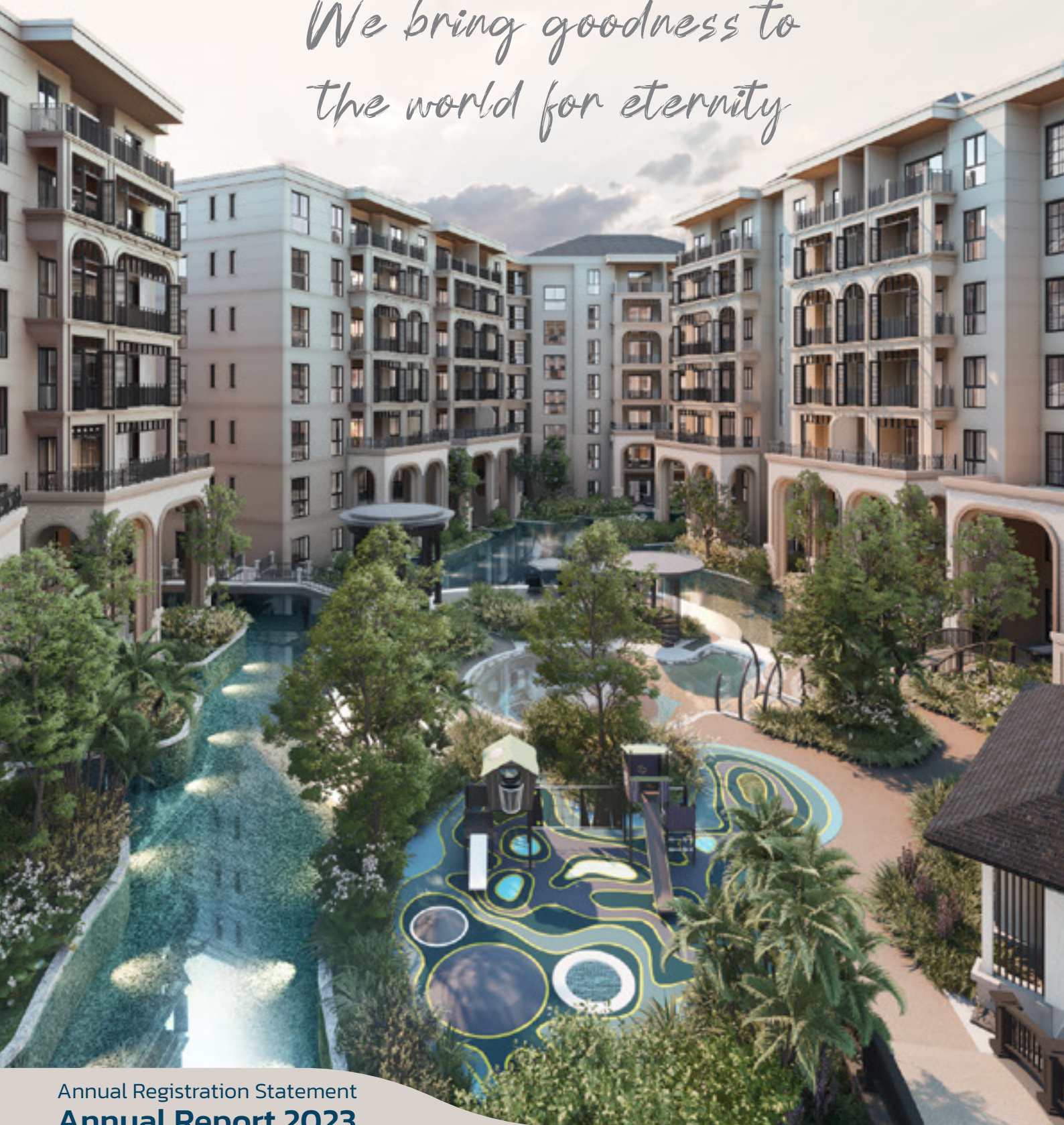


# *the* T I T L E

Rhom Bho Property Public Company Limited

*We bring goodness to  
the world for eternity*



Annual Registration Statement  
**Annual Report 2023**  
Form 56-1 One Report







# *the* TITLE



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## Vision

We are committed to creating communities that live in harmony with the tourist industry.

## Mission



To promise good governance and focus in good morals and ethics in accordance with Buddhist principles.



To create quality products that exceed the expectations of our residents.



To create a community and environment that is compatible with nature.



To guarantee after-sale support to ensure continuous quality service and to maintain the confidence of our residents.



To control and supervise operations in order to meet targets and maximize the return of profits to shareholders.



## Message from The Chairman of Board Director



“ Moreover, the Company was also focusing on expanding its businesses and developing a quality real estate business to achieve maximum satisfaction to customers, increasing the potential for growth in every situation with stability and sustainability, and doing social activities along with adhering to the principles of good governance and corporate governance ”



## Dear Shareholder

On behalf of the company's board of directors, I am pleased to inform you that in the past year 2023, the Company has undergone a major change in the Company structure by purchasing common shares of the Company. 39 Estate Company Limited ("39E"), the subsidiary of AssetWise Public Company Limited ("ASW"), became a major shareholder of the Company and adjusted the business plan to comply with the main policies of the ASW company group.

Real estate development business plan operations in Phuket in 2023 allowed the Company to strengthen and grow further in the past year after adjusting the business plan to comply with a major shareholder of the Company. Moreover, the Company was also focusing on expanding its businesses and developing a quality real estate business to achieve maximum satisfaction to customers, increasing the potential for growth in every situation with stability and sustainability, and doing social activities along with adhering to the principles of good governance and corporate governance.

In 2023, the Company was committed to corporate governance with honesty and transparency, continuously focused on risk management to effectively cover environmental and social issues, and looked for appropriate business growth and maximum benefit to the organization.

Lastly, on behalf of the Rhom Bho Property Public Company Limited, I, on behalf of the Chairman of the Board of Directors, management team, and employees, would like to thank the shareholders and stakeholders, partners, customers, financial institutions, and all involved parties who have entrusted us and always supported the Company. Please be assured that the Company cares about sustainable organizational operation according to the vision.

**Mr.Ronnachit Mahattanapreut**  
Chairman of the board of Directors



## Message from the Chief Executive Officer



“ Throughout 2023, the Company continuously launched condominiums. Recently, The Title Legendary Bang-Tao project, with a value of over 4,500 million baht, launched at the end of the year. Bang-Tao Beach is one of Phuket’s important beaches ”



## Dear Shareholder

In 2023, the Company had many changes that were important to the Company both in terms of changing the shareholding structure of a major shareholder and the business plan. This will allow the Company to further develop its real estate project and will be a good sign to continuously generate income. The potential of 39 Estate Company Limited ("39E"), the subsidiary of AssetWise Public Company Limited ("ASW"), has been increased after the Company became a major shareholder and led an executive team with expertise in various fields to plan and adjust business strategies to have the same standard to support new projects in the future to have a new customer base.

Throughout 2023, the Company continuously launched condominiums. Recently, The Title Legendary Bang-Tao project, with a value of over 4,500 million baht, launched at the end of the year. Bang-Tao Beach is one of Phuket's important beaches since it is full of unique lifestyles surrounded by hotels, beach clubs, and golf courses. Moreover, the beach has fine white sand stretching for 8 kilometers suitable for relaxation behind the idea of "A LUXURIOUS LIFE IN THE HEART OF BANG-TAO" with full facilities to meet all groups of Thai and foreign customer's needs, wanting to buy a condominium for living or investment, which received an overwhelming response from customers. Since the Company has good financial status and little inventory, it is able to hold more market share and is ready to continuously launch new projects which is expected that when the project is completed, it will clearly be an important force for the Company's future growth. The Company is also committed to developing sustainable growth under business operations with good governance. As a result of the operation in 2022, the Company had a total income of 460.95 million baht and net profits were 22.21 million baht decreasing from 38.98 million baht

Finally, all of the Company's achievement in the past year is considered a testament to the work of every employee and executive. On behalf of the management team, I would like to thank shareholders, stakeholders, and all involved parties for always giving trust and confidence in the Company. The Company hopes to persistently receive good support for the Company's sustainable growth and promises to adhere to the principle of good governance to benefit stakeholders and society as a whole.

**Mr.Darong Hutajuta - Mr. Wakin Thangkulawat**

Co-Chief Executive Officer

Rhom Bho Property Public Company Limited



## Board of Directors

### **Mr.Ronnachit Mahattanapreut**

- Chairman of the board of Directors
- Chairman of Audit Committee / Independent Director



### **Mr.Sunpasiri Sunpa-a-sa**

- Chairman of Risk Management Committee
- Audit Committee
- Independent Director



### **Mr.Chakaphat Naskan**

- Chairman of Nomination and Remuneration Committee
- Audit Committee
- Independent Director



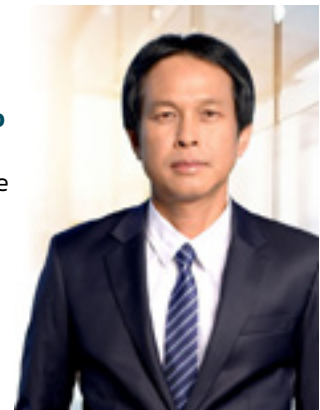
### **Mr.Weerapan Wipanpong**

- Chairman of Executive Committee
- Director



### **Mr.Kriengsak Hiamto**

- Director
- Executive Committee
- Risk Management Committee





**Mr.Nuthapon  
Luckkanalawan**

- Director
- Executive Committee
- The Nomination and Compensation Committee member



**Mr.Darong Hutajuta**

- Director
- Executive Committee
- Nomination and Remuneration Committee
- Co-Chief Executive Officer
- Chief of Product Development Officer (Acting)



**Mr.Wut Viphanphong\***

- Director



**Mr.Prasert Vannacharoen**

- Director
- Executive Committee
- Risk Management Committee
- Managing Director of Operation and Legal



**Remark**     \*Mr. Wut Viphanphong has been appointed to assume the position as a representative director, replacing Ms. Chera-ya Udomvongsup, who resigned from the position, effective from January 1, 2567.



# Board of Management

## Mr. Darong Hutajuta

- Director
- Executive Committee
- Nomination and Remuneration Committee
- Co-Chief Executive Officer
- Chief of Product Development Officer (Acting)



## Mr. Wakin Thangkulawat

- CO-Chief Executive Officer
- Chief of Sales & Marketing Officer (Acting)
- Chief of Planning & Control Officer (Acting)



## Mr. Prasert Vannacharoen

- Director
- Executive Committee
- Risk Management Committee
- Chief of Operation & Legal Officer



## Mr. Sutinun Theparruk\*

- Chief of Accounting & Financial Officer



**Remark** \* Mr. Sutinun Theparruk has been appointed to assume the position of Chief Executive Officer, replacing Ms. Jiraya Udomwong, who resigned from the position, effective from January 1, 2567.

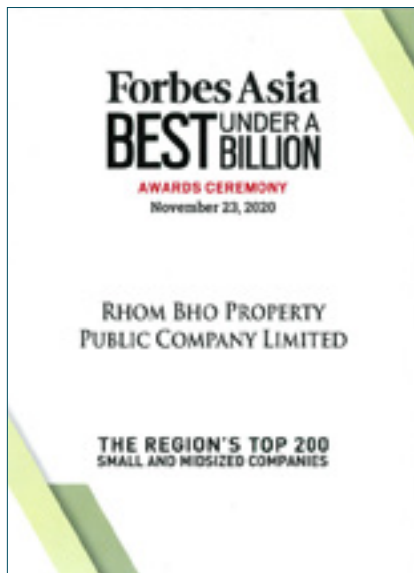




## The award received

Year 2020

Received the Forbes Asia Best Under a Billion 2020 award



**19 บริษัทไทย** พัดขึ้นหีบ 200 บริษัทมหาชน  
Asia's 200 Best Under A Billion list in 2020

เอสซีจี (SCG)	เอสซีแอล (ALLA)	อีไอเอส (EIS)	เอสซีบีอี (SCBE)
อินทผลูนชัย (INT)	เอสซีอาร์ (SCAR)	เอสซีบีอี (EIS)	เอสซีบีอี (SCBE)
เอสซีบีอี (EIS)	เอสซีบีอี (SCBE)	เอสซีบีอี (EIS)	เอสซีบีอี (SCBE)
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www.set.or.th

Year 2023

Received Best Condo Development(Phuket) Property Guru Thailand award.





## Our Project



*the* **TITLE**





*The* **TITLE**  
**LEGENDARY**  
BANG-TAO

**The Title Residencies,  
located in Nai Yang  
Beach, Phuket,**  
is situated near the  
boundaries of Sirinath  
National Park, just 250  
meters away from the beach  
and a mere 5-minute drive  
from Phuket  
International Airport.





## Our Project



Rhom Bho Property

THE  
**TITLE**  
PHUKET




The Title Rawai Phase 1



The Title Rawai Phase 2








OUR PROJECT

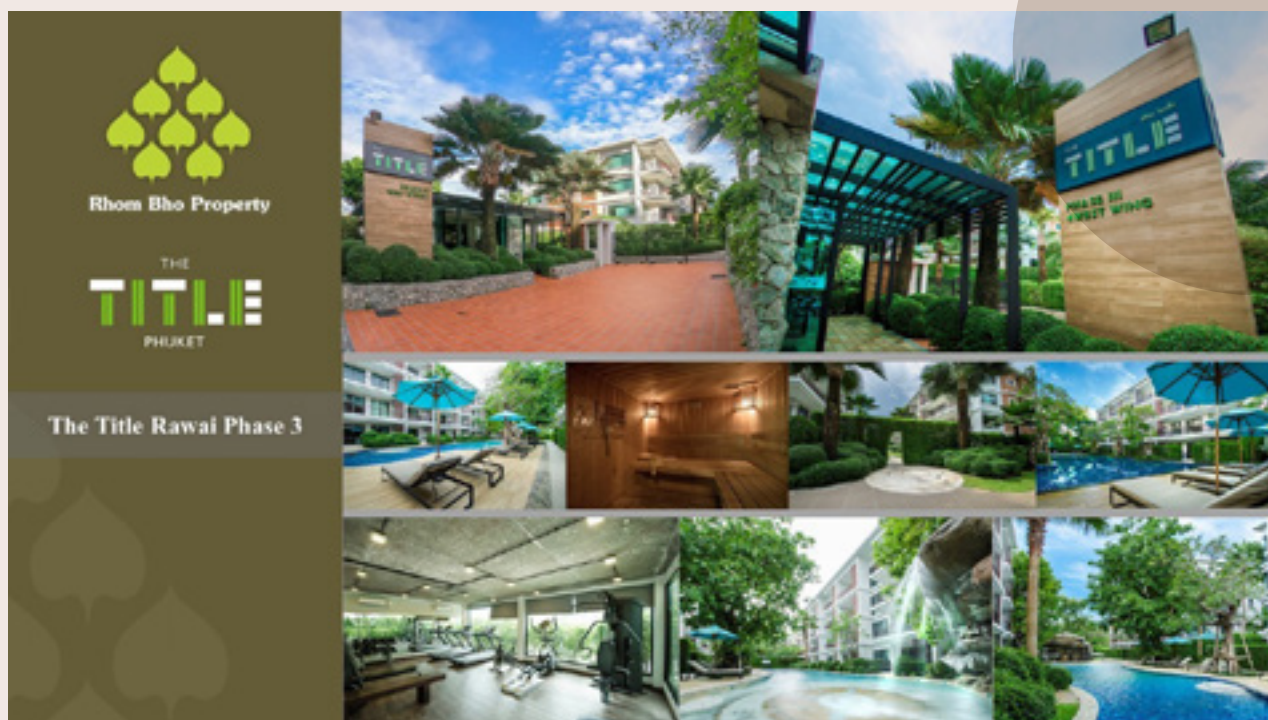


Rhom Bho Property

THE  
**TITLE**  
PHUKET

The Title Rawai Phase 1 & 2









## Our Project





Rhom Bho Property



## OUR PROJECT



Rhom Bho Property



## The Title V













Rhom Bho Property

TITLE  
**LEGENDARY**  
SANG-TAO

## OUR PROJECT





01

## BUSINESS AND PERFORMANCE







# 1. Structure and Operations of the Corporation

## 1.1 Policy and Overall Business Operations

Rhom Bho Property Public Company Limited, or "TITLE", was established on September 27<sup>th</sup>, 1989 with a registered capital of 1 million Baht by Miss Sirirat Sarttrapai, whose initial purpose was to trade speculative land in the Phuket area under the name of "Country Club Company Limited", the group of Mr. Dendanai Hutajuta, who is knowledgeable and experienced in real estate development, realized the opportunity that the land occupied by the company has its potential, he has acquired shares from Miss Sirirat Satrapai's Group, the shareholders. The main purpose is to develop the land owns by the company as real estate for sale. After that, he started to develop real estate business from 2007 onward and changed the name to Rhom Bho Property Public Company Limited.

After the management of Mr. Dendanai Hutajuta, the company has pioneered and developed real estate. It started with the development of the Luxury Class on Rawai Beach in 2008, but based on market research and consumer behavior studies, condominium products are more suited to the needs of consumers. The company then has adjusted its business plan to focus on condominium development and launched a condominium project under the name "The Title" which is a low rise 4 floors condominium in 2011 on Rawai Beach, Phuket. The business was strengthened by the development of the company's land and with an outstanding location, unique design of the project, the quality of construction, the environment of the project emphasizes the tranquility and sense of relaxation as the hotel or resort. The goal is to create value and impression to customers. Therefore, the projects developed by the company have received good response from customers continuously.

After the Title Rawai Phase 1 was launched in 2011, achieved in terms of sales The Title Rawai Phase 2, The Title Rawai Phase 3 and The Title Residencies Naiyang Phuket 1 The Title Residencies Naiyang Phuket 2 continue to be available for the 2012-2013 period. In addition, the company was launched The Title V (The-Title-We) Rawai Phase 5 Which is a condominium of condotel 5 floors 4 buildings project value 1,011 billion baht and grand opening for sale in November 2018 and continues to explore the potential for property development in other potential locations.

In 2018, the Company launched The Title V (Rawai Beach, Phase 5), a condominium in the form of 4 buildings, 5 floors, with a project value of approximately 1,000 million baht. It was launched for sale in November 2018 and received feedback from customers as well.

Year 2022, the Company launched The Title Halo project, a 7-storey condominium with 6 buildings located on Nai Yang Beach. Phuket Province Project value approximately 1500-1600 million baht, starting to book in the Halo part 1 of 3 buildings with 168 rooms in November 2022 and Part 2 by 2023. The project design style still focuses on the shady environment. suitable for relaxation .The location is near the airport.

Year 2023, the company launched The Title Legendary Bang-Tao project, consisting of 7 condominium buildings located near Bang Tao Beach in Phuket province. The estimated project value is between 4,000 and 4,500 million baht. The sales commenced in November 2023. The Title Legendary Bang-Tao is situated just 500 meters from Bang Tao



Beach and is surrounded by numerous amenities, including a golf course, La Guna shopping mall, and lifestyle malls such as Porto de Phuket (only 700 meters away) and Boat Avenue Phuket (only 800 meters away). The buildings are designed in a "Modern Luxury" style, providing a living space close to nature.

### 1.1.1 Vision, objectives, goals, or strategies for operating the company

The Board of Directors regularly reviews the organization's vision, mission, goals, and strategies. During the past year, the Board of Directors' meeting No. 1/2023 which met on 24 February 2023 The vision, mission, goals and business strategies of the group have been reviewed. To provide a guideline for operating a business that can grow sustainably. In addition, the Board of Directors also monitors and supervises the implementation of the Company's strategies. Ready to regularly follow up on performance according to goals through the Board of Directors' meetings.

## Vision

We are committed to creating communities that live in harmony with the tourist industry.

## Missions

- To promise good governance and focus in good morals and ethics in accordance
- To create quality products that exceed the expectations of our residents
- To create a community and environment that is compatible with nature
- To guarantee after-sale support to ensure continuous quality service and to maintain the confidence of our residents
- To control and supervise operations in order to meet targets and maximize the return of profits to shareholder

### 1.1.2 Important changes and developments

The company has significant changes and developments in business operations and management as follows.

#### Year 1989

- Registered on September 27<sup>th</sup>, 1989 by Miss Sirirat Sarttrapai's group, with the initial objective of speculating land for sale in Phuket under the name of "Country Club Company Limited" with the initial registered capital of 1 million baht consisting of 10,000 ordinary shares with a par value of 100 baht per share. The officer was located at 267/4 Soi Sukhumvit 22 (Sai Namthip), Sukhumvit Road, Khlong Tan Subdistrict, Phra Khanong District, Bangkok.

#### Year 2007

- The group of Mr. Dendanai Hutajuta, who has knowledge and experience in the real estate industry, appreciates the potential of the land that the company holding. They have made memorandum of agreement joint venture to purchase stock from group of Miss Sirirat Sarttrapai, a former shareholders. The main objective is to bring the land company holding area in Rawai Beach, Phuket Province to develop a real estate for sale provided by contract memorandum of agreement, a joint venture with a former shareholder to gradually pay for shares when the property can be developed and sold on the said land.
- Change the company name to "Rhom Bho Property Co., Ltd.," and change the business objective to be real estate development.

**Year 2008**

- Began to develop a luxury class single house project for sale by using the name “Villa”, but from the market research and consumer behavior studies found that the condominiums are more suitable for consumer demand in those locations. Therefore, they adjusted the business plan to focus on condominium real estate development.

**Year 2011**

- Change the land development model from a single-luxury house (Luxury Class) to low-rise condominium, focusing on resort-style projects by the launching The Title Rawai Phase 1, which is a 4 storey condominium project on area of 4-2-66.80 Rai, 160 units, located in Rawai Beach area, Rawai Sub-district, Mueang Phuket District, Phuket the project value is approximately 494 million baht.
- Relocated the headquarter to 39/133 Soi Pracha Uthit 91, Thung Khru Subdistrict, Thung Khru District, Bangkok.

**Year 2012 - 2014**

- The group of Mr.Dendanai Hutajuta purchased the shares from Miss Sirirat Sarttrapai, a former shareholder under to the memorandum joint venture has made up in 2007.
- The company launched The Title Rawai Phase 2, a 4-storey condominium project on the area of 4-2-91.80 Rai, in total of 120 units, located in Rawai Beach area, Rawai Sub-district, Mueang Phuket District. Phuket, which is next to the original area of The Title Rawai Phase 1, value approximately 452 million baht.
- The company had resolved to pay dividends at the rate of 84 baht per share from the number of 5 million ordinary shares, equivalent to 4.20 million baht.
- The company increased the registered capital from 1 million baht to 5 million baht by offering new shares to existing shareholders to be used as funds for construction and future project development.
- The company had to pay dividends of 600 baht per share from 5 million ordinary shares, equivalent to 30.00 million baht.
- The company launches The Title Rawai Phase 3, a 4-storey condominium project on an area of 7-2-87 Rai, in total of 240 units, located in Rawai Beach area, Rawai Sub-district, Mueang Phuket District. Phuket Which is adjacent to the same area of Phase 1 and Phase 2, the project value is approximately 1,118 million baht.

**Year 2015**

- The company had a resolution to pay a dividend at the rate of 1,500 baht per share from 5 million ordinary shares, equivalent to 75.00 million baht.
- The company increased registered capital from 5 million baht to 70 million baht by offering additional shares to existing shareholders to be used as funds for construction and future project development.
- The headquarter moved to No. 53 Sukhonhasawat Road, LatPhrao Subdistrict, LatPhrao District, Bangkok.

**Year 2016 - 2017**

- The company launched the Title Naiyang Phase 1, a 7-storey condominium project on an area of 4-2-55.1 Rai in total, of 252 units, located in Naiyang Beach area. Thep Kasattri Road - Naiyang Soi Bangma Lao 2/2 Village No. 5, Saku Subdistrict, Thalang District, Phuket Province The project value is approximately 599 million baht.
- Establishment branch at No. 469 Village No. 6, Rawai Sub-district, Mueang Phuket District Phuket,





- The company has approved a dividend of 112 baht per share from 70 million ordinary shares, equivalent to 78.40 million baht.
- The company increased the registered capital from 70 million baht to 140 million baht by offering new shares to existing shareholders to be used as funds for construction and future project development.
- The company transformed into a listed company under the name of " Rhom Bho Property Public Company Limited" and changed the par value of the shares from 100 baht per share to 0.50 baht per share as well as increasing the registered capital from 140 million baht to 200 million baht by issuing and offering of 120 million shares (par price of 0.50 baht).
- On 2<sup>nd</sup> October 2017, Thailand Securities Depository Company Limited (TSD) appointed a securities registrar.
- On 2<sup>nd</sup> November 2017, the Stock Exchange of Thailand Board of Directors has sent to receive ordinary shares of Rhom Bho Property Public Company Limited to be listed securities and has officially entered into the securities trading (First day Trade).

#### Year 2018

- The company launched the Title Naiyang Phase 2, a 7-storey condominium project on an area of 4-3-8 Rai, 220 units, located in Naiyang Beach area. Thep Kasattri Road - Naiyang Soi Bangma Lao 2/2 Village No. 5, Saku Subdistrict, Thalang District, Phuket Province The project value is approximately 798 million baht and construction were completed in the 4<sup>th</sup> quarter of 2018.
- The 2018 Annual General Meeting of Shareholders resolved to pay dividends to shareholders in total 22,222,222.40 baht, equivalent to dividend payment at the rate of 0.055555556 baht per share or equivalent to 54.35 percent of the net profit by allocating to the existing shareholders by paying dividends and cash as follows.
  - Dividend payment is 40,000,000 ordinary shares of the company (with a par value of 0.50 baht per share), representing dividends at the rate of 0.05 baht per share to the existing shareholders at the rate of 10 per 1 share of the stock dividend, totaling 20,000,000 baht. In the event that the ordinary shares resulting from the dividend payment are calculated as fractions of shares, the Company will pay dividends in respect of such fraction of cash to shareholders at the rate of 0.0055555556 baht per share.
  - The dividend payment date is on 18<sup>th</sup> May 2018 from which the company dividend payment on a stock dividend; the company, therefore, increased the registered capital from the original registered capital of 200,000,000 baht to the new registered capital of 220,000,000 baht.
- On 5<sup>th</sup> October 2018, the company signed a contract appointment group of company Best Western Inc. (BWI) to manage the rooms for The Title Rawai Phase 5 which is a condominium in the form of Condotel.
- November 2018, the company launched The Title Rawai Phase 5 project, a 5 storey condominium project on a 5 rai of 228 units by divided into investment area and residential area, managed by Best. Western Inc., project value 1,011 million baht.
- Purchased additional 3-2-9.3 Rai of land in Naiyang Beach and 35-0-4.7 Rai of Bang Tao Beach to support the future project development.

#### Year 2019

- The 2019 Annual General Meeting of Shareholders resolved to pay dividends in the amount of 219,999,520 ordinary shares (with a par value of 0.50 baht per share), representing a dividend payment of 0.25 baht per



share. In the event that the ordinary shares arising from dividends are calculated as fractions of shares, the Company will pay dividends in the amount of 109,999,760 baht. The remaining shares of the cash to shareholders at the rate of Baht 0.25 per share Cash dividend per share 0.277777778 baht. The dividend payment date was on May 24<sup>th</sup>, 2019.

- With the 2019 Annual General Meeting of the shareholders of the company held on 29<sup>th</sup> April 2019, a resolution was passed regarding the registration of the company's registered capital reduction. Increase registered capital as follows.
  1. Reducing the registered capital in the amount of 480.50 baht from 220,000,000 baht to a new registered capital. 219,999,519.50 baht.
  2. Increased the registered capital of 109,999,760 baht from the original registered capital of 219,999,519.50 baht is the registered capital of 329,999,279.50 baht to support the stock dividend payment.
- The Board of Directors Meeting No. 3/2019, held on May 17<sup>th</sup>, 2019, has approved the share repurchase program for financial management purposes. The maximum limit of repurchasing shares is 99,000,000 baht. Specify the number of repurchased shares of 15,000,000 shares from the par value of 0.50 baht per share, equivalent to 3.41 percent of all already shares sold. By purchasing on the Stock Exchange of Thailand and the period for repurchasing shares from 31<sup>st</sup> May 2019 to 30<sup>th</sup> November 2019.
- From which the company registered number of additional shares sold supported the stock dividend payment already on May 24<sup>th</sup>, 2019, made the ratio of repurchased shares change to 2.27 percent of the already shares sold.

#### Year 2020

- The 2020 annual general meeting of shareholders resolved to pay dividends in the amount of 65,627,052 ordinary shares (with a par value of 0.50 baht per share), representing a dividend payment of 0.05 baht per share. In the event that the ordinary shares arising from dividends are calculated as fractions of shares, the company will pay dividends in the amount of 32,813,526 baht. The remaining shares of the cash to shareholders at the rate of baht 0.05 per share cash dividend per share 0.0055555556 baht. The dividend payment date was on May 22<sup>th</sup>, 2020.
- With the 2020 annual general meeting of shareholders of the company held on 29<sup>th</sup> April 2020, a resolution was passed regarding the registration of the company's registered capital reduction. Increase registered capital as follows.
  1. Reducing the registered capital in the amount of 15.50 baht from 329,999,279.50 baht to a new registered capital 329,999,264 baht.
  2. Increased the registered capital of 32,813,526 baht from the original registered capital of 329,999,264 baht is the registered capital of 362,812,790 baht to support the stock dividend payment.

#### Year 2021

- With the 2021 annual general meeting of shareholders of the company held on 29<sup>th</sup> April 2021, a resolution was passed regarding the registration of the company's registered capital reduction. Increase registered capital as follows.
  - Reducing the registered capital in the amount of 43.50 baht from 362,812,790 baht to a new registered capital 362,812,746.50 baht.



## Year 2022

- The company moved the Bangkok office. Formerly located at 53 Ladprao Road, Lad Phrao District, Bangkok to 444-444/1 Pracha Uthit Road, Huai Khwang District, Bangkok on January 6, 2022.
- Termination of the management contract by Best Western Inc for The Title Phase 5 project in the Investment Area due to the country's economic conditions during this period. The Company cannot operate in a condotel form.
- The Board of Directors' meeting of the Company on 9 November 2022 resolved to reduce the registered capital from the registered capital. due to the expiration of the period to sell the repurchased shares By writing off 3,728,000 shares of repurchased and unsold shares at a par value of 0.50 baht per share, reducing the registered capital of 725,625,493 shares from the registered capital. 362,812,748.50 baht, new registered capital 721,897.493 shares, registered capital 360,948,746.50 baht
- Launched The Title Halo project, a 7-storey condominium project located in Nai Yang Beach, Phuket. By opening reservations in November 2022, Part 1, 3 buildings, 168 rooms, and Part 2, 3 buildings, 161 rooms by 2023.

## Year 2023

- April 2023 opens for reservations for The Halo1 part 2 project, 3 buildings, 161 rooms.
- July 2023
  - On July 12, 2023, 39 Estate Company Limited, a subsidiary of Essence Public Company Limited ("ASW") purchased common shares from the Company's major shareholder. Number of 417,169,500 shares representing 57.79 percent.
  - Notification of acknowledgment of the tender offer for securities of 39 Estate Company Limited, a subsidiary of Essence Public Company Limited ("ASW"), in the amount of 2.50 baht/share, which is not a revocation.
  - Change the shareholding structure of major shareholders.
  - Notification of receipt of announcement of intent to acquire securities for business takeover (Form 247-3) from 39 Estate Company Limited, a subsidiary of Essence Public Company Limited ("ASW"). The amount is 2.50 baht/share, which is not a delisting.
- September 2023
  - Notification of receipt of a copy of report on the results of the securities tender offer (Form 256-2) from 39 Estate Company Limited, a subsidiary of Essence Public Company Limited ("ASW"). Number of securities after the tender offer. Offer to purchase 488,073,718 shares, representing 67.61 percent
- November 2023
  - The Title Legendary Bang Tao project is now open for sale.
  - The company board meeting on November 7, 2566, passed a resolution regarding the execution of transactions involving assets and related transactions in connection with the acquisition of common shares in Botanica Grand Avenue Company Limited, including transactions related to the transfer of rights and claims.
  - Title Hotel Naiyang Co., Ltd. has been established with a registered capital of 1 million baht, with the company holding 99.97 percent of the shares. The primary objective is to engage in the development of real estate properties, specifically in the hotel industry.
  - The Esquire Co., Ltd. has been established with a registered capital of 1 million baht, with the company holding 99.97 percent of the shares. The primary business objective is to engage in corporate legal management for condominiums.





- December
  - Report on the opinion of the independent financial advisor regarding the acquisition of assets and connected transactions of the company.
  - The Extraordinary General Meeting of Shareholders No. 1/2023 on December 25, 2023 resolved to approve the following important matters:
    - Approval has been obtained for the execution of transactions involving common shares of Botanica Grand Avenue Company Limited.
    - Approval has been granted for the execution of related transactions involving the transfer of rights and claims from Sinnergy Estate Company Limited, a related party of the company.
    - Approval has been granted for the increase in registered capital of the company from the previous amount of 360,948,746.50 baht to a new registered capital of 415,091,058 baht.
    - Approval has been granted for the allocation of additional shares in the company amounting to 108,284,623 shares, to accommodate the general mandate for capital increase, with the intention of offering these shares for sale to existing shareholders in proportion to their shareholding (Rights Offering).
    - Approval has been granted for the business separation policy to prevent conflicts of interest.
    - Approval has been granted for the proposal to issue convertible debentures with a maximum limit of 500 million baht.

#### **Changes in shareholding structure.**

Before the restructuring of the company's shareholding structure, Mr. Dendanai Huttajut, the major shareholder, held shares in the company at a proportion of 57.79 percent. Subsequently, 39 Estate Company Limited ("39E"), a subsidiary of Asset Wise Company Limited (Public) ("ASW"), acquired ordinary shares from the major shareholder, resulting in a new ownership proportion of 57.79 percent. Following this transaction, 39E, being the major shareholder, is legally required to make a tender offer for all remaining securities of the company. After the completion of the tender offer, 39E, as the major shareholder, will hold shares in the company at a proportion of 67.61 percent.

#### **1.1.3 The use of funds raised is in accordance with the objectives stated in the securities offering information form.**

- None -

#### **1.1.4 Obligations that the company promises in the securities offering registration form and/or the licensing conditions of the Office and/or the securities listing conditions of the Stock Exchange of Thailand.**

- None -



**1.1.5 Name, location of head office, type of business, company registration number, telephone, fax, company website Total number and type of shares sold in the company**

**Company Name** : Rhom Bho Property Public Company Limited  
**Securities abbreviation:** TITLE  
**Type of Business** : Develop real estate for sale  
**Registered Capital** : 360,948,746.50 Baht December 31<sup>st</sup>, 2023  
**Paid-in Capital** : 360,948,746.50 Baht December 31<sup>st</sup>, 2023  
**Number of shares** : 721,897,493 Shares December 31<sup>st</sup>, 2023  
**Par Value** : 0.50 Baht  
**Main Office Address** : 444-444/1 Pracha Uthit Rd, Huai Khwang, Huai Khwang District,  
Bangkok 10310  
**Website** : [www.rhombho.co.th](http://www.rhombho.co.th)



## 1.2 Nature of Business

### 1.2.1 Revenue Structure

Revenue structure of the company Classified by project type from 2021-2023

Revenues from Sale of Goods and Rendering of Services <sup>1/</sup>	Financial Statement (Audited)					
	Year 2021		Year 2022		Year 2023	
	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)
The Title Rawai Phase 1			15.05	2.53	4.48	0.97
The Title Rawai Phase 3			9.07	1.52		
The Title Naiyang Phase 1	7.99	10.51	62.13	10.42	21.84	4.74
The Title Naiyang Phase 2	7.10	9.34	10.63	1.78	3.47	0.75
The Title Phase 5	51.36	67.54	484.20	81.25	407.78	88.46
Revenues from Sale of Goods and Rendering of Services Total	66.45	87.39	581.08	97.50	437.56	94.93
Other Revenues <sup>2/</sup>	9.59	12.61	14.88	2.50	23.39	5.07
<b>Total Revenues</b>	<b>76.04</b>	<b>100.00</b>	<b>595.96</b>	<b>100.00</b>	<b>460.95</b>	<b>100.00</b>

**Note;** <sup>1/</sup> Revenues from Sale of Goods and Rendering of Services include revenue from sales of real estate and related income from the sale of real estate such as income from furniture and condominiums. Revenue from utilities.

<sup>2/</sup> Other Revenues includes income from breach of contract, interest, rental revenue from the guarantee return. The Company's revenue from corporate management The Title Rawai Phase 3, Naiyang Phase 1,2

### 1.2.2 Product and Service

#### (1) Product and service characteristics

Rhom Bho Property Public Company Limited ("company") is a property development company for sale especially the development of residential condominium projects in the potential areas. It focuses on the unique design of the project, quality of the construction, the environment of the project emphasizes the tranquility and sense of relaxation as in the hotel or resort. The aim is to create value and impression for customers to meet the needs of target groups both Thai and foreigners. The progress of each project as of December 31<sup>st</sup>, 2023 is as follows





The sales status, the transfer of ownership, and the construction of the Company's projects as of December 31<sup>st</sup>, 2023

Project	Location	Project characteristics	Month / Year of construction completed or expected to be completed.	Project area (rai-ngan-wa)	Project value (1)			Cumulative sales <sup>1/</sup> (2)		Accumulated transfer of ownership <sup>2/</sup> (3)		Remaining for Sale (1) - (2)		Percentage of construction progress	Percentage of revenue recognition (3)/(1)
					number (unit)	value (Million baht)	number (unit)	number (unit)	value (Million baht)	number (unit)	value (Million baht)	number (unit)	value (Million baht)		
1. The Title Rawai Phase 1	Rawai Beach, Phuket	condominium 4 floors	Sep 2011	Dec 2013	4-2-66.8	160	474	160	474	160	474	0	0	100	100.00
2. The Title Rawai Phase 2	Rawai Beach, Phuket	condominium 4 floors	Jul 2012	Feb 2014	4-2-91.8	120	437	120	437	120	437	0	0	100	100.00
3. The Title Rawai Phase 3	Rawai Beach, Phuket	condominium 4 floors	Oct 2013	Dec 2015	7-2-87	240	1,118	240	1,118	240	1,118	0	0	100	100.00
4. The Title Rawai Phase 5	Rawai Beach, Phuket	condominium 5 floors	Nov 2019	Sep 2021	5-1-0	228	947	228	947	225	935	0	0	100	98.73
5. The Title Naiyang phase 1	Naiyang Beach, Phuket	condominium 7 floors	Apr 2016	Oct 2018	4-2-55.1	252	638	252	638	252	638	0	0	100	100.00
6. The Title Naiyang Phase 2	Naiyang Beach, Phuket	condominium 5,7 floors	Oct 2017	Oct 2018	4-3-8	220	797	220	797	220	797	0	0	100	100.00
7. The Title Halo Phase 1	Naiyang Beach, Phuket	condominium 7 floors	Dec 2022	Dec 2024	4-2-5.5	168	757	168	757	0	0	0	0	72	0.00
8. The Title Halo Phase 2	Naiyang Beach, Phuket	condominium 7 floors	Apr 2023	Dec 2024	4-1-77.9	161	793	122	597	0	0	39	196	72	0.00
9. The Title Legendary Bang Tao	Bang Tao Beach, Phuket	condominium 7 floors	Nov 2023	Junel 2025	15-3-37.6	637	4,215	445	2,681	0	0	192	1,534	-	0.00

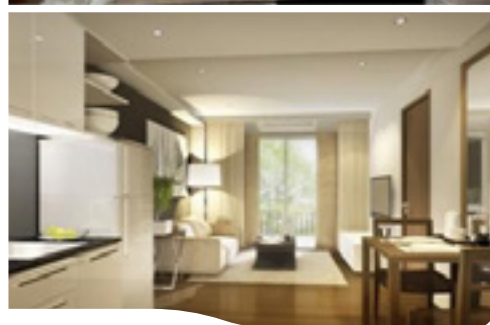
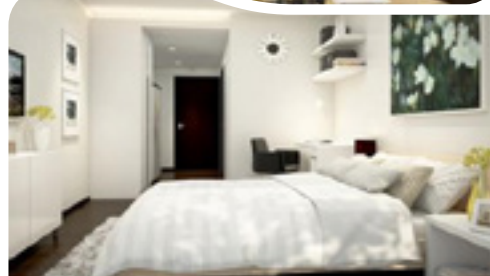
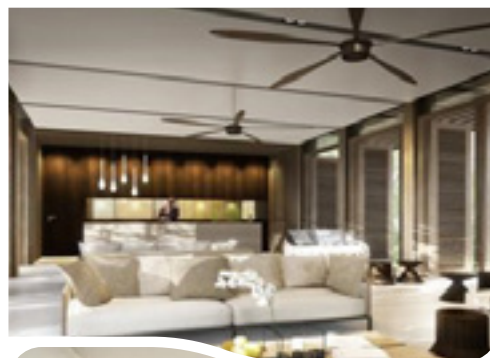
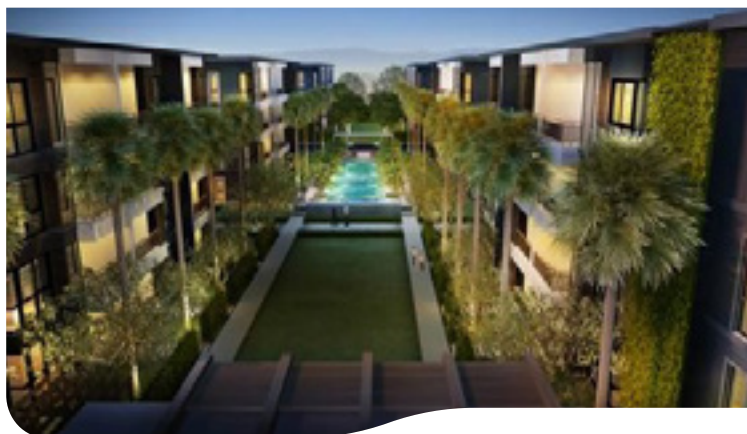
Note: <sup>1/</sup>Project value - Actual numerical value. <sup>2/</sup> Cumulative sales from contract performance.



Our project which was launched on December 31<sup>st</sup>, 2023 is summarized as follows:



## The Title Rawai Phase 1



<b>Location</b>	Rawai Beach, Phuket
<b>Status</b>	Construction is complete and the sale is closed.
<b>Project area</b>	4-2-66.8 (rai-ngan-wa)
<b>Project design</b>	Condominium 4 floors 4 buildings
<b>Unit</b>	160 Units
<b>Unit type</b>	<ul style="list-style-type: none"> <li>- Studio (27 sq. m.) 16 Units</li> <li>- 1 Bedroom (34 - 45 sq. m.) 112 Units</li> <li>- 2 Bedrooms (63 sq. m.) 32 Units</li> </ul>
<b>Project value</b>	494 million baht
<b>Average selling price /sq. m.</b>	66,000 Baht/sq. m.
<b>Target group</b>	<ol style="list-style-type: none"> <li>1. Thai clients (Phuket Locals)</li> <li>2. Thai clients (Real estate investors)</li> <li>3. Foreign clients (Tourists / Real estate investor / Retirees)</li> <li>4. Businessman</li> </ol>

### Project Highlight

- Our company's first project on the island of Phuket was built with the concept based on living in tranquility
- The project's facilities include a 25-meter swimming pool, Finnish sauna, tropical garden, outdoor recreational areas and 24-hour security system.
- The project's location is fully complemented by basic infrastructure, a significant increase in the numbers of tourists and provides a great opportunity for an excellent return on investments.
- It is located at the South of the Phuket Island, in the most beautiful area of Rawai, close to the popular Naiham Beach, Promthep Cape.
- We use high quality materials to create a beautiful project with outstanding living and longevity to keep you safe and worry-free.
- Price is reasonable with the quality of the material, friendly to the community and the environment. It is considered one of the best prices in Phuket.

Landscape





## The Title Rawai Phase 2



Landscape

LAY-OUT : Master Plan



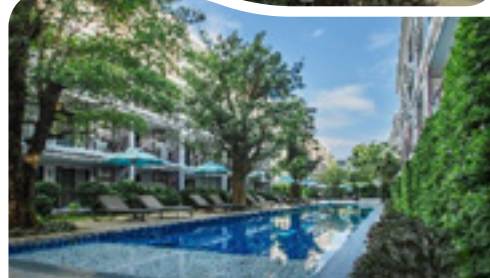
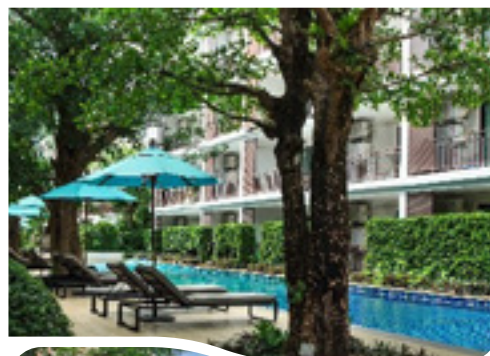
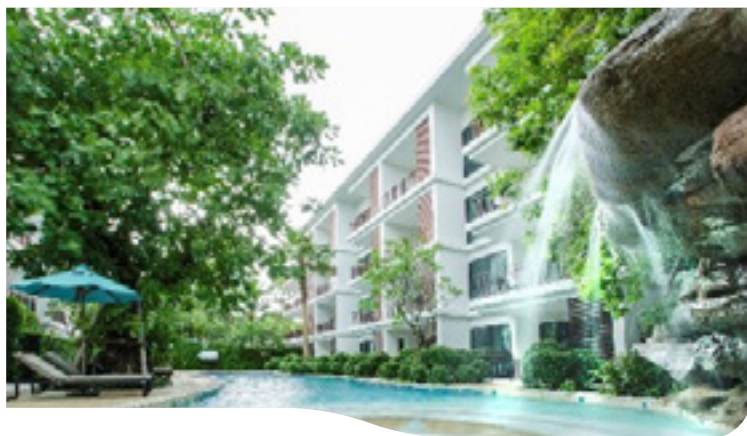
<b>Location</b>	Rawai Beach, Phuket
<b>Status</b>	Construction is complete and the sale is closed.
<b>Project area</b>	4-2-91.8 (rai-ngan-wa)
<b>Project design</b>	Condominium 4 floors 3 buildings
<b>Unit</b>	120 Units
<b>Unit type</b>	<ul style="list-style-type: none"> <li>- Studio (27 sq. m.) 12 Units</li> <li>- 1 Bedroom (34 - 45 sq. m.) 84 Units</li> <li>- 2 Bedrooms (63 sq. m.) 24 Units</li> </ul>
<b>Project value</b>	452 million baht
<b>Average selling price/ sq. m.</b>	80,000 Baht/sq. m.
<b>Target group</b>	<ol style="list-style-type: none"> <li>1. Thai clients (Phuket Locals)</li> <li>2. Thai clients (Real estate investors)</li> <li>3. Foreign clients (Tourists / Real estate investor / Retirees)</li> <li>4. Businessman</li> </ol>

<b>Project Highlight</b>	<ul style="list-style-type: none"> <li>- The second project in the south of Phuket was created with the strong determination to improve from The Title Rawai Phase 1</li> <li>- The Title Phase 2 is located alongside with The Title Phase 1 on the beautiful beachfront of Rawai beach.</li> <li>- It features 3 of 4-storey buildings with 120 units in total. There are 3 room types: studio, 1bedroom and 2 bedrooms.</li> <li>- Complete your holiday and totally refresh yourself at our lotus ponds, waterfall, barbecue zones and pool.</li> <li>- Suitable and reasonable price for the quality of materials that we intend to choose for our residents.</li> <li>- The quality of the material meets the standards. We pay attention to every detail of the construction.</li> </ul>
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## The Title Rawai Phase 3



Landscape



### Location

Rawai Beach, Phuket

### Status

Construction is complete and on sale is closed.

### Project area

7-2-87 (rai-ngan-wa)

### Project design

Condominium 4 floors 7 buildings

### Unit

240 units

### Unit type

- Studio (27 sq. m.) 44 Units
- 1 Bedroom (34 - 45 sq. m.) 156 Units
- 2 Bedrooms (63 sq. m.) 40 Units

### Project value

1,118 million baht

### Average selling price/ sq. m.

86,500 Baht/sq. m.

### Target group

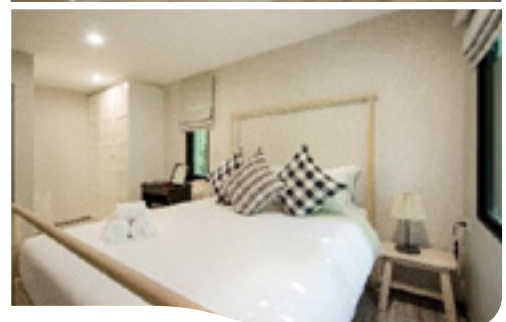
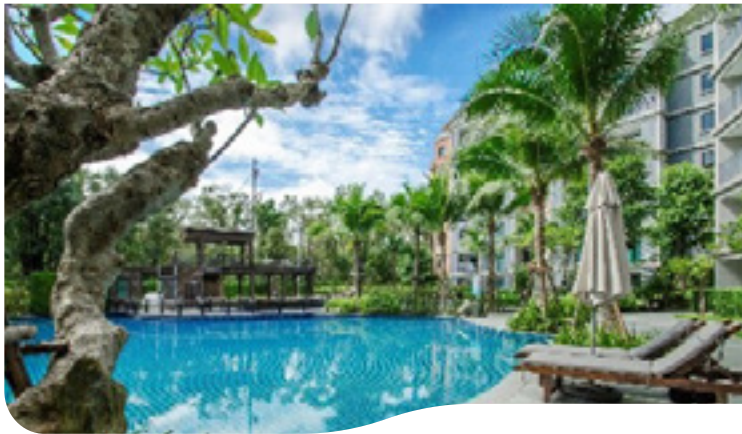
1. Thai clients (Phuket Locals)
2. Thai clients (Real estate investors)
3. Foreign clients (Tourists /  
Real estate investor / Retirees)
4. Businessman

### Project Highlight

- With our scrupulous design, you can experience the beautiful atmosphere of nature surrounded by tropical greenery and the bright blue of the pool.
- We have our standard system and our friendly, dedicated staff to help you get the support you need, just like receiving services from your own family.
- Experience the ultimate freedom in our tropical oasis - Phase 3 green garden. Feel free to use capabilities of common area, including 3 swimming pools, 2 saunas and a fitness room.
- Located on the magnificent beach of Rawai, The Title Phase 3 is considered to be the best project on Rawai Beach.
- Emphasizes simplicity with the quality of the material we choose, the elegance of the wood floor, the wall and of the furniture that is suitable for use.



## The Title Residencies Naiyang Phuket Phase 1



<b>Location</b>	Naiyang Beach, Phuket
<b>Status</b>	Construction is complete and on sale is closed
<b>Project area</b>	4-2-55.10 (rai-ngan-wa)
<b>Project design</b>	Condominium 7 floors 3 buildings (E, F, G)
<b>Unit</b>	252 Units
<b>Unit type</b>	1 Bedroom (34 - 46 sq. m) 252 units
<b>Project value</b>	599 million baht
<b>Average selling price/ sq. m.</b>	61,280.84 Baht/sq. m.
<b>Target group</b>	<ol style="list-style-type: none"> <li>1. Thai clients (Phuket Locals)</li> <li>2. Thai clients (Real estate investors)</li> <li>3. Foreign clients (Tourists / Real estate investor / Retirees)</li> <li>4. Businessman</li> </ol>

### Project Highlight

- With the concept and inspiration of house in the forest, we create a place to rest and fulfill life in the midst of nature, soak up the tranquil atmosphere of pine tree and surrounded greenery.
- We take the importance of quality and punctuality in all our projects construction with absolute care and attention in every single step of the materials selection and construction process.
- Over 70% of the project is being transformed into a common area where you can enjoy your time. Facilities include sunbath deck, fitness, sauna, 5 swimming pools, 1 sky pool and more.
- The price is considered to be the most reasonable and affordable for its location and design in the middle of beautiful nature.
- This project is on the prime location, situated just minutes away from Phuket International Airport and only 250 meters from the beautiful Naiyang Beach.
- With the perfect location, comfortable living lifestyle, close to nature and easy to travel to the top-rated tourist attraction. The project is an amazing choice for investment and living.

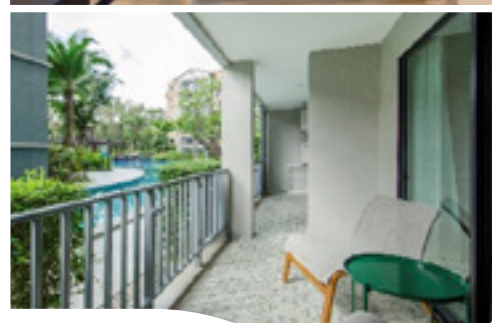
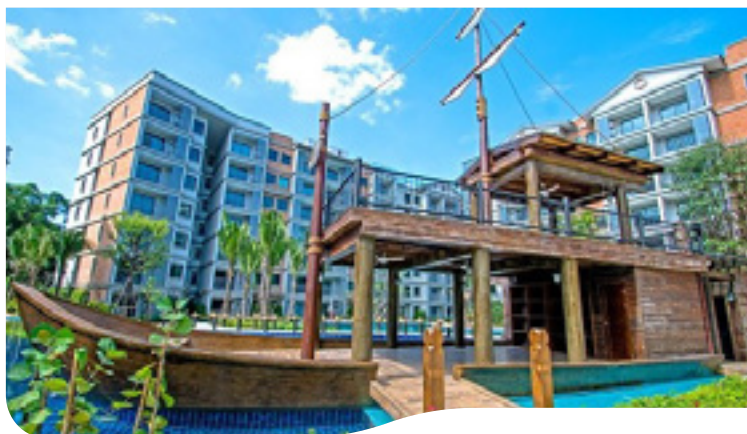
Landscape







## The Title Residencies Naiyang Phuket Phase 2



Landscape



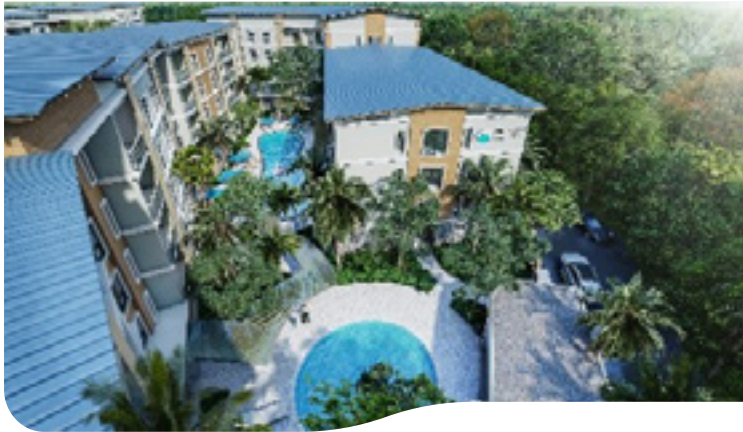
<b>Location</b>	Naiyang Beach, Phuket
<b>Status</b>	Construction is complete and the sale is closed.
<b>Project area</b>	4-3-8 (rai-ngan-wa)
<b>Project design</b>	Condominium 2,6,7 floors 4 buildings (A, B, C, D)
<b>Unit</b>	220 Units
<b>Unit type</b>	<ul style="list-style-type: none"> <li>- 1 Bedroom (34 - 46 sq. m.) 206 units</li> <li>- 2 Bedrooms (52-61 sq. m.) 14 units</li> </ul>
<b>Project value</b>	798 million baht
<b>Average selling price/ sq. m.</b>	90,525.21 Baht/sq. m.
<b>Target group</b>	<ol style="list-style-type: none"> <li>1. Thai clients (Phuket Locals)</li> <li>2. Thai clients (Real estate investors)</li> <li>3. Foreign clients (Tourists / Real estate investor / Retirees)</li> <li>4. Businessman</li> </ol>

<b>Project Highlight</b>	<ul style="list-style-type: none"> <li>- With the concept and inspiration of house in the forest, we create a place to rest and fulfill life in the midst of nature, soak up the tranquil atmosphere of pine tree and surrounded greenery.</li> <li>- We take the importance of quality and punctuality in all our projects construction with absolute care and attention in every single step of the materials selection and construction process.</li> <li>- Over 70% of the project is being transformed into a common area where you can enjoy your time. Facilities include sunbath deck, fitness, sauna, 5 swimming pools, 1 sky pool and more.</li> <li>- The price is considered to be the most reasonable and affordable for its location and design in the middle of beautiful nature.</li> <li>- This project is on the prime location, situated just minutes away from Phuket International Airport and only 250 meters from the beautiful Naiyang Beach.</li> <li>- With the perfect location, comfortable living lifestyle, close to nature and easy to travel to the top-rated tourist attraction. The project is an amazing choice for investment and living.</li> </ul>
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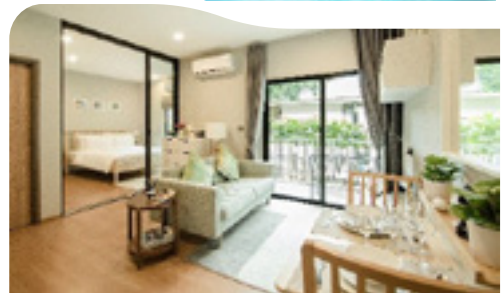




## The Title V (RAWAI-PHUKET)



<b>Location</b>	Rawai Beach, Phuket
<b>Status</b>	Construction is complete and the sale is closed.
<b>Project area</b>	5-1-0 (rai-ngan-wa)
<b>Project design</b>	Condominium 5 floors 4 buildings (U, V, X, Y)
<b>Unit</b>	228 Units
	Investment Area; 124 units
	Residential Area; 104 units By Best Western Inc.
<b>Unit type</b>	<ul style="list-style-type: none"> <li>- 1 Bedroom (35 sq.m.) 129 units</li> <li>- 1 Bedroom (41 sq. m.) 84 units</li> <li>- 2 Bedrooms (69-78 sq. m.) 15 units</li> </ul>
<b>Project value</b>	1,011 million baht
<b>Average selling price/ sq. m.</b>	111,344.45 Baht/sq. m.
<b>Target group</b>	<ol style="list-style-type: none"> <li>1. Thai clients (Phuket Locals)</li> <li>2. Thai clients (Real estate investors)</li> <li>3. Foreign clients (Tourists / Real estate investor / Retirees)</li> <li>4. Businessman</li> </ol>



<b>Project Highlight</b>	<ul style="list-style-type: none"> <li>- The highlight is the project will be divided into 2 zones Investment Zone and Residential Zone.</li> <li>- The architect designed The Title V by using a unique combination of Thai, Japanese and Bhutanese designs, with the main concept still presenting the identity of The Title</li> <li>- The materials chosen for this project will be better quality than the previous projects with environmentally sustainable design to use mostly natural materials and focus on simplicity, peace and tranquility but full of details</li> <li>- The common area is approximately 65% of overall project area and offers 7 swimming pools for just 4 residential buildings, steam rooms, playgrounds, a restaurant, gyms, etc.</li> <li>- The Title V (Rawai-Phuket) is situated on a beautiful land in a quiet area just 250 meters distance from the beach and hidden away from the main road offering peaceful and chaotic-free living to residents and investors.</li> </ul>
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**TITLE V**

RAWAI-PHUKET

5-1-0 (rai-ngan-wa)

228 Units

1,011 million baht

111,344.45 Baht/sq. m.

1. Thai clients (Phuket Locals)

2. Thai clients (Real estate investors)

3. Foreign clients (Tourists / Real estate investor / Retirees)

4. Businessman

The highlight is the project will be divided into 2 zones Investment Zone and Residential Zone.

The architect designed The Title V by using a unique combination of Thai, Japanese and Bhutanese designs, with the main concept still presenting the identity of The Title

The materials chosen for this project will be better quality than the previous projects with environmentally sustainable design to use mostly natural materials and focus on simplicity, peace and tranquility but full of details

The common area is approximately 65% of overall project area and offers 7 swimming pools for just 4 residential buildings, steam rooms, playgrounds, a restaurant, gyms, etc.

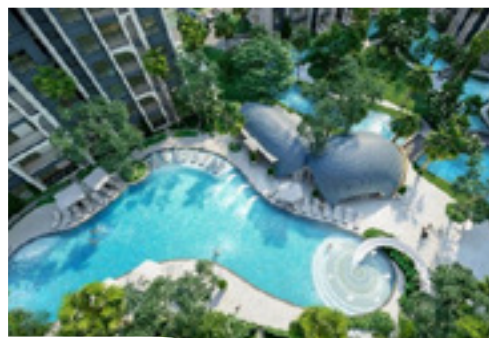
The Title V (Rawai-Phuket) is situated on a beautiful land in a quiet area just 250 meters distance from the beach and hidden away from the main road offering peaceful and chaotic-free living to residents and investors.

Landscape





## The Title Halo (Naiyang-Phuket)



### Location

Naiyang Beach, Phuket

### Status

For booking and on sale

### Project area

8-3-83.40 (rai-ngan-wa)

### Project design

Condominium 7 floors 6 buildings

### Unit

329 Units

### Unit type

- 1 Bedroom (35 sq.m.) 129 units
- 1 Bedroom (41 sq. m.) 84 units
- 2 Bedrooms (69-78 sq. m.) 15 units

### Project value

1,500-1600 million baht

### Average selling price/ sq. m.

Baht/sq. m.

