by Mr. Gumpol Tiyarat, Chairman of the Audit Committee. He has knowledge and experience in accounting and finance sufficient to review the reliability of the Company's financial statements. In 2023, the Audit Committee held a meeting and independently perform duties in accordance with the scope of powers and duties stipulated in the Charter of the Audit Committee.

### **8.2.1 Number of meetings and attendance of the individual audit committee**

Name	Position	Number of times attended/Total number of times*
1. Mr. Gumpol Tiyarat <sup>/1</sup>	Audit Committee Chairman and Independent Director	4/4
2. Mr. Tawil Praisont <sup>/2</sup>	Audit Committee Member and Independent Director	4/4
3. Dr. Varnadharma Kanchanasuvarna <sup>/3</sup>	Audit Committee Member and Independent Director	3/4
Mr. Prasong Vara-ratanakul <sup>/4</sup>	Audit Committee Chairman and Independent Director	2/2

Name	Position	Number of times attended/Total number of times*
Mr. Chetawan Anuntasomboon <sup>/5</sup>	Audit Committee Member and Independent Director	2/2
Mr. Chirdsak Kukiattinun <sup>/6</sup>	Audit Committee Member and Independent Director	2/2

**Noted :** \* In 2023, the Audit Committee has meeting totaling 6 times.

<sup>/1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>/2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>/3</sup> Dr. Varnadharma Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman on June 28, 2023.

<sup>/4</sup> Mr. Prasong Vara-ratanakul resigned from the position of Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Committee Chairman, effective on June 28, 2023.

<sup>/5</sup> Mr. Chetawan Anuntasomboon resigned from the position of Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee Member, effective on June 28, 2023.

<sup>/6</sup> Mr. Chirdsak Kukiattinun resigned from the position of Director, Independent Director and Audit Committee Member, effective on May 22, 2023.

### 8.2.2 Performance of the Audit Committee in the past year

During the year 2023, the Audit Committee has performed various duties in summary as follows:

1. Consider and approve the Internal Audit Department's Audit Plan for the year 2023, emphasizing on enhancing the efficiency of the internal control system. Adequate checks where necessary reporting of internal audit results to the Audit Committee

The Audit Committee has considered and evaluated the audit results of the Internal Audit Department for the year 2023 and considers that the internal control system is effective enough to control the operations of the Company and its subsidiaries without finding any significant flaws.

2. Both quarterly and annual financial statements of the Company were reviewed to provide full and accurate financial information based on the generally-accepted accounting principles in a timely fashion as well as a true reflection of the company's financial status before they were submitted to the Board of Directors.
3. The Audit Committee reviewed an evaluation form of the adequacy of the Company's internal control system to ensure that it had an appropriate and adequate internal control system to supervise operation based on its business objectives. The Company has an organizational

structure with clear separation of duties in important areas, have a good corporate governance policy and anti-corruption policies. There is a secrecy class defined, provide channels for whistleblowing or complaints from employees in the organization and other stakeholders and there is an audit of the internal control system of various activities by the Internal Audit Department on a regular and ongoing basis.

4. Reviewed risk management procedures by taking into consideration a risk management policy and a risk management plan and guideline based on prevailing corporate risks. It also regularly reviewed the efficiency and suitability of the Company's risk management system.
5. The Company was requested to be compliant with corporate governance on the basis of the Stock Exchange of Thailand's guideline and to develop its CG practice to match the international standards.
6. Reviewed the Company's compliance with the laws and the authorities' rules and regulations.
7. Reviewed connected transactions and items that could cause conflict of interest as well as ensured that the information was accurately and completely disclosed.
8. Appointed an auditor and set his remuneration before submitting the information to the Board of Directors for proposing to the Shareholders' Meeting for its approval by considering appointing EY Office Limited as the auditor of the Company and its subsidiaries for the year 2023 by appointing one of the auditors as listed below auditors and express opinions on the Company's and its subsidiaries' financial statements. In the event that such auditors are unable to perform their duties, EY Office Limited shall procure another certified auditor of EY Office Limited to audit the accounts and express opinions on the Company's financial statements on behalf of the auditors as mentioned above.
  1. Mr. Kittiphun                      Kiatsomphob                      CPA No. 8050 and/or
  2. Ms. Supanee                      Triyanantakul                      CPA No. 4498 and/or
  3. Mr. Preecha                      Arunnara                      CPA No. 5800
9. Prepare the Corporate Governance Report of the Audit Committee annually and signed by the Chairman of the Audit Committee. The report will consist of Reporting the number of audit committee meetings and attendance of each audit committee member including the opinions of the Audit Committee on the following issues:
  - Accuracy, completeness and reliability of the Company's financial reports.
  - Adequacy of the Company's internal control system.
  - Compliance with Securities and Exchange Laws and the Stock Exchange of Thailand requirements or laws related to the company's business.
  - Suitability of the auditor.
  - Items that may have conflicts of interest.
  - Overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.
  - Other items that shareholders and general investors should be aware of according to the scope of duties and responsibilities assigned by the Board of Directors.
10. Perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.



### 8.3 Summary of the performance of other sub-committees

#### Good Corporate Governance, Nomination and Remuneration Committee (CGNR)

From 1 January 2023 to 27 June 2023, the Company has the Good Corporate Governance, Nomination and Remuneration Committee, consists of 2 directors, both of which are independent directors. In the year 2023, the Company held a meeting of the Good Corporate Governance Nomination and Remuneration Committee total one time. Meeting attendance of each director is as follows:

Name	Position	Number of times attended/Total number of times
1. Mr. Prasong Vara-ratanakul <sup>/1</sup>	Good Corporate Governance, Nomination and Remuneration Committee Chairman and Independent Director	1/1
2. Mr. Chetawan Anuntasomboon <sup>/2</sup>	Good Corporate Governance, Nomination and Remuneration Committee Member and Independent Director	1/1

Noted: <sup>/1</sup> Mr. Prasong Vara-ratanakul resigned from the position, Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Chairman, effective on June 28, 2023.

<sup>/2</sup> Mr. Chetawan Anuntasomboon resigned from the position, Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee, effective on June 28, 2023.

#### Performance of the Good Corporate Governance, Nomination and Remuneration Committee

The Good Corporate Governance, Nomination, and Remuneration Committee, both members have resigned from their positions, effective June 28, 2023. The performance results of the Good Corporate Governance, Nomination, and Remuneration Committee's duties are as follows:

1. Follow up and supervise the compliance with the good corporate governance policy and business ethics of the Board of Directors, executives and employees in order to comply with the policies and practices of good corporate governance.
2. Supervise and promote the implementation of good corporate governance policies and practices. including business ethics to have a continuous effect and suitable for the Company's business.
3. Provide advice to the Company, the Board of Directors, management and working groups on good corporate governance.
4. Suggest methods for evaluating the performance of directors Board of Directors and sub-committees including following up on the assessment results.
5. Review and propose amendments to the scope, duties and responsibilities of the Good Corporate Governance, Nomination and Remuneration Committee in accordance with the circumstances.
6. Perform any other acts as assigned by the Board of Directors.

**9. Internal Control and Connected Transactions****9.1 Internal Control****9.1.1 Adequacy and appropriateness of the Company's internal control system****1) Objective of the internal control**

“Internal Control” is the process of working or implementing the job that the board of directors and personnel of all levels of the Company provided for confidence with justification on the operations of the Company to achieve the following objectives:

- The operations shall have efficiency and effectiveness by achieving the goal of the Company, including caring not to lose or misuse the assets.
- The financial reporting must be accurate and in-time presentation.
- The compliance with policies, rules, and regulations shall be performed the duties strictly to the rules and regulations of the Stock of Exchange of Thailand, or laws relating to business of the Company.

**2) Importance of the internal control system**

The internal control system is the important mechanism that gives confidence with justification to the management for:

- Helps to reduce the business risk.
- Helps to do business effectively with suitable allocation of the resources and achieve the established goal.
- Help to prevent corruption, protect misusing, and safeguard and care of property.
- Helps to assure the reliability of the financial statement.
- Helps the personnel to comply with the laws and rules involved.
- Helps to give protection on the investment of the shareholders.

The internal control is the main factor behinds the success of all business either in government or private sectors. The management as the leader, must perform their duties in responsible to various elements and environment of their units. In additional they should:

- Encourage team work mind-set to the subordinates of all levels to be aware of the importance to coordinate and comply with constantly and continuously. So the measures and mechanisms of the internal control system set up by the management to accomplish the established objective.
- Regularly monitoring and evaluating of internal control in order to obtain suitable strategies and mechanism under the variation in difference circumstance of risks.

The internal control, regardless of design or implementation, shall give only confidence at the reasonable level, as it can protect from loss, waste or accomplishment and effectiveness. However, it cannot

assure or give confidence of the business success, because the internal control has several limitations, which mostly involving with the human behavior.

### **3) Policy on internal control of the Company**

3.1 The Company commit that its management must aware with the important of internal control is sufficiently efficient to acceptable risk level and suitable with the circumstances of the job or activity of that units. It divides the duties and responsibilities concerning the internal control of the Company as follows:

3.1.1 The Board of Directors as well as the audit committee must perform their duties and responsibilities to provide the effective internal control system, to manage and control of risks in the suitable level. Specifying the policy concerning to the internal control system, risk management, and monitoring of the evaluation constantly that whether or not the established system goes as planned. However, the audit committee has the duty to review that the elements of the internal control system of the five aspects are comply with effectiveness as follows:

- The business has good control environment.
- The business has proper procedure of risk assessment.
- The business has good control on activities
- The business has good system on information and communications.
- The business has good system on monitoring and evaluation.

3.1.2 The management has duty and responsibility to fulfill the policy which the board of directors has delegated, so the Company determining the management must be treated as it important of the internal control. The management has direct duty and responsibility to provide the internal control system in the company, including works or various activities of all levels or latent in the business methods of the management function by:

- The senior management shall provide the internal control that covers all elements in the Company, encouraging the subordinates discipline and good conscience on the internal control.
- The middle management shall provide the internal control with the responsibility to evaluate the efficiency of the internal control, adjust the system to be complete and review on its compliance.

3.1.3 The employees of all levels must perform their duties by complying with all laws, regulations, rules, announcement, policies, plans, measures, and the internal control system, the management has established. Conduct their duties honestly with care in the performance, and regularly provide the implementation that ensures the efficiency of internal control system. As a result, the operations shall comply with the

goal effectively and economically. All the employees must have the conscience to be aware of the importance of the internal control.

3.1.4 Internal control, the internal auditor has duties and responsibilities of evaluation the internal control, and examination the operating system, periodically and regularly. Updating and assuring that the various control measures are suitable with all significant situation, circumstance, and incidence of risk, with the objective to assist and recommend the senior and middle managements to provide the efficient internal control in the company's business units as the policies:

- The internal auditor is independent and perform their duties in a more effective manner as it deems appropriate according to the profession standard of the internal control
- The internal auditor has the right to request for checking the assets and activities, including the books, accounting, supplementary documents on the records, bookkeeping, correspondences and reports involved.
- The internal auditor can ask the audited units to give data, explanations and delivery of the documents on the audited matters.

However, the personnel of all levels must provide full cooperation to give the availability of information, resource, and material needed by the internal and external auditors which their duties are examination and evaluation to ensure that the internal control sufficient and effective as intended to respond with the company goal, and give recommendation for improvement, as it deems appropriate.

#### **9.1.2 Summary of opinions of the Board of Directors**

In the Audit Committee Meeting No. 1/2024 on February 27, 2024, all 3 Audit Committee members also attended the meeting. The Audit Committee has assessed the Company's internal control system for the year 2023. It can be concluded that from the assessment of the Company's internal control system in various aspects, 5 components are (1) Control Environment (2) Risk Assessment (3) Control Activities (4) Information & Communication Systems (5) Monitoring Activities. The Board gave an opinion that the internal control system was effective enough to control the operations of the Company and its subsidiaries. without enough significant flaws.

#### Summary of internal audit report

According to the Company entered into a contract with Mr. Theerachai Meekaew to be an internal auditor of the Company and its subsidiaries has audited the operations of various departments and internal control assessment of each work system for every quarter of the year 2023, it was found that the Company and its subsidiaries had adequate internal control systems and did not find any significant errors from the audit.

### Auditor's remarks

EY Office Limited, which is the auditor of the Company and its subsidiaries. There were no deficiencies in the internal control system in accounting that would be presented to the management for acknowledgment.

### **9.1.3 Opinion of the Audit Committee in case of a different opinion from the Board of Directors (if any)**

- None -

### **9.1.4 Internal Auditor**

The Company has appointed Mr. Theerachai Meekaew to perform the duties of internal auditors of the Company and its subsidiaries since the year 1999 to present (annual contract).

The Audit Committee considered the qualifications of Mr. Theerachai Meekaew and saw that they were appropriate enough to perform such duties due to being independent and has experience in internal auditing in the same business/industry for 30 years. The Company has assigned the Management and Information Technology Department to coordinate with external auditors (outsourced).

## **9.2 Connected Transactions**

### **9.2.1 Connected person with possible conflict of interest and nature of the relationship**

Person / Entity having a conflict of interest	Relationship
JC Kevin Development CO., Ltd (JC Kevin) Operates the condominium development for sale, office building for rent and hotel business.	Mrs. Chalida Taechaubol holds 100% of shares. Mr. Apichai Taechaubol and Mr. Chotiwit Taechaubol are directors of JC Kevin.
JC Kevin Food and Beverage Co., Ltd (JC Food) Operates the hotel management, restaurants, bars and nightclubs.	Miss Varaporn Taechaubol holds 99.01% of shares. Mr. Apichai Taechaubol, Mrs. Chalida Taechaubol, and Mr. Chotiwit Taechaubol (Mr. Apichai Taechaubol's child) are directors of JC Food.
High Active Consultant Communication Co., Ltd (HACC) Operates the real estate development business.	Mr. Apichai Taechaubol holds 100% of shares. Mr. Apichai Taechaubol, Mr. Kittawat Taechaubol, and Mr. Chotiwit Taechaubol are directors of HACC.
JCK Hospitality Public Company Limited (JCKH) Operates the restaurants, Suki, Shabu, Grilled, Steak House, Fusion Foods, and Chinese restaurant.	Mr. Apichai Taechaubol holds 23.14% of shares.
High Active Consultant Co., Ltd (HAC) Operates the restaurants and also provides the consultant services on food for the restaurants and food shop.	Mr. Chotiwit Taechaubol holds 100% of shares. Mr. Apichai Taechaubol and Mr. Chotiwit Taechaubol (Mr. Apichai Taechaubol's child) are directors of HAC.

Person / Entity having a conflict of interest	Relationship
High Active Consultant Tech Co., Ltd (HACT) Operates in restaurants business.	Mr. Chotiwit Taechaubol (Mr. Apichai Taechaubol's child) holds 51% of shares. Mr. Krittawat Taechaubol holds 29% of shares. Mr. Apichai Taechaubol and Mr. Krittawat Taechaubol are directors of HACT.
Lobster Power Co., Ltd. (LOBSTER) Operates in restaurants business.	Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol (Mr. Apichai Taechaubol's wife) are directors of LOBSTER.
Noname Food and Beverage Co., Ltd. (NONAME) Operates in restaurants business.	Mr. Apichai Taechaubol is director of NONAME.
AP Prime Property Co., Ltd. Operating a hotel business and real estate development	Mr. Apichai Taechaubol and Mr. Noppawee Taechaubol are shareholders of the Company. Mr. Apichai Taechaubol, Mr. Chotiwit Taechaubol, Mr. Krittawat Taechaubol and Mr. Noppawee Taechaubol are directors of AP Prime Property Co., Ltd.
Fine One (Holdings) Co., Ltd. Real estate development business	Mr. Athawut Taechaubol is a shareholder of the Company.
Fine Two Asset Co., Ltd. Real estate development business	Mr. Apichai Taechaubol is a director of Fine Two Asset Co., Ltd.
Atalanta Food Group Co., Ltd. Operates a food service business in restaurants/restaurants	Mr. Krittawat Taechaubol and Mr. Chotiwit Taechaubol are shareholders of the Company. Mr. Krittawat Taechaubol, Mr. Attawut Taechaubol are directors of Atalanta Food Group.
Mr. Apichai Taechaubol	Executive Chairman and a major shareholder of the Company.
Mrs. Chalida Taechaubol	Mr. Apichai Taechaubol's wife and a shareholder of the Company.
Mr. Krittawat Taechaubol	Mr. Apichai Taechaubol's son. Has a position, Executive Director, and Director Deputy Managing Director of the Company.

9.2.2 Connected transactions between the Company and subsidiaries with the persons who may have the conflict of interest.

During 2021 - 2023, the Company and its subsidiaries had entered in to the following transactions with persons who may have the possible conflict of interest from such transactions, but without the conflict of interest as follows:

Transactions related to general business operation

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
JC Food	JCK	<u>Deposit paid for the purchase of a unit</u>          <u>Trade and other receivables</u>	-          36.5	-          -	-          -          <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction.	
JC Kevin	JCK	<u>Entertainment Expenses:</u> JCK has used JC Kevin’s restaurant and hotel to host the receptions and used the meeting rooms for Board and shareholders’ meeting.	-	-	-          <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and facilitate JCK to host receptions and meetings.	

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
		<u>Office rental fee:</u> JCK has agreed to lease office space from JC Kevin on the 2 <sup>nd</sup> and 4 <sup>th</sup> - 6 <sup>th</sup> floors with a total area of 1,695.44 sq.m. to be used as the Headquarters of JCK with the rental rate and service fee of Baht 805,334 Baht per month with the condition to pay the rent in advance throughout the 3-year rental period, the Company will receive a rental discount of 9% per year which the Company agrees to pay the rent in advance with a discount under the aforementioned conditions	10.06	9.53		The Company has considered renting office space from JC Kevin because it is a new building with enough rental space to meet the demand and the rental rate is comparable to that of nearby office buildings.  <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction.
		<u>Prepaid building rental and services</u> (classified as Right of use of assets from the first implementation of the Financial Reporting Standard No.16)  As of September 13, 2023, JCK International Public Company Limited has changed the space rental agreement and new service contract to JCK Hospitality Public Company Limited.	6.25	26.28	16.43	
		<u>Advance Deposit</u>	5.02	5.49	5.49	
		<u>Other creditors</u>	0.45	0.35	0.05	



Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
JCKH	SG	<u>Rental and service income:</u> JCKH has entered into an office space lease agreement from SG with a total area of 299 sq.m. to be used as a restaurant location. Rental and service fees are Baht 194,350 per month (Baht 650 per sq.m.) Terms of lease is 3 years, expires on July 31, 2022. Subsequently, in March 2021, JCKH has terminated the agreement of the said area and change the tenant to the company Hi Active Consultants Co., Ltd instead.	0.82	-	-	<p>The rental price is the same rate that is charged to the general customers and with normal trading conditions.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.</p>
		<u>Deposit for building rental and service</u>	-	-	-	
		<u>Trade accounts receivable</u>	5.22	4.16	3.73	
JCKH	JCK	<u>Entertainment expenses:</u> JCK bought the restaurant vouchers from JCKH and used the services of JCKH's restaurants for receptions	3.12	6.64	0.67	<p>JCKH charge the vouchers and services fees at their actual value which is equal to the rates sold to other third parties.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.</p>
		<u>Other creditors</u>	0.63	0.78	-	

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
JCKH	JCKU	<u>Entertainment expenses:</u> JCKU has used the services of JCKH's restaurants for receptions  <u>Other creditors</u>	0.17  -	-  -	-  -	JCKH charge the expenses at the actual price which is equal to the rates sold to other third parties.  <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
HAC	SG	<u>Rental and services Income:</u> HAC has agreed to lease office space from SG with total area of 518 sq.m. to be used as a restaurant location. Rental and service fees is 336,700 Baht per month (Baht 650 per sq.m). The term is 3 years expires on July 31, 2022. Subsequently, in March 2021, HAC has agreed to lease an additional area of 299 sq.m. for use as a restaurant location. Rental and service fees are Baht 194,350 per month (Baht 650 per sq.m.) with the lease contract of 1 year 5 months, ending July 31, 2022  <u>Deposit for building rental and service</u> <u>Trade account receivables</u>	8.05       0.88 12.87	8.78       0.53 23.42	5.33       0.51 23.60	The rental price is the same rate that is charged to the general customers and with normal trading conditions.  <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
HAC	JCK	<u>Entertainment expenses:</u> JCK has used the services of HAC's restaurants for receptions	4.29	5.66	-	HAC charges the service fees at the actual price which equal to the rate charged to general third party.

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
		<u>Other account payable</u>	4.30	2.48	-	<u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
HAC	JCKU	<u>Entertainment expenses</u> : JCKU has used the services of HAC's restaurants for receptions	0.14	-	-	HAC charges the service fees at the actual price which equal to the rate charged to general third party. <u>Opinion of the Audit Committee</u>
		<u>Other account payable</u>	-	-	-	The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
HACC	JCK	<u>Deposit for a purchase of real estate project</u> : JCK has made a deposit agreement for the purchase of land at the Ladkrabang Subdistrict, Ladkrabang District, Bangkok, with total area of 31-0-79.9 rai.	-	-	-	JCK has agreed to enter into the purchase and sell agreement of land as the Company foresee the land has a potential location and can be used to develop a variety of projects and the selling price is lower than the appraised value and the sale condition was good. However, due to the epidemic of the Coronavirus 2019 which has affected the overall economy, JCK has revised its action plan by May 20, 2020, JCK has entered into a memorandum of understanding to cancel the said land purchase and sell agreement and HACC has agreed to return the deposit money within 1 year plus interest rate of 7.5% per annum by payment in installments. In October 2021, the Company has received the full amount of deposit back.
		<u>Other receivables</u>	-	-	-	
		<u>Interest Income</u>	-	-	-	<u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction.

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
HACT	SG	<u>Rental and service income</u> : HACT has agreed to lease the office space from SG with total area of 114 sq.m. to be used as a restaurant location with the rental and service fees of Baht 33,500 per month (Baht 293.86 per sq.m) , with the term of 3 years , ending June 30, 2023.	0.55	0.31	-	The rental price is the same rate that is charged to the general customers and with normal trading conditions <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction.
		<u>Trade account receivables</u>	0.70	0.85	0.54	
LOBSTER	JCK	<u>Entertainment expenses</u> : JCK bought the restaurant vouchers from LOBSTER and used the services of the restaurants for receptions	0.19	0.38	0.38	LOBSTER charges the service fees at the actual price which equal to the rate charged to general third party. <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
		<u>Other payable</u>	0.19	-	-	
NONAME	JCK	<u>Entertainment expenses</u> : JCK has used the services of the restaurants NONAME for receptions.	0.14	0.14	0.14	NONAME charges the service fees at the actual price which equal to the rate charged to general third party. <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions
		<u>Other payable</u>	0.14	-	-	
BGY&TFD	JCK	<u>Interest Paid</u>	2.40	9.22	1.01	The short-term borrowing from related company in form of Promissory Notes with the interest of 6.00% per annum and repayment at call with no collateral.

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
						<u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
BGY&TFD	Crown	<u>Interest paid</u>	2.1	7.00	7.18	The short-term borrowing from related company in form of Promissory Notes with the interest of 6.00% per annum and repayment at call with no collateral. <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
BGY&TFD	Crown	<u>Consulting and project management Income</u>	57.00	-	-	Consulting and project management Income. <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction and in accordance with general trading conditions.
Schubert Holdings Pte. Ltd.	SG	<u>Accrued Dividends</u>	14.98	31.96	-	Calculated according to the normal rate of return on shareholders. <u>Opinion of the Audit Committee</u> The Audit Committee was of the opinion that it is a reasonable transaction.
CTL/DAL/DAA	RDR	<u>Joint Operation</u>	2.11	50.01	-	JCK has interests in joint operations which is a joint arrangement whereby the Group has rights to assets and obligations in respect of liabilities related to the arrangement. During the year 2021, the Board of Directors' meeting has a resolution to approve the investment plan in real estate business in the northern region and the signing of a joint operation contract. On

Connected person with possible conflict of interest	Company	Nature of transaction	Value (Million Baht)			Necessity and Rationality
			Year 2021	Year 2022	Year 2023	
						<p>October 28, 2021, the Company has entered into a joint -operation agreement at the 51% proportion with 3 limited companies which are the owner of the land used for the joint operations.</p> <p>For 2023, due to the management of the Chiang Rai project according to the joint operation contract, there has been no progress because the economic situation has not yet recovered. The land under the joint operation contract has not been able to be sold in the time period as estimated. Therefore, the Company wishes to cancel the joint operating contract and management contract by ending the obligation to carry out the contract, effective from November 13, 2023 onwards.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee was of the opinion that it is a reasonable transaction.</p>

Transaction of loans between the Company and its subsidiaries and connected parties which may lead to conflict of interest

- None -

Guarantee of financial institution loans

Connected person with possible conflict of interest	Borrower	Guarantor	Total Amount (million Baht) as of Dec 31, 2022	Outstanding (Million Baht)			Nature of Transaction	Necessity and Rationale
				As of Dec 31, 2021	As of Dec 31, 2022	As of Dec 31, 2023		
Dr. Apichai Taechaubol	JCK	✓	1,600.00	881.54	703.04	205.61	Personal Guarantee	This guarantee was corresponding to borrowing conditions of a financial institution of which the project loan was used as a working capital of the business and for the procurement of lands and building projects operated by JCK and its subsidiaries which were the project loans, which would benefit JCK and its subsidiaries businesses.  <u>The Audit Committee's opinion.</u> The Audit Committee was of opinion that the transactions were necessary and deemed reasonable and appropriate, which would benefit to the operating performance of both JCK and its subsidiaries.
	JCKU	✓	300.00	279.00	270.0	270.0		
	CROWN	✓	55.00	46.30	46.30	46.30		

**9.2.3 The approval measures or process of connected transactions**

The Board of Directors will approve a connected transaction as follows:

- The Management shall prepare and submit the report to the Board of Directors. The report should contain sufficient and comprehensive information for consideration in order to protect the investors and should also provide the explanation of the necessity and appropriateness of the transaction.
- Any related person shall have no right to vote.
- Appraisal by acceptable and recognized independent appraiser is also required.
- Opinion from the independent or member of the Audit Committee is required.
- Such transaction has to complied with the legal or related regulations.

If a connected transaction meets a guideline which was given by the Board of Directors or if such transaction is a normal business transaction, the transaction will be considered subject to an approval by the Executive Board and / or the management.



## Part 3 Financial Statements

JCK International Public Company Limited  
and its subsidiaries  
Report and consolidated financial statements  
31 December 2023

## Independent Auditor's Report

To the Shareholders of JCK International Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of JCK International Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of JCK International Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of JCK International Public Company Limited and its subsidiaries and of JCK International Public Company Limited as at 31 December 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

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

### Emphasis of Matter

I draw attention to the transaction relating to the acquisition of assets, the transfer of rights under joint operation contracts, and the plans to dispose of other investments as part of the Group's business strategy adjustment. The details are as follows:

- As mentioned in Note 17 to the financial statements, the Company entered into a transaction to purchase assets from a related party (joint shareholders and directors) with a contract value of approximately Baht 3,055 million, as approved by the Extraordinary General Meeting of Shareholders No. 1/2023 on 8 September 2023. The transfer of asset ownership is expected to be completed in 2024.
- As mentioned in Note 14 to the financial statements, the Board of Directors' Meeting No. 12/2023 approved the cancellation of the investment plan for real estate in the northern region and the transfer of the rights under the joint operation contract and the management contract to an other. The transfer value amounted to Baht 298 million. The Company recorded a loss from the rights transfer in the statement of comprehensive income for 2023, totaling Baht 7 million (Separate financial statements: Baht 1 million).
- As mentioned in Note 11 to the financial statements, the Company's Board of Directors' Meeting No. 2/2024 passed a resolution approving the Company entering into a contract for the disposal of its investment in the equity securities of one company to an other at a price of Baht 40.5 million. The Company anticipates that the transaction will be completed in 2024. The Company recorded a loss of Baht 19.5 million from the fair value adjustment of the investment, under other comprehensive income for 2023.

My opinion is not modified in respect of this matter.

### Key Audit Matters

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

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

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

Asset impairment

As at 31 December 2023, the Group had an outstanding balance of assets used in various projects comprising project development costs, investment properties, and deposit for purchases of asset, with totaling Baht 7,249 million, or 76% of total assets (Separate financial statements: Baht 5,288 million or 59% of total assets). The consideration of asset impairment for assets used in various projects, as mentioned, is an area that requires significant management judgement to analyse the competitive environment, economic circumstances, the situation within the industry, and assessment of future plans, including key assumptions. There is a risk with respect to the allowance for value of asset impairment.

I gained an understanding of the Group's process regarding the consideration of asset impairment and assessed the appropriateness of the standards and assumptions that management used for consideration. I assessed the assumptions and methods used by the independent appraiser in calculating fair value (for projects that were appraised by an independent appraiser), as well as reviewed the rationality of the data used by enquiring the management and analysing and comparing relevant information.

Compliance with covenants stipulated in borrowing agreements

As at 31 December 2023, the Group had promissory notes, loans from financial institutions and unrelated parties, and debentures totaling Baht 4,171 million or 63% of total liabilities (Separate financial statements: Baht 3,801 million or 66% of total liabilities). Under the borrowing agreements (the loan agreement), the Group needs to comply with certain covenants, if the Group is unable to comply with those covenants, this may cause the lenders to call the loans and resulted in the reclassification of the liabilities from non-current liabilities to current liabilities, which could impact the company's business operation plans, the ability to secure additional financing, and the going concern of the Group.

I read the loan agreements and testing for compliance with both non-financial and financial covenants, including whether financial ratios are in line with those stipulated in the loan agreements and gained an understanding of the process of management's monitoring compliance with the covenants. In addition, I reviewed the disclosures made with respect to covenants in the notes to the financial statements.



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### **Other Information**

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

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Kittiphun Kiatsomphob

Certified Public Accountant (Thailand) No. 8050

EY Office Limited

Bangkok: 29 February 2024



JCK International Public Company Limited and its subsidiaries  
Statement of financial position  
As at 31 December 2023

(Unit: Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	138,648,360	56,960,026	109,597,068	19,030,739
Trade and other receivables	8	139,583,419	192,021,928	64,086,295	120,532,775
Project development costs	9	4,748,608,639	5,788,055,469	4,037,333,867	4,609,799,686
Deposit for purchase of land		192,692,371	258,875,750	192,692,371	258,875,750
Other current financial assets	11	41,500,000	1,476,000	41,500,000	1,476,000
Other current assets		38,874,058	30,509,120	6,111,297	15,903,394
<b>Total current assets</b>		<u>5,299,906,847</u>	<u>6,327,898,293</u>	<u>4,451,320,898</u>	<u>5,025,618,344</u>
<b>Non-current assets</b>					
Restricted bank deposits	10	23,955,631	23,929,408	22,200,894	22,116,304
Other non-current financial assets	11	126,043,990	185,180,675	126,043,990	185,180,675
Loans to related parties and interest receivable	6	-	-	1,469,838,042	1,369,006,896
Investments in subsidiaries	12	-	-	531,398,294	496,622,107
Investment in joint venture	13	418,079,924	422,254,772	-	-
Investment properties	15	1,300,751,117	848,426,451	50,347,817	12,245,162
Equipment	16	259,462,022	257,790,794	258,037,910	257,034,106
Right-of-use assets	22	657,531,509	536,978,794	657,531,509	536,978,794
Deposit for purchases of assets	17	1,200,000,000	-	1,200,000,000	-
Deferred tax assets	29	168,258,837	210,828,538	117,231,236	158,966,305
Income tax receivable		77,000,161	41,516,528	40,543,986	11,695,754
Other non-current assets		26,408,376	22,790,402	18,844,054	9,815,765
<b>Total non-current assets</b>		<u>4,257,491,567</u>	<u>2,549,696,362</u>	<u>4,492,017,732</u>	<u>3,059,661,868</u>
<b>Total assets</b>		<u>9,557,398,414</u>	<u>8,877,594,655</u>	<u>8,943,338,630</u>	<u>8,085,280,212</u>

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

JCK International Public Company Limited and its subsidiaries  
Statement of financial position (continued)  
As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans	18	170,943,687	278,056,827	154,146,529	258,379,885
Trade and other payables	19	265,372,986	278,406,327	327,266,273	322,019,936
Advance received from customers		881,229,982	128,779,568	801,277,714	48,348,686
Short-term loans from related parties and interest payable	6	462,314,000	412,121,397	156,088,568	143,889,311
Current portion of debentures	20	823,528,922	2,000,985,214	823,528,922	2,000,985,214
Current portion of long-term loans	21	618,308,021	904,668,931	263,469,114	772,612,749
Current portion of lease liabilities	22	132,450,681	72,401,391	118,532,310	55,291,293
Other current liabilities		44,762,814	70,985,447	36,510,520	62,642,035
Total current liabilities		3,398,911,093	4,146,405,102	2,680,819,950	3,664,169,109
Non-current liabilities					
Debentures, net	20	2,557,768,542	1,465,842,206	2,559,708,542	1,465,842,206
Long-term loans, net	21	-	221,733,262	-	-
Lease liabilities, net	22	567,754,996	620,636,142	530,652,540	569,615,314
Provisions for long-term employee benefits	23	12,806,053	11,156,897	6,608,943	5,588,279
Other non-current liabilities		84,299,831	74,774,458	7,110,310	4,131,910
Total non-current liabilities		3,222,629,422	2,394,142,965	3,104,080,335	2,045,177,709
Total liabilities		6,621,540,515	6,540,548,067	5,784,900,285	5,709,346,818

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

JCK International Public Company Limited and its subsidiaries  
Statement of financial position (continued)  
As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Shareholders' equity</b>					
Share capital	25				
Registered					
7,971,416,322 ordinary shares of Baht 1 each					
(2022: 5,065,400,946 ordinary shares of Baht 1 each)		<u>7,971,416,322</u>	<u>5,065,400,946</u>	<u>7,971,416,322</u>	<u>5,065,400,946</u>
Issued and fully paid up					
3,802,747,351 ordinary shares of Baht 1 each					
(2022: 3,305,653,458 ordinary shares of Baht 1 each)		3,802,747,351	3,305,653,458	3,802,747,351	3,305,653,458
Share premium		1,030,789,309	1,384,646,793	1,030,789,309	1,384,646,793
Advance received from convertible debentures		-	29,330,192	-	29,330,192
Retained earnings					
Appropriated - statutory reserve	26	50,655,721	50,655,721	50,655,721	50,655,721
Unappropriated (deficit)		(1,767,642,594)	(2,349,036,943)	(1,692,058,954)	(2,375,567,036)
Other components of shareholders' equity		<u>(180,691,888)</u>	<u>(205,524,467)</u>	<u>(33,695,082)</u>	<u>(18,785,734)</u>
Equity attributable to owners of the Company		<u>2,935,857,899</u>	<u>2,215,724,754</u>	<u>3,158,438,345</u>	<u>2,375,933,394</u>
Non-controlling interests of the subsidiary		-	121,321,834	-	-
<b>Total shareholders' equity</b>		<u>2,935,857,899</u>	<u>2,337,046,588</u>	<u>3,158,438,345</u>	<u>2,375,933,394</u>
<b>Total liabilities and shareholders' equity</b>		<u>9,557,398,414</u>	<u>8,877,594,655</u>	<u>8,943,338,630</u>	<u>8,085,280,212</u>

