



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**PROUD REAL ESTATE PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2023



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# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Symbol : PROUD

Address : No.548 One City Centre Building, 19th Floor,  
Ploenchit Road, Lumpini, Pathum Wan, Bangkok

Province : Bangkok

Postcode : 10330

Business : Real Estate Development

Registration Number : 0107545000331

Telephone : 0-2035-0999

Fax (if applicable) : 0-2035-0998

Website : [www.proudrealestate.co.th](http://www.proudrealestate.co.th)

Email : [Comsec@proudrealestate.co.th](mailto:Comsec@proudrealestate.co.th)

#### Total Shares Sold (shares)

Common Stock : 974,014,010

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2021	2022	2023
Total revenue from operations (Thousand baht)	0.00	2,108,367.45	1,508,168.62
Total Revenue (Thousand baht)	0.00	2,108,367.45	1,508,168.62

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Total Revenue (%)	0.00	100.00	100.00

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	0.00	2,108,367.45	1,508,168.62
Domestic (Thousand baht)	0.00	2,108,367.45	1,508,168.62
International (Thousand baht)	0.00	0.00	0.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	0.00	100.00	100.00
International (%)	0.00	0.00	0.00

#### Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	3,617.86	1,923.06	28,171.08

Other income from operations (Thousand baht)	3,617.86	1,923.06	28,171.08
Other income not from operations (Thousand baht)	0.00	0.00	0.00

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2021	2022	2023
R&D expenses in the past 3 years	0.00	0.00	0.00

# Risk Management

# Risk Management

## Risk Factors (2.2)

**Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)**

### Risks Factors for the Company's Business Operations

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Policies or international agreements related to business operations
- Changes in technologies
- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors
- Damage to company image and reputation
- Economic risk
- New business risk
- ESG risk
- Pandemic risk
- Climate change and disasters

##### Operational Risk

- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources

- Systems or internal control system
- Human error in business operations
- Information security and cyber-attack
- Loss or damage from non-compliance of partners or counterparties
- Safety, occupational health, and working environment
- Climate change and disasters
- Impact on the environment
- Impact on human rights
- Corruption
- System disruption risk
- Inventory risk
- Pandemic risk

#### Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Corporate Governance
- Legal risk

#### Financial Risk

- Insufficient sources of funding
- Change in financial and investment policies of financial institutions that affect business operations
- Default on payment or exchange of goods
- Fluctuation in exchange rates, interest rates, or the inflation rate

- Fluctuation in return on assets or investment
- Liquidity risk
- Income volatility

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://www.proudrealestate.co.th/>

### Environmental Aspect (3.3)

#### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://proudplcinvestor.proudrealestate.co.th/>

Company environmental guideline : Electricity Management, Renewable/Clean Energy  
Management, Water Management, Waste Management, Greenhouse  
Gas and Climate Change Management

#### Results with Respect to the Environmental Aspect (3.3.2)

##### Water management

###### • Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

##### Waste management

###### • Waste from operations

	2021	2022	2023
Total waste generated (Kilograms)	0.00	0.00	0.00

## Greenhouse gas management

### • Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### • Verification of greenhouse gas emissions over the past year

Third-party verification : No

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : [www.proudrealestate.co.th](http://www.proudrealestate.co.th)

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

### Results with Respect to the Social Aspect (3.4.2)

#### Information about employees

##### • Total number of employees

	2021	2022	2023
Number of male employees (Persons)	11	17	18
Number of female employees (Persons)	28	39	46
<b>Total number of employees (Persons)</b>	<b>39</b>	<b>56</b>	<b>64</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	45.80	75.00	91.20

##### • Employee development and training

	2021	2022	2023
Employee development and training expenses (baht)	409,040.55	362,000.00	1,357,895.52

##### • Significant labor dispute

	2021	2022	2023
Significant labor dispute	No	No	No

# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : [www.proudrealestate.co.th](http://www.proudrealestate.co.th)

#### Policy and Guideline Related to the Board of Directors (6.1.1)

##### Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure  
and Significant Information Regarding  
the Board of Directors, Subcommittees,  
Management,  
Employee and Other Information

## Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	8	100.00
Number of male directors	6	75.00
Number of female directors	2	25.00
Number of executive directors	5	62.50
Number of non-executive directors	3	37.50
Number of independent directors	3	37.50

#### Information on the board of directors and persons with authority to control the company (7.2.2)

##### List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. ANUWAT MAYTHEEWIBULWUT Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Re-elected as director	15 May 2019	Law