### Target group

1. Thai clients (Phuket Locals)
2. Thai clients (Real estate investors)
3. Foreign clients (Tourists /  
Real estate investor / Retirees)
4. Businessman

### Project Highlight

- Project Location next to the tourist attraction of Phuket is Naiyang Beach
- Only 300 meters from Naiyang beach and 2 Km. from Phuket International Airport
- Common areas, Gardens within large project
- Swimming pool, Parking and complete facilities

### Landscape

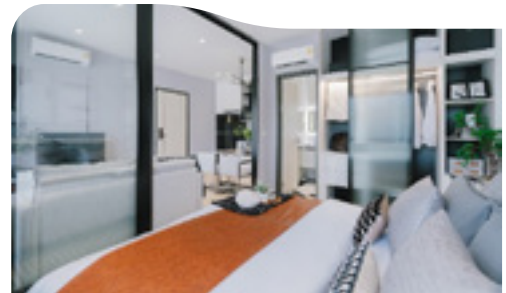






## THE TITLE LEGENDARY BANG-TAO

# The Title Legendary Bang Tao



Landscape

<b>Location</b>	Bang Tao Beach, Phuket
<b>Status</b>	For booking and on sale
<b>Project area</b>	15-3-37.6 (rai-ngan-wa)
<b>Project design</b>	Condominium 7 floors 9 buildings
<b>Unit</b>	637 Units
<b>Unit type</b>	1 Bedroom and 2 Bedroom (size approximately 31-89 sq m.)
<b>Project value</b>	4,390 million baht
<b>Average selling price/ sq. m.</b>	140,000 Baht/sq. m.
<b>Target group</b>	<ul style="list-style-type: none"> <li>- Both Thai and foreign customer groups. bought for living and for investment</li> </ul>
<b>Project Highlight</b>	<ul style="list-style-type: none"> <li>- Close to Bang Tao beach, only 500 meters.</li> <li>- Surrounded by many amenities. Including a golf course, Laguna, a shopping mall. and lifestyle malls such as Porto de Phuket which is only 700 meters away and Boat Avenue Phuket only 800 meters away.</li> <li>- More than 35 premium amenities in an atmosphere close to nature.</li> <li>- The building is designed in a "Modern Luxury" design and stands out with a pond surrounding the project.</li> </ul>

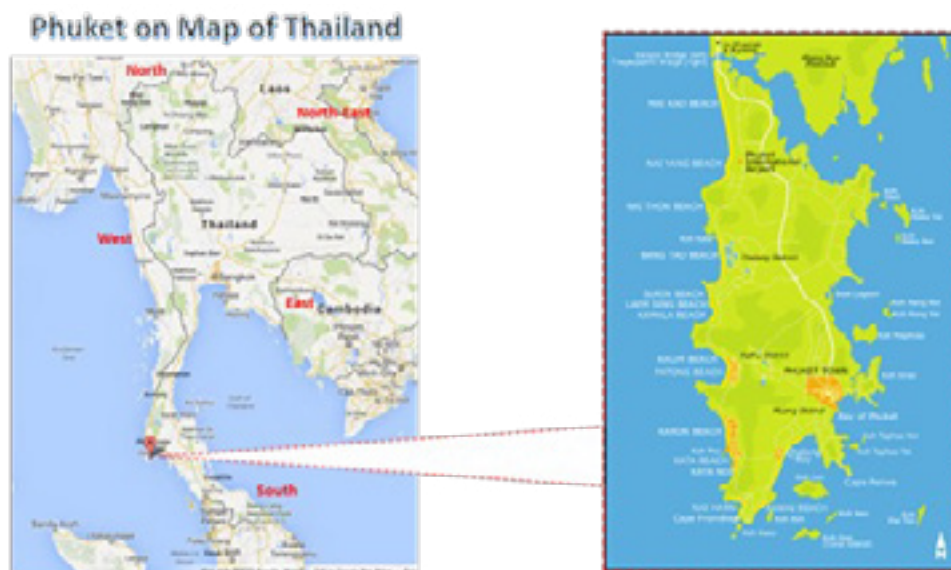
MASTER PLAN







## Location of The Title Project





the payment conditions to conform to the duration of time used in project development, for which the Company has divided into the following steps for the receipt of payments made:

- **Deposits:** Payment of deposits will occur when the customer has expressed interest in the apartment and has signed the apartment deposit contract with the Company.
- **Sales contract fees (“contract fees”):** Payment of contract fees will occur when the customer has signed the apartment purchase contract with the Company.
- **Down payments:** Payment will proceed in accordance with the conditions stipulated in the apartment sales contract, for which the Company will determine the number of installments and payment period durations in accordance with the duration of construction time for each project.
- **Transfer of ownership fees:** Payment will occur when the Company has transferred ownership of the apartment to the customer.

The payment conditions for each project belonging to the Company which have been opened for sale on December 31<sup>st</sup>, 2023 may be summarized as follows:

Project	Thai Clients	Foreign Clients
<b>The Title V (The Title We)</b>		
Deposits	100,000 baht	100,000 baht
Contract fees	200,000 baht	25.00% of sales value
Down payments	20.00% of sales value (including deposit and contract fee)	50.00% of sales value
Down Payments Period	24 installments	2 installments in accordance with the construction project's level of completion*
Transfer of ownership	Remaining balance	Remaining balance
<b>The Title Halo</b>		
Deposits	200,000 baht	100,000 baht
Contract fees	300,000 baht	25.00% of sales value
Down payments	20.00% of sales value (including deposit and contract fee)	50.00% of sales value
Down Payments Period	24 installments	2 installments in accordance with the construction project's level of completion*
Transfer of ownership	Remaining balance	Remaining balance

**The Title Legendary Bang Tao**

Deposits	100,000 baht	100,000 baht
Contract fees	300,000 baht	25.00% of sales value
Down payments	20.00% of sales value (including deposit and contract fee)	50.00% of sales value
Down Payments Period	15 installments	2 installments in accordance with the construction project's level of completion*
Transfer of ownership	Remaining balance	Remaining balance

\* **Completed construction project installments include;** the duration of time in which clear progress can be observed, such as the laying of the building's foundation, when the project has finished construction, etc.

**Privileges received**

-none-





## (2) Marketing and Competition

### (A.) Policy and Strategy Regarding Products and Services of the Group

- **Product strategies**

The Company realizes that the target group's needs are the key to initiating the development of any project. Therefore, the Company gives importance to the guidelines for real estate project development to meet the customer group's needs as follows:

- **Project Location**

The Company has given importance to the location of the project. Due to an important factor in the real estate business, most customers who buy a property from the previous company will decide on the location first. The location of all projects is near a popular beach in Phuket. With a short distance that customers can walk, it meets the target group's needs who want a lifestyle with relaxation and want to escape from the chaos. However, it should not be far from the main transportation and facilities, and surrounded by basic utilities.

- **Unique and Outstanding Design**

The Company prioritizes designing a unique, like creating work of art, that suits customers' lifestyles and possibilities. For example, The Title Halo 1 -Naiyang Beach project is a condominium is a 7-storey low-rise condominium with 6 buildings that present a distinctive and beautiful design through the appearance of the buildings designed to blend in with the landscape of the mountain range that stretches along the length surrounding the project. Various archways are also inspired by Sino-Portuguese architecture, a unique design found in the old town area of Phuket province, which is considered a cultural heritage that the Company wants to conserve through the design work in every part of the project. Another highlight design of every The Title project is the Company gives importance to scenic decorations throughout its project buildings, simulation of the atmosphere of being in the resort and close to nature, and allocation of large areas in the buildings to be in view of the ocean (Sea-view). This conforms to the needs of target customer groups who want a lifestyle with relaxation.

- **A Large Common Area and Green Areas within the Project**

The key strength of every The Title project is giving importance to the entire atmosphere in every project, so The Company allocates large common areas and green areas. The project has been planned to have common areas where residents can relax, such as the Title Halo 1-Nai Yang Beach project, which has provided 2,500 square meters of green space and more than 75% of common areas to residents. There are 3 swimming pools, one of which is a large Loop Pool, and a Relaxation Area with a large pavilion located in the center of the project, so that residents can relax, socialize, do various recreational activities, and exercise together as well. The project also has other facilities, including a steam room, exercise room, and outdoor exercise areas, along with reliable, trustworthy security systems to answer all needs of the residents in full. Furthermore, the Company has considered the highest utilization of usable apartment space in each project, with the Company's design teams developing and designing the residential apartments in a manner that allows full employment of area in the apartments and meets the needs of living, including furnishings, furniture, toiletries, and various beautiful, stylish, and quality decorating materials.



Nowadays, residents are increasingly changing their lifestyles by spending more time in residence, and most of them usually live together as a family with their children as well. The Company realizes the importance of this, so the common areas have been designed and allocated to be larger to make the residents feel relaxed, support a variety of activities, and meet the needs of customer families, which have become the main part of today's target group. The Company's latest project is The Title Legendary-Bang Thao Beach project, which has 35 amenities in the 3-floor Clubhouse building, such as a Co-Working Space and Co-Kitchen, meeting rooms, and space for holding parties. There are areas for recreational activities and exercise to support the lifestyles of foreign residents who like extreme sports activities, such as a boxing arena, a golf simulator room, a game room, a fitness room, a salt-water swimming pool, an onsen room, and a sauna. There is also a dedicated recreational area for young children so that residents' children can enjoy age-appropriate activities.

#### - Pricing strategies

The Company has determined pricing strategies to set reasonable prices and can be competitive by considering product location determination, target customer groups, the products' qualities, product location, usable space, basic utilities, and transportation around the project. Furthermore, the company has also made project price comparisons with other projects in nearby areas to study the appropriate selling price and consider starting costs for the buildings, including land costs, design costs, construction costs, and other related expenses.

#### • Marketing and sales promotion strategies

In 2023, the Company started to adjust marketing media strategies to be more diverse so that target customer groups would remember the Company's brand and product. It also promoted the Company's good image and reliability. Moreover, the Company intends to expand its customer base into the domestic market and new markets. Therefore, the Company adjusts its brand image and chooses marketing communication tools that target customer groups can experience and remember the company name and projects belonging to the Company and the project by using the main communication tools as follows:

#### - Online Media Communication (Online Media)

This year, the Company launched a new project "The Title Legendary-Bang Thao" which is a luxury project with a new design of "The Title" logo to improve the brand image to be more modern. The Company also created a new Facebook page and YouTube channel named The Title Residence to advertise the new project and publish the Company news to increase brand engagement. Moreover, the Company creates a web banner for the company's main website at [www.rhombho.co.th](http://www.rhombho.co.th) to increase sales opportunities and generate website traffic for the Company and project information. The Company continues to disseminate the Company's news via Instagram, VK, and Weibo to facilitate Russian and Chinese customers who are looking for real estate in Thailand and cannot access Facebook.

#### - Outdoor Media Communication (Out of Home Media)

The Company has rented Bus Wrap with Phuket Smart Bus Company which is a public passenger bus that runs on Phuket's main tourist route from Phuket Airport, Nai Yang Beach, Bang Thao Beach, Patong Beach, Kata Beach, Karon, Cape Phrom Thep, ending at Ra Wai Beach for advertising. The Company has also placed billboards to advertise the company's latest project "The Title Legendary-Ban Thao" at key locations such as Phuket Airport and shopping centers in the Bang Thao area. In addition, the Company has placed fence wraps surrounding construction areas to communicate with customer groups surrounding the project, near the project location, or in the area surrounding the target group.



#### - Direct Communication (Direct Mail)

The Company's marketing department will send news, promotional activities, or new projects through E-Mail and MailChimp, which is E-mail Marketing with all customer databases in the system, and cell phone (SMS) messages to sales representative groups, residents, and customers who visit the project and have registered. This allows customers to follow construction progress and the furnishings in each project. Moreover, the Company has organized various marketing activities, such as booth setup and organizing new project launches to invite agents to observe the new project's information, and advertised information through newspapers and magazines.

- **Distribution and distribution channel strategies**

The Company employs a team sales strategy, using both teams of Thais and foreigners. All teammates will be trained and tested to be professional before providing service to customers. The Company's sales teams present and accommodate the reporting of project information, and advice for financial loans with customers. This is achieved when customers visiting the project both at the sales offices at the project or at booths in various locations, receive project information from sales teams. The teams will explain both the philosophy and origin of the design, style, and distinctive points of the projects to attract customers into desiring ownership. Furthermore, they will provide project basic information such as room size, apartment prices, furnishings, and facilities provided, in addition to the environment surrounding the project areas. Sample rooms will be open for interested parties to observe at the site of the project.

In addition to the Company's sales teams, the Company also possesses other sales methods through representative sales agents who act as customer procurement for the Company, both as juristic persons and as specialists with foreign customer bases. These agents know customer needs, can communicate clearly and correctly, and provide marketing services in addition to bringing customers to visit the projects. The Company possesses the policy of providing compensation payment at value or as a percentage proportional to condo units sold in order to incentivize motivation in the agents and/or in the sales agents' officers who played a supporting role or provided pressure for the sales to be made. Compensation payment will be made as to the agent and/or the sales agents' officers when the customer has made a deposit and/or has signed a sales contract and/or for apartments which have had their ownership transferred only.

Moreover, the Company has improved its website at [www.rhombho.co.th](http://www.rhombho.co.th) to be more good-looking and easy to access. It can be used as an advertising and public relations for the Company and the projects. Now, the Company has developed functions that visitors can download brochures with complete details about the projects if they are interested.

This year, the Company developed sales systems and platforms to support real-time online reservations so that sales agents and customers who have paid for reservations can access information from the project map and the number of available condominiums. This system is available with the reservation for units in The Title Legendary project-Bang Thao as the first project, which has received good feedback from both sales agents and customers.



## Target group

The determination of the target customers of the Company is divided by race which are Thai and foreign customers. The proportion of foreign customers is 80% which mostly consists of Russian, European, British, American, Chinese, and Malaysian customers. The purpose of target groups is divided into 2 main purposes, which are for living and investment. It is found that most customers are executives or business owners, who come together as families and want to have their own accommodation for resting and traveling by sea in a clean, fresh atmosphere, convenient to travel, near tourist attractions, and not far from Phuket International Airport, and also suitable for being a place to relax after retirement. However, there is a target group that likes to invest in real estate in the type of condominiums for rent. Once the units have been purchased and transferred, the owners can join the Rental Program which is managed by a professional hotel management company. As an alternative for the customers who are interested to buy for a long-term- return investment.

The Company has therefore set up a marketing plan to boost sales with the "Guaranteed Yield" or "Cashback Program" project to meet the demand of those customers. Both programs have the objective of allowing customers to rent out purchased condominiums through juristic persons. Customers will be guaranteed returns in advance, paid once, or received a discount voluntarily.

Another group of customers of the company are those who work in Phuket with the objective of being the main residence. Primarily, the heavy traffic in Phuket is causing the need to live near the office to save travel time, and near the tourist location to relax.

In 2017-2023, there are many customers who hold condominium units in both Freehold (most people can own or hold the right to own real estate) and Leasehold (rental purchase of real estate for a period of time) Determined by the majority to receive the right of existence. But most will have ownership rights in real estate) Details according to level

**Table of customer proportions according to ownership units in years 2019 - 2023**

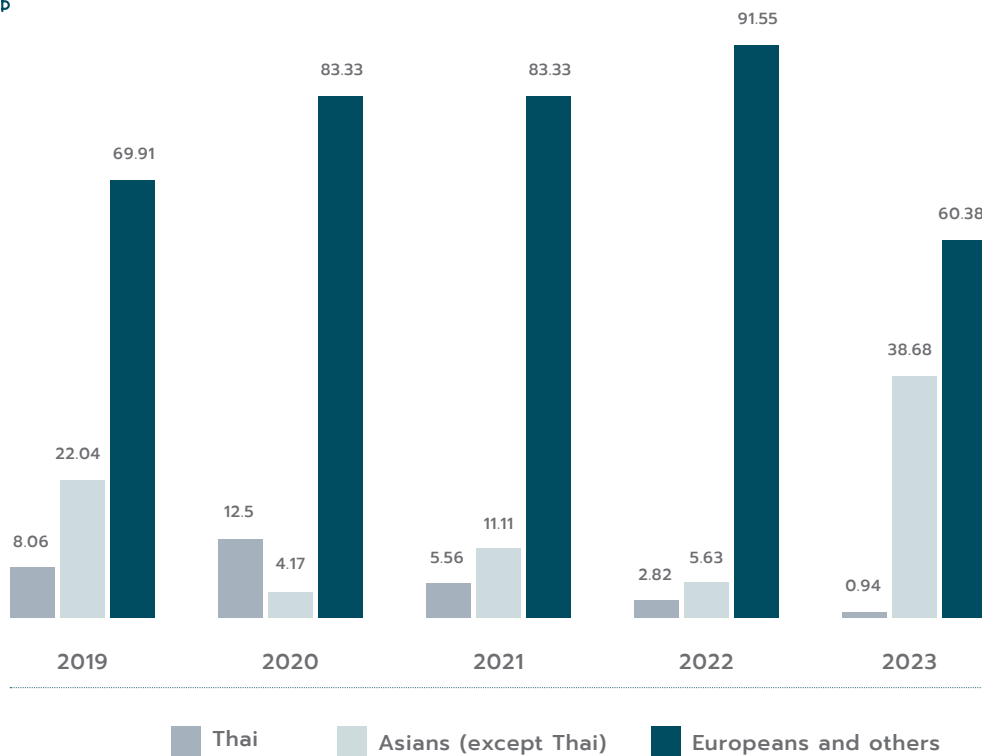
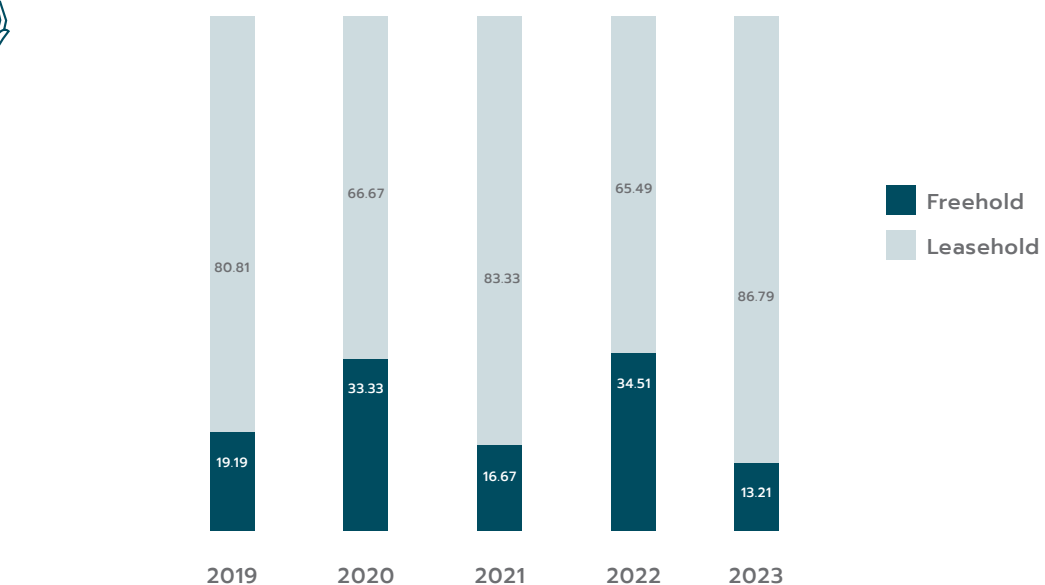
Target group	Proportion of customers according to ownership units per year (percentage)*				
	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Thai	8.06	12.50	5.56	2.82	0.94
Asians (except Thais)	22.04	4.17	11.11	5.63	38.68
Europeans and others	69.91	83.33	83.33	91.55	60.38
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

Sale Category	Proportion of customers according to ownership units per year (percentage)*				
	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Freehold	19.19	33.33	16.67	34.51	13.21
Leasehold	80.81	66.67	83.33	65.49	86.79
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

\* Shows apartment ownership proportions for customers of all projects combined, which is composed of projects The Title Rawai Beach Phase 1, 2, 3, 5 and The Title Residencies Naiyang Phase 1, 2. These ownership proportions will change according to the number of apartments held in ownership (in the event of Freehold property) and with renting (in the event of Leasehold property) by customers per year. The proportion of ownership held by foreigners in buildings for each project still has not exceeded the proportions stipulated by law.



## Proportion of customers according to ownership units per year (percentage)

**PROPORTION OF CUSTOMERS ACCORDING TO OWNERSHIP NITS PER YEAR  
(PERCENTAGE)****PROPORTION OF LEASEHOLD AND FREEHOLD  
SOLD SINCE Y2019-Y2023:**



## (B) Procurement of products and services

### Process for development real estate projects

In 2023, the Thai economy is expected to expand by 2.7 percent (forecast range of 2.2 to 3.2 percent), continuing the growth trend from 2022, which saw an expansion of 2.6 percent. The tourism and hospitality sector, particularly private consumption, is a significant driving factor. It is anticipated that the number of international tourists entering Thailand in 2023 will reach 27.7 million, representing a 148.3 percent increase over the previous year. The revenue from international tourism is estimated to be 1.18 trillion baht, marking a 225.5 percent increase from 2022.

Private consumption is expected to continue its consecutive growth, expanding by 5.8 percent (forecast range of 5.3 to 6.3 percent). Additionally, the easing inflationary pressure is expected to contribute to this growth. Private sector investments are projected to increase by 0.9 percent (forecast range of 0.4 to 1.4 percent). However, the value of exports in US dollars is anticipated to contract by -1.8 percent (forecast range of -2.3 to -1.3 percent) due to the impact of economic slowdowns in key trading partners.

Public sector consumption is predicted to contract by -3.4 percent (forecast range of -3.9 to -2.9 percent), while public sector investments are expected to remain stable. Some of these trends are influenced by the delayed budgeting process for the fiscal year 2024. The overall stability of the Thai baht is forecasted to be around 1.5 percent (forecast range of 1.0 to 2.0 percent) due to easing pressure from energy prices, along with government measures to alleviate the cost of living burden on the public.

In terms of domestic stability, the general inflation rate is expected to be 1.5 percent (forecast range of 1.0 to 2.0 percent) due to easing pressures from energy prices. The government's relief measures have helped ease the cost of living for the citizens, bringing inflation back within the target range of 1-3 percent.

Externally, the service account is expected to return to surplus due to the increase in the number of international tourists. Consequently, the current account is anticipated to return to a surplus of 2.7 billion US dollars, equivalent to 0.5 percent of GDP, in 2023.

In 2029, the Ministry of Finance forecasts that the Thai economy will accelerate its growth to 3.2 percent per year (forecast range of 2.2 to 4.2 percent). This acceleration is expected to be supported by private consumption and the export sector, in line with the ongoing recovery in tourism. It is projected that in 2029, the number of international tourists entering Thailand will reach 34.5 million, representing a 24.6 percent annual increase. This will have positive effects on the tourism sector and related service industries, leading to job creation and increased income for the population. Private consumption is expected to continue expanding at a rate of 3.1 percent per year (forecast range of 2.1 to 4.1 percent). Meanwhile, the trend of continuous growth in exports is expected to persist, with a projected expansion of 4.4 percent per year (forecast range of 3.4 to 5.4 percent). This is expected to boost business confidence, leading to an anticipated annual growth of 3.5 percent in private sector investments (forecast range of 2.5 to 4.5 percent).

However, this economic forecast for 2029 does not yet incorporate the impact of measures such as the 3<sup>rd</sup> economic relief package and the consideration of economic policies still under review. Additionally, the stability measures within the country, such as the 4<sup>th</sup> quarter economic outlook for 2028 and the specific policies, especially the 10,000 baht cash injection through Digital Wallet, are currently being deliberated. The general inflation rate is expected to be around 2.2 percent per year (forecast range of 1.2 to 3.2 percent), accelerating from the previous year due to the internal stimulus measures that have been effective.





Externally, the current account surplus is anticipated to exceed 8.3 billion US dollars, or 1.5 percent of GDP (forecast range of 0.5 to 2.5 percent of GDP). However, there are key factors that need close monitoring for their potential impact on the Thai economy:

- 1) **Global Geopolitical Tensions:** Conflicts in various global regions could limit Thailand's economic growth, such as the situation in Israel and Gaza, potential impacts on energy prices due to conflicts, tensions between Russia and Ukraine, and strategic competition between China and the United States, which may affect global supply chains and international trade. The roles and attitudes of each country need to be closely observed.
- 2) **Financial Market Volatility:** The tightening of global monetary policies by major trading partners and issues with financial institutions abroad, especially in the United States and the European Union, may cause fluctuations in the global financial markets. This could affect trade and international relations.
- 3) **Chinese Economic Situation:** Economic challenges faced by China may impact exports and the recovery of Thailand's tourism sector.
- 4) **El Niño Phenomenon:** The occurrence of El Niño could lead to drought conditions in 2029, affecting the income of agricultural communities.

The economic outlook for 2029 is subject to change based on these and other factors, and ongoing monitoring and adaptation of economic policies may be required to ensure stability and sustained growth.

(Source: [chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://www.fpo.go.th/main/getattachment/Economic-report/Thailand-Economic-Projections](https://www.fpo.go.th/main/getattachment/Economic-report/Thailand-Economic-Projections))

During the years 2566-2568, the residential business in 6 main provinces in the region shows a gradual recovery trend, supported by (1) the slow but steady recovery of the Thai economy, (2) progress in public infrastructure investment that contributes to economic growth, (3) the recovery of the tourism sector, with expectations that the number of international tourists will return to levels similar to those before the COVID-19 crisis within the year 2568, and (4) stimulus measures from the government, including the reduction of transfer and mortgage fees (effective since January 1, 2566) and efforts to position Thailand as a "second home" for foreigners with potential.

However, business growth will be constrained by (1) a trend of high household debt, leading financial institutions to tighten credit release, (2) an increasing trend in development project costs, averaging 5-10% per year due to the continuous rise in construction material prices and energy costs, along with an increase in labor costs due to labor shortages, and (3) a direction of rising interest rates, causing consumers to be cautious about long-term debt commitments.

Real estate can be classified into three main types based on the nature of use: residential, commercial, and industrial. According to the World Bank, residential real estate, primarily for living purposes, constitutes the majority, accounting for two-thirds of the total market value of real estate in the country. This is driven by the fact that Thai law allows foreigners to purchase and hold ownership rights for residential condominiums, with the ownership share not exceeding 49% of the total saleable area of the condominium. However, for single houses and townhouses, foreigners can own them under more stringent conditions and restrictions.

The development of residential projects in regional provinces has seen an increase from 57% of total residential construction permits in 2561 to 65% in 2566. The majority of these projects are horizontal housing developments, as there is still ample vacant land available, and land prices are not excessively high. Additionally,



the average price per square meter is considered more cost-effective compared to condominiums, which have higher construction costs per square meter. Therefore, the regional market responds more favorably to horizontal housing than condominiums.

However, the growth of the real estate business in regional provinces is relatively limited compared to developments in the Bangkok Metropolitan Region. This is due to economic conditions, income levels, and purchasing power in regional provinces, which largely depend on agricultural productivity, leading to uncertainty and influencing the development trends in various time periods.

The residential real estate business in the regional provinces is experiencing significant growth, particularly in six key provinces: Chiang Mai, Chonburi, Rayong, Nakhon Ratchasima, Khon Kaen, and Phuket. These provinces accounted for 22% of the total area permitted for construction nationwide in 2566 and 34% of the total area in all provinces (32% for horizontal developments and 75% for vertical developments in provincial areas, respectively). This growth is attributed to the economic, industrial, commercial, investment, tourism, and educational potential of these central economic hubs. The decentralization policies of the government, such as infrastructure investment plans and the Eastern Economic Corridor (EEC), have contributed to economic growth in these regions.

The increase in residential development is influenced by factors such as job opportunities, relocation, and community expansion, leading to a rise in population density. The influx of residents, including students and foreign workers, has resulted in relatively high per capita income, especially in Rayong and Chonburi.

There is a growing demand for high-rise residences (condominiums) in major tourist cities such as Chonburi, Chiang Mai, and Phuket, catering to the needs of both foreign buyers and renters for accommodation, second homes, or investment purposes. In 2565, foreign tourists in these three provinces accounted for 29% of total foreign tourists in the country, contributing to 48% of total income from foreign tourists.

For Thai customers, there has been a significant increase in demand, especially after the major floods at the end of 2554 (2011). This, coupled with saturation in the housing market in Bangkok and its metropolitan area, has led to intense competition and continuous upward adjustments of land prices. Consequently, major developers have shifted their focus towards developing more condominium projects in these key provinces, making condominium construction in these areas historically high compared to other provinces nationwide (excluding Bangkok and its metropolitan area).

During the years 2566-2568, the residential real estate business in the central provinces experienced a gradual recovery, albeit at a faster pace compared to other regions. This is attributed to the region's distinct advantages, such as being a popular tourist destination, an industrial hub, and a central province in the region. It aligns with the anticipated gradual recovery of consumer purchasing power. Factors contributing to this include:

- 1) The Thai economy showing a growth trend at a rate of 3.0-4.0% per year, with continuous infrastructure investments as per the government's plans (e.g., high-speed railways connecting three airports). Additionally, Thailand remains a target for foreign businesses looking to relocate their production bases, leading to an increased demand for new residences, particularly in the Eastern Economic Corridor (EEC) region (Chonburi and Rayong).
- 2) The number of international tourists is trending upwards to pre-COVID-19 levels (approximately 40 million people in 2019). Within 2568, this trend stimulates the demand for residential properties in Thailand's key tourist cities, such as Chonburi, Phuket, and Chiang Mai. It also attracts investors, including foreigners, due to the higher returns on investment in Thai real estate compared to investments



in China (as indicated by Anjuke, a major Chinese real estate website, reporting returns in Thailand at 5-10%, significantly higher than the approximately 2% returns in China).

- 3) The demand for second homes, particularly those designed for hybrid workplace arrangements, is increasing. This is driven by high-income Thai individuals and foreigners relocating to Thailand.
- 4) Fierce competition in the Bangkok metropolitan area and surrounding regions persists, accompanied by a continuous increase in land prices.
- 5) Government policies, such as reducing transfer and mortgage fees (implemented since January 1, 2016), encourage Thailand to be a preferred destination for a "second home," especially for potential foreign buyers (particularly retirees). This has led to an increase in both freehold and leasehold property purchases in Thailand, attracting property buyers and investors.

However, business growth is constrained by:

- 1) High and persistent household debt, leading financial institutions to tighten credit release.
- 2) Increasing development project costs due to rising construction material prices and high energy costs. Labor shortages and rising wage pressures also contribute to an average annual increase in residential property prices under construction or in development by 5-10%.
- 3) Reintroduction of loan-to-value ratio regulations by the Bank of Thailand (BOT) after a temporary relaxation during the COVID-19 pandemic. This has caused potential buyers, especially those investing in the condominium market, to delay purchasing decisions.
- 4) Rising interest rates, resulting in increased repayment burdens. The trends for each type of residential property are as follows: [details not provided, but the text indicates a discussion of trends in residential property types].
  - **Low-rise residential properties:** It is anticipated that the launch of new projects will increase by an average of 7.3% per year. This growth is driven by the group seeking to purchase for genuine living needs (real demand) or those ready to buy for a second home, with a focus on functional spaces that support remote work and long-term living solutions. This market is predominantly composed of middle to upper-income customers, especially in single-detached or townhouse projects, where financially well-off customers tend to show better growth trends than other segments.
  - **High-rise residential properties (condominiums):** A further recovery is expected, as accumulated demand remains significant. While the purchasing power is slowly recovering, condominiums remain sought after by investors and foreigners. Investing in real estate in key Thai provinces is still considered a worthwhile and relatively lucrative venture, particularly in the Branded Residence category. This category attracts high-purchasing power customers, both Thai and foreign, such as those from Singapore and Hong Kong, who aim to buy for long-term residence or investment. This contributes to a continuously favorable trend in sales rates. The opening of new projects is expected to increase by an average of 4.5% per year, particularly in the Eastern Economic Corridor (EEC) area, to accommodate the growing number of investors and important tourist destinations like Phuket.

The residential market is showing a promising growth trajectory, transitioning from being a tourist destination province to one with diverse infrastructure development. Projects such as the expansion of Phuket International Airport Phase 3, which aims to accommodate up to 25 million passengers annually, the construction of a Light Rail Transit





(LRT) connecting the airport to the city, the Phuket Smart City project targeting to make Phuket the first smart city in Thailand, and the Health and Wellness Tourism City project have attracted more investors into the real estate sector. Major developers from central regions (such as Sansiri Group and Origin Property) plan to develop new projects in Phuket to meet the increasing demand, especially from foreign buyers, including those from Russia and China. It is expected that the demand for new residential properties will increase by an average of 8.2% per year, with new sales growing by an average of 5.8% per year.

(Source: <https://www.krungsri.com/th/research/industry/industry-outlook/real-estate/housing-in-upcountry/io/io-housing-in-upcountry-2023-2025>)

The situation in Phuket, after recovering from COVID-19, has seen a resurgence in the tourism sector. This has led to a continuous increase in the demand for real estate. In the year 2023, the real estate market in Phuket experienced significant growth, driven by both domestic and international investors. The influx of tourists has been evident, contributing to a noticeable surge in property values. The rental prices for both condominiums and villas have increased, becoming a compelling factor for real estate investment.

Phuket's real estate market has shown promising potential with higher returns on investment, and there is a trend indicating continuous growth. The rapid increase in demand for real estate has prompted the expansion of construction projects into areas that were previously overlooked or underdeveloped. This situation has led to swift growth and transformation in these areas, making them noteworthy and attractive for real estate development in Phuket.

**Choeng Thale;** Seaside areas are experiencing rapid growth and have become increasingly popular for real estate investors. There are several reasons why coastal areas are an attractive choice. The natural beauty, tranquility, and proximity to the sea make these locations desirable for both living and investment. Investors can easily access beaches and sea-related activities, making it convenient. Additionally, coastal areas often offer various amenities.

**Layan;** Layan is situated on the northwest coast of Phuket, known for its tranquility and natural beauty. The area features beautiful, uncrowded beaches, lush landscapes, and upscale projects. Layan has become an attractive location for real estate investors and those seeking family residences.

**Thalang;** Located in the northern part of Phuket, Thalang stands out with its international airport, making it a vital entry point to the island. Thalang boasts a renowned golf course, international schools, and the Thanyapura Sports Complex. It is a preferred choice for those seeking a peaceful environment away from tourist crowds.

**Nai Yang and Nai Thon;** Situated on the northwest coast, these areas are tranquil and appealing to those looking to avoid the hustle and bustle of the city. Nai Yang and Nai Thon offer stunning sandy beaches, lush environments, and a relaxed atmosphere. The charm lies in the uniqueness of peace and nature, making them highly suitable for relaxation and investment.

**Kathu and Koh Kaew;** Centrally located in Phuket, Kathu and Koh Kaew are convenient for those seeking a comfortable and vibrant lifestyle. These areas have gained interest from residents and investors due to excellent locations, varied amenities, renowned international schools, and easy accessibility.

**Kalim and Kamala;** Kalim and Kamala, in the heart of Phuket, offer a convenient and lively lifestyle. These areas have received attention from residents and investors due to their excellent locations, diverse amenities, including international schools, and easy accessibility.

**Rawai and Nai Harn;** Positioned on the southern tip of the island, Rawai and Nai Harn are central areas with complete daily life conveniences. These locations provide international schools, golf clubs, marinas



connecting to other islands, and accessible infrastructure. Additionally, various entertainment options cater to families with school-aged children.

**Kathu and Koh Kaew:** Located centrally in Phuket, Kathu and Koh Kaew are convenient for those seeking a comfortable and vibrant lifestyle. These areas have gained interest from residents and investors due to their excellent locations, varied amenities, renowned international schools, and easy accessibility.

In conclusion, the coastal areas of Phuket, each with its unique characteristics, offer a range of investment opportunities and lifestyles to cater to diverse preferences and needs.

The investment expert predicts a positive trend for the real estate market in Phuket in the year 2023, with favorable conditions for investors interested in the area. The overall market outlook indicates stability and growth. However, it is crucial to consider specific factors related to the real estate market in Phuket, such as economic stability, infrastructure development, and attractive rental yields. These factors make Phuket an attractive destination for both short-term and long-term investments.

Phuket stands out as a significant investment destination in Thailand for various reasons. Its breathtaking natural landscapes, robust tourism industry both domestically and internationally, a tranquil and green living environment, and well-developed infrastructure to support the thriving tourism industry make it a prime target for real estate investments. In summary, the real estate market in Phuket in 2023 is poised for positive growth, driven by increased demand from international investors, positive market projections, and various attractive factors that make Phuket a key destination for real estate investment in Thailand.

Overview of the residential property market in Phuket in the year 2023 indicates clear signs of recovery from the impact of the COVID-19 pandemic. Particularly noteworthy is the condominium market, which achieved record-high sales statistics in the first half of 2023, the highest in the past decade. Additionally, CBRE reported a more than 113% increase in the sales value of condominiums in the third quarter of 2023 compared to the entire year of 2022.

This positive trend in the real estate market is attributed to several key factors that instill confidence in buyers, contributing to consistent sales growth. These factors include the inherent potential of the Phuket province itself, known for its global tourism appeal, well-defined rental markets, investor-friendly management and leasing practices, and major projects offering impressive services and living experiences. The combination of these factors has attracted continuous interest from both residential occupants and investors.

In the villa and condominium market, there has been continuous growth following the easing of the COVID-19 pandemic, evident in the introduction of upscale air-conditioned residential projects in Phuket. The condominium market, in particular, set a sales record in the first half of 2023, reaching 1,486 units — the highest in the past 10 years. The first half of 2023 witnessed the introduction of 364 new condominium units. CBRE expects more than 3,000 new condominium units to be launched throughout 2023, representing an 8.9% increase from 2022 and a significant rise compared to the years 2021-2022.

The most prominent location for new condominium launches is the West Coast (Central), particularly the beaches of Bang Tao and Layan. Sales performance in the third quarter of 2023 saw a more than 113% increase in value compared to the entire year of 2022. The customer base is evenly split, with 50% comprising Thai nationals and 50% comprising international buyers, mainly from Europe and Asia, including Russia, China, and the United Kingdom.



For customers looking to purchase for investment purposes, Phuket presents a promising opportunity due to the province's potential, surrounded by conveniences and direct flights from Bangkok and international destinations. This aligns with the development plans for transportation infrastructure in both the short and long term, such as the expansion of Phuket International Airport Phase 2, expected to be operational in 2571. This expansion aims to accommodate over 18 million Thai and international tourists annually. Additionally, new expressways like the Kathu-Patong route and new grade-separated intersection projects are expected to enhance Phuket's potential to attract continuous influx, including both tourists and expatriates working in Thailand.

The preferred locations for CBRE's customers, particularly for high-end investments, are the Bang Tao and Layan beaches. These areas boast beautiful and expansive beaches, ranking second in length in Phuket. They are also well-connected to other locations, with convenient access to Central Phuket, the Robinson Lifestyle Shopping Center in Thalang, the Old Town of Phuket, golf courses, leading hospitals, and international schools. Furthermore, these locations are easily accessible from Phuket International Airport, making them the most sought-after for upscale open-air living.

One of the strengths of condominium investments in Phuket is the rental management services provided by developers, ensuring convenient management for investors. The excellent management covers leasing arrangements and assures customers that their properties will generate substantial returns. CBRE emphasizes the importance of factors such as rental yield, return on investment, payback period, and future value appreciation when considering investments. High-end condominiums in Phuket have demonstrated rental yields between 6%-8% annually. The rate of return depends on interior design, room size, views, and project services.

For customers purchasing for personal residence or second home purposes, the unique design and quality of projects play a crucial role. Most customers seek residences with services akin to five-star hotels, such as 24-hour concierge services and comprehensive on-site amenities. Branded residences, offering top-notch services, are highly sought after, indicating a preference for distinctive design and project quality.

In summary, whether customers are looking for investment opportunities or a place to call home, Phuket offers a variety of options with potential for returns and a high quality of living. The province's strategic location, beautiful surroundings, and well-managed projects make it an attractive destination for both investors and residents.

For the year 2567 (B.E.), it is believed that luxury condominiums in Phuket will continue to receive positive responses from Thai and international customers who are looking for a place for investment, rental release, and personal residence. Branded Residence condominiums with service standards from five-star hotel chains, coupled with professional rental management, are expected to rank high on the list of choices for luxury seekers. These condominiums offer more convenience compared to regular projects. Moreover, even if not used as a personal residence, they can still serve as a profitable long-term investment through rental opportunities.

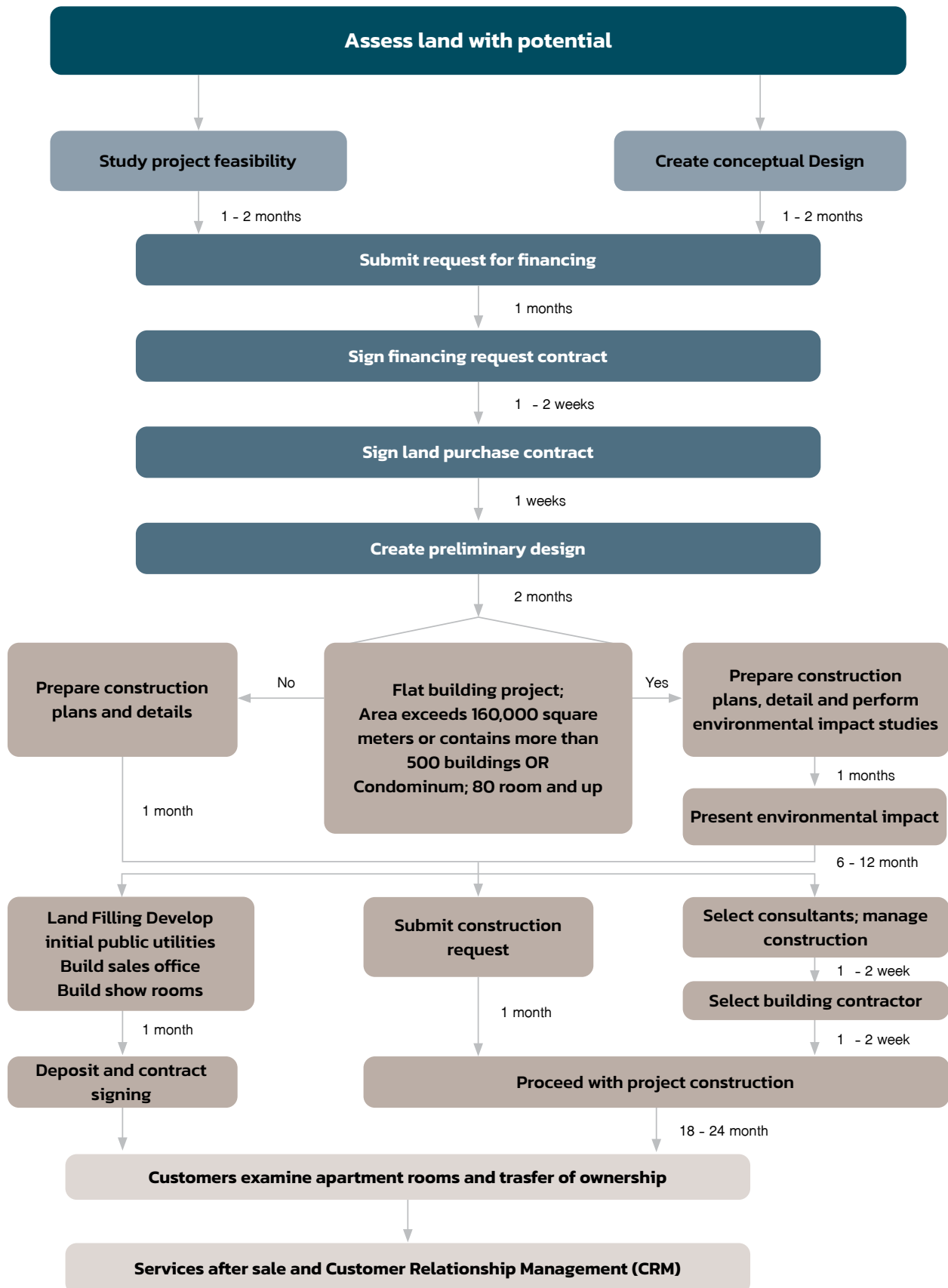
The increasing number of international tourists visiting Phuket is seen as a positive factor for the air-conditioned residence market in Phuket. This trend contributes to the growth of the market, making it an attractive option for investors and property seekers alike.

(Source: <https://thunhoon.com/article/285419>)



**(3) Development procedures for real estate projects**

For the Company's real estate development procedures, an average estimated 24-36 months is used, with the Corresponding steps briefly shown as follows;





- **Land Procurement**

The Company possesses many channels for land procurement through which to source project development, namely: land procurement from land sales agents, searches for land by company management experienced in the real estate business and well connected with individuals in various business circles, and land procurement through asset auctions from financial institutions or the Legal Execution Department. When the Company has received this information, the operations division will request documents from the seller to perform preliminary examinations on items such as the property deed and the initial proposed selling price. Then, the Company will assess the potential of the location and analyze the effectiveness and suitability of the size and shape of the land to see if it can be developed into real estate projects, such as areas near the beach, tourist locations, shopping centers, schools, and hospitals. From this point, the Company will proceed to perform feasibility studies for the project both in terms of marketing, finance, construction, or related legal statutes. Once the project feasibility study results have shown that project development has potential and can create suitable yield, the Company will determine the purchasing price and enter into negotiations with the property owner.

- **Building materials procurement and necessary materials for project development**

The Company possesses an internal division tasked with construction and independent construction supervision via management through the product development division. Furthermore, in the procurement of construction materials to be used for project construction, the product development division will perform the tasks of determining the quality and standards of construction materials to be used in project construction, and assess and calculate the cost of construction materials a second time. The ordering price of construction materials will be referred to from the construction budget, and when the project has commenced construction, the division will arrange the purchases to be made as needed on a daily basis through the purchasing division. Officers in the purchasing division will carry out purchasing in accordance with the procedures listed under the determining budget, which requires price examination, price negotiations, preparation of selection summary reports, attachment of price quote files from the sellers or service providers, and submission of these items to the requesting divisions for further selection and approval in procedural order. In the event that the prices of primary construction materials have changed, the Company will negotiate with the seller to make price adjustments in accordance with market prices, but if in the event that the Company has analyzed that the price of construction materials may increase, the Company will designate the purchasing division to negotiate with the seller for a purchase plan suitable for the duration of construction time in advance of construction to reduce the impact of price volatility for the aforementioned construction materials.

- **Project design and construction, procurement of building contractors, and labor recruitment**

The Company possesses an internal division tasked with building design, construction, and independent construction supervision. When a project begins development, the management, architecture division, and sales agents will attend a joint meeting to design and determine the shape and structure of the project to match the needs of the target customer groups for each project. The architecture division will be tasked with building design, landscape architecture, and preliminary interior design. Then, the division will coordinate with outsourced designers contracted by the Company who possess specialized skills in design and project construction formatting. The product development division would then be tasked in construction and construction supervision as planned, with the Company tasking the architects to supervise construction in accordance with



the quality standards and scheduled time as planned. Meanwhile, to procure labor for project construction, the Company will hire outsourced contractors to procure outside labor.

The labor which the Company will outsource will include both construction labor tasked with building and facilities construction, and skilled architecture labor, which will perform interior decoration and installment of electrical systems and plumbing, such as wiring installment and pipe installment. Hiring outsourced labor is a cost-effective management of labor costs, as doing so helps significantly to save expenses when compared with the costs involved with creating a full division, which would incur expenses from employees and various benefits. Thus, the Company has adapted the policy of hiring contractors to procure outsourced labor to reduce these problems. The Company has set policies determining whether the contractor in each case is required to pass examination by the board of contractor examiners who will proceed to investigate and select based on various factors, such as experience, reputation, and past work, and in particular work of a nature close to the Company's projects, neatness of the completed work, punctuality of work delivery, in addition to consideration of the readiness to work and financial status of the contracting company. The Company will also create a list of contractors (Supplier List) as a database to avoid dependence on any one contractor.

- **Management of work for juristic persons in condominiums, and room services**

The Company gives importance to its service of cohabitating building residents, and has tasked its divisions of operations and juristic actions to carry out work and act as coordinators concerning the management of condominium juristic persons, such as the management of shared funds to maintain normal working conditions, and collection of "shared funds" and "shared expenses" from the joint owners to be used to pay expenses in the upkeep and repair of shared facilities, and the supervision and maintenance of benefits both in the apartment rooms and rights to the shared assets of the joint owners and residents, in accordance with the spirit of the Condominium Act, under the Article of Rules and Regulations for Condominium Juristic Persons.

#### **Environmental impact**

The Company has operated in accordance with the rules and regulations of government agencies in the matter of constructing asset projects, following the announcement of the Ministry of Natural Resources and Environment which determined that condominium projects with over 80 units, or housing developments with a total area of over 160000 square meters, or with over 500 buildings, would be required to arrange and submit an analysis report on environmental impact to the Office of Natural Resources and Environmental Policy and Planning. Moreover, the Company continues to operate in accordance with measures protecting against pollution which might impact the environment during and after construction, such as the arrangement of cloth covers over the buildings during construction to protect against falling building materials which would endanger passersby, and once construction has been completed, the installation of a central wastewater treatment system and green areas in the buildings, etc.

#### **(4) Assets use in business operations**

The main assets used in business operations include (1) land awaiting development, (2) real estate development costs, (3) investment real estate, (4) land, plant and equipment, and (5) intangible assets.



**(5) Work in process**

On December 31<sup>st</sup>, 2023 the Company possessed a number of units reserved with deposits and/or with sales contracts, but which had not yet undergone a transfer of ownership to a total of 738 units, valued at 4,047 million baht. Details for these units are in the following table:

Project	Project value (million baht)	Amount (units)	Construction Progress (%)	Number of units sold but not transferred		Estimated time until ownership transfer
				Amount (Unit)	Value (million baht)	
The Title Rawai Phase 1	474	160	100%	-	-	-
The Title Rawai Phase 2				-	-	-
The Title Rawai Phase 3	1,118	240	100%	-	-	-
The Title Rawai Phase 5	947	228	100%	3	12	With ownership transfer
The Title Naiyang Phase 1	638	252	100%	0	0	-
The Title Naiyang Phase 2	797	220	100%	0	0	-
The Title Halo Phase 1	757	168	72%	168	757	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2024
The Title Halo Phase 2	793	161	72%	122	597	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2024
The Title Legendary Bang Tao	4,215	637	0%	445	2,681	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2025
<b>Total</b>	<b>10,176</b>	<b>2,186</b>	<b>-</b>	<b>738</b>	<b>4,047</b>	<b>-</b>

**Research and development**

The Company aspires to continuously develop its residential projects to answer the needs of and create the highest amount of satisfaction for the Company's customers. The Company gives foremost importance to the design of the building exterior and apartment rooms, which are low rise condominiums emphasizing green colors and situated in distinctive locations. Project design is made with a unique design and with importance given to construction quality and surroundings, emphasizing a cool and pleasant atmosphere, as if one was relaxing in a hotel or resort. The aim is to create value and impress the customers, causing the projects developed by the Company to receive continual positive responses from customers. The Company also places importance on new innovations in product development and services offered. The Company follows changes in technology related to residence and to changes in consumer behavior, in addition to the gathering of customer satisfaction surveys and customer needs after a purchase of the Company's apartments from the sales division. The Company also performs analyses of various data items and uses this to develop new products, including building design, room design, room area, utilization of usable space, and various accommodations suitable for the modern needs and lifestyles of the target customer groups. Furthermore, the Company possesses a method for the customers to communicate their various opinions concerning the project for improvements and quality developments, so that customers may receive the highest level of satisfaction through this channel: [https://www.facebook.com/pg/thetitlephuket/reviews/?referrer=page\\_recommendations\\_see\\_all&ref=page\\_internal](https://www.facebook.com/pg/thetitlephuket/reviews/?referrer=page_recommendations_see_all&ref=page_internal) and <http://>



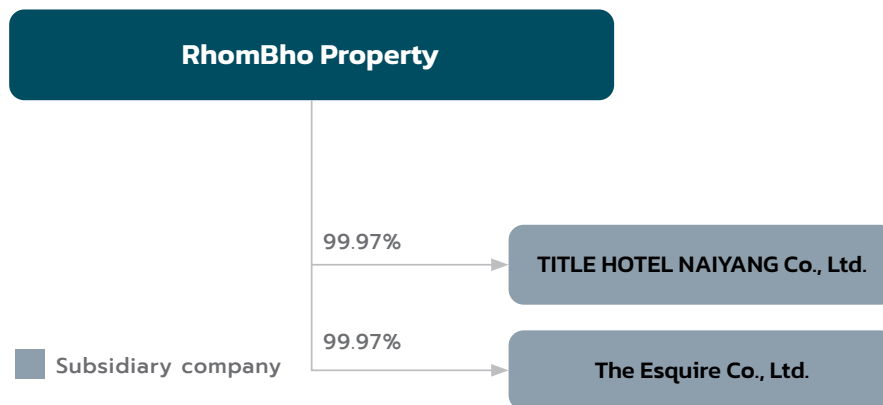
[www.rhombho.co.th/th/contact-us](http://www.rhombho.co.th/th/contact-us) The company also study the impact on the updated laws and regulations from the government, as well as the changes in public utilities and transportation that affect the real estate business in order to be able to adapt to various changes appropriately and rapidly. In addition, we study new business opportunities, increasing channels of monetization and how to increase business potential as well as business risk prevention tools for the company, such as studying the feasibility of condominium projects in various locations, in terms of market demand, competition, construction methods, financial feasibility..., etc. These information enable the company to plan marketing strategies and execute projects efficiently.

#### Important Legal Dispute

-None-

## 1.3 Group shareholding structure

### 1.3.1 Group shareholding structure



Details of the Company's subsidiaries (only those whose registration has been completed on December 31, 2023) are as follows:

No	Company name	Date of incorporation	Registered capital	Shareholding ratio	Business type
1	TITLE HOTEL NAIYANG Co.,Ltd.	November 20, 2566	1 million baht	99.97%	Develop real estate, specifically hotels
2	The Esquire Co.,Ltd.	November 20, 2566	1 million baht	99.97%	Manage condominium corporate affairs

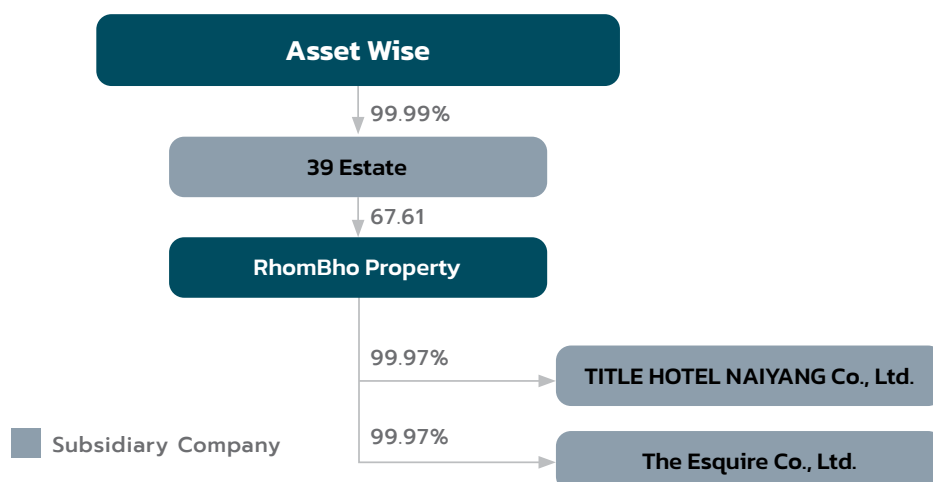
### 1.3.2 Persons who may have conflicts of interest hold shares in subsidiaries or associated companies.

-None-



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

The Company's major shareholder is 39 Estate Company Limited, a subsidiary of Esswise Public Company Limited ("ASW"), which is the controlling person.



### 1.3.4 Shareholders

#### List of major shareholders

List of names and shareholding percentage of the company as of 31 December

List of the top 10 major shareholders according to the latest shareholder register as of December 30, 2023

number	List of shareholders	Quantity (shares)	Proportion (percent)
1	39 Estate Company Limited	488,073,718	67.610
2	Mr. Mai Mang Lee	14,520,000	2.011
3	Bangkok Insurance Public Company Limited	13,985,142	1.937
4	Ms. Chanokchan Phimonphan	10,650,245	1.475
5	Mr. Supoj Wannaroj	8,241,410	1.142
6	Mr. Phakhin Laokamnerd	8,000,000	1.108
7	Thai NVDR Company Limited	7,682,652	1.064
8	Mr. Chaisit Imburanaprawat	7,674,460	1.063
9	Mrs. Kasemsri Wannaroj	7,251,095	1.004
10	Miss Chanida Thamamornsini	6,537,000	0.906

Source: Thailand Securities Depository Co., Ltd.

## 1.4 Number of registered capital and paid-up capital

As of December 31, 2023, the company has registered capital. 360,948,746.50 baht already paid 360,948,746.50 baht Divided into 721,897,493 common shares with a value of 0.50 baht per share.



## 1.5 Issuance of other securities

- None -

## 1.6 Dividend Payment Policy

The Company has a policy to pay dividends of not less than forty per cent (40) of the net profit in the separate financial statements after tax, legal reserve, and other reserves (if any). The Company shall consider dividend payment in the best interest of shareholders, and the dividend payment shall not cause significant impact on the Company's normal operations. However, the dividend payment is subject to change, depending on the Company's operating results, financial position, liquidity, need for working capital, investment plan, and future business expansion, as well as market condition, appropriateness, and other factors related to the operations and management of the Company, under the condition that the Company must have sufficient cash for its business operations and such operations must be in the best interest of shareholders as the Board of Directors and/or shareholders deem appropriate. The resolution of the Board of Directors to approve a dividend payment must be proposed before a shareholders' meeting for approval, except for an interim dividend payment which the Board of Directors has the power to approve and duly informed shareholders in the next shareholders' meeting.

Dividends shall not be paid out of any sources other than profits. If the Company has accumulated deficit, dividend payment is not permitted, except for preferred stock dividends specified otherwise in the Articles of Association. Dividends shall be paid on a pro rata basis, and the dividend per share shall be equal. Dividend payment must be approved at an AGM meeting.

### Dividend Payment

Board Date	Payment Date	Dividend Type	Dividend (Baht/Share)	Operating Period
April 24 <sup>th</sup> , 2018	May 18, 2018	Common stock	0.0055555556	01/01/2017 - 31/12/2017
April 29 <sup>th</sup> , 2019	May 24, 2019	Common stock	0.0277777778	01/01/2018 - 31/12/2018
April 29 <sup>th</sup> , 2020	May 22, 2020	Common stock	0.0055555556	01/01/2019 - 31/12/2019
April 29 <sup>th</sup> , 2021	-	-	-	01/01/2020 - 31/12/2020
April 29 <sup>th</sup> , 2022	-	-	-	01/01/2021 - 31/12/2021
April 29 <sup>th</sup> , 2023	-	-	-	01/01/2023 - 31/12/2023





## 2. Risk Management

### 2.1 Risk Management Policy

At present, the Risk Management Committee appointed by the Board of Directors comprises at least three (3) directors, one (1) of whom is an independent director. The Risk Management Committee is responsible for determining risk management policies and operational framework of the Company; ensuring the Company has a risk management system covering all risk factors related to vision, targets, business strategies, finance, and other operations; considering the probability of occurrence and level of impact; and determining preventive and corrective measures and responsible person, as well as reporting and assessment measures.

The Risk Management Committee determines the Company's risk appetite and key risk indicators (KRIs) to serve as guidelines for business management and integration of a risk management system into the strategy planning process. It requires the officer responsible for risk management to report directly to the office of the Chief Executive Officer or the President responsible for corporate strategy and business planning, coordinate and follow up on the progress of the risk control plan to ensure that risk management is able to achieve the predefined strategic objectives and targets.

### 2.2 Risk factors for the company's business operations

The risk factors that may affect company's performance, financial position, and investment return for ordinary share are as follows.

#### 1. Risk from economic fluctuations and financial crises

In 2023, economic fluctuations and financial crises continue due to international wars. The fluctuation of oil prices affects the prices of construction materials. The increase in the minimum wage has a direct effect on the company's construction costs. At the same time, there is also a labor shortage. However, according to the analysis of various analytical centers, He gave the opinion that Residential businesses in 6 main provinces (including Phuket province) There is a tendency to recover gradually. but faster than other provinces in the region Due to supporting factors from the Thai economy, it is likely to grow at the level of 3-4% per year, with this growth resulting from government investment in infrastructure. The trend of tourists increasing to pre-COVID-19 levels has helped stimulate demand for housing in Thailand's main tourist cities. and investor incentives for returns from Thai real estate investments that provide better returns than in some countries. Demand for residences/second homes with work space suitable for working from home for high-income Thais and foreigners coming to live in Thailand. In addition, stimulus from government policies such as reducing transfer and mortgage fees. The push to make Thailand a second home for foreigners with the potential to buy or rent long-term in Thailand has more opportunities.

#### 2. Risk from lending controls and higher interest rates

This is because in the past year household debt has tended to increase. various financial institutions Give importance and be more strict in granting credit to customers. In addition, the return to use of the Bank of Thailand's housing loan supervision criteria (LTV Ratio) Plus the direction of interest rates is up according to inflation. This financial factor has the effect of slowing down the reservation decision of buyers, especially those buying to invest in the condominium market.



The company closely monitors the residential market situation as well as the lending policies of each financial institution, in order to adjust policies accordingly in each period. Additionally, it continuously studies customer behavior. This enables the company to offer appropriate terms for purchasing and down payments, helping to ease the financial burden on customers when buying residential properties, and minimizing the impact on the company's income.

### **3. Risks from competition among central operators tending to expand investment in provincial provinces. tourist town and industrial city**

Because of the location in Bangkok and the surrounding area has intense competition. and land prices that continue to increase causing competition in the Bangkok area and surrounding areas increased Many large companies are therefore expanding their investment to more provincial areas in major tourist cities.

In addition, the housing market in Phuket is likely to grow well. from infrastructure development Aiming to be Thailand's first smart city Health Tourism City Project As a result, there will be more market competition with the company.

As a result, buyers have the opportunity and flexibility to purchase real estate from any developer they deem suitable. The company therefore begins its process by evaluating land for development even before purchasing it. Feasibility studies are conducted for each project, instilling confidence in the development process and ensuring that projects meet market demands and future trends.

### **4. Exchange rate risk**

International disputes that may affect the Company's operations include the Ukraine-Russia war. Sanctions against Russia This is because the company's main foreign customers include Russian customers. And according to condominium ownership transfer statistics, it was found that Russia is the nationality with the second highest number of ownership transfers after Chinese people.

The Ukrainian war with Russia Therefore, it may affect the transfer of ownership of Russian apartments. However, as a result of the said war Instead, it caused the Russian currency to strengthen. and is beneficial to the company's customers and in the part of transferring ownership The company has sales representatives who have experience and expertise in foreign customers to help. This problem has been greatly reduced.