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

Directors

JCK International Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Profit or loss:</b>					
<b>Revenues</b>					
Revenue from sale		2,587,752,881	380,090,000	2,587,752,881	380,090,000
Revenue from rental and services		208,195,356	230,979,690	27,148,061	25,378,620
Other income		<u>44,402,429</u>	<u>26,850,430</u>	<u>140,912,459</u>	<u>109,153,999</u>
<b>Total revenues</b>		<u>2,840,350,666</u>	<u>637,920,120</u>	<u>2,755,813,401</u>	<u>514,622,619</u>
<b>Expenses</b>					
Cost of sales		1,199,812,964	172,886,271	1,199,812,964	172,886,271
Cost of rental and services		167,152,040	185,564,329	24,595,536	20,747,788
Selling expenses		198,303,615	26,871,762	194,209,990	23,185,648
Administrative expenses		<u>247,834,216</u>	<u>189,892,158</u>	<u>229,986,224</u>	<u>148,377,446</u>
<b>Total expenses</b>		<u>1,813,102,835</u>	<u>575,214,520</u>	<u>1,648,604,714</u>	<u>365,197,153</u>
<b>Profit from operating activities</b>		<u>1,027,247,831</u>	<u>62,705,600</u>	<u>1,107,208,687</u>	<u>149,425,466</u>
Share of profit from investments in joint venture	13	45,825,152	78,547,443	-	-
Finance cost	27	<u>(444,633,349)</u>	<u>(412,465,480)</u>	<u>(378,238,200)</u>	<u>(360,329,065)</u>
<b>Profit (loss) before income tax</b>		<u>628,439,634</u>	<u>(271,212,437)</u>	<u>728,970,487</u>	<u>(210,903,599)</u>
Income tax benefits (expenses)	29	<u>(46,297,038)</u>	<u>(792,792)</u>	<u>(45,462,405)</u>	<u>2,169,345</u>
<b>Profit (loss) for the year</b>		<u>582,142,596</u>	<u>(272,005,229)</u>	<u>683,508,082</u>	<u>(208,734,254)</u>

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

JCK International Public Company Limited and its subsidiaries  
Statement of comprehensive income (continued)  
For the year ended 31 December 2023

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain		-	5,812,386	-	4,020,270
Loss on changes in value of equity investments designated at fair value through other comprehensive income		(18,636,685)	(8,633,150)	(18,636,685)	(8,633,150)
Less: Income tax effect	29	<u>3,727,337</u>	<u>651,369</u>	<u>3,727,337</u>	<u>922,576</u>
<b>Other comprehensive income for the year</b>		<u>(14,909,348)</u>	<u>(2,169,395)</u>	<u>(14,909,348)</u>	<u>(3,690,304)</u>
<b>Total comprehensive income for the year</b>		<u><u>567,233,248</u></u>	<u><u>(274,174,624)</u></u>	<u><u>668,598,734</u></u>	<u><u>(212,424,558)</u></u>
<b>Profit or loss attributable to:</b>					
Equity holders of the Company		581,394,349	(269,950,604)	<u>683,508,082</u>	<u>(208,734,254)</u>
Non-controlling interests of the subsidiary		<u>748,247</u>	<u>(2,054,625)</u>		
		<u><u>582,142,596</u></u>	<u><u>(272,005,229)</u></u>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		566,485,001	(272,024,553)	<u>668,598,734</u>	<u>(212,424,558)</u>
Non-controlling interests of the subsidiary		<u>748,247</u>	<u>(2,150,071)</u>		
		<u><u>567,233,248</u></u>	<u><u>(274,174,624)</u></u>		
<b>Earnings per share</b>					
<b>Basic earnings per share</b>					
Profit (loss) attributable to equity holders of the Company	30	<u>0.17</u>	<u>(0.09)</u>	<u>0.20</u>	<u>(0.07)</u>

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

JCK International Public Company Limited and its subsidiaries  
Statement of changes in shareholders' equity  
For the year ended 31 December 2023

Consolidated financial statements													(Unit: Baht)
Equity attributable to owners of the Company													
Other components of shareholders' equity													
Other													
comprehensive income													
	Issued and fully paid-up share capital	Share premium	Advance received from convertible debentures	Retained earnings	Surplus (deficit) on changes in value of investment in equity	Difference from changing investment proportion in subsidiary	Deficits from business combination under common control	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Non-controlling interests of the subsidiary	Total shareholders' equity		
Balance as at 1 January 2022	2,302,750,962	1,842,974,582	-	50,655,721	(2,083,918,910)	(11,879,214)	(45,699,839)	(198,617,947)	1,913,844,408	155,513,478	2,069,357,886		
Total comprehensive income for the year	-	-	-	-	(265,118,033)	-	-	(6,906,520)	(272,024,553)	(2,150,071)	(274,174,624)		
Increase share capital	133,000,000	(44,879,000)	-	-	-	-	-	-	88,121,000	-	88,121,000		
Convert convertible debentures to issued and paid-up capital	869,901,101	(413,450,184)	-	-	-	-	-	-	456,450,917	-	456,450,917		
Advance received from convertible debentures	-	-	29,330,192	-	-	-	-	-	29,330,192	-	29,330,192		
Increase in share capital from exercise of warrants	1,395	1,395	-	-	-	-	-	-	2,790	-	2,790		
Dividend of subsidiary paid	-	-	-	-	-	-	-	-	-	(32,041,573)	(32,041,573)		
Balance as at 31 December 2022	3,305,653,458	1,384,646,793	29,330,192	50,655,721	(2,349,036,943)	(18,785,734)	(45,699,839)	(205,524,467)	2,215,724,754	121,321,834	2,337,046,588		
Balance as at 1 January 2023	3,305,653,458	1,384,646,793	29,330,192	50,655,721	(2,349,036,943)	(18,785,734)	(45,699,839)	(205,524,467)	2,215,724,754	121,321,834	2,337,046,588		
Total comprehensive income for the year	-	-	-	-	581,394,349	(14,909,348)	-	(14,909,348)	586,485,001	748,247	587,233,248		
Increase share capital (Note 25)	336,914,167	(235,839,917)	-	-	-	-	-	-	101,074,250	-	101,074,250		
Convert convertible debentures to issued and paid-up capital (Note 24)	160,179,726	(118,017,567)	(29,330,192)	-	-	-	-	-	12,831,967	-	12,831,967		
Dividend of subsidiary paid (Note 12)	-	-	-	-	-	-	-	-	-	(40,051,966)	(40,051,966)		
Acquisition investments in subsidiary (Note 12)	-	-	-	-	-	39,741,927	-	39,741,927	39,741,927	(82,018,115)	(42,276,188)		
Balance as at 31 December 2023	3,802,747,351	1,030,789,309	-	50,655,721	(1,767,642,594)	(33,695,082)	(5,957,912)	(180,691,888)	2,935,857,899	-	2,935,857,899		

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

JCK International Public Company Limited and its subsidiaries  
Statement of changes in shareholders' equity (continued)  
For the year ended 31 December 2023

	Separate financial statements						(Unit: Baht)
	Issued and fully paid-up share capital	Share premium	Advance received from convertible debentures	Retained earnings		Other components of equity	
				Appropriated - statutory reserve	Unappropriated (deficit)	Other comprehensive	
						income	
Balance as at 1 January 2022	2,302,750,962	1,842,974,582	-	50,655,721	(2,170,048,998)	(11,879,214)	2,014,453,053
Total comprehensive income for the year	-	-	-	-	(205,518,038)	(6,906,520)	(212,424,558)
Increase share capital	133,000,000	(44,879,000)	-	-	-	-	88,121,000
Convert convertible debentures to issued and paid-up capital	869,901,101	(413,450,184)	-	-	-	-	456,450,917
Advance received from convertible debentures	-	-	29,330,192	-	-	-	29,330,192
Increase in share capital from exercise of warrants	1,395	1,395	-	-	-	-	2,790
Balance as at 31 December 2022	3,305,653,458	1,384,646,793	29,330,192	50,655,721	(2,375,567,036)	(18,785,734)	2,375,933,394
Balance as at 1 January 2023	3,305,653,458	1,384,646,793	29,330,192	50,655,721	(2,375,567,036)	(18,785,734)	2,375,933,394
Total comprehensive income for the year	-	-	-	-	683,508,082	(14,909,348)	668,598,734
Increase share capital (Note 25)	336,914,167	(235,839,917)	-	-	-	-	101,074,250
Convert convertible debentures to issued and paid-up capital (Note 24)	160,179,726	(118,017,567)	(29,330,192)	-	-	-	12,831,967
Balance as at 31 December 2023	3,802,747,351	1,030,789,309	-	50,655,721	(1,692,058,954)	(33,695,082)	3,158,438,345

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

JCK International Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	628,439,634	(271,212,437)	728,970,487	(210,903,599)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	123,289,695	131,224,183	33,609,641	30,921,151
Allowance for expected credit loss (reversal)	(1,688,142)	9,735,450	(183,396)	-
Impairment loss of loan from related party and interest payable	-	-	18,000,000	-
Gain on sales and write off of equipment	(796,988)	(9,345)	(797,084)	-
Loss on impairment of investment properties	-	11,491,345	-	-
Loss on impairment of investments in subsidiaries	-	-	7,500,000	-
Loss on the transfer of right under a joint operation contract and management contract	7,280,641	-	630,232	-
Loss on valuation of financial assets	476,000	788,000	476,000	788,000
Share of profit from investment in joint venture	(45,825,152)	(78,547,443)	-	-
Provision for long-term employee benefits	1,716,356	(20,039,624)	1,020,664	(16,708,127)
Dividend received	(10,532,443)	(10,256,082)	(50,480,477)	(42,214,509)
Finance income	(1,340,674)	(408,217)	(76,162,691)	(48,682,396)
Finance cost	444,633,349	412,465,480	378,238,200	360,329,065
Profit (loss) from operating activities before changes in operating assets and liabilities	1,145,652,276	185,231,310	1,040,821,576	73,529,585
Operating assets (increase) decrease				
Trade and other receivables	9,113,939	(48,639,637)	54,221,850	(5,614,809)
Project development costs	430,984,943	91,879,126	454,783,545	94,078,310
Deposit for purchase of land	(192,692,371)	(81,859,500)	(192,692,371)	(81,859,500)
Other current assets	(8,364,936)	(3,763,034)	9,792,097	(4,440,860)
Other non-current assets	(3,617,974)	(8,887,200)	(9,028,289)	(460,856)
Operating liabilities increase (decrease)				
Trade and other payables	600,390	60,209,210	7,233,902	100,733,959
Advance received from customers	752,450,414	(22,053,252)	752,929,028	(22,482,330)
Other current liabilities	(26,432,633)	(23,741,016)	(26,131,515)	(26,460,982)
Other non-current liabilities	9,525,373	(1,237,879)	2,978,400	540,000
Cash flows from (used in) operating activities	2,117,219,421	147,138,128	2,094,908,223	127,562,517
Cash paid for long-term employee benefit	(67,200)	(3,128,326)	-	(1,499,587)
Interest paid	(410,462,643)	(394,367,020)	(371,127,098)	(355,620,412)
Cash received from withholding tax refundable	-	11,181,450	-	4,972,658
Corporate income tax paid	(35,483,634)	(13,948,743)	(28,848,232)	(5,763,665)
<b>Net cash flows from (used in) operating activities</b>	<b>1,671,205,944</b>	<b>(253,124,511)</b>	<b>1,694,932,893</b>	<b>(230,348,489)</b>

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



JCK International Public Company Limited and its subsidiaries  
Cash flow statement (continued)  
For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Cash flows from investing activities</b>				
Acquisition of investment in equity of non-listed company	-	(60,000,000)	-	(60,000,000)
Increase in short-term loans to related parties	-	-	(126,368,880)	(247,974,497)
Decrease (increase) in restricted bank deposits	(26,223)	6,849,401	(84,590)	6,849,401
Increase in investment in subsidiaries	(42,276,187)	-	(42,276,187)	(7,500,000)
Proceeds from the transfer of right under a joint operation contract and management contract	298,387,874	-	298,387,874	-
Increase of investment properties	(50,115,887)	-	(25,884,736)	-
Acquisition of equipment	(6,824,652)	(35,589,412)	(5,543,384)	(35,567,796)
Proceeds from sales of equipment	818,632	9,345	818,632	-
Prepayment	-	(29,566,761)	-	(29,566,761)
Deposit for purchases of assets	(1,200,000,000)	-	(1,200,000,000)	-
Dividend received	10,532,443	10,256,082	50,480,477	57,195,022
Interest received	1,313,970	408,125	1,085,808	349,623
<b>Net cash flows used in investing activities</b>	<b>(988,190,030)</b>	<b>(107,633,220)</b>	<b>(1,049,384,986)</b>	<b>(316,215,008)</b>
<b>Cash flows from financing activities</b>				
Decrease in short-term loans	(92,250,000)	(127,217,676)	(89,250,000)	(117,100,002)
Increase in short-term loan from related parties	25,000,000	230,000,000	3,800,000	313,585,460
Cash paid for redemption of debentures	(81,578,000)	(39,432,000)	(79,638,000)	(39,432,000)
Cash received from long-term loans	761,170,627	-	761,170,628	-
Repayment of long-term loans	(1,258,608,639)	(187,495,082)	(1,258,608,640)	(178,495,081)
Repayment of lease liabilities	(28,994,154)	(60,555,574)	(6,361,783)	(9,284,864)
Proceeds from increase in share capital	101,074,250	88,121,000	101,074,250	88,121,000
Proceeds from increase in the issuance of convertible debentures	14,000,000	530,000,000	14,000,000	530,000,000
Cash paid from the issuance of convertible debentures	(1,168,033)	(44,218,891)	(1,168,033)	(44,218,891)
Cash received from exercise of warrants	-	2,790	-	2,790
Dividend paid from subsidiary	(39,973,631)	(47,007,442)	-	-
<b>Net cash flows from (used in) financing activities</b>	<b>(601,327,580)</b>	<b>342,197,125</b>	<b>(554,981,578)</b>	<b>543,178,412</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>81,688,334</b>	<b>(18,560,606)</b>	<b>90,566,329</b>	<b>(3,385,085)</b>
Cash and cash equivalents at beginning of year	56,960,026	75,520,632	19,030,739	22,415,824
<b>Cash and cash equivalents at end of year</b>	<b>138,648,360</b>	<b>56,960,026</b>	<b>109,597,068</b>	<b>19,030,739</b>

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

JCK International Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Supplemental cash flow information:</b>				
Non-cash transactions				
Transfer deposit for purchase of land to project development costs	258,875,750	-	258,875,750	-
Transfer project development costs to investment properties	479,771,790	-	714,624	-
Transfer of project development costs to right-of-use assets	166,444,598	-	166,444,598	-
Transfer project development costs to equipment	-	23,992,047	-	23,992,047
Purchase of assets which had not yet been paid	16,571,317	33,757,469	16,571,317	33,757,469
Purchase of assets under finance lease agreements	9,307,712	3,205,650	9,307,712	3,205,650
Loans and accrued interest repayment from reduction of registered capital of the subsidiary	-	420,000,000	-	420,000,000

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

**JCK International Public Company Limited and its subsidiaries**  
**Notes to consolidated financial statements**  
**For the year ended 31 December 2023**

**1. General information**

JCK International Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the property development. The registered office of the Company is at 18 Soi Sathorn 11 Yaek 9, TFD Building, Yannawa, Sathorn, Bangkok.

**2. Basis of preparation**

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

**2.2 Basis of consolidation**

- a) The consolidated financial statements include the financial statements of JCK International Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2023</u>	<u>2022</u>
			Percent	Percent
JCK Utilities Company Limited	Factory rental and sale	Thailand	100.00	100.00
SG Land Company Limited	Office rental	Thailand	99.87	49.94
Crown Development Company Limited	Residential condominium units for sale	Thailand	100.00	100.00
JCK Corporation Company Limited	Being REIT manager	Thailand	100.00	100.00
Ratchadamri Real Estate Company Limited	Property development	Thailand	100.00	100.00

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
  - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
  - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
  - e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
  - f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries and joint venture under the cost method.

### **3 New financial reporting standards**

#### **3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

#### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

#### **4. Significant accounting policies**

##### **4.1 Revenue and expense recognition**

###### **Revenue recognition relating to sale of real estate**

Revenue from sales of land, factory and condominium units are recognised at a point in time when control over the asset is transferred to the customer. Sales are thus recognised as revenue in full when the ownership has been transferred to the customer after all payments have been received from the customer. Revenue from sale of real estate is presented based on the value received after deducting discounts and expenses paid by the Group on behalf of the customer. The payment conditions are in accordance with the payment schedules specified in the contracts with the customer. The amount that the Group received from the customer before registering the ownership transfer is presented under the caption of "Advance received from customers" in the statement of financial position.

###### **Rental and service income**

Rental income is recognised on a straight-line basis over the lease term, and service income is recognised when services have been rendered.

###### **Interest income**

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

###### **Finance cost**

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

###### **Dividends**

Dividends are recognised when the right to receive the dividends is established.

##### **4.2 Cost of sales**

In determining the costs of land sold in the project, factory and condominium units sold, the Group allocated anticipated total development costs (after recognising the costs incurred to date) and attributed to the project, factory and condominium units already sold on the basis of the salable area and then recognised as costs in the profit and loss.

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

#### **4.3 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

#### **4.4 Project development costs**

Project development costs are stated at the lower of cost and net realisable value. Cost comprises cost of land, design fees, utilities, construction costs and directly related finance cost and expenses.

The Group recognised loss on diminution in project value (if any) in profit or loss.

#### **4.5 Investments in subsidiaries and joint ventures**

Investments in joint venture is accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and joint venture are accounted for in the separate financial statements using the cost method.

#### **4.6 Investment properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Warehouse building for rent	3, 30 years
Improvement of warehouse building for rent	5, 8, 30 years
Condominium units for rent	30 years
Office building for rent	28, 30 years
Improvement of leasehold building	5 years
Right-of-use assets for rent	28, 30 years

Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### **4.7 Equipment and depreciation**

Equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Improvement of leasehold office building	5, 8 years
Furniture and office equipment	5, 8, 20 years
Motor vehicles	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### **4.8 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **4.9 Leases**

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

##### **The Group as a lessee**

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

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

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

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

Land	33 - 50	years
Office building	3	years
Motor vehicles	5	years

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

Right-of-use assets are presented as part of equipment in the statement of financial position.

Right-of-use assets which are classified as investment properties are presented as part of investment properties in the statement of financial position.

### ***Lease liabilities***

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

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



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

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

### **The Group as a lessor**

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

### **4.10 Related party transactions**

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated, individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of operations of the Company.

### **4.11 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

### **4.12 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of the equipment, right-of-use assets, investment properties whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the

risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

#### **4.13 Employee benefits**

##### **Short-term employee benefits**

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

##### **Post-employment benefits**

###### ***Defined contribution plans***

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and contributions of the Group are recognised as expenses when incurred.

###### ***Defined benefit plans***

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

#### **4.14 Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **4.15 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

##### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

##### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

#### **4.16 Financial instruments**

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

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

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

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

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

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

### ***Financial assets designated at FVOCI (equity instruments)***

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

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

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

### **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

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

### **Impairment of financial assets**

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

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

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

## **Offsetting of financial instruments**

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

### **4.17 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## **5. Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Allowance for expected credit losses of loan to subsidiary and interest receivable**

In determining an allowance for expected credit losses of loan to subsidiary and interest receivable, the management needs to make judgement and estimates based upon, among other things, the borrower's status, the repayment plan for loan principal and accrued interest, including probability of recovery under the plan.

### **Allowance for diminution in value of project development costs**

The Group treats project development costs as diminution when the management judges that there have been significant declines in the fair value below their cost. The management determines the devaluation of project development cost (if any) based on net realisable value. The determination of what is "significant" and such devaluation requires the management to exercise judgment.

### **Investment property**

The disclosure of fair value of investment property and impairment testing require management to make estimates the fair value by using the income approach, because there is no market price that could be used to apply a comparative approach. The key assumptions used in estimating the fair value are described in Note 15.

### **Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

### **Post-employment benefits under defined benefit plans**

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

### **Project development costs estimation**

In calculating costs of land in the project, the Company has to estimate all project development costs, comprising land improvement costs, public utilities costs, borrowing costs and other related costs. The management estimates these costs based on their experience in the business and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

## Leases

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

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

## Litigation/Tax assessment

The Group has contingent liabilities as a result of litigation and tax assessment. The Group's management has used judgement to assess of the results of the litigation and tax assessment and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

## 6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Transactions with subsidiaries</u>				
(eliminated from the consolidated financial statements)				
Interest income	-	-	75	48
Dividend income	-	-	40	32
Building management income	-	-	5	6
Rental and service income	-	-	2	2
Interest expenses	-	-	7	7
<u>Transactions with joint venture</u>				
Interest expenses	25	16	1	9



	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Transactions with related companies</u>				
Rental and service income	8	10	-	-
Rental and service expenses	17	19	16	19
Dividend income	11	10	11	10
Management income	4	4	4	4
Other income	1	1	1	1

As at 31 December 2023 and 2022, the balances of the accounts between the Group and those related companies are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade and other receivables - related parties (Note 8)</u>				
Subsidiaries	-	-	37,052	61,220
Joint venture	61,047	7,423	366	242
Joint arrangements	-	11,751	-	233
Other joint operators	-	56,685	-	-
Related parties	32,510	33,609	651	2,492
Directors	-	22,500	-	22,500
Total	93,557	131,968	38,069	86,687
Less: Allowance for expected credit losses	(12,603)	(14,108)	-	-
Grand total - net	80,954	117,860	38,069	86,687
<u>Deposit for purchase of assets (Note 17)</u>				
Related party	1,200,000	-	1,200,000	-
Total	1,200,000	-	1,200,000	-
<u>Deposit for building rental and service paid</u> (presented as part of other non-current assets)				
Related party	5,487	5,487	5,487	5,487
Total	5,487	5,487	5,487	5,487

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b><u>Other payables - related parties (Note 19)</u></b>					
Subsidiaries		-	-	88,091	99,810
Joint venture		11,693	11,693	40	40
Related parties		1,723	6,250	1,559	6,081
Total		<u>13,416</u>	<u>17,943</u>	<u>89,690</u>	<u>105,931</u>
<b><u>Deposit for building rental and service received</u></b>					
(presented as part of other non-current liabilities)					
Subsidiaries		-	-	822	822
Related party		883	883	-	-
Total		<u>883</u>	<u>883</u>	<u>822</u>	<u>822</u>

**Loans to related parties and loan from related parties**

As at 31 December 2023 and 2022, the balances of loans between the Group and those related companies and the movement in loans are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements			
		Balance as at			Balance as at
		31 December	During the year		31 December
		2022	Increase	Decrease	2023
<u>Related by</u>					
<b><u>Short-term loans from related</u></b>					
<b><u>party and interest payable</u></b>					
BGY & TFD Properties Company Limited	Joint venture	412,121	50,193	-	462,314
Total		<u>412,121</u>	<u>50,193</u>	<u>-</u>	<u>462,314</u>

(Unit: Thousand Baht)

		Separate financial statements			
		Balance as at	During the year		Balance as at
		31 December			31 December
	Related by	2022	Increase	Decrease	2023
<b><u>Short-term loans to related parties and interest receivable</u></b>					
JCK Utilities Company Limited	Subsidiary	1,424,659	193,352	(26,280)	1,591,731
Ratchadamri Real Estate Company Limited	Subsidiary	55,348	33,859	(82,615)	6,592
JCK Corporation Company Limited	Subsidiary	-	515	-	515
Total		1,480,007	227,726	(108,895)	1,598,838
Less: Allowance for expected credit losses of loan and interest receivable		(111,000)	(18,000)	-	(129,000)
Net		1,369,007	209,726	(108,895)	1,469,838
Less: Classified as current assets		-			-
Short-term loan to subsidiary and interest receivable, net of classified as non-current assets		1,369,007			1,469,838
<b><u>Short-term loans from related parties and interest payable</u></b>					
SG Land Company Limited	Subsidiary	78,685	3,657	(23,657)	58,685
Crown Development Company Limited	Subsidiary	65,204	3,782	(300)	68,686
Ratchadamri Real Estate Company Limited	Subsidiary	-	3,605	(900)	2,705
BGY & TFD Properties Company Limited	Joint Venture	-	26,013	-	26,013
Total		143,889	37,057	(24,857)	156,089

**Short-term loans to related parties and interest receivable**

The balance of short-term loans to related parties is in a form of promissory notes carrying interest at rates of 5.00 - 10.00 percent per annum (2022: 5.25 - 10.00 percent per annum) and repayable on demand, and unsecured. However, the Company expects that loan and interest receivable payments from subsidiary will not be settled within one year. As a result, the loan is classified as non-current assets.

**Short-term loans from related parties and interest payable**

The balance of short-term loans from related parties is in a form of promissory notes carrying interest at rates of 5.85 - 7.50 percent per annum repayable on demand and unsecured (2022: 5.25 - 5.85 percent per annum).

### Directors and management's benefits

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits	62,828	54,618	62,760	53,667
Post-employment benefits	399	404	399	404
Total	<u>63,227</u>	<u>55,022</u>	<u>63,159</u>	<u>54,071</u>

### **7. Cash and cash equivalents**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash	450	790	345	390
Bank deposits	138,198	56,170	109,252	18,641
Total	<u>138,648</u>	<u>56,960</u>	<u>109,597</u>	<u>19,031</u>

As at 31 December 2023, bank deposits in saving accounts carried interests between 0.125 and 0.55 percent per annum (2022: between 0.125 and 0.35 percent per annum).

Cash of Baht 101 million received from the offering of new ordinary shares to existing shareholders (Rights Offering) in November 2023 (As stated in Note 25) will be allocated as capital to pay for the second installment of the transaction for purchasing assets from JC Kevin Development Company Limited.

## 8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade receivables - related parties</u> (Note 6)				
Aged on the basis of due dates				
Past due				
Up to 3 months	1,691	2,841	-	-
3 - 6 months	1,363	1,976	-	-
6 - 12 months	4,468	5,132	-	-
Over 12 months	22,994	19,679	-	-
Total	30,516	29,628	-	-
Less: Allowance for expected credit losses	(12,603)	(14,108)	-	-
Trade receivables - related parties, net	17,913	15,520	-	-
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Past due				
Up to 3 months	7,688	16,647	2,620	2,969
3 - 6 months	5,273	4,982	1,192	1,932
6 - 12 months	5,200	5,663	1,822	877
Over 12 months	14,938	11,339	1,117	289
Total	33,099	38,631	6,751	6,067
Less: Allowance for expected credit losses	(11,126)	(11,309)	-	(183)
Total trade receivables - unrelated parties, net	21,973	27,322	6,751	5,884
Total trade receivables - net	39,886	42,842	6,751	5,884
<u>Other receivables</u>				
Advance to director (Note 6)	-	22,500	-	22,500
Interest receivable - related parties (Note 6)	7,181	7,181	-	-
Accrued income - related parties (Note 6)	298	343	-	-
Accrued income - unrelated parties	353	1,002	-	-
Other receivables - related parties (Note 6)	55,562	72,316	38,069	64,187
Other receivables - unrelated parties	42,645	52,180	25,608	34,304
Total	106,039	155,522	63,677	120,991
Less: Allowance for expected credit losses	(6,342)	(6,342)	(6,342)	(6,342)
Total other receivables - net	99,697	149,180	57,335	114,649
Total trade and other receivables - net	139,583	192,022	64,086	120,533

## 9. Project development costs

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Land and land improvement	3,677,669	3,932,780	3,506,791	3,668,918
Borrowing costs	161,626	313,436	107,417	236,374
Construction in progress	696,208	1,328,733	423,126	704,508
Condominium units available for sale	213,106	213,106	-	-
Project development costs	<u>4,748,609</u>	<u>5,788,055</u>	<u>4,037,334</u>	<u>4,609,800</u>
Capitalisation rates (percent)	5.85 - 6.65	5.25 - 5.85	5.85 - 6.65	5.25 - 5.85

During the year 2023, the Subsidiary transferred some project development costs amount of Baht 480 million to investment properties.

During the year ended 31 December 2023, the amount of borrowing costs capitalised by the Group to their project development costs was Baht 11 million (Separate financial statements: Baht 11 million) (2022: Baht 41 million (Separate financial statements: Baht 41 million)).

As at 31 December 2023, the Group has mortgaged land and the construction thereon and condominium units under the project development costs, totaling Baht 3,802 million (Separate financial statements: Baht 3,155 million) (2022: Baht 5,237 million (Separate financial statements: Baht 4,059 million)), as collateral for loans from financial institutions, loans from unrelated parties, debentures and as a guarantee for any tax liabilities that may arise from tax assessment of the subsidiary as stated in Note 33.5 b).

## 10. Restricted bank deposits

The Group pledged bank deposits to secure debentures and letters of guarantee issued by the banks on behalf of the Company and its subsidiaries.

## 11. Other financial assets

	(Unit: Thousand Baht)	
	Consolidated financial statements/ Separate financial statements	
	2023	2022
<u>Equity instruments designated at FVOCI</u>		
Property fund	126,044	125,181
Non-listed equity instruments	40,500	60,000
Total equity instruments designated at FVOCI	166,544	185,181
<u>Financial assets at FVTPL</u>		
Listed equity investments	1,000	1,476
Total financial assets at FVTPL	1,000	1,476
Total other financial assets - net	167,544	186,657
Current	41,500	1,476
Non-current	126,044	185,181
	167,544	186,657

The Company received dividends from the fund during the current year amounting to Baht 11 million (2022: Baht 10 million).

The Company has pledged its investments in property fund amounting to Baht 62 million (2022: Baht 125 million) to secure promissory note as stated in Notes 18 and 21 to the financial statements.

### Bienestar T&N Company Limited ("BSTAR")

On 20 June 2022, the Company's Board of Directors' Meeting No. 5/2022 passed a resolution approving the acquisition ordinary shares of BSTAR at the price of Baht 60 million, representing 22 percent of the issued and paid-up capital of BSTAR. The Company entered into a share purchase agreement with a company ("the Seller") and paid for the investment of Baht 35 million to the Seller and paid the remaining amount of the investment, totaling Baht 25 million, directly to the existing shareholders of that company.

Subsequently, on 26 January 2024, the Company's Board of Directors' Meeting No. 2/2024 passed a resolution approving the Company's disposal of all its ordinary shares in BSTAR to an unrelated individual. The total value of the share disposal is Baht 40.5 million. The Company anticipates that the transaction will be completed in 2024.

The Company recognises a loss of Baht 19.5 million from the adjustment of the fair value of the investment in the other comprehensive income for 2023.

## 12. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements.

Company's name	Paid-up capital		Shareholding percentage		Cost		(Unit: Thousand Baht) Dividend received during the year	
	2023	2022	2023	2022	2023	2022	2023	2022
			(%)	(%)				
JCK Utilities Company Limited	425,000	425,000	100.00	100.00	422,550	422,550	-	-
SG Land Company Limited	100,450	100,450	99.87	49.94	87,844	45,568	39,948	31,958
Crown Development Company Limited	220,000	220,000	100.00	100.00	15,901	15,901	-	-
JCK Corporation Company Limited	38,001	38,001	100.00	100.00	38,000	38,000	-	-
Ratchadamri Real Estate Company Limited	70,300	70,300	100.00	100.00	70,300	70,300	-	-
Total					634,595	592,319	39,948	31,958
Less: Allowance for impairment of investments in subsidiaries					(103,197)	(95,697)		
Net					531,398	496,622		

### SG Land Company Limited

On 9 November 2023, the Board of Directors' Meeting No. 11/2023 passed a resolution approving the acquisition an additional 49.94% of the ordinary shares of its subsidiary (SG Land Company Limited) from the existing shareholders at a cost of Baht 42.28 million. Resulted in an investment proportion increase of 99.87%. The company has paid the investment amount in full to the seller and has recorded the difference between the purchase price and the book value of the non-controlling interest holder's share of the subsidiary totaling Baht 40 million, as part of the consolidated financial statements of the shareholders' equity.

### JCK Corporation Company Limited

On 30 November 2023, the Extraordinary General Meeting of Shareholders of TFD Real Estate Management Company Limited No. 2/2023 passed a resolution approving the change of the subsidiary's name to "JCK Corporation Company Limited". The subsidiary registered the change of its name with the Department of Business Development, Ministry of Commerce on 1 December 2023.

On 26 January 2024, the Company's Board of Directors' Meeting No. 2/2024 passed a resolution approving the increase of Baht 5.5 million in the registered capital of JCK Corporation Company Limited. Additionally, the meeting resolved to approve the dissolution of the subsidiary. The subsidiary is in the process of registering the capital increase and the company dissolution.



### 13. Investment in joint venture

#### 13.1 Details of investment in joint venture:

Investment in joint venture represent investments in entities which are jointly controlled by the subsidiary and other company. Details of these investments are as follows:

(Unit: Thousand Baht)

Joint venture	Consolidated financial statements					
	Shareholding		Cost		Carrying amounts	
	percentage				based on equity method	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(%)	(%)				
BGY & TFD Properties Company Limited	51	51	153,000	153,000	418,080	422,255

During the year, the subsidiary has recognised its share of comprehensive income from investments in joint venture in the consolidated financial statements to Baht 46 million (2022: Baht 79 million).

#### 13.2 Summarised financial information about joint venture

Summarised information about financial position

(Unit: Million Baht)

	As at 31 December	
	<u>2023</u>	<u>2022</u>
<b>BGY &amp; TFD Properties Company Limited</b>		
Current assets	1,156	1,224
Non-current assets	7	7
Current liabilities	(331)	(393)
Non-Current liabilities	(11)	(4)
<b>Net assets</b>	<u>821</u>	<u>834</u>
Shareholding percentage (%)	51	51
<b>Share of net assets</b>	419	425
Elimination entries	(1)	(3)
<b>Carrying amounts of joint venture based on equity method</b>	<u>418</u>	<u>422</u>

## Summarised information about comprehensive income

	(Unit: Million Baht)	
	For the year ended 31 December	
	<u>2023</u>	<u>2022</u>
<b>BGY &amp; TFD Properties Company Limited</b>		
Revenue from sale	147	1,012
Other income	198	34
Cost of sales	(120)	(695)
Selling and administrative expenses	(135)	(171)
Income tax	(1)	(38)
Total comprehensive income	<u>89</u>	<u>142</u>

The subsidiary (Crown Development Company Limited) has placed the ordinary shares of BGY & TFD Properties Company Limited as collateral for debentures of the Company as described in Note 20 to financial statements.

### 14. Joint arrangements - joint operations

On 27 October 2021, the Board of Directors' Meeting No. 7/2021 approved the investment plan for the real estate in the northern region and the signing of a joint operation contract. On 28 October 2021, the Company signed a 51% joint operation contract with 3 limited companies that have the ownership of the land used in the joint operation. The company agreed to make a compensation payment of Baht 336 million within 3 years from the contract date. The Company has already paid a total of Baht 208 million. In addition, the subsidiary (Ratchadamri Real Estate Company) has made advance payments, interest on advance payments, and administration fees, totaling Baht 121 million. The total payments made amount to Baht 329 million.

Subsequently, on 13 November 2023, the Board of Directors' Meeting No. 12/2023 approved the cancellation of the investment plan in the real estate business in the northern region and transferred the rights under the joint operation contract and the management contract to an unrelated individual. On 13 November 2023, the company and its subsidiary entered into a record to the agreement to transfer the rights under the joint operation and management contract with an unrelated individual. The transferee will pay a compensation fee of Baht 298 million to the Company. The Company received such amount in full. The Company recognised a loss arising from the right transfer as an expense amounting to Baht 7 million in the profit and loss statement for 2023 (Separate statement: Baht 1 million).