2.	Mr. PASU LIPTAPANLOP Gender: Male Age: 37 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	15 May 2019	Finance
3.	Ms. PROUDPUTH LIPTAPANLOP Gender: Female Age: 35 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	15 May 2019	Property Development, Economics
4.	Ms. ANCHALEE BUNSONGSIKUL Gender: Female Age: 53 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	15 May 2019	Finance
5.	Mr. ANUCHA SIHANATKATHAKUL Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	15 May 2019	Accounting, Finance

6.	Mr. PUMIPAT SINACHAROEN Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	15 May 2019	Economics, Property Development, Accounting, Finance
7.	Mr. DAN SORNMANI Gender: Male Age: 59 years old Highest level of education: Bachelor's degree Major: International Marketing Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	23 Feb 2021	Marketing, Digital Marketing, Brand Management
8.	Mr. PITAK PRUITTISARIKORN Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	28 Apr 2023	Business Administration, Automotive, Industrial Materials & Machinery, Engineering

#### List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. VERAPONG CHAIPERM Gender: Male Age: 57 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive, Independent director)	Date position was assumed: 15 May 2019 Date directorship ended: 28 Apr 2023	No replacement director

## Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda of  
the Board of Directors' meetings : Yes

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

General information		Position	Date position was assumed	Experience and expertise
1.	Mr. ANUWAT MAYTHEEWIBULWUT [1] Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Re-elected as director	15 May 2019	Law
2.	Ms. ANCHALEE BUNSONGSIKUL [1] Gender: Female Age: 53 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	15 May 2019	Finance
3.	Mr. DAN SORNMANI Gender: Male Age: 59 years old Highest level of education: Bachelor's degree Major: International Marketing Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	23 Feb 2021	Marketing, Digital Marketing, Brand Management

[1] A director with the accounting expertise needed to review financial statements

## Executive Committee

### List of executive committee members

General information	Position	Date position was assumed
1. Mr. PASU LIPTAPANLOP Gender: Male Age: 37 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	13 May 2019
2. Ms. PROUDPUTH LIPTAPANLOP Gender: Female Age: 35 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	13 May 2019
3. Mr. PUMIPAT SINACHAROEN Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Jan 2021

## Other sub-committees

### Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

## Executives (7.4)

### List and positions of the executive (7.4.1)

#### The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PUMIPAT SINACHAROEN Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Management	CHIEF EXECUTIVE OFFICER	1 Jan 2021	Economics, Property Development, Accounting, Finance
2. Ms. Suphaluck Sangseda Gender: Female Age: 46 years old Highest level of education: Master's degree Major: Business Administration	EVP of Sales and Marketing	1 Aug 2023	Business Administration, Engineering, Property Development, Media & Publishing, Digital Marketing, Data Analysis, Marketing
3. Ms. Anotai Worasunthararom Gender: Female Age: 42 years old Highest level of education: Master's degree Major: Accounting	SVP of Business Development and Strategy	1 Jan 2019	Business Administration, Property Development, Accounting, Engineering, Strategic Management
4. Ms. Naruedee Koslathip [1][2] Gender: Female Age: 44 years old Highest level of education: Master's degree Major: Finance	Chief Financial Officer	1 Aug 2022	Business Administration, Finance & Securities, Accounting, Finance, Fund Management, Data Analysis, Internal Control, Budgeting

5.	Mr. Chisarat Surakarn Gender: Male Age: 47 years old Highest level of education: Bachelor's degree Major: Faculty of Architecture	VP of Project Development	5 May 2022	Property Development, Project Management, Architecture
6.	Mr. Kitiwat Chinrangkhakun Gender: Male Age: 45 years old Highest level of education: Bachelor's degree Major: Engineering	Project Development Division (Team B)	20 Dec 2021	Project Management, Engineering, Property Development
7.	Mr. Suttirak Vatthanakhool Gender: Male Age: 43 years old Highest level of education: Bachelor's degree Major: Engineering	Procurement and Administration Department	8 Aug 2022	Construction Materials, Property Development, Procurement, Negotiation, Engineering
8.	Mr. Kornwara Sai-intr Gender: Male Age: 42 years old Highest level of education: Bachelor's degree Major: Engineering	Business Process Improvement Department	1 Mar 2023	Property Development, Information & Communication Technology, Data Management, IT Management, Data Analysis, Project Management, Corporate Management, Engineering
9.	Mr. Eakchai Tejthiwat Gender: Male Age: 36 years old Highest level of education: Bachelor's degree Major: Business Administration	VP of Corporate Marketing and PR	1 Jun 2022	Business Administration, Media & Publishing, Information & Communication Technology, Brand Management, Digital Marketing, Marketing
10.	Ms. Pichapob Iamanek Gender: Female Age: 37 years old Highest level of education: Master's degree Major: Economics	VP of International Business	1 Nov 2023	Business Administration, Economics, Commerce, Data Analysis, Negotiation