### **5. Risk from acquiring land for future real estate project development**

Currently, the selection of land that is suitable for project development is more competitive. The company has sought additional land acquisition channels, such as acquiring land from land brokers. Land investigation by the company's executives, who are a group of people with experience in the real estate business and have good relationships with people in various business circles as well as acquiring land through property auctions from financial institutions which are assets attached as collateral that do not generate income. or property auctions from the Legal Execution Department, etc. The company has also prepared personnel with knowledge and experience in considering the potential of locations and inspecting land ownership. To get suitable land and not have legal problems in the future. Especially the ownership issue. The company has operations and legal departments that take special care of this matter. To reduce ownership problems that may occur

### **6. The risks associated with the continuous nature of income and the perception of income from condominium real estate businesses as the main source.**

The main income of the company is derived from the development of condominium real estate. Currently, this



segment accounts for over 90% of the total revenue. This concentration poses a significant risk as the company relies heavily on this single source of income. Any adverse conditions in the condominium real estate market, especially in the primary areas where the company operates, could have a substantial impact on the company's operations.

To mitigate this risk, the company has diversified its business model by expanding into condo hotel developments, creating additional revenue streams. Furthermore, the company has brought in experienced professionals in hotel management to enhance its capabilities in this area. This strategic move aims to build customer confidence and create a more resilient business, reducing dependency on a single market segment.

Value of sold unit pending for transfer and remaining asset of the project on December 31<sup>st</sup>, 2023

Project	Sign contract but not transfer of ownership (million baht)	Residual value for sale (million baht)	Status
The Title Rawai Phase 1	-	-	-
The Title Rawai Phase 2	-	-	-
The Title Rawai Phase 3	-	-	-
The Title Rawai Phase 5	12	0	With ownership transfer
The Title Naiyang Phase 1	-	-	-
The Title Naiyang Phase 2	-	-	-
The Title Halo Phase 1	757	0	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2024
The Title Halo Phase 2	597	196	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2024
The Title Legendary Bang Tao	2,681	1,534	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2025
<b>Total</b>	<b>4,047</b>	<b>1,730</b>	

#### 7. The risk of future business performance not meeting targets due to customers not transferring funds on the agreed-upon dates specified in contracts

The company is aware of the mentioned risk and has implemented a policy requiring customers to make contract payments and down payments to the company before the transfer of rights. Generally, when customers enter into a purchase agreement for a condominium unit with the company, a specific transfer date is stipulated in the contract. The transfer of rights for the unit occurs upon completion of the project within a specified timeframe. This applies to both completed projects ready for transfer and projects in the development phase.

For Thai customers, a minimum down payment, reservation fee, and contract payment representing approximately 10-15% of the unit's value must be made before the transfer of rights. In contrast, international customers, who may find it challenging to monitor payments due to their primary residence being abroad, are required to make a down payment, reservation fee, and contract payment of approximately 50-75% of the unit's value before the transfer of rights, following the contract terms. This is to facilitate smoother transactions when they travel to Thailand, typically during the tourist season.



This approach allows the company to sell units to customers with genuine demand (real demand) rather than those merely looking to speculate for profit. Additionally, for Thai customers, monthly payments are required from the date of the purchase agreement until the completion of the project, while international customers are required to make construction milestone payments, with the remaining balance due on the transfer date, constituting approximately 85-90% and 25-50% of the unit's value, respectively.

Furthermore, the company has implemented measures to monitor payment compliance. Monthly reports tracking overdue payments are prepared by the operations department, and the finance department is responsible for following up with customers who are behind on payments.

Down payment delinquency	Performance
More than 30 days from the due date.	Follow-on Calls via Email, Phone Calls, Line Application, WhatsApp Application.
More than 90 days from the due date.	Follow-on Calls via Email, Phone Calls, and Line Application, WhatsApp Application and Notice letter
More than 120 days from the due date.	Send a down payment notice letter and take down the down payment.

Number of booking by the customer / sign contract but not transfer of ownership to the project as of December 31<sup>st</sup>, 2023

Project	Sign contract but not transfer of ownership			Expected date of ownership transfer
	Amount (Units)	Value (million baht)	Proportion to total value Approximately (%)	
The Title Rawai Phase 1	-	-	-	-
The Title Rawai Phase 2	-	-	-	-
The Title Rawai Phase 3	-	-	-	-
The Title Rawai Phase 5	3	12	0	With ownership transfer
The Title Naiyang Phase 1	-	-	-	-
The Title Naiyang Phase 2	-	-	-	-
The Title Halo Phase 1	168	757	19	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2024
The Title Halo Phase 2	122	597	15	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2024
The Title Legendary Bang Tao	445	2,681	66	The project will be completed and ready for transfer in the 2 <sup>th</sup> quarter of 2025
<b>Total</b>	<b>738</b>	<b>4,047</b>	<b>100</b>	<b>-</b>



## 8. The risk associated with relying on sales agents

One part of the company's main customer base consists of international customers. In addition to the company's sales team, the company also utilizes a sales channel in the form of hiring sales agents to act as representatives in acquiring customers for the company. These agents can be either legal entities or individuals who are experts and have a customer base of international clients. Their responsibilities include providing advice and market analysis, as well as bringing clients to visit the company's projects. As a result, the company faces the risk of potential loss if these agents are no longer in partnership. Such a scenario could significantly impact the company's revenue. It's important to note that these sales agents do not have a direct relationship with the company. However, the company chooses to use this sales channel as a way to expand its customer base.

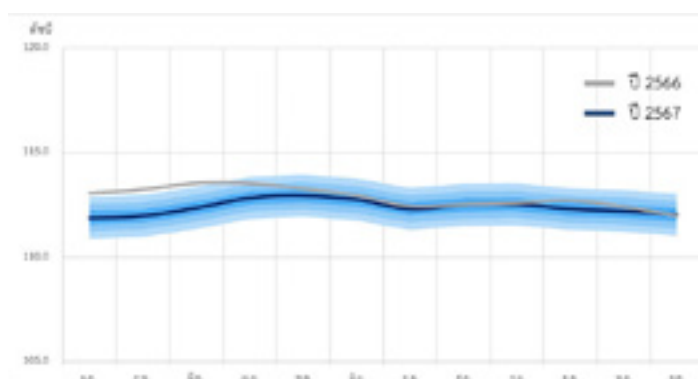
The chosen agents are reputable companies with a long-standing presence in the sales agent business. This reputation has led to a global customer base, contributing to the company's expansion beyond its own sales team efforts.

## 9. Regulatory risks and environmental impacts

Construction activities may have environmental impacts, such as the discharge of project wastewater that could affect public water sources. Construction projects must comply with environmental laws. The company has assigned the operations and legal departments to conduct studies and monitor changes in various laws diligently. This is to mitigate the risk of project development, including measures like land reclamation for the development of the country's basic public utilities. The regulations include those related to urban planning, construction of buildings, land allocation, environmental impact assessment, and reporting. The company also considers the rights of sellers and relevant parties, allowing it to adapt and address issues promptly without significant adjustments to project plans in the future, thus avoiding increased costs.

## 10. Risk from fluctuations in construction material prices

The increased volatility of the construction material price index each year has raised awareness of the associated risks within the company. As a response, an internal unit has been established to handle construction and directly oversee construction projects. This allows the company to exercise control over construction projects according to the planned schedule. The construction oversight unit is responsible for defining the quality and standards of construction materials used in the projects. They assess and calculate the costs of all materials required, such as bricks, stones, cement, sand, and steel. Additionally, the unit factors in the potential fluctuations in construction material prices when estimating the project budget, aiming to mitigate the impact of any future changes in material prices.





The construction material price index for December 2016 was 112.0, a decrease of 0.4 percent compared to December 2015 (YoY). This decline is attributed to a significant drop of 2.8 percent in the steel and steel product category. The decrease has been continuous for the ninth consecutive month, driven by an excess supply of steel due to the real estate crisis in China and a slowdown in construction sector demand within the country caused by higher interest rates. Additionally, delays in public sector construction projects in anticipation of the 2017 fiscal year budget have contributed to the overall decrease.

Meanwhile, the index for wood and wood products, cement, concrete products, tiles, surface finishing materials, and electrical and plumbing equipment has increased. This rise is linked to the growing demand for renovation and maintenance of buildings and public infrastructure.

The construction material price index for the year 2016 showed a slight expansion of 0.1 percent on average compared to the year 2015, which experienced a more substantial growth of 5.7 percent. This modest increase in 2016 was influenced by the recovery of the tourism sector, leading to increased construction and renovation projects in commercial areas such as hotels and retail spaces to accommodate the growing number of tourists. Additionally, public infrastructure projects initiated by the government, such as high-speed rail, subway construction, and expressway projects, contributed to the overall construction activity.

Despite the overall positive trend for most of the year, the real estate sector experienced some impact in the fourth quarter due to the policy-driven interest rate adjustments and delays in government project investments that were part of the budget planning for the fiscal year 2017. However, the construction material price index for the key category of steel and steel products continuously decreased for nine consecutive months. This decline was attributed to the excess supply of steel caused by the real estate crisis in China, leading to a reduction in both global and domestic steel prices. As a result, the construction sector in 2016 saw only a marginal expansion.

However, the company also engages in direct purchasing of certain construction materials from manufacturers. Competitive bidding is conducted to compare quality and select the most suitable prices, aiming to mitigate risks from increasing construction costs trends.



### 3. Driving Business for Sustainability

Rompote Property Company Limited (Public Company)" operates with a vision and mission to be a company dedicated to exerting all efforts and inspiration to create high-quality living. The company is committed to delivering the best products and services to its customers. It has set sustainable development goals aligned with the United Nations' Sustainable Development Goals (SDGs), which are principles and concepts prioritized by the Securities and Exchange Commission and the Stock Exchange of Thailand. These goals encompass environmental, social, and governance considerations.

#### 3.1 Sustainability Policy and Objectives

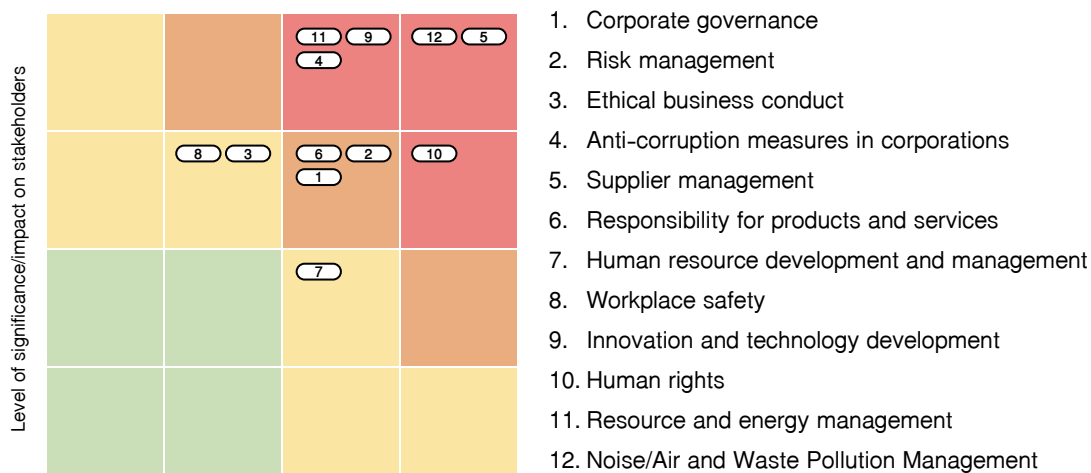
##### Sustainable Development Goals

The sustainable development goals are established to align with the direction and strategies in business operations, focusing on the development of high-quality real estate projects that encompass sustainable economic, social, and environmental development. The key components include

1. Development of real estate under principles of good governance and creation of high-quality products.
2. Marketing development to create purchasing incentives for customers, coupled with the enhancement of brand awareness and communication about the company's product brand to customers.
3. Customer relationship management through the analysis of customer needs, as well as consistent care and responsibility towards customers, aiming to create customer satisfaction.
4. Emphasizing the creation of an inclusive community without class, gender, or religious distinctions for the betterment of society.
5. Prioritizing environmental management and conscientiously caring for and conserving various resources to maximize benefits and efficiency.
6. Creating awareness among stakeholders about sustainable development guidelines, instilling confidence in them regarding the company's growth that considers profit alongside environmental, social, and ethical aspects, aiming for stability and sustainability for stakeholders and the country in the future.

##### Identification of material sustainability issues

The company sets sustainable development priorities by collaboratively considering stakeholders involved in the company's business operations, reflecting sustainable practices in each dimension, including economic, social, and environmental aspects.





## Assessing the importance of material sustainability issues

### Sustainability key issues (Materiality)

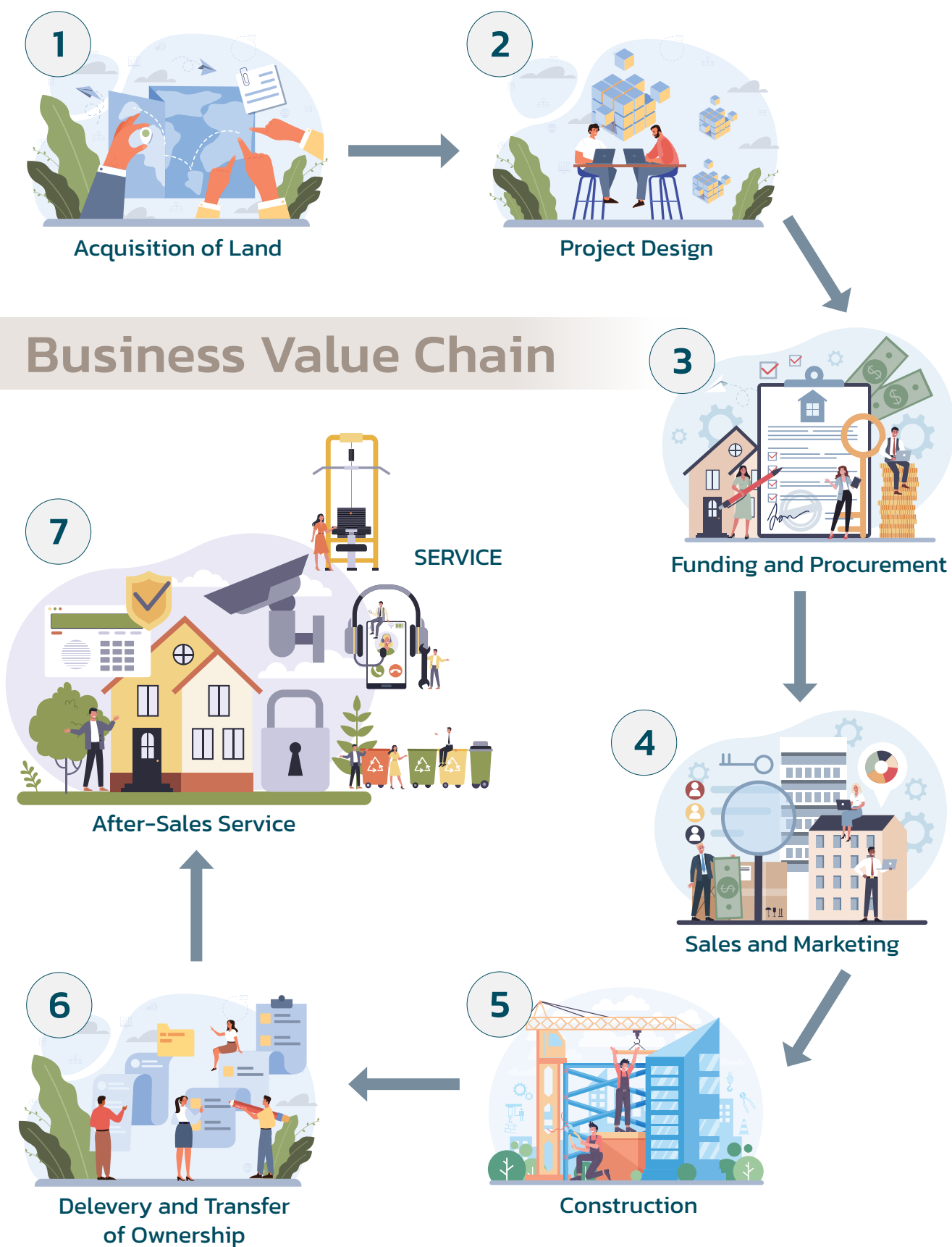
Issues		SDGs	
Economy			
1. 1. Business growth		<b>Goal 8</b> Decent Work and Economic Growth	
2. Corporate anti-corruption efforts		<b>Goal 8</b> Decent Work and Economic Growth	 <b>Goal 17</b> Partnerships for the Goals
3. Risk management		<b>Goal 8</b> Decent Work and Economic Growth	
4. Product and service development		<b>Goal 8</b> Decent Work and Economic Growth	 <b>Goal 12</b> Responsible Consumption and Production  <b>Goal 9</b> Industry, Innovation, and Infrastructure
Society			
5. Fair and respectful treatment of stakeholders and human rights		<b>Goal 5</b> Gender Equality	 <b>Goal 10</b> Reduced Inequalities
6. Human resource development and care		<b>Goal 1</b> No Perty	 <b>Goal 3</b> Good Health and Well-being  <b>Goal 4</b> Quality Education
7. Health and safety governance		<b>Goal 3</b> Good Health and Well-being	 <b>Goal 11</b> Sustainable Cities and Communities
8. Community and social care and value creation		<b>Goal 16</b> Peace, Justice, and Strong Institutions	 <b>Goal 1</b> No Poverty  <b>Goal 17</b> Partnerships for the Goals
Environment			
9. Efficient use of resources		<b>Goal 7</b> Affordable and Clean Energy	 <b>Goal 13</b> Climate Action
10. Reduction and prevention of environmental impacts		<b>Goal 7</b> Affordable and Clean Energy	 <b>Goal 13</b> Climate Action
11. Climate crisis management		<b>Goal 13</b> Climate Action	 <b>Goal 15</b> Life on Land





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

### 3.2.1 Business Value Chain





Value Chain	Process	Stakeholders
<b>1. Land acquisition</b> 	<ul style="list-style-type: none"> <li>• Purchase land with potential for project development and carefully check purchase documents.</li> </ul>	<ul style="list-style-type: none"> <li>• Employees</li> <li>• Land owners</li> </ul>
<b>2. Project design</b> 	<ul style="list-style-type: none"> <li>• Project feasibility study.</li> <li>• Project design and selection of quality materials.</li> <li>• Apply for construction permits from relevant agencies.</li> </ul>	<ul style="list-style-type: none"> <li>• Employees</li> <li>• Suppliers</li> <li>• Government agencies</li> </ul>
<b>3. Financing and Procurement</b> 	<ul style="list-style-type: none"> <li>• Apply for financing from funding sources.</li> <li>• Select quality materials and contractors.</li> </ul>	<ul style="list-style-type: none"> <li>• Employees</li> <li>• Suppliers</li> <li>• Financial institutions</li> </ul>
<b>4. Sales and marketing</b> 	<ul style="list-style-type: none"> <li>• Provide correct and clear information.</li> <li>• Protect customer confidentiality.</li> <li>• Organize sales promotion and marketing activities.</li> </ul>	<ul style="list-style-type: none"> <li>• Customers</li> <li>• Employees</li> <li>• Suppliers</li> </ul>
<b>5. Construction</b> 	<ul style="list-style-type: none"> <li>• Construction quality control.</li> <li>• Optimal use of resources.</li> <li>• Problem solving.</li> <li>• Strict compliance with the law and EIA.</li> <li>• Prevent environmental impacts on surrounding communities.</li> </ul>	<ul style="list-style-type: none"> <li>• Employees</li> <li>• Suppliers</li> <li>• Communities</li> <li>• Government agencies</li> </ul>
<b>6. Delivery and transfer of ownership</b> 	<ul style="list-style-type: none"> <li>• Inspection and correction.</li> <li>• Properly handle ownership transfer documents and manuals.</li> </ul>	<ul style="list-style-type: none"> <li>• Customers</li> <li>• Employees</li> <li>• Government agencies</li> </ul>
<b>7. After-sales service</b> 	<ul style="list-style-type: none"> <li>• Set up and manage property juristic persons.</li> <li>• Build relationships with customers.</li> <li>• Handle complaints, provide quick and quality repairs.</li> </ul>	<ul style="list-style-type: none"> <li>• Homeowners</li> <li>• Employees</li> </ul>



### 3.2.2 Stakeholder Analysis in Business Value Chain

Stakeholder	Expectation	Response
Shareholders/ Investors	<ul style="list-style-type: none"> <li>• Good corporate governance.</li> <li>• The Company has continued to grow.</li> <li>• Information disclosed honestly and transparently.</li> </ul>	<ul style="list-style-type: none"> <li>• Implement corporate governance.</li> <li>• Equitable treatment of shareholders.</li> <li>• Disclose information to shareholders accurately, adequately, and in a timely manner.</li> <li>• Return on investment.</li> </ul>
Employees	<ul style="list-style-type: none"> <li>• Career advancement and stability, good welfare, and reasonable compensation.</li> <li>• Fair treatment.</li> <li>• Continuous knowledge development.</li> <li>• Growing alongside the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• Vision and policies.</li> <li>• Develop a career advancement plan.</li> <li>• Improve compensation and benefits.</li> <li>• Develop a training plan for employees at all levels.</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Quality products/services.</li> <li>• Fast and on time after-sales services.</li> <li>• Respect for the rights of consumers.</li> </ul>	<ul style="list-style-type: none"> <li>• Put a quality control system in place.</li> <li>• Set up mechanisms to receive repair requests and complaints from customers.</li> <li>• The Company and employees safeguard customer confidentiality.</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>• Effective communication process.</li> <li>• Clear criteria for procurement selection.</li> <li>• Fair procurement and equitable treatment.</li> </ul>	<ul style="list-style-type: none"> <li>• Set appropriate tendering procedures.</li> <li>• Fair/equitable treatment of suppliers.</li> <li>• Set up communication channels for contact with new suppliers or to receive complaints.</li> </ul>
Financial Institutions	<ul style="list-style-type: none"> <li>• Accurate and reliable information.</li> </ul>	<ul style="list-style-type: none"> <li>• Confidence in investment and lending.</li> </ul>
Government Agencies and Regulators	<ul style="list-style-type: none"> <li>• Compliance with laws/regulations as required by regulators.</li> </ul>	<ul style="list-style-type: none"> <li>• Comply with laws and regulations.</li> </ul>
Competitors	<ul style="list-style-type: none"> <li>• Corporate governance in competition.</li> <li>• Maintaining business etiquette.</li> </ul>	<ul style="list-style-type: none"> <li>• Set a competitor treatment policy.</li> </ul>
Communities / Society	<ul style="list-style-type: none"> <li>• Support for communities and society.</li> <li>• Social and environmental responsibilities, minimize impacts on health and safety.</li> </ul>	<ul style="list-style-type: none"> <li>• Set a community, social, and environmental responsibility policy.</li> <li>• Create channels/methods for receiving complaints from communities.</li> <li>• Develop communities around projects.</li> </ul>



### 3.3 Sustainable Management in the Environment Dimension

#### 3.3.1 Environment Policies and Guidelines

The Company supports and focuses on cultivating employees' awareness of how to use resources in the most efficient way in order to continually create habits and apply them at home, as well as expect the efficient use of resources. Efficiently at the national level by communicating the awareness of resource use through various methods such as affixing stickers for public relations, organizing forums. The company promotes and supports the design, research and development of products for energy and environmental conservation. The Company encourages directors, executives and all employees to use the Company's resources in the most efficient manner by defining relevant policies as follows: Electricity Policy, Air Conditioning Policy, Office Equipment Use Policy, Water Policy and waste reduction and recycling policies.

##### Summary of environmental management goals and results

Indicators	target	Performance
Power management	Reduce electricity costs in the head office Phuket Office, 5 percent compared to 2022	Electricity costs increased 58 percent compared to the base year 2022.
water management	Reduce water costs within the head office, Phuket office by 5 percent compared to the base year 2022.	Water costs increased 70 percent compared to the base year 2022.

#### 3.3.2 Environment Performance

The Company cares about environmental performance to reduce environmental impact throughout work processes and activities as follows:

##### Reducing Environment Impact

Building constructions and public utilities of the project will be under the control of the Enhancement and Conservation of National Environment Quality Act, B.E. 2535, and Enhancement and Conservation of National Environmental Quality Act (No. 2) B.E. 2561. The Company always focuses and concerns about the impact of project operation on the environment and surrounding community. Therefore, a clear policy has been established to follow and comply with the environmental impact reduction measures and environmental impact motoring measures specified in the Environment Impact Analysis (EIA) report. It has been strictly approved by the Office of Natural Resources and Environmental Policy and Planning, the Ministry of Natural Resources and Environment, and various related laws. In the past, The Company has no issue with environmental impact and significant additional costs to prevent environmental impact.

##### Reducing Safety and Occupational Health Impact

The Company cares about preventing environmental impact by taking the next step with ESG (Environmental Social Governance) which adheres to the principle of being environment friendly, preventing global warming, reducing the crises of soil, water, and climate, saving energy, reducing greenhouse gases emission, using resources efficiently by being socially responsible, improving health and community hygiene, and applying recycling processes seriously.



## Cost-Effective Resource Management

### • Electrical Energy within the Office Management

Electrical energy is an important resource for business operations. To minimize using it, the Company runs a campaign to save electricity in the office to make employees aware of their participation in saving electricity through various activities by defining the required area to use lights, using LED throughout the office, switching off the light when not in use and in lunch break, turning off air-conditioning.

### • Water Management

The Company cares and concerns about using water efficiently and beneficently, by running a campaign to encourage employees to use water wisely, choose water-saving sanitary ware and continuously inspect plumbing equipment.

### • Trash, Waste and Pollution Management

The company takes into account the management and reduction of waste within the office. Separated by type of waste as required by law. There is orderly-mannered garbage separation point that is fully covered in an appropriate place. The Company also employs the 3Rs method to employees to reduce waste in daily life as follows:

#### Reduce

- Use an email to reduce paper use.
- Think before printing or photocopying and use it as little as possible.
- Use alternative technologies to reduce paper use.
- Use cloth bags to reduce plastic bags use.

#### Reuse

- Encourage to reduce packaging use such as dishwashing liquid, hand soap or coffee etc.
- Wash and reuse glass bottles.
- Donate cloths instead of throwing them away.
- Use the remaining page of written report paper as a note.

#### Recycle

- Dispose and separate recycled wastes for example paper, metal, plastic water bottle or can to reduce waste disposal by landfill it.
- Buy products that can be recycled or made from recycled materials.
- Recycle organic wastes such as making compost.



## Greenhouse Gases Reduction Management

The Company prioritizes reducing greenhouse effect management. However, it is still in process of studying greenhouse gas emissions from company's activities. There are guidelines for reducing greenhouse gas emissions as follows:

1. Promote to keep air-conditioning temperature at 25 degrees Celsius, reduce unnecessary electricity use, and maintain electrical appliances within the Company regularly.
2. Promote water saving and use it as needed, and don't leave the water running to prevent water shortage problems in the future.
3. Share knowledge with employees and housekeepers of sorting and disposing of waste correctly to minimize trash piling up, burning, and landfilling problems. All of these create carbon dioxide (CO<sub>2</sub>) and methane (CH<sub>4</sub>) which are greenhouse gases that are important to contribute to global warming.
4. Create a livable environment, increase green spaces and use environmentally friendly materials.
5. Having spaces to grow vegetables can prevent global warming, decrease carbon dioxide emissions, and also have fresh and delicious non-contaminant vegetables which are good for health to eat a whole year.



## Green Procurement

The company promotes procurement processes according to guidelines that take into account the environment, and support the selection of products and materials that are environmentally friendly By purchasing from an agency that has certified or has a label certifying that such products are environmentally friendly for use in construction projects, and used in the head office Company sales office





## Increasing green space

The company is committed to conducting business based on sustainable development. Having social and environmental responsibility in the course of business, CO<sub>2</sub> is released at various stages of business activities. Increasing green space is therefore one goal of being responsible for society and the environment as well as supporting community forests. Rom Pho Company and employees therefore participated in the reforestation activity with the municipality at Huai Nam Tho Community Forest, Rawai Subdistrict, Mueang District, Phuket Province on August 10, 2023.





## 3.4 Sustainable Management in the Social Dimension

### 3.4.1 Social Policies and Guidelines

The Company operates business by adhering and prioritizing duties and responsibilities to society and stakeholders such as shareholders, customers, partners, employees, communities and surrounding society to create determination in business operations and have determination to be a good role model business for society with ethics and principles of good corporate governance, and to provide benefits for society, environment and sustainable development. To achieve that goal, the Company therefore establishes policies of corporate governance and business code of conducts, and sets policies for corporate social responsibility and guideline as follows:

1. Corporate Governance
2. Conducting Business with Fairness
3. Respect for Human Rights and Fair Treatment of Workers
4. Responsibility to Customers and Consumers
5. Community and Social Development
6. Environmental Care
7. Innovation and Dissemination of Innovation from Social Responsibility Operations
8. CSR Reporting

### 3.4.2 Social Performance

#### 1. Corporate Governance

The Company has established a transparent, equal, and fair management system in accordance with the principles of corporate governance to build trust and confidence among shareholders, investors, stakeholders and all related parties.

The Company follows the Corporate Governance Guidelines under the principles of Good Corporate Governance for listed companies as determined by the Stock Exchange of Thailand in 5 categories: shareholder's rights, shareholder equal treatment, the role of stakeholders, disclosure and transparency, and the board of company directors' responsibility.

#### 2. Conducting business with fairness

The Company adheres to conducting business with fairness guidelines that create confidence among those who are involved which will benefit the Company in the long term.

1. Avoid actions that may cause conflicts of advantage or if a conflict of advantage was found, there should be a fair mediation process and complete disclosure of important information.
2. Promote free trade competition and avoid cronyism or co-conspiring.
3. Do not support actions that are and infringement of intellectual property or copyright
4. Set up a management system that can quickly prevent and detect bribery and corruption, including an effective problem-solving process along with providing fairness if it happened.
5. Promote directors, executives and employees to concern about the importance of anti-corruption, extortion and all kinds of bribery.





### 3. Respect for human rights and fair treatment of workers

1. Support and respect protecting human rights by regularly monitoring that your business is not involved in human rights violations.
2. Promote monitoring of compliance with human rights requirements within your business and encourage compliance with human rights principles according to international standards. The business's responsibility for human rights also covers its affiliated companies, joint venture partner, and partner.
3. The Company will treat its personnel equally, without discrimination based on birthplace, race, gender, age, skin color, religion, physical fitness, status, family, education, or any other status not directly related to the performance of duties.
4. The Company give an opportunity to all personnel to show their full abilities by providing appropriate rewards and creating motivation in form of salary, bonus and company's regulation appropriate operating expenses. The Company also gives opportunities to personnel to study further at higher education and long-term and short-term training.
5. All company personnel must perform duty with the best of their ability, honesty, fair, and adhering with morality. They must not assign their duties to any one person directly or indirectly unless it is necessary, or does not require one's specific abilities for convenience and speed in work.
6. The Company's personnel must adhere to the chain of command, accepting orders and taking responsibility directly to their superiors and not stepping over the chain of command if it is not necessary. Avoid criticizing superiors and colleagues, as this may cause damage to them or to the company. However, personnel of the company will listen to the comments of the subordinates and colleagues in good faith and without prejudice.
7. The Company personnel are able to fully use company's resources, labor, locations and facilities on duty. However, using resources, labor, locations, and facilities for anything other than the performance or entitled welfare is prohibited.
8. The Company personnel must have polite manners, dress appropriately, and behave properly with their duties and local customs without causing damage to the Company's image.
9. The Company's personnel may use their titles and positions to raise money for the charity organized by the company, but the use of titles and positions to solicit private funds for any purposes is prohibited.
10. The Company's personnel should cooperate in activities organized by the company to create unity and help each other, as well as the company's CSR activities.
11. The Company's personnel are prohibited from acting in a manner that causes troubles, annoyance, and discouragement to others, causing enmity or disturbing operations, whether to personnel of the company or third parties who come to contact the business. This includes sexual harassment, courtship, abuse, obscenity, both verbal and touching, and possession of phonography.

#### anti-corruption

The Rom Pho Property Company Limited, a publicly listed company, recognizes the importance of conducting business with integrity, social responsibility, and adherence to good corporate governance principles and business ethics. The company has established a policy against corruption, particularly in preventing the provision of benefits to government officials. The objective is to ensure that the company's personnel adhere steadfastly to ethical practices. This is aimed at controlling and managing internal operations to prevent the provision of benefits for business purposes and to maintain transparent and lawful work practices.



The company places a strong emphasis on combating corruption in all forms, focusing on promoting morality, instilling awareness, and upholding the correct values in the workplace. The company has set guidelines for anti-corruption measures and communicates them to the board of directors, executives, and employees to create awareness, understanding, and strict adherence to these principles

1. Build consciousness, values, and attitudes to strengthen employees' legal and regulator compliance.
2. Directors, executives, and employees are required to comply with the anti-corruption policy, shall avoid participating in fraudulent and corrupt activities, whether directly or indirectly, and shall not neglect or ignore any act that is considered fraud and corruption related to the Company.
3. Set up efficient and effective internal control system, appropriate audit, balance of power to prevent fraud and corruption
4. Set up an efficient internal audit system that covers accounting and finance to ensure that financial transactions are conducted correctly, transparently, and accountably.
5. Directors, executives, and employees are prohibited from demanding or accepting any asset or benefit for themselves or for other with the intention to induce improper conduct or neglect of duty or cause the Company to lose rightful benefits.
6. Set rules for giving or accepting gifts, items, or entertainment that may cause suspicion of fraudulent and corrupt behavior. Gift acceptance shall be done discreetly and the gift must not take the form of cash or cash equivalent. Any act should be transparent and accountable.
7. Set procurement, disbursement, and contract rules, in which each step must have clear supporting evidence, and determine appropriate and circumspect approval authority.
8. Directors, executives, and employees are prohibited from giving or proposing to give any asset or benefit to outsiders with the intention to induce improper conduct or neglect of duty.
9. Set up a transparent and accurate financial status reporting mechanism.
10. Communicate the anti-corruption policy and guidelines to directors, executives, and employees all levels through various channels such as employee training and internal communication system.
11. Set up whistleblowing channels for employees and external parties to report possible or suspected corrupt or improper conduct of directors, executives, and employees of the Company via website, email, or postal mail.
12. Set up whistleblower protection mechanism to keep the information of the whistleblower confidential. If the whistleblower information is disclosed, the person responsible for such information shall be subject to disciplinary action.
13. Set a disciplinary penalty for directors, executives, and employees who engage in fraud and corruption or support fraudulent and corrupt acts. Appropriate disciplinary action shall be taken and may include written warning, pay cut, suspension, termination, and legal action.
14. Corruption case shall be investigated and reported through a chain of command of the wrongdoer up to the Risk Management Committee, Audit Committee, Executive Committee, and Board of Directors.
15. Risk Management Committee shall conduct a corruption risk assessment to assess opportunities for and impacts of corruption of all forms including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.



## Reporting Alleged Misconduct

The company provides guidelines for reporting clues or complaints about non-compliance with the code of ethics (Whistleblower) or violations of the law or behavior that may indicate corruption or misconduct of people in the company. This is in accordance with the policy for reporting crimes.

### Channels for receiving complaints and clues about wrongdoing and corruption



A sealed letter sent directly to the complainant, namely the Chairman of the Board.

**Dear Chairman**

Rompho Property Public Company Limited

444-444/1 Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District,  
Bangkok 1031



Notification via E-Mail Address

Can be sent to the recipient of the complaint as follows:

**Chairman**

CG@rhombho.co.th

### Measures to protect the rights of whistleblowers or complainants

The company will treat the information provided in the whistleblower report or complaint as confidential and limit the disclosure to only those individuals directly involved, in order to protect the potential impact on the whistleblower or complainant. Whistleblowers or complainants may choose to remain anonymous if they wish. If it is found that anyone engages in retaliation or unfair treatment towards the whistleblower or complainant, the company will take strict disciplinary action against such individuals

In the year 2023, the company had no instances of misconduct related to corruption and received no complaints or legal disputes regarding corruption

### The procurement practices adhere to transparency, fairness, and non-discrimination

The company emphasizes transparent, fair, and non-discriminatory procurement practices. This includes having guidelines for selecting suitable and ethical business partners. The company follows a competitive selection process based on equal information, assessing potential partners for their capabilities, providing quality standards, timely delivery of goods and services, compliance with labor and human rights laws, and ensuring the appropriate and fair preparation of contracts. The company monitors the fulfillment of contract conditions to prevent corruption at every stage of the procurement process. Additionally, the company stores partner information responsibly and refrains from using it for unauthorized purposes.

### Dealing with creditors

The company follows a practice focused on building confidence with creditors, emphasizing integrity and adherence to terms, conditions, contracts, and financial commitments rigorously. This includes timely and accurate repayment of loans and interest, ensuring that borrowed funds are used for their intended purposes. In cases where compliance



with any conditions is challenging, the company promptly informs the creditor to collaboratively explore solutions. Additionally, the company does not conceal information or facts that may cause harm to its creditors.

### Dealing with business competitors

The company has a practice in dealing with business competitors that promotes fair competition, avoiding collusion or conspiracies. It refrains from seeking confidential information about competitors through inappropriate means, such as paying competitors' employees for sensitive information. The company also avoids damaging the reputation of competitors by making false accusations. In the year 2023, there were no disputes or legal actions between the company and its subsidiaries against any business competitors.

### Employees and Labor Relations

Personnel is considered the most crucial resource in driving continuous business growth and operations. The company, therefore, has a human resource management system aimed at fostering and developing a positive work environment. There is a significant emphasis on employee development, aiming for both personal and professional growth. This approach is considered vital in propelling the organization towards its goals and ensuring sustainable success.

### Recruitment and Hiring

The company adheres to a practice of hiring employees based on qualifications suitable for the organization and the position, without discriminating based on similarities or differences in any aspect of individual diversity, such as age, gender, ethnicity, skin color, religion, physical ability, socioeconomic status, or educational background.

In the year 2023, the company hired a total of 100 employees, with 57 males and 43 females. Within this workforce, there were foreign employees from Russia (2), China (1), and the Philippines (3). The company also hired one person with disabilities, in compliance with the Disabled Persons Quality of Life Promotion Act of 2007, constituting approximately 0.01% of the total workforce, demonstrating diversity across various dimensions.

Employee Ratio	Employees (Persons)	Percent
<b>Gender</b>		
Male	57	0.57
Female	43	0.43
<b>AGE</b>		
More than 46	9	0.09
31–45	67	0.67
Fewer than 30	24	0.24





## Employee's Voluntary Turnover Rate in 2023

Employee Ratio	Employees (Persons)	Percent
The Number of Employee Resignation	26	0.26
<b>Year of Service</b>		
More than 5 years	8	0.08
3-5 years	9	0.09
1-3 years	9	0.09

## Employee Development

The Company prioritizes the knowledge, ability, and potential development of employee continuously at all levels to suit their job positions to meet business needs and prepare to support business expansion. The Company is therefore committed to developing personnel in every profession at every level by combining skill, knowledge, and ability development, and cultivating organizational culture and ethics together to match with the strategies and guidelines for business operations of the company group.

In 2023, The Company set goals for personnel development which assigns the total number of external training courses for at least 17 courses. The main objective is to promote and develop knowledge, experience, skill, and expertise in working (Upskills & Reskills), as well as raising awareness and having new attitudes that are necessary for personnel at all levels to work in the present to support business operation and organizational strategy, and promoting career development that will increase employee engagement level which results in dedication and care in working to achieve the joint organization success together. There are various practices including:

In 2023, the Company has organized 17 training courses for employees as follows:

Trained employees	100 persons
Number of the training hours	150 hours
Average number of training hours (hour/person/year)	1.50 hours

## Compensation and benefits

The Company gives importance to compensation in the form of salary. The salary structure is determined to be suitable for the labor market in the same type of business. The group of companies will consider salary based on the employee's potential, responsibilities, knowledge, and abilities in each job position. In addition, the group of companies has set up a consideration of increasing the annual salary rate and bonus for employees based on their annual performance and the Company's operating result by setting up a clear evaluation system and performance indicator for new employees to ensure fairness to all of them.

Moreover, the Company has provided appropriate and fair welfare for all employees at all levels to support them both short and long-term as follows:



<b>Accident and Health Insurance</b>	It will be given to employees at all levels. Employee will receive rights and benefits according to the insurance policy as determined by company for each job position.
<b>Provident Fund</b>	Employees are able to apply the company's provident fund after working for 1 year on a voluntary basis.
<b>Annual Health Check</b>	To promote good health, employees who have worked for more than 1 year are able to receive health check-up services as company provided every year.
<b>Employee Uniform</b>	The Company group provides uniform to employees every year considering uniforms that are suitable for work.
<b>Financial Assistance</b>	The Company will provide financial assistance to express condolence to the loss of employee's family.
<b>Marriage Leave</b>	Employees who have worked continuously for 1 year are entitled 5 days to leave for their wedding ceremony without loss of wage.
<b>Funeral Leave</b>	Employees can take leave for cremation of their father, mother, husband, wife, and legitimate children for 5 days without loss of wage.
<b>Annual Party</b>	The Company organizes an annual party to build relationship between employees and allow them to relax from work.

Furthermore, the Company has organized the welfare committee election elected by employees. The welfare committee will be the representative of employees in expressing their opinions on welfare policies and taking care of employees' wellbeing.

In 2023, the total amount of paid compensation from the Company to employees is 89,365,563.10 baht with details as follows:

Compensation Type	Y2023
Salary	44,464,492
Bonus	6,130,065
Commission and Incentive	29,810,620.10
Provident Fund Contribution	642,197
Welfare and others	5,041,719
Retirement benefits for Employees	3,276,470

#### Female Employees to Male Employees' Compensation Ratio

Female employees' compensation	21,106,962.29
Male employees' compensation	23,357,529.71
Female employees to male employees' compensation ratio	0.90:1

The Company has established a provident fund for employees to promote saving amounts of money and giving guarantees for themselves and their families, and to provide tax benefits to them. It is voluntary for employees to apply for membership.



### The Provident Fund Participation

Participated employees	Participated employee's ratio
57	57%

The Company values and respects employees' privacy, and does not disclose their personal information to outsiders or unrelated to the Company, unless it is an information that must be disclosed according to the provision of law. The Company also takes care of employees through channels of accessing important information such as giving information and benefit notifications directly to employees via personnel E-mail company, and the Company website [www.rhombho.co.th](http://www.rhombho.co.th)

### Occupational Safety, Health, and Environmental Conditions in the Workplace

The company prioritizes safety and occupational health by fostering a safety culture within the organization. It continually improves the working environment to ensure safety and convenience during operations, promoting the well-being of employees. The company adheres to relevant laws and regulations concerning safety. Additionally, there is communication and awareness campaigns among employees to ensure compliance with safety measures, especially during extended holidays and festivals, to prevent potential risks to both property and lives. The company has established practices as follows

- Turning off lights, air conditioning, and unplugging electrical devices inside the office when not in use. Closing doors and windows to maintain security.
- Employing security personnel to ensure safety and surveillance within the office 24 hours a day.
- Installing closed-circuit television (CCTV) cameras inside the office for monitoring purposes.

### Construction Site Safety Practices

The construction of a project can potentially lead to accidents due to construction activities and lack of precautionary measures. The construction work may pose risks of accidents and injuries. Therefore, it is essential for the project to carefully select contractors who prioritize safety management and implement measures to prevent various impacts. This includes regularly assessing and monitoring construction areas to control and supervise the work closely, ensuring the safety of construction workers

Nevertheless, safety measures have been established within the construction project area to prevent adverse impacts.

- Installing Metal Sheet fences around the construction project and putting up signs prohibiting unauthorized individuals from entering the construction site. Additionally, closely monitoring to prevent the placement of construction materials outside the project's fence.
- Inspecting the condition of machinery before putting them into operation to prevent accidents.
- Monitoring and supervising the use of electricity, and ensuring the availability of necessary firefighting equipment.
- Providing adequate lighting during nighttime in and around the construction site.
- Ensuring insurance coverage for liability as required by law.



### Measures for occupational health, safety, and environmental care in the workplace during the COVID-19 pandemic typically include

In the context of the COVID-19 pandemic, despite the situation easing in the year 2022, the company remains vigilant about the safety of its employees. Various measures have been implemented to control the spread of the virus, including regular cleaning and disinfection of office buildings. Employees and visitors undergo temperature screening, and there is a provision of hand sanitizers, including the availability of alcohol-based sanitizers for hand hygiene before entering the office.

Moreover, the company has adopted a cautious approach by allowing employees with potential risks to work from home, reducing the risk of transmission within the office premises and during commuting. Online meetings have been introduced as an alternative to in-person gatherings, minimizing the physical presence of employees in meeting rooms.

These measures aim to ensure a safe working environment, emphasizing cleanliness, hygiene, and social distancing, even as the overall situation of the pandemic improves. The company continues to prioritize the well-being of its workforce and takes proactive steps to mitigate the potential risks associated with COVID-19.

### Employee engagement

For the employee satisfaction assessment in the year 2566, the company conducted evaluations based on the statistics of employee resignations and surveys to identify the reasons for employee turnover. This was done to assess the number of dissatisfied employees and understand the factors contributing to their decision to leave the company.

Details (Year 2566)	Quantity (person)
Total number of employees	100
Voluntary resignations during the year	26
Number of employees who resigned due to dissatisfaction	-none-
Resignation rate (%)	26%

## 4. Responsibility to Customers and Consumers

The company cares about the highest satisfaction of customers who buy products and services from the company, as well as consumers who use the products and services produced by the company.

1. The Company is committed to developing a complete range of products and services, as well as fast and quality services to continuously meet the needs of customers and consumers. Personnel of the company must be fully dedicated to meeting the needs of customers and consumers with a reasonable price, keeping up with the situation, and not limiting consumer rights and setting fair conditions for consumers.
2. The Company must not commit any acts to deceive or mislead consumers about the quality of its products and services.
3. The Company is committed to developing product and service safety. The safety of consumers is of paramount importance. The Company has installed warning signs and conducted a safety inspection in the workplace and organized campaigns and training on consumer safety for employees continuously.

The Company aims to organize and launch real estate projects according to the Company's vision: "We are committed to creating communities that live harmony with the tourist industry" in order to meet the needs and satisfaction of customers and consumers. Therefore, the Company places importance on quality, including quality products in





construction work, quality, and standard material. Since the Company's products are residences which are an important factor for living, the products must be high quality, value, and safety.

The Company therefore prioritizes after-sale services and carefully monitors customers. In addition, the Company also organizes activities to strengthen relationships with customers and residents through activities as follows:

#### Loy Krathong festival



#### Christmas festival



## 5. Community and Social Development

As the Company operates in a society and is inseparable from the society, it has a responsibility to develop and give back to the community and society. The Company regards it as its duty and core policy to give importance to community and social activities that focus on community and social development, religious continuity, and natural resource creation and conservation, as well as providing education support for youth and supporting public charitable activities for disadvantaged communities to help them become strong and self-reliant communities.

1. The Company strives to provide understanding and communicate with the society about the status and facts of the company's operations, its responsibility to the community and society, and its responsibility to the environment, without concealing information that can be disclosed, and provides information to investors, shareholders, and interested parties in a timely manner.
2. The Company is committed to contributing to social responsibility in terms of quality, safety, occupational health, and the environment in the use of natural resources for maximum benefits. It recognizes the importance of the environment and safety of the stakeholders involved and promotes social activities to protect the environment and improve the quality of life of people in the community according to sustainable development principles.



3. The Company will consider options to utilize natural resources to minimize the impact and damage to society, the environment, and quality of life of people, while promoting the reduction of energy and resource consumption.
4. The Company continuously instills consciousness about social and environmental responsibility in employees and gives priority to making transactions with suppliers that have the same intention as the company in terms of social and environmental responsibility. It aims to be a leader in promoting the efficient use and conservation of energy for future generations.
5. The Company will give back a portion of profit to activities that contribute to society and the environment on a regular basis. Activities must be appropriate and benefit the community, society, and environment. In the case of donations, the recipient information will be checked to ensure that the donation will be used for charity efficiently and effectively. Documentation for every donation will be collected as evidence.

### CSR activities

#### Donating Winter Clothes for Kids on Children's Day 2023

Rompho Property Public Company Limited donated winter clothes for kids who live in remoted area in Korsota Village, Tumbon Maechan and Maelamungkee Village, Tumbon Maelamung, Amphur Umphang, Tak Province due to Children's Day 2023







## 6. Environmental care

The Company cares about the safety and health of its employees and the communities surrounding its business establishment. It strives to promote and instill consciousness about quality, safety, occupational health, and the environment as a way of life in its employees for the benefit of everyone, including the community and society as a whole. The Company promotes the appropriate use of resources and the reduction of wasteful use.

1. The Company regards safety as an important issue and has set requirements and standards for safety quality, occupational health, and the environment no lower than the those required by laws in accordance with international standards. Personnel of the company must study and comply strictly with laws, policies, regulations and standards of safety quality, occupational health, and the environment.
2. The Company will take actions to control and prevent damage in various forms due to accidents, fire, injury or illness in the workplace, property loss or damage, violation of security systems, improper operations, and errors, as well as maintaining a safe working environment for the company's personnel and organizing security plan drills on a regular basis. It is considered a duty and responsibility of executives and staff to report accidents according to predefined procedures.
3. The Company has set a plan to control and prevent emergencies in all operating areas. It has an emergency and crisis management plan in order to prepare for various emergencies that may occur, such as fire and chemical or waste leakage, and other crises that may cause business interruption and damage the reputation and image of the company.
4. The Company will provide public relations and media to build knowledge and understanding and disseminate information to its employees and stakeholders in order for them to understand the rules, regulations, procedures, practices, and precautions related to safety quality, occupational health, and the environment and perform duties correctly without causing any harm to health, property, and the environment.
5. The Company is committed to contributing to social responsibility in terms of safety quality, occupational health, and the environment and the use of natural resources for the maximum benefit. It recognizes the importance of the environment and the safety of stakeholders and promotes social activities to protect the environment and improve the quality of life of people in the community according to sustainable development principles.
6. If any work is not safe or may not comply with the requirements and standards of the safety quality, occupational health, and the environment or it is found that the operation has serious environmental impact, the Company's employees shall stop working temporarily to inform co-workers, superiors, and responsible agencies to solve problems or prepare a corrective plan. Do not continue working.



**Safety statistics for 2023**

Safety Information	Unit	Number of Employees
Accident rate	(time)	-
Rate of employee injured from work	(person)	-
Rate of day off due to work injury	(day)	-
Rate of employee's absent from work injury	(person)	-
Number of deaths from work	(person)	-

## 7. Innovation and Dissemination of Innovation from Social Responsibility Operations

The Company has applied the concept of social responsibility and created business innovations to benefit and improve competitiveness in business and society.

1. Examine all processes of ongoing business to determine whether and how they pose a risk or negatively impact society and the environment and provide solutions to mitigate such impact. Thoroughly study and analyze work processes to create opportunities for business innovation development.
2. Publicize social and environmental innovations that have been developed to encourage other businesses and entrepreneurs to do the same.
3. Analyze solutions to problems and develop innovations continually to create opportunities for new product development and growth while striving for sustainable business profits.

## 8. CSR Reporting

The Company discloses information on compliance with social responsibility guidelines to benefit all stakeholders.

1. Publish a CSR report to disclose information on business, environmental, safety and social impacts.
2. Prepare information correctly and set up mechanisms to allow readers to access the information conveniently.

Moreover, the Company is aware of the current coastal environmental problem, since there have been garbage problems that polluted marine affecting the natural balance. Many parties around the world are beginning to realize the problems and impacts in the future and so do the Company. Therefore, employees and volunteers joined together to collect garbage and clean around Naiyang Beach every month to restore the clean and beautiful environment in Thailand forever.







## 4. Management Discussion and Analysis

### 4.1 Operating Performance and Financial Position Summary of Financial Statements

Unit: Million baht

List	2021	2022	2023
<b>Asset (Million Baht)</b>			
Inventories	1.17	4.11	0.10
Total Assets	1,478.45	1,236.98	3,472.90
<b>Liabilities &amp; Shareholders' Equity (Million Baht)</b>			
Current Liabilities	654.12	553.44	1,850.42
Non-Current Liabilities	230.74	21.09	785.16
Total Liabilities	884.86	574.53	2,635.58
Paid up Share Capital	362.81	360.95	360.95
Shareholders' Equity	593.59	662.45	837.32
<b>Operation's Result (Million Baht)</b>			
Sales	66.45	581.08	437.56
Total Revenue	76.04	595.96	460.95
Gross Profit	(48.22)	257.83	206.62
Net Profit	(114.07)	61.19	22.21
<b>Per Share Figure (Baht)</b>			
Net Profit (Loss)	(0.16)	0.08	0.03
Book Value	0.82	0.92	1.16
Par Value	0.50	0.50	0.50
<b>Liquidity Ratio</b>			
Current Ratio	1.27	1.05	1.15
Quick Ratio	0.11	0.17	0.49
<b>PROFITABILITY RATIO</b>			
Gross Profit Margin	(0.73)	0.44	0.47
Operation Profit Margin	(2.17)	0.13	0.02
Net Profit Margin	(1.72)	0.11	0.05
Return on Equities	(0.18)	0.10	0.03
<b>Efficiency Ratio</b>			
Return on Asset	(0.09)	0.07	0.01
<b>Financial Policy Ratio</b>			
Debt to Equity Ration	1.49	0.87	3.15
Interest Coverage Ratio	(17.96)	7.93	8.06
Number of Outstanding Shares (Million Shares)	725.63	721.90	721.90



## STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021 , 31 DECEMBER 2022 , 31 DECEMBER 2023

STATEMENT OF FINANCIAL POSITION	VERIFY					
	31 December 2021		31 December 2022		31 December 2023	
	Amount	%	Amount	%	Amount	%
<b>Current assets</b>						
Cash and cash equivalents	73.59	4.98%	91.42	7.39%	913.12	26.29%
Receivables			0.31	0.03%	0.17	0.00%
Cost of property development	705.76	47.74%	410.62	33.19%	934.91	26.29%
Inventories	1.17	0.08%	4.11	0.33%	0.10	0.00%
Cost to obtain contract with customer	48.37	3.27%	72.92	5.90%	236.11	6.80%
Other current assets	2.54	0.17%	2.77	0.22%	48.24	1.39%
<b>Total current assets</b>	<b>831.43</b>	<b>56.24%</b>	<b>582.14</b>	<b>47.06%</b>	<b>2,132.65</b>	<b>61.41%</b>
<b>Non-current assets</b>						
Restricted bank deposits	0.21	0.01%	0.21	0.02%	0.21	0.01%
Advance payment for shares					100.00	2.88%
Land held for development	520.63	35.21%	523.19	42.30%	585.02	16.85%
Investment property	3.92	0.27%	26.91	2.18%	47.89	1.38%
Property, plant and equipment	66.04	4.47%	61.13	4.94%	410.82	11.83%
Intangible assets	0.32	0.02%	0.14	0.01%	0.19	0.01%
Right-of-use assets			6.12	0.49%	5.10	0.15%
Deposit to purchase land					189.65	5.46%
Deferred tax assets	54.65	3.70%	35.91	2.90%		
Other non-current assets	1.26	0.09%	1.24	0.10%	1.39	0.04%
<b>Total non-current assets</b>	<b>647.02</b>	<b>43.76%</b>	<b>654.85</b>	<b>52.94%</b>	<b>1340.26</b>	<b>38.59%</b>
<b>Total assets</b>	<b>1,478.45</b>	<b>100.00%</b>	<b>1,236.98</b>	<b>100.00%</b>	<b>3,472.90</b>	<b>100.00%</b>



Unit : Million baht

STATEMENT OF FINANCIAL POSITION	VERIFY					
	31 December 2021		31 December 2022		31 December 2023	
	Amount	%	Amount	%	Amount	%
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Trade and other payables	5.83	0.39%	18.35	1.48%	33.36	0.98%
Short-term loan from other company			3.00	0.24%		
Current portion of liabilities	245.00	16.57%	1.00	0.08%	5.92	0.17%
Current portion of finance lease liabilities			0.85	0.07%	0.87	0.03%
Advance received	332.73	22.51%	480.22	38.82%	1,764.10	50.80%
Estimated cost of property development	1.60	0.11%				
Provisions	41.60	2.81%	26.88	2.17%	12.69	0.37%
Retention payables	13.14	0.89%	3.38	0.27%	14.91	0.43%
Other current liabilities	14.22	0.96%	19.76	1.60%	19.29	0.56%
<b>Total current liabilities</b>	<b>654.12</b>	<b>44.24%</b>	<b>553.44</b>	<b>44.74%</b>	<b>1,850.42</b>	<b>53.28%</b>
<b>Non-current liabilities</b>						
Long-term loans from other financial					688.94	19.84%
Long-term loans from other company	209.30	14.16%			71.32	2.05%
Long-term of finance lease liabilities			5.10	0.41%	4.23	0.12%
Provision for employee benefit	21.44	1.45%	15.79	1.28%	12.01	0.35%
Deferred tax liabilities					8.66	0.25%
Other non- current liabilities			0.20	0.02%		
<b>Total non-current liabilities</b>	<b>230.74</b>	<b>15.61%</b>	<b>21.09</b>	<b>1.71%</b>	<b>785.16</b>	<b>22.61%</b>
<b>Total liabilities</b>	<b>884.86</b>	<b>59.85%</b>	<b>574.53</b>	<b>46.45%</b>	<b>2,635.58</b>	<b>75.89%</b>
<b>Share capital</b>						
Ordinary shares	362.81		360.95		360.95	
Issued and paid-up share capital	362.81	24.54%	360.95	29.18%	360.95	10.39%
Premium on share capital	191.41	12.95%	191.41	15.47%	191.41	5.51%
<b>Retained earning</b>						
Appropriated Legal reserve	26.80	1.81%	30.29	2.45%	31.60	0.91%
Appropriated Treasury stocks reserve	13.23	0.90%				
Unappropriated	12.57	0.85%	79.80	6.45%	104.72	3.02%
Treasury stocks	(13.23)	(0.90)%				
Other elements					148.64	4.28%
<b>Total shareholders' equity</b>	<b>593.59</b>	<b>40.15%</b>	<b>662.45</b>	<b>53.55%</b>	<b>837.32</b>	<b>24.11%</b>
<b>Total liabilities and shareholders' equity</b>	<b>1,478.48</b>	<b>100.00%</b>	<b>1,236.98</b>	<b>100.00%</b>	<b>3,472.90</b>	<b>100.00%</b>



## STATEMENTS OF COMPREHENSIVE INCOME 31 DECEMBER 2021 - 31 DECEMBER 2023

Unit : Million baht

STATEMENT OF FINANCIAL POSITION	VERIFY					
	31 December 2021		31 December 2022		31 December 2023	
	Amount	%	Amount	%	Amount	%
Revenues from sales	66.45	87.48%	581.08	97.55%	437.56	95.11%
Cost of sales	(114.67)	(150.79)%	(323.25)	(54.27)%	(230.94)	(50.20)%
Gross profit	(48.22)	(63.31)%	257.83	43.28%	206.62	44.91%
Other income	9.51	12.52%	14.59	2.51%	22.50	4.89%
Selling expenses	(26.03)	(34.23)%	(102.41)	(17.19)%	(95.95)	(20.86)%
Administrative expense	(69.73)	(104.94)%	(81.04)	(13.95)%	(101.53)	(22.07)%
Profit (loss) in operating activities	(134.47)	(146.90)%	88.97	15.00%	31.65	6.88%
Finance income	0.09	0.12%	0.15	0.02%	0.89	0.19%
Finance costs	(7.49)	(9.86)%	(11.26)	(1.89)%	(3.93)	(0.85)%
Profit (loss) before income tax	(141.87)	(156.64)%	77.86	13.13%	28.61	7.07%
Tax income (expense)	27.81	36.61%	(16.82)	(2.89)%	(6.40)	(1.39)%
Profit (loss) for the year	(114.07)	(120.03)%	61.04	10.24%	22.21	5.68%
Earnings (loss) per share						
Weighted average number of ordinary shares ( Shares)	721,897,493		725,380,364		725,380,364	
Basic earnings (loss) per share	(0.16)		0.08		0.03	
Other comprehensive profit (loss) :						
Surplus from asset valuation					185.80	40.39
Defined benefit plan actuarial loss			9.59	1.65%	5.03	1.09%
Income tax relating to items that will never be reclassified to profit or losses			(1.92)	(0.33)%	(38.17)	(8.30)%
Other comprehensive loss – net of tax			7.67	1.32%	152.67	33.18%
Total comprehensive income(loss)	(114.07)	(171.67)%	68.86	11.85%	174.87	38.86%





## STATEMENT OF CASH FLOWS 31 DECEMBER 2021 — 31 DECEMBER 2023

Unit : Million baht

STATEMENT OF CASH FLOWS	VERIFY		
	31 December 2021	31 December 2022	31 December 2023
<b>Cash flows from operating activities</b>			
Profit (loss) before income tax	(141.88)	78.01	28.61
<b>Adjustments to reconcile profit (loss) before income tax to cash generated (paid) from operating activities</b>			
Depreciation and amortization	9.47	11.17	12.16
Loss from impairment and written-off of assets	0.88	2.47	
Loss from disposal of assets			1.71
Interest income	(0.09)	(0.15)	(0.89)
Finance costs	7.49	11.26	3.93
<b>Profit (loss) in operating activities before changes in operating assets and liabilities</b>	<b>(124.12)</b>	<b>102.79</b>	<b>45.52</b>
<b>Change in operating assets and liabilities</b>			
Other receivables		(0.31)	0.14
Cost of property development	(89.13)	270.52	(287.87)
Inventories	(0.26)	(2.93)	
Other current assets	0.58	(0.31)	(42.60)
Restricted bank deposits	0.21		
Cost to obtain contract with customer	(3.51)	(24.55)	(163.19)
Other non-current assets	0.01	0.01	(0.14)
Trade and other payables	2.47	12.52	13.81
Advance received	55.87	147.49	1,283.88
Estimated cost of property development	1.60		
Provisions	29.42	(14.72)	(14.19)
Retention payables	2.61	(9.76)	11.53
Provisions for employee benefit	3.90	3.94	1.21
Other current liabilities	7.58	5.55	(0.47)
Other non-current liabilities		0.20	(0.20)
<b>Cash generated (paid) from operations</b>	<b>(112.77)</b>	<b>490.44</b>	<b>847.43</b>
Interest received	0.09	0.15	0.89
Pay employee benefits			(0.69)
Income tax paid	(0.36)	(2.39)	(1.03)
<b>Net cash provided by (used in) operating activities</b>	<b>(113.04)</b>	<b>488.20</b>	<b>848.59</b>



Unit : Million baht

STATEMENT OF CASH FLOWS	VERIFY		
	31 December 2021	31 December 2022	31 December 2023
Cash flows from investing activities			
Advance payment for shares			(100.00)
Deposit to purchase land			(189.65)
Purchase of land held for development	(13.44)	(2.56)	(378.07)
Purchase of Investment property			(0.95)
Purchase of building and equipments	(6.81)	(4.63)	(105.84)
Purchase of intangible assets			(0.17)
Disposal of equipment	0.02	0.00	0.22
Purchase of intangible assets			
Purchase of right-of-use asset			
<b>Net cash used in investing activities</b>	<b>(20.23)</b>	<b>(7.19)</b>	<b>(774.45)</b>
Cash flow from financing activities			
Increase in short-term loans from other company		3.00	80.00
Increase in Long-term loans from other financial			691.15
Repayments of short-term loans from other company	(2.00)		(3.00)
Proceeds from long-term loans from other company	145.00		
Repayments of long-term loans from other company	(40.70)	(453.30)	(1.00)
Repayments of liability under finance lease		(1.63)	(0.87)
Stock repurchase			
Dividends paid			
Finance cost paid	(13.03)	(11.26)	(16.72)
<b>Net cash provided by (used in) financing activities</b>	<b>89.27</b>	<b>(463.19)</b>	<b>749.56</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(44.00)</b>	<b>17.83</b>	<b>821.70</b>
<b>Cash and cash equivalents at the beginning of year</b>	<b>117.59</b>	<b>73.59</b>	<b>91.42</b>
<b>Cash and cash equivalents at the end of year</b>	<b>73.59</b>	<b>91.42</b>	<b>913.12</b>



## Important Financial Ratios

Unit : Million baht

Important Financial Ratios	Unit	VERIFY		
		31 December 2021	31 December 2022	31 December 2023
Liquidity Ratios				
Liquidity Ratio	Times	1.27	1.05	1.15
Quick Liquidity Ratio	Times	0.11	0.17	0.49
Cash Ratio	Times	(0.19)	0.81	0.70
Accounts Receivable Turnover	Times	N/A	N/A	N/A
Average Debt Collection Period	Day	N/A	N/A	N/A
Inventory Turnover Ratio	Times	0.17	0.58	0.34
Average Sales Period	Day	2,100 Day	634 Day	1,067 Day
Account Payable Period	Times	24.95	26.73	9.06
Average Payment Period	Day	15 Day	14 Day	41 Day
Cash Cycle	Day	2,085 Day	620 Day	1,013 Day
Profitability Ratios				
Profit before Interest, Income Tax, Depreciation and Amortization	%	(188.00) %	17.28%	10.21%
Gross Profit Margin	%	(72.57) %	44.37%	47.22%
Operation Profit Margin	%	(216.69) %	12.80%	2.09%
Net Profit Margin	%	(171.67) %	10.53%	5.08%
Return on Equity	%	(17.53) %	9.74%	2.96%
Fixed Asset Turnover Rate	Times	0.99	9.14	1.85
Gross Profit Margin of Revenue from Projects for Sales	%	(72.57) %	44.37%	47.22%
Ratio of Other Income to Total Income	%	12.61%	2.50%	4.89%
Cash to Profit Ratio	%	78.51%	656.38%	9252.94%
Financial Policy Ratios				
Invest Coverage Ratio		(17.96)	7.93	8.06
Times	Times	(1.61)	16.97	6.80
Debt Service Coverage Ratio	Times	1.49	0.87	3.15
Debt to Equity Ratio	Times	0.77	0.01	0.92
Ratio of Interest-Bearing Debt to Total Shareholders' Equity	Times	0.00%	0.00%	0.00%



Important Financial Ratios	Unit	VERIFY		
		31 December 2021	31 December 2022	31 December 2023
Dividend Payout Ratio	%	0.00%	0.00%	0.00%
Dividend Yield	%	0.51	0.01	0.29
Ratio of Loans from Financial Institutions to Total Debt	Times	0.54	1.21	0.01
Ratio of Interest-Bearing Debt due in one year to Total Interest-Bearing Debt	Times	(3.64)	0.04	17.14
<b>Interest-Bearing Debt to Profit before Interest, Income Taxes, Depreciation and Amortization</b>	<b>Times</b>			
Asset Turnover	Times	0.05	0.44	0.20
Return on Assets	%	(9.38) %	6.57%	1.34%
Return on Fix Assets	%	(156.38) %	112.55%	14.56%5

1. The current ratio does not include real estate development costs, which is the main proportion under current assets, therefore the Company's quick current ratio is relatively low. However, the quick current ratio for the real estate business may not reflect the real picture as the real estate business will gradually receive funds. Deposit and down payment from the customer in advance and the rest will be paid when the customer transfers the ownership of the condominium unit to the company.
2. Accounts receivable turnover and average collection period do not reflect the Company's sales turnover because the property development business will not sell condominium units in a credit term to customers, which will gradually receive deposits and Down payment from the customer in advance and the remaining amount will be paid when the customer transfers the ownership of the condominium unit to the Company. Therefore, there is no account receivable in the Company's statement of financial position. Inventory turnover ratio of the Company The ratio is low and the average turnover rate of the Company is higher than that of the normal business because the property development business is a business that requires a longer project development period than other businesses before the ownership transfers to customer.
3. The company's inventory turnover ratio There is a low ratio and the average sales period of the company is higher than normal business. This is because the real estate development business is a business that requires a longer period of time to develop projects than general businesses. Before ownership is transferred to the customer

## Management Discussion and Analysis

### Performance overview

As the accounting standards stated that revenue could be acknowledged when a condominium construction project was completed and the transfer of ownership was finalized, it was hence understood that revenue and profit of Rhom Bho Property Public Company Limited were subject to the variation of the number of condominium units transferred during a year. Obviously, the number of transferred units would determine the amount of revenue and profit to be obtained in a year. The more the condominium units were sold, the more the Company would gain lucrative revenue and profit. In contrast, when there was no transfer of ownership or any condominium construction project was still in progress, lower revenue and profit could be expected.