In this regard, the right transferee and the Company notified the other co-operators of the right transfer on 30 November 2023, and 4 December 2023, respectively. Subsequently, on 5 February 2024, the Company received a letter objecting to the transfer of rights from the other co-operators. However, the Company's legal advisor is of an opinion that the notification of right transfer by the Company has complied with the co-operation agreement, and has become legally effective.

## 15. Investment properties

The net book value of the investment properties as at 31 December 2023 and 2022 is presented below.

(Unit: Thousand Baht)

Consolidated financial statements					
	Land and warehouse building for rent/ improvement of leasehold building	Office building for rent	Condominium unit for rent	Right-of-use assets for rent	Total
As at 31 December 2023:					
Cost	1,165,252	365,154	57,816	405,462	1,993,684
<u>Less</u> : Accumulated depreciation	(92,009)	(323,436)	(7,727)	(256,348)	(679,520)
<u>Less</u> : Allowance for impairment	(1,922)	-	-	(11,491)	(13,413)
Net book value	1,071,321	41,718	50,089	137,623	1,300,751
As at 31 December 2022:					
Cost	662,943	364,198	57,816	878,771	1,963,728
<u>Less</u> : Accumulated depreciation	(75,175)	(300,997)	(5,801)	(719,916)	(1,101,889)
<u>Less</u> : Allowance for impairment	(1,922)	-	-	(11,491)	(13,413)
Net book value	585,846	63,201	52,015	147,364	848,426

(Unit: Thousand Baht)

Separate financial statements					
	Land and warehouse building for rent/ improvement of leasehold building	Office building for rent	Condominium unit for rent	Right-of-use assets for rent	Total
As at 31 December 2023:					
Cost	-	-	-	51,791	51,791
<u>Less</u> : Accumulated depreciation	-	-	-	(1,443)	(1,443)
Net book value	-	-	-	50,348	50,348
As at 31 December 2022:					
Cost	-	-	-	13,207	13,207
<u>Less</u> : Accumulated depreciation	-	-	-	(962)	(962)
Net book value	-	-	-	12,245	12,245

The subsidiaries have placed investment properties, with total net book values as at 31 December 2023 of Baht 1,164 million (2022: Baht 720 million), as collateral to debentures, long-term loan from financial institution and letter of guarantee to guarantee electricity use from bank.

A reconciliation of the net book value of investment properties for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	848,426	973,244	12,245	12,726
Additions	62,100	-	37,869	-
Transfer from project development cost	479,772	-	715	-
Decrease from lease modification	-	(13,320)	-	-
Depreciation charged	(89,547)	(100,007)	(481)	(481)
Impairment losses recognised	-	(11,491)	-	-
Net book value at end of year	<u>1,300,751</u>	<u>848,426</u>	<u>50,348</u>	<u>12,245</u>

The addition information of the investment properties as at 31 December 2023 and 2022 stated below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Fair value of Land, Warehouse Buildings, and Building improvement for rent	1,942,396	957,827
Fair value of Office building for rent and improvement of leasehold building	54,430	125,630
Condominium unit for rent	50,550	79,747
Lease liabilities	64,549	83,423

The fair value of the above investment properties has been determined using the income approach. Key assumptions used in the valuation include yield rate, long-term vacancy rate and long-term growth real rental rates.

### Sale of assets to MFC Industrial Investment Property and Leasehold Fund in 2013

In December 2013, the Company and JCK Utilities Company Limited (the subsidiary) transferred the ownership of property and factory buildings in TFD industrial Park and factory buildings in Kingkaew Project to MFC Industrial Investment Property and Leasehold Fund ("the Fund") and have entered into agreement and accepted some conditions as follows:

1. An agreement regarding compensation for property and factory building in a plot of land of which a sublease agreement has not been made or a sublease has been made but rental or service fee has not started or has started but the remaining lease period is less than 6 months. The Company and the subsidiary agreed to guarantee the minimum rental rate and service fee for these assets for a period of three years from the date the property ownership was transferred.
2. An agreement relating to investment in unit trusts of the Fund, whereby the Company or its subsidiary agree to invest in unit trusts not less than 10% of the increase value in unit trust, equivalent to Baht 75 million (7.5 million units). As at 31 December 2023, the Company made an investment in the Fund, equivalent to 10.04 (2022: 10.04%) of the value of the Fund's unit trusts.
3. An amendment agreement of Property manager appointment agreement made with the Fund whereby the Fund appointed the Company as the Management Company to manage the property of the increase of unit trusts to seek benefits from the property. In this regard, the Company agreed to place additional deposit of Baht 0.5 million with the Fund as a performance guaranteed the Management Company.
4. The Company agreed to guarantee of the factory's construction for the period of 5 years after the date of transfer of the factory buildings to the Fund.

## 16. Equipment

(Unit: Thousand Baht)

Consolidated financial statements					
	Improvement of leasehold office building	Motor vehicles	Furniture, fixtures and office equipment	Assets under construction	Total
<b>Cost</b>					
1 January 2022	22,294	50,038	96,567	135,437	304,336
Additions	14	4,456	839	48,837	54,146
Transfer from project development cost (Note 9)	-	-	-	23,992	23,992
Disposals	-	(1,300)	-	-	(1,300)
31 December 2022	22,308	53,194	97,406	208,266	381,174
Additions	112	11,685	3,161	1,174	16,132
Disposals	-	(5,735)	(65)	(5,369)	(11,169)
31 December 2023	22,420	59,144	100,502	204,071	386,137
<b>Accumulated depreciation:</b>					
1 January 2022	20,890	37,010	56,853	-	114,753
Depreciation for the year	1,084	4,917	3,929	-	9,930
Depreciation on disposals	-	(1,300)	-	-	(1,300)
31 December 2022	21,974	40,627	60,782	-	123,383
Depreciation for the year	283	5,457	3,331	-	9,071
Depreciation on disposals	-	(5,735)	(44)	-	(5,779)
31 December 2023	22,257	40,349	64,069	-	126,675
<b>Net book value:</b>					
31 December 2022	334	12,567	36,624	208,266	257,791
31 December 2023	163	18,795	36,433	204,071	259,462
<b>Depreciation for the year</b>					
2022 (All included in an administrative expenses)					9,930
2023 (All included in an administrative expenses)					9,071

(Unit: Thousand Baht)

Separate financial statements					
	Improvement of leasehold office building	Motor vehicles	Furniture, fixtures and office equipment	Assets under construction	Total
<b>Cost</b>					
1 January 2022	19,673	40,793	76,088	135,437	271,991
Additions	14	4,561	817	48,837	54,229
Transfer from project development cost (Note 9)	-	-	-	23,992	23,992
31 December 2022	19,687	45,354	76,905	208,266	350,212
Additions	112	11,685	1,880	1,174	14,851
Disposals	-	(5,735)	(65)	(5,369)	(11,169)
31 December 2023	19,799	51,304	78,720	204,071	353,894
<b>Accumulated depreciation:</b>					
1 January 2022	18,271	28,509	37,141	-	83,921
Depreciation for the year	1,083	4,568	3,606	-	9,257
31 December 2021	19,354	33,077	40,747	-	93,178
Depreciation for the year	282	5,167	3,008	-	8,457
Depreciation on disposals	-	(5,735)	(44)	-	(5,779)
31 December 2023	19,636	32,509	43,711	-	95,856
<b>Net book value:</b>					
31 December 2022	333	12,277	36,158	208,266	257,034
31 December 2023	163	18,795	35,009	204,071	258,038
<b>Depreciation for the year</b>					
2022 (All included in an administrative expenses)					9,257
2023 (All included in an administrative expenses)					8,457

As at 31 December 2023, the Group has certain improvements of leasehold office building and equipment items which have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 90 million (Separate financial statements: Baht 61 million) (2022: Baht 87 million, (Separate financial statements: Baht 60 million)).

As at 31 December 2023, the Company has mortgaged work in process with respect to water supply and wastewater treatment systems which is located on land in TFD Industrial Estate phase II project, totaling Baht 204 million (2002: Baht 208 million) with bank as collateral to secure loans from financial institutions.

#### **17. Purchase of assets transaction from related party**

On 8 September 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to allow the Company or its subsidiaries ("the Group") to enter into the acquisition of asset in the "Sathorn Heritage Residences" condominium building B, C (partial) under the name "JC Kevin Sathorn Bangkok Hotel" ("the Hotel"). The acquisition involves purchasing commercial and residential condominiums ("Asset") from JC Kevin Development Co., Ltd. ("Seller"), which is a related party of the Company. The total value of the acquisition not exceeding Baht 3,000 million, with an interest not exceeding Baht 55 million. Total not exceeding Baht 3,055 million. In addition, the necessary authorisation will also be transferred accordingly.

Subsequently, on 11 September 2023, the Company entered into a property purchase agreement with the seller (the "Agreement"), wherein the purchase price of the property, licenses and assets used in operating the hotel business was set at Baht 3,000 million. The payment will be made in 3 installments as follows:

- 1) The Company will pay Baht 1,200 million no later than 30 September 2023 (or any other mutually agreed-upon date in writing to extend the period), subject to the condition that the Company shall be granted the right to operate the hotel and commence revenue generation immediately upon completion of the aforementioned installment payment. Simultaneously, the seller agrees to transfer the hotel business license to the buyer and provide possession and usage rights of the property and assets integral to the operation of the hotel business on the date the first installment is fully paid.
- 2) The Company will pay Baht 800 million on the day of registration of transfer of ownership. This transfer must take place by 31 March 2024 (or any other date agreed upon by the parties to extend the period).
- 3) The Company will pay the remaining amount of Baht 1,000 million no later than 31 March 2029, with an interest rate of 1% per annum will be applied to the outstanding principal, calculated from the date of registration of ownership transfer of the assets until the date of full payment. This payment will be made through a promissory note and/or post-dated check.

From 12 September 2023 to 16 November 2023, the Company paid the first installment of the purchase price, totaling Baht 1,200 million, which was recorded as "Deposit for purchases of assets" in the statement of financial position.



On 31 December 2023, the seller notified the company that since the contract date, the hotel has generated revenue of Baht 26 million from its operations. The company will record this amount when the second installment is paid, and the hotel ownership has been transferred.

As stated in Note 25, on 8 September 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 passed a resolution approving an increase in the Company's registered capital of Baht 1,040 million. The increase was intended to pay for the purchase of assets. However, shareholders did not purchase additional shares as initially planned, the Company therefore had to seek other sources of fund to fulfill the payment for the purchase of assets for the second installment. On 17 January 2024, the Company's Board of Directors' Meeting No.1/2024 passed a resolution approving an agreement to extend the second installment period for the purchase of assets until 31 December 2024. Subsequently, the Company received a letter dated 22 January 2024 from the seller agreeing, whereby the Company was required to make a partial payment of Baht 200 million. The Company duly made the payment of Baht 100 million in February 2024.

## 18. Short-term loans

(Unit: Thousand Baht)						
	Interest rate (percent per annum)	Consolidated financial statements		Separate financial statements		Collateral
		2023	2022	2023	2022	
Secured promissory note	7.00, 7.50	29,397	37,380	29,397	37,380	
Unsecured promissory note	Nil, 7.00 - 8.00	27,797	57,795	13,000	43,000	Investments in property fund
Secured short-term loans	8.00, 9.00	111,750	173,000	111,750	173,000	Land of the Company, Letter of guarantee by Executive Chairman and Investments in property fund
Unsecured short-term loans	7.00	2,000	9,882	-	5,000	-
Total		170,944	278,057	154,147	258,380	

## 19. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade payables</u>				
Trade accounts payable - unrelated parties	10,004	13,684	4,163	5,437
Accounts payable - construction	26,093	40,679	26,093	40,679
Total trade payables	36,097	54,363	30,256	46,116
<u>Other payables</u>				
Other payable - deposit from sale of project - related party (Note 6)	-	-	40,000	40,000
Other payable - related parties (Note 6)	13,416	17,943	49,690	65,931
Retention for construction	20,814	22,501	17,933	15,418
Accrued expenses	177,849	168,377	175,574	146,601
Others	17,197	15,222	13,813	7,954
Total other payables	229,276	224,043	297,010	275,904
Total trade and other payables	265,373	278,406	327,266	322,020

## 20. Debentures

	(Unit: Thousand Baht)	
	Consolidated financial statements/ Separate financial statements	
	<u>2023</u>	<u>2022</u>
(A) Senior and secured debenture 3/2561	279,760	309,888
(B) Senior and partially secured debenture 1/2562	462,440	472,950
(C) Senior and secured debenture 2/2562	960,900	960,900
(D) Senior and secured debenture 3/2562	529,717	529,717
(E) Senior and secured debenture 1/2563	811,100	811,100
(F) Senior and secured debenture 2/2563	351,000	390,000
Less: Unamortised cost relating to the issuance of debentures	(11,679)	(7,728)
Total	3,383,238	3,466,827
Less: Current portion of debenture	(823,529)	(2,000,985)
Net - Separate financial statements	2,559,709	1,465,842
Less: Repurchase by subsidiary	(1,940)	-
Net - Consolidated financial statements	2,557,769	1,465,842

Movements of the debentures account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	3,466,827	3,500,844	3,466,827	3,500,844
Repayment during the year	(79,638)	(34,432)	(79,638)	(34,432)
Repurchase during the year	(1,940)	(5,000)	-	(5,000)
Debentures costs for extension maturity date	(15,272)	(12,005)	(15,272)	(12,005)
Amortisation of deferred debentures issuing costs	11,321	17,420	11,321	17,420
Ending balance	<u>3,381,298</u>	<u>3,466,827</u>	<u>3,383,238</u>	<u>3,466,827</u>

- (A) On 27 September 2018, the Company issued and offered 430,400 units of senior and secured debentures 3/2561 with a face value of Baht 1,000 each, amounting to Baht 430.4 million. The debentures mature on 27 September 2020 and bear interest at the rate of 6.50% per annum, payable every 3 months.

The debentures were secured by the following:

- (1) Ordinary shares of the joint venture held by a subsidiary
- (2) A collateral agreement whereby a subsidiary agrees to take responsibility for 100 percent of principal

Subsequently, on 10 September 2020, the Meeting of Debenture holders No. 1/2563 for the senior and secured debentures 3/2561 passed a resolution approving to the extension maturity date. As a result, the maturity date is extended to 27 March 2022.

On 9 March 2022, the Meeting of Debenture Holders No. 1/2565 for the senior and secured debentures No. 3/2561 passed a resolution approving to the extension of maturity date. As a result, the maturity date is extended to 27 March 2024. In addition, the Meeting passed a resolution approving the amendment to the provision regarding the significant collateral, which requires the maintenance of the ratio of the value of the collateral (ordinary shares of the BGY&TFD Properties Company Limited (joint venture) held by a subsidiary) to the total value of the unredeemed debentures of not less than 0.56:1.

On 13 February 2023, the meeting of debenture holders No. 1/2566 for the senior and secured debentures 3/2561 passed the following resolutions.

- To approve waivers and exemptions of default caused by the guarantor (Crown Development Company Limited), a dispute with the Revenue Department concerning this matter is currently undergoing. Such dispute, shall not be regarded as an event of default under the terms and conditions. Additionally, to approve an amendment to clauses concerning rights, event of default and other conditions related to the rights that are relevant to this matter.
- To approve the addition of collateral for debentures by mortgaging the land and buildings of the Company in Prachuap Khiri Khan Province.

Subsequently, on 27 September 2023, the Company exercised its right to early redeem some of the senior and secured debentures No. 3/2561 before the redemption date, amounting to Baht 70 per unit, totaling Baht 30.13 million.

- (B) On 15 February 2019, the Company issued and offered 525,500 units of senior and partially secured debentures 1/2562 with a face value of Baht 1,000 each, amounting to Baht 525.5 million. The debentures mature on 15 February 2021 and bear interest at a rate of 6.75% per annum, payable every 3 months. The debentures were secured by the part of land with construction thereon of the Company in Chachoengsao Province.

Subsequently, on 22 January 2021, the Meeting of Debenture holders No. 1/2564 for the senior and secured debentures 1/2562 passed a resolution approving to the extension maturity date. As a result, the maturity date is extended to 15 February 2023.

Subsequently, on 24 January 2023, the meeting of debenture holder No. 1/2566 for the senior and partially secured debentures No. 1/2562 passed a resolution approving the extension of maturity date for 2 years onwards by amending the maturity date to be repaid in installments but in total no later than 15 February 2025. In addition, the meeting approved an amendment to the applicable interest rates of 7.50% per annum from 15 February 2023.

- (C) On 22 March 2019, the Company issued and offered 1,006,400 units of senior, secured and callable debentures 2/2562 with a face value of Baht 1,000 each, amounting to Baht 1,006.4 million. The debentures mature on 22 March 2021 and bear interest at a rate of 6.75% per annum, payable every 3 months. The debentures were secured by the part of land with construction thereon of the subsidiary in Chachoengsao Province.

Subsequently, on 22 February 2021, the Meeting of Debenture holders No. 2/2564 for the senior and secured debentures 2/2562 passed a resolution approving to the extension maturity date. As a result, the maturity date is extended to 22 March 2023.

Subsequently, on 1 February 2023, the meeting of debenture holder No. 1/2566 for the senior and secured debentures No. 2/2562 passed a resolution approving the extension of maturity date for 2 years onwards by amending the maturity date to be repaid in installments but in total no later than 22 March 2025. In addition, the meeting approved an amendment to the applicable interest rates of 7.25% per annum from 22 March 2023.

- (D) On 26 July 2019, the Company issued and offered 546,100 units of senior, secured and callable debentures 3/2562 with a face value of Baht 1,000 each, amounting to Baht 546.1 million. The debentures mature on 26 July 2021 and bear interest at a rate of 6.75% per annum, payable every 3 months.

The debentures were secured by the following:

- (1) Part of the Company's vacant lands in Chachoengsao Province.
- (2) Certain condominium units under a real estate development project of the subsidiary.

Subsequently, on 30 June 2021, the Meeting of Debenture holders No. 1/2564 for the senior and secured debentures 3/2562 passed a resolution approving to the extension of maturity date. As a result, the maturity date is extended to 26 July 2023.

Subsequently, on 27 June 2023, the meeting of debenture holders No. 3/2562 for the senior and secured debentures No. 1/2566 passed a resolution approving the extension of the maturity date for 2 years onwards by amending the maturity date to be repaid in installments but in total no later than 26 July 2025. In addition, the meeting approved an amendment to the applicable interest rate is 7.25% per annum, from 26 July 2023.

- (E) On 24 January 2020, the Company issued and offered 811,100 units of senior, secured and callable debentures 1/2563 with a face value of Baht 1,000 each, amounting to Baht 811.1 million. The debentures mature on 24 January 2022 and bear interest at a rate of 7.00% per annum, payable every 3 months. The debentures were secured by the part of land with construction thereon of the Company in Chachoengsao Province.

Subsequently, on 21 December 2021, the Meeting of Debenture Holders No. 1/2564 for the senior and secured debentures No. 1/2563 passed a resolution approving an amendment with respect to the extension of maturity date. As a result, the maturity date is extended to 24 January 2024.

Subsequently, on 21 December 2023, the Meeting of Debenture Holders No. 1/2566 for the senior and secured debentures No. 1/2563 passed a resolution approving the extension of maturity date for 2 years onwards by amending the maturity date to be repaid in installments, but no later than 24 January 2026. In addition, the meeting approved an amendment to the applicable interest rate is 7.25% per annum from 24 January 2024.

- (F) On 13 February 2020, the Company issued and offered 390,000 units of senior, secured and callable debentures 2/2563 with a face value of Baht 1,000 each, amounting to Baht 390 million. The debentures mature on 13 August 2022 and bear interest at a rate of 7.25% per annum, payable every 3 months. The debentures were secured by the part of land with construction thereon of the Company in Chachoengsao Province.

Subsequently, on 12 July 2022, the Meeting of Debenture Holders No. 2/2565 for the senior and secured debentures No. 2/2563 passed a resolution approving to the extension of the maturity date to be repaid in installments but in total no later than 13 August 2024. In addition, the meeting approved an amendment to the applicable interest rates of 7.50% per annum.

The balance of the debentures is presented net of deferred debenture issuing costs. Under the debentures agreement, there are normal covenants relating to various matters, as required in the normal course of business

## 21. Long-term loans

(Unit: Thousand Baht)						
Credit No.	Currencies	Credit facilities	Consolidated		Separate	
		(Million)	financial statements		financial statements	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
1	Baht	1,600	-	702,613	-	702,613
2	Baht	55	46,303	46,303	-	-
3	Baht	35	30,000	30,000	30,000	30,000
4	Baht	40	40,000	40,000	40,000	40,000
5	Baht	300	263,061	261,669	-	-
6	Baht	48	45,475	45,817	-	-
7	Baht	791	193,469	-	193,469	-
Total			618,308	1,126,402	263,469	772,613
Less : Current portion			(618,308)	(904,669)	(263,469)	(772,613)
Long-term loans, net of current portion			-	221,733	-	-

Movements of the long-term loan account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	1,126,402	1,311,670	772,613	950,614
Additional borrowings	761,171	-	761,171	-
Amortisation of deferred loan cost	6,576	1,974	5,095	494
Amortisation of prepaid interest	65,511	37,453	27,933	-
Payment of loan cost	(7,908)	-	(7,908)	-
Payment of prepaid interest	(74,835)	(37,200)	(36,826)	-
Repayments	(1,258,609)	(187,495)	(1,258,609)	(178,495)
Ending balance	<u>618,308</u>	<u>1,126,402</u>	<u>263,469</u>	<u>772,613</u>

Loan (1) On 24 October 2017, the Company obtained a loan facility from a local financial institution granting long-term loan facilities of Baht 1,600 million (Baht 1,100 million has been drawn down), bank guarantee facilities of Baht 500 million and bank overdraft facilities of Baht 20 million.

In April 2023, the Company repaid a long-term loan from a bank and redeemed its land and buildings thereon.

Loan (2) On 14 September 2018, a subsidiary obtained a loan facility of Baht 55 million from a local financial institution (which had been fully drawn down), carrying interest at AF-MLR-1.25% per annum. From March 2019 onwards, principal and interest are to be paid every month in accordance with the agreement. The loan and interest must be fully repaid within September 2021.

Subsequently, on 21 December 2022, the subsidiary entered into the amendment memorandum to the loan agreement which stipulates the following conditions.

- The moratorium period from April 2020 to December 2023 on the principal is granted. The interest incurring from April 2022 to December 2023 is to be paid monthly.
- Step loan repayment is applied from January 2024 to February 2026, beginning from Baht 1,000,000 for the first monthly installment and stepping up to a monthly installment of Baht 2,200,000, and the remaining balance is to be repaid in full in the final installment in March 2026.

The loan was secured by the following:

- (1) The mortgage of land of the Company.
- (2) Letter of guarantee from the Executive Chairman.

Loan (3) On 17 January 2019, the Company obtained a loan of Baht 35 million from a local financial institution in form of a bills of exchange, carrying interest at 6.75% per annum. The loan is to be fully repaid in January 2021.

On 19 January 2021 the Company repaid the loan amount of Baht 5 million and obtained a loan of Baht 30 million from a third party in form of promissory note, carrying an interest at the rate of 6.75% per annum. The loan is to be fully repaid in January 2023.

In January 2024, the Company was granted the extension of the repayment period to January 2025.

The loan was secured by investments in investment Property and Leasehold.

Loan (4) On 2 November 2020, the Company obtained a loan of Baht 40 million from third party in form of promissory note, carrying interest at 6.80% per annum. The loan is to be fully repaid in May 2023.

In May 2023, the Company was granted an extension of the repayment deadline to May 2024, along with an interest rate adjustment to 7.00% per annum.

The loan was secured by part of the Company's vacant lands in Chachoengsao Province.

Loan (5) On 18 March 2021, a subsidiary received a loan facility of Baht 300 million in total from 2 local financial institutions (which has been fully drawn down), carrying interest at 12.00% per annum. The principal is repayable annually in 3 installments of Baht 75 million each from the drawdown date until the loan is repaid in full. The loan must be fully repaid within 15 March 2024.

In April 2022, the subsidiary entered into a memorandum of agreement to a syndicated loan agreement to revise the condition related to the first installment payment from Baht 75 million to Baht 30 million. The subsidiary has already paid the first installment in full.

In May 2023, the subsidiary entered into an addendum to the loan agreement to amend the repayment conditions whereby the outstanding principal shall be repaid in full by 15 March 2024.



The loan is secured by the following:

- (1) The mortgage of land with construction thereon of the subsidiary and the assignment of the beneficiary rights under the insurance policies covering these assets to the lender.
- (2) Letter of guarantee from the Company and the Executive Chairman.

Loan (6)

On 17 June 2021, a subsidiary obtained a loan of Baht 48 million from a local financial institution (which has been fully drawn down), carrying interest at 10% per annum. The prepaid interest is payable annually and the principal is to be fully repaid in June 2023.

On 17 June 2022, the subsidiary entered into an addendum to the debt acceptance agreement. There is an amendment to the repayment for loan principal of Baht 48 million in one time on 16 June 2023.

In June 2023, the subsidiary entered into an addendum to the debt acceptance agreement. The subsidiary was granted a postponement of the principal repayment amounting to Baht 48 million. The prepaid interest is required to be paid at the rate of 11.50%.

The loan is secured by the subsidiary's lands in Chiang Rai Province.

Loan (7)

On 15 March 2023, the Company entered into a loan agreement with two local financial institutions for a total credit facility of Baht 791 million (Baht 761 million has been drawn down). The loan carries an interest rate of MLR+4.43% per annum, but not lower than 11% per annum. The interest is to be prepaid every 3 months from the drawdown date, and the principal is repayable upon redemption of the title deed. The loan must be fully repaid within 3 years from the agreement date. Subsequently, in May 2023, the Company initially drew down the credit facility and mortgaged its land and buildings thereon as collateral.

The loan is secured by land with construction thereon of the Company.

In February 2024, the Company repaid a long-term loan from a bank and redeemed its land and building thereon.

The loan agreements contain certain covenants and restrictions which the Group must comply, related to such matters as the maintenance of a debt to equity ratio of not more than 3:1, the maintenance of the shareholding structure and providing loans to related parties.

## 22. Leases

### 22.1 The Group as a lessee

The Group has lease contracts for used in its operations. Leases generally have lease terms between 3 - 50 years.

#### a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)		
	Consolidated/ Separate financial statements		
	Land	Office Buildings	Total
1 January 2022	523,372	6,246	529,618
Additions	-	29,567	29,567
Depreciation for the year	(12,674)	(9,532)	(22,206)
31 December 2022	510,698	26,281	536,979
Decrease from lease modification	(21,220)	-	(21,220)
Transfer from project development cost	166,445	-	166,445
Depreciation for the year	(14,816)	(9,856)	(24,672)
31 December 2023	641,107	16,425	657,532

The movements of right-of-use assets exclude the right-of-use assets which are classified as investment property which is presented in Note 15.

#### b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Lease payments	2,053,000	2,062,463	1,904,347	1,891,070
Less: Deferred interest expenses	(1,352,794)	(1,369,426)	(1,255,162)	(1,266,164)
Total	700,206	693,037	649,185	624,906
Less: Portion due within one year	(132,451)	(72,401)	(118,532)	(55,291)
Lease liabilities - net of current portion	567,755	620,636	530,653	569,615

Movements of the lease liability account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Balance at beginning of year	693,037	714,788	624,906	589,745
Additions	9,308	3,206	9,308	3,206
Accretion of interest	48,075	48,919	42,553	41,240
Decrease from lease modification	(21,220)	(13,320)	(21,220)	-
Repayments	(28,994)	(60,556)	(6,362)	(9,285)
Balance at end of year	<u>700,206</u>	<u>693,037</u>	<u>649,185</u>	<u>624,906</u>

A maturity analysis of lease payments is disclosed in Note 35.1 under the liquidity risk.

**c) Expenses relating to leases that are recognised in profit or loss**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Depreciation expense of right-of-use assets	24,672	25,555	24,672	25,103
Interest expense on lease liabilities	48,075	48,919	42,553	41,240
Expense relating to leases of low-value assets	218	389	122	363

**d) Others**

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 29 million (2022: Baht 61 million) (the Company only: Baht 6 million, 2022: Baht 9 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

## 22.2 Group as a lessor

The Group has entered into operating leases for its investment property portfolio consisting of office building and manufacturing building (see Note 15) of the lease terms are between 1 - 10 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2023 and 2022 as follows:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2023</u>	<u>2022</u>
Within 1 year	176,479	134,292
Over 1 and up to 5 years	125,806	112,119
Total	<u>302,285</u>	<u>246,411</u>

During 2023, the Group has sub-lease income amounting to Baht 123 million (2022: Baht 164 million).

## 23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Provision for long-term employee benefits</b>				
at beginning of year	11,157	40,137	5,588	27,816
Included in profit or loss:				
Current service cost	1,431	1,817	862	1,049
Interest cost	285	232	159	125
Past service costs and gains or losses on settlement	-	(22,089)	-	(17,882)
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	-	239	-	145
Financial assumptions changes	-	(166)	-	(199)
Experience adjustments	-	(5,885)	-	(3,966)
Benefits paid during the year	(67)	(3,128)	-	(1,500)
<b>Provision for long-term employee benefits</b>				
at end of year	<u>12,806</u>	<u>11,157</u>	<u>6,609</u>	<u>5,588</u>

The Group does not expect to pay long-term employee benefits during the next year (2022: Nil) (the Company only: Nil (2022: Nil)).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 6 - 23 years (2022: 6 - 23 years) (the Company only: 11 years, (2022: 11 years)).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(%)	(%)	(%)	(%)
Discount rate	2.12 - 3.84	2.12 - 3.84	2.84	2.84
Future salary increase rate	5.00	5.00	5.00	5.00
Staff turnover rate (depending on age and level of staffs)	2 - 33	2 - 33	2 - 33	2 - 33

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	2023			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(707)	788	(456)	511
Future salary increase rate	960	(875)	599	(541)
	Increase 10%	Decrease 10%	Increase 10%	Decrease 10%
Staff turnover rate	(330)	359	(224)	245

	(Unit: Thousand Baht)			
	2022			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(681)	757	(416)	467
Future salary increase rate	794	(727)	485	(440)
	Increase 10%	Decrease 10%	Increase 10%	Decrease 10%
Staff turnover rate	(314)	340	(206)	225

## 24. Convertible debentures

On 23 September 2021, the Extraordinary Shareholder's Meeting of the Company passed a resolution to approve on issuance and offering of the convertible debentures on a private placement basis to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund I ("AO Fund 1"). Details are as follows:

Total principal amount of convertible debentures	<p>Not exceeding Baht 1,000 million divided into 4 tranches as follows:</p> <ol style="list-style-type: none"> <li>1) Tranche 1 Convertible debentures in the amount of not exceeding Baht 200 million divided into 40 equal sub-tranches, each of which is Baht 5 million.</li> <li>2) Tranche 2 Convertible debentures in the amount of not exceeding Baht 250 million divided into 25 equal sub-tranches, each of which is Baht 10 million.</li> <li>3) Tranche 3 Convertible debentures in the amount of not exceeding Baht 250 million divided into 25 equal sub-tranches, each of which is Baht 10 million.</li> <li>4) Tranche 4 Convertible debentures in the amount of not exceeding Baht 300 million divided into 15 equal sub-tranches, each of which is Baht 20 million.</li> </ol>
Issuance condition	<p>The Company will issue the convertible bond following by Tranche (1-4) according to the liquidity of the Company. The issuance has to follow the condition president including condition and conversion of such convertible debentures.</p> <p>However, the timeframe of the issuance is within 3 years after shareholder's meeting approved the issuance. But it can be reconsidered by shareholder if the Company would like to extend these matter.</p>
Interest rate	2 percent per annum, provided that the interest will be paid on a quarterly basis.
Maturity Period	3 years after the issuance of each Tranche.
Payback Condition	Repay in lump sum after each due of specific Tranche.
Right to redemption of convertible debentures	Convertible debenture holders may or may not have the right to request that the Company redeem convertible debentures before maturity, and/or the Company may or may not have the right to redeem convertible debentures before maturity. Redemption of convertible debentures shall be in accordance with the terms and conditions of the convertible debentures that will be issued each time.
Conversion Price	Will not lower than 90 percent of the weighted average price of the Company's shares trading on the Stock Exchange of Thailand (SET) for not less than 7 consecutive business days but not more than 15 consecutive business days before the date that convertible debenture holders exercise their convertible debentures.

On 19 November 2021, the Company entered into a senior and unsecured convertible debenture agreement with Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1) with a total value of not exceeding Baht 1,000 million as described above.

In 2021, the Company issued and sold convertible debentures totaling Baht 50 million, and the debenture shareholders exercised their conversion rights to convert debentures of Baht 50 million into a total of 50,155,670 ordinary shares.

In 2022, the Company issued and sold convertible debentures totaling Baht 530 million, and the debenture shareholders exercised their conversion rights to convert debentures of Baht 498 million into a total of 869,901,102 ordinary shares.

During the period, the Company issued and sold convertible debentures totaling Baht 20 million, and the debenture shareholders exercised their conversion rights to convert debentures of Baht 46 million into a total of 160,179,726 ordinary shares.

Cash received from the issuance of convertible debentures for which the debenture shareholders have not yet exercised their conversion rights, net of expenses for issuing convertible debentures was recorded as advance received for shares.

The Company's management has determined to classify convertible debentures as shareholders' equity as at the date of the issuance of convertible debentures because the shareholders exercised their rights to convert debentures into equity shares for a short period of time from the date of issuance. Costs of transaction was presented as deduction from shareholder's equity (net income tax)

## 25. Share capital

During the current year, the movements of number of ordinary shares, paid-up share capital and premium on ordinary shares of the Company are as follows:

	Number of ordinary shares (Thousand shares)	Paid-up share capital (Thousand Baht)	Share premium (Thousand Baht)
<u>Issued and fully paid up</u>			
As at 1 January 2023	3,305,653	3,305,653	1,384,647
Issued ordinary shares	336,914	336,914	(235,840)
Increase from exercise of convertible debentures	160,180	160,180	(118,018)
As at 31 December 2023	<u>3,802,747</u>	<u>3,802,747</u>	<u>1,030,789</u>

The Company has already registered the increase in paid-up share capital with the Ministry of Commerce.

On 8 September 2023, the meeting of Extraordinary General Meeting of Shareholders No. 1/2023 passed a resolution on the following significant transactions:

- Approved the decrease of the Company's registered capital by Baht 1,599,567,762 from the original registered capital of Baht 5,065,400,946 to the registered capital of Baht 3,465,833,184 by canceling ordinary shares of 980,463,438 shares at a par value of Baht 1.00 per share, not yet sold according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 20 December 2022 and by canceling the remaining ordinary shares to support the exercise of convertible debentures issued and offered to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") in the amount of 619,104,324 shares.

The Company has already registered the increase with the Ministry of Commerce on 11 September 2023.

- Approved an increase in the Company's registered capital by Baht 4,505,583,138 from the existing share capital of Baht 3,465,833,184 to the new registered capital of Baht 7,971,416,322, through issuance of not more than 4,505,583,138 ordinary shares with a par value of Baht 1.00 per share, no more than 3,465,833,184 shares of which will be offered to existing shareholders in proportion to their shareholdings (Rights Offering), and to support the issuance and offering of capital increase shares under the General Mandate, with the total number of shares not exceeding 1,039,749,954 shares.

The Company has already registered the increase with the Ministry of Commerce on 12 September 2023.