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

## Remuneration policy for executives (7.4.2 – 7.4.3)

## Remuneration policy for executives

Remuneration policy for executives : Yes

## Remuneration

	2021	2022	2023
Total executive remuneration (baht)	25.25	29.40	35.90

## Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 18

Number of female employees (persons) : 46

**Total number of employees (persons) : 64**

#### Employee Remuneration

Total employee remuneration : 91.20

#### Provident fund

Total number of employees (persons) : 64

Number of employees contributing to the PVD (persons) : 38

Percentage of employees who are members (%) : 1.76

# Performance Report on Corporate Governance

## Performance Report on Corporate Governance

### Summary of Director Performance (8.1)

#### Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

##### List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. ANUWAT MAYTHEEWIBULWUT Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 15 May 2019	Law
2. Mr. PASU LIPTAPANLOP Gender: Male Age: 37 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 15 May 2019	Finance
3. Mr. ANUCHA SIHANATKATHAKUL Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 15 May 2019	Accounting, Finance

• List of newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PITAK PRUITTISARIKORN Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 28 Apr 2023	Business Administration, Automotive, Industrial Materials & Machinery, Engineering

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. ANUWAT MAYTHEEWIBULWUT	Chairman of the board	Non-participating
Mr. PASU LIPTAPANLOP	Director	Non-participating
Ms. PROUDPUTH LIPTAPANLOP	Director	Non-participating
Ms. ANCHALEE BUNSONGSIKUL	Director	Non-participating
Mr. ANUCHA SIHANATKATHAKUL	Director	Non-participating
Mr. PUMIPAT SINACHAROEN	Director	Non-participating
Mr. DAN SORNMANI	Director	Non-participating
Mr. PITAK PRUITTISARIKORN	Director	N/A
Mr. VERAPONG CHAIPERM	Vice Chairman	Non-participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

## Meeting attendance and remuneration to each Board member (8.1.2)

### Meeting attendance of the board of directors

Number of board meetings (times) : 7

Date of AGM meeting : 28 Apr 2023

EGM meeting : Yes

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. ANUWAT MAYTHEEWIBULWUT (Chairman of the board)	-	7/7	Participating	Non-participating
2.	Mr. PASU LIPTAPANLOP (Director)	-	7/7	Participating	Participating
3.	Ms. PROUDPUTH LIPTAPANLOP (Director)	-	7/7	Participating	Participating
4.	Ms. ANCHALEE BUNSONGSIKUL (Director)	-	6/7	Participating	Participating
5.	Mr. ANUCHA SIHANATKATHAKUL (Director)	-	7/7	Participating	Participating
6.	Mr. PUMIPAT SINACHAROEN (Director)	-	7/7	Participating	Participating
7.	Mr. DAN SORNMANI (Director)	-	7/7	Participating	Participating
8.	Mr. PITAK PRUITTISARIKORN (Director)	-	7/7	Non-participating	Participating
9.	Mr. VERAPONG CHAIPERM (Vice Chairman)	28 Apr 2023	0/3	Non-participating	Non-participating

### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. ANUWAT MAYTHEEWIBULWUT (Chairman of the board)	-	280,000.00	N/A	No
2.	Mr. PASU LIPTAPANLOP (Director)	-	135,000.00	N/A	No
3.	Ms. PROUDPUTH LIPTAPANLOP (Director)	-	105,000.00	N/A	No
4.	Ms. ANCHALEE BUNSONGSIKUL (Director)	-	165,000.00	N/A	No
5.	Mr. ANUCHA SIHANATKATHAKUL (Director)	-	135,000.00	N/A	No

6.	Mr. PUMIPAT SINACHAROEN (Director)	-	105,000.00	N/A	No
7.	Mr. DAN SORNMANI (Director)	-	180,000.00	N/A	No
8.	Mr. PITAK PRUITTISARIKORN (Director)	-	75,000.00	N/A	No
9.	Mr. VERAPONG CHAIPERM (Vice Chairman)	28 Apr 2023	0.00	N/A	No

## Report on the Audit Committee's Performance for the Past Year (8.2)

### Report on the audit committee's performance for the past year

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 5

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. ANUWAT MAYTHEEWIBULWUT (Chairman of the audit committee)	-	5/5
2.	Ms. ANCHALEE BUNSONGSIKUL (Audit committee)	-	5/5
3.	Mr. DAN SORNMANI (Audit committee)	-	5/5