Revenue obtained from the Company's sales and services came from revenue from the sales of real estates as well as other revenue related to the sales of real estates, for instance, revenue from the sales of furniture sets to be featured in condominium units, revenue from decoration or renovation of condominium units, and revenue from public utilities. Once again, the Company would be able to acknowledge its revenue when a condominium project was completed and





the transfer of ownership was finalized with buyers. During 2020-2022 the Company's revenue from sales and services was estimated at 66.45 million baht ,581.08 million baht and 437.56 million baht .

In 2021, the company had income from selling and services amounted to 66.45 million baht. Altogether, the income had improved just only 18.63%; when compared to the other year. mainly due to the epidemic situation of COVID-19 and a declaration of emergency shutting down the entry and exit of the country Therefore, the project's customers who are foreigners cannot come to transfer the ownership of the condominium units. which customers began to transfer ownership of condominium units in the 4th quarter due to the announcement of the opening of the country

In 2022, the Company has revenue from sales and services equal to 581.08 million baht or accounted for an increase of 97.44% of revenue compared to the same month of the previous year. This was mainly due to the ownership transfer of condominium units in The Title Rawai Beach Phase 5 project, which started in the fourth quarter of 2021 and increased from sales. caused by the COVID-19 epidemic situation Unwind, causing most of the project's customers, who are foreigners, come to buy and transfer ownership of the condominiums.

In 2023, the company had income from sales and services equal to 437.56 million baht, or increase 24.70% in compared to the same month of the previous year. This is mainly due to the transfer of ownership of condominium units in The Title Rawai Beach Phase 5, which is the remaining part of the project.



The company had a net profit(loss) in the year 2021 to 2023 amounted to (114.07) million baht ,68.86 million baht and 22.21 million baht. Altogether, the net profit(loss) was (171.67)%, 10.53% and 5.68% of the income which is consistent with the company's performance.

On the 31<sup>st</sup> December 2021 to the 31<sup>st</sup> December 2023, the company had property of about 1,478.45 million baht and 1,236.98 million baht and 3,472.90 million baht ; by the main property of this company that is related to property project development. For example, the costs of the property development are about 47.74%, 33.19%, 26.29% of the all the property and the land; that waiting to be developed at 35.21%, 42.30% and 16.85% of all the property. All of this from the consideration of the property project of the company found that differentiation of the property was affected from affiliation of the cause; of which was affected by the cause of the property. This is because between construction, it was conveyed to the buyer yet. Thus, the company that made a recording caused it to be the development of the project for selling. The costs will be shared into the property room; as well as know the costs in the Balance Sheet. Therefore, the year that has conveyance of rooms a lot. made the property decrease, etc. At the same time, the year that had late conveyance had construction for the project; in order to make the property to improve.

On the 31<sup>st</sup> of December 2021 to the 31<sup>st</sup> of December 2023, the company had debt owed amounting to 884.86 million baht, 574.53 million baht and 2,635.58 million baht. Altogether it is about 59.85%, 46.45% and 75.89% of the debt owed of the shareholder and the main holder of the debt in the company. The company received funds from the customer beforehand with the money that the company had received from the buyer, before conveyance occurred. For example, room bookings, monthly deposits, and contract fees will be recorded to be the money of the customer beforehand. It could be changed to be income, when conveyance occurs for the buyer. Loaned funds during a short-term period from the financial institution/insurance company. In the past, funds were borrowed from the financial institution/insurance company will improve when the company can have plans to be able to develop the project property. Hence, the owed debt could be decreased, when the company is able to sell their rooms. This amount of debt owed can be gradually paid back to the financial institution/insurance company. In 2021, 2022, advances received increased from receiving advances from customers of The Title Rawai Beach Phase 5 project and receiving loans for use in the construction of The Title Rawai Beach Phase 5 project and estimates. Debt from additional performance guarantees. In 2023 increasing in debt is primarily due to receiving advances from customers for ongoing projects and new projects opening at the end of 2023, and borrowing money from financial institutions for use as working capital and project development.

On the 31<sup>st</sup> of December 2021 to the 31<sup>st</sup> of December 2023, the company had shareholders consisting of about 593.59 million bath, 662.45 million baht and 837.32 million baht or it's about 40.15%, 53.55% and 24.11% of the debt owed to shareholders. The amount of shareholders had increased, because the net profit (loss) had improved. Furthermore, the capital of the registered had increased; while the period of 2021 to 2023 had dividends and share repurchases as well as the amount of capital being increased by the following.

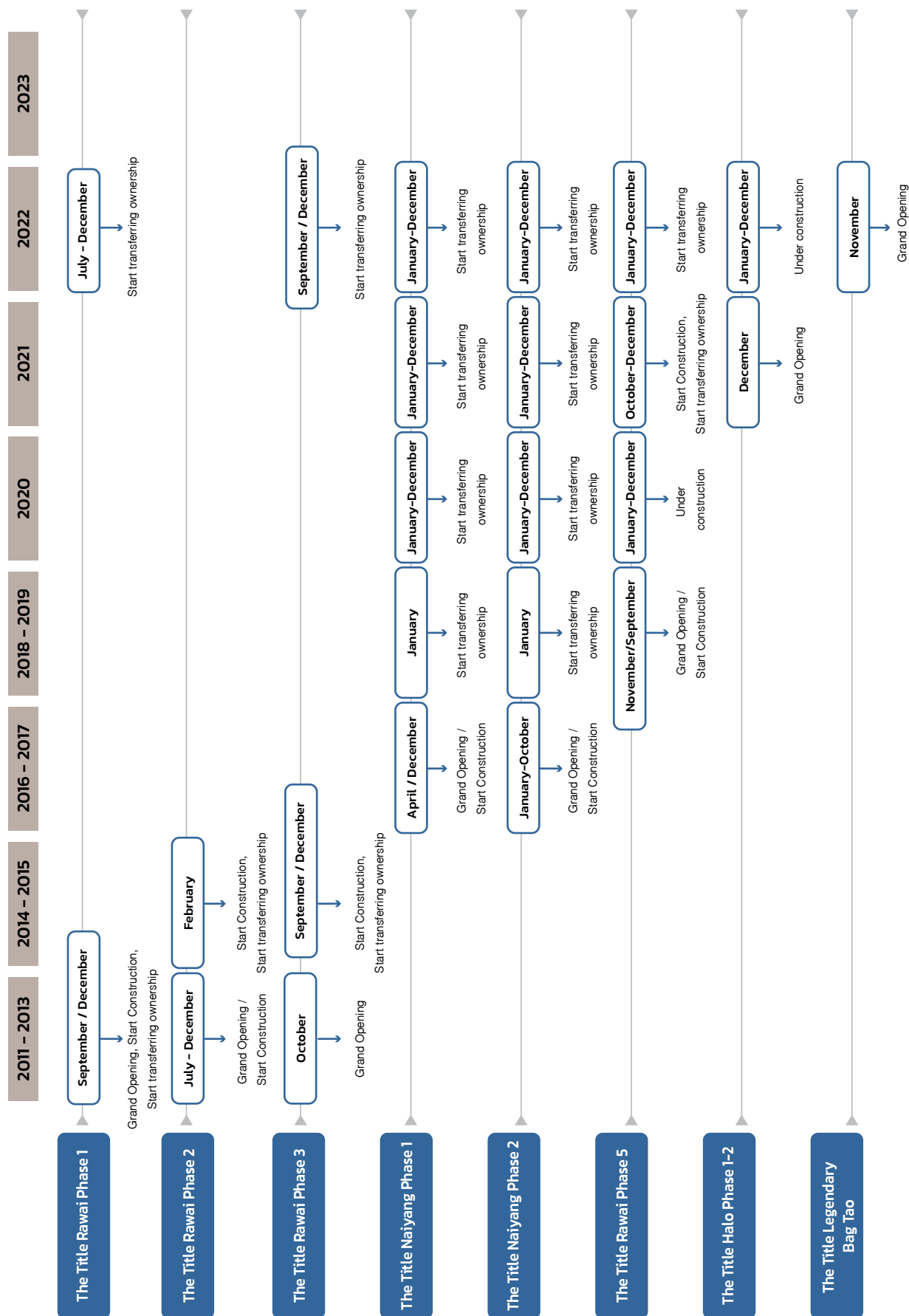
In 2021 The Annual General Meeting of Shareholders held on 29 April 2021 resolved to refrain from paying dividends for the 2020 operating results.

In 2022 The Annual General Meeting of Shareholders on 29 April 2022 passed a resolution to refrain from paying dividends. As for the 2021 operating results for 3,728,000 shares of treasury shares that have not yet been sold, past the date of disposal. board meeting resolved to reduce capital by cutting off the repurchased listed shares The par value of 0.50 baht per share is the new registered capital. 360,948,746.50 baht

In 2023 The Annual General Meeting of Shareholders on April 29, 2022 resolved to refrain from paying dividends. For operating results for the year 2022 and increased from the adjustment of capital surplus from property appraisal.



## Overview of Project Launch and Transfer of Ownership





## 4.2 Performance Analysis

### Revenue

Rhom Bho Property Public Company Limited's revenue consisted of revenue from sales and services, interests, and revenue from other sources. Admittedly, revenue from sales and services was considered a major source of revenue. Revenue could be categorized as follows:

#### Revenue from Sales

Revenue obtained from the Company's sales and services came from revenue from the sales of real estates as well as other revenue related to the sales of real estates, for instance, revenue from the sales of furniture sets to be featured in condominium units, revenue from decoration or renovation of condominium units, and revenue from public utilities. Once again, the Company would be able to acknowledge its revenue when a condominium project was completed and the transfer of ownership was finalized with buyers. During 2021-2023, the Company's revenue from sales and services was estimated at 66.45 million baht, 581.08 million baht and 437.56 million baht or 85.56%, 97.55%, and 95.11% of total income, respectively.

In 2021, The company's revenues from sales for the year ended 31<sup>st</sup> December 2021 was 66.45 million baht or decreased by 18.63% of revenue rate compare with the previous year. The mainly decreased was due to the company only transfer ownership of the title Naiyang project Phase 1, 2 amount 4 units and the title Rawai Phase 5 amount 14 units.

In 2022, the company has revenue from sales and services for the year 2022 equal to 581.08 million baht or an increase of 97.44 percent of revenue compared to the same period of the previous year. Mainly due to the transfer of ownership of 114 units in The Title Rawai Beach Phase 5 project.

In 2023, the company had income from sales and services for 2023 equal to 437.56 million baht, or representing a decrease in income of 24.70 % compared to the same period of the previous year. It arises from the transfer of ownership of project condominiums that are ready to be transferred, mainly The Title Rawai Beach Phase 5, amount 97 units.

#### Other Income

In 2021 to 2023, the company had other income of about 9.59 million baht, 14.88 million baht and 23.39 million baht. As for the percentage they were 12.52%, 2.51% and 4.89% to be the total of income.

The other income was from customers that had breached their contracts, interest, income from rent, etc. By the income from the customer that did something wrong, the contract was based from booked funds, funds to from a contract, and down payments of which customers had paid; as well as cancelled their contracts before. Also, the customers who did not follow their contract is the reason why they were cancelled or the customer did not transfer conveyance in the period of time specified; as well there being no feedback from customers, and income generated from renting. The company let the income from the room, be the rent that was opened for the customer by market planning. Therefore, the company will pay investment return to the customer in the period of time that was specified.



**Table 1 Revenue from Sales and Services Classified by Project**

Revenues from sales and service <sup>1/</sup>	Financial statement (Audited)					
	Y2021		Y2022		Y2023	
	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)	Value (Million baht)	Proportion (percent)
The Title Rawai Phase 1			15.05	2.53	4.48	0.97
The Title Rawai Phase 3			9.07	1.52		
The Title Naiyang Phase 1	7.99	10.51	62.13	10.42	21.84	4.74
The Title Naiyang Phase 2	7.10	9.34	10.63	1.78	3.47	0.75
The Title Rawai Phase 5	51.36	67.54	484.20	81.25	407.78	88.46
Total revenues from sales and service	66.45	87.39	581.08	97.50	437.56	94.93
Other income	9.59	12.61	14.88	2.50	23.39	5.07
Total income	76.04	100.00	595.96	100.00	461.67	100.00

**Remark:** Other revenues varied in customers' breach of contract, interest, and rental fee.

**Table 2 Status of Transfer of Ownership during 2021-2023**

Project	Y2021		Y2022		Y2023		Accumulated Transfer of Ownership	
	Transferred <sup>1</sup> (Unit)	Proportion <sup>2</sup> (percent)	Transferred <sup>1</sup> (Unit)	Proportion <sup>2</sup> (percent)	Transferred <sup>1</sup> (Unit)	Proportion <sup>2</sup> (percent)	Transferred <sup>1</sup> (Unit)	Proportion <sup>2</sup> (percent)
The Title Naiyang Phase 1	2	0.79	21	8.33	7	2.78	252	100
The Title Naiyang Phase 2	2	0.91	2	0.91	1	0.45	220	100
The Title Rawai Phase 1	-	-	4	2.50	1	0.63	5	3.13
The Title Rawai Phase 3	-	-	1	0.42	-	-	80	3.33
The Title Rawai Phase 5	14	6.14	114	50	97	42.54	225	98.68
The Title Halo Phase 1	-	-	-	-	-	-	-	-

**Remark:** <sup>1</sup>Number of condominium units transferred during the year.

<sup>2</sup>Calculated from condominium units transferred each year divided by the total number of units per project.

### Cost of Sales and Services / Gross Profit and Gross Profit Margin

The main cost of sales and services of the major companies consist of Land and land improvements building construction cost Other expenses related, etc. will be added to the asset list. which is presented in the statement of financial position of the Company It is recognized as cost of sales and services in the statement of comprehensive income when ownership is transferred to the buyer.

In 2021-2023, the Company's cost of sales and services changed in the same direction as the revenue from sales and services. The company has cost of sales and services equal to 114.67 million baht, 323.25 million baht and 230.94 million baht or accounted for the ratio of cost of sales and services to revenue from sales and services equal

to 150.79%, 54.27% and 50.20% respectively, or accounted for gross profit (loss) of (63.31)%, 43.28% and 44.91%, respectively, which the decline in the company's gross profit margin This is a result of the number of customers who enter the guaranteed return project for condominiums in The Title Rawai Beach Phase 5 and Nai Yang Beach Phase 1, 2 transfer ownership of the condominium units in 2021-2023, resulting in the company's revenue. Recognized from the transfer of ownership per unit, the value decreased, equal to the discount value given to customers in 2021, increased due to repairs and estimates of repairs and improvements to the public utility system according to the complaint from the condominium juristic person, which was due The warranty period has been completed and the estimate for the warranty has been adjusted further to prevent environmental impact.

**Table 3 Costs of Sales**

Costs of Sales	Y2021		Y2022		Y2023	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
Costs of sales – Lands and land improvement	3.42	2.98	27.72	8.58	20.04	8.68
Costs of sales – Construction of building	33.65	29.34	284.74	88.08	203.39	88.07
Costs of Sales – Other related expenses <sup>1</sup>	77.60	67.67	10.80	3.34	7.50	3.25
<b>Total Cost of Sales and Services</b>	<b>114.67</b>	<b>100.00</b>	<b>323.25</b>	<b>100.00</b>	<b>230.94</b>	<b>100.00</b>
Percentage of costs of sales and services per revenue obtained from sales and services	150.79		54.27		50.20	
Gross profit margin	43.28		43.28		44.91	

**Remark :** <sup>1</sup>Costs of sales - Other related expenses consisted mainly of fees and loan interests during the construction period.and In 2021, an increase in cost of repairs and estimated costs of repairs.

### Selling Expenses

Selling expenses, was salary and the benefits of the seller, business tax, selling fees, payment for promotion sales depreciation payments for the room. For example, the payment tax from the sale and the conveyance of the room; of which is the specific business tax, revenue stamp, etc.

The promotion of sales for example is advertisements, marketing activity booth payments, process payment; such as certifying payment, etc.

Nonetheless, the company has a policy to determine the rate of the payment to pay for the sales of the agency, of about 10.00% of the selling value. In some cases, if the agency is able to sell rooms until they are able to obtain a gross profit in the period of time that the company had determine, that agency seller can obtain special commission. Furthermore, the Sales Agent and employees in the company had cooperated to support and make sales marketing receive sales commission as well in the amount of 1.00-2.00% of the value of the room.

Notwithstanding, the commission will be paid to the Agent, Sales Agent, and employees of the company. When the customer made a booking or a sales contract, or the room that was conveyance only receives commission. In addition, the funds that the company will receive from the customer must be more than the money the company had paid to the Agent, Sales Agent, and employees of the company. The rate should be close to the competition of the company; of



which is the property development company in Phuket with a high-competition area. However, the company should consider about effects that cause issues to the marketing costs; of which include the costs for the Sales Agent to be marginal costs that should receive the contract beforehand. Thus, it was took to determine that strategy for the sales price. For the rate that is the agency payment, is not affected by gross profit of the company.

Selling expenses for the period 2021-2023 amounted to 26.03 million baht, 102.41 million baht and 95.95 million baht, accounting for 34.23%, 17.19% and 20.86 of revenue from sales and services, respectively. The increase (decrease) in selling expenses arises from variable expenses related to sales, which are: sales commission , specific business tax Trade fee (sales) from the transfer of ownership of the condominium unit According to the contract terms, the cost of taking care of the room that has not been transferred.

**Table 4 Selling Expenses**

Selling Expenses	Y2021		Y2022		Y2023	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
Salaries, bonuses, and welfares of salespersons	13.03	50.06	13.08	12.77	17.72	18.47
Specific business taxes and trade charges	0.80	3.07	10.64	10.39	5.63	5.86
Promotional and public relations	0.64	2.44	1.32	1.29	7.52	7.83
Other expenses related to sales	1.66	6.37	2.19	2.14	2.62	2.73
Costs of Sales – Costs of contractual requirements <sup>2</sup>	7.90	30.35	73.24	71.51	61.03	63.61
Depreciation	2.00	7.7	1.95	1.91	1.44	1.50
Total Costs of Sales	26.03	100.00	102.41	100.00	95.95	100.00
Percentage of costs of sales per revenue of sales and services	39.17	17.62	21.93			

### Administrative Expenses

The main administrative expenses of the company were salary bonus benefits of the employees, seller, specific business tax, and seller promotion, Depreciation information, and advertising, payment utilities, insurance interest, etc.

In 2021 to 2023, the company had costs for management of about 69.73 million baht, 81.04 million baht and 101.53 million; or about 104.94%, 13.95% and 22.07% of the income from selling and servicing.

In 2021, the company's administrative expenses for the year ended 31<sup>st</sup> December 2021 was 69.73 million baht decreased 8.46 million baht from the previous year because there are decreases of administrative expenses such as employees expenses, other expenses.

In 2022, the Company has administrative expenses for the year 2022 equal to 81.04 million baht, an increase compared to the same period of the previous year equal to 11.31 million baht due to increased expenses such as asset depreciation., other administrative expenses

In 2023, the company had administrative expenses for 2023 equal to 101.53 million baht, an increase compared to the same period of the previous year equal to 20.49 million baht due to increased expenses such as employee expenses. depreciation, other administrative expenses.



Table 5 Costs of Management

Costs of Management	Y2021		Y2022		Y2023	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
Salaries, bonuses, and welfares of executives	36.31	52.08	35.77	44.14	48.25	47.52
Public utility expenses	2.08	2.98	4.49	5.53	3.98	3.92
Services	4.40	6.31	6.49	8.01	17.39	17.13
Meeting allowance	0.33	0.47	0.41	0.50	0.52	0.51
Other expenses related to management <sup>1</sup>	18.28	26.21	24.58	30.33	19.50	19.21
Depreciation	8.34	11.96	9.31	11.49	11.89	11.71
<b>Total Costs of Management</b>	<b>69.73</b>	<b>100.00</b>	<b>81.04</b>	<b>100.00</b>	<b>101.53</b>	<b>100.00</b>
Percentage of costs of management per revenue of sales and services	104.94	13.95	23.20			

**Remark:** <sup>1</sup>Administrative expenses included security and housekeeping expenses as well as insurance premiums.

### Finance costs

The finance costs of the company have interest from funds loaned from the financial institution/insurance company; of which was not recorded. Thus, the financial costs of the project and interest was paid by renting and sales contract in 2021 to 2023 The company has financial costs of about 7.49 million baht, 11.26 million baht and 3.93 million baht. As for the percentage, it was 9.86%, 1.89% and 0.85% of all income.

In 2021-2023, the company's financial cost is 7.49 million baht, 11.26 million baht and 3.93 million baht, an increase of 2.27 million baht, 3.77 million baht and decrease 7.33 million baht respectively. compared to the same period last year Part of it is interest on loans that occur after the construction of the project is completed. and interest expenses incurred from borrowing money from financial institutions/insurance companies/other company to use as working capital

### Tax Expenses

In 2021-2023, the Company has income tax expenses equal to (27.81) million baht, 16.82 million baht and 6.40 million baht respectively, resulting from the adjustment of income tax projection and deferred income tax and income tax expenses. according to operating results.

### Net profit (loss)

The company has a net profit (loss) in the year 2021-2023 in the amount of (114.07) million baht., 61.04 million baht and 22.21 million baht, respectively, or accounted for the net profit (loss) rate. equal to percent (120.03) , percent 10.24 and 5.68 of total income respectively The profit (loss) corresponds to the performance of the company.



## 4.3 Financial Analysis

### Assets

During December 31<sup>st</sup>, 2021, December 31<sup>st</sup>, 2022 and December 31<sup>st</sup>, 2023, Rhom Bho Property Public Company Limited possessed its total asset of 1,478.45 million baht, 1,236.98 million baht and 3,472.90 million baht. Significantly, major assets were related to the development of condominium projects, where the real estate ratio was maintained 47.74%, 33.19% and 26.29 of total assets, respectively. Also, the undeveloped lands were considered 35.21%, 42.30% and 16.85% of total asset.

**Details of Major Real Estates can be summarized by the following:**

### Costs of Property Development

Costs of property development occurred prior to the transfer of ownership to be included in the list of property development costs revealed in the financial statement and would be acknowledged as the comprehensive income statement when the ownership was transferred to buyers. Property development costs mainly consisted of land costs, land reclamation costs, construction costs, and other expenses related directly to the development of condominium projects, including relevant loan interests.

By the end of December 31, 2021 and December 31, 2022, and December 31, 2023, Rhom Bho Property possessed costs of property development of 705.75 million baht, 410.62 million baht and 934.91 million baht considered 47.74%, 33.19% and 26.29% of total asset.

In 2021, real estate development costs were 705.75 million baht. The increase (decrease) came from the recognition of costs from the construction of The Title Rawai Beach Phase 5 project completed at the end of 2021 and the transfer of ownership of condominium units in The Title Haad Nai project. Phase 1, 2 tires

In 2022, real estate development costs were equal to 410.62 million baht. The increase (decrease) came from the recognition of costs from the pre-construction work of The Title Halo, Nai Yang Beach and the transfer of ownership of the condominium units in The Title Nai Yang Beach Phase 1, 2 and The Title Rawai Beach Phase 5

In 2023 There is a real estate development cost of 934.91 million baht, increasing (decreasing) from the recognition of project costs that will transfer ownership in 2023 and the project that is currently under construction is The Title Halo Nai Yang Beach project and the project that has started preparing for construction is The Title. Legendary Bang-Tao Bang Tao Beach





Table 6 Costs of Property Development Classified by Project

Project	December 31 <sup>st</sup> , 2021		December 31 <sup>st</sup> , 2022		December 31 <sup>st</sup> , 2023	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
The Title Rawai Phase 1	8.68	1.23	1.76	0.43		
The Title Rawai Phase 3	2.85	0.40				
The Title Naiyang Phase 1, 2	45.39	6.43	11.69	2.85		
The Title Naiyang Phase 3	49.07	6.95	50.14	12.21	16.00	1.71
The Title Rawai Phase 5	484.80	68.69	216.31	52.68	6.60	0.71
The Title Halo1	111.46	15.79	125.93	30.67	612.90	65.56
The Title Bangtao	3.50	0.50	4.78	1.17	5.35	0.57
The Title-Legendary BangTao					183.55	19.63
The Title-Serenity Naiyang					2.67	0.29
The Title-Legendary Naiyang					105.10	11.24
The Title-Collection BangTao					2.06	0.22
The Title-Heritage BangTao					0.67	0.07
<b>Total</b>	<b>705.76</b>	<b>100.00</b>	<b>410.62</b>	<b>100.00</b>	<b>934.91</b>	<b>100.00</b>

### Inventories

Rhom Bho Property Public Company Limited's inventories were furniture that customers purchased separately. The Company would act as a representative to order and deliver furniture to customers. Some customers, such as foreign customers, were unable to proceed with their plans. This was considered part of the marketing strategy to fully facilitate its customers. Additionally, Rhom Bho Property had promoted such services for The Title Rawai Phase 3 and The Title Naiyang Phase 1, 2. During December 31<sup>st</sup>, 2021 December 31<sup>st</sup>, 2022 and December 31<sup>st</sup>, 2023, the inventory remained at 1.17 million baht, 4.11 million baht, and 0.10 million baht considered 0.08%, 0.33% and 0.00% of total assets.

### Investment in Subsidiaries

As of December 31, 2023, the Company has investments in subsidiaries in the amount of 2 million baht. On November 20, 2023, a subsidiary was established, The Esquire Company Limited, located at 555/2 Village No. 6, Rawai Subdistrict. Mueang District, Phuket Province, registered capital 1 million baht, management of condominium juristic persons Hired for real estate management, operating a service business, serving as a manager and taking care of benefits, collecting benefits and managing assets for other people and Title Hotel Naiyang Company Limited, located at 234/5 Village No. 5, Sakhu Subdistrict, Thalang District, Phuket Province, registered capital 1 million baht, hotel business

### Loan receivables in affiliated companies

Loans to related business of December 31, 2023, the company has loans from affiliates in the amount of 62.28 million baht arising from the establishment of subsidiaries in 2023 and there is a loan transaction from Title Hotel Naiyang Co., Ltd., which is a loan to purchase land. for use in doing business



### Other Current Assets

The main other current assets of the company are insurance interest that paid deposits. on the 31<sup>st</sup> of December 2021 to the 31<sup>st</sup> of December 2023 the company has about 2.54 million baht, 2.77million baht and 48.24 million baht in other current assets. As for the percentage, it was 0.17%, 0.22% and 1.39% of all of the company.

### The land held for development

The land held for development is the land that the company has plans for developing in the future. It was about the cost to obtain land, payment, and related payments; of which was shown with cost-plus pricing from the gain on reversal of impairment loss on the 31<sup>st</sup> of December 2021 to 2023 The company will have land to develop of about 520.53 million baht, 523.19 million baht and 585.02 million baht. As for the percentage, it was 35.21%, 42.30% and 16.85% of the total amount of properties of the company.

In 2021-2023, the land held for development of the company had about 520.63 million baht, 523.19 million baht and 585.02 million baht increased 13.44 million baht ,2.56 million baht and 61.83 million baht. It occurred from the location being improved around Bang Tao beach and landfill fee for development in the future.

**Table 7 Undeveloped Land Classified by Location**

Undeveloped Land	December 31 <sup>st</sup> , 2021	December 31 <sup>st</sup> , 2022	December 31 <sup>st</sup> , 2023	ownership
Land in Rawai Beach	3.89	3.89	3.89	None
Land in Naiyang Beach	138.30	138.30	102.05	Collateral for a loan from a financial institution
Land in Bang Tao Beach	378.44	381.00	479.08	Collateral for a loan from a financial institution
<b>Total</b>	<b>520.63</b>	<b>523.19</b>	<b>585.02</b>	<b>None</b>

### Property, Plant and Equipment

The property, plant and equipment of the company had the land, office, and apartment complex of employees, the camping area for the construction employees, and vehicles on the 31<sup>st</sup> of December 2021 to 31<sup>st</sup> of December 2023. There was about 66.04 million baht, 61.13 million baht and 410.82 million baht. As for the rate of percentage, it was 4.47%, 4.94% and 11.83 of total properties. For example, the building and head office in Phuket province. This was permitted to be the working place, and meeting for the Co-Executive Officer; as well as to be the flat for employees in Phuket and office buildings in Bangkok, etc. The decrease in land, buildings and equipment is in line with the depreciation of assets.

In Y2021, the property, plant and equipment had decreased from Y2020 to 2.10 million baht; or about 3.08%

In Y2022, the property, plant and equipment had decreased from Y2021 to 4.92 million baht; or about 7.44%

In Y2023, the property, plant and equipment had increased from Y2021 to 349.69 million baht; or about 572.09%  
Due to the improvement from the valuation of land to be in accordance with the market price.

**Table 8 Property, Plant and Equipment**

Unit: Million baht

Property, Plant and Equipment	December 31 <sup>st</sup> , 2021	December 31 <sup>st</sup> , 2022	December 31 <sup>st</sup> , 2023
Land	12.77	12.77	329.78
Building and construction	49.01	41.53	35.96
Decoration and office material	2.02	1.12	7.02
Vehicle	2.17	2.88	3.21
Task during construction	0.07	2.84	34.85
<b>Total</b>	<b>66.04</b>	<b>61.13</b>	<b>410.82</b>

### Land Deposit

As of December 31, 2023, the company has a land deposit of 189.65 million baht as a land deposit for future project development, consisting of land in the Nai Yang Beach and Bang Tao Beach areas.

### Intangible Assets

Intangible assets of the company had software copyrights by the net value on the 31<sup>st</sup> of December 2021 - 31<sup>st</sup> of December 2023 was 0.32 million baht, 0.14 million baht and 0.19 million baht. The rate of percentage was 0.02%, 0.01% and 0.01% of all the property Intangible assets of the company in Y2016. For example, computer software copyrights system was bought for Enterprise Resource Planning or ERP. The company used this system for managing to job, by decreased intangible assets of the company because it occurred from these copyrights.

In Y2021 intangible assets of the company were decreased 0.32 million baht when compared to Y2020 due to the amortization of royal fees.

In Y2022 intangible assets of the company were decreased 0.18 million baht when compared to Y2021 due to the amortization of royal fees.

In Y2023 intangible assets of the company were increased 0.05 million baht when compared to Y2023 This is due to the purchase of additional software and the amortization of royalty fees.

### Right of Use Assets

Assets under right of use as of December 31, 2023, amount 5.10 million baht, consisting of land lease agreement for use as a Bangkok office location. and land lease agreements for use as construction camp rentals.

### Deferred Tax Assets

Deferred tax asset occurred from temporary difference used with tax deduction and unused tax loss, where Rhom Bho Property Public company Limited would have sufficient taxable profits in the future to utilize the unused tax losses. During December 31<sup>st</sup>, 2021 - December 31<sup>st</sup>, 2023, the Company possessed deferred tax asset of 54.65 million baht and 35.91 million baht, considered 3.70%, 2.90% of total asset. A majority of deferred tax assets consisted of temporary difference of employees' benefits and leasehold right.



## Other Non-current Assets

Other non-current asset of Rhom Bho Property Public Company Limited included the guarantee of electricity and water supply. On the December 31<sup>st</sup>, 2021 - December 31<sup>st</sup>, 2023, the Company's non-current asset remained at 1.26 million baht, 1.24 million baht and 1.39 million baht, considered 0.09%, 0.10% and 0.04% of total asset.

## Liability

On the December 31<sup>st</sup> 2021 - December 31<sup>st</sup>, 2023, Rhom Bho Property Public Company Limited possessed liability valued at 884.86 million baht, 574.53 million baht and 2,635.58 million baht, considered 59.85%, 46.43% and 75.89% of total asset. Significant liabilities could be summarized as follows:

## Trade and Other Payables

Trade and other payables of the company were construction, selling accounts receivable to buy material to develop the project. On the 31<sup>st</sup> of December 2021 to the 31<sup>st</sup> of December 2023 Accounts receivable of the company had about 5.82 million baht 18.35 million baht and 33.36 million baht. As for the rate of percentage, it was 0.39% , 1.48% and 0.98%

In this regard, the rate of change of trade and other payables in each period is consistent with the business operations of the company. At the end of 2021-2023, trade and other payables in 2021 increased in the year from 2022 in the amount of 12.52 million baht, which occurred From the increased purchase of materials and equipment from the development of The Title project Nai Yang Beach, for the year 2023, trade and other payables increased by 15.01 milliom baht, mainly from the purchase of materials. for use in project development and other accrued expenses, etc.

Trade and other payables can be concluded below:

Table 9 Trade and Other Payables

Unit: Million baht

Trade and Other Payables	December 31 <sup>st</sup> , 2021	December 31 <sup>st</sup> , 2022	December 31 <sup>st</sup> , 2023
Construction of building	2.67	1.56	24.95
Others <sup>1</sup>	3.15	16.79	7.68
Total	5.83	18.35	32.63

Remark: <sup>1</sup>Other payables consisted of pending payments

## Income Tax Payable

During December 31<sup>st</sup>, 2021 - December 31<sup>st</sup>, 2023, no income tax payable which corresponds ti the net profit (loss) from the company's operation.

## Advanced Received

Advanced received was a sum of money Rhom Bho Property Public Company Limited received from a buyer before the date of transfer of ownership, such as deposit and contractual payment. The Company would record such transactions from customers in advance, where the sum of money would be deducted as income when the ownership was transferred to customers. Regarding the terms and conditions of deposit and contractual payment, for Thai customers, the company would request customers to make the contract and down payments to the Company of at least 10.00-15.00% of the condominium value prior to the transfer of ownership. Meanwhile, for foreigners, they would be required to make the deposit and down payments of at least 50.00-70.00% of the condominium value prior to the transfer of ownership.



In Y2021 - Y2023, the Company possessed advanced received of 332.73 million baht, 480.22 million baht and 1,764.10 million baht, as for the rate of percentage, it was 22.51% ,38.82% and 50.80% of total liability and shareholders' equity. The amount received in advance has decreased due to the transfer of ownership of condominium units in the project Naiyang Phaes1, 2 and The Title Rawai Phase 5 and advanced received from sales increase and advance received from new sales is The Title Legendary Bang-Tao project.

#### loans from financial institutions / Other company

In Y2021-Y2023 the company has loans from financial institutions/Insurance company was 454.30 million baht, 4 million baht and 771.15 million baht because in 2021-22 the company borrowed money from financial institutions/ insurance companies/other businesses. For use in the construction of The Title Nai Yang Beach Project Phase 1, 2 and The Title Rawai Beach Phase 5 project by gradually repaying the said debt until complete in 2023 and borrowing money from financial institutions/other companies. To be used as working capital in the business and for construction of The Title Halo Nai Yang Beach and The Title Legendary Bang-Tao projects.

#### Liabilities under lease agreements

Liabilities under the lease agreement as of December 31, 2023 in the amount of 5.10 million baht are liabilities that the company must pay in the future in connection with the land lease contract for use as a Bangkok office. and for construction camps

#### Shareholder's Equity

Shareholders' equity as of 31 December 2021, 31 December 2022, and 31 December 2023 amounted to 593.59 million baht, 662.45 million baht, and 837.32 million baht, respectively, which the increase (decrease) was mainly due to operating results. For Y2023, there is an adjustment to the capital surplus from property appraisal.

#### Liquidity Analysis

Unit: Million baht

Cash Flow	December 31 <sup>st</sup> , 2021	December 31 <sup>st</sup> , 2022	December 31 <sup>st</sup> , 2023
Net cash provided by (used in) operating activities.	(108.95)	488.20	846.59
Net cash provided by (used in) Investing activities.	(24.32)	(7.19)	(774.45)
Net cash provided by (used in) financial activities.	89.27	(463.19)	(749.56)
Net cash flow increases (decreases)	(44.00)	17.83	821.70
Cash and equivalents at year end	73.59	91.42	913.12

#### Cash flow from operating activities

In 2021, the company had net cash used in operating activities equal to (108.95) million baht, mainly arising from construction work in progress of the project currently being developed, The Title Rawai Beach Phase 5, and administrative expenses.

In 2022, the company had net cash received from operating activities equal to 488.20 million baht. This mainly arises from receiving advance payments from customers for projects that are currently transferring ownership, namely The Title Rawai Beach Phase 5 and newly opened projects, The Title Halo, Nai Yang Beach.





In 2023, the company had net cash from operating activities equal to 846.59 baht, mainly from receiving advance payments from customers for the project The Title Halo, Nai Yang Beach and newly opened projects at the end of 2023, namely The Legendary Bang-Tao Project, Bang Tao Beach, and is used for the development of current projects.

#### Cash flow from investing activities

In 2021 and 2022, the company had net cash used in investing activities. (24.32) million baht and (7.19) million baht This is mainly due to the purchase of additional land for future project development. And the cost of office improvements on rented land in Bangkok in 2023 is equal to (774.45) million baht, mainly by purchasing land to wait for further development. namely land in the Bang Tao Beach area, construction of a sample room for a new project, and investment in a subsidiary company.

#### Cash flow from financing activities

In 2021, the company had net cash from financing activities of 89.27 million baht, resulting from receiving loans for use as working capital. In 2022, the company had net cash used in financing activities (463.19) million baht, from repaying loans for use. Develop projects and in 2023 the company has net cash from financing activities (749.56) baht, arising from borrowing money for use in project development. and to use as working capital in the business

### Financial Ratios

#### Liquidity ratio

As of December 31, 2021, December 31, 2022, and December 31, 2023, the company has a current ratio of 1.27 times, 1.05 times, and 1.15 times, respectively. The increase (decrease) is due to investment in real estate development costs in projects that are currently under construction. and receiving money in advance from reservations and making contracts.

#### Debt to equity ratio

As of December 31, 2021, December 31, 2022, and December 31, 2023, the company has a debt to equity ratio of 1.49 times, 0.87 times, and 3.15 times, respectively, for 2021, 2023. The increase is due to an increase in loans and advances received for new projects for 2022. Decreased from repayment of long-term loans that are due.

#### Ratio of interest-bearing debt to total shareholders' equity

As of December 31, 2021, December 31, 2022, and December 31, 2023, the company has a ratio of interest-bearing debt to total shareholders' equity equal to 0.77 times, 0.01 times, and 0.92 times, respectively, in 2021, caused by Long-term loans used for project development in 2022 decreased due to loan payments due in 2023, increasing from increased loans from increased project development, namely The Tile Halo, Nai Yang Beach and The Legendary Bang-Tao Bang Tao Beach

#### Rate of return on equity

As of December 31, 2021, December 31, 2022 and December 31, 2023, the company has a return on equity equal to (17.53%), 9.74 % and 1.85% respectively in 2021-2023 increasing (decreasing down) according to operating results



## 5. General Information and Other Important Information

### Company Information

<b>Company Name</b>	:	Rhom Bho Property Public Company Limited
<b>Registration Number</b>	:	0107559000478
<b>Type of Business</b>	:	Property Development
<b>Main Office Address</b>	:	444-444/1 Pracha Uthit Rd, Huai Khwang, Huai Khwang District, Bangkok 10310
<b>Telephone</b>	:	02-1036444
<b>Fax</b>	:	02-1032444
<b>Website</b>	:	www.rhombho.co.th
<b>E-Mail</b>	:	info@rhombho.co.th
<b>Registered Capital</b>	:	360,948,746.50 Baht
<b>Paid-in Capital</b>	:	360,948,746.50 Baht
<b>Ordinary Share</b>	:	721,897,493 Shares
<b>Par Value</b>	:	0.50 Baht

### Reference

Register (Share)	Thailand Securities Depository Company Limited	93 Stock Exchange of Thailand Building, Ratchadapisek Road, Din-Daeng, Bangkok 10400 Tel: 0-2009-9000 Fax: 0-2009-9991
Auditor	Siam Truth Audit Company Limited	338 A Building, Preecha Complex Building A, 8 <sup>th</sup> Floor, Rachadapisek Road Soi 20, Samsennok, Huaykwang, Bangkok, 10310. Tel: 0-2275-9599
Internal Auditor	Profess One Office Company Limited	145 Ladprao Soi 101, Ladprao Road, Klongjan, Bangkok, Bangkok 10240. Tel: 0-2731-5200, Fax: 0-2731-5201

### Financial institutions with regular contact (Only if the company issues debt instruments)

- None -

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## CORPORATE GOVERNANCE







## 6. Corporate Governance Policy

The Company has complied with the code of best practice to promote transparency and efficiency in business operations, which will create trust and confidence amongst shareholders, investors, and all relevant parties. The Board of Directors has thus established the Principles of Corporate Governance in accordance with the Good Corporate Governance Guidelines set by the Stock Exchange of Thailand. The Company's Principles of Corporate Governance comprise eight principles as follows:

- Principle 1: Establish clear leadership role and responsibilities of the board
- Principle 2: Define objectives that promote sustainable value creation
- Principle 3: Strengthen board effectiveness
- Principle 4: Ensure effective CEO and people management
- Principle 5: Nurture innovation and responsible business
- Principle 6: Strengthen effective risk management and internal control
- Principle 7: Ensure disclosure and financial integrity
- Principle 8: Ensure engagement and communication with shareholders

### 6.1 Overview of corporate governance policies and practices

#### Principle 1 : Establish clear leadership role and responsibilities of the board

- 1.1 The company's board understands its roles and acknowledges the responsibilities as leaders who must oversee the organization's effective management. This encompasses:
  - (1) Defining objectives and goals.
  - (2) Formulating strategies, operational policies, and allocating key resources to achieve objectives and goals.
  - (3) Monitoring, evaluating performance, and overseeing the reporting of operational results.
- 1.2 Creating sustainable value for the business involves the following:
  - (1) Competing effectively and achieving sustainable financial performance by considering long-term impacts.
  - (2) Conducting business ethically, respecting rights, and being responsible to shareholders and stakeholders.
  - (3) Contributing to societal benefit and developing or minimizing negative environmental impacts.
  - (4) Adapting to change under dynamic circumstances.
- 1.3 The company's board is responsible for overseeing all executives and managers to ensure that they carry out their duties with due diligence, integrity, and ethical conduct towards the organization. They also ensure that operations comply with laws, regulations, and resolutions passed in shareholder meetings.
- 1.4 The board understands its scope of duties and responsibilities and clearly defines the delegation of tasks and responsibilities to the CEO and management. They consistently monitor and oversee the CEO and management's performance in line with the assigned duties.
- 1.5 The board is accountable for fulfilling its duties independently of the management, genuinely benefiting the company and shareholders. There is a clear separation of duties and responsibilities between the board and management. Policies, directions, and business strategy are outlined, allowing the management to execute their responsibilities. The board also establishes policies and procedures for monitoring and overseeing the management, ensuring efficient, transparent, and legally compliant operations.



## Principle 2 Define objectives that promote sustainable value creation

- 2.1 The company's board will define the key objectives and goals of the company in alignment with the organization's vision, mission, and values. This includes strategies, targets, and annual plans to guide the organization towards these goals within the specified time frame. The focus is on promoting sustainability and creating value for the company, customers, stakeholders, and society as a whole. The company sets goals for stable and sustainable growth in real estate development, aiming to instill confidence in shareholders, board members, executives, employees, business partners, and financial institutions. This is evident in the company's vision and mission, and communication of these to all organizational units to ensure a unified approach in business operations. It is coupled with efforts to reinforce organizational values among employees.
- 2.2 The board oversees and ensures that the significant objectives and goals, as well as the mid-term and/or annual strategies of the business, align with the company's key objectives and goals. They also ensure that innovation and technology are appropriately and securely incorporated to achieve these objectives and goals in a safe manner.

## Principle 3 Strengthen board effectiveness

- 3.1 The company's board is responsible for determining and reviewing the composition of the board, considering the size, independent proportion, and suitability for leading the organization towards its defined objectives and main goals. The following points outline the specific considerations:
  - 3.1.1 The board consists of diverse members in terms of skills, experience, abilities, distinctive qualities, gender, and age, necessary for achieving the organization's objectives and main goals. A knowledge and expertise matrix is created to ensure a well-qualified board, with at least one non-executive director having experience in the company's industry or business.
  - 3.1.2 The board evaluates the appropriate number of directors, ensuring efficient performance with a minimum of five directors. The exact number depends on the size, type, and complexity of the business.
  - 3.1.3 The board ensures a balanced ratio between executive and non-executive directors that reflects an appropriate balance of powers. This includes a majority of non-executive directors who can independently provide insights into management's operations and adhere to principles set by the Securities and Exchange Commission and the Stock Exchange of Thailand. The board oversees that independent directors can work effectively and express their views independently.
  - 3.1.4 The company discloses policies on the diversity of the board and director information, such as age, gender, education, experience, shareholding, tenure, and directorships in other registered companies, in the annual report and on the company's website.
- 3.2 The company's board is responsible for selecting a suitable chairman, ensuring that the board's composition and operations support the use of independent judgment in decision-making. The following criteria are considered:
  - 3.2.1 The chairman of the board should be an independent director.
  - 3.2.2 The chairman and the CEO have distinct responsibilities, with clear delineation of roles to prevent concentration of power. If the chairman and CEO roles are held by the same person, the chairman should not be considered independent. The chairman and CEO roles should not be held by family members, and the chairman should not be a member of the management or executive committee





- 3.2.3 The chairman is the leader of the board and has specific responsibilities, including overseeing the board's efficiency, ensuring board members' participation in promoting ethical organizational culture, setting the agenda for board meetings in consultation with the CEO, allocating sufficient time for discussions, promoting balanced decision-making, and fostering good relationships between the board and management.
- 3.2.4 In cases where the roles of chairman and CEO are not clearly separated, the board should ensure a balanced exercise of power. Options include having a majority of non-executive directors or appointing an independent director to participate in setting the board meeting agenda.
- 3.2.5 The board establishes a policy limiting the tenure of independent directors to a maximum of nine years, counting from the first appointment as an independent director. The reappointment of an independent director beyond this period should be considered by the board, taking into account the necessity of such continuation.
- 3.3 The company's board oversees a transparent and clear process for the selection and screening of directors to ensure a board with qualifications aligned with the defined criteria.
- 3.3.1 The nomination and remuneration committee organizes meetings to consider the criteria and methods for selecting individuals for the board. This process involves evaluating the qualifications of potential directors, reviewing their backgrounds, and presenting recommendations to the board. Shareholders should be provided with sufficient information about the nominated individuals before the appointment decision.
- 3.3.2 The nomination and remuneration committee periodically reviews the criteria and methods for director selection, providing recommendations to the board before reappointing directors. In the case of reappointing existing directors, the committee should consider their past performance.
- 3.3.3 If the board appoints someone as an advisor to the nomination committee, the company discloses information about the advisor's independence and potential conflicts of interest in the annual report.
- 3.4 Regarding the approval of director remuneration, the board ensures that the compensation structure and rates are appropriate for the responsibilities and motivations of leading the organization in the short and long term.
- 3.4.1 Director compensation aligns with the company's long-term strategy and objectives, including their experience, duties, responsibilities, and anticipated benefits.
- 3.4.2 Shareholders approve the structure and rates of director compensation, both in monetary and non-monetary forms. The board considers various forms of compensation, such as fixed compensation (e.g., retainer fees) and performance-based compensation (e.g., bonuses, incentives). Compensation should be linked to the value generated for shareholders but not excessively high to avoid undue focus on short-term performance.
- 3.4.3 The board discloses policies and criteria for determining director compensation that reflect the duties and responsibilities of each director.
- 3.4.4 If the board appoints an advisor to consider compensation, information about the advisor is disclosed in the annual report, including their independence and potential conflicts of interest.



- 3.5 The board of directors ensures that each director has responsibilities and allocates sufficient time for their duties.
- 3.5.1 The company's board oversees mechanisms that support directors in understanding their roles and responsibilities.
- 3.5.2 Criteria are established for holding positions in other companies, considering the director's overall performance and ensuring they can dedicate sufficient time to their duties. The number of registered companies where each director can hold positions is set, ensuring it is suitable for the nature or business conditions of the company but not exceeding five registered companies. This is to maintain the efficiency of directors' duties, as excessive commitments may reduce performance.
- 3.5.3 There is a reporting system for directors holding positions in other companies, and this information is disclosed.
- 3.5.4 In cases where directors hold positions or have financial interests directly or indirectly in conflicting businesses or use company opportunities or information for personal benefit, there are adequate preventive measures and appropriate disclosures to shareholders, such as disclosing related-party transactions.
- 3.5.5 Each director is required to attend no less than 75% of the total board meetings held in a fiscal year.
- 3.6 The board of directors oversees the establishment of frameworks and mechanisms for monitoring the policies and operations of subsidiaries and other invested companies. This supervision is done at an appropriate level for each business, ensuring that subsidiaries and invested companies have a consistent and accurate understanding.
- 3.6.1 Consideration is given to establishing policies for overseeing subsidiary companies, including:
- (1) Level of appointment of individuals as directors, executives, or controlling authorities in subsidiary companies, typically appointed by the board unless the subsidiary is a small operating arm, where the board may delegate this authority to the CEO.
  - (2) Definition of roles and responsibilities of individuals representing the company in subsidiary companies, ensuring they adhere to the subsidiary's policies. If the subsidiary has other investors, their policies should align with the parent company's policies.
  - (3) Implementation of an appropriate internal control system in subsidiaries and adherence to relevant laws and standards.
  - (4) Disclosure of financial status, transactions, significant events, capital increases, capital reductions, and subsidiary closures.
- 3.6.2 In cases of significant investments in other businesses, such as holding voting rights of 20% to less than 50%, or additional substantial investments are required, there should be a clear shareholders' agreement or other agreements to clarify management authority, decision-making involvement, and tracking of performance. This information can be utilized in the preparation of the company's financial statements in accordance with standards and timelines.
- 3.7 The board of directors will ensure the regular evaluation of the performance of the board, subcommittees, and individual directors, with the results utilized for continuous improvement.
- 3.7.1 Both the board and subcommittees should undergo performance evaluations at least once a year, allowing the board to collectively review achievements and challenges for ongoing improvement.
- 3.7.2 The evaluation should cover both the collective performance of the board and the individual performance of each director, utilizing a self-assessment method.



- 3.8 The board of directors will oversee that each director has knowledge and understanding of their roles, the nature of the business, and relevant laws. Additionally, continuous support will be provided for directors to enhance their skills and knowledge for effective performance.
- 3.8.1 The board will ensure that newly appointed directors receive proper introductions and useful information for their duties. This includes an understanding of the organization's objectives, main goals, vision, mission, values, corporate culture, business nature, and business strategies.
- 3.8.2 The board will oversee that directors receive necessary and continuous training and development to enhance their capabilities.
- 3.8.3 The board will study and understand laws, regulations, standards, risks, and the business environment related to the company, ensuring they stay informed with up-to-date information.
- 3.8.4 The board will disclose information regarding the continuous training and development of directors in the annual report.
- 3.9 The board of directors will ensure that board operations are conducted smoothly, with access to necessary information. The company secretary, possessing the required knowledge and experience, will support the board's functioning.
- 3.9.1 Schedule and agenda for board meetings will be provided in advance to allow directors to plan and participate.
- 3.9.2 The frequency of board meetings will be appropriate to the duties and responsibilities of the board, considering the nature of the business. It should not be less than six times a year in cases where monthly meetings are not held. The board should instruct management to report on performance in months without meetings, ensuring continuous oversight.
- 3.9.3 Mechanisms will be in place for each director and the management to freely propose relevant issues for board discussion.
- 3.9.4 Meeting documents will be sent to directors at least five business days before the meeting.
- 3.9.5 Support will be provided for the CEO to invite senior executives to board meetings to provide additional detailed information relevant to the discussed issues and for acquainting high-level executives for succession planning.
- 3.9.6 Access to necessary information from the CEO, company secretary, or other appointed executives within the defined policy area will be facilitated. If necessary, the board may seek independent advice from external consultants or professionals, with expenses borne by the company.
- 3.9.7 The board considers it a policy that non-executive directors have the opportunity to meet independently, without the presence of management, to discuss issues of concern. The results of such meetings should be communicated to the CEO.
- 3.9.8 The board will define the qualifications and experience required for the company secretary to provide advice on legal and regulatory matters that the board needs to be aware of. The secretary will manage meeting documents, important records, and board activities and coordinate actions according to board resolutions. The qualifications and experience of the company secretary have already been disclosed in the annual report.
- 3.9.9 The company secretary will receive continuous training and development for the benefit of their duties. In case of certified programs, the company secretary will participate in such programs.



#### Principle 4 Recruiting and developing high-level executives and managing personnel

The company's board of directors will ensure the recruitment and development of top-level executives and management personnel with the necessary knowledge, skills, experience, and qualities essential for driving the organization towards its goals.

- 4.1 The board of directors will consider and/or delegate the Recruitment and Compensation Committee to establish criteria and methods for selecting individuals suitable for the position of executive officers. This includes determining remuneration.
- 4.2 The board of directors will oversee the President and CEO to ensure the appointment of senior executives deemed appropriate. At least the board or the Recruitment and Compensation Committee will collaborate with the CEO in considering criteria and methods for recruitment and appointment, and approve the individuals proposed by the executive.
- 4.3 To ensure business continuity, the board of directors will guide the development of a Succession Plan to prepare for the succession of the President and CEO and senior executives.
- 4.4 The board of directors, with the recommendations of the Recruitment and Compensation Committee, will oversee the establishment of an appropriate compensation structure.
- 4.5 The board of directors understands the ownership structure and relationships that may impact management and operations, ensuring that such structures and relationships do not hinder the duties of the board.
- 4.6 The board of directors will monitor the management and development of personnel, ensuring an appropriate number of individuals with the necessary knowledge, skills, experience, and motivation. Fair practices will be maintained to retain competent personnel.

#### Principle 5 Nurture innovation and responsible business

- 5.1 The company's board of directors emphasizes the importance of fostering innovation for the sustainable growth of the company. Therefore, they support the management in recruiting new products that incorporate innovation and modern technology. These products aim to benefit society, meet customer needs, and contribute to environmental conservation. The board also encourages the use of modern information technology within the organization. They establish frameworks for overseeing and managing information technology at an organizational level, ensuring appropriateness. This is to enhance operational processes and manage business risks, allowing the company to achieve its long-term objectives and goals. The board will monitor the management's responsible actions towards society and the environment, aligning with the company's objectives, goals, and strategies.
- 5.2 The board of directors will oversee the establishment of mechanisms to ensure that the company conducts business ethically, demonstrates social responsibility, and does not violate the rights of stakeholders. This is to guide all parts of the organization towards achieving sustainable objectives and overarching goals, covering the following aspects:

##### **Responsibility towards employees and workers.**

By adhering to legal regulations and relevant standards, we practice fairness and respect for human rights towards our employees and workers. This includes establishing fair compensation and other benefits, not less than required by law or as deemed appropriate. We provide welfare that meets or exceeds legal requirements, take care of health and safety at the workplace, offer training for knowledge enhancement, skill development, and career advancement. Additionally, we create opportunities for employees to develop skills in various areas.

**Responsibility to customers**

In compliance with applicable laws and standards, we prioritize health, safety, fairness, and the secure management of customer data. Our commitment extends to post-sales service throughout the product or service lifespan. We actively monitor and measure customer satisfaction, using feedback to continuously improve our offerings. Our advertising, public relations, and sales promotion activities are conducted responsibly, avoiding any misleading information and ensuring that customers' understanding is accurate. We strive to act responsibly and avoid exploiting any misunderstandings on the part of our customers

**Responsibility to trading partners**

In our procurement and contracting processes, we emphasize transparency, fairness, and ethical standards. We strive to provide knowledge, enhance capabilities, and elevate production and service quality to meet established standards. We communicate and ensure that our partners respect human rights and treat their workforce fairly. We take responsibility for social and environmental considerations, including monitoring, auditing, and evaluating our partners to foster sustainable business practices. We are committed to continuous improvement and mutual development in our business relationships

**Community responsibility**

By leveraging business knowledge and experience, we aim to develop projects that generate employment opportunities, contribute to income distribution, elevate the quality of life, and benefit communities in a fair and ethical manner. We implement monitoring and measurement mechanisms to track long-term progress and success

**Environmental responsibility**

By preventing, reducing, managing, and ensuring, we guarantee that the company does not create or cause negative impacts on the environment. This encompasses the responsible use of raw materials, energy consumption (in production, transportation, or office operations), water usage, circular resource management, conservation, and restoration of biodiversity affected by business operations. It also involves the control and management of waste generated from business activities and the monitoring and mitigation of greenhouse gas emissions

**Fair competition**

The company is committed to engaging in trade and business competition freely and fairly. We conduct business with transparency, openness, and a commitment to fair competition, avoiding any practices that may create unfair advantages in the competitive landscape.