- Approved the allocation of newly issued ordinary shares, not exceeding 3,465,833,184 shares, each with a par value of Baht 1.00, to be offered to existing shareholders in proportion to their shareholdings (Right Offering) at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share, at the offering price of Baht 0.30 per share, representing the issuance of newly issued ordinary shares amounting to a total value not exceeding Baht 1,039,749,955.20.



- Approved the allocation of newly issued ordinary shares in the amount not exceeding 1,039,749,954 shares with a par value of Baht 1.00 per share to support the issuance and offering of capital increase shares under General Mandate as follows:
  - 1) Allocation of not more than 693,166,636 newly issued ordinary shares with a par value of Baht 1.00 per share, to offer for sale to existing ordinary shareholders in proportion to their shareholdings (Right Offering) under the General Mandate. This may be issued and offered for sale at one time in full or in part and may be offered for sale at the same time or from time to time, and not allocated to shareholders, which would make the Company have duties under foreign law.
  - 2) Allocation of not more than 346,583,318 newly issued ordinary shares with a par value of Baht 1.00 per share to offer for sale to specific persons (Private Placement) under the General Mandate. These shares may be issued and offered for sale at one time in full or in part, and they may be offered for sale at the same time or from time to time. In this regard, this allocation of newly issued ordinary shares to specific investors will not be an offering of shares at a low price, whereby the market price shall be calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date of determination of the offering price. However, the Board of Directors may set the offering price with a discount, but not more than 10 percent of the said market price.
- Approved the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash). As a result of the issuance, offering, and allocation of newly issued ordinary shares, whether one time or several times, in the amount not exceeding 3,465,833,184 shares with a par value of Baht 1.00 per share, to be offered to existing shareholders in proportion to their shareholdings (Right Offering) at an allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of Baht 0.30 per share, representing the issuance of newly issued ordinary shares in the amount not exceeding Baht 1,039,749,955.20. Existing shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription), where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed beyond their rights only if there are remaining shares available from the allocation to the existing shareholders who have already subscribed to all their rights. The purpose of this capital increase through the issuance and rights offering of newly issued shares is to provide sufficient funds to support the acquisition of Assets from JC Kevin

Development Company Limited. Mr. Apichai Taechaubol has expressed his intention to subscribe for the newly issued ordinary shares in proportion to his current holding and oversubscribe beyond his rights in accordance with the criteria specified above. After the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering), if Mr. Apichai Taechaubol (including related persons) holds shares in the Company in a proportion that exceeds the mandatory tender offer requirement threshold, as prescribed in the Notification No. TorChor. 12/2554 (Shareholding proportion reaching or crossing 25% of the total number of shares with voting rights of the Company), such shareholding must not exceed 50% of the total number of shares with voting rights of the Company (after the capital increase through the issuance and allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Right Offering)).

On 22 November 2023, the Company registered an increase in its paid-up capital from Baht 3,465,833,184 to Baht 3,802,747,351, following an additional offering of 336,914,167 ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) with a par value of Baht 1.00 each, totaling Baht 336,914,167, with the Ministry of Commerce. The Company received proceeds from the share offering at Baht 0.30 per share, totaling Baht 101,074,250, and had a discount on ordinary shares of Baht 235,839,917 million.

## 26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

## 27. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Interest expenses on borrowings	396,558	363,546	335,685	319,089
Interest expenses on lease liabilities	48,075	48,919	42,553	41,240
<b>Total</b>	<u>444,633</u>	<u>412,465</u>	<u>378,238</u>	<u>360,329</u>

## 28. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Purchase of land, construction in progress and project development cost	352,035	134,900	375,437	134,122
Changes in project development costs	1,012,314	22,486	988,911	23,265
Salaries and wages and other employee benefits	226,456	36,347	199,564	17,170
Depreciation and amortisation expenses	123,290	131,224	33,610	30,921
Director and management benefits	63,227	55,022	63,159	54,071

## 29. Income tax

Income tax expenses (benefit) for the years ended 31 December 2023 and 2022 are made up as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Current income tax:</b>				
Current income tax charge	-	5,104	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	46,297	(4,311)	45,462	(2,169)
<b>Income tax expenses (benefit) reported in profit or loss</b>	<u>46,297</u>	<u>793</u>	<u>45,462</u>	<u>(2,169)</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax relating to loss on measured in fair value through other comprehensive income ("FVOCI")	(3,727)	(1,727)	(3,727)	(1,727)
Deferred tax on actuarial gains and losses	-	1,076	-	804
	<u>(3,727)</u>	<u>(651)</u>	<u>(3,727)</u>	<u>(923)</u>

The reconciliation between accounting loss and income tax expense is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Accounting loss before income tax	<u>628,440</u>	<u>(271,212)</u>	<u>728,970</u>	<u>(210,904)</u>
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	125,688	(54,242)	145,794	(42,181)
Share of profit from investments in joint venture	(9,165)	(15,709)	-	-
Effect of elimination entries on the consolidated financial statements	17,824	9,465	-	-
Unrecognised deferred tax assets on unused tax loss	26,043	61,788	-	42,873
Unrecognised tax losses that is used to reduce current tax expense	(50,229)	-	(47,013)	-
Unrecognised tax losses that is used to reduce deferred tax expense	(53,643)	-	(53,643)	-
Write-off deferred income tax assets on uncertainty of tax loss carry forward	-	-	-	-
Effects of:				
Income which exempt for income tax	(13,716)	(10,004)	(7,986)	(10,120)
Non-deductible expenses	5,336	9,807	8,390	7,567
Additional expense deductions allowed	(1,841)	(312)	(80)	(308)
Total	<u>(10,221)</u>	<u>(509)</u>	<u>(324)</u>	<u>(2,861)</u>
Income tax expenses (benefit) reported in profit or loss	<u>46,297</u>	<u>793</u>	<u>45,462</u>	<u>(2,169)</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>Deferred tax assets</b>				
Allowance for expected credit losses	2,320	2,356	-	36
Allowance for impairment on investment properties	1,370	1,626	-	-
Unrealised gain	30,241	30,241	-	-
Unrealised loss on changes in fair value of other				
current financial assets - investment in equity	372	277	372	277
Unrealised loss on changes in fair value of				
investment	8,424	4,696	8,424	4,696
Difference in depreciation amount between tax				
base and accounting base	37,782	28,333	35,894	26,398
Unused tax loss	62,400	116,400	46,800	100,800
Provision for long-term employee benefits	1,908	2,230	1,322	1,118
Project development costs	11,022	25,641	11,022	25,641
Estimated Project development costs	13,397	-	13,397	-
<b>Total</b>	<b>169,236</b>	<b>211,800</b>	<b>117,231</b>	<b>158,966</b>
<b>Deferred tax liabilities</b>				
Others	977	971	-	-
<b>Total</b>	<b>977</b>	<b>971</b>	<b>-</b>	<b>-</b>
<b>Deferred tax assets - net</b>	<b>168,259</b>	<b>210,829</b>	<b>117,231</b>	<b>158,966</b>

As at 31 December 2023, the Group has deductible temporary differences and unused tax losses totaling Baht 576 million (Separate financial statements: Baht 223 million) (2022: Baht 1,391 million (Separate financial statements: Baht 1,060 million)), on which deferred tax assets have not been recognised as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 473 million (Separate financial statements: Baht 120 million) will expire by 2028.

### 30. Earnings per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

The following table sets forth the computation of basic earnings (loss) per share:

Consolidated financial statements					
		Weighted average			
Profit (Loss)		number of ordinary shares		Profit (Loss) per share	
<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company					
581,394	(269,951)	3,474,010	2,879,354	0.17	(0.09)
Separate financial statements					
		Weighted average			
Profit (Loss)		number of ordinary shares		Profit (Loss) per share	
<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company					
683,508	(208,734)	3,474,010	2,879,354	0.20	(0.07)

### 31. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Executive Chairman of the group.

For management purposes, the Group has five reportable segments as follows:

- (1) Land and factory building for sale segment concerns purchase of land to develop and to construct a factory as well as utilities with an objective to sell the empty developed land and the land with factory thereon.
- (2) Land and warehouse building for rent segment concerns purchase or long-term lease of land for development and construction of warehouse building as well as utilities with an objective to rent out the land with warehouse building thereon.
- (3) Office building for rent segment concerns long-term lease of land for development and construction of office with an objective to rent out office space and provide services.
- (4) Residential condominium units for sale segment concerns construction of residential condominium in city center and suburban area for sale to general people.
- (5) REIT manager segment. (At now, there is no trading activity of REIT manager segment therefore REIT manager segment information hasn't been presented).

No operating segments have been aggregated to from the above reportable operating segments of the Group.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with for the third party transactions.

The following tables present revenue and profit (loss) information regarding the Group's operating segments for the year ended 31 December 2023 and 2022.

(Unit: Million Baht)

For the year ended 31 December

	Land and		warehouse building		Office building		Residential		Adjusting and		Eliminations		Consolidation	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	Land and factory building for sale <sup>(1)</sup>		for rent <sup>(2)</sup>		for lease <sup>(3)</sup>		condominium units for sale <sup>(4)</sup>							
Revenue	2,588	380	104	85	106	147	-	-	(2)	(2)	2,796	610		
External customers	1,388	207	35	30	2	17	-	-	4	(2)	1,429	252		
Segment profit	-	-	-	-	-	-	-	-	-	-	-	-		
Gain on sales of investment properties														
Revenue and expense did not allocate:														
Other revenue											44	26		
Selling expenses											(198)	(27)		
Administrative expenses											(247)	(189)		
Share of gain from investment in joint venture											46	79		
Finance cost											(445)	(412)		
Tax expenses											(46)	(1)		
Profit (loss) for the year											583	(272)		
(Profit) loss attributable to non-controlling interest of the subsidiary											(1)	2		
Profit (loss) for the year (Equity holders of the Company)											582	(270)		

Office building for lease segment consists of two office buildings on leased lands. The building and land lease agreement expired in October 2023, the other one will expire in November 2025, (currently the lease agreements have not been renewed).



## Geographic information

The Group operates in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

## Major customers

For the year 2023, the Group has revenue from 3 major customers in amount of Baht 2,367 million, arising from sales by land and factory building for sale segment (2022: revenue from 2 major customers in amount of Baht 286 million, arising from sales by land and factory building and residential condominium units for sale segment).

### 32. Provident fund

The Group and their employees have jointly established a provident fund in accordance with Provident Fund Act B.E. 2530. The Group and their employees contributed to the fund monthly at the rates of 5 to 10 percent of basic salary. The fund, which is managed by MFC Asset Management Public Company Limited, will be paid to employees upon termination in accordance with the fund rules.

The contributions for the year 2023 amounting to Baht 3 million (2022: Baht 3 million) (Separate financial statements: Baht 2 million, (2022: Baht 2 million)) were recognised as expenses.

### 33. Commitments and contingent liabilities

#### 33.1 Capital commitments

33.1.1 The Company has commitments under the following agreements in respect of TFD Industrial Estate project and other projects as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Agreement to construct building and utilities system	197	134	190	134
Agreement to buy land for project development	492	372	492	372
Total	<u>689</u>	<u>506</u>	<u>682</u>	<u>506</u>

33.1.2 As at 31 December 2023, the company is committed under a contract to purchase assets from related party, remaining Baht 1,800 million, as stated in note 17.

### 33.2 Long-term service commitments

33.2.1 The Company had commitments in respect of an agreement to develop TFD Industrial Estate project in collaboration with the Industrial Estate Authority of Thailand. The Company has to pay an annual fee for supervision of services rendered within the area of the project of approximately Baht 5 million. Such fee may be increased by no more than 10% on the existing fee every 3 years.

33.2.2 The Group has commitments under service agreement as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Payable:				
Up to 1 year	12	16	7	5
Over 1 and up to 5 years	4	1	3	-
Total	<u>16</u>	<u>17</u>	<u>10</u>	<u>5</u>

### 33.3 Guarantees

As at 31 December 2023, the Group has outstanding bank guarantees issued by the banks on behalf of the Company and its subsidiaries as follows:

Letter of guarantee	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
To guarantee performance under the agreement to develop TFD Industrial Estate project with the Industrial Estate Authority of Thailand	4	10	4	10
To guarantee performance for the construction of public utility and infrastructure for TFD Industrial Estate Phase II project with the Industrial Estate Authority of Thailand	-	207	-	207
To guarantee relating to the electricity use and others	22	22	12	13
Total	<u>26</u>	<u>239</u>	<u>16</u>	<u>230</u>

### 33.4 Litigations

- a) The injured parties sued government units and related persons with respect to issuance of building construction permit and approval of the Environmental Impact Assessment (EIA) for the leased land of the Company's project, demanding of both the suspension of construction project and the revocation of the EIA approval.

- On 14 September 2017, the Central Administrative Court had ordered to revoke the Environmental Impact Assessment (EIA) of the Company's project. However, the Company appealed against the order of the Central Administrative Court on 5 October 2017. The case is currently pending the appeal in the Supreme Administrative Court.

Subsequently, on 2 February 2024, the Supreme Administrative Court disagreed with the judgment of the Central Administrative Court and ordered to the case to be dismissed. Therefore, the environmental impact assessment report for the project was deemed legal.

- On 26 September 2019, the Central Administrative Court rendered its judgment revoking the building construction permit of the Company's project which was effective retroactively on the permit date. However, the Company filed an appeal with the Supreme Administrative Court against the judgment of the Central Administrative Court on 24 October 2019. The case is currently pending the decision of the Supreme Administrative Court.

As at 31 December 2023, the project is under construction suspension. However, the Company's management believes that there will be no damage to the value of the Company's project. The Company therefore did not record any allowance for diminution in the value of the project as at the end of the reporting period.

- b) On 4 February 2022, the buyer in relation to the sale and purchase agreement for land and factory buildings has filed a lawsuit against JCK Utilities Company Limited ("the subsidiary") to revoke the sale and purchase agreement, refund the deposit and payment for land, and claim of Baht 190.68 million for damages, by carrying interest rate at 7.5% per annum. On 25 May 2022, the subsidiary has filed a testimony and counterclaim and claim a damage against the Buyer in the amount of Baht 390.53 million.

On 19 June 2023, the issued an order for the subsidiary to return the deposit and installments to the buyer in the amount of Baht 50 million. Furthermore, the court ordered the buyer to cover the shortfall in benefits and various expenses totaling Baht 61.2 million, along with interest at the rate of 5% per annum from the date of the counterclaim until the payment is completed. The court also ordered the buyer to pay compensation for the loss of benefits in the amount of Baht 4 million per month with interest thereon of 5% per annum, starting from the date of the counterclaim until the factory building land is returned to the subsidiary and in a ready-for-working condition.

Subsequently, on 17 November 2023, the subsidiary filed an appeal. On 30 November 2023, the buyer filed an appeal against the judgment of the Court of First Instance.

The management of the subsidiary believes that such claim will have not a significant impact on the subsidiary.

As of 31 December 2023, the Company recognised deposits, advance payments and installments received from the production facility purchase and sale agreement as advances received from customer in the statement of financial position.

- c) On 4 February 2022, JCK Utilities Company Limited (“the subsidiary”) was sued for refunds and claims for damages by a business partner of an unrelated company, who made joint payment for settlement of the agreement to purchase land and factory building with the subsidiary. The claim was made for the refund amounting to Baht 23.5 million, together with interest of Baht 1 million, totaling Baht 24.5 million.

On 10 May 2023, the Company filed an appeal against the order and requested the Court to dispose of the case temporary. Subsequently, on 16 May 2023, the plaintiff filed a request to withdraw the case.

### **33.5 Contingent liabilities**

- a) JCK Utilities Company Limited (“the subsidiary”) has contingent liabilities in respect of the compensation payable to MFC Industrial Investment Property and Leasehold Fund (“the Fund”), in the event that the land of the Kingkaew Project has been announced to be expropriated by the Department of Rural Roads in late 2014, in accordance with the conditions of agreement made between the subsidiary and the Fund. The maximum amount that the subsidiary may have to pay to the Fund is approximately Baht 23 million, calculated based on the rate specified in the agreement. The Group's management have used judgement to estimate the losses in this event and believes that the Fund would not suffer any losses in the event that the land is expropriated and the subsidiary will not have to pay any compensation to the Fund. Therefore, the subsidiary did not record any contingent liabilities in respect of this matter.
- b) In 2017, Crown Development Co., Ltd. (“the subsidiary”) received notification of tax assessment included tax penalty totaling Baht 31.5 million from the Revenue Department as a result of a tax audit covering the tax year 2011, relating to specific business tax. The subsidiary has subsequently submitted an appeal of the assessment to Tax Appeals Committee. In February 2019, the Company mortgaged its land with the Revenue Department as collateral to guarantee any tax liabilities of the subsidiary that may incur. In June 2019, the Tax Appeals Committee dismissed the appeal.

In November 2019, the subsidiary filed a lawsuit with the Central Tax Court in order to request the Court to withdraw the tax assessment. On 30 November 2020, the Central Tax Court ordered revocation of the specific business tax assessment notice. Subsequently, the Revenue Department lodged an appeal against the judgment of the Central Tax Court with the Court of Appeal for Specialized Cases.

On 15 December 2021, the Court of Appeal for Specialized Cases upheld the Revenue Department's appeal and ordered the Central Tax Court to deliberate the remaining disputes and render a new judgment.

On 22 February 2022, the subsidiary filed a request to appeal and filed an appeal with the court. On 29 March 2022, the Revenue Department filed an objection against the request to appeal and the appeal.

On 28 February 2022, the Central Tax Court read its judgment to revoke the notice of specific business tax assessment. Subsequently, on 27 May 2022, the defendant filed an appeal against the judgment of the Central Tax Court which is pending an order when the Supreme Court order on the appeal request.

Subsequently, on 3 April 2023, the Supreme Court denied the petition and rejected the appeal for one dispute regarding tax investigation and assessment without a summons. The decision was final and aligned with the judgment of the Court of Appeal for Specialized Cases. As a result, the Central Tax Court accepted the pending appeal filed by the Revenue Department on 27 May 2022. Subsequently, on 12 June 2023, the subsidiary submitted an answer brief for other disputes.

Subsequently, on 19 February 2024, the Court of Appeal for Specialised Cases ruled that, since the subsidiary had correctly filed a complete tax return, the Revenue Department has the right to file an appeal but must request permission to do so within one month.

- c) In the year 2021, Crown Development Co., Ltd. ("the subsidiary") received a notification regarding 2010 corporate income tax assessment with tax penalty and surcharge totaling Baht 789 million. Because the tax authority had assessed the tax based on the movements of cash flows presented in the bank statement of the subsidiary. On 18 June 2021, the subsidiary therefore submitted an appeal against the assessment to the Tax Appeals Committee. The appeal is currently under consideration of the Committee.

During the period where the appeal was under consideration, the subsidiary paid outstanding taxes as assessed for Baht 0.8 million. And during the first quarter of the year 2022, the Revenue Department has notified of asset freezing whereby the subsidiary's bank accounts would be frozen for the payment of outstanding taxes of Baht 16 million. On 16 March 2022, the subsidiary filed a petition against the freezing order, but the Revenue Department ruled that the freezing order was lawful because the subsidiary had appealed against the assessment but did not file a petition for tax deferral. Therefore, while waiting for the decision of the appeal committee, the Revenue Department has the authority to enforce tax payment.

On 30 November 2022, the Revenue Department issued a notice ordering the seizure of 2 additional condominium units of the subsidiary, as a result of an acceleration process for tax arrears. Consequently, the subsidiary is unable to sell and transfer ownership of the said condominium units.

An account freeze is only a legal procedure. It has not been concluded that the Company is liable. The subsidiary is entitled to receive back the money paid for taxes to the Revenue Department and the money that has been frozen. Furthermore, the condominium units were unfrozen if the Appeal Committee determines that the tax assessment is not correct.

The management and the legal counsel are of the opinion that, in filing an appeal, the subsidiary will not incur surcharges and will receive back the money that has been frozen and the full amount of the tax paid. Therefore, the subsidiary recorded tax payment of Baht 17 million as other receivables in the statement of financial position and did not set up a provision for tax liability as at the end of the reporting period, and believe that no loss will result to the subsidiary's condominium units.

### 34. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets and liabilities that were measured at fair value or disclose fair value using different levels of inputs as follows:

(Unit: Million Baht)

Consolidated Financial Statements				
As at 31 December 2023				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments in equity are stated at fair value through profit or loss	1	-	-	1
Investments in equity are stated at fair value through other comprehensive income	126	-	41	167
<b>Assets for which fair value are disclosed</b>				
Investment properties	-	-	2,047	2,047
<b>Liabilities for which fair value are disclosed</b>				
Debentures	-	-	3,400	3,400

(Unit: Million Baht)

Consolidated Financial Statements				
As at 31 December 2022				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments in equity are stated at fair value through profit or loss	1	-	-	1
Investments in equity are stated at fair value through other comprehensive income	125	-	60	185
<b>Assets for which fair value are disclosed</b>				
Investment properties	-	-	1,163	1,163
<b>Liabilities for which fair value are disclosed</b>				
Debentures	-	3,480	-	3,480

(Unit: Million Baht)

Separate Financial Statements				
As at 31 December 2023				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments in equity are stated at fair value through profit or loss	1	-	-	1
Investments in equity are stated at fair value through other comprehensive income	126	-	41	167
<b>Assets for which fair value are disclosed</b>				
Investment properties	-	-	52	52
<b>Liabilities for which fair value are disclosed</b>				
Debentures	-	-	3,400	3,400

(Unit: Million Baht)

Separate Financial Statements				
As at 31 December 2022				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments in equity are stated at fair value through profit or loss	1	-	-	1
Investments in equity are stated at fair value through other comprehensive income	125	-	60	185
<b>Assets for which fair value are disclosed</b>				
Investment properties	-	-	13	13
<b>Liabilities for which fair value are disclosed</b>				
Debentures	-	3,480	-	3,480

## 35. Financial instruments

### 35.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other accounts receivable, loans, investments, short-term loans, trade and other payables, lease liabilities, debentures, and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.



## **Credit risk**

The Group is exposed to credit risk primarily with respect to trade and other accounts receivable, loans, deposits with banks and financial institutions. The Group's maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

### ***Trade receivables, other receivables and loans***

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

### ***Cash deposits***

The Group manages the credit risk from balances with banks by making investments only with approved counterparties. The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

## **Market risk**

There are two types of Market risk comprises interest rate risk and currency rate risk.

### ***Interest rate risk***

The Group's exposure to interest rate risk relates primarily to its loans and short-term loans, lease liabilities, debentures and long-term loans borrowings. However, since most of the Company's and its subsidiaries financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date (if this occurs before the maturity date).

(Unit: Million Baht)

## Consolidated financial statement as at 31 December 2023

	Fixed interest rates					Effective
	Within	1-5	Floating	Non- interest		Interest rate
	1 year	years	interest rate	bearing	Total	(% per annum)
<u>Financial Assets</u>						
Cash and cash equivalent	-	-	139	-	139	0.125 - 0.55
Other current financial assets	-	-	-	42	42	-
Trade and other receivables	-	-	-	140	140	-
Restricted bank deposits	-	24	-	-	24	0.30 - 0.95
Other non-current financial assets	-	-	-	126	126	-
	-	24	139	308	471	
<u>Financial liabilities</u>						
Short-term loans	156	-	15	-	171	7.00 - 9.00, MLR
Trade and other payables	-	-	-	265	265	-
Loans from related parties and interest payable	428	-	-	34	462	6.00, MLR
Debentures	823	2,558	-	-	3,381	7.00 - 7.25
Long - term loans	40	385	193	-	618	6.75 - 12.00, MLR + 4.3
Lease liabilities	132	568	-	-	700	5.44 - 11.53
	1,579	3,511	208	299	5,597	

(Unit: Million Baht)

## Separate financial statement as at 31 December 2023

	Fixed interest rates					Effective
	Within	1-5	Floating	Non- interest		Interest rate
	1 year	years	interest rate	bearing	Total	Interest rate
						(% per annum)
<u>Financial Assets</u>						
Cash and cash equivalent	-	-	110	-	110	0.125 - 0.55
Other current financial assets	-	-	-	42	42	-
Trade and other receivables	-	-	-	64	64	-
Loans to related parties and interest receivable	1,023	-	-	447	1,470	5.00 - 10.00
Restricted bank deposits	-	22	-	-	22	0.30 - 0.70
Other non-current financial assets	-	-	-	126	126	-
	<u>1,023</u>	<u>22</u>	<u>110</u>	<u>679</u>	<u>1,834</u>	
<u>Financial liabilities</u>						
Short-term loans	154	-	-	-	154	7.00 - 9.00
Trade and other payables	-	-	-	327	327	-
Loans from related parties and interest payable	109	-	21	26	156	MLR, 5.85 - 7.50
Debentures	823	2,560	-	-	3,383	7.00 - 7.25
Long-term loans	40	30	193	-	263	6.75 - 7.00, MLR + 4.3
Lease liabilities	118	531	-	-	649	5.53 - 11.53
	<u>1,244</u>	<u>3,121</u>	<u>214</u>	<u>353</u>	<u>4,932</u>	

(Unit: Million Baht)

## Consolidated financial statement as at 31 December 2022

	Fixed interest rates					
	Within	1-5	Floating	Non- interest		Effective
	1 year	years	interest rate	bearing	Total	Interest rate
						(% per annum)
<u>Financial Assets</u>						
Cash and cash equivalent	-	-	56	1	57	0.125 - 0.35
Other current financial assets	-	-	-	1	1	-
Trade and other receivables	-	-	-	185	185	-
Loans to related parties and interest						
receivable	-	-	-	7	7	-
Restricted bank deposits	-	24	-	-	24	0.10 - 0.70
Other non-current financial assets	-	-	-	185	185	-
	-	24	56	379	459	
<u>Financial liabilities</u>						
Short-term loans	263	-	-	15	278	7.00 - 10.00
Trade and other payables	-	-	-	278	278	-
Loans from related parties and						
interest payable	403	-	-	9	412	6.00
Debentures	2,001	1,466	-	-	3,467	7.00 - 7.25
Long - term loans	153	225	748	-	1,126	6.75 - 12.00, MLR,
						MLR - 1.25
Lease liabilities	72	621	-	-	693	5.44 - 10.07
	2,892	2,312	748	302	6,254	

(Unit: Million Baht)

## Separate financial statement as at 31 December 2022

	Fixed interest rates				Total	Effective Interest rate (% per annum)
	Within 1 year	1-5 years	Floating interest rate	Non- interest bearing		
<b>Financial Assets</b>						
Cash and cash equivalent	-	-	19	-	19	0.125 - 0.35
Other current financial assets	-	-	-	1	1	-
Trade and other receivables	-	-	-	121	121	-
Loans to related parties and interest receivable	979	-	-	390	1,369	5.25 - 10.00
Restricted bank deposits	-	22	-	-	22	0.10 - 0.70
Other non-current financial assets	-	-	-	125	125	-
	<u>979</u>	<u>22</u>	<u>19</u>	<u>637</u>	<u>1,657</u>	
<b>Financial liabilities</b>						
Short-term loans	243	-	-	15	258	7.00 - 10.00
Trade and other payables	-	-	-	322	322	-
Loans from related parties and interest payable	-	-	122	21	143	MLR, 6.00
Debentures	2,001	1,466	-	-	3,467	7.00 - 7.25
Long-term loans	40	30	703	-	773	6.75 - 6.80, MLR
Lease liabilities	55	570	-	-	625	5.53 - 11.53
	<u>2,339</u>	<u>2,066</u>	<u>825</u>	<u>358</u>	<u>5,588</u>	

*Interest rate sensitivity*

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate long-term loan from financial institution and loans from related party affected as at 31 December 2023 and 2022.

2022							
Consolidated		Separate		Consolidated		Separate	
financial statement		financial statement		financial statement		financial statement	
Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
(%)	(Thousand Baht)	(%)	(Thousand Baht)	(%)	(Thousand Baht)	(%)	(Thousand Baht)
+1.0	(3,019)	+1.0	(2,556)	+1.0	(8,719)	+1.0	(8,256)
-1.0	3,019	-1.0	2,556	-1.0	8,719	-1.0	8,256

The above analysis has been prepared assuming that the amounts of the floating rate loans to and loans from and all other variables remain constant over one year. Moreover, the floating legs of these loans are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

### **Foreign currency risk**

The Group's exposure to foreign currency risk is limited since nearly all business transactions are denominated in Thai Baht.

### **Liquidity risk**

The Group monitors the risk of a shortage of liquidity through the use of loans, debenture and lease contracts. Approximately 37% of the Group's debt will mature in less than one year at 31 December 2023 (2022: 52%) (the Company only: 32%, 2022: 52%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded that the Group has access to sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	173,834	-	-	173,834
Trade and other payables	-	225,321	-	-	225,321
Short-term loans from related party and interest payable	462,314	-	-	-	462,314
Debentures	-	1,070,934	2,663,280	-	3,734,214
Long-term loans	-	664,030	27,237	-	691,267
Lease liabilities	-	133,448	394,500	1,520,545	2,048,493
<b>Total</b>	<b>462,314</b>	<b>2,267,567</b>	<b>3,085,017</b>	<b>1,520,545</b>	<b>7,335,443</b>

(Unit: Thousand Baht)

Consolidated financial statements					
As at 31 December 2022					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	276,579	-	-	276,579
Trade and other payables	-	227,654	-	-	227,654
Short-term loans from related party and interest payable	412,121	-	-	-	412,121
Debentures	-	2,177,586	1,496,621	-	3,674,207
Long-term loans	-	992,963	223,725	-	1,216,688
Lease liabilities	-	77,995	407,423	1,578,248	2,063,666
Long-term loans from related party	-	724	-	-	724
<b>Total</b>	<b>412,121</b>	<b>3,753,501</b>	<b>2,127,769</b>	<b>1,578,248</b>	<b>7,871,639</b>

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2023					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	157,037	-	-	157,037
Trade and other payables	-	287,215	-	-	287,215
Short-term loans from related party and interest payable	156,089	-	-	-	156,089
Debentures	-	1,070,934	2,663,280	-	3,734,214
Long-term loans	-	294,887	27,237	-	322,124
Lease liabilities	-	115,123	377,677	1,407,041	1,899,841
<b>Total</b>	<b>156,089</b>	<b>1,925,196</b>	<b>3,068,194</b>	<b>1,407,041</b>	<b>6,556,520</b>

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	261,784	-	-	261,784
Trade and other payables	-	271,268	-	-	271,268
Short-term loans from related party and interest payable	143,889	-	-	-	143,889
Debentures	-	2,177,586	1,496,621	-	3,674,207
Long-term loans	-	819,399	162	-	819,561
Lease liabilities	-	55,542	374,408	1,461,120	1,891,070
<b>Total</b>	<b>143,889</b>	<b>3,585,579</b>	<b>1,871,191</b>	<b>1,461,120</b>	<b>7,061,779</b>

### 35.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or bear interest rates which close to market rate, their fair value is not expected to be materially different from the amounts presented in statement of financial position.

During the current year, there were no transfers within the fair value hierarchy.

### 36. Events after the reporting period

On 29 February 2024, the Company's Board of Directors' Meeting No. 3/2024 passed a resolution approving the subsidiary (JCK Utilities Co., Ltd.) to enter into the disposal of assets and other transactions related to the asset disposal with the Thai Industrial Property Trust ("Trust"), for a total amount not exceeding Baht 1,345 million. Currently, approval for the conversion of the Thai Industrial Fund 1 ("TIF1") is being sought from meeting of unitholders, along with approval for the Company and/or its group of companies to enter into transactions related to the acquisition of investment trust units, with an investment value not exceeding Baht 200 million.

### 37. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 29 February 2024.



**Certify Correct Information**

The Company has carefully reviewed the information in this annual registration statement (Form 56-1 One Report). The Company certifies that such information is correct, complete and not causing misunderstanding to others or lacking information that should be disclosed in material respects. Moreover, the Company certified that:

(1) The financial statements and financial information summarized in the annual registration statement have accurately and completely information regarding the financial position, performance and cash flows of the Company's and its subsidiaries.

(2) The Company has a good information disclosure system to ensure that the Company has disclosed the Company and its subsidiaries' information that is materiality with correctly and completely as well as to control and supervise the implementation of the system.

(3) The Company has set up a good internal control system and supervise to ensure compliance with the system. The Company has informed the internal control system assessment information as of February 27, 2024 to the Company's Auditor and the Audit Committee. This covers deficiencies and significant changes in the internal control system, including wrongful acts that may affect the preparation of financial reports of the Company and its subsidiaries.

In this regard, as evidence that all documents are the same set of documents that the Company has certified. The Company has assigned Mr. Anukul Ubonnuch has signed this document on every page as well. If any document does not have the signature of Mr. Anukul Ubonnuch, the Company will assume that it is not the information that the Company has certified the accuracy of the information mentioned above.

Name

Position

Signature

Mr. Anukul Ubonnuch

Director / Executive Director / Managing Director



Mr. Kittawat Taechaubol

Director / Executive Director / Director Deputy  
Managing DirectorProxy

Mr. Anukul Ubonnuch

Director / Executive Director / Managing Director



## Attachment

- Attachment 1 Details of Directors, Executives, Controlling Persons and Company Secretary
- Attachment 2 Details of Directors of Subsidiaries
- Attachment 3 Details of Head of Internal Audit and Head of the Company's Compliance Department
- Attachment 4 Assets used in Business Operation and Details of Assets Valuation
- Attachment 5 Corporate Governance Policy and Practice and Business Conduct
- Attachment 6 Report from the Audit Committee

## Attachment 1

### Details of Directors, Executives, Controlling Persons and Company Secretary

## Board of Directors and Executives

**Dr. Apichai Taechaubol**

**Chairman**

**Executive Chairman**

Age : 68 years old

### Education :

- ❖ Honorary Degree of Master of Business Administration in Department of General Management Ramkhamhaeng University
- ❖ Master's Degree in Political Science Ramkhamhaeng University
- ❖ Bachelor's Degree in Business Administration North Central University, Arizona, U.S.A.
- ❖ Bachelor's Degree in Political Science Ramkhamhaeng University

### Directors Program Training from IOD :

- ❖ DAP, Class 39/2005
- ❖ Chairman 2000 Program
- ❖ CGI Class 3/2015

### Shareholding in the Company (%) :

- ❖ 9.58% (Holding 364,204,456 shares as of 10 Jan 24)

### Family Relationship with Other Directors and Executives :

- ❖ Father, Mr. Kittawat Taechaubol
- ❖ Father, Pol.Capt. Noppawee Taechaubol

### Work Experience during past 5 years

#### Position in Company :

- ❖ 14 Dec 22 – Present Chairman and Executive Chairman
- ❖ 14 Mar 18 – 31 Aug 22 Chairman and Executive Chairman
- ❖ 20 Mar 12 – 14 Mar 18 Director, Vice Chairman and Executive Chairman

### Director position in another listed company :

- ❖ 13 Jan 23 – Present Chairman and Executive Committee Chairman JCK Hospitality Public Company Limited
- ❖ 16 Jan 17 – 31 Aug 22 Chairman and Executive Committee Chairman JCK Hospitality Public Company Limited

### Director position in non-listed company :

- ❖ 1 Nov 23 – Present Chairman JCK Corporation Co., Ltd.
- ❖ 2017 – Present Director BGY & TFD Properties Co., Ltd.
- ❖ 2019 – Present Director AP Prime Property Co., Ltd.
- ❖ 2011 – Present Director and Executive Chairman J.C. Kevin Development Co., Ltd
- ❖ 2004 – Present Director and Executive Chairman JC Kevin Food and Beverage Co., Ltd.
- ❖ 2010 – Present Director Fine Two Asset Co., Ltd.
- ❖ 19 Oct 18 – Present Director High Active Consultant Communication Co., Ltd.
- ❖ 29 Oct 18 – Present Director High Active Consultant Co., Ltd.
- ❖ 30 May 16 – Present Director Lobster Power Co., Ltd
- ❖ 15 Oct 15 – Present Director Rim Nam Bangpakong Co., Ltd.