**Anti-fraud and corruption**

The company adheres to relevant laws and standards and establishes policies to prevent corruption and promote transparency. It may actively participate in anti-corruption and compliance initiatives, including joining networks dedicated to combating corruption and corporate governance. Furthermore, the company supports and encourages its partners and other companies to have and publicly declare anti-corruption and compliance policies, actively participating in networks aimed at preventing corruption and promoting good corporate governance





5.3 The company's board of directors will monitor and oversee the allocation and management of resources by the management team to ensure efficiency and effectiveness. This involves considering the impact and development of resources throughout the value chain to achieve sustainable objectives and main goals. The following practices are recommended:

- (1) Awareness of the necessity of resources, recognizing that the use of each type of resource has interconnected impacts.
- (2) Understanding that different business models have different impacts on various resources. Therefore, decision-making regarding business models should consider the consequences and value that will be generated for resources, while still being grounded in ethics, responsibility, and sustainable value creation.
- (3) Ensuring that the management team reviews, develops, and oversees resource utilization efficiently and effectively to achieve business objectives and main goals. This should take into account internal and external factors that are constantly changing.

#### **Principle 6 Strengthen effective risk management and internal control**

- 6.1 The company's board of directors supports the implementation of a risk management and internal control system to effectively achieve objectives and comply with relevant laws and standards. It requires understanding the significant risks of the business, approving acceptable risks, and having a risk management policy aligned with the company's objectives, main goals, strategies, and acceptable risk levels. It is a framework for everyone in the organization to follow in managing risks, ensuring legal compliance, and meeting relevant national and global standards.
- 6.2 The board of directors will monitor and oversee the management of conflicts of interest that may arise within the company. This involves establishing policies related to conflicts of interest, preventing the improper use of property, information, and opportunities of the company. It also includes transactions with parties related to the company in an inappropriate manner. The board ensures management and tracking of potential conflicts of interest and establishes guidelines for practices, conducting transactions, and disclosing information according to legal requirements. The emphasis is on benefiting the company and shareholders, with those having a conflict of interest abstaining from decision-making.
- 6.3 The board of directors sets a policy against corruption and communication at all levels within the organization and with external parties to ensure effective implementation.
- 6.4 The board of directors establishes channels for receiving complaints and procedures for handling cases of reported wrongdoing. This includes the verification of information, actions taken, and appropriate protection measures for whistleblowers acting in good faith.

#### **Principle 7 Ensure disclosure and financial integrity**

- 7.1 The board of directors has the responsibility to ensure that the financial reporting and disclosure systems are accurate, sufficient, timely, and in compliance with relevant standards, criteria, and practices.
- (1) The board oversees that personnel involved in the preparation and disclosure of information have the knowledge, skills, and experience appropriate for their responsibilities. This includes personnel such as top management, accounting and finance personnel, internal auditors, corporate secretaries, and investor relations staff.



- (2) Approval of disclosure is based on considering factors related to financial reports, including at least the following:
    - 2.1) Adequacy of the internal control system evaluation results.
    - 2.2) Opinions of the accountants in the financial reports and observations made by the accountants regarding the internal control system, including any communicated observations through other channels if applicable.
    - 2.3) Opinions of the audit committee.
    - 2.4) Alignment with the company's objectives, main goals, strategies, and policies.
  - (3) Oversight is provided to ensure that disclosures, including financial statements, annual reports, and One Report (Form 56-1), adequately reflect the financial status and performance. Management discussion and analysis (MD&A) are prepared to complement financial disclosures for each quarter, allowing investors to understand changes in the financial status and performance of the company. This goes beyond numerical data alone.
  - (4) Specific disclosures related to any board member or individual director are complete and accurate. The information disclosed by each director in their respective section is comprehensive.
- 7.2 The board of directors monitors the adequacy of the company's financial flexibility and debt repayment capabilities.
- (1) Management regularly tracks and evaluates the financial status of the business, reporting to the board consistently. This allows for prompt corrective actions in case early signs indicate financial distress or issues with debt repayment capabilities.
  - (2) Before approving any transactions or expressing opinions, shareholder meetings are conducted to ensure that such actions will not adversely impact the financial stability or debt repayment capabilities, maintaining the continuity of business operations.
- 7.3 In situations where the company faces financial difficulties or is trending towards such difficulties, the company plans corrective measures or has mechanisms to address financial issues, all within the rights of stakeholders.
- (1) In cases where there is an indication that the company may struggle to meet its debt obligations or faces financial challenges, close monitoring is implemented, and business operations are conducted with caution. This includes adhering to disclosure requirements.
  - (2) The company establishes a plan to address financial issues, considering fairness to stakeholders, including creditors. Regular reporting on the status of issue resolution is provided to management.
  - (3) Any decision made to resolve financial issues is made in a fair and reasonable manner.
- 7.4 The board of directors produces sustainable reports.
- (1) The appropriateness of legal compliance, ethical conduct, anti-corruption policies, treatment of employees and stakeholders, including respect for human rights, social responsibility, and environmental considerations are considered. This aligns with internationally or nationally accepted reporting frameworks, disclosed in annual reports.
  - (2) The information disclosed is important, reflecting sustainable practices that contribute long-term value to the company.
- 7.5 The board oversees investor relations activities to ensure fair and timely communication with shareholders and stakeholders.



- (1) Policies on communication and information disclosure are established to ensure appropriate, fair, and timely communication with external parties. These policies consider using suitable channels, protecting confidential information and information affecting securities prices. The communication strategy is designed to ensure consistency throughout the organization.
- (2) Responsible personnel are designated for external communication, individuals well-suited for the role, understanding the business, objectives, main goals, and able to communicate effectively with the capital market. This may include top executives, CFOs, and investor relations managers.
- (3) Management is tasked with providing direction and supporting investor relations activities. This includes creating guidelines for information disclosure, policies affecting securities prices, and defining roles and responsibilities for investor relations personnel. Effective communication ensures that information is understood consistently throughout the organization.

7.6 The board promotes the use of information technology for information dissemination.

Apart from disclosing information based on set criteria and through the stock market channels, the board considers the use of technology to disseminate information. This includes publishing information in both Thai and English through the company's website regularly. The board ensures that the website presents up-to-date and essential information, such as the company's vision, values, business nature, names of the board members and executives, financial statements and reports, shareholding structures, invitations to regular and extraordinary meetings, policies, and bylaws.

## Principle 8 Ensure engagement and communication with shareholders

The company's board of directors is aware of and places importance on various fundamental rights of shareholders, both as owners of the company and as investors in securities. These rights include the right to buy, sell, or transfer securities they hold, the right to access sufficient information about the company, the right to receive a share of the company's profits, rights in shareholder meetings, the right to express opinions, and the right to participate in significant decisions of the company. This may involve the allocation of profits, the appointment or removal of directors, the appointment of auditors, and the approval of major transactions that impact the direction of the company's business, among others

8.1 The board of directors ensures that shareholders participate in making significant decisions of the company, including:

- (1) Addressing important matters, both those mandated by law and those that may impact the company's operations, through consideration and/or approval by shareholders. These crucial matters are included in the agenda of shareholder meetings.
- (2) Supporting shareholder involvement, such as establishing criteria for minority shareholders to propose agenda items for shareholder meetings in advance. If the board rejects a proposed item, they must provide reasons at the shareholder meeting. Criteria for minority shareholders to nominate individuals for director positions should be disclosed in advance.
- (3) Ensuring accurate, complete, and sufficient information in shareholder meeting notices.
- (4) Providing notice of shareholder meetings along with related documents on the company's website at least 21 days before the meeting.
- (5) Offering the opportunity for shareholders to submit questions in advance, with criteria for submission disclosed on the company's website.



- (6) Preparing shareholder meeting notices and related documents in both English and Thai and publishing them simultaneously.
- 8.2 The board of directors ensures the smooth, transparent, efficient, and shareholder-friendly conduct of shareholder meetings by:
- (1) Determining the date, time, and venue of the meeting, considering the convenience of shareholders, such as suitable meeting times for discussion and convenient meeting locations.
  - (2) Avoiding actions that restrict opportunities to attend the meeting or create undue burdens on shareholders. For example, shareholders or proxies should not be required to present more documents than specified in the relevant regulatory guidelines.
  - (3) Promoting the use of technology for shareholder meetings, including registration, vote counting, and result presentation, to ensure quick, accurate, and precise proceedings.
  - (4) Having the chairman of the board preside over the meeting, ensuring compliance with laws, relevant regulations, and company bylaws. Allocate appropriate time for each agenda item as specified in the meeting notice, and provide opportunities for shareholders to express opinions and ask questions related to the company.
  - (5) To enable shareholders to participate in decision-making, board members, as meeting participants and shareholders, should not support unnecessary additions to the agenda without prior notification, especially for critical items that require shareholders to study information before making decisions.
  - (6) All directors and relevant executives should attend the meeting to allow shareholders to inquire about various relevant issues.
  - (7) Before the meeting, shareholders should be informed of the number and proportion of shareholders attending in person and by proxy, the voting process, and the vote count method.
  - (8) In the case of multiple items on the agenda, the chairman should ensure separate voting for each item, such as individual voting for the appointment of directors.
  - (9) Supporting the use of voting cards for important items and promoting the appointment of independent individuals as scrutineers or vote counters. Disclose the voting results for each item, indicating approvals, disapprovals, and abstentions, in the meeting and document the results in the meeting report.
- 8.3 The board of directors oversees the accurate and complete disclosure of resolutions at shareholder meetings and the preparation of meeting reports by:
- (1) Ensuring that the company discloses the resolutions of shareholder meetings along with the voting results within the next business day through the stock exchange's news system and on the company's website.
  - (2) Directing the company to send copies of the shareholder meeting reports to the stock exchange within 14 days from the date of the shareholder meeting.
  - (3) Ensuring that the meeting reports include, at a minimum, the following information:
    - (1) A list of directors and executives who attended and the proportion of directors present or absent.
    - (2) The voting method, voting count, resolutions, and voting results (approval, disapproval, abstention) for each agenda item.
    - (3) Recorded details of questions and answers during the meeting, including the names of the individuals who asked and answered questions.



### 6.1.1 Policies and guidelines related to the committee

- **Selection of directors and executives**

The company establishes clear policies for the selection of directors and executives by considering the appropriateness and diversity of the board in various aspects, including knowledge, skills, experience, and expertise that are beneficial to the business, based on the Board Skills Matrix. The company requires that at least one non-executive director has relevant work experience related to the company's business. Furthermore, the company provides an opportunity for all shareholders to propose individuals for consideration in the upcoming board elections through the company's website ([www.rhombho.co.th](http://www.rhombho.co.th)).

The Nomination and Remuneration Committee will be responsible for evaluating individuals who meet the criteria for director selection. Afterward, the committee will propose a list of individuals deemed suitable for the board's consideration before presenting it to the shareholders' meeting for approval.

#### **Recruitment and appointment of the Chief Executive Officer and senior executives**

The management committee is responsible for recruiting and selecting individuals with suitable qualifications, knowledge, skills, and experience beneficial to the operations of the group of companies. They present their recommendations to the Nomination and Remuneration Committee, acting as screeners and providing opinions on individuals with the appropriate qualifications. The committee, in turn, presents these individuals to the board of directors for consideration and approval for appointment to the relevant positions.

- **Payment of remuneration to directors and executives.**

The company outlines its compensation policy for directors and executives according to the following guidelines:

1. The Board of Directors is responsible for determining the compensation of company directors, subcommittee members, and top executives (CEO or Managing Director). This decision is based on considerations of appropriateness concerning duties, responsibilities, performance, the type/size of the company's business, and the expected benefits from each individual. The compensation must be at a level that is appropriate and sufficient to attract and retain qualified personnel. It should be competitive when compared to similar companies in the industry. Additionally, the type, method, and amount of compensation must be carefully considered.
2. In the case of proposing adjustments to the compensation rates for top executives (CEO or Managing Director), the Board of Directors is responsible for reviewing and approving such proposals.
3. The consideration of compensation for company directors and subcommittee members is presented at the shareholders' meeting.
4. Shareholders consider and approve the compensation regularly on an annual basis.





### Directors' remuneration for 2023

At the annual shareholders' meeting for the year 2023, held on April 29, 2023, a resolution was passed to determine the compensation for the company's directors in the fiscal year 2023. The approved compensation includes meeting allowances and annual compensation, totaling not more than 2.5 million Baht.

Board	Meeting allowance per time		Monthly compensation	
	Chairman	Director	Chairman	Director
Board of Directors	20,000	15,000	15,000	12,000
Audit Committee	15,000	10,000	15,000	12,000

For the board member holding the position of an audit committee member (a), they shall receive a monthly compensation for only one position. In cases where the monthly compensation for both positions is at the same rate, they shall receive the monthly compensation for either position. However, if the aforementioned compensations have different rates, they shall receive the monthly compensation for the position with the higher rate. Additionally, for meeting allowances (b), if there is a joint meeting of the audit committee and the company's board on the same day, they shall receive meeting allowances for only one position. In cases where the meeting allowances for both positions are at the same rate, they shall receive the meeting allowances for either position. However, if the meeting allowances have different rates, they shall receive the meeting allowances for the position with the higher rate. If the meetings of the audit committee and the company's board do not occur on the same day, they shall receive meeting allowances for both positions.

Regarding remuneration, bonuses, or any other forms of compensation, the board of directors has the authority to determine and allocate them in line with revenue growth, responsibilities, and performance of each board member. In this regard, the remuneration for the year 2023 is set within the limit of 2.5 million baht. The board members shall receive such compensation until a resolution is passed at the shareholders' meeting for any changes.

In addition, for the board members of the company who hold positions as employees and executives of the company, they will not receive any compensation, including meeting allowances and monthly remuneration.

### Performance evaluation and knowledge development

The company has a policy that mandates the board of directors to conduct a self-assessment at least once a year. This annual evaluation aims to assist the board in reviewing their performance, issues, and challenges throughout the past year and enhance the effectiveness of the board. The process involves steps and tools that support executives and board members in tracking their performance, improving efficiency, and evaluating results based on standard criteria.

If operational results differ from the set objectives, the company takes corrective actions within an appropriate timeframe. The company consistently implements an internal control system and reports audit results to the audit committee every quarter. The audit committee operates independently in analyzing reports, and in the past year, the company has been able to operate sufficiently.

The company secretary will distribute the board's performance evaluation forms to all board members for both individual and collective assessments. After each board member completes their evaluation, the forms are returned to the company secretary. The results are then summarized for approval by the chairman of the board at the next board meeting.



### Topic to consider in evaluating the performance of the Board of Directors

Performance evaluation form of the Board of Directors and sub-committees There are main topics to consider as follows:

1. Committee Structure and Qualifications
2. Board Meetings
3. Roles, Duties, and Responsibilities of the Board
4. Relationship Between the Board and Management
5. Professional Development of Board Members and Management Development

Criteria for evaluating the annual performance of the Board of Directors and sub-committees

Score (%)	Criterion
85-100	Excellent
75-84	Good
65-74	Quite good
50-64	Fair
Lower 50	Should improve

#### 6.1.2 Policies and practices regarding shareholders

The company's board of directors is aware and emphasizes fundamental rights of shareholders, both as owners of the company and as investors in securities. These rights include the right to buy, sell, or transfer securities held, the right to receive adequate information about the company, the right to receive a share of the company's profits, various rights in shareholder meetings, the right to express opinions, and the right to participate in important decisions of the company. This may include the allocation of dividends, appointment or removal of directors, appointment of auditors, approval of significant transactions that impact the direction of the company's business, and more.

This is in order to achieve equality. both major shareholders and small shareholders The company supports shareholder participation as follows:

- The company provides an opportunity for shareholders to have the right to propose agenda items for the annual general meeting in advance of the meeting. This allows the board of directors to consider and approve including the proposed items on the agenda for the shareholders' meeting.
- The company allows shareholders the right to nominate individuals for consideration as directors in advance of elections. This enables the board of directors to evaluate individuals deemed suitable and meeting the required qualifications according to the law, presenting them for approval at the shareholders' meeting.
- The company allows shareholders to submit questions in advance related to agenda items for the shareholders' meeting. Additionally, during the shareholders' meeting, shareholders have the opportunity to ask questions and express their opinions on relevant matters.

#### Prevent Internal Information Policy

To ensure fair and equitable treatment of all stakeholders and having recognized the importance of prevention of insider information abuse, the company has set the policy and measures to prevent directors, executives, and employees from using non-public insider information for personal gain, including insider trading, as follows:



1. The company has set guidelines for safeguarding information and preventing the misuse of insider information in writing to ensure fair treatment of all shareholders, customers, partners, and stakeholders in accordance with the law and principles of good corporate governance.
2. The company prohibits its directors, executives, and employees from using non-public information material to the company's securities trading and could affect the price of the company's securities for personal benefit or the benefit of others, whether directly or indirectly and whether the benefit is received.
3. Directors, executives, staff members, and employees obtaining non-public material insider information which could affect securities prices by virtue of their positions are prohibited from buying or selling, or offering to buy or sell, or inducing others to buy or sell shares or other securities (if any) of the company, whether directly or indirectly, in a way that may cause direct or indirect damages to the company, whether such action is to seek personal gain or for the benefit of others, or disclosing this information with the intention to allow others to conduct such action, whether or not the benefit is received in return. This regulation shall also apply to the spouses and minor children of the company's directors, executives, staff members, and employees.
4. The company prohibits directors, executives, employees at the management-level or higher in accounting or finance, and staff members working with material insider information that could affect securities prices from buying and/or selling the company's securities within the period of one (1) month prior to disclosure of the company's financial statements or operating results and financial status or material information that could affect securities prices and within at least twenty four (24) hours after disclosing such information to the public. In case that the information disclosed is not well-disseminated or is very complex, they shall wait for 48 hours after disclosing such information to the public before buying or selling the company's securities. These individuals and individuals related to insider information are also prohibited from disclosing such information to other parties.
5. The company requires directors, executives, and employees at the management-level or higher in accounting or finance to submit report of their and their spouses and minor children's holdings of the company's securities to the Company Secretary within thirty (30) days after assuming the position. Furthermore, directors and executives must notify the Board of Directors or individual designated by the Board of Directors of any purchase or sale of the company's securities at least one (1) day in advance of the purchase or sale to be reported to the Securities and Exchange Commission within three (3) days of the date of purchase, sale, transfer, or taking a transfer of such securities as required by the Securities and Exchange Act.
6. The company requires directors and executives to prepare and submit a report of interests to the Company Secretary in accordance with the rules set forth in the Securities and Exchange Act.
7. The company requires directors and executives to report changes in their holdings of securities and submit a report of interests to the Company Secretary who will submit the report to the Board of Directors at the next Board's meeting and disclose changes in directors and executives' holdings of securities in the annual report.
8. The company places importance on preventing the misuse of insider information to gain personal benefits or cause the company's benefits to decrease or cause conflicts of interests as specified in the Corporate Governance Policy, Code of Ethics, Code of Best Practice, employment contracts, and workplace regulations.



9. The company places importance on confidential information of customers and shall not use such information for the interest of directors, executives, staff members, and other related persons, unless the information is required to be disclosed by laws.
10. The company places importance on information security by controlling and/or preventing access to information of external parties and determine the right to access to information of employees at different levels according to their duties and responsibilities.
11. In case that external parties are involved in ad hoc tasks related to non-public and negotiating information deemed to be within the scope of insider information that could affect the price of the company's securities, such external parties must sign a confidentiality agreement to keep the information secret until it is disclosed to the Stock Exchange of Thailand and Securities and Exchange Commission.

Directors, executives, employees violating the Insider Information Policy shall be subject to disciplinary and/or legal actions, whichever the case may be.

### **Conflict of Interest Policy**

The company focuses on considering transactions transparently and as beneficial to the company. Therefore, it places importance on preventing transactions that may cause a conflict of interest, connected transaction, or related party transactions. The important principles are as follows:

1. Directors and executives must notify the company of the relationship or connected transactions in the business that may cause conflict of interest.
2. Avoid making transactions that are related to connected persons as required by the Capital Market Supervisory Board, which may cause conflict of interest with the company and/or subsidiaries. In the event where it is necessary to make such transactions, present the connected transactions to the Audit Committee for consideration and opinion before submitting them to the Board of Directors for approval in accordance with the principles of corporate governance and rules set by the Stock Exchange of Thailand and Office of the Securities and Exchange.

Directors, executives, and employees must comply strictly with the company's Articles of Association and Code of Ethics to build trust among stakeholders. The company must disseminate information and promote understanding to ensure compliance among employees throughout the company.

### **• Anti-Corruption Policy**

The Company places importance on fighting against fraud corruption of all forms by promoting moral behavior and building correct consciousness and workplace values. The Company has set the following anti-corruption guidelines and with directors, executives, and employees to ensure understanding of and strict compliance with these guidelines.

1. Build consciousness, values, and attitudes to strengthen employees' legal and regulator compliance.
2. Directors, executives, and employees are required to comply with the anti-corruption policy, shall avoid participating in fraudulent and corrupt activities, whether directly or indirectly, and shall not neglect or ignore any act that is considered fraud and corruption related to the Company.



3. Set up efficient and effective internal control system, appropriate audit, balance of power to prevent fraud and corruption
4. Set up an efficient internal audit system that covers accounting and finance to ensure that financial transactions are conducted correctly, transparently, and accountably.
5. Directors, executives, and employees are prohibited from demanding or accepting any asset or benefit for themselves or for other with the intention to induce improper conduct or neglect of duty or cause the Company to lose rightful benefits.
6. Set rules for giving or accepting gifts, items, or entertainment that may cause suspicion of fraudulent and corrupt behavior. Gift acceptance shall be done discreetly and the gift must not take the form of cash or cash equivalent. Any act should be transparent and accountable.
7. Set procurement, disbursement, and contract rules, in which each step must have clear supporting evidence, and determine appropriate and circumspect approval authority.
8. Directors, executives, and employees are prohibited from giving or proposing to give any asset or benefit to outsiders with the intention to induce improper conduct or neglect of duty.
9. Set up a transparent and accurate financial status reporting mechanism.
10. Communicate the anti-corruption policy and guidelines to directors, executives, and employees all levels through various channels such as employee training and internal communication system.
11. Set up whistleblowing channels for employees and external parties to report possible or suspected corrupt or improper conduct of directors, executives, and employees of the Company via website, email, or postal mail.
12. Set up whistleblower protection mechanism to keep the information of the whistleblower confidential. If the whistleblower information is disclosed, the person responsible for such information shall be subject to disciplinary action.
13. Set a disciplinary penalty for directors, executives, and employees who engage in fraud and corruption or support fraudulent and corrupt acts. Appropriate disciplinary action shall be taken and may include written warning, pay cut, suspension, termination, and legal action.
14. Corruption case shall be investigated and reported through a chain of command of the wrongdoer up to the Risk Management Committee, Audit Committee, Executive Committee, and Board of Directors.
15. Risk Management Committee shall conduct a corruption risk assessment to assess opportunities for and impacts of corruption of all forms including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.





## 6.2 Business ethics

The Company has defined ethical principles to provide directors, management, and employees with guidance for performing their duties fairly, honestly, and in good faith and set a monitoring system to ensure compliance with such principles.

### 1. Responsibility to Shareholders

The Company is committed to its shareholders and strives to give shareholders the highest level of satisfaction by focusing on sustainable development and appropriate return, transparency, and reliable accounting system. To achieve these, the Company strictly complies with the following guidelines:

#### 1.1 Sustainable Growth

- Perform duties honestly and treat all shareholders fairly in the best interest of all parties;
- Manage the Company to the best of their ability and knowledge in all case and make decisions with due care;
- Refrain from any act that may cause a conflict of interest with the Company.

#### 1.2 Information Disclosure

- Fully and truthfully report status and future trends of the Company to all shareholders on a regular basis;
- Do not use any undisclosed information of the Company to gain personal benefit and for the benefit of others;
- Do not disclose confidential information to third parties that may cause damage to the Company.

### 2. Relationships with Customers and the Public

The Company strives to establish trust with customers and the public and assure them that they will receive quality products and services at an appropriate price. It has set forth guidelines to be observed as follows:

- 2.1 Strive to create satisfaction for customers and assure them that they will receive quality products and services at an appropriate price and that the Company will continue to improve the standard of products and services;
- 2.2 Truthfully provide complete, accurate, and up-to-date information on products and services and maintain good relationship with customers;
- 2.3 Offer product and service warranty within an appropriate period;
- 2.4 Set up a system for customers and the public to file a complaint about products and services and properly handle the complaint process to deliver a quick response;
- 2.5 Do not set an exorbitant price beyond the price of the goods of the same class or kind and prohibit unfair terms of trade;
- 2.6 Strictly comply with terms and conditions with customers and the public and immediately notify customers and the public when such compliance cannot be achieved in order to find solutions together;
- 2.7 Protect confidential information of customers and refrain from using such information for personal benefit and the benefit of others.

### 3. Relationships with Business Partners, Competitors, and Creditors

The Company cares about honesty and equality practices in business and developing mutual benefits with partners. The Company's partners shall strictly comply with laws and rules and adhere to business ethics principles. The Company shall also uphold a fair competition and best practices for borrowing and repaying loans. To achieve these, the Company has set forth guidelines to be observed as follows:



### 3.1 Relationship with Business Partners

- Refrain from demanding, accepting, or paying of benefits in dealing with partners;
- Strictly comply with the terms and conditions made with partners;
- If compliance with terms and conditions cannot be achieved, immediately notify partners in order to find solutions together.

### 3.2 Relationship with Competitors

- Comply with fair competition rules;
- Avoid making false accusations to damage the reputation of competitors.

### 3.3 Relationship with Creditors

- Strictly comply with the terms and conditions made with creditors including those for repayment and collateral management. Do not use loan capital in a way that conflicts with the objectives in the agreement made with creditors;
- Truthfully report the Company's financial status to creditors;
- Notify creditors in advance if unable to comply with agreement obligations and work together to find solutions.

## 4. Workplace Environment and Culture Promotion

Employees are an important factor for success. The Company is thus committed to creating positive workplace environment and culture and promoting teamwork as follows:

- 4.1 Offer fair employee compensation in the form of salary and/or bonus;
- 4.2 Maintain safe working environment;
- 4.3 Appointment, transfer, reward, and punishment must be carried out fairly and honestly based on knowledge, ability, appropriateness, and performance of individual employee;
- 4.4 Focus on development and transmission of knowledge and skills. Provide equal opportunities for all employees;
- 4.5 Listen to opinions and suggestions of employees at all levels;
- 4.6 Strictly comply with employment laws and regulations;
- 4.7 Avoid unfair conducts that may affect employee job security.

## 5. Social and Environmental Responsibility

The Company cares about society and life quality and takes natural resources conservation and energy efficiency seriously. It has set forth guidelines to be observed as follows:

- 5.1 The Company shall consider alternative natural resources with minimal impact on society, life quality, and the environment;
- 5.2 Provide support to social and environmental activities regularly;
- 5.3 Continually promote social and environmental responsibility consciousness among employees at all levels;
- 5.4 Place importance on conducting business with partners who share the Company's concern on social and environmental responsibility;
- 5.5 The Company regards energy conservation as its key policy;
- 5.6 Ensure strict compliance with laws and regulations prescribed by regulatory agencies;
- 5.7 The Company places importance on social and community activities to promote creative development and natural resources conservation, as well as support youth education and public benefit activities to help disadvantaged communities to become self-reliant;



5.8 The Company upholds democracy and encourages employees to exercise their constitutional rights to vote. However, the Company does not have a policy to financially support, whether directly or indirectly, any politician for the benefit of that politician or political party. The Company has communicated with all employees to ensure strict compliance with these guidelines.

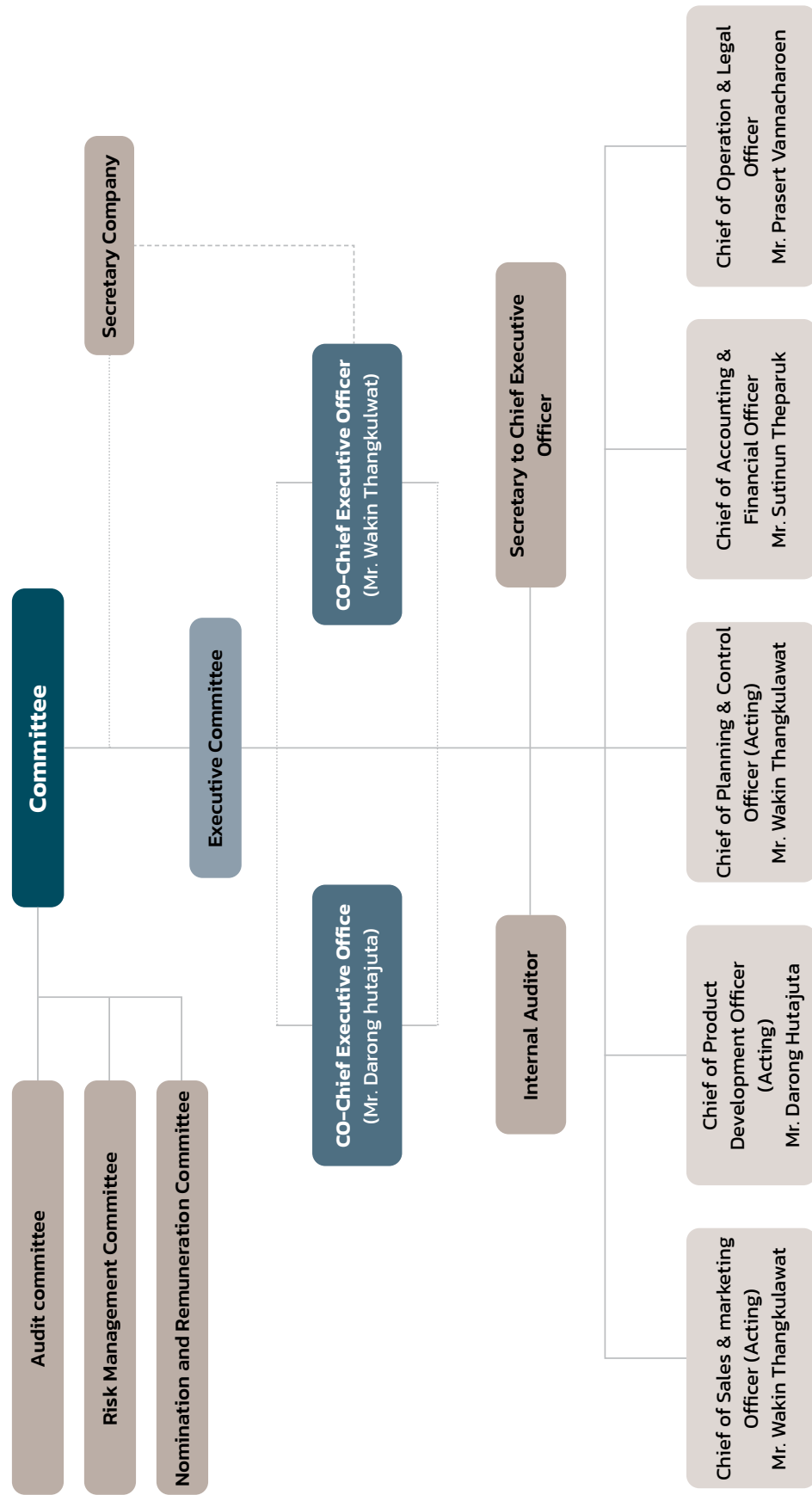
### **6.3 Important changes and developments in policy and guidelines and corporate governance systems for the year 2023**

In the year 2023, the company's board of directors reviewed and considered the principles of good corporate governance based on the Corporate Governance Code for Registered Companies in 2017 (CG Code) issued by the Securities and Exchange Commission (SEC). The board found it necessary to adapt the CG Code to better suit the business context of the company. Recognizing their responsibility as leaders accountable for overseeing the organization, the board is committed to ensuring effective management that leads to sustainable value creation for the company.

For criteria where policies have not been established or implemented, the management will provide regular reports to the board of directors for consideration and periodic review. This is done to address any aspects that have not yet been covered by policies or practices, ensuring ongoing alignment with best corporate governance practices.

## 7. Corporate Governance Structure and Information of the Board of Directors, Subcommittees, Executives, and Other Employees

### 7.1 Organization Chart of December 31<sup>st</sup>, 2023



Business and Performance



Corporate Governance



Financial Statements



Certification of the  
Accuracy of Information



## 7.2 Information about the committee

The Board of Directors consists of nine directors with expertise in various fields, leadership, and vision, able to independently determine the direction of the business and operations in accordance with the mission and policies of the Company with an effective risk management framework. The Company employs the skill matrix method to appoint the directors, taking into consideration the qualifications of directors that are beneficial to the organization, such as work experience, knowledge, integrity, risk and risk management skills, leadership, and legal knowledge, as shown in this table.

Director's Name	Real Estate development business	Engineering	Architecture	Administration and Management	Accounting	Auditing	Finance-Investment	Risk management	Legal	Economics	Sales and Marketing	Information Technology	Good corporate Governance	International Business	Environmental resources / sustainable development
1. Mr.Ronnachit Mahattanapreut				✓	✓	✓	✓	✓		✓		✓	✓		✓
2. Mr.Sunpasiri Sunpa-a-sa				✓				✓	✓				✓		
3. Mr.Chakaphat Naskan	✓			✓	✓	✓	✓	✓				✓	✓	✓	✓
4. Mr.Weerapan Wipanpong	✓		✓	✓											
5. Mr.Kriengsak Hiamto	✓	✓		✓			✓	✓			✓				
6. Mr.Nuthapon Luckkanawan	✓			✓	✓	✓	✓	✓							
7. Mr.Darong Hutajuta	✓	✓		✓				✓			✓				
8. Mr.Wut Viphanphong	✓	✓		✓								✓			✓
9. Mr.Prasert Vannacharoen	✓			✓				✓	✓	✓					

### 7.2.1 Composition of the Board of Directors

Components of the structure of the board of directors According to the principles of good corporate governance as follows:

- Board of Directors Consists of no less than 5 directors. As of December 31, 2023, the Company's Board of Directors consists of 9 people, consisting of executive directors. Non-Executive Director and independent directors
- Board of Directors Consisting of executive directors and/or non-executive directors. and independent directors with at least 1/3 independent directors Of the total number of directors as of December 31, 2023, there were 3 independent directors, accounting for 1/3 of the total directors.
- Board of Directors Select one person to serve as secretary to the board of directors. By the secretary of the board of directors You can be a director or not.
- The shareholder meeting appoints the directors. According to the following criteria and methods
  - One shareholder Have votes equal to the number of shares they hold. with one share equal to one vote
  - Each shareholder will use their available votes. to select a single person Or many people can be directors.
 In the case of electing several persons as directors, the votes cannot be divided among any of them to any extent.





- Persons who receive the highest number of votes in descending order are elected as directors. equal to the number of directors that should be or will be elected at that time In the event that the persons elected in descending order have the same number of votes, the number of directors will be exceeded. or there will be an election at that time The chairman of the meeting shall have the deciding vote.

## 7.2.2 Board of Directors information

### Board of Directors

The Board of Directors consists of 9 members.

	Name of committees	Position
1.	Mr.Ronnachit Mahattanapreut	Chairman of the board of Directors / Chairman of Audit Committee / Independent Director
2.	Mr.Sunpasiri Sunpa-a-sa	Chairman of Risk Management Committee / Audit Committee / Independent Director
3.	Mr.Chakaphat Naskan	Chairman of Nomination and Remuneration Committee / Audit Committee / Independent Director
4.	Mr.Weerapan Wipanpong	Director/Chairman of Executive Committee
5.	Mr.Kriengsak Hiamto	Director
6.	Mr.Nuthapon Luckkanalawan	Director
7.	Mr.Darong Hutajuta	Director/Co-Chief Executive Officer
8.	Mr.Wut Viphunphog	Director
9.	Mr.Prasert Vannacharoen	Director /Chief of Operation & Legal Officer

Mrs. Patinya Jeewaphong is the Company Secretary

**Note:** All directors are trained. - Director Accreditation Program (DAP) Thai Institute of Directors Association

- (1) Mr. Ronnachit Mahattanapreut Was appointed to the position of Chairman of the Board of Directors and independent director to replace Mr. Suvit Lamsam resigned from the position of President on 12 July 2023.
- (2) Mr.Sunpasiri Sunpa-a-sa was appointed to the position of independent director. To replace Mr. Chaivuth Chittrakhani resigned from his position on 12 July 2023.
- (3) Mr.Chakaphat Naskan was appointed to the position of independent director. To replace Mrs. Jittima Sajjavanij Intujunyong resigned from his position on 12 July 2023.
- (4) Mr.Weerapan Wipanpong Was appointed to the position of director In place of Mr. Dendanai Hutajuta resigned from his position on 12 July 2023.
- (5) Mr.Nuthapon Luckkanalawan was appointed to the position of director. To replace Mr. Viroj Hutajuta resigned from his position on 12 July 2023.
- (6) Mr.Kriengsak Hiamto was appointed to the position of director. In place of Mrs. Sriratana Hutajuta resigned from the position on 12 July 2023.
- (7) Mr.Wut Viphunphog was appointed to the position of director. In place of Ms.Cheraya Udomvongsup resigned from the position on 31 Dec 2023.

### Authorized Director

Directors who are authorized to sign on behalf of the company are:

1. Mr.Weerapan Wipanpong Chairman of the Executive Committee. Sign together with Mr.Nuthapon Luckkanalawan or Mr.Darong Hutajuta or \*Mr.Wut Viphanphong\* or Mr.Prasert Vannacharoen, a total of two people and affix the company seal or
2. Mr. Weerapan Wipanpong, Mr.Nuthapon Luckkanalawan, Mr.Darong Hutajuta, Mr.Prasert Vannacharoen, three of these four directors jointly sign and affix the company seal, except in the following cases:



For specific cases such as permission for building and construction all types. application for permission, land Permit application, application for consolidation and separate the title deeds, permission to divide ownership, application for permission to divide the title deeds, permission to share ownership, permission to have a house number, permission to use and transfer electricity and water supply, lent of telephone number, permission to use and transfer electricity and water supply, renting of telephone numbers, permission to connect and drain, request for permission to cut stone, land surveillance and certification, application for registration of condominiums, application for registration of condominiums, application for permission. Building, consenting to use commercial premises, giving statements, filing and receiving documents related to the Revenue Department, filing complaints to the Office of the inquiry officer or Withdraw petition Compromise for words etc. Mr.Weerapan Wipanpong or Mr.Nuthapon Luckkanalawan or Mr.Darong Hutajuta or Mr.Prasert Vannacharoen anyone must sign and company seal.

**Note:** \*Mr. Wutthi Viphanphong has been appointed to assume the position of committee member, replacing Miss Jiraya Udomwongsup, who resigned from the position on December 31, 2023.

### Term of office

At every annual general meeting One-third (1/3) of the total number of directors shall retire from office. If it cannot be divided into three parts, The number closest to one-third (1/3) of the total number of directors shall be removed. Directors who leave this position can be re-elected to take up the position again.

### Retirement

1. Company directors vacate their positions when
  - (1) The term of office of the Company's director has expired.
  - (2) Died
  - (3) Resign
  - (4) Lacking qualifications or having characteristics prohibited by law.
  - (5) The shareholders' meeting may vote to remove any director from his position before the end of his term with a vote of not less than three-quarters (3/4) of the number of shareholders who attend the meeting and have the right to vote. and have shares totaling not less than half of the number of shares held by shareholders who attended the meeting and had the right to vote.
  - (6) The court orders dismissal.
2. Which director will resign from their position? Submit a resignation letter to the company. Resignation is effective from the date the resignation letter reaches the company. Director who resigned You may also notify your resignation to the Registrar.
3. In the event that the position of director is vacant for reasons other than retirement at the end of the term, the board of directors shall select a person who has qualifications and is not prohibited by law to be a replacement director at the next meeting of the board of directors. Unless the director's term is less than 2 months remaining, the person who replaces him or her as a director will hold the position of director only for the remaining term of the director he or she replaces.



## Duties and Responsibilities of the Board of Directors

1. Perform duties responsibly, with due care, and in good faith in the best interest of the Company and to ensure compliance with laws, objectives and Articles of Association of the Company, shareholder meeting's resolutions, and regulations set forth by the Stock Exchange of Thailand and Securities and Exchange Commission.
2. Determine vision, policies, objectives, operation plans, financial strategies, annual budget, and business directions of the Company and ensure that management performs in accordance with the determined policies efficiently and effectively in the best interest of shareholders.
3. Regulate, supervise, oversee, and monitor the performance of management to ensure operations are carried out in accordance with the determined policies and budgets efficiently and review policies, operation plans, and budgets regularly.
4. Be accountable to shareholders, act in the best interest of shareholders, disclose important information to investors accurately and in full, uphold transparency and other standards.
5. Assess performance and set remuneration of directors and senior executives.
6. Be accountable for operating results and performance of management and ensure it conducts its duties attentively and carefully.
7. Ensure that feasible and reasonable business objectives are clearly determined and can be evaluated to be used as guidelines for operations.
8. Ensure that business operations and practices are carried out with integrity.
9. Ensure that risk management system is implemented by management efficiently and effectively.
10. Make decision on key matters, such as large-scale investment plan and policy, management authority, acquisition and disposition of assets, and other transactions required by laws.
11. Determine approval levels and authorities of persons or groups of persons to conduct transactions and business operations in accordance with relevant laws to be compiled into an authority manual and review the manual at least once every year.
12. Ensure reliable accounting system, financial reporting, and auditing, as well as internal control system assessment.
13. Make sure the balance sheet and income statement are prepared at the end of each accounting period and are audited by the auditor to be approved at a meeting of shareholders.
14. Protect the interest of shareholders and ensure that efficient internal control system and internal audit are in place. Set procedures to ensure information disclosure and reports are accurate and complete in accordance with relevant laws, notifications, regulations and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand.
15. Acknowledge important audit reports prepared by the Audit Committee or Internal Audit Department, as well as audit accounts and company advisors and determine resolutions.
16. Consider management structure and appoint managing director, executive committee, and other committees as appropriate.
17. Hold an annual ordinary general meeting of shareholders within four months from the end of an accounting period.
18. Give consent to a nomination of auditor(s) and consider an audit fee to be presented at a meeting of shareholders for approval.



19. Prepare a statement of the Board of Directors' responsibilities for financial report to be included together with an auditor's report in an annual report and for other important matters in accordance with the Stock Exchange of Thailand's Principle of Good Corporate Governance for Listed Companies.
20. Appoint, assign, or advise a committee or working group to consider or carry out specific tasks on behalf of the Board.
21. Ensure that each committee complies with its committee charter.
22. Consider and approve matters related to the Company or deemed appropriate for the Company's interest.
23. Authorize a director or directors or other persons to carry out specific tasks on behalf of the Board. The authorized person(s) shall not have the power to approve transactions if he/she is a person with conflicts of interest ("person with conflicts of interest" shall have a meaning as defined in the Notification of Securities and Exchange Commission and/or relevant laws) or has stakes or any other conflicts of interest with the Company or subsidiary company (if any), unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act, and rules, regulations, notifications, or orders of the Stock Exchange of Thailand and Securities and Exchange Commission.

Furthermore, the following matters must be approved by a meeting of shareholders:

- Matters required by laws to be approved by a meeting of shareholders;
- Enter into transactions in which directors have stakes and required by laws or regulations of the Stock Exchange of Thailand to be approved by a meeting of shareholders;
- The following matters require approval from a Board's meeting and meeting of shareholders with votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote:
  - Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
  - Purchasing or taking a transfer of the undertaking of any other public company or private company to be owned by the company;
  - Concluding, modifying or terminating any of the company's undertaking lease contract, in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with an objective to share profits and loss;
  - Amending Memorandum of Association or Articles of Association;
  - Issuing new shares to pay debt under the Debt to Equity Conversion Scheme;
  - Increasing and reducing capital, issuing debentures, and merging or Dissolving company;
  - Any other matters required by laws.

Directors who have stakes or conflicts of interest in a given matter shall be prohibited from voting on that matter.

24. Board members shall conduct a self-assessment and assess the performance of the Board as a whole.

Furthermore, the Board of Directors is responsible for ensuring compliance with Securities and Exchange Act; regulations of the Stock Exchange of Thailand such as connected transactions and acquisition and disposition of assets; notifications of the Securities and Exchange Commission and Capital Market Supervisory Board; or laws related to the business of the Company.



## 7.3 Sub-committees

### Audit Committee

The Audit Committee consists of 3 persons include

Audit Committee name	Position
1. Mr.Ronnachit Mahattanapreut	Chairman of the board of Directors / Chairman of Audit Committee / Independent Director
2. Mr.Sunpasiri Sunpa-a-sa	Chairman of Risk Management Committee / Audit Committee / Independent Director
3. Mr.Chakaphat Naskan	Chairman of Nomination and Remuneration Committee / Audit Committee / Independent Director

**Note :**

- (1) Mr.Ronnachit Mahattanapreut Was appointed to assume the position of Chairman of the Audit Committee to replace Mr. Suvit Lamsam, who resigned from his position on July 12, 2023.
- (2) Mr.Sunpasiri Sunpa-a-sa was appointed to the position of Audit Committee. To replace Mr. Chaivuth Chittrakhani, who resigned from his position on 12 July 2023.
- (3) Mr.Chakaphat Naskan was appointed to the position of Audit Committee. Instead of Mrs. Jittima Sajjavanij Intujunyong who resigned from his position on July 12, 2023

The audit Committee consists of 3 person had qualifications to be the Audit Committee in accordance with the criteria set by the Stock Exchange and Mr. Suvit Lamsam and Mr. Chaivuth Chittrakhani is the audit committee those who have knowledge in accounting and finance. So, Mr. Suvit Lamsam is Chairman of the board of Director and Chairman of the Audit Committee. However, the Audit Committee structure of the company still consists of 2 free committee, who will the responsibilities audit committee operations of company and have independent to help balance management of the company.

### Composition of the Audit Committee

1. The Audit Committee shall be composed of not less than three (3) independent directors who possess qualifications as specified in the Securities and Exchange Act B.E. 2535 and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.
2. Members of the Audit Committee shall possess the skills appropriate to the designated duties. At least one committee member must have knowledge, understanding, or experience in accounting and finance.
3. The Board of Directors or Audit Committee shall select one committee member to act as the Chairman of the Audit Committee and may appoint a secretary to the Audit Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.

### Term of Office

1. The term of office of the Audit Committee shall cover a period of three years and the committee may be re-appointed for another term. In addition to vacating office due to term expiration, directors shall vacate office upon:
  - Death;
  - Resignation;
  - Lack of qualifications of audit director under this Charter or criteria set by the Stock Exchange of Thailand and relevant laws;





- Retire from director position;
  - Being removed by a resolution of a Board's meeting or meeting of shareholders;
  - Being removed by court order.
2. In the case that any audit committee member wishes to resign, he/she should give a resignation letter to the Chairman of the Board one month in advance together with reason(s) for resigning. The Company must immediately report such resignation and send a copy of the resignation letter to the Stock Exchange of Thailand. In the case that the entire audit committee members resign, the resigning committee members shall be acting in a position until a new audit committee is appointed.
  3. In the case that an audit director position is vacant due to reason other than term expiration, the Board of Directors shall appoint any person who possesses full qualifications as audit director to fill the vacancy within 90 days. The person so appointed shall retain his/her office for the remaining term of the vacated director.

### Scope of Duties and Responsibilities

1. Review the Company's financial report to ensure accuracy and reliability as well as adequate disclosure by coordinating with external auditors and executives responsible for quarterly and annually financial reporting.
2. Review the Company's internal control system to ensure appropriateness and efficiency. The Committee may suggest reviewing or examining any items deemed necessary and important and recommend ways to improve the internal control system to the Board of Directors. The internal control system review shall be conducted jointly with external auditors and internal audit manager.
3. Review the Company's compliance with Securities and Exchange Act B.E. 2535, notifications, regulations, and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand, and other laws related to the Company's business.
4. Select and nominate an independent person to perform auditor functions including account, control system, and financial statement auditing. The Audit Committee has the power and responsibility to select, evaluate, propose remuneration, and oversee the performance of the auditor, as well as review or guarantee the audit firm to the Board of Directors.

The auditor and audit firm shall report directly to the Audit Committee. The Audit Committee has the authority to approve the terms and conditions and preliminary audit fee and other service fees proposed by the auditor.

The Audit Committee will provide advices to the Board of Directors in order to propose to an annual ordinary meeting of shareholders to approve the appointment of auditor and audit fee.

5. Meet with executives and auditor as appropriate to discuss about auditing problems and limitations and management's actions to solve such problems and limitations, as well as risk management and assessment policy, important financial risks, and measures taken by management to control or reduce such risks. Moreover, the Audit Committee shall resolve any conflict between executives and auditor related to financial report and shall hold a meeting with the auditor without the presence of management at least once a year.
6. Promote and build a sense of independence of auditor. The Audit Committee shall provide discuss with the auditor about his/her independence from management and the Company, including any relationship or service between the Company and auditor that may affect the auditor's impartiality.
7. Review the Company's financial statements, accounting standards and policy, and important changes related to accounting standards, principles, or practices as well as important decisions that may affect financial reporting, including choices, reasons, and results of such decisions.



8. Consider connected transactions or transactions with potential conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and make sure that such transactions are reasonable and in the best interest of the Company. Disclosure of information must be done accurately and fully.
9. Review and approve or ratify any transaction made between the Company and related party required to be disclosed by the Securities and Exchange Commission.
10. Review the internal audit plan in accordance with Generally Accepted Auditing Standards.
11. Ensure that an appropriate and efficient risk management system is in place.
12. Report the Audit Committee's performance to the Board of Directors at least four times a year.
13. Provide opinions on appointment, dismissal, and evaluation of internal audit's officers.
14. The Audit Committee is entitled to invite management, executives, or employees to attend the meeting to discuss issues or give opinions or documents deemed necessary or relevant.
15. The Audit Committee is entitled to hire a consultant or outsider under the Company's regulations to provide opinions or advices as necessary.
16. Prepare the Audit Committee's corporate governance report and publish it in the annual report. Such report must be signed by the Chairman of the Audit Committee and contain at least the following information:
  - a) Opinion on the accuracy, completeness, and reliability of the financial report;
  - b) Opinion on the adequacy of the Company's internal audit system;
  - c) Opinion on the compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business;
  - d) Opinion on the suitability of the auditor;
  - e) Opinion on transactions with potential conflicts of interest;
  - f) Number of the Audit Committee's meetings and number of meetings attended by each member of the Audit Committee;
  - g) Opinion or overview observation obtained by the Audit Committee from its performance in accordance with the charter;
  - h) Any other matter that shareholders and general investors should know within the scope of duties and responsibilities designated by the Board of Directors.
17. The Audit Committee must conduct a self-assessment and report the assessment results as well as problems that may cause the Audit Committee to be unable to achieve its objectives to the Board of Directors every year.
18. Revise and improve the Charter of the Audit Committee.
19. If the Audit Committee finds or suspects a transaction or action to potentially affect significantly financial status and operating results of the Company such as transaction with conflicts of interest, potential corruption, significant error or defect in the internal control system, and violation of Securities and Exchange Act or regulations of the Stock Exchange of Thailand, the Audit Committee shall notify the Board of Directors in order to rectify the problems within the time period deemed appropriate by the Audit Committee. Any member of the Audit Committee may report that transaction or action to Securities and Exchange Commission or Stock Exchange of Thailand.
20. Ensure that there are channels for reporting complaints related to improper items in financial statements or other issues and assure complaint reporters that there will be an independent review and appropriate follow-up procedures.



21. If necessary, the Audit Committee may seek advices about investigation from external advisor or professional expert at the Company's own expense in accordance with regulations of the Company.
22. Perform any other task as designated by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

### Risk Management Committee

Risk management committee consists of 3 persons include.

Risk management committee name	Position
1. Mr.Sunpasiri Sunpa-a-sa	Chairman of the Risk Management Committee
2. Mr. Prasert Vannacharoen	Risk Management Committee Member
3. Mr.Kriengsak Hiamto	Risk Management Committee Member

**Note :**

- (1) Mr.Sunpasiri Sunpa-a-sa Was appointed to assume the position of Chairman of the Risk Management Committee instead Mr. Chaivuth Chittrakhani, who resigned from his position on July 12, 2023.
- (2) Mr.Kriengsak Hiamto was appointed to the position of Risk Management Committee member to replace Mr. Darong Hutajuta resigned from his position on 12 July 2023.

### Term of Office and Appointment of the Risk Management Committee

1. The term of office of members of the Risk Management Committee shall cover a period of not more than three (3) years and the committee members may be re- appointed for another term.
2. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Risk Management Committee to be less than two (2), the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
3. Members of the Risk Management Committee shall vacate office upon:
  - a) Expiration of term;
  - b) Death;
  - c) Resignation;
  - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
  - e) Being removed by a resolution of a Board's meeting.
4. A member of the Risk Management Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

### Scope of Duties and Responsibilities

1. Set risk management policy and framework to be submitted to the Board of Directors for approval.
2. Set, review, and improve enterprise risk management framework.
3. Monitor risk indicators and conduct risk assessment.
4. Oversee and encourage to have an enterprise risk management system in place in line with business strategies, objectives, and changing situations.



5. Report important risks to the Board of Directors and Audit Committee and propose how to manage such risks.
6. Consider enterprise risk management report as well as provide opinions on potential risks and set measures to control or mitigate such risks. Improve the enterprise risk management system to ensure continual efficiency.
7. Consider corruption assessment report and impacts of various malfeasances including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.
8. Report enterprise risk management results to the Board of Directors. If there is important factor or situation that may significantly affects the Company, immediately notify the Board of Directors.
9. Perform any other task as designated by the Board of Directors.

### Nomination and Compensation Committee

Nomination and compensation committee consists of 3 persons include.

Nomination and compensation committee name	Position
1. Mr.Chakaphat Naskan	Chairman of Nomination and Remuneration Committee
2. Mr.Darong Hutajuta	The Nomination and Compensation Committee member
3. Mr.Nuthapon Luckkanalawan	The Nomination and Compensation Committee member

**Note :**

- (1) Mr.Chakaphat Naskan was appointed to the position of Chairman of the Nomination and Remuneration Committee. Instead of Mrs. Jittima Sajjavani Intujunyong, resigned from his position on July 12, 2023.
- (2) Mr.Nuthapon Luckkanalawan was appointed to the position of the Nomination and Remuneration Committee. To replace Mr. Chaivuth Chittrakhani resigned from his position on 12 July 2023.

### Term of Office and Appointment of the Nomination and Remuneration Committee

1. The term of office of members of the Nomination and Remuneration Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.
2. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Nomination and Remuneration Committee to decrease to be unable to perform duties, the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
3. Members of the Nomination and Remuneration Committee shall vacate office upon:
  - a) Expiration of term;
  - b) Death;
  - c) Resignation;
  - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
  - e) Being removed by a resolution of a Board's meeting.
4. A member of the Nomination and Remuneration Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.



## Scope of Duties and Responsibilities

### 1. Nomination

- 1.1 Set criteria and policies for nominating members of the Board and Committees, taking into consideration the appropriate numbers, structure, and composition of the Board. Determine the qualifications of directors to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 1.2 Recruit, select, and nominate suitable candidates for director and committee member positions that are expired and/or vacant and/or added, whichever the case may be.
- 1.3 Recruit and select suitable candidates for executive positions, especially president and chief executive officer.
- 1.4 Oversee compliance with the Company's corporate governance policy. Review the corporate governance policy annually and propose revision and improvement to the Board of Directors.
- 1.5 Prepare, review, and conclude succession plan and management continuity for president position annually and report to the Board of Directors.
- 1.6 Perform any other nomination task as assigned by the Board of Directors.

### 2. Remuneration

- 2.1 Set criteria and policies for determining remuneration of members of the Board and Committees and executives to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 2.2 Determine the remuneration of individual directors in both monetary and non- monetary forms. The remuneration of directors and executives shall be considered based on duties, responsibilities, and performances of individual directors and executives and shall be comparable to companies with similar business. The remuneration must be submitted to the Board of Directors for consideration and approved by the Board of Directors and/or meeting of shareholders.
- 2.3 Approve the determination of directors' annual remuneration.
- 2.4 Be accountable for the Board of Directors. Clarify and answer queries about remuneration of directors, committee members, and senior executives at a shareholder meeting.
- 2.5 Disclose the policy, criteria, and reasons for determining remuneration of directors and executives as required by the Stock Exchange of Thailand in annual registration statement (Form 56-1) and annual report of the Company.
- 2.6 Perform any other remuneration task as assigned by the Board of Directors. Management and other units must report or present relevant information and documentation to the Nomination and Remuneration Committee to enable it to carry out operation to achieve its objectives.





## Executive Committee

Executive Committee consists of 5 persons include

Executive committee name	Position
1. Mr.Weerapan Wipanpong	Chief Executive Officer
2. Mr.Darong Hutajuta	Board of Director
3. Mr.Prasert Vannacharoen	Board of Director
4. Mr.Nuthapon Luckkanalawan	Board of Director
5. Mr.Kriengsak Hiamto	Board of Director

**Note :**

- (1) Mr.Weerapan Wipanpong was appointed to the position of Chairman of the Executive Committee. In place of Mr. Dendanai Hutajuta resigned from his position on 12 July 2023.

## Term of Office and Appointment of the Executive Committee

- The term of office of members of the Executive Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Executive Committee to be less than three (3), the Board of Directors shall appoint new committee member(s) to fill the vacancy immediately or at the latest within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
- Members of the Executive Committee shall vacate office upon:
  - Expiration of term;
  - Death;
  - Resignation;
  - Lack of qualifications or possessing prohibited characteristics specified by laws;
  - Being removed by a resolution of a Board's meeting.
- A member of the Executive Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

## Duties and Responsibilities

- Set policies, objectives, business strategies, annual operating plan, business plan, annual budget, and management authorities of the Company to be proposed to the Board of Directors for approval.
- Oversee the Company's management to ensure that it is in compliance with the business policies, objectives, and directions of the Company.
- Ensure that the Company's operations are conducted in accordance with laws, objectives, Articles of Association, resolutions of shareholder meeting and Board's meeting, and relevant regulations. Review and improve the charter of the Executive Committee and submit it to the Board of Directors for approval.
- Approve investment or operating expenditures, applying for any loan or credit from financial institutes, lending, and acting as a guarantor to conduct regular transactions in accordance with the Company's objectives, within the set financial limits, and under the provisions of notifications of the Stock Exchange of Thailand, Securities and Exchange Commission, Capital Market Supervisory Board, or other relevant laws.



5. Set corporate structure and management authorities. Set, revise, and improve position descriptions to cover recruitment, employment, transfer, training, and termination of executives or senior executives and appoint the President/Chief Executive Officer or person designated by the President/Chief Executive Officer to act as an authorized signatory to sign employment contracts.
6. Oversee and approve matters related to the Company's operations. Appoint any person or persons to carry out specific tasks on behalf of the Executive Committee as it deems appropriate and the Executive Committee can cancel, change, or modify such authority.
7. Appoint advisors to provide advices on various issues necessary for the Company's operations or to be in accordance with relevant laws.
8. Consider the following matters and report to the Board of Directors within the required time period:
  - a) Quarterly and annual performance results of the Company within the time period required by relevant laws;
  - b) Auditor's report on financial statements which include quarterly and annual financial statements within the time period required by relevant laws;
  - c) Corruption, illegal conduct, and other unusual actions which shall be immediately reported to the Board of Directors by the Executive Committee when they are discovered or suspected to occur;
  - d) Other reports as the Executive Committee or Board of Directors deems appropriate.
9. Perform any other task assigned by the Board of Directors.  
Securities and Exchange Commission, and other relevant laws.
10. Sub-authorize and/or appoint any person or persons to carry out specific tasks within the time period deemed appropriate by the Executive Committee within the scope of authorization and/or in accordance with rules, regulations, or orders of the Executive Committee. The Executive Committee may cancel, revoke, change, or modify such authorization or authorized person(s) as it deems appropriate.

The authorization of duties and responsibilities by the Executive Committee shall not be done in a way that authorizes or sub-authorizes the Executive Committee or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act B.E. 2535 (and Amendment), as well as rules, regulations, and/or notifications of the Securities and Exchange Commission, Stock Exchange of Thailand, and Capital Market Supervisory Board, and other relevant laws.



## 7.4 Information about Board of Directors

### 7.4.1 Board of Directors

The Company's management is in accordance with the Notification of the Securities and Exchange Commission No.17/2008 on December 15<sup>th</sup>, 2008 consist 4 persons include

First name – Last name	Position
1. Mr.Darong Hutajuta	Co–Chief Executive Officer / Acting Managing Director of Product Development
2. Mr.Wakin Tangkulwat	CO–Chief Executive Officer / Acting Chief of Planning & Control Officer / Acting
3. Mr.Prasert Vannacharoen	Chief of Operation & Legal Officer
4. Mr.Sutinun Theparruk	Chief of Accounting &Financel Officer

**Note:**

Mr. Suthinun Theparak has been appointed as the Acting President, replacing Ms. Jiraya Udomwongsa, who resigned from the position effective January 1st, 2024.

### Scope of Duties and Responsibilities

1. Oversee and manage daily operation and/or management of the Company as well as overall governance to be in accordance with the policies, business strategies, operation objectives and plans, financial objectives, and budgets approved by the Board of Directors and/or meeting of shareholders.
  2. Develop business plans and determine management authorities. Set business and annual budgets to be proposed to the Board of Directors for approval and report progress under such plans and budgets to the Board of Directors.
  3. Determine the corporate structure; management procedures; employee selection, training, employment, and termination; and employee pay rate, salary, compensation, bonus, and welfare.
  4. Monitor and report the Company's status. Suggest alternatives and strategies in line with policy and market situation.
  5. Oversee and regulate the Company's operations such as finance, risk management, internal control, operational and supporting functions, and resources management.
  6. Represent the Company and communicate with government and other regulatory agencies.
  7. Communicate with the public, shareholders, customers, and employees to ensure good reputation and image of the Company.
  8. Ensure that good corporate governance is in place.
  9. Issue, revise, add, and improve rules, regulations, and orders related to the Company's operations such as employment, appointment, removal, employee discipline, determination of salary and other compensations, and welfare.
  10. Negotiate and approve transaction agreements and/or any task related to daily operations and/or management within the financial limits approved by the Board of Directors in the Table of Approval Authorities.
  11. Hold any authority, duty, and responsibility as designated or according to the policy set by the Board of Directors
- Sub-authorize and/or appoint other persons to carry out specific tasks on behalf of the Chief Executive Officer or President within the scope of authorization specified in the authorization letter and/or in accordance with rules, regulations, or orders of the Board of Directors.



The authorization of duties and responsibilities by the Chief Executive Officer or President shall not be done in a way that authorizes or sub-authorizes the Chief Executive Officer or President or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board of Directors or shareholder meeting.

#### 7.4.2 Policy on compensation for the Chief Executive Officer and executives

The company provides compensation to its executives and management officials in accordance with the principles and policies set forth by the company. This compensation is linked to the company's performance and the performance of individuals, as appropriate. The Compensation and Nomination Committee will review and approve compensation packages, taking into consideration market benchmarks and competitiveness with other companies in the same industry or listed on the stock exchange. The compensation may include both monetary and non-monetary benefits.

##### Executive Compensation

##### Monetary compensation

Compensation	Amount of money
Salary and bonuses	15,096,433

##### Other compensation

Compensation	Amount of money
Provident fund	211,848.66

## 7.5 Information about employees

### Total Employees

Total number of employees (Excluding management) as at December 31<sup>st</sup>, 2021 to December 31<sup>st</sup>, 2023, there were 95 persons 102 persons and 100 persons respectively, consisting of the following employees:

Department	December 31 <sup>st</sup> , 2021	December 31 <sup>st</sup> , 2022	December 31 <sup>st</sup> , 2023
Seles and Marketing	21	26	9
Purchase	2	2	3
Architecture Project Management	6	6	7
Develop and Maintain	5	7	7
Control and construction	13	14	16
Material control	1	1	1
Human Resources	4	5	5
Accounting	11	10	11
Finance	1	1	2
IT	4	4	6
Room service and Legal Condominiums	19	18	29
Coordinator and Legal	7	7	2
Company Secretary	1	1	2
<b>Total</b>	<b>95</b>	<b>102</b>	<b>100</b>



### Employee compensation (excluding executives)

Details of employee compensation (excluding executives) for the years 2021, 2022, and as of December 31, 2023. In 2023, the total compensation paid to employees amounted to 52,815,172 Baht. Employee compensation includes salary, wages, bonuses, social security contributions, and contributions to the provident fund, among other components. The breakdown is as follows:

Compensation	Year 2021	Year 2022	Year 2023
number of people (Unit : person)	95	102	100
salary and bonuses, contribution to the provident fund, contribution to the social security fund (Unit: million baht)	44.73	36.06	52.81

The company has established a compensation structure for employees that aligns with the company's current and future performance and goals. This is to motivate all employees to be dedicated in fulfilling their duties in accordance with the company's vision, mission, strategy, and the expectations of shareholders. The company provides fair employment conditions for employees and ensures that they receive appropriate compensation based on their potential, position, and responsibilities.

### Provident Fund

The company has established a provident fund in accordance with the Provident Fund Act of 2530 B.E. (including subsequent amendments), effective since April 1, 2016. A provident fund has been set up specifically for the company under the management of Krungthai Asset Management, following the investment policy of K Master Pooled Fund. The company has provided transparency by disclosing information and preparing reports on compliance with the Investment Governance Code (I Code). The details are as follows: [Details not provided in the input]

Company Name	PVD	Number of Employees Participating	Proportion of Employees Participating
RhomBho Property	Yes	57	57%

The fund performs its duties with a sense of responsibility and is aware that investments must consider benefits to society, the environment, and governance (Environmental, Social, and Governance or "ESG"). The fund adheres to ethical investment principles and has a well-established ESG investment policy. This policy is applied throughout the investment process, including analysis, security selection, and portfolio construction, in alignment with environmental, social, and governance considerations.

### Human Resource Development Policy

The company is conscious of and places great importance on its employees at all levels, considering them a key factor in the success and achievement of the company's goals. Personnel are highly valued, and the company has established policies to emphasize skill development and the thinking capacity of its employees. This is aimed at continuously improving performance in all aspects, fostering a creative mindset, and enhancing innovative value for the company. This approach is considered a crucial strategy for the company.



**Summary of Human Resource Development Information**

Number of employees	Number of training courses	The number of training hours	The average training hours per person per year
100 people	17 courses	150 hours	1.50 hours per person

**Important Labor disputes**

As at December 31st, 2023, the company has no labor disputes

**7.6 Other important information****7.6.1 Those assigned to be responsible for various tasks****1. Person directly responsible for supervising accounting**

The company has appointed Mrs. Bampen Dansawat to the position of Assistant Managing Director of Accounting and Finance. Is directly responsible for taking care of the company's accounting. From 2 June 2014 until now Information on the background and training of those assigned direct responsibility for overseeing bookkeeping appears in Attachment 1.

**2. Company Secretary**

At the Board of Directors 'Meeting No. 3/2023 held on March 31th, 2023 the Board of Directors approved the appointment of Mrs. Patinya Jeewaphong as Company Secretary it has the following important responsibilities: Appears in Attachment 1

**Scope of Duties and Responsibilities**

The Company Secretary shall perform it duties with due care and in good faith in accordance with the Securities and Exchange Act B.E. 2535 (and Amendment) which sets the specific duties and responsibilities of company secretary. In addition to those specified in the Securities and Exchange Act, the Company has determined the Company Secretary's duties and responsibilities as follows:

1. Preparing and keeping the following documents:
  - 1.1 A register of directors;
  - 1.2 An invitation notice to a Board's meeting, minutes of the Board's meeting, and an annual report;
  - 1.3 An invitation notice to a shareholder meeting and minutes of the shareholder meeting.
2. Keeping a report on interests filed by a director or executive;
3. Undertaking to ensure that directors and executives file reports on personal and related persons' interests related to management of the business of the Company and subsidiary under Section 89/14 of the Securities and Exchange Act.
4. Keeping a report on interests filed by a director or executive and submitting a copy of the report on interests under Section 89/14 to the Chairmen of the Board and Audit Committee within seven days from the day the report is received.
5. Arranging a system for safekeeping of documents or evidences related to the following information and monitoring safekeeping of such documents or evidences for its accuracy and completion as well as availability for inspection for the period not less than ten (10) years from the date of producing such documents or information.



- 5.1 Safekeeping of the above documents and evidences shall mean safekeeping by means of a computer system or any other systems which allow retrievability without any change of information;
- 5.2 Providing information in support of seeking a resolution of the shareholder meeting;
- 5.3 Financial statements and reports concerning the financial condition and the business operation of the company or any other reports required to be disclosed under Section 56, 57, 58 or 199 of the Securities and Exchange Act;
- 5.4 An opinion of the business when a person makes a general tender offer to purchase shares from shareholders;
- 5.5 Providing information or any other reports related to the business prepared by the Company for the purpose of disclosure to shareholders or the public as specified in the notification of the Capital Market Supervisory Board.
6. Performing any other acts as specified in the notifications of the Capital Market Supervisory Board.
7. Providing advices and communicating legal information, government guidelines, rules and regulations of the Company, and relevant rules and regulations of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as knowledge on corporate governance to directors and relevant departments. Overseeing and monitoring to ensure that the Company, directors, and executives correctly and regularly comply with these regulations and reporting significant changes to the Board of Directors.
8. Contacting and coordinating with as well as reporting information on directors and executives to the Stock Exchange of Thailand and Office of the Securities and Exchange Commission.
9. Preparing meeting procedures and agenda, invitation notice, annual report, and meeting documents for a shareholder meeting and Board's meeting.
10. Organizing a shareholder meeting and Board's meeting to be in accordance with laws, Articles of Association, and Code of Conduct.
11. Coordinating with shareholders on proposals to be presented to the Board of Directors for consideration.
12. Preparing orders of a shareholder meeting for the chairman of the meeting.
13. Attending a shareholder meeting and ensure that it proceeds smoothly as required by laws.
14. Recoding the minutes of shareholder meeting and Board's meeting, as well as following up to ensure compliance with resolutions of the shareholder meeting and Board's meeting.
15. Safekeeping policies and regulations of the Company approved by the Board of Directors.
16. Overseeing to ensure disclosure of information and reporting information under responsibility to the regulatory agency in accordance with government rules and regulations.  
Providing information and advices on preparing reports to directors and executives as required by laws and regulation to be disclosed to the public such as a report on securities holding.

### 3. Internal Audit

Rhom Bho Property had successfully sought a team of professional internal auditors from an independent agency by Profess One Office Company Limited to provide highly specialized services on internal audit, with the monitoring of risk factors and prevention of unusual transactions.

Educational background and work experience of Parkin Virulhakul, Chief Internal Audit Officer, were detailed below:



### Education

- Bachelor of Business Administration (BBA) in Accounting, Assumption University
- Certified Public Accountant (Thailand) No. 10876
- IACP Certification, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

### Work Experience

Business Partner, MMN Syndicate Office Company Limited (2008-present)

Business Partner, Profess One Office Company Limited (2010-present)

Assistant Audit Manager, EY Office Company Limited (2001-2007)

Rhom Bho Property also employed Siam Truth Audit Company Limited to offer quality services on the preparation and presentation of the Company's financial statements aiming for enhanced efficiency and accountability. Additionally, issues related internal audit had been acknowledged and reported to responsible parties for further resolution.

### 7.6.2 Investor Relations

The company has assigned Mrs.Patinya Jeewaphong to the position of company secretary. Serves as head of the investor relations department to communicate important information useful to institutional investors, shareholders, and the general public. This is to serve as a channel of communication between the company and shareholders and investors. Those interested can contact the investor relations department at

**Addres** : 444-444/1 Pracha Uthit Rd, Huai Khwang, Huai Khwang District,  
Bangkok 10310

**Telephone** : 02 103 6444 ext.116

**E-mail** : ir@rhombho.co.th

**Website** : www.rhombho.co.th

### 7.6.3 Audit Fee

The company paid its Audit Fee and reviewed its Financial Report for the fiscal year 2023. The details of the audit fees are as follows

Audit Fee	Year 2023 (Baht)
1. Annual audit fee	750,000
2. Review of interim financial statements	750,000
<b>Total</b>	<b>1,500,000</b>

In Year 2023, The company paid annual audit fee and review of interim financial statements to Siam Truth Co., Ltd. These are all related parties to the Auditors and the Audit Office is not a related party to the company.

### Non-Audit Fee

In Year 2023, The company paid for non-audit fee to the auditors such as transportation and other expense etc.  
Total 112,984.10 Baht



## 8. Significant Performance of Corporate Governance Report

### 8.1 Summary of the performance of the Board of Directors in the past year

#### 8.1.1 Recruiting, developing and evaluating the performance of the committee's duties

##### 1. Criteria for selecting independent directors

##### Nomination of Independent Directors

Independent directors shall possess the qualifications required by the Public Limited Companies Act B.E. 2535, securities and exchange laws, and notifications of the Capital Market Supervisory Board, as well as relevant rules and/or regulations. At least one-third (1/3) of the total number of board members but not less than three (3) shall be independent directors.

##### Qualifications for Independent Directors

1. Hold shares of not more than one (1) percent of the total voting shares of the company, parent company, subsidiary, associated company, major shareholder, or controlling person, which shall be inclusive of the shares held by persons related to the independent director.
2. Are not currently or never have been an executive director, employee, staff member, consultant receiving a salary, or controlling person of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office. These prohibited characteristics do not include cases where independent directors have been a public servant or advisor of a government agency that is a major shareholder or controlling person of the company.
3. Are not a person with blood relation with or legal status as father, mother, spouse, sibling, or child, including spouse of that child, to another director, executive, major shareholder, controlling person, or person who will be nominated as director, executive, or controlling person of the company or subsidiary.
4. Do not currently have or have never had any business relationship with the company, parent company, subsidiary, associated company, major shareholder, or controlling person in a way that may affect the exercise of independent discretion. Not currently or have never been a significant shareholder or controlling person for any person having business relation with the company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office.

The business relationship mentioned in Paragraph 1 shall include normal business transactions, leasing or leasing out property, assets or service transactions, or providing or receiving financial support including loaning or borrowing, guaranteeing, pledged assets, and other similar behaviors that cause the company or contracting party to bear a debt obligation to pay the other party more than three (3) percent of the company's net tangible assets or more than twenty (20) million baht, whichever is the lowest.

The calculation of such a debt obligation shall be in accordance with the calculation method for connected transactions under the Notification of the Capital Market Supervisory Board on Connected Transactions, with the necessary changes having been made. However, the consideration of such a debt obligation shall include debt obligations incurred in the period of one (1) year prior to entering into a business relationship with the same person.

5. Are not currently or have never been an auditor of the company, parent company, subsidiary, associated company, major shareholder, or controlling person of the company and not a significant shareholder, controlling person, or partner of the auditing firm of the current auditor of the company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office of the Securities and Exchange Commission.
6. Are not currently or have never been a provider of professional services, including legal or financial consulting services receiving a fee of more than two (2) million baht per year, to the company, parent company, subsidiary, associated company, major shareholder, or controlling person of the company and not a significant shareholder, controlling person, or partner of a provider of such professional services, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office of the Securities and Exchange Commission.
7. Are not currently a director appointed to represent the company's Board of Directors, a major shareholder, or a shareholder related to a major shareholder.
8. Are not currently operating a business similar to and competing significantly with the company or subsidiary, or are not a significant partner of, or an executive director, employee, staff member, or consultant receiving a salary or holding more than one (1) percent of the total voting shares of other companies operating business similar to and competing significantly with the company or subsidiary.
9. Not under any conditions that may impede the ability to express independent views about the company's operations.

Independent directors may be assigned by the Board of Directors to make decisions about the operations of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person of the company in a collective decision process.

In a case where the person appointed as an independent director has or used to have a business relationship or has provided professional services exceeding the value specified under Clauses 4 or 6, the company's Board of Directors shall demonstrate that it has determined in compliance with Section 89/7 that the appointment of that person does not affect the performance of duties and the ability to express independent opinions, and disclose the following information in the notice of the shareholders' meeting at which independent directors are appointed:

- (a) business relationships or professional services that render such person's qualifications not in compliance with the rules;
- (b) reasons and needs for appointing such person as an independent director;
- (c) opinions of the Board of Directors on proposing to appoint such person as an independent director.





## 2. Selection of directors and senior executives

### Nomination of Senior Management

The Nomination and Corporate Governance Committee is responsible for selecting suitable persons for the role of Chief Executive Officer or President, and senior management who report directly to the Chief Executive Officer or President from among candidates possessing full and appropriate qualifications, knowledge, skills, and experiences that are beneficial to the operations of the company, and good understanding of the company's business, able to manage the company to achieve the objectives and targets set by the Board of Directors. The appointment of the highest-ranking executive shall be approved by the Board of Directors and the Nomination and Corporate Governance Committees may hire an independent consultant to help with the selection.

### Qualifications of Directors and Highest-Ranking Executive

The company has set the criteria for selecting and appointing directors and highest-ranking executive as follows:

1. Be a natural person of legal age.
2. Not a bankrupt, incompetent person, or quasi-incompetent person.
3. Have never been sentenced to imprisonment by a final judgment for the commission of an offence against property.
4. Have never been fired or dismissed from a government service, organization, or government agency due to malfeasance.
5. Not currently being accused by the Office of the Securities and Exchange Commission or not currently being prosecuted due to such accusation or have been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, for the offences under the securities and exchange law or derivatives law, including:
  - unfair acts relating to trading of securities or derivatives;
  - fraudulent acts against or damages to assets, creditors, or the public;
  - performing duties with carelessness or dishonesty;
  - intentionally falsifying material messages or concealing material facts that should be disclosed;
  - operating securities or derivatives business without permission and that is considered fraudulent.
6. Not currently being accused by a financial institution regulatory authority, whether at home or abroad, or not currently being prosecuted due to such accusation or not currently being banned from holding a position of director or executive of a financial institution by such authority. Have never been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, due to deceitful, fraudulent, or dishonest management of assets causing damages to the financial institution where that person serves as a director or executive, or to customers.
7. Have never been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, for public offences relating to deceitful, fraudulent, or dishonest management of assets.



8. Not being subject to the court's order of forfeiture of assets to be vested in the state under the anti-corruption law, anti-money laundering law, or any other similar laws and three (3) years have not been elapsed since the order is issued.
9. Must not engage in or refrain from engaging in dishonest acts or gross negligence in transactions of the company or subsidiary resulting in damages to the company or shareholders or for personal gain or the benefit of others.
10. Must not disclose or disseminate information or false statements about the company or subsidiary that may cause misunderstanding and must not conceal material facts that should be disclosed that may affect decision making of shareholders, investors, or related persons, regardless of whether by ordering, holding responsibility for, or participating in creating, disclosing, or disseminating such information or messages, or any other acts, or omission of any other acts, unless it can be proven that one is not aware of such false information or messages or the omission of facts that should be disclosed by virtue of one's position, status, or duty

The following transactions of the company or subsidiary, regardless of whether by ordering, approving, promoting, benefiting, or participating, shall be consider dishonest, unless proven otherwise:

- Transactions that are not performed in a manner in which a reasonable business operator should perform with general contracting parties in the same situation and are not in the best interest of the company or subsidiary or are performed in a way that benefits oneself or others.
  - Transactions that do not comply with the securities and exchange law regarding connected transactions or significant transactions considered to be acquisition or disposal of assets.
11. Must not engage in unfair actions or taking advantage of investors in the trading of securities or derivatives or involve or promote or used to involve or promote such actions.

### 3. Director development

#### Attending training courses for directors

All company directors Attended various training courses of the Thai Institute of Directors Association (IOD), details as follows:

Name of committees	Course
Mr.Ronnachit Mahattanapreut	DCP : Director Certification Program 20/2002 ACP : Audit Committee Program 30/2010 Fellow Member of IOD 08/02
Mr.Sunpasiri Sunpa-a-sa	DCP : Director Accreditation Program 206/2023
Mr.Chakaphat Naskan	DCP : Director Certification Program 250/2017 DCP : Diploma Examination 63/2018 DCPL : Director Leadership Certification Program 2/2021 AACP : Advanced Audit Committee Program 30/2018 RCP : Role of the Chairman Program 50/2022



Name of committees	Course
Mr.Weerapan Wipanong	DCP : Director Accreditation Program 255/2018
Mr.Kriengsak Hiamto	DCP : Director Accreditation Program 264/2018
Mr.Nuthapon Luckkanalawan	DCP : Director Accreditation Program 92/2011
Mr.Darong Hutajuta	DCP : Director Accreditation Program 118/2015
Mr.Wut Viphanphong	DCP : Director Certification Program 252/2561 ITG : Driving Company Success with IT Governance 6/2560
Mr.Prasert Vannacharoen	DCP : Director Accreditation Program 171/2022

**Note**

Mr. Wut Viphanphong has been appointed as a director, replacing Ms. Jiraya Udomwongsa, who resigned from the position effective January 1st, 2024.

#### 4. Evaluation of the performance of the committee

- **Evaluation of the Board of Directors (Overall)**

In the year 2566, the evaluation of the Board of Directors (Overall) achieved an average score of 96%, falling within the range of Very good - Excellent.

- **Evaluation of Individual Board Members (Self-assessment)**

In the year 2566, the evaluation of individual board members (self-assessment) attained an average score of 97%, falling within the range of Very good - Excellent.

- **Evaluation of Sub-Committees**

In the year 2566, the evaluation of sub-committees yielded the following results:

- Audit Committee: Achieved an average score of 99%, falling within the range of Very good - Excellent
- Nomination and Compensation Committee: Attained an average score of 98%, falling within the range of Very good - Excellent.
- Risk Management Committee: Obtained an average score of 93%, falling within the range of Very good - Excellent.



## 8.1.2 Meeting attendance and compensation for individual committee members

### Board meeting attendance information

- Participating in shareholder meetings.

In 2023, the Company held 1 general meeting of shareholders on 26 April 2023 by means of a meeting via electronic media only. Under the Emergency Decree on Meetings via Electronic Media B.E. 2020, details of the committee members attending the meeting are as follows:

Committee name	Attendance at the 2023 shareholder meeting			
	Meeting in person	Meeting via electronic media	Total	percentage
Mr.Ronnachit Mahattanapreut	-	-	-	-
Mr.Sunpasiri Sunpa-a-sa	-	-	-	-
Mr.Chakaphat Naskan	-	-	-	-
Mr.Weerapan Wipanpong	-	-	-	-
Mr.Kriengsak Hiamto	-	-	-	-
Mr.Nuthapon Luckkanalawan	-	-	-	-
Mr.Darong Hutajuta	1/1	-	1/1	100
Mr.Wut Wipanpong	-	-	-	-
Mr.Prasert Vannacharoen	1/1	-	1/1	100
Directors who retired during 2023				
Mr. Suvit Lamsam	-	-	-	0
Mrs. Jittima Sajjavanij Intujunyong	1/1	-	1/1	100
Mr. Chaivuth Chittrakhani	1/1	-	1/1	100
Mr. Viroj Hutajuta	-	-	-	0
Mr. Dendanai Hutajuta	1/1	-	1/1	100
Mrs. Sriratana Hutajuta	1/1	-	1/1	100
Ms. Cheraya Udomvongsap	1/1	-	1/1	100

Note :

- (1) Mr.Ronnachit Mahattanapreut Was appointed to the position of Chairman of the Board of Directors and independent director to replace Mr. Suwich Lamsam, who resigned from his position on July 12, 2023
- (2) Mr.Sunpasiri Sunpa-a-sa was appointed to the position of independent director. To replace Mr. Chaiwut Chitrakhani, who resigned from his position on 12 July 2023.
- (3) Mr. Chakphat Naskan was appointed to the position of independent director. Instead of Mrs. Jittima Sajjawanit Intuchanyong who resigned from his position on July 12, 2023
- (4) Mr. Veeraphan Wipanpong was appointed to the position of director. In place of Mr. Dendanai Hutajutha, who resigned from his position on 12 July 2023.
- (5) Mr.Nuthapon Luckkanalawan was appointed to the position of director. To replace Mr. Wirot Hutajutha, who resigned from his position on 12 July 2023.
- (6) Mr.Kriengsak Hiamto has been appointed to the position of director. In place of Mrs. Srirattana Hutajutha, who resigned from the position on 12 July 2023.
- (7) Mr. Wut Viphanphong was appointed to the position of director. Instead of Ms. Jeeraya Udomwongsap who resigned from his position on December 31, 2023



### • The Board of Directors Meeting

In 2023, the company held committee meetings, number 11 times. Details of each committee member's attendance are as follows:

Committee name	Meeting attendance in 2023			
	Meeting in person	Meeting via electronic media	Total	percentage
Mr.Ronnachit Mahattanapreut	-	6/6	6/6	100
Mr.Sunpasiri Sunpa-a-sa	-	6/6	6/6	100
Mr.Chakaphat Naskan	-	6/6	6/6	100
Mr.Weerapan Wipanpong	-	6/6	6/6	100
Mr.Kriengsak Hiamto	-	6/6	6/6	100
Mr.Nuthapon Luckkanalawan	-	6/6	6/6	100
Mr.Darong Hutajuta	-	11/11	11/11	100
Mr.Wut Wipanpong	-	-	-	-
Mr.Prasert Vannacharoen	-	11/11	11/11	100
<b>Directors who retired during 2023</b>				
Mr. Suvit Lamsam	-	3/5	3/5	60
Mrs. Jittima Sajjavanij Intujunyong	-	5/5	5/5	100
Mr. Chaivuth Chitrakhani	-	5/5	5/5	100
Mr. Viroj Hutajuta	-	-	-	0
Mr. Dendanai Hutajuta	-	4/4	4/4	100
Mrs. Sriratana Hutajuta	-	4/4	4/4	100
Ms.Cheraya Udomvongsup		11/11	11/11	100

**Note :**

- (1) Mr.Ronnachit Mahattanapreut Was appointed to the position of Chairman of the Board of Directors and independent director to replace Mr. Suwich Lamsam, who resigned from his position on July 12, 2023
- (2) Mr.Sunpasiri Sunpa-a-sa was appointed to the position of independent director. To replace Mr. Chaivut Chitrakhani, who resigned from his position on 12 July 2023.
- (3) Mr. Chakphat Naskan was appointed to the position of independent director. Instead of Mrs. Jittima Sajjawanit Intuchanyong who resigned from his position on July 12, 2023
- (4) Mr. Veeraphan Wipanpong was appointed to the position of director. In place of Mr. Dendanai Hutajutha, who resigned from his position on 12 July 2023.
- (5) Mr.Nuthapon Luckkanalawan was appointed to the position of director. To replace Mr. Wirot Hutajutha, who resigned from his position on 12 July 2023.
- (6) Mr.Kriengsak Hiamto has been appointed to the position of director. In place of Mrs. Srirattana Hutajutha, who resigned from the position on 12 July 2023.
- (7) Mr. Wut Viphanpong was appointed to the position of director. Instead of Ms. Jeeraya Udomwongsap who resigned from his position on December 31, 2023



• Attending sub-committee meetings

Committee name	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
Mr.Ronnachit Mahattanapreut	2/2	-	-	-
Mr.Sunpasiri Sunpa-a-sa	2/2	-	-	-
Mr.Chakaphat Naskan	2/2	1/1	-	-
Mr.Weerapan Wiphanpong	-	-	-	6/6
Mr.Kriengsak Hiamto	-	-	-	6/6
Mr.Nuthapon Luckkanalawan	-	1/1	-	6/6
Mr.Darong Hutajuta	-	3/3	1/1	12/12
Mr.Prasert Vannacharoen	-	-	1/1	12/12
<b>Directors who retired during 2023</b>				
Mr. Suvit Lamsam	2/2	-	-	-
Mrs. Jittima Sajjavanij Intujunyong	2/2	-	-	-
Mr. Chaivuth Chitrakhani	2/2	-	1/1	-
Mr. Viroj Hutajuta	-	-	-	-
Mr. Dendanai Hutajuta	-	2/2	-	6/6

**Note :**

- (1) Mr. Ronnachit Mahattanaphrueat Was appointed to assume the position of Chairman of the Audit Committee to replace Mr. Suwich Lamsam, who resigned from his position on July 12, 2023.
- (2) Mr. Sappasiri Sappasa has been appointed to the position of Audit Committee. To replace Mr. Chaivut Chitrakhani, who resigned from his position on 12 July 2023.
- (3) Mr. Chakphat Nassakarn was appointed to the position of Audit Committee. Instead of Mrs. Jittima Sajjawanit Intuchanyong who resigned from his position on July 12, 2023
- (4) Mr. Veeraphan Wiphanpong has been appointed to the position of Chairman of the Executive Committee. In place of Mr. Dendanai Hutajutha, who resigned from his position on 12 July 2023.
- (5) Mr. Natthaphon Lakkanlawan was appointed to the position of Executive Director on 12 July 2023.
- (6) Mr. Kriengsak Hiamto was appointed to the position of Executive Director on July 12, 2023.
- (7) Mr. Chakphat Nassakarn has been appointed to the position of Chairman of the Nomination and Remuneration Committee. Instead of Mrs. Jittima Sajjawanit Intuchanyong who resigned from his position on July 12, 2023
- (8) Mr. Natthaphon Lakkanlawan has been appointed to the position of the Nomination and Remuneration Committee. To replace Mr. Chaivut Chitrakhani, who resigned from his position on 12 July 2023.
- (9) Mr. Sappasiri Sappasa has been appointed to the position of Chairman of the Risk Management Committee. To replace Mr. Chaivut Chitrakhani, who resigned from his position on 12 July 2023.
- (10) Mr. Kriengsak Hiamto was appointed to the position of Risk Management Committee to replace Mr. Dong Hutajutha, who resigned from his position on 12 July 2023.



- **Payment of remuneration to individual directors**

Compensation for company directors and sub-committees which is in monetary form for the year 2023 as follows

Committee name	Monthly compensation	Special compensation (bonus)	Meeting allowance				Management Committee	Total
			Board of Directors	Audit Committee	Nominating and Compensation Committee	Risk Management Committee		
Mr.Ronnachit Mahattanapreut	90,000	-	100,000	-	-	-	-	190,000
Mr.Sunpasiri Sunpa-a-sa	72,000	-	75,000	-	-	-	-	147,000
Mr.Chakaphat Naskan	72,000	-	75,000	-	-	-	-	147,000
Mr.Weerapan Wipanpong	-	-	-	-	-	-	-	-
Mr.Kriengsak Hiamto	-	-	-	-	-	-	-	-
Mr.Nuthapon Luckkanalawan	-	-	-	-	-	-	-	-
Mr.Darong Hutajuta	-	-	-	-	-	-	-	-
Mr.Wut Wipanpong	-	-	-	-	-	-	-	-
Mr.Prasert Vannacharoen	-	-	-	-	-	-	-	-
<b>Directors who retired during 2023</b>								
Mr.Suvit Lamsam	105,000	-	60,000	-	-	-	-	165,000
Mrs.Jittima Sajjavani Intujunyong	84,000	-	75,000	-	-	-	-	159,000
Mr.Chaivuth Chittrakhani	84,000	-	75,000	-	-	-	-	159,000
Mr.Viroj Hutajuta	84,000	-		-	-	-	-	84,000
Mrs.Sriratana Hutajuta	84,000	-	60,000	-	-	-	-	144,000
Mr.Dendanai Hutajuta	-	-	-	-	-	-	-	-
Ms.Cheraya Udomvongsup	-	-	-	-	-	-	-	-



### • Remuneration for the Board of Directors

The Annual General Meeting of Shareholders for the year 2023, held on April 29th, 2023 resolved to fix the remuneration of directors in the year 2023 in the form of meeting allowance and annual compensation the total amount is not over 2.5 million baht.

Committee	Allowance		Monthly	
	President Committee	Committee	President Committee	Committee
Board of Directors	20,000	15,000	15,000	12,000
Audit Committee	15,000	10,000	15,000	12,000

For directors holding the position of Audit Committee: (a) Monthly Compensation: Directors shall receive compensation for only one position. In cases where the monthly compensation rates for both positions are the same, directors shall receive compensation for either position. However, if the compensation rates differ, directors shall receive compensation for the position with the higher rate. (b) Meeting Allowance: If meetings of both the Audit Committee and the Board of Directors occur on the same day, directors shall receive an allowance for only one position. In cases where the meeting allowances for both positions are the same, directors shall receive an allowance for either position. However, if the allowances differ, directors shall receive an allowance for the position with the higher rate. If meetings of the Audit Committee and the Board of Directors do not occur on the same day, directors shall receive allowances for both positions.

Regarding bonuses or other forms of compensation, the company's board of directors has the authority to determine and allocate them in accordance with revenue growth, responsibilities, and performance of individual directors. However, the total compensation for the year 2566 is capped at 2.5 million baht. Directors shall receive such compensation until approved by the shareholders' meeting.

It's worth noting that directors who also serve as employees or executives of the company shall not receive compensation in the form of meeting allowances and monthly compensation.

### Management of elections for committees who retire by rotation

At the present, the company's board of directors comprises of 9 members. The 3 directors listed below are one-third of all directors who shall be retired by rotation in the Annual meeting of shareholders 2023

Name of Director	Position
1. Mr.Ronnachit Mahattanapreut	Chairman of the board of Directors/ Independent Director
2. Mr.Weerapan Wipanpong	Director
3. Mr.Kriengsak Hiamto	Director

During 1 October 2022 to 31 December 2022, the company gave opportunities to the shareholders to nominate the candidates to be elected as directors. However, there were no shareholders nominate the candidates to be elected as directors.

The Nomination and Compensation Committee has considered, taken into account the propriety and the best benefit of the Company and was of the view that the directors who shall be retired by rotation in the Meeting are qualified and do not have any prohibited characteristics under relevant laws, with knowledge, experiences, expertise and skills which will benefit the Company's operations. Furthermore, those who shall hold the office as independent Directors are qualified as to independency as defined in "Independent Director" according to the regulations of The Securities and Exchange Commission, and Stock Exchange of Thailand are able to raise their opinions independently and in compliance with the relevant rules and regulations. Therefore, the Nomination and Compensation Committee deemed appropriate to propose the re-election of these 3 directors as the Company's directors for another term.

### 8.1.3 Monitoring to ensure compliance with corporate governance policies and guidelines.

#### 1. Conflict of Interest Policy

The company places great importance on transparent and beneficial consideration of various transactions. Therefore, it emphasizes preventing transactions that may lead to conflicts of interest, related-party transactions, or interrelated transactions, with the following key principles:

- (1) The board of directors and management must disclose to the company any relationships or transactions that may cause conflicts of interest.
- (2) Avoid transactions involving related parties, as defined by the Securities and Exchange Commission's regulations, that may lead to conflicts of interest with the company and/or its subsidiaries. If such transactions are necessary, they must be presented to the audit committee for review before being proposed for approval by the board of directors, following the principles of good corporate governance and the criteria set by the Securities and Exchange Commission.

In the past year 2566, the company monitored and reviewed cases of actual or potential conflicts of interest as follows:

- No directors, executives, or related persons had any interests that could potentially lead to conflicts of interest. Therefore, no reports of having such interests were submitted to the chairman of the board or the audit committee.
- The company engaged in related-party transactions. The board of directors oversaw the temporary exclusion of affected directors from meetings and abstained from voting on such matters. Additionally, measures were taken to prevent shareholders with interests from voting on these matters.

#### 2. Using inside information to seek benefits

The company establishes an internal data usage policy applicable to the board of directors, management, employees with access to internal data, and related persons, including spouses or cohabiting partners, minor children, and legal entities in which the aforementioned individuals hold shares collectively exceeding 30% of the total voting rights of such legal entities, and where such collective shareholding represents the largest proportion in said legal entities. This policy also oversees the usage of internal data by any other individuals who become aware of such data through their work with the company, outlining guidelines for practice as follows:

- (1) The company sets guidelines for data retention, protection, and usage to maintain fairness for shareholders, customers, business partners, and stakeholders, in accordance with applicable laws and principles of good corporate governance.



- (2) The company prohibits directors, executives, and employees from using internal data that may be material to the trading of the company's securities and could affect the company's stock price, which has not been disclosed to the public, for their own benefit or for the benefit of related parties, whether directly or indirectly, and whether or not they receive compensation.
- (3) Directors, executives, employees, and staff of the company who have access to material nonpublic internal information that may impact changes in the company's securities prices, which has not been disclosed to the public, acquired in their capacity or position, are prohibited from buying or selling, or offering to buy or sell, or inducing others to buy or sell, or offering to buy or sell such securities or other securities (if any) of the company, whether directly or indirectly, in a manner that may cause harm to the company, whether directly or indirectly, and whether or not such actions are for their own benefit or for the benefit of others. This provision also applies to spouses and minor children of directors, executives, employees, and staff of the company.
- (4) The company mandates that directors, executives, including managerial positions in accounting or finance departments, and employees who are aware of material nonpublic internal information that may impact changes in the company's securities prices, must suspend the buying and/or selling of company securities for a period of one (1) month before the company publishes financial statements or information related to operational performance and financial status, or material information that may impact changes in securities prices, until the company has disclosed such internal information to the public. Additionally, they should wait for at least 24 hours after the disclosure of such information to the public before buying or selling company shares. In cases where the disclosure of such information is not widely disseminated or is complex, they should wait for 48 hours after such disclosure before buying or selling company shares. Moreover, these individuals and those related to internal information are prohibited from disclosing such information to others.
- (5) The company requires directors, executives, including managerial positions in accounting or finance departments, to prepare and submit reports on their holdings of company securities, including those held by spouses and minor children, to the company secretary within thirty (30) days after assuming their positions. Additionally, directors and executives must report any purchase or sale of company securities at least one (1) day in advance before transacting with the board or persons authorized by the board, to report to the Securities and Exchange Commission. Such reports must be made within three (3) business days from the date of the transaction. These provisions are in accordance with the Securities and Exchange Act.
- (6) The company mandates that directors and executives prepare and submit reports on their interests to the company secretary, following the criteria specified by the Securities and Exchange Act.
- (7) The company requires directors and executives to report changes in securities ownership and interests at board meetings through the company secretary. The company secretary will then compile the information for presentation at the next board meeting, including disclosing changes in securities ownership of directors and executives during the year in the annual report.
- (8) The company emphasizes the importance of preventing the misuse of internal information for unauthorized gains or causing conflicts of interest, as outlined in its corporate governance, ethics, and work practices policies, employment contracts, and work regulations.
- (9) The company prioritizes the protection of customer confidential information and prohibits the use of such information for the benefit of directors, executives, employees, and related parties unless required by law.





(10) The company emphasizes the importance of maintaining the security of information in its information systems by controlling and/or preventing external access to company data and specifying access rights for employees at different levels based on their roles and responsibilities.

(11) In cases where external parties are involved in specific tasks related to undisclosed information and are engaged in negotiations that may affect the movement of the company's securities prices, such individuals must sign confidentiality agreements until the information is disclosed to the securities market and the Securities and Exchange Commission.

The board members, executives, and employees who violate the internal data usage policy shall be disciplined and/or subject to legal action as appropriate. The company has disclosed its internal data usage policy on its website.

In the year 2566 (Buddhist calendar year equivalent to 2023 AD), the company did not breach or fail to comply with the internal data usage policy. Additionally, it was found that the board members and executives did not engage in securities trading during the period when the company instructed to suspend trading.

### Stock Ownership by Board Members and Executives

Unit: Share

Director/Executive	The number of shares as of January 1st, 2023	In the midst of the year	Sold during the year	The number of shares as of December 31st, 2023
Mr.Ronnachit Mahattanapreut	-	-	-	-
Mr.Sunpasiri Sunpa-a-sa	-	-	-	-
Mr.Chakaphat Naskan	-	-	-	-
Mr.Weerapan Wipanpong	-	-	-	-
Mr.Kriengsak Hiamto	-	-	-	-
Mr.Nuthapon Luckkanalawan	-	-	-	-
Mr.Darong Hutajuta	226,300	-	-	226,300
Mr.Wut Viphanphong	-	-	-	-
Mr.Prasert Vannacharoen	8,775,500	-	4,300,000	4,475,500

### 3. Anti-Corruption Policy

The Company places importance on fighting against fraud corruption of all forms by promoting moral behavior and building correct consciousness and workplace values. The Company has set the following anti-corruption guidelines and with directors, executives, and employees to ensure understanding of and strict compliance with these guidelines.

1. Build consciousness, values, and attitudes to strengthen employees' legal and regulator compliance.
2. Directors, executives, and employees are required to comply with the anti-corruption policy, shall avoid participating in fraudulent and corrupt activities, whether directly or indirectly, and shall not neglect or ignore any act that is considered fraud and corruption related to the Company.
3. Set up efficient and effective internal control system, appropriate audit, balance of power to prevent fraud and corruption



4. Set up an efficient internal audit system that covers accounting and finance to ensure that financial transactions are conducted correctly, transparently, and accountably.
5. Directors, executives, and employees are prohibited from demanding or accepting any asset or benefit for themselves or for other with the intention to induce improper conduct or neglect of duty or cause the Company to lose rightful benefits.
6. Set rules for giving or accepting gifts, items, or entertainment that may cause suspicion of fraudulent and corrupt behavior. Gift acceptance shall be done discreetly and the gift must not take the form of cash or cash equivalent. Any act should be transparent and accountable.
7. Set procurement, disbursement, and contract rules, in which each step must have clear supporting evidence, and determine appropriate and circumspect approval authority.
8. Directors, executives, and employees are prohibited from giving or proposing to give any asset or benefit to outsiders with the intention to induce improper conduct or neglect of duty.
9. Set up a transparent and accurate financial status reporting mechanism.
10. Communicate the anti-corruption policy and guidelines to directors, executives, and employees all levels through various channels such as employee training and internal communication system.
11. Set up whistleblowing channels for employees and external parties to report possible or suspected corrupt or improper conduct of directors, executives, and employees of the Company via website, email, or postal mail.
12. Set up whistleblower protection mechanism to keep the information of the whistleblower confidential. If the whistleblower information is disclosed, the person responsible for such information shall be subject to disciplinary action.
13. Set a disciplinary penalty for directors, executives, and employees who engage in fraud and corruption or support fraudulent and corrupt acts. Appropriate disciplinary action shall be taken and may include written warning, pay cut, suspension, termination, and legal action.
14. Corruption case shall be investigated and reported through a chain of command of the wrongdoer up to the Risk Management Committee, Audit Committee, Executive Committee, and Board of Directors.
15. Risk Management Committee shall conduct a corruption risk assessment to assess opportunities for and impacts of corruption of all forms including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.

#### 4. Whistleblowing Policy

The company provides guidelines for reporting grievances or complaints regarding non-compliance with ethics (Whistleblower), unlawful acts, or behaviors that may imply misconduct or impropriety of individuals within the company, including deficiencies in internal control systems by employees and other stakeholders, who can report grievances or complaints directly to the chairman of the board.

Channels for receiving complaints and clues about wrongdoing and corruption

1. Send a sealed letter to  
Dear : Mr.Ronnachit Mahattanapreut. Chairman of the board of Directors  
444-444/1 Pracha Uthit Rd, Huai Khwang, Huai Khwang District, Bangkok 10310
2. Send E-mail  
E-mail : CG@rhombho.co.th



The company will keep the reported incidents or complaints confidential and restrict access to the information by disclosing it only to those involved to protect the potential impact on the reporters of such incidents or complaints. However, the reporters can choose to disclose their identities or choose to remain anonymous. If it is found that anyone has falsely accused or acted unfairly towards the reporters, the company will take severe actions against them.

In the year 2566, the company did not find any incidents of reported misconduct, violations of regulations, policies, or business ethics.

## 8.2 Report on the performance of duties of the Audit Committee in the past year.

### 8.2.1 Meetings and attendance of individual audit committee members

- **Attending Audit Committee Meetings**

In 2023, the company held 4 meetings of the Audit Committee. Details of each committee member's attendance are as follows:

Committee name	Meeting attendance in 2023			
	Meeting in person	Meeting via electronic media	Total	percentage
Mr.Ronnachit Mahattanapreut		2/2	2/2	100
Mr.Sunpasiri Sunpa-a-sa		2/2	2/2	100
Mr.Chakaphat Naskan		2/2	2/2	100
<b>Directors who retired during 2023</b>				
Mr.Suvit Lamsam	-	2/2	2/2	100
Mrs.Jittima Sajjavanij Intujunyong	-	2/2	2/2	100
Mr.Chaivuth Chittrakhani	-	2/2	2/2	100

### 8.2.2 Proven results of the inspection (Follow according to attachment 6)



## 8.3 Summary of the performance of duties of other sub-committees

### 8.3.1 Meetings and attendance of other committees

- **Attendance of executive committee meetings.**

In 2023, the company held 12 executive committee meetings. Details of each committee member's attendance are as follows:

Committee name	Meeting attendance in 2023			
	Meeting in person	Meeting via electronic media	Total	percentage
Mr.Weerapan Wipanpong	-	6/6	6/6	100
Mr.Kriengsak Hiamto	-	6/6	6/6	100
Mr.Nuthapon Luckkanalawan	-	6/6	6/6	100
Mr.Darong Hutajuta	-	12/12	12/12	100
Mr.Prasert Vannacharoen	-	12/12	12/12	100
<b>Directors who retired during 2023</b>				
Mr. Dendanai Hutajuta	-	6/6	6/6	100

- **Attending meetings of the Nomination and Compensation Committee**

In 2023, the company held 3 meetings of the Nomination and Remuneration Committee. Details of each committee member's attendance are as follows:

Committee name	Meeting attendance in 2023			
	Meeting in person	Meeting via electronic media	Total	percentage
Mr.Chakaphat Naskan	-	1/1	1/1	100
Mr.Darong Hutajuta	-	3/3	1/1	100
Mr.Nuthapon Luckkanalawan	-	1/1	1/1	100
<b>Directors who retired during 2023</b>				
Mrs. Jittima Sajjavani Intujunyong	-	2/2	2/2	100
Mr. Chaivuth Chittrakhani	-	2/2	2/2	100
Mr. Dendanai Hutajuta	-	2/2	2/2	100



- **Attending the Risk Management Committee meeting**

In 2023, the company held 1 meetings of the Nomination and Remuneration Committee. Details of each committee member's attendance are as follows:

Committee name	Meeting attendance in 2023			
	Meeting in person	Meeting via electronic media	Total	percentage
Mr.Sunpasiri Sunpa-a-sa	-	-	-	-
Mr.Kriengsak Hiamto	-	-	-	-
Mr.Prasert Vannacharoen	-	1/1	1/1	100
<b>Directors who retired during 2023</b>				
Mr. Chaivuth Chittrakhani	-	1/1	1/1	100
Mr.Darong Hutajuta	-	1/1	1/1	100





## 9. Internal Control and Connected Transactions

### 9.1 Internal Control

Rhom Bho Property Public Company Limited had recognized the importance of developing an effective internal audit system to empower the Company's business operations to run smoothly and efficiently. Hence, the Company had established the Internal Audit Committee and the Risk Management Committee to be responsible for the review and assessment of the internal audit system based on the principles of good corporate governance. The meetings of the Internal Audit Committee and the Risk Management Committee had been held to approve agendas related to internal audit of the Company, participated by a team of auditors, internal auditors, and the Board of Directors, in which the obtained information would be proposed to the Internal Audit Committee and the Risk Management Committee for acknowledgement and consideration. The meetings also aimed to monitor the progress of internal audit and seek solutions to related problems in a timely manner.

The Board of Directors' meeting No. 1/2024, dated February 2024, was participated by the Internal Audit Committee. In the meeting, senior executives had come up with a number of inquiries on the assessment and adequacy of the internal audit system focusing on the following five areas.

1. Organization and Environment
2. Risk Management
3. Control of Management Performance
4. Information Technology and Communication System
5. Monitoring

The Board of Directors agreed that Rhom Bho Property's internal audit system was maintained at an adequate and appropriate level, backed by an efficient monitoring and control system that could protect the Company's assets from being misused by the management or lack of authorization. The promptness of the internal audit system could also facilitate the implementation of transactions for major shareholders, members of the Board of Directors, executives, and other parties involved.

### 9.2 Related party transactions

The company's Related Party Transactions policy is an important policy that will not allow directors, executives and other related parties to use opportunities from being directors, executives or other people that are related to the company to seek personal benefits. Therefore, it is defined as a sound practice for directors, executives and other persons that are related to the following companies.

1. Avoid making transactions that may cause conflict of interest with the Company.
2. When it is necessary to make such transactions for the benefit of the Company or subsidiary, enter into such transactions on an arm's length basis and the directors, executives, or related persons having interest in such transactions shall not take part in approving the transactions.

3. In case of connected transactions under the Securities and Exchange Act B.E. 1992 (and as amended), notifications of the Stock Exchange of Thailand, and relevant rules, the Company shall strictly comply with the rules, procedures, and disclosure of connected transactions for listed companies as follows:

3.1 The Company may have connected transactions with directors, executives, or related persons in the future. It has therefore authorized in principle the Executive Committee or management to approve such transactions if the transactions are trade agreements in the same way that a reasonable person should act with a general contractor in the same situation, with bargaining power free from the influence of their positions as directors, executives, or related persons, whichever the case may be.

3.2 Prepare a report of transactions under Clause 3.1 to submit to the Board's meeting every quarter or as required by the Board of Directors.

If the connected transactions do not fall under Clause 3.1, the Company shall comply with the rules and conditions set in the Securities and Exchange Act B.E. 1992 (and as amended), notifications of the Stock Exchange of Thailand, and relevant rules.

## Relationship

As Rhom Bho Property Public Company Limited had made various transactions with individuals, conflicts could possibly be expected. Obviously, conflicts could occur when transactions had been made with the Company's members of the Board of Directors, executives, and/or shareholders. Conflicts could also arise from third parties having difficulties with members of the Board of Directors, executives, and/or shareholders of the Company. Aspects and values of related party transactions as of 2021, 2022, and 2023 could be summarized as follows:

Individuals / Parties of Conflict	Relationship
Pana 1000 Tree Town Company Limited	<ul style="list-style-type: none"> <li>As of December 31st, 2023, a major shareholder Ms. Duangporn Hutajuta, a relative of Mr. Dendanai Hutajuta, held 80.00% of the company's shares.</li> <li>Mrs. Yupa Hutajuta, a relative of Mr. Dendanai Hutajuta, was named a member of the Board of Directors having signed and affixed the company's seal.</li> <li>Specializing in distributing plants and garden decoration (soft scape).</li> </ul>
Mono Group Company Limited	<ul style="list-style-type: none"> <li>As of December 31st, 2023, a major shareholder Ms. Duangporn Hutajuta, a relative of Mr. Dendanai Hutajuta, held 100.00% of the company's shares.</li> <li>Mrs. Yupa Hutajuta, a relative of Mr. Dendanai Hutajuta, was named a member of the Board of Directors having signed and affixed the company's seal.</li> <li>Specializing in garden and landscape decoration (hard scape).</li> </ul>
Mr. Darong Hutajuta	<ul style="list-style-type: none"> <li>The co-Chief Executive Officer, company director and shareholder of the company, as of December 31, 2023, holding shares representing 0.03 percent of the registered capital.</li> </ul>
Mr.Wakin Tangkulwat	<ul style="list-style-type: none"> <li>As co-Chief Executive Officer,</li> </ul>
Mr.Prasert Vannacharoen	<p>I am a director, executive, and shareholder of the company as of December 31, 2023.</p> <ul style="list-style-type: none"> <li>Holds shares representing 0.62 percent of the registered capital.</li> </ul>
Mr.Nuthapon Luckkanalawan	<ul style="list-style-type: none"> <li>Being a director of the company</li> </ul>
Mr.Kriengsak Hiamto	<ul style="list-style-type: none"> <li>Being a director of the company</li> </ul>
Mr.Wut Viphanphong	<ul style="list-style-type: none"> <li>Is a related person with Mr.Weerapan Wipanpong, Chairman of the Executive Committee and company directors</li> </ul>

Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2021	Year 2022	Year 2023	
Pana 1000 tree town Company Limited	<b>Make a contract to buy trees and plant</b> The company entered into a contract to purchase ready-to-plant trees for use in gardening and landscape decoration from Pana 1000 tree town Co., Ltd.	0.50	3.72	-	In 2021, the company bought ready-to-plant trees from Pana 1000 Muang Ton Tree Co., Ltd. garden improvement project The Title Phase 1-2 between buildings A, B, C, D, valued at 0.50 million baht. The purchase price of such trees is the total value of planting and transportation costs, and compared with the market price.  In 2022, the company bought ready-to-plant trees from Pana 1000 Muang Ton Tree Co., Ltd. garden improvement project The Title Phase 1-2 between buildings A, B, C, D, valued at 0.52 million baht. The purchase price of such trees is the total value of planting and transportation costs, and compared with the market price
Mono Group Company Limited	<b>Make a contract for the service of gardening and landscape decoration</b> The company entered into a service agreement for gardening and landscape decoration from Mono Group Co., Ltd.	0.02	0.57	6.94	In 2021, the Company hired Mono Group Co., Ltd. to improve the landscape of the headquarters office, worth a total of 0.02 million baht. The price is comparable from the market price. And the price is compared with other contractors. In the year 2565, the company hired Mono Group Company Limited. 1. Landscaping renovation for the office headquarters, totaling 0.29 million baht, inclusive of tree prices and planting materials. The pricing is benchmarked from market prices and compared with other contractors. 2. Landscaping work for the parking lot area of Building X-Y Phase 5, totaling 0.18 million baht, inclusive of tree prices and planting materials. The pricing is benchmarked from market prices and compared with other contractors. 3. Planting trees in the vacant area of employee housing in Yung, totaling 0.10 million baht, inclusive of tree prices and planting materials. The pricing is benchmarked from market prices and compared with other contractors.



Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)				Necessity and reasonableness
		Year 2021	Year 2022	Year 2023		
					<p>In 2023, the company hired Mono Group Company Limited, details as follows:</p> <ol style="list-style-type: none"><li>1. Tree planting and landscaping development in the area of Phase Bang Tao. This is a regular business transaction with conditions similar to those of general customers. The total value is 0.38 million baht, including the prices of trees and planting materials. The pricing is benchmarked from market prices and compared with other contractors.</li><li>2. Tree planting and offering trees to the monastery of Phra Ajahn Bung. The total value is 0.12 million baht, including the prices of trees and planting materials. The pricing is benchmarked from market prices and compared with other contractors.</li><li>3. Tree planting at the HALO1 project area, a regular business item with conditions similar to general customers, with a total value of 0.19 million baht, with the prices of trees and planting materials being market comparable and compared with other contractors.</li><li>4. Tree planting at the HALO1 project area, a regular business item with conditions similar to general customers, with a total value of 5.95 million baht, with the prices of trees and planting materials being market comparable and compared with other contractors.</li><li>5. Planting of 33-inch mango trees for Sale Gallery &amp; cafe at Bang Tao, a regular business item with conditions similar to general customers, with a total value of 0.27 million baht, with the prices of trees and planting materials being market comparable and compared with other contractors.</li><li>6. Garden maintenance and tree trimming at the headquarters, a regular business item with conditions similar to general customers, with a total value of 0.03 million baht, with the prices of trees and planting materials being market comparable and compared with other contractors.</li></ol>	

Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2021	Year 2022	Year 2023	
Assetwise Public Company Limited	Project Management Fee for The Title Legendary Bang-Tao by Assetwise Company Limited (Public)	-	-	104	In 2023, the company hired Assetwise Public Company Limited to manage The Legendary Bangtao project, total value 1.04 million baht, coordinating between the controllers. Work with contractors and financial management Marketing laws for selling condominiums Coordinate other aspects for which the said price The price is comparable to the market price, and the price is compared to others, divided into November 0.052 million baht December 0.052 million baht
Mr.Prasert Vannacharoen	<b>Purchase and Sale Agreement</b> The company sells 2 units of The Title Legendary Bang-Tao (LEB) project	-	-	2.08	In the year 2566, the company sold 2 units of condominiums from the LEB project as part of its regular business operations, with conditions similar to those for general customers. The selling prices of the condominium units, Mr. Prasert: 1. Unit F312, net value of 4.40 million baht. 2. Unit F303, net value of 5.83 million baht.
Mr.Nuthapon Luckkanalawan	<b>Purchase and Sale Agreement</b> The company is selling 1 unit of The Title Legendary Bang-Tao (LEB) project."	-	-	104	In the year 2566, the company sold one unit of The Title Legendary Bang-Tao (LEB) project. This transaction was a regular business operation of the company and had similar conditions to transactions with ordinary customers. The selling price of the unit was for Mr. Nutthapon. 1. Room 1402, amounted to a net value of 5.13 million baht."
Mr.Kriengsak Hiamto	<b>Purchase and Sale Agreement</b> The company is selling 3 unit of The Title Legendary Bang-Tao (LEB) project."	-	-	104	In the year 2566, the company received an advance payment from the sale of one unit of condominium in the LEB project. This transaction is part of the company's regular business and follows the same conditions as for general customers. The selling price of the condominium unit is Mr. Mr.Kriengsak 1. Room G107, amounted to a net value of 5.08 million baht."



Person who may have a conflict	Characteristics of the transaction	Transaction value (million baht)			Necessity and reasonableness
		Year 2021	Year 2022	Year 2023	
Mr. Wakin Tangkulwat	<p><b>Purchase and Sale Agreement</b> The company is selling 3 unit of The Title Legendary Bang-Tao (LEB) project."</p> <p>The company, Be You Real Estate Limited, sold 2 units in the KAVE TOWN ISLAND project.</p>	-	-	3.52	<p>In the year 2566, the company received advance payments from the sale of three units of The Title Legendary Bang-Tao (LEB) project. These transactions were regular business operations of the company and had similar conditions to transactions with ordinary customers. The selling prices of the units were as follows, with Mr. Wakin as the purchaser:</p> <ol style="list-style-type: none"> <li>1. Room E109, net value: 6.40 million baht</li> <li>2. Room F110, net value: 5.47 million baht</li> <li>3. Room I310, net value: 5.41 million baht"</li> </ol> <p>The company received advance payments from the sale of two units in the KAVE TOWN ISLAND project. This transaction is part of the company's regular business and follows the same conditions as for general customers. The selling price of the condominium units is Mr. Wakin</p> <ol style="list-style-type: none"> <li>1. Room D0505/D0508, net value: 1.96 million baht</li> </ol>
Mr. Wut Viphanphong	<p><b>Purchase and Sale Agreement</b> The company is selling 1 unit of The Title Legendary Bang-Tao (LEB) project."</p>	-	-	0.10	<p>In the year 2566, the company received an advance payment from the sale of one unit of The Title Legendary Bang-Tao (LEB) project. This transaction was a regular business operation of the company and had similar conditions to transactions with ordinary customers. The selling price of the unit was for Mr. Wut</p> <ol style="list-style-type: none"> <li>1. Room I101 having a net value of 7.76 million baht.</li> </ol>
Mr. Sutinun Theparruk	<p><b>Purchase and Sale Agreement</b> <b>Purchaser:</b> Prach Development Limited Project: Kave Embryo Rangsit Unit: 1 unit</p>			0.037	<p>In the year 2566, the company received an advance payment from the sale of one unit of The Title Legendary Bang-Tao (LEB) project. This transaction was a regular business operation of the company and had similar conditions to transactions with ordinary customers. The selling price of the unit was for Mr. Mr. Sutinun</p> <ol style="list-style-type: none"> <li>1. Room A0534 having a net value of 1.79 million baht.</li> </ol>





## Measures and Procedures on Approval of Related Party Transactions

Rhom Bho Property Public Company Limited was previously incorporated as a limited company, related party transactions were unlikely to comply with the laws and requirements on securities and stock exchange. In the previous years, the Board of Directors and senior executives of Rhom Bho Property were the ones to consider the approval of related party transactions, taking into account substantial benefits of the Company.

Furthermore, the company has implemented measures to prevent potential conflicts of interest that may arise in the future with individuals who might have conflicting interests. Transactions between the company and/or its subsidiaries with directors, executives, or related parties must adhere to general trading conditions or be conducted as commercial agreements similar to what ordinary investors would undertake in similar circumstances. This is done with the authority to negotiate commercial terms independent of any influence from being in a director, executive, or related party position (as applicable). These measures aim to prevent the transfer of benefits and require presenting such transactions for review by the audit committee along with supporting documentation to ensure the committee can adequately assess the validity of the transactions. This enables the audit committee to make informed decisions and provide feedback to the company's board of directors or shareholders, as applicable, for approval before proceeding with the transactions.

## Policies and Prospects of Future Related Party Transactions

According to the resolution passed at the 7th/2559 meeting of the company's board of directors on November 2, 2559 (the first post-transition meeting), the board of directors considered and approved the principle of transactions between the company and its subsidiaries with related companies or individuals who may have conflicts of interest, suffer losses, or may face conflicts of interest in the future. This approval also applies when there is a change in control.

The company may engage in transactions with individuals who may have conflicts of interest in the future. However, if such transactions are regular business transactions or transactions that support regular business activities, and they have general trading conditions, the company will adhere to the control measures for such transactions as specified above before proceeding with the transaction. This means following the principles approved by the company's board of directors as stipulated in the Securities and Exchange Act and abiding by the agreements made jointly, ensuring clarity, fairness, and avoiding the transfer of benefits, while also specifying prices and conditions for each transaction.

In the event of future transactions between related parties, the company will adhere to the approved transaction control measures as outlined above. Additionally, if such transactions involve matters that require the opinion of the audit committee under the regulations and rules of the Securities and Exchange Commission regarding related-party transactions, the company will seek the audit committee's opinion on the necessity and appropriateness of such transactions. The company does not have a policy to provide loans to individuals who may have conflicts of interest or individuals associated with such persons, except as permitted by the company's regulations regarding employee benefits or regulations governing the approval authority for management or financial assistance to legal entities in which the company holds shares. Furthermore, in cases where the company engages in transactions with individuals who may have conflicts of interest as mentioned above, the company will propose for the audit committee to consider the appropriateness of such transactions. In cases where the audit committee lacks expertise in evaluating such transactions, the company will ensure that individuals with relevant knowledge and specialized expertise, such as accountants or independent property appraisers, provide their opinions on the transactions. The opinions of the audit committee or individuals with specialized expertise will be used to inform the decision-making process of the company's board of directors or shareholders, as applicable, to ensure confidence that such transactions are not undertaken to the detriment of the company but are conducted with the maximum benefit to the shareholders.

03

## FINANCIAL STATEMENT





# Responsibilities of the Board of Directors for Financial Report

The Board of directors was responsible for financial budgeting; as well as financial information that was presented in the company annual report of Rhom Bho Property Public Company Limited. In turn, financial budgeting was made and followed by certified accounting standards, utilizing the accountant policy with sensibleness, stability, and conscientious. There was disclosure of substantial data with the supplement in the bank financials.

The Board of directors have organized a audit committee; of which was contained with the independent committee. This was done to take and be responsible with the quality of reporting financials, and the internal control system; to be able to have excellence. The opinion of the audit committee was presented in the annual report.

The Board of directors had an opinion about the financial reporting; of which the internal system control of the company was stabilized; as well as being abundant could be made reliable for the financial report on the December 31st, 2023. Therefore, the auditor of the company checked and integrated following the standards of auditing adjustments; that certified and shown that the budgeting of financials as well as the process of this was correct. This was followed by the principles of accounting that was certified by the accounting principles.

*-Mr.Ronnachit Mahattanapreut-*

**(Mr.Ronnachit Mahattanapreut)**

Chairman of the Board of Director

*-Mr.Weerapan Wipanpong-*

**(Mr.Weerapan Wipanpong)**

Chief Executive Officer



## AUDITOR'S REPORT

### To the Shareholders of Rhom Bho Property Public Company Limited

#### Opinion

I have audited the accompanying consolidated and separate financial statements of Rhom Bho Property Public Company Limited and its subsidiaries (“the Group”) and of Rhom Bho Property Public Company Limited (“the Company”), respectively, which comprise the consolidated and separate statement of financial position as at December 31, 2023, the consolidated and separate statement of comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Rhom Bho Property Public Company Limited and its subsidiaries and of Rhom Bho Property Public Company Limited as at December 31, 2023, and their consolidated and separate 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 Consolidated and Separate 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 consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with 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.