**Working Experience :**

❖ Director - AEC Securities PCL.	❖ 2020 – 31 Aug 22	Director Ratchadamri Real Estate Co., Lt
❖ Director - Barnsley Warehouse Limited	❖ Dec 17 – 18 Jul 22	Chairman JCK Utilities Co., Ltd.
❖ Director - Bognor Regis Warehouse Limited	❖ 16 Aug 18 – 20 Oct 21	Director Akara Holding Co., Ltd.
❖ Vice Minister for Office of Prime Minister	❖ 5 Mar 18 – 1 Feb 22	Director Akara Hospitality Co., Ltd.
❖ Director to the DASTA		(Former name : No Name Food And Beverage Co., Ltd.)
❖ Advisor to Deputy Minister of the Internal Affairs Ministry	❖ 19 Nov 18 – 7 Apr 20	Director JCK Ratchada Hotel Co., Ltd.
❖ Consultant to the Thai/Chinese Chamber of Commerce	❖ 29 Oct 18 – 2020	Director Citi Vibe Co., Ltd.
❖ Chairman - Princeton Park Suites Co., Ltd.		(Former name : Another Day Dessert Co., Ltd.)

**Mr. Gumpol Tiyarat**

**Director**

**Independent Director**

**Audit Committee Chairman**

Note: Has been appointed to the position, Independent Director, Audit Committee Chairman, on June 28, 2023

**Age :** 70 years old

**Education :**

- ❖ Master's Degree of Business Administration  
Kasetsart University
- ❖ Bachelor's Degree of Economics  
Thammasat University
- ❖ Bachelor's Degree of Accounting  
Dhurakij Pundit University
- ❖ Bachelor's Degree of Law  
Chulalongkorn University

**Directors Program Training from IOD :**

- ❖ Role of the Chairman, Class 22/2009
- ❖ DCP Refresher, Class 2/2006
- ❖ DCP, Class 30/2003
- ❖ AACP, Class 21/2015

**Training from Other Institute :**

- ❖ Business and Economic Analysis Program, Class 22/2009  
Faculty of Economics, Chulalongkorn University

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 28 Jun 23 – Present Independent Director and  
Audit Committee Chairman
- ❖ 1 Feb 02 – Present Director
- ❖ 1 Jul 09 – 4 Apr 19 Executive Director  
and Managing Director

**Director position in another listed company :**

- ❖ 1 Jun 23 – Present Independent Director, Vice Chairman  
and Audit Committee Chairman  
JCK Hospitality Public  
Company Limited.

**Director position in non-listed company :**

- ❖ 1989 – Present Director  
STAR BIZ COLLECTION Co., Ltd.
- ❖ 2011 – 21 Nov 23 Director  
J.P.V. ACCOUNTION AND LAW Co., Ltd.
- ❖ 2002 – 2019 Director  
DITTHAPADA Co., Ltd.
- ❖ 2003 – 18 Jul 22 Director  
JCK Utilities Co., Ltd.
- ❖ 2009 – 10 Jun 21 Director  
Crown Development Co., Ltd

**Working Experience :**

- ❖ Tax Economist Officer of Revenue Department
- ❖ Ex-Police Sub-commission on Laws & Regulations  
Royal Thai Police
- ❖ Director Executive Director  
SG Land Co., Ltd.
- ❖ Managing Director  
Princeton Park Suites Co., Ltd.

**Mr. Tawil Praisont**

**Director**

**Independent Director**

**Audit Committee Member**

Noted: Has been appointed to the position, Director, Independent Director and Audit Committee Member, on May 25, 2023

**Age :** 87 years old

**Education :**

- ❖ Master's Degree in Public and Administration, Syracuse University, USA.
- ❖ Master's Degree in Political Science (Honor), National Institute of Development Administration
- ❖ Bachelor's Degree in Political Science, Chulalongkorn University
- ❖ Certificate in Political and Administrative Science, Institute of Social Studies, Netherland.

**Directors Program Training from IOD :**

- ❖ -None-

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 25 May 23 – Present Independent Director and Audit Committee Member
- ❖ 14 Aug 19 – 14 Dec 22 Independent Director and Audit Committee Member

**Director position in another listed company :**

- ❖ 15 Aug 23 – Present Independent Director and Audit Committee Member JCK Hospitality Public Company Limited.

**Director position in non-listed company :**

- ❖ -None-

**Working Experience :**

- ❖ Deputy Speaker of the House of Representatives
- ❖ Minister of the Ministry of University Affairs
- ❖ Member of the House of Representatives, Bangkok, for 5 terms
- ❖ Party list Member of the House of Representatives for 1 term
- ❖ Elective Senator, Nakhon Si Thammarat
- ❖ Municipal clerk of Sungai Kolok Subdistrict-Municipal Office, Narathiwat
- ❖ Municipal clerk of Phatthalung Town-Municipal Office, Phatthalung
- ❖ Secretary of City-Municipal Office Mayor, Bangkok
- ❖ District Supervisor of Phranakorn district and Bangkhuntien district, Bangkok
- ❖ Director of Policy and Planning, Bangkok Metropolis Administration (Government officer Level 10)
- ❖ Vice President of Rangsit University
- ❖ Bachelor's Degree Special Instructor in Metropolis Administration Subject, Faculty of Social Science, Kasetsart University
- ❖ Master's Degree Special Instructor in Metropolis Administration Subject, Faculty of Political Science, Thammasat University
- ❖ Special Instructor in many institutes, for instance, Ramkhamhaeng University, Burapha University, King Prajadhipok's Institute.

**Dr. Varnadharma Kanchanasuvarna**

**Director**

**Independent Director**

**Audit Committee Member**

Note: Has been appointed to the position, Director, Independent Director, Audit Committee Member, on June 28, 2023

**Age :** 53 years old

**Education :**

- ❖ Doctor of Public Administration in Public Administration, Ubon Ratchathani University
- ❖ Master of Arts in Governance Faculty of Political Science, Chulalongkorn University
- ❖ Bachelor of Arts in Political Science, Ramkhamhaeng University

**Directors Program Training from IOD :**

- ❖ Director Accreditation Program (DAP), Class 155/2018

**Shareholding in the Company (%) :**

- ❖ 0.00% (Holding 100,000 shares as of 10 Jan 24)

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 28 Jun 23 – Present Independent Director  
Audit Committee Member

**Director position in another listed company :**

- ❖ 28 Feb 2020 – Present Audit Committee Member
- ❖ 23 Apr 2018 – Present Independent Director  
JCK Hospitality Public  
Company Limited.

**Director position in non-listed company :**

- ❖ -None-

**Director position in another institution :**

- ❖ 1997 – Present Associate Professor in Political Science,  
Sukhothai Thammathirat Open University

**Working Experience :**

- ❖ Member of the National Reform Steering Assembly
- ❖ Deputy Secretary-General to the Prime Minister for Political Affairs
- ❖ Board Member and Secretary to form the Political Development Council, Prime Minister's Office
- ❖ Initiate the Bachelor program for subdistrict headmen and village headmen under the project of Department of Provincial Administration, Ministry of Interior.



**Mrs. Rachanee Siwawej**

**Director**

**Executive Director**

**Director Deputy Managing Director, Finance**

Note: Has been appointed to the position, Director, Executive Director, Director Deputy Managing Director, Finance, on June 28, 2023

**Age :** 72 years old

**Education :**

- ❖ Bachelor's Degree in Commerce  
Thammasat University

**Directors Program Training from IOD :**

- ❖ Director Accreditation Program (DAP), Class 46/2005
- ❖ Company Secretary Program (CSP), Class 19/2006
- ❖ Effective Minutes Taking (EMT), Class 4/2006
- ❖ Pre-CFO & Fundamental CFO

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 28 Jun 23 – Present      Director, Executive Director and  
Director Deputy Managing  
Director, Finance
- ❖ 16 May 16 – Present      Deputy Managing Director, Finance
- ❖ 2009 – 15 May 16      Assistant Managing Director, Finance
- ❖ 1981 – 2009      Finance Manager
- ❖ 1981 – 2002      Deputy Finance Manager

**Director position in another listed company :**

- ❖ 31 Mar 18 – Present      Director and Executive Director  
JCK Hospitality Public  
Company Limited

**Director position in non-listed company :**

- ❖ -None-

**Working Experience :**

- ❖ -None-

**POL.CAPT. Noppawee Taechaubol**

**Director**

**Executive Director**

Note: Has been appointed to the position of Director and Executive Director, on January 17, 2024

**Age :** 27 years old

**Director position in another listed company :**

❖ -None-

**Education :**

- ❖ Master of Science,  
Major: Leadership and Development  
KING'S COLLEGE LONDON
- ❖ Bachelor of Science, with Honours  
Major: Business Management  
CASS Business School (City University London)

**Director position in non-listed company :**

- ❖ 1 Dec 23 – Present Director  
JCK Corporation Co., Ltd.

**Directors Program Training from IOD :**

- ❖ DAP, Class 169/2020
- ❖ FSD, Class 48/2023

**Working Experience :**

- ❖ Police Officer  
Position : Deputy Inspector, General Staff Sub-Division,  
Natural Resources and Environmental Crime  
Suppression Division, Royal Thai Police

**Hotel Management Training Programs :**

- ❖ Certificate of Achievement  
“Hotel General Managers Programme”  
Dusit Thani College, Bangkok
- ❖ Certificate of Achievement  
“Hotel Management Training Course”  
The Committee for Promotion and  
Supervision of the Hotel Business

**Shareholding in the Company (%) :**

- ❖ 1.73% (Holding 65,710,800 shares as of 10 Jan 24)

**Family Relationship with Other Directors and Executives :**

- ❖ Son of Dr. Apichai Taechaubol
- ❖ Brother of Mr. Kittawat Taechaubol

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 17 Jan 24 – Present Director and Executive Director

**Mr. Anukul Ubonnuch**

**Director**

**Vice Chairman**

**Executive Director**

**Managing Director**

**Age :** 65 years old

**Education :**

- ❖ Master's Degree in Business Administration  
Kasetsart University
- ❖ Barrister at Law Institute  
Legal Education Thai Bar Association
- ❖ Bachelor's Degree in Law  
Ramkhamhaeng University

**Directors Program Training from IOD :**

- ❖ DCP, Class 7/2001
- ❖ Directors Diploma Examination
- ❖ Chartered Director, Class 5/2009

**Training from other Institute :**

- ❖ Graduate Diploma in Public Law and Management,  
Batch#6, King Prajadhipok's Institute
- ❖ Certificate of Applied Psychology for National Security,  
Batch#89, The Institute of Applied Psychology,  
National Defense Studies Institute

**Shareholding in the Company (%) :**

- ❖ 0.02% (Holding 900,000 shares as of 10 Jan 24)

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 14 Dec 22 – Present Vice Chairman
- ❖ 1 Feb 02 – Present Director
- ❖ 27 Feb 17 – Present Executive Director
- ❖ 5 Apr 19 – Present Managing Director
- ❖ 31 Aug 22 – 14 Dec 22 Acting Chairman and  
Acting Executive Committee Chairman

**Director position in another listed company :**

- ❖ -None-

**Director position in non-listed company :**

- ❖ 1 Nov 23 – Present Director  
JCK Corporation Co., Ltd.
- ❖ 2020 – Present Director  
Ratchadamri Real Estate Co., Ltd.
- ❖ 2017 – Present Director  
BGY & TFD Properties Co., Ltd.
- ❖ 2010 – Present Director  
Mitrman Marketing and Engineering  
Co., Ltd.
- ❖ 2009 – Present Director  
SG Land Co., Ltd.

**Working Experience :**

- ❖ Director  
Barnsley Warehouse Limited
- ❖ Director  
Bognor Regis Warehouse Limited
- ❖ Managing Director  
Credit Foncier Unico Housing Limited
- ❖ Chief Legal Department  
Laem Thong Bank PCL.

**Mr. Krittawat Taechaubol**

**Director**

**Executive Director**

**Director Deputy Managing Director**

**Age :** 33 years old

**Director position in another listed company :**

❖ -None-

**Education :**

- ❖ Master of Science in Real Estate City,  
University of London, United Kingdom
- ❖ Bachelor's Degree in Management Sciences  
The London School of Economics and Political  
Science, United Kingdom

**Director position in non-listed company :**

- ❖ Present Director  
Elite Bros Holding Co., Ltd.
- ❖ Present Director  
High Active Consultant  
Communications Co., Ltd.
- ❖ Present Director  
Atalanta Hospitality Co., Ltd.
- ❖ Present Director  
Atalanta Holdings Co., Ltd.
- ❖ 1 Nov 23 – Present Director  
JCK Corporation Co., Ltd.
- ❖ 2020 – Present Director  
Ratchadamri Real Estate Co., Ltd.
- ❖ 2017 – Present Director  
BGY & TFD Properties Co., Ltd.
- ❖ 23 Apr 19 – Present Director and Executive Director  
SG Land Co., Ltd.
- ❖ 2019 – Present Director  
AP Prime Property Co., Ltd.
- ❖ 18 May 18 – Present Director  
High Active Consultant Tech Co., Ltd.
- ❖ 7 Dec 17 – Present Director  
Rim Nam Bangpakong Co., Ltd.
- ❖ July 12 – Present Director  
Wellness Capital Co., Ltd.
- ❖ 2016 – 18 Jul 22 Director  
JCK Utilities Co., Ltd.
- ❖ 2015 – 10 Aug 21 Director and Executive Director  
Crown Development Co., Ltd.

**Directors Program Training from IOD :**

- ❖ DCP, Class 196/2014

**Training from Other Institute :**

- ❖ BBL Internship Program #58, Bangkok Bank PLC.
- ❖ ABC Talent : Grooming Rising Professionals #3,  
Academy of Business Creativity

**Shareholding in the Company (%) :**

- ❖ 2.92% (Holding 111,095,000 shares as of 10 Jan 24)

**Family Relationship with Other Directors and Executives :**

- ❖ Son of Dr. Apichai Taechaubol
- ❖ Brother of Pol.Capt. Noppawee Taechaubol

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 11 Apr 14 – Present Director
- ❖ 13 Nov 15 – Present Executive Director
- ❖ 1 Jan 19 – Present Director Deputy Managing  
Director

**Working Experience :**

- ❖ Marketing Analysis Manager  
J.C. Kevin Development Co., Ltd.

**Ms. Siriporn Tamenant**

**Director**

**Executive Director**

**Director Deputy Managing Director, Administration and Information Technology**

**Company Secretary**

**Age :** 66 years old

**Education :**

- ❖ Master of Arts in English  
Naresuan University
- ❖ Bachelor of Science in Business Administration (Finance)  
Roosevelt University, Chicago, U.S.A.

**Directors Program Training from IOD :**

- ❖ Risk Management Program for Corporate Leaders (RCL),  
Class 5/2016
- ❖ Ethical Leadership Program (ELP), Class 2/2015
- ❖ Advanced Audit Committee Program (AACP), Class 16/2014
- ❖ Director Accreditation Program (DAP), Class SEC/2014
- ❖ Role of the Chairman Program (RCP), Class 34/2014
- ❖ Effective Minutes Taking (EMT), Class 8/2007
- ❖ Company Secretary Program (CSP), Class 13/2005 and 22/2007
- ❖ Role of The Compensation Committee (RCC), Class 1/2006

**Training from Other Institute :**

- ❖ Top Executive Program, Capital Market Academy, class 2

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 10 Jun 19 – Present Director, Executive Director and  
Director Deputy Managing Director,  
Administration and Information  
Technology

- ❖ 14 Nov 07 – Present Company Secretary
- ❖ 14 Nov 07 – Present Secretary of  
Corporate Governance,  
Nomination and  
Remuneration Committee
- ❖ 7 Jun 99 – Present Secretary of Audit Committee
- ❖ 16 May 16 – 10 Jun 19 Deputy Managing Director,  
Administration  
Information Technology
- ❖ 2003 – 16 May 16 Assistant Managing  
Director, Administration  
Information Technology
- ❖ 1994 – 2003 Administrative Manager

**Director position in another listed company :**

- ❖ -None-

**Director position in non-listed company :**

- ❖ 1 Nov 23 – Present Director  
JCK Corporation Co., Ltd.

**Director position in another institution :**

- ❖ 2018 – Present Director  
Capital Market Academy

**Working Experience :**

- ❖ President's Advisor  
Capital Market Academy
- ❖ Independent Director and Audit Committee Member  
JCK Hospitality PCL.
- ❖ Vice President, Secretary-General and Director  
Thai Listed Companies Association

**Mr. Chaiya Larpwarrakitchai**

**Assistant Managing Director, Finance**

Age : 54 years old

**Education :**

- ❖ Master Degree of Business Economic  
National Institute of Development Administration
- ❖ Bachelor of Economics  
Chulalongkorn University

**Training from Other Institute :**

- ❖ Middle Management Development,  
Chulalongkorn University
- ❖ Business Research for Banking,  
Chulalongkorn University
- ❖ Modern Manager Program, Chulalongkorn University
- ❖ 7 Habits of Effective Highly People, PacRim Group
- ❖ Financial Advisor Program, Association of Securities  
Companies (ASCO)
- ❖ Risk Management Program, Sasin Management Consulting  
(SMC)
- ❖ Financial Statement Analysis Workshop, Sasin Management  
Consulting (SMC)
- ❖ Investors Relationship Program, Thailand Securities  
Institute (TSI)
- ❖ Project Feasibility Study, Securities Analysis Association (SAA)
- ❖ Project Feasibility Study, Agency for Real Estate Affairs (AREA)

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 1 Jun 2022 – Present Assistant Managing  
Director, Finance

**Director position in another listed company :**

- ❖ -None-

**Director position in non-listed company :**

- ❖ -None-

**Working Experience :**

- ❖ Vice President, Relationship Marketing,  
Corporate Banking of Siam Commercial Bank PCL.
- ❖ Vice President, Relationship Marketing,  
Corporate Banking of Thanachart Bank PCL.
- ❖ Finance Manager, Secretary Board of Directors and  
Board of Executives of Lalin Property PCL.
- ❖ Credit Marketing of Factoring Business Department  
Siam Samaggi Leasing Co., Ltd.
- ❖ Supervisor, Credit Department  
Siam City Syndicate Financial & Securities PCL.
- ❖ Assistant Researcher, Economic Research Division  
Bank of Ayduhya PLC.

**Mr. Vichaya Sirirattna**

**Assistant Managing Director, Business Development**

**Age :** 54 years old

**Director position in another listed company :**

❖ -None-

**Education :**

- ❖ Master of Art, Marketing  
Webster University, United Kingdom
- ❖ Bachelor of Science, Hospitality Management  
U.S. International University-Europe

**Director position in non-listed company :**

❖ -None-

**Shareholding in the Company (%) :**

❖ -None-

**Working Experience :**

- ❖ Assistant Managing Director  
Prospect Development Co., Ltd.
- ❖ CEO of Prospect REIT Manager  
Prospect REIT Management Co., Ltd.  
Prospect Real Estate Investment Trust
- ❖ Senior Vice President  
Finansa Asset Management PCL.
- ❖ Property Fund Manager  
Krungthai Asset Management PCL.
- ❖ Investment Manager  
Ticon Industrial Connection PCL.
- ❖ Assistant Vice President  
Thai Military Bank PCL.
- ❖ Property Consultancy Manager  
Knight Frank Thailand Co., Ltd.
- ❖ Senior Marketing Office  
Thai Factory Development PCL.

**Family Relationship with Other Directors and Executives :**

❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 5 Jul 21 – Present     Assistant Managing Director,  
Business Development

**Mr. Prasong Vara-ratanakul**

**Director**

**Independent Director**

**Audit Committee Chairman**

**Corporate Governance, Nominating and Remuneration Committee Chairman**

Note: Resigned from the position, Director, Independent Director, Audit Committee Chairman, Corporate Governance, Nominating and Remuneration Committee Chairman, on June 28, 2023

**Age :** 76 years old

**Director position in another listed company :**

**Education :**

- ❖ Master of Public Administration  
Chulalongkorn University
- ❖ Bachelor of Commerce  
Chulalongkorn University
- ❖ Bachelor of Law Ramkhamhaeng University

- ❖ 1972 – Present Independent Director and Audit Committee Chairman  
Thai Property Public Company Limited.
- ❖ 14 Jan 23 – 27 Jun 23 Vice Chairman  
JCK Hospitality Public Company Limited.
- ❖ 16 Jan 17 – 27 Jun 23 Independent Director and Audit Committee Chairman  
JCK Hospitality Public Company Limited.
- ❖ 1972 – 2022 Independent Director and Audit Committee Member  
We Retail Public Company Limited.
- ❖ 31 Aug 22 – 13 Jan 23 Acting Chairman  
JCK Hospitality Public Company Limited.

**Directors Program Training from IOD :**

- ❖ DCP, Class 72/2006
- ❖ DAP, Class 51/2006
- ❖ ACP, Class 12/2006
- ❖ AACP, Class 16/2014
- ❖ ELP, Class 2/2015

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Director position in non-listed company :**

- ❖ -None-

**Work Experience during past 5 years**

**Working Experience :**

- ❖ -None-

**Position in Company :**

- ❖ 30 Apr 99 – 27 Jun 23 Independent Director
- ❖ 7 Jun 99 – 27 Jun 23 Audit Committee Chairman
- ❖ 14 Nov 07 – 27 Jun 23 Corporate Governance, Nominating and Remuneration Committee Chairman



**Mr. Chetawan Anuntasomboon**

**Director**

**Independent Director**

**Audit Committee Member**

**Corporate Governance, Nomination and Remuneration Committee Member**

Note: Resigned from the position, Director, Independent Director, Audit Committee Member, Corporate Governance, Nominating and Remuneration Committee Chairman, on June 28, 2023

**Age :** 70 years old

**Education :**

- ❖ Barrister at Law Institute  
Legal Education Thai Bar Association
- ❖ Bachelor's Degree in Law  
Ramkhamhaeng University

**Directors Program Training from IOD :**

- ❖ ELP, Class 17/2019

**Shareholding in the Company (%) :**

- ❖ -None-

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 28 Feb 18 – 27 Jun 23 Independent Director
- ❖ 14 May 19 – 27 Jun 23 Audit Committee Member  
Corporate Governance,  
Nomination and Remuneration  
Committee Member

**Director position in another listed company :**

- ❖ 29 Mar 18 – 27 Jun 23 Independent Director and  
Audit Committee Member  
JCK Hospitality Public  
Company Limited.

**Director position in non-listed company :**

- ❖ -None-

**Working Experience :**

- ❖ Director of JCK Utilities Co., Ltd.
- ❖ Deputy Director General of Department of Public  
Works and Town & Country Planning
- ❖ Inspector of Department of Public Works and  
Town & Country Planning
- ❖ Secretary of Department of Town and Country Planning

**Mr. Chirdsak Kukiattinun**

**Director**

**Independent Director**

**Audit Committee Member**

Note: Resigned from the position, Director, Independent Director and Audit Committee Member, on May 22, 2023

**Age :** 71 years old

**Education :**

- ❖ Master of System Analysis, Aston University, United Kingdom
- ❖ Bachelor of Economics (Honours) in Accounting and Finance, The London School of Economics and Political Science, University of London, United Kingdom

**Directors Program Training from IOD :**

- ❖ DCP, Class 172/2013

**Training from Other Institute :**

- ❖ -None-

**Shareholding in the Company (%) :**

- ❖ -None-

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 14 Dec 22 – 21 May 23 Independent Director  
Audit Committee Member

**Director position in another listed company :**

- ❖ 2022 – Present Independent Director and Risk Management Director  
Thaifoods Group Public Company Limited
- ❖ 2021 – 2022 Managing Director  
Rayong Wire Industries Public Company Limited
- ❖ 2021 – 2022 Chief Executive Officer  
Capital Engineering Network Public Company Limited.
- ❖ 2018 – 2021 Director and Chief Executive Officer  
Triton Holding Public Company Limited and its subsidiaries.
- ❖ 2018 – 2021 Managing Director  
Global Consumer Public Company Limited and its subsidiaries.
- ❖ 2015 – 2018 Director and Chief Operating Officer  
Thaifoods Group Public Company Limited

**Director position in non-listed company :**

- ❖ -None-

**Working Experience :**

- ❖ Managing Director of Motorola (Thailand) Co., Ltd
- ❖ Managing Director of Hewlett Packard (Thailand) Co., Ltd
- ❖ Deputy Managing Director of AT&T (Thailand) Co., Ltd
- ❖ Deputy Managing Director of Advanced Info Service Public Company Limited
- ❖ Deputy Managing Director of Shinawatra Computer and Communications Public Company Limited
- ❖ Head of Department of Entrepreneurship, Master Degrees (English programs) of The College of Management, Mahidol University

**Mr. Tseng, Kuo-Chan**

**Director**

Note: Resigned from the position of Director, on December 1, 2023

Age : 63 years old

**Education :**

- ❖ Diploma in Li De Commercial and Technical Vocational School, Kaohsiung, Taiwan

**Director position in another listed company :**

- ❖ -None-

**Director position in another listed company :**

- ❖ -None-

**Director position in non-listed company :**

- ❖ Present President of Jaie Haour Group  
Jaie Haour Industrial Co., Ltd.  
Shangxin Construction Industrial Co., Ltd.  
Yongqing Construction Engineering Co., Ltd.

**Shareholding in the Company (%) :**

- ❖ 2.00% (Holding 75,900,000 shares as of 10 Jan 24)

**Position in other departments :**

**Family Relationship with Other Directors and Executives :**

- ❖ -None-

- ❖ Present Vice Chairman of the (Criminal) Correctional Association
- ❖ Present Committee Member of Tainan After-Care Association
- ❖ Present Executive Director of Lifeline Association
- ❖ Present Executive Director of the Consultants of the Honorary Probation Officers Association.

**Work Experience during past 5 years**

**Position in Company :**

- ❖ 14 Aug 19 – 30 Nov 23 Director

Attachment 2

Details of Directors

of

Subsidiaries and Joint Venture Company

**Details of Directors of Subsidiaries and Joint Venture Company as of January 22, 2024**

Name of Companies  Name of Directors	JCK	Subsidiaries					Joint Venture
		JCKU	SG	CROWN	JCK Corp	RDR	BGY & TFD
Dr. Apichai Taechaubol	/, /***, XC		/, /***		/		/
Mr. Gumpol Tiyarat	/, AC.C						
Mr. Tawil Praisont	/, AC						
Dr. Varnadharma Kanchanasuvarna	/, AC						
Mrs. Rachanee Siwawej	/, X, D/*						
Pol.Capt. Noppawee Taechaubol	/, X		/				
Mr. Anukul Ubonnuch	/, /**, X, /*		/		/	/	/
Mr. Krittawat Taechaubol	/, X, D/*		/		/	/	/
Miss Siriporn Tamenant	/, X, D/*				/		
Miss Prapinsree Kachai				/			
Mrs. Sabai Khammawan				/			
Mr. Prachuan Khammawan		/					
Mr. Zhang Liangkang							/***
Mr. Zhang Jiefong							/
Mr. Hung Yi Teng							/

**Noted** : /\*\*\* = Chairman, /\*\* = Deputy Chairman, /\* = Managing Director, D/\* = Deputy Managing Director, / = Director, AC.C = Audit Committee Chairman, AC = Audit Committee Member, CGNR.C = Corporate Governance, Nomination and Remuneration Committee Chairman, CGNR = Corporate Governance, Nomination and Remuneration Committee Member, XC = Executive Committee Chairman, X = Executive Committee Member, CEO = Chief Executive Officer, CFO = Chief Financial Officer

JCK	Means	JCK International Public Company Limited
JCKU	Means	JCK Utilities Company Limited
SG	Means	SG Land Company Limited
CROWN	Means	CROWN Development Company Limited
JCK Corp	Means	JCK Corporation Company Limited
RDR	Means	Ratchadumri Real Estate Management Company Limited
BGY & TFD	Means	BGY and TFD Properties Company Limited

## Attachment 3

### Details of Head of Internal Audit and Head of the Company's Compliance Department

### Details of Head of Internal Audit and Head of the Company's Compliance Department

At the Board of Directors Meeting No. 38 on June 7, 1999 appointed Mr. Theerachai Meekaew, Managing Partner, Pros and Cons Accounting Office, to perform the duties of internal auditors of the Company and its subsidiaries since 1999 - 2003 (annual contract).

Year 2004 – 2012, the Company and its Subsidiaries Contract to hire AMPRO 2004 Office (annual contract) by assigning Mr. Theerachai Meekaew to be an internal auditor due to a letter from Mr. Theerachai Meekaew dated October 1, 2004 requesting to change the name of the office.

Year 2013 – 2017, the Company and its subsidiaries entered into a contract to hire an internal auditor in the name of a person, Mr. Theerachai Meekaew, to be the Company's internal auditor (annual contract).

Year 2018 – 2024, the Company and its Subsidiaries entered into a contract to hire AMPRO AUDIT Company Limited (annual contract) by assigning Mr. Theerachai Meekaew to be an internal auditor.

Name - Surname	Mr. Theerachai Meekaew	
Age	58 years old	
Education	1995 – 1998	Master of Business Administration Thammasat University
	1991	Certified Public Accountant
	1984 – 1988	Bachelor's degree in Accounting Thammasat University
Training	2023	<ul style="list-style-type: none"> <li>- Update the Thai Financial Reporting Standard for NPAEs (2022) compare with PAEs standard</li> <li>- Professional of Adjusting and Closing Entries</li> <li>- Ethics training project for professional accountants Auditor</li> <li>- Update the Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs)</li> </ul>
	2022	<ul style="list-style-type: none"> <li>- Ethics training project for professional accountants Auditor only Licensed Class 6</li> </ul>

	<ul style="list-style-type: none"> <li>- A conceptual framework for financial reporting towards valuation of different types of assets and liabilities and changes in TFRS for SMEs</li> <li>- TFRS issues : Observations on the audit quality of the Office of the Securities and Exchange Commission 2013 – 2020</li> <li>- Accounting and Tax Differences with updates on tax and legal issues related Year 2022</li> </ul>
2018	<ul style="list-style-type: none"> <li>- Accounting and Sustainability in Digital Trends</li> <li>- Update the key points of the 2018 Financial Reporting Standards</li> <li>- Know the issue / Catch a change / in TSA 250 (Update)</li> <li>- Get to know financial instruments : (draft) TFRS 9</li> <li>- Differences in accounting, NPAEs, and income taxes and management practices of risk from corruption</li> <li>- Accounting differences, NPAEs, and taxes on assets and liabilities; and Accounting for Planning and Measurement</li> </ul>
2017	<ul style="list-style-type: none"> <li>- Insights into land, buildings, equipment and borrowing costs</li> <li>- Strategic Management Accounting and Corporate Governance and forensic accounting</li> <li>- Preparation of cash flow statements for separate financial statements and keeping pace Auditing Standards and Auditor's Report</li> <li>- Making Personal Cash Flow Statements to Achieve Financial Goals</li> <li>- Risk Management Framework 2017 (Enterprise Risk Management Integrating with Strategy and Performance : 2017)</li> </ul>
2013	<ul style="list-style-type: none"> <li>- Special Considerations in Auditing Financial Instruments</li> <li>- Interpretation of financial reporting standards (TFRI) and accounting standard interpretations (SIC) total 13 copies</li> </ul>
2555	<ul style="list-style-type: none"> <li>- Ready to deal with differences between accounting principles PAEs &amp; NPAEs and tax</li> <li>- Key issued of all Financial Reporting Standards NPAEs</li> <li>- Criteria for calculating net profit in accounting TFRS and WPAEs with different tax, class 4/55</li> <li>- Auditor's Report and Practical Views</li> </ul>



Experience:	2016 – Present	Advisor to the Audit Committee Areeya Property Plc.
	1999 – Present	Internal Auditor JCK International Plc. Director AMPRO Audit Co., Ltd.
	1995 – 1999	Accounting Manager Five Star Property Plc.
	1992 – 1995	Deputy Accounting Manager Krisada Mahanakorn Plc.
	1988 – 1991	Senior Inspector Ernst & Young Co., Ltd.

## Attachment 4

### Assets used in Business Operation and Details of Assets Valuation

## Assets used in Business Operation

### 1. Land, factory and warehouse for sale/rent

As of December 31, 2023, the Company and its subsidiaries have land factory and warehouse for sale/rent as follows:

Industrial Estate / warehouse	Area (rai)	Factory/ warehouse with tenants (building)	Empty factory/ warehouse (building)	Factory/ warehouse under construction (building)	Total (Building)	Book Value (Million Baht)	Notes/Obligations
JCK  Land TFD Industrial Estate 1 of 1.57 rai and TFD Industrial Estate 2 of 889.90 rai and land outside the project land 1,006.18 rai	1,897.65	-	-	-	-	4,242.59	Guarantee credit with a financial institution with an area of 886.43 rai with a credit line of Baht 1,600.00 million, with the loan balance as of December 31, 2022 at Baht 703.04 million. Credit guarantee with a financial institution with an area of 26.22 rai, with a credit line of Baht 55.00 million, with the loan balance as of December 31, 2022 at Baht 46.39 million. Guarantee loans with third parties with an area of 161.73 rai, with a credit line of Baht 230.00 million, with the loan balance as of December 31, 2022 at Baht 182.00 million. In February 2019, the Company has used land of 75.22 rai with credit line of Baht 31.56 million as collateral for contingent liabilities. of a subsidiary in a specific business tax case against the Revenue Department.  On July 26, 2019, the Company used 72.37 rai of land with an appraised value of Baht 243.48 million as collateral for the issuance of debentures No. 3/2019.