#### Key Audit Matters

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

<i>The key audit matter</i>	<i>Audit procedures</i>
<p><b><i>Cost of property development and land held for development</i></b></p> <p>Cost of property development and land held for development are significant high value transaction and comprise a various cost components such as cost of land, cost of land development, construction costs, related cost for property development and capitalized borrowing cost. As at December 31, 2023, the carrying amount of cost of property development and land held for development in the consolidated and</p>	<p>Other than making the inquiries, the audit procedures for cost of property development and land held for development included sampling test as follows:</p> <ul style="list-style-type: none"> <li>- assessing the efficiency and test of internal control relates to the purchase system and property development system;</li> </ul>



<i><b>The key audit matter</b></i>	<i><b>Audit procedures</b></i>
<p>separate statement of financial position are of Baht 935 million and Baht 585 million, respectively, as disclosed in note 6 and note 10 to the financial statements, respectively.</p> <p>I have identified this cost of property development and land held for development to be the key audit matters as its high value is significant to the financial statements and comprise a various cost components, which affects to the complicated records, allocations and computations.</p>	<ul style="list-style-type: none"> <li>- inspecting the evidences relating to the property development which is from the distributor and subcontractor such as purchase and sell agreement, related contracts, invoices and payment evidence;</li> <li>- allocation test of cost of property development per unit;</li> </ul>
<p><b><i>Recognition of revenue from sale</i></b></p> <p>Revenue from sale of property is significant high value transaction and affects to the operation of the Group. For the year ended December 31, 2023, revenue from sale is of Baht 438 million.</p> <p>I have identified the revenue from sale of property to be the key audit matters as its high value is significant to the financial statements.</p>	<p>Other than making the inquiries, the audit procedures for revenue from sale of property included sampling test as follows:</p> <ul style="list-style-type: none"> <li>- assessing the efficiency and test of internal control relates to the revenue system;</li> <li>- inspecting sale documents incurred during the year comprised purchase and sale agreement, long-term lease agreement, receiving documents, ownership transfer and lease registration document and other conditions specified in purchase and sale agreement;</li> <li>- testing the calculation of trade discount and discount from warranty;</li> <li>- sale cut-off with sale documents nearby before and after end of reporting period;</li> <li>- inspecting revenue from sales recorded through the general journal.</li> <li>- reviewing the adjustments relating to sale after end of reporting period.</li> </ul>

## Other Information

Management is responsible for the other information. The other information comprises the information included in annual report of the Group, but does not include the consolidated and separate 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 consolidated and separate 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 consolidated and separate financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.





When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's 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 Consolidated and Separate Financial Statements**

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated and separate financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's 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 consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





- Obtain sufficient appropriate audit evidence regarding the financial information of the Group and 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Khaymanundt Chaichuen  
Certified Public Accountant  
Registration Number 8260

Siam Truth Audit Company Limited  
Bangkok  
February 21, 2024



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

Baht

	Note	Consolidated	Separate	
		financial statements	financial statements	
		2023	2023	2022
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents	5	913,116,243	911,236,764	91,416,727
Trade and other receivables		169,681	890,703	309,567
Cost of property development	6	934,905,409	934,905,409	410,615,412
Inventories		102,756	102,756	4,105,266
Cost to obtain contract with customer	7	236,109,214	236,109,214	72,921,048
Other current assets	8	48,242,199	48,242,199	2,768,284
<b>Total current assets</b>		<b>2,132,645,502</b>	<b>2,131,487,045</b>	<b>582,136,304</b>
<b>Non-current assets</b>				
Restricted bank deposits		207,951	207,951	206,690
Investments in subsidiaries	9	-	1,999,400	-
Long-term loans to related party	4	-	62,275,000	-
Advances	4	100,000,000	100,000,000	-
Land held for development	10	585,020,931	585,020,931	523,190,353
Investment property	11	47,886,111	47,886,111	26,906,743
Property, plant and equipment	12	410,819,801	348,505,242	61,126,025
Intangible assets		185,347	185,347	140,140
Right-of-use asset	13	5,099,971	5,099,971	6,122,413
Prepayment	14	189,648,688	189,648,688	-
Deferred tax assets	33	-	-	35,908,898
Other non-current assets	15	1,388,254	1,370,254	1,243,755
<b>Total non-current assets</b>		<b>1,340,257,054</b>	<b>1,342,198,895</b>	<b>654,845,017</b>
<b>Total assets</b>		<b>3,472,902,556</b>	<b>3,473,685,940</b>	<b>1,236,981,321</b>

The accompanying notes are an integral part of these financial statements



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

Baht

	Note	Consolidated	Separate	
		financial statements	financial statements	
		2023	2023	2022
<b>Liabilities and shareholders' equity</b>				
<b>Current liabilities</b>				
Trade and other payables	16	32,634,727	32,594,727	18,353,208
Short-term loan from other company	17	-	-	3,000,000
Current portion of liabilities	19	5,923,411	5,923,411	1,000,000
Current portion of lease liabilities	13	873,187	873,187	845,176
Advance received	20	1,764,102,771	1,764,102,771	480,218,656
Provisions	21	12,693,781	12,693,781	26,883,897
Retention payables		14,907,985	14,907,985	3,379,325
Other current liabilities	22	19,286,477	19,286,477	19,761,438
<b>Total current liabilities</b>		<b>1,850,422,339</b>	<b>1,850,382,339</b>	<b>553,441,700</b>
<b>Non-current liabilities</b>				
Long-term loans from financial institutions	18	688,939,757	688,939,757	-
Long-term loans from other company	19	71,316,068	71,316,068	-
Long-term lease liabilities	13	4,230,871	4,230,871	5,103,730
Provisions for employee benefit	23	12,009,644	12,009,644	15,785,350
Deferred tax liabilities	33	8,660,907	8,660,907	-
Other non-current liabilities		-	-	200,000
<b>Total non-current liabilities</b>		<b>785,157,247</b>	<b>785,157,247</b>	<b>21,089,080</b>
<b>Total liabilities</b>		<b>2,635,579,586</b>	<b>2,635,539,586</b>	<b>574,530,780</b>
<b>Shareholders' equity</b>				
Share capital				
Ordinary shares	26	360,948,747	360,948,747	360,948,747
Premium on share capital	27	191,414,236	191,414,236	191,414,236
Retained earnings				
Appropriated				
Legal reserve	28	31,645,000	31,645,000	30,292,000
Unappropriated		104,675,818	105,499,202	79,795,558
Other components of shareholders' equity	12, 33	148,639,169	148,639,169	-
<b>Total shareholders' equity</b>		<b>837,322,970</b>	<b>838,146,354</b>	<b>662,450,541</b>
<b>Total liabilities and shareholders' equity</b>		<b>3,472,902,556</b>	<b>3,473,685,940</b>	<b>1,236,981,321</b>

The accompanying notes are an integral part of these financial statements



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

Baht

	Note	Consolidated	Separate	
		financial statements	financial statements	
		2023	2023	2022
<b>Revenues from sales</b>	24	<b>437,564,095</b>	<b>437,564,095</b>	<b>581,079,474</b>
Cost of sales	29, 31	(230,939,764)	(230,939,764)	(323,253,669)
<b>Gross profit</b>		<b>206,624,331</b>	<b>206,624,331</b>	<b>257,825,805</b>
Other income	24	22,501,743	22,501,143	14,738,059
Selling expenses	29, 31	(95,949,683)	(95,949,683)	(102,409,189)
Administrative expenses	29, 31	(99,818,447)	(99,715,457)	(78,532,159)
<b>Profit from operations</b>		<b>33,357,944</b>	<b>33,460,334</b>	<b>91,622,516</b>
Finance income		886,832	1,607,826	146,559
Loss from impairment of assets		-	-	(2,470,686)
Loss from disposal and written-off of assets		(1,706,763)	(1,706,763)	(36,327)
Finance costs	32	(3,927,087)	(3,927,087)	(11,256,547)
<b>Profit before income tax</b>		<b>28,610,926</b>	<b>29,434,310</b>	<b>78,005,515</b>
Tax expense	33	(6,403,544)	(6,403,544)	(16,818,863)
<b>Profit for the year</b>		<b>22,207,382</b>	<b>23,030,766</b>	<b>61,186,652</b>
<b>Other comprehensive income</b>				
<b>Items that will never be reclassified subsequently to profit or loss</b>				
Defined benefit plan actuarial gains	23	5,032,347	5,032,347	9,593,318
Surplus on revaluation of assets	12	185,798,961	185,798,961	-
Income tax relating to items that will never be reclassified subsequently to profit or loss	33	(38,166,261)	(38,166,261)	(1,918,664)
<b>Other comprehensive income - net of tax</b>		<b>152,665,047</b>	<b>152,665,047</b>	<b>7,674,654</b>
<b>Total comprehensive income</b>		<b>174,872,429</b>	<b>175,695,813</b>	<b>68,861,306</b>
<b>Earning per share</b>				
	34			
Basic earning per share		0.03	0.03	0.08
Weighted average number of ordinary shares (shares)		725,380,364	725,380,364	725,380,364

The accompanying notes are an integral part of these financial statements



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

FOR THE YEAR ENDED DECEMBER 31, 2023

*Baht*

		Consolidated financial statements					
		Retained earnings			Other components		
		Issued and paid-up share capital	Premium on share capital	Appropriated	Unappropriated	Surplus on revaluation of assets	Total shareholders' equity
	Note			Legal reserve			
Balance as at January 1, 2023		360,948,747	191,414,236	30,292,000	79,795,558	-	662,450,541
Legal reserve	28	-	-	1,353,000	(1,353,000)	-	-
Total comprehensive income	12, 33	-	-	-	26,233,260	148,639,169	174,872,429
Balance as at December 31, 2023		360,948,747	191,414,236	31,645,000	104,675,818	148,639,169	837,322,970

The accompanying notes are an integral part of these financial statements



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2023

Baht

Separate financial statements									
	Note	Issued and paid-up share capital	Premium on share capital	Treasury stocks	Retained earnings			Other components	
					Appropriated		Unappropriated	Surplus on revaluation of assets	Total shareholders' equity
					Legal reserve	Treasury stocks reserve			
Balance as at January 1, 2022		362,812,747	191,414,236	(13,233,897)	26,792,000	13,233,897	12,570,252	-	593,589,235
Treasury stocks		(1,864,000)	-	13,233,897	-	(13,233,897)	1,864,000	-	-
Legal reserve	28	-	-	-	3,500,000	-	(3,500,000)	-	-
Total comprehensive income		-	-	-	-	-	68,861,306	-	68,861,306
Balance as at December 31, 2022		360,948,747	191,414,236	-	30,292,000	-	79,795,558	-	662,450,541
Legal reserve	28	-	-	-	1,353,000	-	(1,353,000)	-	-
Total comprehensive income	12, 33	-	-	-	-	-	27,056,644	148,639,169	175,695,813
Balance as at December 31, 2023		360,948,747	191,414,236	-	31,645,000	-	105,499,202	148,639,169	838,146,354

The accompanying notes are an integral part of these financial statements





## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

Baht

	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
<b>Cash flows from operating activities</b>			
<b>Profit for the year</b>	<b>22,207,382</b>	<b>23,030,766</b>	<b>61,186,652</b>
Adjustments to reconcile profit for the year			
to cash generated (paid) from operating activities			
Depreciation and amortization	12,159,025	12,159,025	11,168,860
Loss from impairment of assets	-	-	2,470,686
Loss from disposal and written-off of assets	1,706,763	1,706,763	36,327
Finance income	(886,832)	(1,607,826)	(146,559)
Finance costs	3,927,087	3,927,087	11,256,547
Tax expense	6,403,544	6,403,544	16,818,863
<b>Cash flows from operating activities before changes</b>			
<b>in operatings assets and liabilities</b>	<b>45,516,969</b>	<b>45,619,359</b>	<b>102,791,376</b>
<b>Operating assets decrease (increase)</b>			
Trade receivables	138,625	139,886	(309,567)
Cost of property development	(287,871,949)	(287,871,949)	270,521,818
Inventories	-	-	(2,930,977)
Other current assets	(42,600,916)	(42,600,916)	(309,092)
Cost to obtain contract with customer	(163,188,166)	(163,188,166)	(24,554,601)
Other non-current assets	(144,500)	(126,500)	14,000
<b>Operating liabilities increase (decrease)</b>			
Trade and other payables	13,814,816	13,774,815	12,524,050
Advance received	1,283,884,115	1,283,884,115	147,491,249
Provisions	(14,190,116)	(14,190,116)	(14,721,080)
Retention payables	11,528,660	11,528,660	(9,763,624)
Provisions for employee benefit	1,213,658	1,213,658	3,942,513
Other current liabilities	(474,960)	(474,960)	5,545,516
Other non-current liabilities	(200,000)	(200,000)	200,000
<b>Cash flows generated from operations activities</b>	<b>847,426,236</b>	<b>847,507,886</b>	<b>490,441,581</b>
Interest received	886,832	885,544	146,559
Employee benefit paid	(692,843)	(692,843)	-
Income tax paid	(1,028,211)	(1,028,211)	(2,388,350)
<b>Net cash flows provided by operating activities</b>	<b>846,592,014</b>	<b>846,672,376</b>	<b>488,199,790</b>

The accompanying notes are an integral part of these financial statements



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

Baht

	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
<b>Cash flows from investing activities</b>			
Increase in loans to related party	-	(62,275,000)	-
Advance for investments in associated company	(100,000,000)	(100,000,000)	-
Prepayment for land	(189,648,688)	(189,648,688)	-
Purchase of land held for development	(378,067,184)	(378,067,184)	(2,558,103)
Purchase of investment property	(954,861)	(954,861)	-
Purchase of building and equipments	(105,836,633)	(43,522,074)	(4,631,752)
Purchase of intangible assets	(171,200)	(171,200)	-
Investments in subsidiaries	-	(1,999,400)	-
Disposal of equipment	224,300	224,300	4,000
<b>Net cash flows used in investing activities</b>	<b>(774,454,266)</b>	<b>(776,414,107)</b>	<b>(7,185,855)</b>
<b>Cash flows from financing activities</b>			
Proceeds from long-term loans from financial institutions	691,150,000	691,150,000	-
Proceeds from long-term loans from other company	80,000,000	80,000,000	-
Repayments of short-term loans from other company	(3,000,000)	(3,000,000)	3,000,000
Repayments of long-term loans from other company	(1,000,000)	(1,000,000)	(453,300,000)
Repayments of lease liabilities	(871,944)	(871,944)	(1,630,492)
Finance cost paid	(16,716,288)	(16,716,288)	(11,256,547)
<b>Net cash flows provided by (used in) financing activities</b>	<b>749,561,768</b>	<b>749,561,768</b>	<b>(463,187,039)</b>
<b>Net increase in cash and cash equivalents</b>	<b>821,699,516</b>	<b>819,820,037</b>	<b>17,826,896</b>
Cash and cash equivalents at the beginning of the year	91,416,727	91,416,727	73,589,831
<b>Cash and cash equivalents at the end of the year</b>	<b>913,116,243</b>	<b>911,236,764</b>	<b>91,416,727</b>

## Additional cash flow information

Non-cash items	Note			
Transfers cost of property development to	6			
- investment property		5,780,715	5,780,715	23,855,939
Transfers land held for development to	10			
- Cost of property development		231,842,066	231,842,066	-
- Investment property		15,490,346	15,490,346	-
- Property, plant and equipment		68,904,194	68,904,194	-
Right-of-use asset and lease liabilities				
Increase from entering in to the lease agreement	13	-	-	7,579,397

The accompanying notes are an integral part of these financial statements



## RHOM BHO PROPERTY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

**STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED DECEMBER 31, 2023****1. GENERAL INFORMATION**

Rhom Bho Property Public Company Limited (“the Company”) is incorporated in Thailand.

Its registered office is at 444 - 444/1 Pracha Uthit Road, Huaykwang, Huaykwang District, Bangkok.

On November 2, 2017, the Company was listed on the Stock Exchange of Thailand in the “Market for Alternative Investment” (mai).

The Company and its subsidiaries (“the Group”) are engaged in principal businesses as follows:

- Property development.
- Hotel
- Condominium juristic person management

The Company’s major shareholders were as follows:

Major shareholders	Country/ Nationality	Shareholding	
		December 31,	
		2023	2022
39 Estate Company Limited	Thailand	67.10	-
Hutajuta group	Thai	-	57.82

The financial statements have been approved for issue by the Company’s Board of Directors on February 21, 2024.

**2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS**

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), including the related interpretations and guidelines promulgated by the Federation of Accounting Professions (“TFAC”) and the financial reporting requirements of the Securities and Exchange Commission.

The financial statements in Thai language are presented in Thai Baht, which is the Group’s functional currency. The preparation of these official statutory financial statements is issued for Thai reporting purposes. The financial statements in English language have been translated from the financial statements in Thai language.

The preparation of the financial statements in conformity with Thai Financial Reporting Standards (“TFRS”) requires management to make judgments estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.



The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that accounting period, and in the accounting period of the revision and future periods, if the revision affects both current and future accounting periods.

## BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements include the financial statements of Rhombho Property Public Company Limited and its subsidiaries (together referred to as the “Group”) as follows:

Subsidiaries	Country of incorporation	Business type	% Shareholding December 31, 2023
Title Hotel Naiyang Company Limited	Thailand	Hotel	99.97
The Esquire Company Limited	Thailand	Condominium juristic person management	99.97

The preparations of the consolidated financial statements have been based on the same accounting policies for the same or similar accounting transactions or accounting events.

### Subsidiaries

Subsidiaries are an entity controlled by the Group. The Company is deemed to have control over subsidiaries if it has rights, or is exposed, to variable returns from its involvement with subsidiaries, and it has the ability to affect those returns through its power over the Group.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income or expenses arising from intra-group transactions, are eliminated.

### New financial reporting standards

#### a) New financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards, including the accounting guidances which are effective for fiscal years beginning on or after January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the clarification of accounting practices and accounting guidances to users of TFRSs.

The management assessed there are not any significant impact on the the Group’s financial statements in the year those financial reporting standards are initially adopted.

#### b) Financial reporting standard that will become effective in the future

The Federation of Accounting Professions promulgated the numbers of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the clarification of accounting practices and accounting guidances to users of TFRSs.



The management of the Group believes that the revision of TFRSs does not have any significant impact on the Group's financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### **The measurement bases used in preparing the financial statements**

Other than those disclosed elsewhere in the significant accounting policies and other notes to the financial statements, the financial statements are prepared on the historical cost basis.

#### **Revenue**

The Group accounts for a contract with a customer when it has entered into an agreement between counter parties that creates enforceable rights and obligations. The Group has to identify its performance obligations and allocate a transaction price to each obligation on an appropriate basis.

Revenue from contracts with customers is recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time.

Revenues from contracts with multiple elements are allocated by fair value of standalone selling price in each performance obligation. In case of contracts have both obligations to perform at point of time and overtime, difference from revenue recognition and performance obligations at the beginning of contracts is recognized as contract assets or contract liabilities and recognized over the contract periods.

#### **Revenue from sale of real estate**

Revenue from sale of land and house and residential condominium units is recognized when control of residential condominium units is transferred to the customer, generally upon The Group transfers the legal of ownership (Freehold) and transfer of material risk and rewards of ownership (Leasehold) to the customers at the point in time.

Revenue from sale is measured at the amount of the consideration received or expected to be received after deducting discounts and consideration payable to a customer.

Sale of real estate contract, which includes provision for items without charge or the sale price includes the price of various premiums such as furniture and fixtures because the free of charge items are component parts of real estates, which are the main performance obligations under the contracts. In the event that The Group has not yet delivered any premiums to the customer, The Group has to adjust revenue from sale of real estate for premiums and record such value as deferred revenue from sale of real estate. The costs of provision for items without charge are recognized as part of cost of sale of real estate.

The Group makes payments such as registration fee for the transfer of real estates and common area fee to the juristic person of real estate projects on behalf of customers. If The Group receives distinct goods or services from the customer, The Group recognizes such payments as an expense when the distinct goods or services are consumed. But if not, such payments are recognized as a reduction of revenue.

No revenue is recognized if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due.

#### **Sale of goods and rendering of services**

Revenue from sales of goods is recognized when a customer obtains control of the goods, generally on delivery of the goods to the customers.



For sale with warranties to assure that the goods complies with agree-upon specifications, the Company recognized the warranty according to TAS 37 “Provisions, Contingent Liabilities and Contingent Assets”.

### **Advances**

Advances received from customers is classified as current liabilities and recognized as revenue when the Group transferred control over the goods to the customers. For the advances that contain a significant financing component, they include the interest expense accreted on the contract liability under the effective interest method. the Group uses practical expedient which is not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

### **Revenue from rendering of services**

the Group recognized services revenue over the contract period. Such recognition is on a straight-line basis according to the proportion of the rendered services over the contract period.

### **Rental income and its related services**

Rental income and its related services from investment property are recognized on a straight-line basis over the term of the lease. Contingent rentals are recognized as income in the accounting period in which they are occurred. The related service income is recognized over the term of the lease.

### **Other income**

Other income is recognized on an accrual basis.

### **Consideration payable to the customer**

the Group recognizes the consideration payable to the customer as a reduction of the revenue from contract with customers.

### **Expenses**

#### **Costs of obtaining a contract**

Costs of obtaining a contract is commission paid to obtain a customer contract recorded as an asset stated at the net value after deducted an allowance for impairment loss (if any). An allowance for impairment loss is recognized to the extent that the carrying amount of an asset recognized exceeds the remaining amount of consideration that the entity expects to receive less related costs.

The Group amortized costs of obtaining a contract on a systematic basis that is consistent with the pattern of revenue recognition for the related contract.

#### **Cost to fulfil a contract**

The Group recognizes costs to fulfil a contract that relate to satisfied performance obligations in the contract in profit or loss when incurred, unless The Group can identify that the costs relate directly to a contract or to an anticipated contract that The Group can specifically identify, the costs will be used in satisfying performance obligations in the future, and the costs are expected to be recovered, that costs fulfilling a contract are recognized as assets and amortized on a systematic basis that is consistent with the pattern of revenue recognition for the related contract.

An allowance for impairment loss is recognized to the extent that the carrying amount of an asset exceeds the remaining amount of consideration that the entity expects to receive less related costs.

An allowance for total anticipated loss on project is recognized when the possibility of loss is ascertained.





## Finance cost

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 capitalized as part of the cost of the respective assets.

All other borrowing costs are expensed in the period they are incurred basing on the effective interest method. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds, unwinding of the discount on provisions and contingent consideration,

The interest component of finance lease payments is recognized using the effective interest method.

Interest expenses are recognized as an expense over the term of loan. Interest expenses are calculated from the outstanding of loan principal on an accrual basis using the effective interest method.

Expenses are recognized on an accrual basis.

## Deferred financial fees

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees and presented as a deduction against the related loan account and amortized using the effective interest method over the term of loan.

## Financial instruments

Financial assets and financial liabilities are recognized in the Group's consolidated and separate statements of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities and subsequently measured at amortized cost or fair value through other comprehensive income are added to or deducted from the fair value of the financial assets or financial liabilities. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities subsequently measured at fair value through profit or loss are recognized immediately in profit or loss.

## Classification and measurement of financial assets and financial liabilities

Financial assets classified as debt instruments

The Group classifies financial assets that are debt instruments as financial assets that are subsequently measured at amortized cost or fair value depends on the Group's business model for managing financial assets and the contractual cash flow characteristics of the financial assets as follows:

Financial assets measured at amortized cost

The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value on trade date and subsequently measured at amortized cost net of allowance for expected credit losses (if any).

Amortized cost basing on the effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. Interest income is recognized in profit or loss and is included in the "interest income" item.

## Offsetting

Financial assets and financial liabilities are offset, and the net amount is presented in the statement of financial position when the Group has a legal right to offset the amounts and intends to settle on a net basis or to realize the asset and settle the liability simultaneously.

## Derecognition of financial assets

The Group derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows on the financial asset in a transaction in which all or substantially all the risks and rewards of ownership are transferred. Any interest from transferred financial assets, which is created, controlled or retained by The Group, are still recognized as financial assets and recognized as borrowing which have collateral for proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

## Write-off

The Group writes off debts (either partially or in full) when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the legal criteria for bad debts written-off, whichever occurs sooner. Bad debt written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. However, The Group continues to execute the case, in order to comply with The Group recovery policy.

The gross carrying amount of a financial asset is written off when The Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognized as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## Allowance for expected credit losses on financial assets

The Group applies the Simplified Approach/ the General Approach for recognition of expected credit losses of financial assets - debt instruments which are deposit at financial institutions, trade receivables and the contractual assets, investment in debt instruments, loans and certain of other assets.

The Group recognizes allowance for expected credit losses at an amount equal to the lifetime expected credit losses in cases where there has been a significant increase in credit risk since initial recognition, but the assets are not credit impaired, or where the assets are credit impaired.

At every reporting date, the amount of allowance for expected credit losses is reassessed to reflect changes in credit risk of financial assets since initial recognition of related financial instruments.

## Simplified Approach

The measurement of expected credit losses on financial assets by applying the Simplified Approach is a calculation to estimate using a provision matrix depended on the Group's historical credit loss experience adjusted with the factors that are specific to the receivables, general economic conditions, forecast of future economic condition, an assessment of both the current as well as the forecast direction of conditions at the reporting date, and time value of money, as appropriate. In addition, the Group shall principally determine the past due status of the customers and also their capability to maintain the value of collateral relative to the terms of contract.

At every reporting date, the Group determines whether the credit risk of other debt instruments and deposit at financial institutions has increased significantly since initial recognition, by mainly taking into account internal and external credit rating of the counterparties as well as overdue status.



The Group assesses whether the credit risk has increased significantly from the date of initial recognition on an individual or collective basis. In order to perform collective evaluation of impairment, the Group classifies financial assets on the basis of shared credit risk characteristics, such as the type of instrument, internal credit rating, overdue status, and other relevant factors.

Financial assets are assessed to be credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the counterparties have occurred, there are indications that the borrower is experiencing significant financial difficulties, or there is a breach of contract, as well as delinquency.

The Group recognizes an allowance for expected credit losses by adjusting to the carrying amount of related accounts. For the increase (decrease) in an allowance for expected credit losses is recognized as expenses during the period in the profit or loss, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

#### Financial liabilities

Financial liabilities are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method or at fair value through profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or a shorter period, to the amortized cost of a financial liability.

#### Financial liabilities designated at fair value through profit or loss

Financial liabilities may be designated at fair value through profit or loss upon initial recognition if;

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis.

Financial liabilities that are designated at fair value through profit or loss are measured at fair value, with any gains or losses arising on changes in fair value recognized in profit or loss.

Financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive income are transferred to retained earnings upon derecognition of the financial liability.

#### Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.



When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective date is at least 10 percent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between; (1) the carrying amount of the liability before the modification; and (2) the present value of cash flows after modification should be recognized in profit or loss as the modification gain or loss within other gains and losses.

### **Trade and other accounts receivable**

Trade and other receivables are stated at their invoice value less allowance for expected credit losses.

A receivable is recognized when the Group has an unconditional right to receive consideration. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is recognized as a contract asset that means accrued income, unbilled receivables.

### **Employee benefits**

#### **Short-term benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **Post-employment benefits**

The Group and its employees have jointly established the provident funds which is a monthly contributed and defined contribution plan. The fund's asset of the provident fund is separated from the Group's asset and has been managed by a licensed fund manager.

The provident fund receives a cash contribution from employee and the Group. The contribution expenditure of the provident fund and obligation in respect of defined contribution plan is recognized as expense in profit or loss for the period that transaction incurred.

#### **Post-employment benefits**

The employee benefit obligations in relation to the severance payment under the labor law and the additions determined by the Group are recognized as a charge to results of operations over the employee's service period. It is calculated by the estimation of the amount of future benefit to be earned by the employee in return for the service provided to the Group through the service period up to the retirement age and the amount is discounted to determine the present value. The reference discount rate is the yield rate of government bonds as at the reporting date. The calculation is based on the actuarial technique using the Projected Unit Credit Method.

When the employee benefits are improved, the portion of the increased benefit relating to past service rendered by employee is recognized in profit or loss on a straight-line basis over the average period until the benefits become vested.

When the actuarial assumptions are changed, the Group recognizes actuarial gains (losses) immediately in other comprehensive income.

Past service costs relating the amendment of plan are recognized as an expense in other comprehensive income when the plan amendment is effective.



## Termination benefits

Termination benefits are recognized as liability and as expense in profit or loss when the Group are committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy or the Group have made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the end of the reporting period, then they are discounted to their present value.

## Income tax

Income tax for the year comprises current tax and deferred tax.

Current tax and deferred taxes are recognized in profit or loss.

Deferred tax in the extent that they relate to items recognized directly in shareholders' equity are recognized in other comprehensive income.

## Current tax

The expected tax payable or receivable is calculated on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of reporting period date, and any adjustment to tax payable in respect of previous years.

## Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes.

Deferred tax is not recognized for the temporary differences regarding to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting or taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of reporting period date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. the Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change their judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized, including unutilized taxable losses. Deferred tax assets are reviewed at the end of reporting period date and reduced its carrying amount 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 utilized against to the temporary differences and unutilized taxable losses.



## Cash and cash equivalents

Cash and cash equivalents comprise cash, cash at banks type current accounts and saving accounts, cash at bank with an original maturity not exceeding 3 months, including negotiable certificate of deposit and highly liquid short-term investments in bill of exchange or promissory notes issued by financial institutions due at call or with original maturities of three months or less, excluded deposits at bank on obligation or subject to withdrawal restrictions and insignificant risk of change in value.

## Cost of property development

Cost of property development are stated at the lower of cost or net realisable value, which is the value after recognized the cost of property sold.

Cost comprises cost of land, construction costs, including the capitalized borrowing cost for property development.

The details of cost calculation

Land	- Purchase price of land, cost for the acquisition and development of land and capitalized borrowing cost using the average method and allocating based on salable area for each project.
Construction	- Construction cost comprises <ol style="list-style-type: none"> <li>1) The design fees, construction cost of utilities and public facilities, direct costs relating to property development and capitalized borrowing cost are allocated based on salable area.</li> <li>2) Construction costs of houses, residential condominium units and public facilities and capitalized borrowing cost are allocated based on salable area</li> </ol>
Capitalized borrowing cost	- Interest expense and fee incurred from loans in bringing the property development, arising before the project will be fully developed, are allocated based on actual incurred relevant to land and construction.

Net realizable value is the estimated selling price in the normal course of business less estimated costs to make the sale.

Selling expenses such as specific business tax and transfer fee are recognized as expenses in the period that sales incur.

Loss on devaluation of cost of property development is recognized in profit or loss.

In determining the cost of property sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed on the basis of the salable area.

Cost of property development are estimated from the total cost incurred until the project fully completed, considering by their experiences in property business. The estimations are also regularly reviewed.

Cost of property sold are also including cost of other products which the Group transfers to the customer relating to the contract such as furniture and fixture is considered as a component of house or residential condominium unit.

## Land held for development

Land held for development which is to be developed in the future is stated at cost less allowance for impairment (if any).





Cost comprises of cost of land and related expenses.

Loss on impairment of assets is included in profit or loss.

### **Inventories**

Inventories are stated at the lower of cost or net realizable value.

Cost of inventories is calculated by using the first in – first out method.

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

The Group records the allowance for devaluation of inventories for all deteriorated, damaged, obsolete and slow-moving inventories.

### **Capitalization of interest cost**

Interest cost especially from loan incurred in bringing land and project development, is capitalized as part of the cost of those assets until the projects is completed or break down or when the construction is condition necessary for it to be capable of operating for their intended use. The capitalization of interest shall be resumed when the project is re-activated.

### **Investments in subsidiaries**

Investments in subsidiaries, in the separate financial statements are accounted for using the cost method net of allowance for impairment (if any).

### **Investment property**

Investment properties are properties which are held as a right-of-use asset and properties held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost less accumulated depreciation and accumulated impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the investment properties. The cost of self-constructed investment properties includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment properties to a working condition for its intended use, including capitalized borrowing costs when meets the criteria.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property.

The estimated useful lives are as follows:

	<i><b>Years</b></i>
Buildings	16 - 20

Depreciation is included in determining income and no depreciation is provided for land and construction in progress.



## Subsequent costs

The cost of replacing a part of an item of land and building is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of land and building are recognized in profit or loss as incurred.

Gains and losses on disposal of an item of investment properties, determined as the difference between the net disposal proceeds less cost to sale and the carrying amount, are recognized net within income or expenses in profit or loss.

## Reclassification to property, plant and equipment

When the use of an investment properties changes such that it is reclassified as property, plant and equipment, its carrying amount at the date of reclassification becomes its cost for subsequent accounting.

## Property, plant and equipment

### Owned assets

Land is stated at cost less allowance for impairment losses (if any).

Land is stated at revalued amount appraised by an independent professional valuer. The Group determines the revaluation of land for every 3 years or whenever the fair value of a revalued land differs materially from its carrying amount.

Plant and equipment are measured at cost less accumulated depreciation and allowance for impairment (if any).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, including capitalized borrowing costs when meets the criteria.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different consumption patterns or useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds less cost to sale and the carrying amount of property, plant and equipment, and are recognized net within other income or other expenses in profit or loss.

An item of plant and equipment is derecognized 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 derecognized

When the revalued asset is derecognized, its revaluation surplus shall be transferred directly to retained earnings.

## Reclassification to investment properties

### Subsequent costs

The cost of replacing a part of an item of property, plant and equipment and cost of renovations are recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group within more than one accounting period, and its cost can be measured



reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

### Depreciation

Depreciation is calculated based on the depreciable amount of plant and equipment, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Assets from cost of replacement and cost of renovations are depreciated over the remaining useful life of the related asset.

Depreciation is calculated basing on a straight-line basis over the estimated useful lives of each component of an item of assets.

The estimated useful lives are as follows:

	<i>Years</i>
Buildings	3 - 20
Office equipment	5
Vehicles	5

Depreciation is recognized as an expense in profit or loss.

No depreciation is provided on freehold land or assets under construction.

The residual value of an asset is the estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

The depreciation method, residual value and useful life of an asset should be reviewed at least at each financial year-end and, if expectations differ from previous estimates, any change is accounted for prospectively as a change in estimate.

For revalued assets, a revalued amount is the fair value determined on market value at the date of revaluation.

The Group recognizes an increase in asset value as a result of a revaluation in “gain on revaluation of assets” which is presented under other components of shareholders’ equity in the statement of financial position. However, if the assets used to be decreased as a result of revaluation and the Group used to be recognize a decreased as an expense in profit or loss, the increase from new revaluation will be recognized as income not exceeding the decrease which was previously recognized as an expenses in profit or loss in prior years.

The Group recognizes a decrease in asset value as a result of a revaluation as expense in profit or loss. However, if the asset used to be increased and gain on revaluation of assets is existing in other components of shareholders’ equity, the decrease from new revaluation will be deducted from surplus on revaluation of assets not exceeding the increase of the same asset and the exceeding amount is recognized as an expense in profit or loss.

The revaluation reserve is utilised by reference to the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset’s original cost and transferred directly to retained earnings.

Upon disposal of a revalued asset, any related revaluation reserve is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.



The gain on revaluation of assets cannot be used for dividend payment.

### **Intangible assets**

The Group initially recognizes other intangible assets acquired in other cases are recognized at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortization and any allowance for impairment losses (if any).

#### **Subsequent expenditure**

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

All other expenditure, including expenditure on internally generated brands, is recognized in profit or loss as incurred.

#### **Amortization**

Amortization is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use.

The estimated useful lives are as follows:

	<i><b>Years</b></i>
Software licences	5

No amortization is provided on intangible assets under development and installation.

The Group regularly review the amortization methods, useful lives and residual values at least at each financial year-end, any changes are treated as a change in the estimates.

An item of intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses on disposal are the difference between the net proceeds from disposal and the carrying amount of intangible asset, and are recognized net in the statement of income.

### **Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets in respect of property, plant and equipment, intangible assets, right-of-use assets and other assets, are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognized in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

#### **Calculation of recoverable amount**

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific



to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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.

#### Reversals of impairment

An impairment loss in respect of financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognized in profit or loss.

Impairment losses recognized in prior periods in respect of other non-financial assets are assessed at each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of accumulated depreciation or accumulated amortization, if no impairment loss had been recognized.

#### Leases

##### As a lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. 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 recognizes right-of-use assets and lease liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

##### Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use) or the date of lease modification. Right-of-use assets are measured at cost, less any accumulated amortization and allowance for impairment losses (if any) and adjusted for any remeasurement of lease liabilities.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, any lease payments made at or before the commencement date less any lease incentives received, including any initial direct costs and an estimate of costs in restoration.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, such provision is recognized and measured to the extent that the costs relate to a right-of-use asset.

The Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. The Group has elected not to separate non-lease components and accounted for the lease and non-lease components as a single lease component.



Amortization of right-of-use assets is recognized in profit or loss and calculated by reference to their costs, on the straight-line basis over the shorter of the estimated lease term and the estimated useful lives as follows:

	<i>Years</i>
Condominium units	2 - 3

If ownership of the underlying asset transfers to the Group at the end of the lease term they are classified as part of property, plant and equipment or investment property. The cost of such asset reflects the exercise of a purchase option. The amortization is calculated using the estimated useful life of the asset.

If the Group is unable to obtain reasonable assurance that the ownership of the underlying asset is substantially transferred to the Group at the end of the lease term, the right-of-use assets will be amortized on the straight-line method from the commencement date to the end of the useful lives or the end of the lease term, which is earlier.

The Group applies the derecognition and impairment requirements, in according to the financial instrument principle, to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

### **Lease liabilities**

The lease liability is initially measured at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments included fixed payments less any lease incentive receivable and amounts expected to be payable under a residual value guarantee. The lease payments also include amount under purchase, extension or termination option if the Group is reasonably certain to exercise option.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. Interest expense is recognized in profit or loss.

The lease liability is remeasured when there is a change in lease term, change in lease payments, change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of purchase, extension or termination options. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

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

The Group recognized payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, as expenses on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the lease assets are consumed.

### **Foreign currencies**

#### **Foreign currency transactions**

Transactions in foreign currencies are translated to the functional currency using the exchange rate at the date of transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency using the exchange rate at that date.





Foreign currency differences arising from the translation are recognized in profit or loss in the reporting period as incurred.

### **Provisions**

A provision is recognized in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Estimated cost of property development

The cost of utilities and public facilities under construction of residential condominium units, that the revenue from sales have been already recognized, are estimated by calculating the quantity and value of materials used in each project, including labour cost and other related expenses necessary used to complete the project. The changes of materials price, labour cost and other related expenses are also determined. The estimated costs are regularly reviewed and at each time that actual cost incurred are materially different from the cost estimates.

### **Warranties**

A provision for warranties is recognized when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

### **Dividends**

Dividend and interim dividend payment are recorded in the period in which they are approved by Shareholders' meeting and Board of Directors' meeting.

### **Other borrowings**

Other borrowings are initially recognized at the fair value of the proceeds received. Debt issued and other borrowings are subsequently measured at amortized cost, using the effective interest method. Any difference between proceeds and the redemption value is recognized as an interest in profit or loss over the period of the borrowings.

### **Basic earnings per share**

Basic earnings per share is calculated by dividing the profit (loss) for the years attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares issued during the years.

### **Judgements of management**

The preparation of financial statements in conformity with financial reporting standards requires management to make subjective judgments to determine the accounting policies, estimates regarding matters that are inherently uncertain and various assumptions.

### **Significant judgements and accounting estimates are as follow:**

#### **a) Recognition and derecognition of assets and liabilities**

In considering whether to recognize or to derecognize assets or liabilities, the management is required to make judgment on whether the Group transfers or have been transferred the significant risk and rewards of those assets or liabilities, based on their best knowledge of the current circumstances and arrangements.

**b) Fair value of financial instruments**

In determining the fair value of financial instruments that are not actively traded and for which quoted market prices are not readily available, the management exercise judgment, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risks, liquidity, correlation and long-term volatility of financial instruments. Any changes in assumption related to the inputs may affect to the fair value stated in the financial statements and disclosure of fair value hierarchy.

**c) Allowances for expected credit loss for financial assets**

Allowances for expected credit loss for financial assets are intended to adjust the value of receivables for probable credit losses. The management is required to use judgement in estimating allowance for expected credit losses for financial assets. The Group's calculation of allowance for expected credit losses depends on the criteria used for assessment of a significant increase in credit risk, the development of a model, the risk that collateral value cannot be realized, collective and individual analyses of the status of receivables, the probability of debt collection and the selection of the forecasted macroeconomic data inputs used in the model. However, the use of different estimates and assumptions could affect the amounts of allowances for expected credit loss and adjustments to the allowances may therefore be required in the future.

**d) Property, plant and equipment**

The recognition of cost incurred in the carrying amount of an item of property, plant and equipment ceases when the item is in the location and condition necessary for it to be capable of operating in the manner intended by management.

In determining depreciation of buildings and equipment, the management is required to make estimates of the useful lives and residual values of buildings and equipment and to review estimated useful lives and residual values when circumstance changes.

The management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

**e) Intangible assets**

The initial recognition and measurement of intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

**f) Deferred tax assets**

The Group recognizes deferred tax assets for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences can be utilised, including unutilized taxable loss. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

**g) Leases**

The Group assesses whether a contract is or contains a lease, at inception of the contract. The management is required to use judgement in evaluating the condition and term of a contract to determine whether the Group transfers or have been transferred the risk and rewards of leased assets.

Determining the lease term of contracts with renewal or termination options



In determining the lease term, the management is required to use judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease considering all relevant facts and circumstances that create an economic incentive for it to exercise either the renewal or termination.

#### Incremental borrowing rate

In the case that the Group cannot readily determine the interest rate implicit in the lease, the Group is required to use 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.

### h) **Post-employment benefits**

The obligation under the defined benefit plan is determined based on actuarial techniques which depends on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

### i) **Litigation**

The contingent liabilities as a result of commercial disputes and litigation, the management is required to use judgement to assess of the results of the commercial disputes and litigation based on the causes of the commercial disputes and litigation and other evidence documents including consulting with legal counsel for significant commercial disputes and litigation. The provision of contingent liabilities is recognized at the end of reporting period. In the event that the management believes that no loss will incur, therefore, no contingent liabilities are recorded as at the end of reporting period.

### j) **Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

### k) **Revenue from contracts with customers**

#### Identification of performance obligations

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

#### Determination of timing of revenue recognition

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time, taking into consideration terms and conditions of the arrangement. The Group recognizes revenue over time in the following circumstances:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or



- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Where the above criteria are not met, revenue is recognized at a point in time. Where revenue is recognized at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

**l) Advance received from sales of real estate**

Sales of real estate contract made with customers stipulates that the Group is entitled to receive payments from customers when the contract has commenced such as booking payment, contract payment and down payment. The Group determines that there are no significant financing components arising from the payments received from customers because they are not the Group's funding but the customers' guarantee for partial or entire contractual performance.

**m) Real estate development costs estimation**

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

**n) Allowance for devaluation of real estate development costs**

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

**o) Provision for maintenance of condominium units, and public utilities**

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

**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 applied 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 measured fair value using valuation techniques that are appropriate in the circumstances and maximizes 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 for such identical assets or liabilities in an observable active market and the entity can access at the measurement date |
| Level 2 | Use of other observable inputs for such assets or liabilities other than quoted prices included within Level 1, whether directly or indirectly        |
| Level 3 | Use of unobservable inputs for such assets or liabilities as the information related to future cash flows estimated by the Group                      |



If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

At the end of reporting period, the Group assesses whether transfers have to be occurred between levels within the fair value hierarchy for assets and liabilities held at the end of reporting period that are measured at fair value on a recurring basis.

#### 4. TRANSACTIONS WITH RELATED PARTIES

A related party is a person or entity that has control, or are controlled by, the Company and subsidiaries, whether directly or indirectly, or which are under common control with the Company and subsidiaries.

They also include associated companies, and a person which directly or indirectly own a voting interest in the Company and subsidiaries that gives them significant influence over the Company and subsidiaries, key management personnel, directors, or officers with authority in the planning and direction of the Company's and subsidiaries' operations, including, close family members of mentioned person and entity that has control or significant influence whether directly or indirectly.

Significant transactions with related parties for the years ended December 31, 2023 and 2022 were as follows:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Purchase of materials and equipments of construction			
Pana 1000 Trees Town Co., Ltd.	-	-	3,720,000
Mono Group Co., Ltd.	6,945,587	6,945,587	278,200
Assetwise Public Company Limited	1,045,350	1,045,350	-
Purchase of building			
Mono Group Co., Ltd.	-	-	292,581
Interest income			
Title Hotel Naiyang Co., Ltd.	-	721,022	-



## Management and director personnel compensation

Management and director personnel compensation for the years ended December 31, 2023 and 2022 consisted of:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Short-term benefits	18,139,402	18,139,402	16,758,600
Post-employment benefits	967,396	967,396	1,885,750
Total	19,106,798	19,106,798	18,644,350
Directors' remuneration	1,195,000	1,195,000	1,041,000

Directors' remuneration represents benefits paid to the director of the Company in accordance with Section 90 of the Public Company Limited Act, B.E.2535 exclusive of salaries and related benefit payable to directors who hold executive positions.

The significant balances of assets and liabilities with related parties as at December 31, 2023 and 2022 were as follows:

	<b>Baht</b>	
	Consolidated	Separate financial
	financial statements	statements
<b>Advance received</b>		
Related persons	7,787,349	7,787,349
<b>Accrued interest</b>		
Title Hotel Naiyang Co., Ltd.	-	721,022
<b>Advance for investments in associated</b>		
Synergy Estate Co., Ltd.	100,000,000	100,000,000

The Board Meeting held on November 7, 2023 passed a resolution to approved invest in 900,000 shares of common stock of Botanica Grand Avenue Co., Ltd. (par value of Baht 100 per share) at a price of Baht 408.58 per share, totalling of Baht 367.72 million, equivalent to 30% shareholding of registered share capital of the registered capital. The Company paid the investment in advance for the amount of Baht 100 million and will pay the remaining investment within April 2024.



**Loans to related party**

The Company entered into a loan agreement with Title Hotel Naiyang Co., Ltd as follow:

%				
<i>Baht</i>	Referred			
Credit limit	interest rate	Repayment	Due of payment	Collateral
62,275,000	MLR	Repayment principal within December 31, 2028.	December 31, 2028.	Without collateral.

Movements of long-term loan from related party for the year ended December 31, 2023 were as follows:

	<i>Baht</i>
	Separate financial statements
Beginning balance	-
Increase	62,275,000
Decrease	-
Ending balance	62,275,000

**Nature of relationship**

Name	Country	Relation	Type of relation
Pana 1000 Trees Town Co., Ltd.	Thailand	Related company	Directors and/or shareholders are a close family member
Mono Group Co., Ltd.	Thailand	Related company	Directors and/or shareholders are a close family member
Assetwise Public Co., Ltd.	Thailand	Related company	Direct shareholders of 39 Estate Co.,Ltd and common director
Botanica Grand Avenue Co., Ltd.	Thailand	Related company	Associate company of Synergy Estate Co., Ltd.
Synergy Estate Co., Ltd.	Thailand	Related company	Subsidiary company of Assetwise Public Co., Ltd. and common director
Title Hotel Naiyayng Co., Ltd.	Thai	Subsidiary	Direct shareholders
Mr. Prasert Wannacharoen	Thai	Related person	Directors and/or shareholders
Mr. Wekin Tangkulwat	Thai	Related person	Chief executive officer of the Company
Mr. Nattaphon Lakkanlawan	Thai	Related person	Director and/or shareholder
Mr. Kriangsak Hiamto	Thai	Related person	Director and/or shareholder
Mr. Wut Wiphanpong	Thai	Related person	Director and/or shareholder

**Bases of measurement for intercompany revenues and expenses**

	<u>Pricing policies</u>
Sales of residential condominium	Market price
Purchase of materials and equipments of construction	Market price
Purchase of building	Market price

**5. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents as at December 31, 2023 and 2022 consisted of:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	<u>financial statements</u>	<u>financial statements</u>	
	<u>2023</u>	<u>2023</u>	<u>2022</u>
Cash on hand	756,429	756,429	600,000
Cash at banks	912,359,814	910,480,335	90,816,727
<b>Total</b>	<b>913,116,243</b>	<b>911,236,764</b>	<b>91,416,727</b>
			<b>%</b>
Interest rate	0.25 - 0.95	0.25 - 0.95	0.20 - 0.4

The currencies denomination of cash and cash equivalents as at December 31, 2023 and 2022 were as follows:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	<u>financial statements</u>	<u>financial statements</u>	
	<u>2023</u>	<u>2023</u>	<u>2022</u>
Thai Baht (THB)	912,614,814	910,735,335	91,416,727
US Dollars (USD)	464,326	464,326	-
Euro (EUR)	37,103	37,103	-
<b>Total</b>	<b>913,116,243</b>	<b>911,236,764</b>	<b>91,416,727</b>



## 6. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, 2023 and 2022 consisted of:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Property for sale			
Condominium units	6,597,456	6,597,456	230,125,750
Property under development			
Land	291,814,451	291,814,451	59,023,015
Construction in progress	631,307,884	631,307,884	121,466,647
Borrowing cost	5,185,618	5,185,618	-
<b>Total</b>	<b>934,905,409</b>	<b>934,905,409</b>	<b>410,615,412</b>

Movements of cost of property development for the years ended December 31, 2023 and 2022 were summarized as follows:

		<b>Baht</b>		
		Consolidated	Separate	
		financial statements	financial statements	
	Note	2023	2023	2022
Cost of sales		231,538,581	231,538,581	324,041,664
Construction cost		524,581,609	524,581,609	52,756,776
Transfer in land held for development	10	231,842,066	231,842,066	-
Transfer to investment property	11	5,780,715	5,780,715	23,855,939
Capitalize borrowing cost in				
cost of property development	32	5,185,618	5,185,618	-
Interest rate (%)		5.80 - 6.43	5.80 - 6.43	-

As at December 31, 2023 and 2022, the Company mortgaged land with construction as collateral for credit facilities of loan (see notes 18), which its carrying value was summarized as follow:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Property under development	899,153,437	899,153,437	125,969,290



Information of property projects as at December 31, 2023 and 2022 were summarized as follows:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Total estimated sale value of property projects			
which were in the process of selling	6,722,213,476	6,722,213,476	1,810,684,057
Total sale value of units which their controls			
were transferred to the customers	957,328,077	957,328,077	527,950,225
Total sale value under the contracts which			
were in the process of transferring of control	4,405,647,099	4,405,647,099	593,328,315
Cost to obtain contract with customer	236,109,214	236,109,214	72,921,048
Advance received	1,764,102,771	1,764,102,771	480,218,656

The Group had the unsatisfied obligations under contracts with customers that are unsatisfied which the Group expects to satisfy these performance obligations within the 1-3 year.

## 7. COST TO OBTAIN CONTRACT WITH CUSTOMER

Movements of cost to obtain contract with customer for the years ended December 31, 2022 and 2021 were summarized as follows:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Beginning balance	72,921,048	72,921,048	48,366,447
Enter into the contracts and paid for commission	225,570,775	225,570,775	96,276,427
Recognize offset against other income			
(Customers breach the contract)	(1,350,000)	(1,350,000)	(2,687,322)
Recognized as selling expenses	(61,032,609)	(61,032,609)	(69,034,504)
<b>Ending balance</b>	<b>236,109,214</b>	<b>236,109,214</b>	<b>72,921,048</b>



## 8. OTHER CURRENT ASSETS

Other current assets as at December 31, 2023 and 2022 consisted of:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Advance payments for goods and services	43,028,501	43,028,501	1,106,259
Prepaid expense	2,066,891	2,066,891	1,717,748
Advance payment fee	2,873,000	2,873,000	-
Others	273,807	273,807	147,974
Total	48,242,199	48,242,199	2,971,981
Less Allowance for impairment losses	-	-	(203,697)
<b>Other current assets - net</b>	<b>48,242,199</b>	<b>48,242,199</b>	<b>2,768,284</b>

Movement of allowance for impairment loss for the year ended December 31, 2023 were summarized as follows:

	<b>Baht</b>
	Consolidated and separate financial statements
Beginning balance	203,697
<b>Add</b> Loss from impairment	-
<b>Less</b> Written-off allowance for impairment of assets	(203,697)
Ending balance	-

## 9. INVESTMENT IN SUBSIDIARIES

Investments in subsidiaries as at December 31, 2023 consisted of:

		%	<b>Baht</b>
Company	Paid-up share capital	Shareholding	At cost
Title Hotel Naiyang Co., Ltd	1,000,000	99.97	999,700
The Esquire Co., Ltd	1,000,000	99.97	999,700
Total			1,999,400

During the year 2023, the Company invested in the ordinary shares of the following companies:

Title Hotel Naiyang Co., Ltd in the number of 9,997 shares (Baht 100 par value) at Baht 100 per share, totalling of Baht 1 million, representing 99.97 percent of share capital. The called up share capital was Baht 100 per share, totalling of Baht 1 million.



The Esquire Co., Ltd in the number of 9,997 shares (Baht 100 par value) at Baht 100 per share, totalling of Baht 1 million, representing 99.97 percent of share capital. The called up share capital was Baht 100 per share, totalling of Baht 1 million.

## 10. LAND HELD FOR DEVELOPMENT

Movements of land held for development for the years ended December 31, 2023 and 2022 consisted of:

	Note	<i><b>Baht</b></i> Consolidated financial statements
As at January 1, 2023		523,190,353
Purchase/ transfer-in		378,067,184
Disposal		-
Transfer to cost of property development	6	(231,842,066)
Transfer to investment property	11	(15,490,346)
Transfer to property, plant and equipment	12	(68,904,194)
<b>As at December 31, 2023</b>		<b>585,020,931</b>

	Note	<i><b>Baht</b></i> Separate financial statements
<b>At cost</b>		
As at January 1, 2022		520,632,250
Purchase/ transfer-in		2,558,103
Disposal		-
As at December 31, 2022		523,190,353
Purchase/ transfer-in		378,067,184
Disposal		-
Transfer to cost of property development	6	(231,842,066)
Transfer to investment property	11	(15,490,346)
Transfer to property, plant and equipment	12	(68,904,194)
<b>As at December 31, 2023</b>		<b>585,020,931</b>





The Group mortgaged the land held for development as collateral for credit facilities of loan from financial institutions (see note 18), which its carrying value was summarized as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Land held for development	<u>213,331,443</u>	<u>213,331,443</u>	<u>519,302,255</u>

## 11. INVESTMENT PROPERTY

Movement of investment property for the years ended December 31, 2023 and 2022 consisted of:

<i>Baht</i>				
<u>Consolidated financial statements</u>				
	<u>Note</u>	<u>Land</u>	<u>Building</u>	<u>Total</u>
<b>At cost</b>				
As at January 1, 2023		116,913	28,750,037	28,866,950
Increase		-	1,181,384	1,181,384
Transfer from cost of property development	6	-	5,780,715	5,780,715
Transfer from land held for development	10	15,490,346	-	15,490,346
Disposal/ transfer-out		-	-	-
As at December 31, 2023		<u>15,607,259</u>	<u>35,712,136</u>	<u>51,319,395</u>
<b>Accumulated depreciation</b>				
As at January 1, 2023		-	1,960,207	1,960,207
Depreciation		-	1,473,077	1,473,077
Disposal/ transfer-out		-	-	-
As at December 31, 2023		<u>-</u>	<u>3,433,284</u>	<u>3,433,284</u>
<b>Net book value</b>				
As at December 31, 2023		<b>15,607,259</b>	<b>32,278,852</b>	<b>47,886,111</b>

**Baht**

		Separate financial statements		
	Note	Land	Building	Total
<b>At cost</b>				
As at January 1, 2022		116,913	4,894,098	5,011,011
Increase		-	-	-
Transfer from cost of property development	6	-	23,855,939	23,855,939
Disposal/ transfer-out		-	-	-
As at December 31, 2022		116,913	28,750,037	28,866,950
Increase		-	1,181,384	1,181,384
Transfer from cost of property development	6	-	5,780,715	5,780,715
Transfer from land held for development	10	15,490,346	-	15,490,346
Disposal/ transfer-out		-	-	-
As at December 31, 2023		15,607,259	35,712,136	51,319,395
<b>Accumulated depreciation</b>				
As at January 1, 2022		-	1,091,255	1,091,255
Depreciation		-	868,952	868,952
Disposal/ transfer-out		-	-	-
As at December 31, 2022		-	1,960,207	1,960,207
Depreciation		-	1,473,077	1,473,077
Disposal/ transfer-out		-	-	-
As at December 31, 2023		-	3,433,284	3,433,284
<b>Net book value</b>				
As at December 31, 2022		116,913	26,789,830	26,906,743
As at December 31, 2023		15,607,259	32,278,852	47,886,111

**Baht**

	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
For the year ended December 31			
Amounts recognized in profit or loss			
Rental income	240,000	240,000	240,000



As at December 31, 2023, the Group mortgaged investment property as collateral for loans from financial institutions (see note 18) and long-term loans from other company (see note 19) which its carrying value were summarized as follow:

	<b>Baht</b>
	Consolidated and Separate financial statements
Land	15,607,259
Building	10,091,951
Total	25,699,210

Fair value of investment property as at December 31, 2023 and 2022 were as follow:

	<i>Baht</i>		
	Consolidated	Separate	
	<u>financial statements</u>	<u>financial statements</u>	
	<u>2023</u>	<u>2023</u>	<u>2022</u>
Land, building and construction	106,773,110	106,773,110	34,785,000

## Assets valuation

### Year 2023

The Group engaged CPN Capital Co., Ltd., who is an independent appraiser in accordance with professional standards of the Valuers Association of Thailand. Land was appraised basing on the Market Approach Method at the appraisal value of Baht 106.77 million as per the appraisal report dated January 25, 2024.

### Year 2022

The Group engaged Kawin Appraisal Co., Ltd., who is an independent appraiser in accordance with professional standards of the Valuers Association of Thailand. Land was appraised basing on the Market Approach Method at the appraisal value of Baht 34.79 million as per the appraisal report dated November 25 and 28, 2022.



## 12. PROPERTY, PLANT AND EQUIPMENT

Movement of property, plant and equipment for the years ended December 31, 2023 and 2022 consisted of:

	Consolidated financial statements						Baht	
	Note	Land	Building	Furniture and office equipment	Vehicles	Assets under construction		Total
At cost								
As at January 1, 2023		12,765,445	88,402,433	9,025,563	5,267,483	2,838,122	118,299,046	
Purchase/ transfer-in		62,314,559	3,238,858	6,682,113	1,231,330	35,611,571	109,078,431	
Gain on revaluation of assets		185,798,961	-	-	-	-	185,798,961	
Transfer from land held for development	10	68,904,194	-	-	-	-	68,904,194	
Disposals/ transfer-out		-	-	(1,187,892)	(938,599)	(3,601,657)	(5,728,148)	
As at December 31, 2023		329,783,159	91,641,291	14,519,784	5,560,214	34,848,036	476,352,484	
Accumulated depreciation								
As at January 1, 2023		-	46,875,808	7,908,066	2,389,147	-	57,173,021	
Depreciation		-	8,808,318	632,720	502,121	-	9,943,159	
Disposal/ transfer-out		-	-	(1,044,900)	(538,597)	-	(1,583,497)	
As at December 31, 2023		-	55,684,126	7,495,886	2,352,671	-	65,532,683	
Net book value								
As at January 1, 2023		12,765,445	41,526,625	1,117,497	2,878,336	2,838,122	61,126,025	
As at December 31, 2023		329,783,159	35,957,165	7,023,898	3,207,543	34,848,036	410,819,801	

**Baht**

## Separate financial statements

	Note	Land	Building	Furniture and office equipment	Vehicles	Assets under construction	Total
<b>At cost</b>							
As at January 1, 2022		12,765,445	81,177,740	9,460,694	4,385,483	6,675,116	114,464,478
Purchase/ transfer-in		-	7,224,693	382,527	882,000	3,635,791	12,125,011
Disposals/ transfer-out		-	-	(817,658)	-	(7,472,785)	(8,290,443)
As at December 31, 2022		12,765,445	88,402,433	9,025,563	5,267,483	2,838,122	118,299,046
Purchase/ transfer-in		-	3,238,858	6,682,113	1,231,330	35,611,571	46,763,872
Gain on revaluation of assets		185,798,961	-	-	-	-	185,798,961
Transfer from land held for development	10	68,904,194	-	-	-	-	68,904,194
Disposals/ transfer-out		-	-	(1,187,892)	(938,599)	(3,601,657)	(5,728,148)
As at December 31, 2023		267,468,600	91,641,291	14,519,784	5,560,214	34,848,036	414,037,925
<b>Accumulated depreciation</b>							
As at January 1, 2022		-	38,368,993	7,836,960	2,217,601	-	48,423,554
Depreciation		-	8,506,815	828,048	171,546	-	9,506,409
Disposal/ transfer-out		-	-	(756,942)	-	-	(756,942)
As at December 31, 2022		-	46,875,808	7,908,066	2,389,147	-	57,173,021
Depreciation		-	8,808,318	632,720	502,121	-	9,943,159
Disposal/ transfer-out		-	-	(1,044,900)	(538,597)	-	(1,583,497)
As at December 31, 2023		-	55,684,126	7,495,886	2,352,671	-	65,532,683
<b>Net book value</b>							
As at December 31, 2022		12,765,445	41,526,625	1,117,497	2,878,336	2,838,122	61,126,025
As at December 31, 2023		267,468,600	35,957,165	7,023,898	3,207,543	34,848,036	348,505,242



	<b>Baht</b>	
	<u>2023</u>	<u>2022</u>
As at December 31		
The gross carrying amount of fully depreciated that is still in use	14,908,754	6,880,578
For the year ended December 31		
Depreciation were recognized as		
Selling expenses	1,439,396	1,954,535
Administrative expenses	8,503,763	7,551,874

As at December 31, 2023, the Company mortgaged investment property as collateral for loans from financial institutions (see note 18) and long-term loans from other company (see note 19) which its carrying value were summarized as follow:

	<b>Baht</b>
	<u>Consolidated and Separate financial statements</u>
Land	<u>267,468,600</u>

#### Assets valuation

The Group engaged CPN Capital Co., Ltd., who is an independent appraiser in accordance with professional standards of the Valuers Association of Thailand. Land was appraised basing on the Market Approach Method at the appraisal as specify in the appraisal report dated on January 25, 2024.