Industrial Estate / warehouse	Area (rai)	Factory/ warehouse with tenants (building)	Empty factory/ warehouse (building)	Factory/ warehouse under construction (building)	Total (Building)	Book Value (Million Baht)	Notes/Obligations
Leasehold right of land	1,350.23	-	-	-	-	426.50	<p>On January 27, 2020, the Company used land of 417.74 rai with an appraised value of Baht 1,697.06 million as collateral for the issuance of debentures No. 1/2020.</p> <p>On February 17, 2020, the Company has taken 165.65 rai of land with an appraised value of Baht 488.95 million as collateral for the issuance of debentures No. 2/2020.</p> <p>On February 15, 2019, the Company has taken 87.26 rai of land with an appraised value of Baht 418.85 million as collateral for the issuance of debentures No. 1/2019.</p>
JCKU							
<u>Factory</u>							
Laem Chabang Industrial Estate	10.27	4	1	-	5	12.95	-
Bang Saotong Prefabricated Factory	39.95	10	4	-	14	499.55	Credit guarantee with a financial institution, credit line of Baht 300.00 million, with the loan amount as of December 31, 2022 equal to Baht 270.00 million.
<u>Warehouse</u>							
Tha Sa-an Warehouse	57.31	5.5	2.5	-	8	696.65	On March 22, 2019, the Company has taken all the land and buildings of the project with an appraised value of Baht 1,493.70 million as collateral for the issuance of debentures No. 2/2019.
Total	3,355.42	19.5	7.5	-	27	5,877.79	

## 2. Residential (Condominium)

As of December 31, 2023, the Company and its subsidiaries have residential (condominiums) under development as follows:

Project	Area (rai)	Assessment date	Appraisal price (Million Baht)	Book Value (Million Baht)	Notes/Obligations
<b>JCK</b>					
The Colonial Khao Tao Hua Hin	9.04	Dec 19, 2023	588.00	451.98	Placed as collateral for debentures No. 3/2019
Mahadlek Residences	1.82	Dec 14, 2018	414.00	254.11	-
<b>CROWN</b>					
15 Sukhumvit Residences	2.37	Feb 16, 2024	499.06	308.99	The Company has placed 8 condominium units as collateral for convertible No. 3/2019
Total					

## 3. office Building

As of December 31, 2023, the Company and its subsidiaries have assets used in business operations as follows:

Office Building	Area (SQ.M.)	Assessment date	Appraisal price (Million Baht)	Book Value
<b>JCK</b>				
Office Building	1,695.44	-	-	16.43
<b>SG</b>				
SG Land Tower 1	15,022.84	Dec 29, 2022	22.70	-
Millenia	11,941.50	Dec 29, 2022	89.80	54.43
<b>Total</b>	<b>28,659.78</b>		<b>112.5</b>	<b>70.86</b>

#### 4. Other fixed assets

As of December 31, 2023, the Company and its subsidiaries have other fixed assets as follows:

Assets (Unit : Million Baht)	JCK	JCKU	SG	CROWN	TFDRM	RDR	Total
Building renovation	19.80	2.99	-	0.08	-	-	22.87
Office equipment	12.82	1.94	7.71	1.26	0.23	0.10	24.06
Operating equipment	65.90	0.26	8.54	0.37	-	-	75.07
Furniture	-	-	-	0.01	-	-	0.01
Vehicle	51.30	5.58	2.26	-	-	-	59.14
Less accumulated depreciation	(95.86)	(10.77)	(18.45)	(1.66)	(0.22)	(0.05)	(127.01)
<b>Total</b>	<b>53.96</b>	<b>-</b>	<b>0.06</b>	<b>0.06</b>	<b>0.01</b>	<b>0.05</b>	<b>54.14</b>

## Summary of Master Operating Contracts

### Land and office building lease agreements

As of December 31, 2023, the Company and its subsidiaries have land lease agreements as follows:

No.	Parties	Detail of Assets	Term	Remaining	Rental Fee per year (Million Baht)
1	JCK (lessee) with Wachirawut Wittayalai (lessor)	Mahalek Residences Project	The lease agreement is for a period of 30 years starting from the expiration date of the building construction period. On February 7, 2018, the rent was reduced by Bath 250,000, starting from September 2017.	14 years	6.00 (currently reduced to 3.00)
2	JCK (lessee) with Tha Sa-an Temple (lessor)	Land in industrial estate	30 years (June 15, 2018 to June 14, 2048)	25 years	0.81
3	JCK (lessee) with Ministry of Finance (lessor)	Nakhon Phanom Special Economic Royal Property	50 years (July 15, 2019 to July 14, 2069)	46 years	12.23
4	JCKU (lessee) with I-EA-T (lessor)	Land in Laem Chabang Industrial Estate	3 years (January 1, 2022 to December 31, 2024)	1 year	15.19
5	SG (Sub-lessee) with GF Holdings Company Limited (Sub-lessor)	Office Building Millenia	30 years (December 1, 1995 to November 30, 2025)	1 years 11 months	-
6	JCK (lessee) with JCK Hospitality Company Limited (lessor)	Office Building	3 years (September 1, 2022 to August 31, 2025)	1 year 8 months	10.78
7	JCKU (lessee) with unrelated group of people (lessor)	Land in Bang Sao Thong District	30 years (November 1, 2022 to October 31, 2052)	29 years	3.08

## Investment Policy in Subsidiaries and Associated Companies

The Company has a policy to invest in subsidiaries and/or associates that operates real estate development business and businesses related to the Company's core business or businesses that benefit the Company to expand and separate the scope powers, duties and responsibilities in business operations. However, the Company has a policy to supervise the investment companies which will send directors to be representatives in those companies. If it is a subsidiary, the Company will send representatives as directors for more than half of the total number of directors and if it is associated companies the Company will send representatives as directors in proportion to the Company's shareholding. The directors who are representative of the Company must report to the Board of Directors of the business results of the subsidiaries and/or associated companies that may have a significant impact on the Company.

In the event that the subsidiaries will purchase or sell assets of its subsidiaries or the Company will provide financial support to those subsidiaries including agreeing to enter into any related transaction in accordance with the announcements and rules of the Stock Exchange of Thailand on such matters, must comply with all applicable rules and regulations first. In addition, if subsidiaries or associated companies has controlled any action that may have a detrimental effect on the Company's representatives who are directors in that company must be reported and approved by the Board of Directors' meeting before every action.

As of December 31, 2023, the Company has investments in subsidiaries totaling Baht 592.32 million and the remaining book value is Baht 496.62 million, consisting of:

Subsidiaries	Nature of Business	Paid-up Capital (Million Baht)	Proportion of Investment (%)	Value Investment (according to cost) (Million Baht)	Allowance for diminution in investment value (Million Baht)	value investment (as Book Value) (Million Baht)
JCK Utilities Company Limited (Former Total Industrial Services Company Limited)	Construction of standard factories and warehouses for sale and rent	425.00	100.00	425.00	-	425.00
SG Land Company Limited	Office buildings for rent	100.45	49.94	50.16	-	50.16
Crown Development Company Limited	Residential condominiums for sale	220.00	100.00	220.00	-	15.90



Subsidiaries	Nature of Business	Paid-up Capital (Million Baht)	Proportion of Investment (%)	Value Investment (according to cost) (Million Baht)	Allowance for diminution in investment value (Million Baht)	value investment (as Book Value) (Million Baht)
TFD Real Estate Management Company Limited	Acting as the manager of real estate and leasehold investment trusts	38.00	100.00	38.00	-	38.00
Rajdamri Real Estate Company Limited (former Mahalek Luang Company Limited)	Real estate development	70.30	100.00	70.30	-	70.30
<b>Total</b>				<b>592.32</b>	<b>95.70</b>	<b>496.62</b>

The Company also has investments in joint ventures, namely BGY & TFD Property Company Limited “BGY&TFD” which Crown Development Company Limited holds shares in that Company of 51% of the paid-up capital, currently BGY&TFD has a registered capital of Baht 350.00 million, a paid-up capital of Baht 350.00 million. Investment value under the equity method (accounting) as of December 31, 2022 was Baht 422.26 million.

In addition, the Company entered into a joint operation agreement with a group of unrelated parties (Chiang Rai Group) in which the Company's real estate project has a proportion of 51% in assets as of December 31, 2022, the Company has already paid Baht 203 million.

### Property appraisal list

No.	Name of Assets	Property valuation company	Principal assessor	Objective	Assessment date
1	Vacant land in industrial estate project TFDIE 2, area 570-3-86.2 rai	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	To know the value of the property and can be used in the business of the bank	7-Nov-2022
2	Vacant land outside industrial estate project TFDIE 2, area 410-2-98 rai	South East Asia International Co., Ltd.	Miss Sintawadee Thammasukati	For public purposes	18-Dec-2023
3	Vacant land outside industrial estate project TFDIE 2, area 165-2-61 rai	South East Asia International Co., Ltd.	Miss Sintawadee Thammasukati	For public purposes	19-Dec-2023
4	Vacant land outside industrial estate project TFDIE 2, area 130-0-50 rai	South East Asia International Co., Ltd.	Mr. Sathaporn Ratanakamphol	For public purposes	15-Feb-2022
5	Vacant land outside industrial estate project TFDIE 2, area 26-0-89 rai	Knight Frank Chartered (Thailand) Co., Ltd.	Mr. Thanakorn Chatpong	To know the current market value used for credit determination	27-Aug-2018
6	Vacant land outside industrial estate project TFDIE 2, area 72-1-48 rai	South East Asia International Co., Ltd.	Miss Sintawadee Thammasukati	For public purposes	19-Dec-2023
7	Land of The Colonial Khao Tao Project, area 9-0-42.3 rai	South East Asia International Co., Ltd.	Miss Sintawadee Thammasukati	For public purposes	19-Dec-2023
8	Leasehold right of land Soi Mahadlekluang 2	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	For public purposes	15-Feb-2018
9	Residential (condominium) Sukhumvit 15 Residences Project total 8 rooms	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	For public purposes	11-Nov-2022
10	Land and building, Green Park 1, area 57-1-25.20 rai	South East Asia International Co., Ltd.	Miss Sintawadee Thammasukati	For public purposes	9-Dec-2022
11	Land and building, Bang Sao Thong Project, area 17-0-12.30 rai	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	For public purposes	18-Nov-2022
12	Land and building, Bang Sao Thong Project, area 25-2-36 rai	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	For public purposes	18-Nov-2022
13	Millenia Building	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	For public purposes	29-Dec-2022
14	SG Tower Building	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	For public purposes	29-Dec-2022
15	Vacant land outside industrial estate project TFDIE 2, area 87-1-2 rai	South East Asia International Co., Ltd.	Miss Sintawadee Thammasukati	For public purposes	19-Dec-2023
16	Vacant land outside industrial estate project TFDIE 2, area 75-0-87 rai	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	To know the value of the property and can be used for public purposes	17-Nov-2022
17	Vacant land outside industrial estate project TFDIE 2, area 187-3-78 rai	Thai Appraisal Lynn Phillips Co., Ltd.	Mr. Wirat Trithanawat	To know the value of the property and can be used for public purposes	11-Nov-2022
18	Land and buildings, JC KEVIN Sathorn, area 2-3-65.2 rai	T.A. Management Corporation (1999) Company Limited	Mr. Prachum Krueakrat	To know the value of the property and can be used for public purposes	9-Dec-2022

## Attachment 5

### Corporate Governance Policy and Practice and Business Conduct

Principles on the Good Corporate Governance Manual  
and Business Conduct

JCK International Public Company Limited

## General Chapter

### 1. Principle and Rationale

JCK International Public Company Limited, abbreviated as “the Company”, has a clear policy to conduct business with integrity and with a high business ethics under the provisions of the law. The Company realizes the importance of good business management and has studied the principles of good corporate governance for listed companies in the year 2017 of the Securities and Exchange Commission (SEC) and has improved various principles in the Good Corporate Governance Manual and the Company's Code of Business Conduct for adoption in accordance with the Good Corporate Governance Guidelines of the Stock Exchange of Thailand in order to formulate the principles of the Company's business operations for the following important reasons:

- 1.1 In order to comply with the law and to be a good and effective tool for measuring the Company's performance.
- 1.2 This is to build confidence for investors. efficiency reliable and can create additional value (Premium) to the Company sustainably.
- 1.3 It is the creation of a good management system. Starting from the person responsible for setting the policy is Board of Directors. The directors must have visions and understand the business, independent, transparent, and accepted by the public. This will be able to eliminate the influence of interference from various parties.

### 2. The importance of providing a manual on good corporate governance and business conduct

Providing a manual on good governance and business conduct and has a good governance evaluation which can create added value to the Company and benefit all related parties and stakeholders whether shareholders, various agencies and organizations, customers, personnel and the public as follows:

- 2.1 Create transparency and has a clear and international standard of practice.
- 2.2 To increase credibility and confidence to the public, shareholders, domestic and foreign investors.
- 2.3 Build confidence in investment and increase the business value sustainably
- 2.4 Create an acceptable business model and able to compete in free market conditions
- 2.5 Create a bond for the management to exercise power within the scope Including the creation of a framework for the management and Board of Directors to stakeholders and society at large. This creates a system of responsibility to the executives, the executives to the Board of Directors and the Board of Directors to the shareholders hierarchical.
- 2.6 It is a tool to check the work of the Company to give comments and suggestions to improve Operations to be more effective and efficient.
- 2.7 Prevent exploitation, eliminate potential conflicts of interest and enhancing the transparency of manage.

### 3. Code of Conduct for the implementation of the Good Corporate Governance Manual and Business Conduct

In order for good governance to have a real practical effect and benefits to all stakeholders, the Company has prepared the Good Corporate Governance Manual and Business Conduct to be to be key practices as follows:

- 3.1 To define the framework, follow-up performance and maintaining good corporate governance to be consistent with the regulations of the Stock Exchange of Thailand, including roles and duties and the responsibilities of the Board of Directors, the Board of Directors' structure, disclosure information, social responsibility and the code of conduct of the Board of Directors, executives and all employees.
- 3.2 The Company has compiled policies and various ethics about the standards of good business conduct for reference as the base of the Company's performance.
- 3.3 Good corporate governance principles and policies and various ethics in this manual is one of the disciplines that personnel at all levels must understand, adhere to and perform properly in their daily work on a regular basis. and no person shall have the right to or permit any personnel of the Company to perform any act that is contrary to the principles, policies and codes of conduct contained in this manual. If the Company finds a violation of the principles in this manual and fair investigation which results appears to be true, there will be disciplinary action and/or the law as appropriate, as the case may be.
- 3.4 The Company expects all personnel have reported in good faith the conduct that is contrary to or suspected to be contrary to the principles in this manual directly to the supervisor or in cases where it is not possible to report directly to the supervisor may seek advice from higher level supervisors internal auditor or human resources management. The information provided will be treated as confidential information. However, the supervisors themselves have an obligation to monitor and give advice to subordinates in the hierarchy to comply with the policy and the code of ethics set out in this manual regularly.
- 3.5 This the Good Corporate Governance Manual and Business Conduct must be reviewed and updated every year by the Executive / the Office of Director. However, the Company does not intend to formulate policies and codes of conduct in every matter, but only on matters that are important and are currently being practiced. It is always or only having frequent mistakes or complicated practices any policy or code of conduct in this manual, please inquire at the Office of Director or the department which responsible for that matter at all times.

However, in order to verify proper use of discretion can be done by asking yourself first what to do

1. Is this the right thing?
2. Is it acceptable and can be disclosed to society?
3. Is it defamation of the company's reputation?

## Principles on the Good Corporate Governance Manual and Business Conduct

The Board of Directors of JCK International Public Company Limited, abbreviated as “Board of Directors”, recognizes the importance of good corporate governance that corporate governance helps strengthen trust and confidence among investors, financial institutions, business partners and other stakeholders in the business in a sustainable manner, the Board of Directors of JCK International Public Company Limited (hereinafter referred to as the “Board of Directors”) has adopted the principles of corporate governance (CG) and business conduct in “the Company’s Corporate Governance Manual and Business Conduct” as a guideline for directors, executives, employees and other related persons to comply with. The Board of Directors has periodically updated the CG principles as well as disseminated this and other information through the Company’s website at <http://www.jck.international>.

In 2023, the Board of Directors has reviewed the principles appeared in the Company’s Corporate Governance Manual and Business Conduct to comply with the 2017 Corporate Governance Code (“CG Code 2017”) of the Securities and Exchange Commission (“SEC”), and also provided and promoted knowledge and understanding to the Company’s employees about the principles in the Company’s Corporate Governance Manual and Business Conduct, which considered as one of the disciplines to all of the Company’s employees to comply. Moreover, according to the compliance of such principles of the Company’s personnel last year, there were not any disobedience occurred.

The Company’s Corporate Governance Manual and Business Conduct can be divided into 11 important chapters as follows:

- |            |                                                                    |
|------------|--------------------------------------------------------------------|
| Chapter 1  | Business philosophy                                                |
| Chapter 2  | The Board of Directors                                             |
| Chapter 3  | Ethics of the Board of directors, the management and the employees |
| Chapter 4  | Reports on the finance, the management and the internal control    |
| Chapter 5  | Risk management                                                    |
| Chapter 6  | Rights of the shareholders                                         |
| Chapter 7  | Equitable treatment of shareholders                                |
| Chapter 8  | Role of the stakeholders                                           |
| Chapter 9  | Disclosure of the information and transparency                     |
| Chapter 10 | Responsibility for the society and the environment                 |
| Chapter 11 | The anti-corruption                                                |

## Chapter 1 Business philosophy

The Company has the intention to be the best on the organization that does business on real estate development with good management, focusing on increasing the operation to be flexible with the capability in competition and can operate with optimization to the involved persons, including the stakeholders. Moreover, the Company is determined to be an organization with good ethics, transparency and accountability to increase the value to the business and acceptability by everyone involved. From the said intention the Company has prescribed the philosophy in the business for the Board of Directors, the management and the employees to use as guidelines for the operations. It emphasizes the personnel to have good attitude with the learning behavior and development creatively and consciously on the overall society. The said philosophy consists of the following essence:

### 1. Main principles in the business operations and good corporate governance

#### 1.1 Accountability

is the responsibility on decision-making and self-action and can explain the decisions.

#### 1.2 Responsibility

is the responsibility toward the duty with adequate capability and effectiveness.

#### 1.3 Equitable Treatment

is treating the stakeholders and all parties equally, justifiably and explicable.

#### 1.4 Transparency

is transparent operations that can be verified and the information disclosed to all involved parties.

#### 1.5 Vision to create long term value

is having the vision to build added value to the business in the long run.

#### 1.6 Ethics

is maintaining the ethical value while doing the business.

### 2. Corporate Values

- 2.1 To the shareholders - It shall do business with sustainable growth and profitability, considering the good return on investment.
- 2.2 To the customers - It shall build satisfaction to the customers by presenting the products and services with high quality at the international-standard level at the fair prices.
- 2.3 To the employees - It shall support the development on capability of working at the professional level continuously with confidence for the life quality of the employees to be equal to the leading companies.
- 2.4 To the community - It shall be responsible for and has participated in development of the environment with good quality life for the community.
- 2.5 To the trade partner - It shall build good relations for mutual interest.



### 3. Corporate culture

- 3.1 Attitude
  - Having the ownership feeling.
  - Focusing the business interest as priority.
  - It is customer-centered.
  - Focusing the organization to have continuous development.
  - Having the conscience on team spirit with the mutual goal that is clear.
- 3.2 Thinking method
  - Thinking in analytical method with the strategic system and in-line issue.
- 3.3 Working behavior
  - Having the clear framework and working plan.
  - The working method can be adjusted according to the situation.
  - Working in teamwork.
  - Recording and collecting information for analysis and building as knowledge.
  - Having the system to transfer the working method systematically.
  - Knowing how to manage the time.

## Chapter 2 The Board of Directors

### 1. Criteria and procedure for nominating directors and the high-level management

#### 1.1 State of leadership and independence of the Board of Directors

- The Board of Directors under the leadership of the chairman shall have the state of leadership and can control the operations of the management efficiently and effectively to achieve the targets that are the heart of the business of the Company by building and increasing the investment value to the shareholders, the government sectors, the people and the stakeholders.
- The Board of Directors should consist of independent directors with knowledge and capability, and should convene a meeting at least 3 times a month. The independent directors must access to the financial data and other business sufficiently to express opinions independently, keeping interest of those involved by attending the meeting regularly.
- The Company requires that Chairman and Managing Director be elected from the Board of Directors and that they are two different persons where roles and responsibilities relating to policy, performance evaluation and management are separated from each other. The Chairman of the Board shall have leadership skills. His major responsibilities are to ensure that the Board is independent from the management, to adopt meeting agendas based on the Board's responsibility and to effectively chair the meeting of the Board of Directors and Shareholders by encouraging all directors to participate at the meeting.

## 1.2 Elements of the Board of Directors and the appointments

- The Board of Directors be comprised of:  
Executive director,  
Non-executive director,  
Independent Director
- The Company aims to have the independent directors to be the most professional possible, but no less than 3 persons.
- The directors should come from the authorities in various fields to integrate the necessary ability, consisted of the persons knowledgeable in real estate development at least 3 persons, at least one legal-knowledgeable person, and one person in accounting and finance.
- Appointments of the directors should comply with the specific agenda, transparency and clarity by disclosing the number of years each director has been with the Company in the Form 56-1 One Report and the Company's website.

## 1.3 Appointments of other committees

- The Audit Committee: The Board of Directors must appoint the Audit Committee as part of it from the directors at least 3 persons from which 1 person must have knowledge on accounting/finance. The Audit Committee must have the qualification on independence, according to the notice of the SET on the qualification and scope of operations of the audit committee to inspect/supervise the operations of the Company. It shall report on finance, internal control, selection of the auditor, and consideration on the conflict of interest, including reporting on governance of the business of the Audit Committee. At present, the Company has 3 independent directors who are members of the Audit Committee, and all 3 of them have knowledge for reviewing the Company financial report and relevant experience as follows:

- |                    |                              |                          |
|--------------------|------------------------------|--------------------------|
| 1. Mr. Gumpol      | Tiyarat <sup>1</sup>         | Audit Committee Chairman |
| 2. Mr. Tawil       | Praisont <sup>2</sup>        | Audit Committee Member   |
| 3. Dr. Varnadharma | Kanchanasuvarna <sup>3</sup> | Audit Committee Member   |

Noted: <sup>1</sup> Mr. Gumpol Tiyarat has been appointed to the position, Independent Director and Audit Committee Chairman, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023)

<sup>2</sup> Mr. Tawil Praisont has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on May 25, 2023 (according to the resolution of the Board of Directors' Meeting No. 4/2023) which replacement Mr. Chirdsak Kukiattinun who resigned from his position as Director, Independent Director, and Audit Committee Member on May 22, 2023.

<sup>3</sup> Dr. Varnadharma Kanchanasuvarna has been appointed to the position, Director, Independent Director and Audit Committee Member, effective on June 28, 2023 (according to the resolution of the Board of Directors' Meeting No. 5/2023) which replacement Mr. Prasong Vara-ratanakul who resigned from his position as Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration and Remuneration Committee Chairman on June 28, 2023.

- The Good Corporate Governance, Nomination and Remuneration Committee: The Board of Directors' Meeting No. 10/2022 which held on November 14, 2022 has appointed two independent directors to return as members of the Good Corporate Governance, Nomination and Remuneration Committee for another term. Both of Directors are fully qualified according to the criteria of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualifications of independent directors. The two members of the Good Corporate Governance, Nomination and Remuneration Committee whose term of office is three years or until they are no longer the Company's directors, are as follows:

1. Mr. Prasong          Vara-ratanakul <sup>/1</sup>          Good Corporate Governance, Nomination and Remuneration Chairman
2. Mr. Chetawan      Anuntasomboon <sup>/2</sup>      Good Corporate Governance, Nomination and Remuneration Committee

Noted: <sup>/1</sup> Mr. Prasong Vara-ratanakul resigned from the position, Director, Independent Director, Audit Committee Chairman and Good Corporate Governance, Nomination and Remuneration Chairman, effective on June 28, 2023.

<sup>/2</sup> Mr. Chetawan Anuntasomboon resigned from the position, Director, Independent Director, Audit Committee Member and Good Corporate Governance, Nomination and Remuneration Committee, effective on June 28, 2023.

In order to effectively perform their duties and to achieve their responsibilities as assigned by the Board, the Good Corporate Governance, Nomination and Remuneration Committee shall hold the meeting at least 2 times a year to consider and conduct any matters to achieve their responsibilities.

In addition, the Board of Directors clearly states a policy that independent directors shall serve on the Board not longer than 9 years consecutively starting from the date of their first appointment. In case of re-appointment, the Board shall appropriately review towards the necessity.

## 2. Characteristics and qualifications of the Board of Directors

- The Board of Directors shall have the qualification and shall not have disqualification pursuant to the criteria under the Public Company Act.
- The Board of Directors will thoroughly review performance of directors sitting in the board of various companies. In other words, each director should not hold directorship in more than 5 listed companies and non-listed subsidiaries.
- The independent directors must have the qualifications concerning independency, according to the notification of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualification and scope of work of the audit committee, and can oversee the interests of all the shareholders equally, and no conflict of interest between the Company and the management, the major shareholders of other companies, which the management / major shareholders in the same group. Moreover, it shall attend the Board meetings and express opinions independently.

According to the rules and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) Re: Qualifications of an independent director, determine the structure of Listed Company's Board of Directors that shall be at least 3 members of the Board membership is made up of independent directors and the sub-committee should be an independent director. The Company is able to determine the qualifications of an independent director over the standard of SET and SEC.

The independent directors must have the qualifications concerning independency from major shareholders, executives, and related person or director not being as executive of the Company, subsidiary, and associated companies. Those qualifications shall be in compliance with the rules and regulations regarding clause 16: qualifications of an independent director of Notification of the Capital Market Supervisory Board No. TorChor. 39/2016 Re: Application for and Approval of Offer for Sale of Newly Issued Shares as follows.

**Qualifications of independent directors of the Company**

1. Holding shares not to exceed 1% of the total shares with voting right of the Company, its parent company, subsidiaries, associates, major shareholders and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included.
2. Not being or having never been an executive director, employee, staff, advisor receiving regular salary, nor controlling parties of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). Such prohibition shall not include the case that such independent director used to be an official or advisor of the government sector that is the major shareholder or controlling party of the Company.
3. Not being the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters and children. The prohibitive persons also include spouses of daughters and sons of other directors, executives, major shareholders, controlling parties or the person who is in the process of nomination to be the director or the executive or controlling party of the Company or its subsidiary.
4. Not having or having never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholders, or controlling parties of any person having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders or controlling parties of the Company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include any business transaction in ordinary business manner, rent or lease of the immovable property, transaction related to assets or

services, or provision or receipt of the financial support regardless of being lend or borrowing, guarantee, provision of assets as collateral, and any otherwise similar conduct which causes liability or obligation to the Company or counter party, provided that such liability is equal to or exceed 3% of the net tangible assets of the Company or equal to or more than Baht 20 million, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction to be applied mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Not being or having never been the auditor of the Company, its parent company, subsidiaries, associates, major shareholders or controlling parties of the Company and is not the significant shareholder controlling parties, or partners of the auditing firm which employs an auditor to the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Not being or having never been the professional service provider, including a legal service or financial advisor receiving service fees for more than Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders or controlling parties, and is not the significant shareholder, controlling parties, or partners of the above mentioned service firms, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
7. Not being the director who is nominated to be the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor receiving regular salary, nor holds shares for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the Company or its subsidiaries.
9. Not being in any character which may hinder to express independent opinion regarding the business operation of the Company.

Such independent director may be assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company.

### 3. Main duties and responsibilities of the Board of Directors and sub-Committees

#### 3.1 Scopes of authority of the Board of Directors

1. To review and approve actions as required by the laws.
2. To regularly review the managing director's performance; to set managing director's remunerations.
3. To determine the business's vision and be responsible for the business's operation results and performances of the management by promoting attentiveness and prudence.
4. To review and approve major strategies and policies, objectives, financial goals, work plans and to regularly monitor the management for their compliance.
5. To set up a reliable accounting system, financial reporting and auditing as well as a process that evaluates the soundness of an internal control system and an internal auditing system to ensure their efficiency and the effectiveness of the Company's risk management, financial reporting and monitoring practices, at least annually as well as to disclose the review results in the Form 56-1 One Report.
6. To supervise and resolve problems of conflict of interest among stakeholders.
7. To oversee the Board of Directors' practices to be in line with corporate governance and ethical work practices.
8. The Board of Directors has the authority to approve investment items and expenses in projects exceeding Baht 500 million in value which, however, shall be aligned with relevant regulations of the SEC, the Capital Market Supervisory Board and the SET.  
The Executive Committee shall be empowered to approve investment items and expenses in projects for a value not exceeding Baht 500 million, while the Managing Director and the Executive Directors are authorized to approve investment items and expenses not exceeding Baht 100 million in value.
9. The Board shall ensure that the management regularly monitors, evaluates and makes reports on the company's financial status to the Board. The Board and the management shall ensure that any threats to the Company's financial liquidity and solvency are promptly addressed and remedied.
10. The Board shall ensure that it does not consciously approve any transactions or propose any transactions for shareholders' approval which could negatively affect business continuity, financial liquidity or solvency.
11. In the event of financial risk or difficulties, the Board shall enhance monitoring of the affairs of the Company and duly consider the Company's financial position and disclosure obligations.
12. The Board shall ensure that the Company has sound financial mitigation plans considering the stakeholders' rights, including creditor rights. The Board shall monitor the management's handling of financial risk or difficulties and seek regular reports.
13. The Board shall ensure that any actions to improve the Company's financial difficulties, by any mean, shall be prudently made.

### 3.2 Scopes of authority of the Sub-Committees

The Board of Directors has set up 2 sub-committees; namely the Audit Committee and the Good Corporate Governance, Nomination and Remuneration Committee, whose significant responsibilities are as follows;

#### 3.2.1 Scopes of authority of the Audit Committee

1. To review the Company's financial statements to ensure that it reflects the Company's actual financial status.
2. To review that the Company has put in place an appropriate and effective internal control system and internal audit; to approve an appointment, transfer, termination and performance evaluation of head of the Internal Audit Department and to review the Internal Audit Department's independence towards its performance and reporting tasks as well as its line of command.
3. To review the Company's compliance with the laws on securities and exchange, the SET's requirements or other laws relating to the Company's business.
4. To review, select, nominate, appoint and propose the auditor's fee and to review the auditor's independency in case the Company's auditor provides other non-audit services which could lead to its lack of independence; and to organize a meeting with the auditor without the presence of the management at least once a year in order to seek opinions in various matters from the auditor.
5. To review compliance and information disclosure in the case of connected transactions or any transaction with a potential conflict of interest for the purpose of accuracy and comprehensiveness.
6. To prepare the Audit Committee's annual corporate governance report to be signed by Chairman of the Audit Committee. This report will be published in the Form 56-1 One Report and sent to every shareholder. The report will feature the number of the Audit Committee's meetings being held during the year, meeting attendance of each of the Committee's members and their opinions in the following issues:
  - Accuracy, comprehensiveness and reliability of the Company's financial statements;
  - Adequacy of the Company's internal control system;
  - Legal compliance with the laws on securities and exchange, the SET's requirements or other legislations relating to the Company's business;
  - The auditor's suitability;
  - Transactions with a potential conflict of interest;
  - Overall opinion or observation that the Audit Committee has received from performing its duty based on the Charter;
  - Other information that shareholders and investors should learn based on the roles and responsibilities entrusted by the Board;
7. To perform other duties as designated by the Board upon the Audit Committee's approval.

### 3.2.2 Scopes of authority of the Good Corporate Governance, Nomination and Remuneration Committee

The Good Corporate Governance, Nomination and Remuneration Committee has a duty to recommend, supervise and review corporate governance practices of the Company as well as nominate those qualified as the Company's directors to replace directors resigning on rotation or in other cases. The Committee also reviews an evaluation system of performance of the Board and other committees. It is responsible for a succession plan of the Company's managing director, which will then be reported to the Board for approval or for proposing to the Shareholders' Meeting, as the case may be. The Committee also studies changes and trends of director's remunerations and recommend it as a policy to keep quality people with the Company while acting as an incentive to help expanding the Company. Its jobs are as follows:

1. To review corporate governance policies and practices and business ethics to see if they are sound and adequate; and to improve and update such policies for continuity to present.
2. To monitor the compliance of a corporate governance policy and business ethics by the Board, the management and staff according to the Company's practices and policies.
3. To promote compliance with corporate governance policies and practices and business ethics for continued effect and to ensure that it fits with the Company's business.
4. To recommend the Company, the Board, the management and workgroups on corporate governance.
5. To determine how to nominate director or managing director systematically and transparently.
6. To nominate an appropriate person to be as a director or a managing director in case of vacancy for further recommendation to the Board or the Shareholders' Meeting, as the case may be.
7. To recruit future directors to replace those whose term is expired for further recommendation to the Board or the Shareholders' Meeting.
8. To nominate a director qualified as a member of the sub-committee for recommendation to the Board in case of vacancy.
9. To recommend how to evaluate performances of directors, the Board and the sub-committee and to follow up with the evaluation.
10. To review and propose amendments to the scopes of authorities and responsibilities of the Good Corporate Governance, Nomination and Remuneration Committee and to determine its remunerations that suit each situation.
11. To recommend any guideline on remunerations and the method to pay remunerations or other benefits to the Board, the sub-committees and the managing director with fair and reasonable criteria and to propose it to the Board of Directors for consideration.
12. To perform other functions as entrusted by the Board.



#### **4. Role and Responsibilities for Chairman**

The Chairman is responsible for leading the Board of Directors. The Chairman's duties should at least cover the following matters:

- To oversee, monitor, and ensure that the Board efficiently carries out its duties to achieve the Company's objectives.
- To ensure that all directors contribute to the Company's ethical culture and good corporate governance.
- To set the board meeting agenda by discussing with the managing director and the Company Secretary and to ensure that important matters should be included in the agenda.
- To allocate sufficient time for the management to propose topics and for the directors to debate important matters thoroughly, and to encourage the directors to exercise careful contemplation and with independent judgement.
- To promote constructive relations between executive directors and non-executive directors, and between the Board and the management.

#### **5. Qualifications and responsibilities of Company Secretary**

The Board of Directors shall appoint a Company Secretary to oversee activities of the Board and to ensure that both the Board and the Company comply with relevant laws, rules and regulations. The Company Secretary is to oversee the meeting of the Board of Directors and the shareholders as well.

##### **Qualifications of Company Secretary**

- Understand the Company's business and related roles and responsibilities of Company Secretary's functions, including having fundamental knowledge in principles of laws and regulations of governing agencies, the laws on public company and the laws on securities and exchange. The Company Secretary is to seek knowledge from experts or legal advisors to strengthen his/her understanding.
- Being knowledgeable; understand and support the Company's operation to achieve the purposes under the principle of corporate governance and best practices on corporate governance.
- Refrain from seeking personal interest from the Company's business opportunities; be able to keep the Company's secrets; hold morale and ethic and take into consideration of all stakeholders; and refrain from action that could defame the Company's reputation and harm its image.
- Have excellent interpersonal skills; able to coordinate with both internal departments and external agencies.

##### **Roles and Responsibilities of Company Secretary**

- Give basic consultation and advice to the Board of Directors in respect of laws, orders and regulations of the Company, as well as to ensure proper and consistent compliance; as well as to make reports on any significant change in matter of laws to directors.

- Organize the shareholders' meeting and the Board's meeting in accordance with the laws, articles of association and proper practice;
- Prepare and keep documents of the Board of Directors and shareholders; namely registration of directors, invitation letter to attend the meeting of the Board and Shareholders, minutes of the meeting of the Board and Shareholders, Form 56-1 One Report and quarterly financial statements;
- Keep the reports of interests filed by the directors or executives and make submission as required by laws;
- Have information and IT reports under his/her responsibility to be disclosed to governing agencies in compliance with the laws and the Company's rules and regulations on information disclosure.
- Contact and communicate with general shareholders to keep them informed of various shareholders' rights and the Company's news;.
- Conduct any other function as entrusted.

The Company has appointed Miss Siriporn Tamenant, who has proper qualifications as the Company Secretary on November 14, 2007.

<b>Name</b>	Miss Siriporn Tamenant
<b>Title</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Executive Director</li> <li>- Director Deputy Managing Director, Administration and Information Technology,</li> <li>- Company Secretary</li> </ul>
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Arts in English Naresuan University</li> <li>- Bachelor of Science in Business Administration (Finance) Roosevelt University, Chicago, U.S.A.</li> </ul>
<b>IOD Training course</b>	<ul style="list-style-type: none"> <li>- Ethical Audit Committee Program (ELP), Class 2/2015</li> <li>- Advanced Audit Committee Program (AAP), Class 16/201</li> <li>- Director Accreditation Program (DAP), Class SEC/2014</li> <li>- Role of the Chairman Program (RCP), Class 34/2014</li> <li>- Effective Minute Taking (EMT), Class 8/2007</li> <li>- Company Secretary Program (CSP), Class 22/2007</li> <li>- Role of The Compensation Committee (RCC), Class 1/200</li> <li>- Risk Management Program for Corporate Leaders (RCL), Class 5/2016</li> </ul>

**6. Procedures on the Board meetings and the receipts of documents and data**

- The Office of Director to act as the secretary of the Company to hold board meetings, the shareholders' meetings, and to give advices on the various laws that the Board of Directors should know.
- The Company shall set the Board meeting schedule and agenda in advance and notify each director of the schedule so that each member of the Board can manage time to attend the meetings.
- The Board of Directors should dedicate and pay attention to the Company fully and shall be ready to attend the meetings regularly at least once every 3 months, and as required in special circumstances, but not less than 6 times a year. It requires at least one half of the total directors to attend the meeting in order to achieve the quorum. Absence from the Board meetings more than 3 consecutive times without reasonable causes shall be regarded as not wanting to become the Company's director anymore.  
If the meetings are not monthly, the Company should submit to the Board, for the month of not having a meeting, a monthly report on the Company's performance so that it can monitor the management's performance continuously and promptly.
- No less than two-thirds of all directors shall be present at the meeting of the Board of Directors when a resolution is adopted,
- All directors should attend at least 75% of all the numbers of the Board meetings to be held during the year.
- The Chairman of the Board should give approval on the meeting agenda by consulting with the managing director; however, the managing director should consider a request by some directors to put other important matters in the agenda in the next meeting.
- The Chairman of the Board should give confidence that the Board of Directors to allocate the time sufficiently for the management to present documents and information for discussion and adequately for the directors to discuss the important issues.
- The Chairman of the board should have the clear measure for the directors to receive the information involved in advance with sufficient time to study and decide correctly on the matters at each board meeting. Relevant documents for the meeting shall be sent to each director at least 5 business days in advance of the meeting.
- The Board of Directors can access to additional information by requesting documents, data, consultation and various services concerning the operations from the high-level management or the Company Secretary and may seek independent opinions from outside consultants, as necessary, to be supplemental in each meeting, at the Company's expense.
- The minutes of the Board meetings shall be prepared for clarity and reference.

**7. Evaluation of the Board of Directors****Criteria for the evaluation of the Board of Directors**

- The Board of Directors should prepare the self-evaluation form to be used as the framework for examination of the performance of the directors constantly.
- The Board of Directors should set its working standards with criteria and evaluation on its performance in order to compare with the criteria periodically.

- The managing director should participate in explaining the expectations from the Board of Directors.
- The Board should appoint an external consultant to facilitate a board assessment at least once every 3 years, and assessment results should be disclosed in the Form 56-1 One Report.

**The process and the evaluation of the Board of Directors**

- The Board of Directors shall set up an evaluation form where the Board and the sub-committees shall conduct a self-evaluation on a group basis 1 time a year by using a reference from the evaluation form of the SET and the Institute of Directors (IOD) as a framework to check and improve the performances of the directors. The name of evaluated directors and the results derived from the evaluation will not be disclosed. The evaluation form of the entire Board consists of 4 topics as follows:
  1. Structure of the Board
  2. Strategy and directions of the Company
  3. Monitoring and evaluation of the management
  4. Responsibilities of the Board
- To evaluate performances of the Board of Directors, the self-evaluation surveys of each individual director will be gathered. Results of the evaluations in “appropriate” and “to be improved” columns will be added up and divided by the total number of directors conducting the self-evaluation to come up with a percentage from all directors to present a summary of whether each of the topics is appropriate or to be improved.

**8. Development of the Board and the management**

- The Board of Directors encourages and facilitates the directors, executives, Company Secretary and related parties in order to attend coursework training to be organized by the Thai Institute of Directors (Thai IOD), the Stock Exchange of Thailand (SET), or other independent agencies to improve their performances. Whenever a new director is appointed, the management will provide documents and information to be beneficial to his/her performance, including to organize a session to introduce the Company’s nature of business and direction to the new director.
- The Board requires Managing Director to regularly report a succession plan as well as to appoint a successor to replace executives at various levels in case they cannot perform their duty. All the information has already been stated in the Company’s HR policy and HR development plan annually.

**9. Separation of duties and responsibilities between the Board of Directors and the Management**

The Company has clearly defined separate and respective roles, duties and responsibilities of the Company’s Board of Directors and those of the management as follows:

- The Company’s Board of Directors has the role of overall governance and oversight of the Company’s business operations so as to ensure that they are in accordance with all legal requirements as well as the corporate objectives and regulations of the Company as approved by the Board Meeting together with the

Company's policy on corporate governance, where by the Board of Directors need to make decisions with due care, integrity and in an honest manner for the maximum benefit of the shareholders.

- The Executive/Management Group has the duties and responsibilities to undertake normal operating activities of the Company based on policies determined by the Board, so as to achieve the established goals and corporate strategies.

### **Chapter 3 Ethics of the Board of Directors, the management and the employees**

In order to show the intention of the Company in doing the business with transparencies, merits and responsibilities towards the stakeholders, considering the society and the environment, the Company's ethical standards are set for the Board of Directors, the management and all the employees to use as the guidelines in practices in conjunction with the Company's rules/regulations as follows;

#### **3.1 Ethics of the Board of Directors and the management**

To be in compliance with the above principles, the Board of Directors and the management shall conform with the ethics as follows:

1. The Board of Directors and the management shall perform their duty according to the laws, objectives and regulations of the Company and the resolutions of the shareholder's meeting.
2. The Board of Directors and the management must manage the business for the benefit of the Company, the shareholders, and the employees at present and in the future, as well as to maintain the image of the Company.
3. The Board of Directors and the management must manage the business with integrity for the benefit of the Company, the shareholders and the employees at present and in the future.
4. The Board of Directors must have the important role in the control and decision-making on the policy, including appointing the management to manage daily affairs, and each side has the responsibility on the duty towards each other to comply with the objectives and rules of the Company. The Board of Directors should give power to the management to do the daily operation fully without interfering by non-justifiable cause.
5. The Board of Directors and the management must not have conflict of interest or competition with the Company directly or indirectly.
6. The Board of Directors and the management shall manage the operations avoiding conflict of interest with the Company, so the management is effective and beneficial to the Company, including:
  - Not seeking personal interest from the directorship.
  - Not abuse the confidential information of the Company.
  - Not being a director or a management in a competing company.
  - Not having interest in signing a contract for the Company.

7. The Board of Directors and the management must manage the work carefully, and not to create any binding effect to the Company that may have conflict with their duty later.
8. The Board of Directors and the management must not seek personal interest from their working whether directly or indirectly.
9. The Board of Directors and the management must work on their duty in full capacity for the maximum interest to the Company.
10. The Board of Directors and the management must not be an important operator or shareholder or have a family member as a director or shareholder in the business or any business in the same condition and in competition or do the business with the Company regardless of for self-interest or for others.
11. The Board of Directors and the management must not do any kind of conduct that would deteriorate the Company's interest or grant advantage to the other person or company for self-interest or for others.
12. The Board of Directors and the management must determine to prevent and eliminate corruption of all kinds based on speediness, clarity and definiteness.
13. The Board of Directors and the management must be independent in decision-making and performing, including creating satisfaction from the correctness of the decision-making by the Board of Directors and the management.

### **3.2 Implementations by the employees**

The Company's business is the real estate development both in the industrial and residential sectors. The Company shall optimize to the shareholders and that it is necessary to maintain professionalism, flexibility and independence to maintain those characteristics further. Therefore, the Company has specified the guidelines for the employees as follows:

- 3.2.1 She/he does the duty with responsibility, integrity, determination, dedication and observation of the rules and policies with interest of the Company as priority.
- 3.2.2 She/he strictly maintains the confidentiality to the customers, trade partners and the Company, by caring not to allow any documentation or information held as confidential to the Company to be exposed to the outsiders that may cause damage to the Company.
- 3.2.3 She/he respects in personal rights of other employees by avoiding bringing data or information of other employees concerning the operations and personal matters to be disclosed or commented in the way to cause damage to the employees or overall image of the Company.
- 3.2.4 She/he does not defame or do anything to lead into the internal division or damage to the Company or persons involved.

- 3.2.5 She/he maintains and creates unity and team spirit among the employees and helps to support each other for benefit to the Company's work on the overall.
- 3.2.6 She/he treats the colleagues with politeness, spirit and good human relations, by not concealing necessary data for the operation of the colleagues and being in good cooperation with other people, including giving honor to others by not claiming the work products of others as his own.
- 3.2.7 She/he shall behave and develop himself/herself for self-benefit and the Company by always seeking knowledge and experience to build working ability including sharing knowledge experience with co-workers to develop skills in assigned tasks contributes to the success of the Company. In addition, employees must adhere to morality, abstain from all vices and addictions, and not to behave in a way that may cause bad reputation to oneself and the Company.
- 3.2.8 She/he shall notify the superior or the audit committee if the Company or its management or any employee is found to do something in bad faith or corrupt practice.
- 3.2.9 She/he shall pay attention and help in anything to conserve the environment and atmosphere on working, including development of the organization to excellence.
- 3.2.10 She/he should avoid giving/receiving things, entertainment or any benefits from the trade partners or stakeholders of the Company, except for the benefit in doing business in the righteous way of the Company, or in festival or customary tradition at the suitable value. The recipient shall consider if the gift received in the monetary form or things with high value, he/she shall notify the superior and return it.
- 3.2.11 She/he should not express behavior that is sexually harassing whether verbally or physically which is a violation of dignity and privacy rights that makes the victim feel troubled, annoyed, or feel unsafe without consenting to that action, including any action that violates others according to the law.

#### **Chapter 4 Reports on the finance, the management and the internal control**

- The Board of Directors should report on the status evaluation and trend of the Company by summarizing in the terms that is easy to understand in the Form 56-1 One Report of the Company.
- The Board of Directors must prepare the balance sheet, profit and loss statement and report of the auditor together with the Form 56-1 One Report of the Board of Directors to be presented to the shareholders in the annual general meeting (AGM) for approval.
- There shall be an administrative report on analysis in various forms as the Board of Directors may require, in addition to the financial and audit reports.

**The audit committee and the auditor**

- The Board of Directors should provide the system that is official and transparent in maintaining relation with the internal and external auditors with the audit committee as the coordinator.
- The external auditor should confirm independency of himself each year to the audit committee, and the various methods used in the auditing office for confidence of independency of the external auditor.
- The auditor is entitled to verify the reports or other financial reports that the Board of Directors issues together with the financial report that it has audited, and can report the abnormality in the report that is inconsistent with the audited financial statement.
- The audit committee has the duty to be responsible for the review of the financial report.
- The remuneration on the audit and other fees paid to the auditor should be disclosed separately in the financial statement for transparency and independency of the auditor.

**Internal Control**

Realizing the significance of internal control and regular supervision, the Board of Directors has designated the Audit Committee to review and assess the internal control process. The Internal Audit Department which is independent from the management shall directly report to the Audit Committee to ensure efficient and effective performance. The efficiency of the internal control system shall be regularly assessed. The audit should cover everything including the financial control, operations, governance and compliance control, risk management and priority to the unusual items.

**Chapter 5 Risk management**

The Company assesses both internal and external risks that could affect its operation. It analyzes and ranks major risks based on impacts and potentials of the risks to strike each business process as a means to adopt a risk management plan. In addition, risk factors and circumstances are closely monitored.

The Company sets up teamwork or clearly authorizes to the unit within the Company for verifying and governing of the risk management such as financial risks, operation risks, business risks or event risk, etc. and to preparing the risk management report to be presented to the Board of Directors.

In addition, the Board of Directors also discloses risk management practices and risk factors in the Form 56-1 One Report and every time the level of risk exposure changes. This includes giving priority to advanced warning signals and unusual transactions. The Board of Directors also reviews the adequacy of the risk management process and risk management efficiency at least once a year or as deemed necessary.



## Chapter 6 Rights of the shareholders

The Company recognizes the shareholders' rights and avoids any action that violates those rights as well as encourages the shareholders to exercise their right for controlling the Company by appointing the Board of Directors to act as their representatives to make decisions on any significant corporate changes. The Company has established a policy to facilitate and promote participation in the Shareholders Meeting. The principles are as follows:

- The Board of Directors publicly discloses policies to encourage all shareholders, especially institutional ones, to attend the Company's shareholders' meeting.
- The Company provides to the shareholders, in advance of meetings, with the date, time, venue, and all agenda items with the rationale or explanation for each agenda item or resolution in the notice of the annual general meeting or extraordinary general meeting or circulars and/or the accompanying statement.
- The chairman of the meeting should allocate the time appropriately and promote expression of opinions and inquiries at the meeting and allow the shareholders to send their questions to the Company prior to the meeting date pursuant to the determined criteria for accepting advance questions. The Company also posts the process for submitting the advance questions on the Company's website.
- The Board of Directors encourages the shareholders to specify their votes and allows the shareholders to appoint at least 1 independent director to be appointed as their alternative proxy.
- The Board of Directors supports the Company to use technology in the shareholders' meeting, including in recording attendee registration, printing ballots and processing voting results for fast, precise and accurate meeting process.
- Each director, especially the Chairman of the Board/chairman of the committees should attend the meetings of the shareholders to answer the questions by the meeting attendants.
- The shareholders should have the right to vote for each item proposed, and the Board of Directors should not bundle many unrelated businesses for approval in one resolution. In addition, there will be separate voting in each item where there are several items into the same vote; for example, election of directors.
- The Company appoints an independent party of scrutineers/inspectors to count and/or validate votes at the annual general meeting or extraordinary meeting of shareholders. This scrutineer shall be disclosed at the meeting and recorded in the minutes.
- For the sake of transparency and inspection, the Board encourages the use of voting cards for important agenda items such as related party transactions or disposal of significant assets.
- The Board make publicly available on the Company's website by the next working day the result of voting during the annual general meeting or extraordinary general meetings of shareholders for all resolutions.

## Chapter 7 Equitable treatment of shareholders

The Board of Directors provides convenience at the shareholders' meetings with equal treatment for all, and nothing shall limit the information of the Company and the attendance into the meetings of the shareholders.

- The Company shall release its annual general meeting's notice, with detailed agenda and explanatory circulars from the Board to the Stock Exchange of Thailand and disseminate them through the Company's website at least 30 (thirty) days before the date of the meeting. Moreover, the Company's notice of shareholders' meeting will be fully translated into English and published at the same time as the local language version. The Company will deliver an invitation letter to attend the meeting to shareholders at least 7 days before the meeting date or as required by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- The Company shall inform the shareholders of the meeting procedures and voting criteria, including the voting rights attached to each class of shares. If a shareholder who is in a management position shall not add any agenda item which is not being notified in advance, especially if it is an issue that will require shareholders to spend a good deal of time to study before deciding.
- The Board pre-determines the criteria on allowing minority shareholders to clearly propose any agenda item in advance of the meeting date, in order to indicate equitable and transparent measure whether or not such proposed item will be added. The Board also establishes procedures for the nomination of director candidates by minority shareholders via the Company's nomination committee 3 to 4 months prior to the meeting date, together with supporting information on the candidates' qualifications and their consent.
- The Board allows the shareholders to vote on individual nominee in election of directors.
- The Board has adopted a policy that requires any director having an interest in any agenda to refrain from attending the meeting in that agenda. The directors are to report their interests at least before the agenda starts which shall be recorded in the minutes of the Board of Directors' Meeting.
- The Company has a policy to continue executing connected transactions carried out at present in the future, subject to the corporate governance principle where conditions of the transactions will be aligned with ordinary course of business and at a market price which can be comparable to a price offered to the third party. In addition, the Audit Committee will take part in the process to review the soundness of the connected transaction's price and its rationality.
- The Board of Directors will comply with the laws on securities and exchange as well as regulations, announcements, orders or requirements of the Office of the Securities and Exchange (SEC), the Capital Market Supervisory Board and the Stock Exchange of Thailand (SET) when executing a connected transaction possible taking place in the future. The Board will also comply with requirements to disclose information of connected transactions to be happened in the future which will remain relatively the same as present. However, the volume may be subject to change based on necessity and suitability to the business of the group of the Company.
- If the Company or its subsidiaries execute a connected transaction with a person who may have a conflict of interest, a stake holding or a conflict of interest in the future, the Company will have the Audit Committee to express its opinion regarding the transaction's necessity and soundness. If the

Audit Committee doesn't have any expertise to review such connected transaction, an independent expert or an auditor of the Company will provide an opinion instead for the Board's or the shareholders' decision-making process, as the case may be. The Company will disclose the connected transactions in notes to the financial statements as audited or reviewed by the Company's auditor.

- The Board establishes written procedures concerning the use and protection of inside information and communicates them to everyone in the Company to follow. Every director and executives regularly submit to the Board a report on their ownership of the Company's shares and this information will be disclosed in the Form 56-1 One Report.

In the past year, the Company has not had any cases where the Company has been compared, fined, or criticized or there is a civil action by regulatory agencies about the following matters;

- Equitable treatment of shareholders regarding share repurchases.
- Preventing shareholders from being able to communicate with each other.
- The agreement between shareholders is not disclosed. (Shareholders Agreement) that has a significant impact on the Company or other shareholders.

## **Chapter 8 Role of the stakeholders**

- The Board of Directors is aware and gives confidence that the stakeholder of the Company will be treated carefully.
- The Board of Directors should report a non-financial data that shows the stakeholders are taken care and considered well in making a decision of the Company.
- The Board of Directors should fully specify who the stakeholders of the Company are and rank their priority for consideration without any mistake or failure in business operation at the end.

The roles of the stakeholders of the Company are segregated as follows:

### **8.1 Responsibility for the shareholders**

The Company is determined to be a good representative of the shareholders in doing business in order to create highest satisfaction for the shareholders, considering the value growth of the Company in the long term and a good return on investment continuously at suitable levels. It shall carry on business transparently and create confidence of the accounting system. To comply with said principles, the Company embraces these guidelines:

#### **8.1.1 The Company's growth of value in the long term;**

- It performs the duty with integrity and fairness to the major and minor shareholders for overall maximization.
- It manages by using the knowledge, ability and skill in full capacity, including carefulness and prudence in the decision-making in any cases.
- It shall not do anything to cause conflict of interest to the Company.

#### 8.1.2 Disclosure of information

- It reports the status and the future trend of the Company to the shareholders equally, regularly and fully as it actually happens.
- It shall not seek any benefit for self-interest and to any involved persons, using any information of the Company not being disclosed to the public.
- It does not disclose any confidential data to outsiders, which may cause adverse effects to the Company.

### 8.2 Relationship with the customers

The Company is determined to create satisfaction and confidence with the customers to receive the good products and service with the quality at the suitable price, including maintaining good and sustainable relations, so it has set the guidelines as follows:

- 8.2.1 Producing quality goods and service with determination to develop the standard of the goods to have higher quality continuously, and revealing the information on the goods and service correctly and completely without distortion of facts and keeps up-to-date.
- 8.2.2 Providing warranty on the goods and service under suitable conditions.
- 8.2.3 Introducing the system for the customers to make complaint on the goods and the service, and operating the best for the customers to receive quick response.
- 8.2.4 Not making excessive profit compared with the quality of the goods or service in the same type or kind, and not specifying any trade conditions that are unfair to the customers.
- 8.2.5 Complying with the terms and conditions provided to the customers strictly, and if it cannot be done, notifying the customers in advance to consider a joint correction.
- 8.2.6 Comply with the Personal Data Protection Act and other related laws. To protect personal information and keeping the confidentiality of the customers seriously and constantly, including not using for self-interest and for the involved persons illegally.

### 8.3 Relations with its trade partners, competitors and creditors

The Company shall consider the equality and integrity in the business operations and the joint interests with its trade partners in compliance with the laws and rules strict manner and good ethics in the business operations. While the business is in competition, the Company shall adhere to the rules on good competition, and the Company will comply with guidelines and fairness in borrowing money from the creditor and repayment. In order to comply with said principles, the Company has specified practical guidelines as follows:

#### 8.3.1 Relations with the trade partners

- It shall not demand or receive or pay the benefit of any kind in bad faith to or from its trade partners both directly and indirectly.
- It shall comply with the existing conditions strictly with partners.

- In case of non-compliance with the conditions, it shall notify the trade partners in advance to jointly find the guidelines on solving the problems with justification.

#### 8.3.2 Relations with the trade competitors

- It shall comply with the rules on good competition.
- It shall not try to destroy the reputation of the competitor by slandering with baseless allegation.

#### 8.3.3 Relations with the trade creditors

- It shall maintain and comply with the conditions with the creditors strictly on repayment and care of securities, guarantees and other conditions, including not using the funds received from loans to be contrary to the objective in the agreement made with the lenders.
- Report the financial status to the creditors with honesty.
- Report to the creditors in advance if it cannot comply with the obligations in the contract, and try to find guidelines on a joint solution.

### 8.4 Responsibility for the employees

The Company shall regard the employees are a factor to its success, therefore, we are committed to promote training, development, and strengthening of culture and good atmosphere, including promote teamwork for confidence of the employees and that they can do sustainable work with the Company.

The Company specifies the guidelines as follows:

- 8.4.1 The employees to receive fair remuneration in the form of salaries and/or working compensation, including the various fringe benefits such as provident funds, providing and vaccination services against diseases, etc.
- 8.4.2 To provide cares for the working condition with safety for the life and property of the employees.
- 8.4.3 To appoint and transfer, including to present rewards and make disciplinary action with equality, honesty and justification based on the knowledge, ability and suitability, including the conduct or performance of the employees.
- 8.4.4 To do priority on development and transfer of knowledge and ability of the employees by giving opportunity to the employees widely and regularly.
- 8.4.5 To listen to the ideas and propositions from the employees at all levels equally and equitably.
- 8.4.6 To comply with the laws and regulations concerning the employees strictly.
- 8.4.7 To manage by avoiding anything unfair, which may have effects on the duty stability of the employees.
- 8.4.8 To treat the employees with politeness and respect equally for everyone.
- 8.4.9 To encourage the employees to have an opportunity to notify on illegality of the Company by reporting to the superior or the audit committee.

## Chapter 9 Disclosure of the information and transparency

The role of the Board of Directors concerning the disclosure of information and transparency:

- The Board of Directors has the duty to disclose information on financial and non-financial report sufficiently, reliably, and in time for the shareholders and the stakeholders to receive the information equally as prescribed by the law, regulation and the public sector involved.
- The Company should prepare the corporate information carefully, clearly, and compactly, using simplified language with transparency and shall regularly disclose important information on both positive and negative sides which carefully not to cause users misunderstanding and confusion of factual information. The Company shall pay more concentration on contents rather than format and shall specify important information or relevant assumption in completion.
- The Company shall provide an investor relations unit to publicize/communicate informative data that is beneficial to the shareholders, the investors, the securities analysts and the involved persons to obtain the information of the Company.
- The Board of Directors should provide sufficient resources to help develop capability of the management in presenting information and communications.
- In addition to disclosing information as specified in regulations of the SET and the Form 56-1 One Report, the Company shall disclose information, both in Thai and English, via the Company's website. All disclosed information will be up-to-date with the minimum information as follows:
  - Objectives of the Company.
  - Financial status and operation results of the Company (the current and the previous year).
  - Direct and indirect shareholding structure and the right to vote.
  - List of the directors, committees, the senior management and their remuneration.
  - Factors and policies on risk management that is visible, concerning the operations and finance.
  - Issues with essence concerning the employees and the stakeholders.
  - The Board encourages the company to make a Management Discussion and Analysis (MD&A) for each quarterly financial statement, to help investors better understanding of changes in the Company's financial status and performance in each quarter, not to be presented only with the figures in financial reports.
- It should disclose in the Form 56-1 One Report on the number of times that each of the directors and/or the sub-committees attending the meetings, compared with the number of times of the Board meetings and/or the sub-committees in each year, including the ongoing professional education or training of its directors, which are disclosed in the Form 56-1 One Report.
- The Board should ensure that audit and non-audit fees are disclosed.

## Chapter 10 Responsibility for the society and the environment

Having a vision to be a business with social and environmental responsibility, the Company has set up a working committee to oversee environmental management issues when conducting business. A social responsibility strategy has been concretely adopted to maximize the management of various projects by improving environmental protection processes and practices and by conducting an environmental impact

assessment before a project starts. The Operation Department may directly report the Good Corporate Governance, Nomination and Remuneration Committee when necessary. and the performance report must be reviewed at least once a year. In addition, a business review will be conducted from the perspectives of social responsibility, risk assessment and effects to sustainable growth where plan and practices to respond to the issue of social responsibility will be strategically adopted. Moreover, in each year the Company will arrange the seminar to provide knowledges to the Company's personals about the policy of social responsibility and the environment.

The Company and its subsidiaries are responsible for pursuing business on the basis of policies and plans adopted within the framework of social responsibility and are also responsible for strengthening our knowledge and understanding within the responsible context through the monitoring and the reporting. As a result, the Company has come up with the following practices with a view to pursue a sustainable business development:

- 10.1 By using a benefit from natural resources, the Company will consider the option with minimum impact on the society, environment and life quality of the people.
- 10.2 To support the creative activities for the society and environment regularly from the Company's profit.
- 10.3 To inculcate the conscience of social responsibility and the environment among the employees at all levels continuously and earnestly.
- 10.4 To give priority of all transaction deal with the trade partners who has the same goal in society and environment.
- 10.5 To treat and cooperate or control for strict treatment, according to the intention of the law and regulations, issued by the corporate governance section.
- 10.6 The Company regards it as a main duty and policy to give priority to the activities of the community and society, aiming for development of society, the environment, creativity and conservation of the good natural resources, including to support education to the youth and public activities that benefit the deprived communities to be stronger, self-reliant, and to be under the self-sufficient economy with creativity to skill and development of occupation to the general communities.

## **Chapter 11 The anti-corruption**

To assure that the Company has put in place appropriate policy, practices and requirements to prevent corruption possibly incurred from the business activities and to encourage thorough decisions and actions that could potentially be exposed to corruption risk, the Company has adopted an anti-corruption policy in writing as a clear practice for the operation and for sustainable corporate development. Moreover, in each year, the Company will arrange a seminar to provide knowledges to the Company's personnel about the policy of the anti-corruption.

**Roles and Responsibilities**

1. The Board of Directors has roles and responsibilities to adopt a policy and to supervise a system that will effectively support anti-corruption practices. This is to create awareness among the management on the importance of this practice and thereby to promote it as a corporate culture.
2. The Audit Committee has roles and responsibilities to audit financial statements and the systems of financial and account reporting, internal control, internal audit and risk management for compliance with international standards while making sure that they remain precise, sound, sophisticated and effective.
3. Managing Director, the management and executives have roles and responsibilities to set up a system that will help supporting and communicating an anti-corruption policy to employees and related parties. Including reviewing the appropriateness of the system and various measures to be consistent with changes in business, rules, regulations, and legal requirements.
4. An internal auditor has roles and responsibilities to audit and review compliance with policy, practice, authority and regulatory rules and laws to ensure that the Company has indeed an adequate and appropriate system against potential corruption risk. The internal auditor directly reports to the Audit Committee.

**Practices**

1. Directors, executives and employees at all levels are to comply with the Company's anti-corruption policy where they shall neither directly nor indirectly be involved in corruption.
2. Employees must not remain ignorant if witnessing action potentially qualified as corruption in relation to the Company. They shall report the incident to supervisors or responsible persons and cooperate with the examination process. In case of doubt or question, employees should consult with supervisors or persons designated to be responsible for such policy compliance through available channels.
3. The Company will protect and fairly treat employees who report or refuse to be involved in corruption in relation to the Company through measures designed to protect whistleblowers of corruption.
4. Corrupting is an offense and is subject to disciplinary actions based on the Company's regulations. Besides, corrupted persons may be subject to legal punishment if the action is found illegal.
5. The Company underlines the importance of disseminating anti-corruption information and knowledge and making the third party collaborating with the Company or whose action could affect to the Company comply with this anti-corruption policy.
6. The Company commits to promote and nurture the corporate culture that corruption is unacceptable when conducting transactions with either the public or private sectors.

**Reporting of grievances and whistle-blowing**

The Board of Directors has adopted whistle-blowing or grievance measures which allow employees or stakeholders to file complaints against legal violation, corrupted malpractice or improper behavior of the Company's personnel. In addition, measures to protect them are also adopted to enable stakeholders to effectively help protecting the Company's interests.



Issues to be reported

- Legal violation, corruption against the Company's regulations or wrongdoings committed by the directors, executives and employees.
- Unusual items in financial statements or defected internal control system.
- Matters that could jeopardize the Company's interests or reputation.

In the past year, the Company has not received any clues or complaints as detailed above.

Channels of Grievance

Company's website: [www.jck.international](http://www.jck.international)  
Email: [cs@jck.international](mailto:cs@jck.international)  
Address: JCK International Public Company Limited  
18, Soi Sathorn 11, Yaek 9, TFD Building, Kwaeng Yannawa,  
Sathorn District, Bangkok 10120  
Tel: 0-2676-4031-6

All grievances will go through independent directors or members of the Audit Committee for investigation of the matter based on a process already adopted by the Company before reporting the result to the Board.

Whistleblower Protection Mechanisms

- A database of confidential information received from whistleblowers will be established. Only executives from Deputy Managing Director level and above will be authorized to access the database.
- It's the duty and responsibility of supervisors and heads of the person whose action is reported to protect whistle-blowers, witnesses and collaborators from being exposed to danger, threat or injustice resulted from such reporting, from being the witness or from confiding the information.

## **Significant Company's Policies**

### **1. Policy on Human Rights and Human Resources Management**

#### **(1) Human Rights**

The Company respects rights of employees and other interested persons without prejudicing to treat them on their own attitude, point of views, ethnics, skin tones, religions, genders, sexual favors, nationalities, ages, handicapped or any status that is deemed as the rights of human. The Company shall implement and apply reasonable human right's standards to every business transaction and shall concentrate on eliminating unfairness, selective treatment, threats and all other violation of rights. The Company shall not hire any illegal young labors, force labors or slaves or forced overtime labors. The Company shall not hire any person of age lower than 16 years old, and underage labors shall not be absolutely hired, except for the case of compliance in legal and requirements on ages, hiring hours, remuneration payment, health and safety.

#### **(2) Human Resources Management**

The Company considers all employees as core resources that bring success, progress and sustainable growth to the Company through their teamwork and dedication. The Company aims to elevate the employees' capabilities to excel their performance by developing them in knowledge management and working culture and to providing them with sufficient and modern tools and equipment and competitive remuneration and welfare as those in the same business nature. The Company shall also create good working condition and environment and safety. The employees will work with integrity, concentration, dedication and compliance with the Company's interests being upheld. The management shall be responsible to manage human resources for utmost efficiency, performance and interest.

Factors of the policy to be used as guidelines are as follows;

**(2.1) The policy and guidelines in relation to human resource recruitment**

(2.1.1) The Company has a policy to promote progress of work for employees in all respect by which any vacancy of work position in the Company or its affiliate shall be initially recruited internally.

(2.1.2) The Company will not support any utilization of human resources on unnecessary basis. Therefore, any new recruitment shall be in compliance with the manpower plan both in quantity and quality as approved by the approving authority only.

(2.1.3) In recruiting personnel, the working unit and the responsible person shall consider.

- a long-term necessity for the Company relating to skills, consciousness, attitude and behavior of personnel to be filled in any vacancy.
- a possibility and difficulty in developing personnel to fill into the position as required by the Company in long-term considering from a knowledge basis and potentiality of that personnel to fill into.
- The recruitment process shall be fair and transparent in every step.

(2.1.4) In recruiting personnel with qualification to match suitably with the manpower plan required by the Company, the working unit and the responsible person shall do as follows.

- For the Company's employees, there shall be a process to monitor and study work performance assessment in a proper system and proximity by regularly consulting with the head of unit.
- For the new recruitment, there shall be a long term and proper advance preparation.

**(2.2) The policy and guidelines on the progress of work of the employees**

(2.2.1) The Company has a policy to promote the employees for their success, progress and growth along with the Company.

(2.2.2) In obtaining a professional progress, the employees shall be responsible for their self-development with the support from the superior in providing information and suitable and possible guidance on the basis of the Company's need.

(2.2.3) The Company shall implement activities that support the employees' progress such as promotion, relocation, conference and training, special assignment and succession plan for instance.

**(2.3) The policy and guidelines on the employees' remuneration**

(2.3.1) The Company shall provide to the employees a remuneration payment system together with other benefits related to the employees' working on a fair and motivating basis comparable to those of leading group of business of the same class and other related businesses. The working unit and the management being responsible for the remuneration administration shall make a frequent survey in the market place as necessary.

(2.3.2) In administration of the remuneration system, the financial capability and performance of the Company and the employees' capability and their performance shall be brought into consideration.

(2.3.3) The Company expects that the employees will be aware for their plans on quality of life. The Company, therefore, supports on the saving of the employees when they retire by setting up a provident fund for such purpose and the Company has contributed a portion.

(2.3.4) The Company provides welfares for the employees as deems necessary and appropriate in order to be as a support and security to the employees as much as possible. The Company expects that the employees will pay attention to and plan for their life for good health of their own and their families.

**(2.4) The policy and guidelines on the employees' development**

(2.4.1) The Company intends the employees to have working capability and skills to be as those of a leading group of business of the same class and similar. The Company will, therefore, promote and support the employees' development in every aspect regularly in order to achieve said goal.

(2.4.2) Every employee and superior in any level shall realize the essence of attending the seminar and the training, and the employees shall attend the seminar and training as specified by the Company.

(2.4.3) The Company requires the employees to have willingness and strive for increasing their knowledge and skills regularly for sake of their own development.

**(2.5) The policy and guidelines on work performance evaluation**

The Company has an intention and a clear policy to provide a work performance evaluation system for the employees on an ethical and fair basis in order to maximize motivation of the employees' working performance.

**(2.6) The policy and guidelines on discipline and complaint**

(2.6.1) It is a duty and responsibility of all superiors to supervise and control the employees under his/her supervision to strictly comply with the discipline in order to prevent any fault or serious mistake to their work, other employees or to the Company.

(2.6.2) The employee who commits disciplinary fault shall be subject to disciplinary actions as appropriate in order to prevent a reoccurrence or more serious fault. Said disciplinary action shall be taken without malice, slander or unfair treatment.

(2.6.3) A violation in discipline, even it is the same mistake, may generate a different penalty if that mistake is a reoccurrence or committed by willingness or create impact or likely to materially affect the Company in a different way.

(2.6.4) The employee shall act in compliance with the behavior standards as regulated by the Company. Any employee who is non-compliant shall be warned by the superior or subject to disciplinary actions pursuant to the Company's policy and working regulations or guidelines as specified.

**(2.7) The policy and guidelines on the termination of employment**

(2.7.1) The employment status of an employee shall be terminated when

- decease
- resign
- resign before retirement
- disqualified or prohibited as specified
- retire
- terminate of employment

(2.7.2) For the termination of employment, it is a duty of the line superior to inform the employee under his/her report on the cause and the background for said termination of employment.

(2.7.3) The Company shall consider any benefits to be derived by the employee when his/her employment is terminated in conformity with the laws, regulations and policies pursuant to the cause of said termination.

(2.7.4) In order for the Company to be in competitiveness with other business, the Company may abolish or terminate any position that is deemed unnecessary or the employment of that position which is not performing.

## **2. Policy on Accounting and Financial Reporting**

**(1) Accuracy of the Company's Records**

The record of the Company's businesses is essential for accounting and financial reporting which has to be accurate, timing, reasonable and reliable for submission to the management, shareholders, investors, governmental agencies and other related person. Therefore, it is important that all levels of personnel must strictly comply with accounting and financial control procedures, regulations and internal control system as well as accounting and financial requirements of the Company as follows.

(1.1) All business transaction of the Company must be recorded accurately and inspected without limitation or exception in any respect.

(1.2) Any accounting records and business records must be true without distortion or false statement regardless to whatever purpose.

(1.3) Every level of employees shall conduct business transaction to be consistent and conformed with regulations and requirements of the Company with a complete supporting documentation for all entries to the Company's business records. A sufficient and suitable information shall be timely supplied to a recording personnel who has a duty to record, prepare and assess the accounting and financial reports in order that he/she shall be able to record and prepare all types of the accounting and financial record of the Company into the accounting system with accurate and complete details.

**(2) Accounting and Financial Reporting**

The personnel who has a duty to record, prepare, assess and maintain information and/or all types of accounting and financial records of the Company shall always realize that the Company pays high respect with accuracy of all records for accounting and financial reports preparation by using appropriate accounting policy and regularly conducting and complying with generally accepted accounting principles and disclosing sufficient important information and in accordance with the Company's accounting and financial requirement that

(2.1) All employees shall not distort information or make false statements whether or not they are business information relating to accounting or financial or information on operation;

(2.2) All employees shall realize that the accuracy of accounting and financial reports is joint responsibility of the Company's Board of Directors, management and the personnel who is responsible in accounting and finance.

(2.3) All employees who are involved shall be responsible in preparing and/or providing the business information records.

**(3) Legal Compliance**

(3.1) The personnel in all levels shall comply with regulations and related legal requirements in order to ensure that accounting and financial records of the Company are accurate and complete as well as the performance in their other responsibilities.

(3.2) The personnel in all levels shall abide with honesty, without prejudices, and with integrity in keeping records. Said integrity means to include non-involvement in any illegal or unethical activity.

(3.3) The Company absolutely prohibits to record false statements or an intention to create misunderstanding records.

**3. Policy on Internal Control****(1) Objectives of the internal control**

"Internal Control" is the process of working or implementing the job that the board of directors and personnel of all levels of the Company have provided for reasonable assurance on the operations of the Company to achieve the following objectives:

- The operations shall have efficiency and effectiveness by achieving the goal of the Company, including caring not to lose or misuse the assets.
- The financial reporting must be accurate, reliable and in-time presentable.
- The implementation and compliance requirements shall be performed strictly under the rules, regulations and the laws of securities and the Stock of Exchange of Thailand, or the laws relating to business of the Company.

**(2) Importance of the internal control system**

The internal control system is the important mechanism that provides reasonable assurance to the management.

- To reduce business risks.
- To do business effectively with suitable allocation of the resources and to achieve the established goals.
- To prevent missing, damaging or losing of assets from any corrupt practice.
- To assure the accuracy and reliability of the financial reporting.
- To support the personnel to adhere to the laws and rules involved.
- To provide protection on the investment of the shareholders.

The internal control is the main factor behind the success of all business either in government or private sectors. No matter what the business classification is, the management, as the leader, must perform their duties not only to properly set up various elements and environment of internal control within their units, it should also:

- Create mind-set and encouragement to subordinates of all levels to realize the importance of constant and continuous coordination and adherence to the measures and mechanisms of the internal control system set up by the management to achieve the established objectives.
- Regularly monitor and evaluate the result of internal control in order to obtain suitable strategies and mechanism under the variation in difference circumstance of risks.

The internal control, regardless of design or implementation, shall give only confidence at the reasonable level as it can be protective from loss, waste or the operation will be accomplished and become effective. However, it cannot assure or give confidence of the business success, because the internal control has several limitations, which mostly involving with the human behavior.

### **(3) Policy on internal control of the Company**

The Company emphasizes that its management must be aware of the importance of internal control which is adequately efficient to acceptable risk level and suitable with the circumstances of the job or activity of that units. It divides the duties and responsibilities concerning the internal control of the Company as follows:

(3.1) The Board of Directors as well as the audit committee must perform their duties and responsibilities to provide the effective internal control system, to manage and control of risks in the suitable level and by specifying the policy concerning to the internal control system, risk management, and monitoring of the evaluation constantly whether or not the established system goes as planned. However, the audit committee has the duty to review that the elements of the internal control system of the five aspects are complied with effectiveness as follows:

- The business has good control environment.
- The business has proper procedure of risk assessment.
- The business has good control on activities
- The business has good system on information and communication.
- The business has good system on monitoring and evaluation.

(3.2) The management has the duty and responsibility to fulfill the policy which the Board of Directors has delegated, so the Company determining the management to treat the internal control as important. The management has the direct duty and responsibility to provide the internal control system in the Company, including works or various activities of all levels or latent in the business methods of the management function by:

- The senior management shall provide the internal control that covers all elements in the Company, encouraging the subordinates to have discipline and good conscience on the internal control.
- The middle management shall provide the internal control to their works with the responsibility to evaluate the efficiency of the internal control, adjust the system to be concise and review on its compliance.

(3.3) The employees of all levels must perform their duties in compliance with all laws, regulations, rules, announcement, policies, plans, measures, and the internal control system the management has established by focusing on the importance and conducting their duties consistently and regularly to ensure the efficiency of internal control system. As a result, the operations shall comply with the goal effectively and economically. All the employees must have the conscience to be aware of the importance of the internal control.

(3.4) For the internal control framework, the internal auditor has duties and responsibilities in evaluation of the internal control, and examination of the operating system, periodically and regularly in order to assure that various control measures are suitable with all significant situation, circumstance and incidence of risk. The internal auditor shall recommend the senior and middle managements in order to provide the efficient internal control measures for the company's business units, which shall become as a policy that the internal auditor shall be independent in conducting appropriate examination as he/she deems suitable in accordance with the professional standards of internal audit.

- The internal auditor has the right to request for checking the assets and activities, including the books, accounting, supplementary documents on the records and bookkeeping, correspondences and reports involved.
- The internal auditor can ask the audited units to give data, explanations and delivery of the documents on the audited matters.

In this regard, the personnel of all levels must provide full cooperation and to provide the completion of information needed by the internal and external auditors which their duties is examination and evaluation to ensure that the internal control sufficient and effective as intended to respond with the company goal, and give recommendation for improvement, as it deems appropriate.

#### **4. Policy on Risk Management**

In the conduct of business, the Company has to confront several risks and uncertainties which can materially affect its incomes, profits, assets, liquidity and share price. Since today's connection between financial and economic activities has been very sophisticated, the Company therefore has to adjust itself to

face with economic dynamism that could affect the Company's business direction, strategy, decision-making and its operation. As a result, to minimize business volatility, the Company has adopted an integrated risk management process in writing covering product risk, income risk as well as risk from natural disasters, competitions, finance and lending both at the management and operational levels to be used as the direction in order to significantly achieve its goals and targets.

Aside from these risks, there could be other risks that the Company is not aware of or cannot yet identify at the moment. In addition, certain risks that it believes having no material effect at the moment may become significant in the future. The stakeholders should, as a result, consider both the impacts and possibilities and other possible risk factors that the Company may confront aside from those stated here.

(1) Employees at all levels shall be responsible for risk management. They must be aware of operation risk both in their functions and within the organization where risk management shall be determined how it should be managed at an appropriate and sufficient level.

(2) The Company shall promote and support risk management to be as an important tool to manage the Company. The risk management system shall be a part of a decision-making process, strategic planning as well as the Company's action plan and operation. The risk management system shall also be directive for the Company to achieve its objectives, goals, visions, mission and strategies. Personnel of all levels must understand and collaborate in the implementation of risk management for a good corporate image, to strengthen its corporate governance (CG) practice and operation excellence and to create confidence of shareholders or stakeholders.

(3) Financial and non-financial causes of risk that could affect the Company shall be identified and risk shall be assessed whenever there is a change of risk factors affecting the Company's investment funds.

(4) Types of risk and acceptable levels of risk shall be identified for use as criteria to respond to the Company's risks.

(5) Risk prevention and mitigation guidelines shall be adopted to avoid possible damage or loss. In addition, the Company shall regularly monitor and evaluate risk management results quantitatively and qualitatively for better accuracy.

(6) The Company shall introduce a sophisticated information technology (IT) system to manage the Company's risks and it should enable personnel at all levels to extensively access risk management information. Besides, the Company should put in place a risk management report mechanism to allow the Board to efficiently manage the Company's risks.



In addition, the Company has determined roles and responsibilities and approval authority regarding risk management. It has already posted the risk management policy and procedures on its website for every work units to acknowledge and conform. Besides, a risk management report has been prepared and submitted to the Board for refinement of the Company's risk management plan.

## **5. Policy on Conflicts of Interest**

### **(1) Policy on conflicts of interest**

The policy of the Company related to conflicts of interest is based on the principle that any decision-making of the personnel at all levels for business activities must be for the best interest of the Company. Said decision shall be made free from influence of personal gains, including those for family tie or close associates that may affect the decision-making to decide which the best interest of the Company is. Especially for all personnel to work full time for the Company in full capability, they should not have interest in other business outside the Company which may lead to take the working time off or detract dedication to the duty or responsibility for the Company and may cause damage to it.

The conflicts of interest will happen when the personnel of all levels, or their family ties or close associates gain the personal interest, whether on financial or any other matter in activities which may receive interests from the decision-making of that person in performance of his/her duty to the Company or access to its activity or future plans.

The Company deems to be the duty of personnel of all levels to avoid having involvement in finance and/or relation with the outsiders, which may result the Company to lose interest or cause conflict on loyalty or interest or obstruction of effective performance.

The Company has the policy to safeguard its justified interests, while at the same time to have a minimum limit on the scope of freedom in various activities of the personnel of all levels.

### **(2) Examples of the situations on conflicts of interest**

The personnel of all levels should take the following circumstances as guidelines for their self-interest and consider them as important matters for working. Disclosure and consultation in steps will help solving problems or leading into further appropriate solutions. If any doubt exists, employees are to seek guidance from their management or

#### **(2.1) General investment**

The general rule of this matter is that the personnel of all levels, their family members or close associates must not hold the shares or receive any interest from the competing companies or any enterprises, including the customers, trade partners/sellers that the Company has contact. The purchase of shares of the listed companies in the SET or investment via the mutual fund or investment units is not conflict of interest, as long as it does not affect the performance with the Company.

### (2.2) Supply of goods and services to the Company

The conflict of interest may arise if the personnel at the level, their family members or close associates are the suppliers of goods or service to the Company as a trade partner/seller and if that person can lead or have influence to said operations, although no duty involved in the business operations of the Company with that business dealing.

In the event that the personnel of all levels of the Company have a family member or close associate as an employee, owner, customer, trade partner/seller or competitor, and that person participates in the decision-making dealing with the business related with that enterprise, it shall be regarded as conflict of interest.

Likewise, if the customer, trade partner/seller or employee of a competitor has a family member as employee of the Company, then it is not appropriate to authorize that person the power to influence on a decision-making in the Company's activity involved with the family member.

The Company shall not buy or lease property, equipment, raw material or use service from an employee of the Company, his/her family member or close associates, and will not sign a contract for that matter (except the employment contract), unless it is a special case and approved in writing from the Managing Director.

### (2.3) Entertainment and gifts

The personnel of all levels should not accept any entertainment, gifts, passenger tickets, sports tickets and other tickets or any offers for recreation or entertainment or offers that are personal matters involving their duty in the Company, if such action can lead to binding the Company or cause them to be put in the situation of conflict of interest.

### (2.4) Accepting academic task as a lecturer or public service or any positions

The management and employees can participate in outside activities with appropriate reasons. In several cases, the Company encourages its personnel to participate in external activities as it deems those activities may expand the perspective and experience to its personnel, which may help to improve the job of these personnel to the Company. The personnel who accept the jobs in professional institutions as lecturers, public service or offices such as a director, consultant, etc. must ask for approval from the Managing Director before taking acceptance of the job or title. The employees who have received approval should always realize that they would not bring the Company or his/her title to bind the outside activity, except by approval to do so.

In the event that the management or employee is appointed the secretary of any committee of the Company or an agent in the management of a project or a director in a joint venture or subsidiary of the Company, this shall not be regarded as a conflict of interest.

## (3) Definitions

"Family members" means the persons with relation to the personnel of all levels from the bloodline or legal marriage, including legally adopted persons.

"Close associates" means the person with involvement with the personnel of all levels in any relations closely.

## **6. Policy on Confidentiality**

### **(1) Protection of Company's Confidentiality**

(1.1) Directors, management personnel and employees of the Company will sometimes have to deal with data and documentation that will not be disclosed to third parties and/or is classified as a trade secret. The protection on the kind of data is vital to the Company's success in the future as well as to the security of everyone at work.

(1.2) Personnel in directorship, management and staffs have a duty to accept legal obligations and ethical standards not to disclose any data and documentation that are classified as confidential or trade secret for duration of two years after their employment is exited.

(1.3) All personnel are required to understand data protection procedures that are developed to protect data that is confidential and to prevent the confidential data to be disclosed without intention.

### **(2) The Type of Confidential Data**

(2.1) A trade secret is internal confidential data of the Company which shall be protected and not to be disclosed to public. Sensitivity of those confidential data can be segregated into several types from minimum to maximum, for example a type of information designated as "Disclosable", "Classified", "Confidential", and "Strict Confidential".

(2.2) The mutual use of internal data shall be in a measure that is assigned to his/her duty and responsibility only.

### **(3) Measures for Data Release to Public**

(3.1) Any data that will be released to public shall be approved by Managing Director by which the Managing Director will release it by himself or assign someone to release or answer.

(3.2) Data relating to other co-investors shall be approved by the co-investors.

(3.3) A central office that will release data to public is the Office of Director and the Office of Investor Relations and an internal office will act for correspondence to staffs.

(3.4) The office holding the data will provide fact sheet and coordinate with Managing Director, the Office of Director and the Office of Investor Relations before public release.

### **(4) Public Release**

There shall not be any public release or opinion to public. In case any third party asks a question, the personnel shall ask himself/herself if he/she has a duty to provide the answer. If it is not the duty, the refusal shall be politely presented and advised to further contact the Office of Investor Relations.

## **7. Policy on Security Trading**

(1) The Board of Directors and designated management, which include their spouse and children who have not reached legal age, have a duty to report the holding of their security in accordance with regulations issued by the Stock Exchange of Thailand (SET) and the Stock Exchange Commission (SEC) in which the Company rules that the directors and high-level management personnel shall report their security trading to the Commission at least 1 days prior to the trading date.

### **(2) Insider Trading**

As a listed company in the Stock Exchange of Thailand (SET), the Company shall conduct any measure equally and fairly to all shareholders. In order to prevent any illegal act by all levels of personnel of the Company as well as their family members who receive or likely to receive any insider information that has not yet revealed to public, the Company therefore prohibits those persons to buy or sell shares of the Company, or invite other persons to buy or sell or propose to buy or sell shares of the Company whether by themselves or through any broker while that information is still under their custody without public release. The Company and the Stock Exchange of Thailand (SET) hold that the transaction for such stock buying or selling is speculation or creation for advantages to any group.

### **(3) Preventive Measures**

To ensure compliance with applicable policies, the Company shall implement the following.

(3.1) Limit accessibility to non-disclosed information to public and allow for only related and necessary persons to access.

(3.2) Set-up a security system in working places to protect information files and classified documentation.

(3.3) Retain the owner of non-disclosed information to public to control the personnel related to that information to be in compliant with the strict preventive measures.

### **(4) Penalty for Insider Trading**

A violator of the policy will be resulted in disciplinary action and/or legal action as the case may be.

## **8. Policy on Information Technology and Telecommunication**

The Company's information technology is essential to support the Company's business. The use of information technology and telecommunication is joint responsibility of all personnel to use it in an appropriate manner consistent with the Company's business policy and this policy.

**(1) Security Protection of Information Technology**

The Company has arranged information and information technology which are essential for the personnel to utilize in the Company's business. All personnel have a duty to protect and oversee those information and information system of the Company that are in their custody not to be utilized by outsiders without permission.

**(2) Utilization of Information Technology**

Process control systems and computer devices are set to support the Company's business operations only. The employees shall not use the same for privately use or illegal acts. The Company reserves the right to suspend or inspect computer systems or other related equipment belongs to the Company if it appears a doubt in any conduct that may lead to any damage of the Company or other person. In order to utilize any process control system of the Company in a proper manner and not violate any other person's rights, all working units shall use the system and computer software that are procured rightly and in consistent with the Company's standards only.

**(2.1) Internet Usage**

- The access right to internet from the Company's information system is rightfulness to the Company in order to assign any person to use or not to use or to control the usage of internet from the Company's information system for the Company's utmost benefit.

- The employees shall avoid using any inappropriate internet sites or that of poor ethics and shall not disseminate contents from those internet sites to others. The Company reserves the right to close accessibility to those inappropriate internet sites and follow the employees' internet usage.

- Internet activities are deemed as public usage. The users shall consider the use with carefulness. Sending internet mails for any classified business information shall be properly conducted in consistent with the Company's standards.

**(2.2) Electronic mail (e-mail) Usage**

- The Company has provided electronic mail (e-mail) system for the Company's employees in all levels to use in communication for its business. Personal usage may be conducted as necessary but not for personal business purpose. The users shall contribute careful consideration in using the e-mail system that may affect to the Company's image or cause damage to the Company or violate the rights of or cause nuisance to others or is illegal or break morale.

- Sending e-mail through other person's name without permission is subject to disciplinary action.

- The Company reserves the right to examine contents in e-mails by personnel assigned by the Company in case where there is a doubt in any conduct that may cause damage to the Company or the others.

**(2.3) Accessibility**

- Only the assigned personnel shall be able to access to information or programs whether they are in the form of computer files or other forms. An attempt to violate the rights or other actions is subject to disciplinary action.

#### (2.4) Telecommunications Usage

- The Company has provided telecommunications system for the Company's employees in all levels to use in communication for its business. Personal usage may be conducted as necessary but not for personal business purpose. The users shall contribute careful consideration and ethics in using telecommunication devices that may limit the rights of or cause nuisance to others and shall consider business interests to the Company.

#### (2.5) Individual Rights

- The employees shall tribute ethical manner in using process control system and computer devices in the Company's network without violating rights of the others.

- The use of computer or other equipment in relation to the service of information technology or telecommunication devices are joint responsibility of personnel at all levels in order to use them in appropriate manners and reliable pursuant to the Company's business standards and in consistent with the policy and business conducts of the Company.

### **9. Policy on Non-infringement of Intellectual Property**

The Company does not support any conduct that is infringement of intellectual property or copyright which demonstrates the Company's intention to undertake business with fairness with following procedures.

- Any products resulted from working performance is fallen into the Company's intellectual property.
- Any products or information of a third party derived by or to be used within the Company shall be examined to ensure that it will not infringe intellectual property or copyright of the others.
- There shall be examination on procurement of computer systems up to installation to use and prepare software database or other computer programs currently used in the organization in order to ensure that all conducts are consistent with the law concerning computer offence B.E. 2560.

### **10. Policy concerning Quality, Safety, Health and Environment**

The Company undertakes real estate development business both industrial and residential sector with specially focus on quality, safety, health and environment. The Company commits to do every step to reduce and protect impacts on the quality, safety, health, environment and any operation of the Company to stakeholders, all of which will lead to customers' satisfaction, safety in lives and assets of workforce and public and creation of good social environment. To achieve the aforesaid, the Company has set operational outlines as follows.

(1) The management and all employees shall implement quality assurance, safety, health and environment as a part of their work in order to generate efficiency, proficiency and highest working value.

(2) The management and all employees will adopt and strictly comply with the laws, policies, regulations and standards on quality, safety, health and environment.

(3) The Company will control and prevent any losses that may incur in any form due to accident, incident, injury or sickness from work, property loss or damage, violation on safety system, incorrect operation process and other mistakes, and protect working environment for safety to workforce. It is a duty and responsibility of management and workforce to report accidents and incidents in conformity with the specified measures.

(4) The Company will provide public relation and communication to create understanding and disseminate related information on policy, regulations, procedures and other warning notices on quality assurance, safety, health and environment to workforce, employees of contractors and related stakeholders for their proper compliance in order to prevent harm to health, assets and environment.

(5) The Company will promote and provide awareness on quality assurance, safety, health and environment to be normal way of life of the workforce.

(6) The Company will seriously and continuously participate in social responsibility on quality assurance, safety, health and environment by realizing the importance of environment and safety for related stakeholders as well as in promoting social activities in protecting environment and develop quality of lives in community pursuant to sustainable development.

## **11. Policy on Procurement**

### **(1) Policy on Supplies Procurement**

To implement the Company's supplies procurement in expedite, correct, save and reliable measures, the Company has therefore defined procedures in procurement of supplies to be in place with efficient process and standards consisting with the change in knowledge and business technology at all times. The following are policies specified to monitor work performance in every step and to clarify working procedures for the workforce to correct implementation.

(1.1) The supplies shall be procured with utmost benefit to the Company by being alert that requesting units need to obtain supplies right to their purpose without any environmental effect by considering policies on quality, safety, health and environment of the Company.

(1.2) The Company does not intend to take advantage from vendors, hence, the consideration in relation to procurement of supplies shall be taken not only for interests and damage which may be incurred to assets of the Company but interest and damage to be incurred to reputation and image of the Company to third parties shall also be taken into account.

(1.3) The procurement of supplies shall be opportunity reasonably open to all competitive vendors for interest of the Company based on the accuracy, fairness and validly sound collectively.

(1.4) The Company's regulations, policies and orders shall be followed in strict at all times.

(1.5) Advance planning for supplies procurement shall be implemented to avoid urgent procurement without reasonable.

(1.6) Procurement for supplies and services from Thai nationals shall be encouraged.

(1.7) Supplies procurement shall be systemized and complied with knowledge on tidy control and shall be promptly adjustable in consistent with changes in knowledge and business technology.

## **(2) Procedures**

The Company has a procurement policy under audit control pursuant to regulations specified by the Company for protection of the Company's interest with consideration on integrity, reasonable economy and fair treatment to vendors. The following are procedures to be used as outlines for implementation.

### **(2.1) The procurement for supplies**

(2.1.1) The personnel shall do procurement with an important principle that is to obtain supplies/services with quality as demanded by users in timely manner and reasonable prices under clear, transparent and fair processes.

(2.2.2) The personnel will provide accurate, clear and complete information to vendors with openly procedures and provide equal opportunity to the vendors.

(2.1.3) The personnel will listen to any opinion or suggestion from the vendors in order to improve or correct problems at work.

(2.1.4) The personnel will keep any information derived from each of bidders or co-bidders confidential and not to disclose any prices or technical information derived from one vendor to other vendors for own benefit.

(2.1.5) An invitation to enter bid shall be for a purpose of fair competition to all bidders.

(2.1.6) Not to seek opportunity for gains from the vendors' mistake in proposal or their requirement.

(2.1.7) The procuring management shall use due consideration in providing consultation and suggestion to the procuring personnel and listen to their opinion.

(2.1.8) The procuring management will control and oversee procuring conducts for strict and standardized conformance. Failure to do so will result in further investigation and disciplinary action.

### **(2.2) Negotiation**

(2.2.1) Negotiation is based on business relationship in contemplation to appropriateness between interest of the Company and fairness to the vendors.

(2.2.2) Negotiation will be done openly and documented and verified by the authorized person and/or the stakeholders.



### (2.3) Relationship with Vendors

(2.3.1) The relationship will be laid upon the vendors as appropriate in business and with fairness.

(2.3.2) No demand to or acceptance from vendors of any assets or interests, whether directly or indirectly, to gain benefits between each other is allowed.

## **12. Policy on Business Conduct with Responsibility to Social and Environment**

By vision to be a company with responsibility on social and environment, the Company has established a working committee to develop a system for managing good environment at every section. A strategy on social responsibility is firmly created and covered in management of every project with highest efficiency. This includes improving working processes, procedures and measures to look after environment as well as to support in studying impacts to environment prior to commence any project of the Company. The operation section is allowed to directly report to Committee of Good Corporate Governance, Selection and Remuneration as deemed necessary. An annual report will be done at least once a year to review business conduct on the social responsibility perspective, risk assessment, opportunity that may affect sustainable growth as well as the guidelines and plans to reflect social responsibility strategically. The Company and its subsidiaries are responsible to undertake process in accordance with policies and guidelines on the context of social responsibility as well as to enhance knowledge and understanding in that context and to monitor and report the results for sustainable development. The Company has therefore specified the guidelines as follows.

### **(1) Business Conduct**

JCK International Public Company Limited conducts real estate businesses which can be divided into 6 categories from its core revenue businesses as follows,

1. Industrial estates
2. Sell and lease of land, ready-made standard factories, warehouses and management
3. Service business on lease of office space and asset management on real property
4. Contractor on building, design and construction control

The Company management is to conduct the businesses with standards of ethics and good corporate governance with open, transparent, just and verifiable together with mindfulness to social and environment. The Company opines that every organization should participate a part to assist and develop social and environment simultaneously with the growth target of business by developing mutual interests between the business and the social to support each other for growth. The Company has therefore arranged activities on Corporate Social Responsibility (CSR) to increase the social and environment into its businesses which will lead to its competitiveness, creation of reliability and acceptance of its businesses into society.

**(2) Report on Sustainable Growth**

The Report on Sustainable Growth of JCK International Public Company Limited made annually during the period of the 1<sup>st</sup> of January to the 31<sup>st</sup> of December each year with contents covering the Company's policies and procedures on economic, social and environment. The Form 56-1 One Report is made for a purpose of informing stakeholders on a strong intention of the Company in the social responsibility and business performance that is consistent with the Company's operation.

For specifying the material contents in the report, the Company has started to make it by a study, survey and analyze in order to develop businesses and corporate image to the public. Subsequently, the Company has prioritized essentiality starting from the "customers" in the first place as they will be affected both directly and indirectly from business undertakings of the Company. The "workforce" of the Company is the second priority because the Company holds the workforce as a vital moving force for the Company to deliver the qualified products and services with social responsibility, and it shall be pursued to other group of the stakeholders such as the shareholders, the vendors, the people and the community for instance.

**13. Policy on Anti-Corruption**

Directors, executives and employees of the Company, subsidiaries and associates shall not execute or support any corruption no matter the case is, and shall strictly comply with the Anti-Corruption Policy. The Company shall provide the internal control to prevent and suppress any disloyalty or corruption within the organization, which covering all related business sectors and departments, as well as to review the principles and regulations of the Company to be in compliance with the change of business, rules, regulations and principles of the laws.

**(1) Roles and Responsibilities**

(1.1) The Board of Directors has roles and responsibilities to adopt the policies and systems that could effectively support the anti-corruption practices, in order to make sure that the management is aware and giving priority to the importance of this practice and thereby promote it as a corporate culture.

(1.2) The Audit Committee has roles and responsibilities to audit financial statements and the systems of financial and account reporting, internal control, internal audit and risk management for compliance with international standards while making sure that they remain concise, sound, sophisticated and effective.

(1.3) Managing Director, the management and executives have roles and responsibilities to set up a system that will help supporting and communicating an anti-corruption policy to employees and related parties. They are also to review the appropriateness of the system and various measures to be consistent with changes in business, rules, regulations, and legal requirements.

(1.4) An internal auditor has roles and responsibilities to audit and review compliance with policy, practice, authority and regulatory rules and laws to ensure that the Company has indeed an adequate and appropriate system against potential corruption risk which shall be directly reported to the Audit Committee.

**(2) Practices**

(2.1) Directors, executives and employees at all levels shall comply with the Company's anti-corruption policy where they shall neither directly nor indirectly be involved in corruption.

(2.2) Employees must not remain ignorant if witnessing action potentially qualified as corruption in relation to the Company. They shall report the incident to supervisors or responsible persons and cooperate with the examination process. In case of doubt or question, the employees should consult with supervisors or persons designated to be responsible for such policy compliance through available channels.

(2.3) The Company will protect and fairly treat the employees who report or refuse to be involved in corruption in relation to the Company through measures designed to protect whistleblowers of corruption.

(2.4) Corrupting is an offense and is subject to disciplinary actions based on the Company's regulations. Besides, corrupted persons may be subject to legal punishment if the action is found illegal.

(2.5) The Company underlines the importance of disseminating anti-corruption information and knowledge and making the third party collaborating with the Company or whose action could affect to the Company comply with this anti-corruption policy.

(2.6) The Company commits to promote and nurture the corporate culture that corruption is unacceptable when conducting transactions with either the public or private sectors.

**(3) Rule for the operation****(3.1) The political neutrality and political support**

- The Company is neutral in politic, which support and abide by the democratic administration. The Company does not have any policy to support any political institution neither directly nor indirectly.
- Directors, executives and employees have the rights and political freedom under the law, but shall not conduct in any manner that causes the Company to lose neutrality or to be damaged from the political involvement.
- Directors, executives and employees shall abstain from operating any political activity in the Company, including using the Company's resources for such operation.

**(3.2) The donation for charity or capital support**

The Company will support the communities and social in order to promote the quality of life, economy and strength, via the business procedures or via the donation for charity, which shall be used only for the public charity. Moreover, the capital support of the Company shall not be used as the excuse of corruption, and shall be supported with clear documentary evidence in accordance with the Company's regulation.

### **(3.3) Gifts, Meals, Travelling, Event Hosting and Entertainment**

In practice, it is understood that to providing gifts, meals, event hosting and entertainment to the customers, suppliers and business partners with reasonableness and suitability will benefit to the goodwill of the Company and help strengthen business relations, which in some business cultures a small gift is something to be expected.

Nevertheless, the Company prohibits providing the gifts or services which are overabundant or improper. The providing of business hospitality, travelling, gifts, meals, and entertainment have to be suitable with the opportunity and be complying with the laws, policies and regulations of the Company. For instance, even if it would be suitable and acceptable to provide the travelling expenses to the customers who have a company visit or to provide another facilities under the legitimate business purpose, such operating must be done with considerably carefulness, and the time of the visit have to be on the time that is necessary for such business purpose, as well as the travelling expenses must be reasonable and also be the actual expenses which related to the travel, while any expenses that not related such as the extent distance, shopping and other services shall be paid by the customers themselves.

In addition, actual expenses incurred and activities which are considered to be one part of the hospitality, travelling, gifts, entertainment and meals must be transparent, which means they must have the bookkeeping of the expenses and the activities must specify the related person, the business purpose, the activities in details and the amount of money that were expensed.

## **14. Policy on dividends payment**

The Company and subsidiaries will pay no fewer than 60 percent of net profit in a relevant year based on a separated financial statement as a dividend if there is enough profit to do so unless the Board of Directors and shareholders find it is reasonable and necessary to suspend the dividend payment or to pay less than the stated rate. In addition, the Board of Directors may consider paying an interim dividend from time to time as appropriate.

In addition, according to the Company's Articles of Association, the dividends payment of the Company shall be as follows;

(1) No dividends may be distributed out of any funds other than profits. The Company may not make any payment of dividends if there is still any accumulated loss.

(2) Dividends shall be divided by the number of shares and in equal portions for all shares. Payment of dividends must receive the approval of the meeting of shareholders.

(3) Payment of dividends shall be made within one month from the date the resolution is passed by the meeting of shareholders or the board of directors, as the case may be. Written notice shall also be sent to shareholders and the publications of such payment of dividends shall be made in newspaper (s) as well.

(4) In the case where the Company still cannot sell its shares up to number registered or the Company has registered an increase of capital, the Company may pay dividend in full or in part by issuing new ordinary shares to the shareholders, with approval of the meeting of shareholders.

(5) The Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital.

**15. Policy on the governance of operation and management of subsidiaries and associates**

(1) The Company will nominate a specified number of Company representatives to serve as directors of the subsidiaries and associates reflecting the shareholding proportion of the Company in the respective subsidiaries and associates. Such nomination of directors shall be considered and approved by the board of directors' meeting.

(2) The scope of duties and responsibilities of the directors of subsidiaries and associates are as follows:

(2.1) To perform their duties in compliance with laws, objectives and the Company's articles of association, as well as the resolution of the board of directors and the resolution of shareholders' meeting with duty of loyalty, duty of care, accountability and ethics.

(2.2) To follow up and provide necessary opinion for the operation of subsidiaries and associates to be in accordance with the agreements and related rules and regulation.

(2.3) To continuously monitor the operations of subsidiaries and associates, as well as providing necessary recommendations to ensure that the operations of subsidiaries and associates are in accordance with the specified target. Such directors are able to promptly and appropriately deal with any obstacles which may occur.

(2.4) To consider, monitor and provide any necessary recommendations for subsidiaries and associates to have internal controls systems and/or working systems for efficiency and effectiveness of business operation.

(2.5) Where necessary to review and improve the policies and business plans relating to the business operation of subsidiaries and associates in order to remain up-to-date and appropriate regularly.

(2.6) The boards of directors of the subsidiaries and associates may assign one or more director or any other persons to act on behalf of such board of directors. Such authorization shall not constitute authorization or sub-authorization in a manner which causes the directors, or the person with the authority to approve a transaction in which they have a conflict, interest, or a conflict of interest in any other manner, to be made with the Company and/or subsidiaries and/or associates.

(3) The Company shall set up necessary plans to ensure that subsidiaries and associates shall disclose information relating to the operation and financial status, including information which is required to be disclosed to related authorities and governmental authorities, external investors including the public, and which is accurate, complete and reliable.

(4) When it becomes necessary for subsidiaries or associates to enter into any related party transactions or transactions which may have a conflict of interest, the Company shall monitor and ensure that subsidiaries and associates fairly and transparently enter into such transactions. The Company shall strictly comply with the rules regarding related transactions and acquisitions or disposal of assets which are regulated by related regulators.

(5) The Company shall monitor and proceed with necessary actions, to ensure that subsidiaries and associates have the sufficient and appropriate system relating to the disclosure of information and sufficient and appropriate internal control system to operate the business.

## Attachment 6

### Report from the Audit Committee

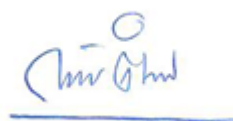
## Report from the Audit Committee

In 2023, JCK International Public Company Limited complied with the following requirements set by the Stock Exchange of Thailand and as entrusted by the Board of Directors. Details are:

1. The Audit Committee convened 6 times in 2023. The meeting was attended by all members of the Audit Committee. The auditor meanwhile attended the Audit Committee meeting at least once a year.
2. The Audit Committee reviewed and approved the 2023 auditing plan of the Internal Audit Department where it focused at strengthening the internal control system, reinforcing adequate auditing in required areas and reporting results of such internal control to the Audit Committee on a regular basis.

Having reviewed and assessed the Audit Committee's operation in 2023, the Board of Directors had an opinion that the internal control system was efficient enough to control and supervise the operation of both JCK International Plc and its subsidiaries and no material defect was found.

3. Both quarterly and annual financial statements of the Company were reviewed to provide full and accurate financial information based on the generally-accepted accounting principles in a timely fashion as well as a true reflection of the company's financial status before they were submitted to the Board of Directors.
4. The Audit Committee reviewed an evaluation form of the adequacy of the Company's internal control system to ensure that it had an appropriate and adequate internal control system to supervise operation based on its business objectives.
5. The Audit Committee reviewed risk management procedures by taking into consideration a risk management policy and a risk management plan and guideline based on prevailing corporate risks. It also regularly reviewed the efficiency and suitability of the Company's risk management system.
6. The Company was requested to be compliant with corporate governance on the basis of the Stock Exchange of Thailand's guideline and to develop its CG practice to match the international standards.
7. The Audit Committee reviewed the Company's compliance with the laws and the authorities' rules and regulations.
8. The Audit Committee reviewed connected transactions and items that could cause conflict of interest as well as ensured that the information was accurately and completely disclosed.
9. The Audit Committee appointed an auditor and set his remuneration before submitting the information to the Board of Directors for proposing to the Shareholders' Meeting for its approval.



(Mr. Gumpol Tiyarat)

Chairman of the Audit Committee

February 27, 2024