Land is valued at Historical Cost and Revalue amount as follows:

	<b>Baht</b>	
	<u>Consolidated and Separate financial statements</u>	
	<u>2023</u>	
	<u>Historical cost</u>	<u>Revalue amount</u>
Land	<u>81,669,639</u>	<u>267,468,600</u>





### 13. LEASES

#### Right-of-use assets

Movements of the right-of-use assets for the year ended December 31, 2023 and 2022 were summarized as follows:

	<i><b>Baht</b></i>
	Consolidated
	financial statements
	Land
<b>Net book value</b>	
At January 1, 2023	6,122,413
Increase	-
<b>Less</b> Amortization	(1,022,442)
<b>At December 31, 2023</b>	<b>5,099,971</b>
	<i><b>Baht</b></i>
	Separate financial
	statements
	Land
<b>Net book value</b>	
At January 1, 2022	-
Increase	7,579,397
<b>Less</b> Amortization	(1,456,984)
At December 31, 2022	6,122,413
Increase	-
<b>Less</b> Amortization	(1,022,442)
<b>At December 31, 2023</b>	<b>5,099,971</b>

**Leases liabilities**

As at December 31, 2023 and 2022 leases liabilities consisted of:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Leases liabilities	5,712,000	5,712,000	6,744,000
<b>Less</b> Deferred interest	<b>(607,942)</b>	<b>(607,942)</b>	<b>(795,094)</b>
Leases liabilities	5,104,058	5,104,058	5,948,906
<b>Less</b> Current portion	<b>(873,187)</b>	<b>(873,187)</b>	<b>(845,176)</b>
<b>Long-term leases liabilities</b>	<b>4,230,871</b>	<b>4,230,871</b>	<b>5,103,730</b>

The Group entered into the land operating lease agreement for construction of office building and staff dormitories.

Movements of leases liabilities for the year ended December 31, 2023 and 2022 were summarized as follows:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Beginning balance	5,948,906	5,948,906	-
Enter into the lease	-	-	7,579,397
Amortized interest	187,152	187,152	265,509
Lease payment	<b>(1,032,000)</b>	<b>(1,032,000)</b>	<b>(1,896,000)</b>
Ending balance	<b>5,104,058</b>	<b>5,104,058</b>	<b>5,948,906</b>

As at December 31, 2023 and 2022 lease liabilities presented by term of repayment period were summarized as follows:

	<b>Baht</b>		
	Consolidated financial statements		
		Deferred	Minimum
Due of payment	Present Value	interest expenses	lease payment
<b>Year 2023</b>			
Within 1 year	873,187	158,813	1,032,000
More than 1 year but not over 5 years	2,606,435	393,565	3,000,000
Over 5 years but not over 10 years	1,624,436	55,564	1,680,000
Total	<b>5,104,058</b>	<b>607,942</b>	<b>5,712,000</b>

**Baht**

Due of payment	Separate financial statements		
	Present Value	Deferred interest expenses	Minimum lease payment
<b>Year 2023</b>			
Within 1 year	873,187	158,813	1,032,000
More than 1 year but not over 5 years	2,606,435	393,565	3,000,000
Over 5 years but not over 10 years	1,624,436	55,564	1,680,000
Total	5,104,058	607,942	5,712,000
<b>Year 2022</b>			
Within 1 year	845,176	186,824	1,032,000
More than 1 year but not over 5 years	3,479,294	552,706	4,032,000
Over 5 years but not over 10 years	1,624,436	55,564	1,680,000
Total	5,948,906	795,094	6,744,000

**Baht**

	Consolidated	Separate	
	financial statements	financial statements	financial statements
	2023	2023	2022
<b>For the year ended December 31</b>			
<b>Recognized in profit or loss</b>			
Amortization of right-of-use assets	1,022,442	1,022,442	1,456,984
Interest expense relating to lease liabilities	187,152	187,152	265,509

**14. PREPAYMENT**

Prepayment for land as at December 31, 2023 and 2022 were summarized as follows:

**Baht**

	Separate financial statements
Prepayment for land	189,648,688

On July 11, 2023 and November 10, 2023 The Company entered into 2 purchase and sell agreement of land with other persons, in the total amount of Baht 597.56 million. The Company had made the prepayment for land of Baht 189.65 million, the remaining amount will be paid when the ownership of land had been transferred in January 16, 2024 and May 10, 2024.



## 15. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2023 and 2022 consisted of:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Advance income tax	-	-	2,388,350
Security deposit	1,388,254	1,370,254	1,243,755
Total	1,388,254	1,370,254	3,632,105
<b>Less</b> Allowance for impairment of assets	-	-	(2,388,350)
<b>Other non-current assets - net</b>	<b>1,388,254</b>	<b>1,370,254</b>	<b>1,243,755</b>

Movements of allowance for impairment of assets for the year December 31, 2023 and 2022 were as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Beginning balance	2,388,350	2,388,350	357,847
<b>Add</b> Loss from impairment of assets	1,028,211	1,028,211	2,388,350
<b>Less</b> Amortized allowance for impairment of assets	(3,416,561)	(3,416,561)	(357,847)
Ending balance	-	-	2,388,350

## 16. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2023 and 2022 consisted of:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Trade payables	24,954,924	24,954,924	6,333,413
<b>Other payables</b>			
Accrued expenses	7,679,803	7,639,803	12,019,795
<b>Total</b>	<b>32,634,727</b>	<b>32,594,727</b>	<b>18,353,208</b>

**17. SHORT-TERM LOAN FROM OTHER COMPANY**

Short-term loans from other company as at December 31, 2022 consisted of:

<i>(%)</i>					
		<i>Baht</i>	Referred	Interest	
Lender	Credit limit	Principal	interest rate	installment	Due of payment
Other company	180,000,000	<u>3,000,000</u>	MLR	End of each month	Repayment of principal within March 2024

Movements of short-term loan from other company for the years ended December 31, 2022 and 2021 were as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Beginning balance	3,000,000	3,000,000	-
<b>Add</b> Increase in loan	-	-	3,000,000
<b>Less</b> Repayment	<u>(3,000,000)</u>	<u>(3,000,000)</u>	-
Ending balance	<u>-</u>	<u>-</u>	<u>3,000,000</u>

**Collateral**

The Group mortgaged land with construction under the property development (see note 6) and land held for development (see note 10).



## 18. LONG-TERM LOAN FROM FINANCIAL INSTITUTIONS

Long-term loans from financial institutions as at December 31, 2023 consisted of:

Lender	Consolidated financial statements		Referred interest rate	Interest installment	Term of payment
	Credit limit	Principal			
		<b>Baht</b>	<b>%</b>		
Commercial bank	941,000,000	400,000,000	MLR	End of month	Principal in the amount of Baht 400 million within year 2025 The remaining principal shall be repaid within July 7, 2027
Commercial bank	393,650,000	120,650,000	MLR	End of month	The remaining principal shall be repaid within November 30, 2026
	88,300,000	88,300,000	MLR	End of month	The remaining principal shall be repaid within November 30, 2025
	82,200,000	82,200,000	MLR	End of month	The remaining principal shall be repaid within November 30, 2025
Total		691,150,000			
Less Deferred financial fee		(2,210,243)			
<b>Long-term loan</b>		<b>688,939,757</b>			





Movements of loan from financial institutions for the year ended December 31, 2023 were as follows:

	<b><i>Baht</i></b>
	Consolidated and separate financial statements
Beginning balance	-
<b>Add</b> Increase in loan	691,150,000
<b>Less</b> Repayment	-
Ending balance	<u>691,150,000</u>

### Collateral

The Group mortgaged land with construction under the property development (see note 6) and land held for development (see note 10).

As at December 31, 2023, long-term loan from financial institutions presented by term of repayment period were summarized as follow:

	<b><i>Baht</i></b>
	Consolidated and separate financial statements
Due date of payment	
within 1 year	-
more than 1 year but not over 5 years	<u>691,150,000</u>
Total	<u><u>691,150,000</u></u>



## 19. LONG-TERM LOAN FROM OTHER COMPANIES

Long-term loan from other companies as at December 31, 2023 and 2022 consisted of:

Lender	Consolidated financial statements		Referred interest rate	Interest installment	Term of payment
	Credit limit	Principal			
			Baht	%	
Other company	80,000,000	80,000,000	MLR	End of month	The principal repayment is not less than Baht 8 million with in September 15, 2024, the principal repayment is not less than Baht 8 million with in September 15, 2025 and the remaining principal shall be repaid within September 26, 2026.
Less Deferred fee		(1,094,810)			
Less Advance interest		(1,665,771)			
Net		77,239,419			
Less Current portion		(5,923,411)			
Long-term loan		<u>71,316,008</u>			

**Baht**

Lender	Separate financial statements			%			Term of payment
	Credit limit		Principal	Referred interest rate	Interest installment		
	2023	2022	2022				
Other company	-	150,000,000	-	1,000,000	MLR	End of month	Principal repayment not less than of Baht 2 million within year 2021 The remaining principal shall be repaid within December 9, 2023
Other company	80,000,000	80,000,000	80,000,000	-	MLR	End of month	The principal repayment is not less than Baht 8 million with in September 15, 2024, the principal repayment is not less than Baht 8 million with in September 15, 2025 and the remaining principal shall be repaid within September 26, 2026.
Total			80,000,000	1,000,000			
Less Deferred fee			(1,094,810)	-			
Less Advance interest			(1,665,711)	-			
Net			77,239,479	1,000,000			
Less Current portion			(5,923,411)	(1,000,000)			
Long-term loan			71,316,068	-			



Movements of loan from other company for the year ended December 31, 2023 and 2022 were summarized as follows:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Beginning balance	1,000,000	1,000,000	454,300,000
Add Increase	80,000,000	80,000,000	-
Less: Repayment	(1,000,000)	(1,000,000)	(453,300,000)
Ending balance	80,000,000	80,000,000	1,000,000

### Collateral

The Company mortgaged investment property (see note 11) and property, plant and equipment(see note 12).

As at December 31, 2023 and 2022 long-term loan from other company presented by term of repayment period were summarized as follow:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Due date of payment			
Within 1 year	8,000,000	8,000,000	1,000,000
More than 1 year but not over 5 years	72,000,000	72,000,000	-
Total	80,000,000	80,000,000	1,000,000

## 20. ADVANCE RECEIVED

Movement of advance received for the years ended December 31, 2023 and 2022 were summarized as follows:

	<b>Baht</b>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Beginning balance	480,218,656	480,218,656	332,727,407
Increase	1,747,719,110	1,747,719,110	731,280,962
Recognized as revenue from sales	(461,074,722)	(461,074,722)	(577,423,649)
Decrease from contract termination	(2,760,273)	(2,760,273)	(6,366,064)
Ending balance	1,764,102,771	1,764,102,771	480,218,656



Advance received arising from purchasing residential unit from the Company which the customer made a wholly or partially payment. The Company will transfer advance received to recognize as revenue from sale when they completely transfer control over the residential unit to the customer.

## 21. PROVISIONS

Provisions as at December 31, 2023 and 2022 consisted of:

**Baht**

	Consolidated financial statements		
	Estimated Warranty	Estimated Warranty	
	Performance	repair	Total
As at January 1, 2023	9,055,557	17,828,340	26,883,897
Increase	2,276,000	-	2,276,000
Actual payment	(760,299)	(12,840,000)	(13,600,299)
Reversal of estimated	(2,865,817)	-	(2,865,817)
<b>As at December 31, 2023</b>	<b>7,705,441</b>	<b>4,988,340</b>	<b>12,693,781</b>

**Baht**

	Separate financial statements		
	Estimated Warranty	Estimated Warranty	
	Performance	repair	Total
As at January 1, 2022	11,504,615	30,100,361	41,604,976
Increase	2,875,000	520,000	3,395,000
Actual payment	(434,609)	(12,781,636)	(13,216,245)
Reversal of estimated	(4,889,449)	(10,385)	(4,899,834)
As at December 31, 2022	9,055,557	17,828,340	26,883,897
Increase	2,276,000	-	2,276,000
Actual payment	(760,299)	(12,840,000)	(13,600,299)
Reversal of estimated	(2,865,817)	-	(2,865,817)
<b>As at December 31, 2023</b>	<b>7,705,441</b>	<b>4,988,340</b>	<b>12,693,781</b>

The Group recognized provision for repair and maintenance of public utilities system in according to the requisition of the condominium unit juristic person, which the warranty period was expired. In addition, the Group further revised the provision for retention in order to protect the impacts on environment.

**22. OTHER CURRENT LIABILITIES**

Other current liabilities as at December 31, 2023 and 2022 consisted of:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Advance received	9,837,501	9,837,501	17,328,301
Deposit	2,384,042	2,384,042	548,478
Suspense withholding tax and value added tax	7,064,934	7,064,934	1,884,659
<b>Total</b>	<b>19,286,477</b>	<b>19,286,477</b>	<b>19,761,438</b>

**23. PROVISIONS FOR EMPLOYEE BENEFIT**

Provisions for employee benefit as at December 31, 2023 and 2022 consisted of:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Post employment benefits			
Present value of obligations	12,009,644	12,009,644	15,785,350
Provisions for employee benefit	12,009,644	12,009,644	15,785,350
<b>Less</b> Current portion	-	-	-
<b>Provisions for long-term employee benefit</b>	<b>12,009,644</b>	<b>12,009,644</b>	<b>15,785,350</b>





Movements of the present value of provisions for employee benefit for the years ended December 31, 2023 and 2022 were summarized as follows:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
<b>Post-employment benefit plan</b>			
Present value of provision for employee benefit			
At January 1,	15,785,350	15,785,350	21,436,155
Included in profit or loss:			
Current service cost	1,677,860	1,677,860	3,509,375
Interest cost	271,624	271,624	433,138
Liabilities decrease from retirement	(692,843)	(692,843)	-
Recognized in other comprehensive income (loss):			
Actuarial gain result from changes			
- Demographic assumptions	(2,092,977)	(2,092,977)	898,704
- Financial assumptions	(173,095)	(173,095)	(496,360)
- Experience adjustments	(2,766,275)	(2,766,275)	(9,995,662)
At December 31,	12,009,644	12,009,644	15,785,350

Principal actuarial assumptions as at December 31, 2023 and 2022 were as follows:

	<i><b>Baht</b></i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Discount rate	2.70	2.70	2.52
Salary increase rate	5.00	5.00	5.00
Turnover rate	0.00 - 21.00	0.00 - 21.00	0.00 - 13.00
Disability rate	5% of mortality rate	5% of mortality rate	5% of mortality rate

Discount rate was the market yields on government's bond for legal severance payments plan.

Salary increase rate depended on the management's policies.

Turnover rate depended on the length of service.

Mortality rate was the reference rate from TMO2017: Thai Mortality Ordinary Table 2017.



## Sensitivity analysis

The result of sensitivity analysis for significant assumptions that affect the present value of the provisions for employee benefit as at December 31, 2023 and 2022 were summarized below:

	<i>Baht</i>	
	Consolidated financial statements	
	2023	
	Increase	Decrease
Discount rate (1% movement)	(881,366)	1,025,586
Salary increase rate (1% movement)	991,172	(871,131)
Turnover rate (1% movement)	(949,095)	368,688

	<i>Baht</i>			
	Separate financial statements			
	2023		2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(881,366)	1,025,586	(1,385,153)	1,642,478
Salary increase rate (1% movement)	991,172	(871,131)	1,583,847	(1,366,997)
Turnover rate (1% movement)	(949,095)	368,688	(1,472,838)	655,060

The Group presented the expenses in the statement of comprehensive income for the year ended December 31, 2023 and 2022 as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Cost of sale	-	-	759,383
Selling expenses	136,480	136,480	600,899
Administrative expenses	598,237	598,237	524,376
Management remuneration	313,977	313,977	1,624,717
Finance cost	164,964	164,964	433,138
Total	1,213,658	1,213,658	3,942,513



## 24. REVENUE FROM CONTRACT WITH CUSTOMERS

### Disaggregation of revenue

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
<b>Type of goods or services</b>			
Revenue from sale of property	437,564,095	437,564,095	581,079,474
Rental income	4,772,945	4,772,945	1,336,102
Operation management condominium units income	10,800,000	10,800,000	7,800,000
Revenue from termination and change of agreement	6,459,745	6,459,745	5,015,696
Other income	469,053	468,453	586,261
Total	22,501,743	22,501,143	14,738,059
<b>Grand total</b>	<b>460,065,838</b>	<b>460,065,238</b>	<b>595,817,533</b>
<b>Timing of revenue recognition</b>			
At a point in time	444,492,894	444,492,294	586,645,431
Over time	15,572,944	15,572,944	9,172,102
Total	460,065,838	460,065,238	595,817,533

## 25. OPERATING SEGMENT

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 measured basing on segment operating profit or loss on a basis consistent with that used to measure operating profit or loss in the financial statements.

### Business segment

The Group identified their business segment as involve property development.

### Geographic segment

The Group operates only in Thailand. There are no revenues derived from or assets located in foreign countries. As a result, all the revenues and assets as reflected in these financial statements pertain exclusive to this geographical reportable segment.

### Major customers

No single customer represents a major customer because the Group have large number of customers.



The Group has revenue in primary geographical as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Europe	271,853,635	271,853,635	492,434,145
Asia	160,482,450	160,482,450	44,647,434
Australia	5,228,010	5,228,010	7,581,014
America	-	-	36,416,881

## 26. SHARE CAPITAL

Movement of share capital for the years ended December 31, 2023 and 2022 were summarized as follows:

		<i>Baht</i>			
		2023		2022	
Note	Par value	Number	Amount	Number	Amount
<b>Share capital (Par value)</b>					
Ordinary shares					
At January 1	0.50	721,897,493	360,948,747	725,625,493	362,812,747
Increase of shares		-	-	-	-
Reduction of shares	0.50	-	-	(3,728,000)	(1,864,000)
<b>At December 31</b>	<b>0.50</b>	<b>721,897,493</b>	<b>360,948,747</b>	<b>721,897,493</b>	<b>360,948,747</b>
<b>Issued and paid-up shares (Paid-up value)</b>					
Ordinary shares					
At January 1	0.50	721,897,493	360,948,747	725,625,493	362,812,747
Increase of shares		-	-	-	-
Reduction of shares	25 0.50	-	-	(3,728,000)	(1,864,000)
<b>At December 31</b>	<b>0.50</b>	<b>721,897,493</b>	<b>360,948,747</b>	<b>721,897,493</b>	<b>360,948,747</b>

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Group.

### Registered share capital

- 26.1 The Extraordinary General Meeting of Shareholders held on December 25, 2023 passed the resolutions to approve to increase authorized share capital from Baht 360.95 million (721.90 million shares with a par value of Baht 0.50) to Baht 415.09 million ( 830.18 million shares with a par value of Baht 0.50) by issuing ordinary shares Baht 54.14 million (108.28 million shares with a par value of Baht 0.50) to offered to the existing shareholders in the proportion of their shareholding.



On January 3, 2024, the Group had already registered the mentioned increase in share capital with the Department of Business Development, Ministry of Commerce.

- 26.2 The Ordinary General Meeting of Shareholders held on December 8, 2022 passed the special resolutions to approve to decrease the authorized share capital by reducing 3,728,000 ordinary shares with the par value of Baht 0.50 per share, totalling of Baht 1.86 million.

On December 8, 2022, the Company had already registered the mentioned decrease in share capital with the Department of Business Development, Ministry of Commerce.

## 27. PREMIUM ON SHARE CAPITAL

According to the Public Companies Act B.E. 2535, Section 51, the Group is required to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("premium on share capital"). Premium on share capital is not available for dividend distribution.

## 28. LEGAL RESERVE

According to the Public Limited Companies Act B.E. 2535, Section 116, the Group is required to set aside 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 share capital. The statutory reserve is not available for dividend distribution.

## 29. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses for the year ended December 31, 2023 and 2022 were summarized as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Wages and salaries	58,425,399	58,425,399	41,626,702
Defined benefit plans	1,213,658	1,213,658	3,942,513
Defined contribution plans	1,799,244	1,799,244	1,572,195
Others	2,720,703	2,720,703	2,531,048
<b>Total</b>	<b>64,159,004</b>	<b>64,159,004</b>	<b>49,672,458</b>

## 30. PROVIDENT FUND

The provident funds established by the Group for its employees under the Provident Fund Act B.E. 2530 comprises contributions made monthly by the employees and by the Group. The provident fund will be paid to the employees upon termination in accordance with the rules of the Fund. At the present, the provident funds are managed by Kasikorn Asset Management Public Company Limited.

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
For the year ended December 31			
Contributions paid to the provident fund	864,045	864,045	934,924

**31. EXPENSES BY NATURE**

Expenses by nature for the year ended December 31, 2023 and 2022 were summarized as follows:

<b>Baht</b>			
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Cost of sales			
Cost of obtaining the contracts	61,032,608	61,032,608	73,235,488
Selling expenses			
Employee benefits	16,334,499	16,334,499	13,075,926
Commission and promotional expenses	10,016,982	10,016,982	2,084,249
Registration fee	5,612,427	5,612,427	10,612,741
Depreciation and amortization	1,439,396	1,439,396	1,954,535
Other service expenses	4,226,369	4,226,369	3,835,144
Administrative expenses			
Employee benefits	47,824,506	47,824,506	35,749,142
Consultation and professional expenses	7,068,751	7,068,751	2,524,288
Depreciation and amortization	10,719,629	10,719,629	9,214,325
Utility expenses	3,801,312	3,801,312	4,485,043
Maintenance expenses	1,419,513	1,419,513	3,029,431
Others service expenses	8,398,783	8,398,783	8,677,387

**32. FINANCE COSTS**

Finance costs for the years ended December 31, 2023 and 2022 consisted of:

			<i>Baht</i>	
		Consolidated	Separate	
		financial statements	financial statements	
	Note	2023	2023	2022
Interest expenses		8,992,726	8,992,726	11,256,547
Bank charges		346,502	346,502	-
Total		9,339,228	9,339,228	11,256,547
Less Capitalized borrowing costs	6, 11	(5,412,141)	(5,412,141)	-
Net		3,927,087	3,927,087	11,256,547





### 33. INCOME TAX

Income tax of the Group for the years ended December 31, 2023 and 2022 was calculated at a rate specified by the Revenue Department on net earnings after adjusting certain conditions according to the Revenue Code. The Group recorded the corporate income tax as expense for the years and recorded the accrued portion as liabilities in the statements of financial position.

Tax income (expense) for the year ended December 31, 2023 and 2022 were as follow:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
<b>Income tax recognised in profit or loss</b>			
<b>Current tax expense</b>			
Current year	-	-	-
<b>Deferred tax</b>			
Movements in temporary differences	(6,403,544)	(6,403,544)	(16,818,863)
<b>Tax expense</b>	<b>(6,403,544)</b>	<b>(6,403,544)</b>	<b>(16,818,863)</b>

Tax expense for the year ended December 31, 2013 and 2022 were as follow:

	<i>Baht</i>		
	Consolidated financial statements		
	2566		
	Before	Tax	Net
	income tax	expense	of income tax
<b>Income tax</b>			
<b>recognized in other comprehensive income</b>			
Surplus on revaluation of assets	185,798,961	(37,159,792)	148,639,169
Defined benefit plan actuarial gains	5,032,347	(1,006,469)	4,025,878
<b>Other comprehensive income - net of tax</b>	<b>190,831,308</b>	<b>(38,166,261)</b>	<b>152,665,047</b>



	Separate financial statements						<i>Baht</i>
	2022			2023			
	Before income tax	Tax expense	Net of income tax	Before income tax	Tax expense	Net of income tax	
<b>Income tax</b>							
<b>recognized in other comprehensive income</b>							
Gain on revaluation of assets	-	-	-	185,798,961	(37,159,792)	148,639,169	
Defined benefit plan actuarial gains	9,593,318	(1,918,664)	7,674,654	5,032,347	(1,006,469)	4,025,878	
<b>Other comprehensive income - net of tax</b>	<b>9,593,318</b>	<b>(1,918,664)</b>	<b>7,674,654</b>	<b>190,831,308</b>	<b>(38,166,261)</b>	<b>152,665,047</b>	



## Reconciliation of effective tax rate

		Consolidated financial statements	
		2023	
		<i>Tax rate</i>	
		<i>%</i>	<i>Baht</i>
Profit before income tax			28,610,926
Income tax using the corporate tax rate	20		(5,722,185)
Expenses not deductible for tax purposes			(2,632,509)
Addition expenses deductible for tax expense			169,757
Effect of elimination entries on consolidation			120
Loss carry forward			8,349,614
Current year losses			(164,797)
Current tax expense	-		-
Movement in temporary differences			(6,403,544)
<b>Tax expense</b>	<b>22</b>		<b>(6,403,544)</b>

		Separate financial statements			
		2023		2023	
		<i>Tax rate</i>		<i>Tax rate</i>	
		<i>%</i>	<i>Baht</i>	<i>%</i>	<i>Baht</i>
Profit before income tax			29,434,310		78,005,515
Income tax using the corporate tax rate	20		(5,886,862)	20	(15,601,103)
Expenses not deductible for tax purposes			(2,632,509)		303,587
Addition expenses deductible for tax expense			169,757		-
Loss carry forward			8,349,614		15,297,516
Current tax	-		-	-	-
Movement in temporary differences			(6,403,544)		(16,818,863)
<b>Tax expense</b>	<b>22</b>		<b>(6,403,544)</b>	<b>22</b>	<b>(16,818,863)</b>

**Deferred tax**

Deferred tax as at December 31, 2023 and 2022 consisted of:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Deferred tax assets	23,446,409	23,446,409	35,943,599
Deferred tax liabilities	(32,107,316)	(32,107,316)	(34,701)
<b>Deferred tax assets (liabilities) - net</b>	<b>(8,660,907)</b>	<b>(8,660,907)</b>	<b>35,908,898</b>

Movement of deferred tax assets and liabilities occurred during the year were summarized as follows:

		<i>Baht</i>			
		Consolidated financial statements			
		As at January 1,	Profit	Other	As at December
	Note	2023	(loss)	comprehensive loss	31, 2023
<b>Deferred tax assets</b>					
Property, plant and equipment	12	4,309,029	(4,309,029)	-	-
Right-of-use asset		-	817	-	817
Other current assets		16,467	(16,467)	-	-
Provisions	21	5,376,779	(2,838,023)	-	2,538,756
Provisions for employee benefit	23	3,157,070	1,257,797	(1,006,469)	3,408,398
Guarantee return		751,947	2,763,797	-	3,515,744
Loss carry forward		22,332,307	(8,349,613)	-	13,982,694
<b>Total</b>		<b>35,943,599</b>	<b>(11,490,721)</b>	<b>(1,006,469)</b>	<b>23,446,409</b>
<b>Deferred tax liabilities</b>					
Property, plant and equipment	12	-	5,052,476	(37,159,792)	(32,107,316)
Right-of-use asset	13	(34,701)	34,701	-	-
<b>Total</b>		<b>(34,701)</b>	<b>5,087,177</b>	<b>(37,159,792)</b>	<b>(32,107,316)</b>

**Balut**

## Separate financial statements

	As at January 1, 2022	Profit (loss)	Other comprehensive loss	As at December 31, 2022	Profit (loss)	Other comprehensive loss	As at December 31, 2023
<b>Deferred tax assets</b>							
Property, plant and equipment	3,609,413	699,616	-	4,309,029	(4,309,029)	-	-
Right-of-use asset	-	-	-	-	817	-	817
Other current assets	-	16,467	-	16,467	(16,467)	-	-
Provisions	8,304,596	(2,927,817)	-	5,376,779	(2,838,023)	-	2,538,756
Provisions for employee benefit	4,287,231	788,503	(1,918,664)	3,157,070	1,257,797	(1,006,469)	3,408,398
Guarantee return	815,363	(63,416)	-	751,947	2,763,797	-	3,515,744
Loss carry forward	37,629,822	(15,297,515)	-	22,332,307	(8,349,613)	-	13,982,694
<b>Total</b>	<b>54,646,425</b>	<b>(16,784,162)</b>	<b>(1,918,664)</b>	<b>35,943,599</b>	<b>(11,490,721)</b>	<b>(1,006,469)</b>	<b>23,446,409</b>
<b>Deferred tax liabilities</b>							
Property, plant and equipment	-	-	-	-	5,052,476	(37,159,792)	(32,107,316)
Right-of-use asset	-	(34,701)	-	(34,701)	34,701	-	-
<b>Total</b>	<b>-</b>	<b>(34,701)</b>	<b>-</b>	<b>(34,701)</b>	<b>5,087,177</b>	<b>(37,159,792)</b>	<b>(32,107,316)</b>



### 34. EARNINGS PER SHARE

#### Basic earning per share

Basic earning per share for the year ended December 31, 2023 and 2022 is calculated by dividing profit for the years attributable to the ordinary shareholders of the Group by the weighted average number of ordinary shares issued and paid-up during the years adjusted with treasury stocks which were summarized as follow:

For the years ended December 31, 2023 and 2022 were as follows:

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
Profit for the year	22,207,382	23,030,766	61,186,652
<b>Weighted average number of ordinary shares (Shares)</b>			
Ordinary shares at the beginning of year	725,380,364	725,380,364	725,625,493
Reduction of shares	-	-	(245,129)
Weighted average number of ordinary shares	725,380,364	725,380,364	725,380,364
Basic earning per share	0.03	0.03	0.08

### 35. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2023 and 2022, the Group had commitments and contingent liabilities as follows:

#### Commitments

	<i>Baht</i>		
	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
a) Letters of guarantee for electricity used	206,690	206,690	206,690
b) Commitments regarding to the acquisition on land and cost of property development as follow:			
Construction agreement	1,552,254,171	1,552,254,171	8,858,104
Land purchase and sale agreement	408,307,937	408,307,937	-



**Baht**

	Consolidated	Separate	
	financial statements	financial statements	
	2023	2023	2022
c) Commitments regarding to the agreements as follows:			
<b>Capital commitments</b>			
Commitments regarding to purchase			
investment in an associated	267,724,980	267,724,980	-
Maintenance and service expense	-	-	162,800
Service rate per month	621,969	621,969	650,480

**Contingent liabilities**

The Company was sued as breach of contract and claimed for compensation related to commission from the sale of condominium units at the disputed amount of Baht 0.97 million

On December 14, 2023, the Courts of First Instance issued a judgment dismissing the customer's case.

The plaintiff is in the process of submitting a request to extend the appeal period.

However, the management assessed that effect from the mentioned lawsuit will not be claimed.

**36. FINANCIAL INSTRUMENTS**

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments of the Group principally comprise cash, cash at bank, trade and other receivables, trade and other payables, loans from financial institutions, lease liabilities, and loan from other companies.

**Risk management policy**

The Group are exposed to risks from changes in interest rates and currency exchange rates and risks from non-performance of contractual obligations by counterparties. The Group uses derivatives, as and when it considers appropriate, to manage such risks. In addition, the Group has a policy to enter into contracts with creditworthy counterparties. Therefore, the Group does not expect any material financial losses to arise from that the counterparties will fail to discharge their obligations as stipulated in the financial instrument contracts.

The accounting policies for derivatives are disclosed in note 3 to the financial statements.

**a) Interest rate risk**

Interest rate risk is the risk that future fluctuations in market interest rates will affect the operating result and cash flows of the Group.

The exposure to interest rate risk of the Group relates primarily to their deposits at financial institutions, loans from financial institutions, and loan from other companies. However, as most of the financial assets and liabilities carry floating interest rate which fluctuates in line with the market interest rates or carry fixed interest rate which approximates to the current market interest rate, the Group do not use derivatives to manage their interest rate risk.

**Baht**Consolidated financial  
statements

2023

Interest rate

Variable

Fixed

**As at December 31****Financial assets**

Cash at bank	912,359,814	-
Restricted bank deposits	207,951	-

**Financial liabilities**

Loans from financial institutions	688,939,757	-
Long-term loans from other company	-	71,316,068
Lease liabilities	-	5,104,085

**Baht**

## Separate financial statements

2023

2022

Interest rate

Interest rate

Variable

Fixed

Variable

Fixed

**As at December 31****Financial assets**

Cash at bank	910,480,335	-	90,816,727	-
Restricted bank deposits	207,951	-	206,690	-
Loans to related party	62,275,000	-	-	-

**Financial liabilities**

Short-term loans from other company	-	-	3,000,000	-
Loans from financial institutions	688,939,757	-	-	-
Long-term loans from other company	-	71,316,068	-	1,000,000
Lease liabilities	-	5,104,058	-	5,948,906



## b) Liquidity risk

Liquidity risk is the risk that the Group will be unable to liquidate financial assets and/or procure sufficient funds to discharge obligations in a timely manner, resulting in a financial loss.

The maturity dates of financial instruments held as of December 31, 2023 and 2022, counting from the statements of financial position date were as follows:

**Baht**

	Consolidated financial statements					
	As at December 31, 2023					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
<b>Financial assets</b>						
Trade and other reveivables	-	169,681	-	-	-	169,681
Restricted bank deposits	207,951	-	-	-	-	207,951
<b>Financial liabilities</b>						
Trade and other payables	-	32,594,727	-	-	-	32,594,727
Loans from other company	-	8,000,000	72,000,000	-	-	80,000,000
Loans from financial institutions	-	-	691,150,000	-	-	691,150,000
Lease liabilities	-	873,187	2,606,435	1,624,436	-	5,104,058
Retention payable	-	14,818,735	89,250	-	-	14,907,985

**Baht**

	Separate financial statements					
	As at December 31, 2023					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
<b>Financial assets</b>						
Trade and other reveivables	-	890,703	-	-	-	890,703
Restricted bank deposits	207,951	-	-	-	-	207,951
Loans to related party	-	-	62,275,000	-	-	62,275,000
<b>Financial liabilities</b>						
Trade and other payables	-	32,594,727	-	-	-	32,594,727
Loans from other company	-	8,000,000	72,000,000	-	-	80,000,000
Loans from financial institutions	-	-	691,150,000	-	-	691,150,000
Lease liabilities	-	873,187	2,606,435	1,624,436	-	5,104,058
Retention payable	-	14,818,735	89,250	-	-	14,907,985

**Baht**

Separate financial statements						
As at December 31, 2022						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
<b>Financial assets</b>						
Trade and other receivables	-	309,567	-	-	-	309,567
Restricted bank deposits	206,690	-	-	-	-	206,690
<b>Financial liabilities</b>						
Trade and other payables	-	18,353,208	-	-	-	18,353,208
Short-term loan from other company	-	3,000,000	-	-	-	3,000,000
Long-term loans from other company	-	1,000,000	-	-	-	1,000,000
Leases liabilities	-	845,176	3,479,294	1,624,436	-	5,948,906
Retention payable	-	1,697,082	1,682,243	-	-	3,379,325

## c) Foreign exchange risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

## d) Fair value

The fair value of financial instruments, considerable judgment is necessarily required in estimation of fair value. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be amid in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

The fair value information presented herein, does not include fair value information for financial assets and financial liabilities measured at amortized cost if the carrying amount is a reasonable approximation of fair value.

**Baht**

## Consolidated financial statements

Carrying amount		Fair value					
Fair value through comprehensive income		Amortized cost	Total	Level 1	Level 2	Level 3	Total
Fair value through profit or loss							
-	-	47,886,111	47,886,111	-	106,773,110	-	106,773,110

**As at December 31, 2023****Assets disclosed at fair value**

Investment property

**Baht**

## Separate financial statements

Separate financial statements							
Carrying amount				Fair value			
	Fair value through comprehensive income	Amortized cost	Total	Level 1	Level 2	Level 3	Total
Fair value through profit or loss							
-	-	47,886,111	47,886,111	-	106,773,110	-	106,773,110
-	-	26,906,743	26,906,743	-	34,785,000	-	34,785,000

**As at December 31, 2023****Assets disclosed at fair value**

Investment property

**As at December 31, 2022****Assets disclosed at fair value**

Investment property

-	-	26,906,743	26,906,743	-	34,785,000	-	34,785,000
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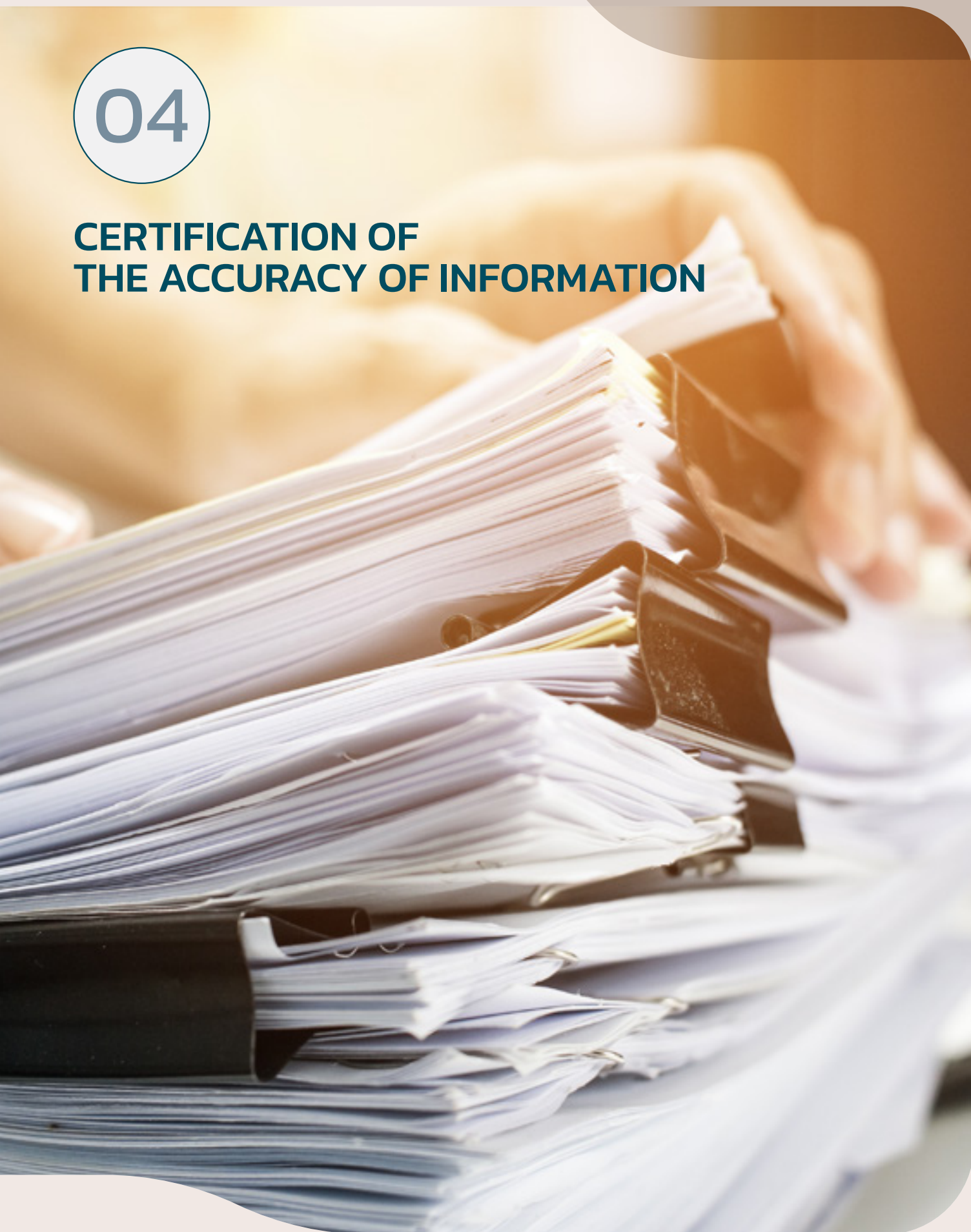
- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability such as the future cash flow estimated by the Group.





04

## CERTIFICATION OF THE ACCURACY OF INFORMATION





# Certification of the Accuracy of Information

The Company carefully reviewed the information in this annual registration statement/annual report with caution. The Company hereby certifies that such information is accurate, complete and contains no false or misleading statements. There are no omissions of any materiality facts that should have been stated therein. In addition to this, the Company certifies that:

1. 1. The financial statements and the financial information summarized in the annual registration statement/annual report are shown to be accurate and complete in regards to the financial position, operating results, and cash flow of the Company and its subsidiaries.
2. 2. The Company organized a good disclosure system to ensure that the important information of the Company and its subsidiaries are accurately and completely disclosed. The Company also supervises the implementation of the aforementioned systems.
3. 3. The Company organized a good internal control system and supervised the implementation of the system. The Company notified the assessment results of the internal control system on February 21, 2024 to the auditor and the Audit Committee of the Company This covers any errors and major changes of the internal control system as well as any misconducts that may affect the financial reporting of the Company and its subsidiaries.

In this regard, to evidence that all documents are the same as the certified documents, the Company assigned Patinya Jeewaphong to sign every page of these documents. If any document does not contain Patinya Jeewaphong signature, it will be deemed that such documents do not contain the information that the Company has certified the accuracy

*-Mr. Weerapan Wipanpong-*  
(Mr. Weerapan Wipanpong)

*-Mr. Nuthapon Luckkanalawan-*  
(Mr. Nuthapon Luckkanalawan)

Attorney

*-Patinya Jeewaphong-*  
(Patinya Jeewaphong)



## ATTACHMENT 1 : Details of Directors, Executives, Controlling Persons and Company Secretary

### Mr. Ronnachit Mahattanapreut

Age : 66

#### Position

- Chairman of the board of Directors / Chairman of Audit Committee Rhom Bho Property Public Company Limited

#### Education

- Doctoral Degree of Business Management. Suan Dusit University
- Master Degree of Business Management. Thammasat University
- Bachelor's Degree of Accounting. Thammasat University

#### Training

- DCP: Director Certification Program 20/2002
- ACP: Audit Committee Program 30/2010
- Fellow Member of IOD 08/02

#### Work experience

- Chairman of the Board Itthirit Nice Corporation Pub Co., Ltd.
- Director Sky Tower PCL Pub Co., Ltd.

#### Director/executive positions in other companies

- 2 listed company
- None companies or organizations

#### Family relationship between Directors and executives

- None

#### Illegal securities and derivatives record

- None

#### Illegal record in the last 10 years

- None

#### Proportion Shareholding 31 December 2023

- None



## Mr. Weerapan Wipanpong

Age : 54

### Position

- Director / Chairman of Executive Committee Rhom Bho Property Public Company Limited

### Education

- Bachelor of Architecture, Silpakorn University

### Training

- DCP: Director Certification Program 255/2018

### Work experience

- Executive Committee / Corporate Governance Committee / Deputy Chief Executive Officer (Business Development), AssetWise Public Company Limited
- Chief Project Development Officer, AssetWise Public Company Limited Board of Directors, Wise Estate

### Director/executive positions in other companies

- 1 listed company
- 43 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mr. Darong Hutajuta

Age : 62

### Position

- Director / Executive Committee / Nomination and Remuneration Committee / Co-Chief Executive Officer / Acting Chief of Product Development Officer

### Education

- Bachelor's Degree in Civil Engineering. King Mongkut's University of Technology Thonburi

### Training

- Director Accreditation Program (DAP) 118/2015

### Work experience

- Director Rhom Bho Property Public Company Limited
- Executive Committee Rhom Bho Property Public Company Limited
- Managing Director of Product Development Rhom Bho Property Public Company Limited

### Director/executive positions in other companies

- None listed company
- 1 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- 0.03 %



## Mr. Wakin Tangkulwat

Age : 48

### Position

- CO-Chief Executive Officer/  
Acting Chief of Sales &  
Marketing Officer/  
Acting Chief of Planning &  
Control Officer  
Rhom Bho Property Public  
Company Limited

### Education

- MBA (Real Estate), University of Texas, Arlington
- Bachelor of Engineering Chulalongkorn University

### Training

- Director Certification Program (DCP) class 341/2023

### Work experience

- Chief Project Development Officer, AssetWise Public Company Limited
- Senior Vice President, Magnolia Quality Development Corporation Co., Ltd.
- Head of Business Unit, Ananda Development Pub Co., Ltd.
- Vice president, International Business Development and condominium, Pruksa Real Estate Pub Co., Ltd.

### Director/executive positions in other companies

- None listed company
- 3 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None





## Mr.Sunpasiri Sunpa-a-sa

**Age :** 62

### Position

- Independent Director /  
Audit Committee /  
Chairman of Risk  
Management Committee  
Rhom Bho Property Public  
Company Limited

### Education

- Bachelor's Degree in Laws
- Thai Bar Association
- Master of Law (Taxation) De Paul University U.S.A.

### Training

- DAP: Director Accreditation Program 206/2566

### Work experience

- Legal Counsel LS Horizon Limited.

### Director/executive positions in other companies

- None listed company
- 1 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mr. Chakaphat Naskan

Age : 42

### Position

- Independent Director /  
Audit Committee /  
Chairman of Nomination and  
Remuneration Committee  
Rhom Bho Property Public  
Company Limited

### Education

- Master Degree of Science Program in Corporate Governance.  
Chulalongkorn University
- Bachelor's Degree of Business Administration Program in Accounting  
Ramkhamhaeng University
- CPA : Certified Public Accountant (CPA Thailand)

### Training

- Role of the Chairman Program (RCP) class 50/2022
- Director Leadership Certification Program (DLCP) class 2/2021
- Director Certification Program (DCP) class 250/2017
- Advanced Audit Committee Program (AACP) class 30/2018
- DCP Diploma Examination class 63/2018

### Work experience

- Director and Founder Thinkmate Business Advisory Co.,Ltd.
- Chief Financial Officer (CFO) and Advisor of Tourkrab.com Company  
Limited (2018 – present) (Startup company – Series A)
- Independent Director V.L.Enterprise Pub Co.,Ltd. (MAI)
- Independent Director Rompho Property Public Company Limited  
(2023 – present)
- Independent Director, Makuro Group Public Company Limited  
(2021 – present)
- Independent Director, Laundry U Company Limited (2023 – present)
- Ethics committee member Federation of Accounting Professions Under  
Royal Patronage (2022 – present)
- Executive Director, KPMG Phoomchai Business Consulting Company  
Limited (2002 – 2016)
- Certified Public Accountant of Thailand

### Director/executive positions in other companies

- 4 listed company
- 2 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mr. Kriengsak Hiamto

Age : 58

### Position

- Director/  
Executive Committee  
Rhom Bho Property Public  
Company Limited

### Education

- Master Degree Faculty of Business Administration Kasetsart University
- Bachelor's Degree in Faculty of Engineering Chiang Mai University

### Training

- DCP: Director Certification Program 264/2018

### Work experience

- Managing Director Group 2, AssetWise Public Company Limited
- Deputy – Chief Operation Officer Lowrise Group 1, SC Asset Corporation Pub Co.,Ltd.

### Director/executive positions in other companies

- None listed company
- None or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mr. Nuthapon Luckkanalawan

Age : 42

### Position

- Director /  
Executive Committee  
Rhom Bho Property Public  
Company Limited

### Education

- Master of Business Administration, National Institute of Development Administration
- Bachelor of Business Administration, Chulalongkorn University

### Training

- DAP: Director Accreditation Program 92/2554

### Work experience

- Chief Financial Officer, AssetWise PLC.
- Chief Financial Officer, Major Development Estate Co., Ltd..
- Deputy Executive Vice President, Pace Development PLC.
- Assistant Vice President, Major Development PLC.

### Director/executive positions in other companies

- 1 listed company
- 3 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mr. Wut Viphanphong

Age : 53

### Position

- Director Rhom Bho Property Public Company Limited

### Education

- Master's degree in Marketing/Finance Thammasat University
- Master's Degree, Environment, Chulalongkorn University
- Bachelor's degree in Mechanical Engineering, Chulalongkorn University

### Training

- Director Certification Program (DCP) class 252/2561
- Driving Company Success with IT Governance (ITG) class 6/2560

### Work experience

- Deputy Chief Executive Officer Business and Environmental Sustainability Division, Assetwise Public Company Limited.
- Deputy Chief Executive Officer Information Technology Division, Assetwise Public Company Limited.
- Director of companies in the Assetwise Group
- Director/ Managing Director, Treat Earth Co., Ltd.
- Director, Move Thai Duay Panya Co., Ltd. social enterprise

### Director/executive positions in other companies

- 1 other listed company
- 7 other companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mr. Prasert Vannacharoen

Age : 64

### Position

- Director / Executive Committee / Risk Management Committee Member / Managing Director of Operation and Legal Rhom Bho Property Public Company Limited

### Education

- Master of Social Development Administration, Institute of Development Administration
- Bachelor of Law, Thammasat University
- Bachelor Degree in Cooperative Economics, Kasetsart University

### Training

- Director Accreditation Program Class 171/2020

### Work experience

- Board of Director Sam Tunwa Company Limited

### Director/executive positions in other companies

- 1 listed company
- 1 companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- 0.62%





## Mr. Sutinun Theparruk

**Age :** 39

### Position

- Director Rhom Bho Property Public Company Limited

### Education

- Master of Commerce in Finance, Macquarie University, Sydney, Australia
- Master's Degree in Real Estate Business Thammasat University
- Bachelor's Degree in Accounting, Kasetsart University

### Training

- Master of Commerce in Finance, Macquarie University, Sydney, Australia
- Master's Degree in Real Estate Business Thammasat University
- Bachelor's Degree in Accounting, Kasetsart University

### Work experience

- Vice President: Corporate Finance, AssetWise Public Company Limited.
- Manager: Investment Division, Country Group Development Public Company Limited

### Director/executive positions in other companies

- None listed company
- None companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None

#### Note

Mr. Suthinan Theparak has been appointed to the position of Chief Accounting and Finance Officer, replacing Ms. Jeeraya Udomwongsap. who resigned from his position Effective from January 1, 2024



## Mrs. Bumpen Dansawat

Age : 53

### Position

- Assistant Director of  
Accounting and Finance

### Education

- Bachelor's degree (Business Administration, Accounting)  
Ramkhamhaeng University

### Training

- CFO's Orientation Course for New IPOs
- Pre-CFO & Fundamental CFO
- Refreshment of the Role and Expectation of A CFO

Year	Course	Number of hours
2023	Taxes for tax accountants throughout the system	6
2023	Personal Data Protection Act for Accounting-Finance	6
2023	Accounting for real estate sales business	6
2023	Consolidate Financial Statement Work Shop	6

### Work experience

- Accounting at Sam Tunwa Company Limited

### Director/executive positions in other companies

- None listed company
- None companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- None



## Mrs. Patinya Jeewaphong

Age : 44

### Position

- Company Secretary

### Education

- Bachelor's degree in Accountancy Program University of the Thai Chamber of commerce
- Bachelor's degree in Business Administration Bangkok University

### Training

- Company Secretary Program (CSP) 139/2023

### Work experience

- Company Secretary at Rhombho Property Public Company Limited
- Assistant Secretary at Rhombho Property Public Company Limited

### Director/executive positions in other companies

- None listed company
- None companies or organizations

### Family relationship between Directors and executives

- None

### Illegal securities and derivatives record

- None

### Illegal record in the last 10 years

- None

### Proportion Shareholding 31 December 2023

- 0.00%



## Scope of Duties and Responsibilities

The Company Secretary shall perform its duties with due care and in good faith in accordance with the Securities and Exchange Act B.E. 2535 (and Amendment) which sets the specific duties and responsibilities of company secretary. In addition to those specified in the Securities and Exchange Act, the Company has determined the Company Secretary's duties and responsibilities as follows:

1. Preparing and keeping the following documents:
  - 1.1 A register of directors;
  - 1.2 An invitation notice to a Board's meeting, minutes of the Board's meeting, and an annual report;
  - 1.3 An invitation notice to a shareholder meeting and minutes of the shareholder meeting.
2. Keeping a report on interests filed by a director or executive;
3. Undertaking to ensure that directors and executives file reports on personal and related persons' interests related to management of the business of the Company and subsidiary under Section 89/14 of the Securities and Exchange Act.
4. Keeping a report on interests filed by a director or executive and submitting a copy of the report on interests under Section 89/14 to the Chairmen of the Board and Audit Committee within seven days from the day the report is received.
5. Arranging a system for safekeeping of documents or evidences related to the following information and monitoring safekeeping of such documents or evidences for its accuracy and completion as well as availability for inspection for the period not less than ten (10) years from the date of producing such documents or information.
  - 5.1 Safekeeping of the above documents and evidences shall mean safekeeping by means of a computer system or any other systems which allow retrievability without any change of information;
  - 5.2 Providing information in support of seeking a resolution of the shareholder meeting;
  - 5.3 Financial statements and reports concerning the financial condition and the business operation of the company or any other reports required to be disclosed under Section 56, 57, 58 or 199 of the Securities and Exchange Act;
  - 5.4 An opinion of the business when a person makes a general tender offer to purchase shares from shareholders;
  - 5.5 Providing information or any other reports related to the business prepared by the Company for the purpose of disclosure to shareholders or the public as specified in the notification of the Capital Market Supervisory Board.
6. Performing any other acts as specified in the notifications of the Capital Market Supervisory Board.
7. Providing advices and communicating legal information, government guidelines, rules and regulations of the Company, and relevant rules and regulations of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as knowledge on corporate governance to directors and relevant departments. Overseeing and monitoring to ensure that the Company, directors, and executives correctly and regularly comply with these regulations and reporting significant changes to the Board of Directors.
8. Contacting and coordinating with as well as reporting information on directors and executives to the Stock Exchange of Thailand and Office of the Securities and Exchange Commission.
9. Preparing meeting procedures and agenda, invitation notice, annual report, and meeting documents for a shareholder meeting and Board's meeting.
10. Organizing a shareholder meeting and Board's meeting to be in accordance with laws, Articles of Association, and Code of Conduct.
11. Coordinating with shareholders on proposals to be presented to the Board of Directors for consideration.



12. Preparing orders of a shareholder meeting for the chairman of the meeting.
13. Attending a shareholder meeting and ensure that it proceeds smoothly as required by laws.
14. Recoding the minutes of shareholder meeting and Board's meeting, as well as following up to ensure compliance with resolutions of the shareholder meeting and Board's meeting.
15. Safekeeping policies and regulations of the Company approved by the Board of Directors.
16. Overseeing to ensure disclosure of information and reporting information under responsibility to the regulatory agency in accordance with government rules and regulations.

Providing information and advices on preparing reports to directors and executives as required by laws and regulation to be disclosed to the public such as a report on securities holding.

#### Details of Directors, Executives, Controlling Persons

Name	Rhombho Property
Mr.Ronnachit Mahattanapreut	X,III,IV
Mr.Sunpasiri Sunpa-a-sa	III,IV
Mr.Chakaphat Naskan	II,IV
Mr.Weerapan Wipanpong	I,II,@
Mr.Kriengsak Hiamto	I,II
Mr.Nuthapon Luckkanalawan	I,II,@
Mr.Darong Hutajuta	I,II,V,@
Mr.Wut Wipanpong	I
Mr.Prasert Vannacharoen	I,II,V

Remarks :      X = Chairman                      I = Director                      II = Executive Director                      III = Audit Committee  
                          IV = Independent Director                      V = Executive                      VI = Shareholder                      @ = Director(Authorized Director)



## ATTACHMENT 2 Information of Subsidiaries' Director

### Details about directors of subsidiaries

Name	TITLE HOTEL NAIYANG Co.,Ltd.	The Esquire Co.,Ltd.
Mr.Ronnachit Mahattanapreut	-	-
Mr.Sunpasiri Sunpa-a-sa	-	-
Mr.Chakaphat Naskan	-	-
Mr.Weerapan Wipanpong	X,I,VI,@	X,I,VI,@
Mr.Kriengsak Hiamto	-	-
Mr.Nuthapon Luckkanalawan	I,@	I,@
Mr.Darong Hutajuta	I,@	-
Mr.Wut Wipanpong	-	-
Mr.Prasert Vannacharoen	-	I,@
Mr. Wakin Tangkulwat	I,@	I,@

Remarks : X = Chairman I = Director II = Executive Director III = Audit Committee  
IV = Independent Director V = Executive VI = Shareholder @ = Director(Authorized Director)



## ATTACHMENT 3 Details of Head Internal Audit

Rhom Bho Property had successfully sought a team of professional internal auditors from an independent agency by Profess One Office Company Limited to provide highly specialized services on internal audit, with the monitoring of risk factors and prevention of unusual transactions.

Educational background and work experience of Parkin Virulhakul, Chief Internal Audit Officer, were detailed below:

### Education

- Bachelor of Business Administration (BBA) in Accounting, Assumption University
- Certified Public Accountant (Thailand) No. 10876
- IACP Certification, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

### Work Experience

Business Partner, MMN Syndicate Office Company Limited (2008-present)

Business Partner, Profess One Office Company Limited (2010-present)

Assistant Audit Manager, EY Office Company Limited (2001-2007)





## ATTACHMENT 4 Operating Assets

### Assets used in business

#### The Company's Main Assets

The main assets used in the Company's business consist of Property, Plant and Equipment, Costs of Property Development, The land held for development and Intangible Assets

Type / Property	Total (Million Baht)			Proprietary nature	Obligation
	31 Dec 21	31 Dec 22	31 Dec 23		
1. Property, Plant and Equipment	66.04	61.13	410.82	own	Mortgage as collateral for partial loan with financial institution
2. Costs of Property Development	705.76	410.62	934.91	own	Mortgage as collateral for loan with financial institution
3. The land held for development	520.63	523.19	585.02	own	Mortgage as collateral for loan with financial institution
4. Intangible Assets	0.32	0.14	0.19	own	None
<b>Total</b>	<b>1,292.75</b>	<b>995.08</b>	<b>1,930.94</b>		

#### Property, Plant and Equipment

The property, plant and equipment of the company on the 31<sup>st</sup> of December 2021, 31<sup>st</sup> of December 2022, 31<sup>st</sup> of December 2023 there was about 66.04 million baht, 61.13 million baht and 410.82 million baht.

Type / Property	Total (Million Baht)			Proprietary nature	Obligation
	31 Dec 21	31 Dec 22	31 Dec 23		
1. Land	12.77	12.77	329.78	Own	Mortgage as collateral for partial loan with other company
2. Building and construction	49.01	41.53	35.96	Own	Mortgage as collateral for partial loan with other company
3. Decoration and office material	2.02	1.12	7.02	Own	None
4. Vehicle	2.17	2.88	3.21	Own	None
5. Task during construction	0.07	2.84	34.85	Own	None
<b>Grand Total</b>	<b>66.04</b>	<b>61.13</b>	<b>410.82</b>		



## Costs of Property Development

Costs of Property Development of company on 31 December 2023 remained at 9.34.91 million baht with details as follows:

Project	Asset type	Total 31 December 2023 (Million baht)	Proprietary nature	Obligation
The Title Naiyang Phase 3	Preliminary cost of construction	123.78	Own	Mortgage as collateral for loan with financial institution
The Title Bang Tao	Preliminary cost of construction	8.08	Own	Mortgage as collateral for loan with financial institution
The Title Rawai Phase 5	Condominium waiting for transfer of ownership and ready to sales 3 Units Total 115.90 sqm.	6.60	Own	None
The Title Halo 1	Under construction	612.90	Own	Mortgage as collateral for loan with financial institution
The Title Legendary Bang Tao	Under construction	183.55	Own	Mortgage as collateral for loan with financial institution
<b>Grand Total</b>		<b>934.91</b>		

## The land held for development

The land held for development on 31 December 2023 has a net value according to the financial statements remained 585.02 million baht with details as follows:

List	Area (rai-ngan-square wa)	Total (Million baht)	Proprietary nature	Obligation
Land of project The Title Rawai Beach	5-2-42.6	3.89	Own	None
Land of project The Title, Naiyang Beach	14-1-49.20	102.05	Own	Collateral for a loan from financial institution
Land of project The Title, Bang tao Beach	27-2-20.40	479.08	Own	Collateral for a loan from financial institution
<b>Grand Total</b>		<b>585.02</b>		



### Property Investment

Property Investment of company on 31 December 2023 has a net value according to the financial statements remained 47.88 million baht with details as follows:

List	Area	Total (Million Baht)	Proprietary nature	Obligation
Land including buildings	89.70	03.37	Own	Collateral for a loan from other company
Land Naiyang	944.30	15.49	Own	Collateral for a loan from financial institution
Ground floor room in Phase 5 project	423.95	22.19	Own	None
Work in progress		6.83	Own	Collateral for a loan from financial institution
<b>Grand Total</b>		<b>47.88</b>		

### Intangible assets

Intangible assets of the company on 31 December 2021, 31 December 2022, 31 December 2023 has an intangible assets according to the financial statements remained 0.32 million baht, 0.14 million baht and 0.19 million baht with details as follows:

List	Total		
	31 December 2021	31 December 2022	31 December 2023
Computer program license	0.32	0.14	0.19

**Summary of other relevant contracts****Loan agreement from a financial institution and an insurance company**

The Company has a loan agreement with an insurance company with the total amount of 1,585.15 million baht. As of December 31, 2023, the company has an outstanding loan amount of 771.15 million baht, details as follows:

<b>Loan amount</b>	Total loan amount 80 million baht
<b>Objective</b>	Use as working capital
<b>Contract parties</b>	No relationship with company
<b>Contract date</b>	September 25, 2023
<b>Loan interest rate</b>	MLR+3% of a financial institution per year
<b>Repayment period</b>	At the time of entering into the contract, the interest rate for the MLR loan of a financial institution was 7.02%. The contract period was 36 months from the date of loan disbursement. Repay the first installment of the loan 12 months after disbursing the loan, amounting to 8,000,000 baht, and the second installment within the 15th of the month after 24 months of disbursing the first loan, amounting to 8,000,000 baht, and the last installment is to complete repaying the entire loan. within the loan period
<b>Guarantee</b>	Land with buildings, title deed number 94687, 94688, 94689, 101348, 107264, located at Rawai Subdistrict, Mueang Phuket District. Phuket Province, total area 2 rai 80.20 square wah, title deed number 6996, located at Sakhu Subdistrict, Thalang District, Phuket Province, amount of 2 rai 1 ngan 10.30 square wah.
<b>Loan amount</b>	Total loan amount 88.30 million baht
<b>Objective</b>	Support the Project Halo's land
<b>Contract parties</b>	No relationship with company
<b>Contract date</b>	October 24, 2023
<b>Loan interest rate</b>	MLR-1.25% of a financial institution per year
<b>Repayment period</b>	At the time of entering into the contract, the interest rate for the MLR loan of a financial institution was 7.05 %. The contract period was 2 years from the date of loan disbursement. Payment of principal according to the release of the condominium mortgage. or according to the registration of renting a condominium unit in the Halo project



<b>Guarantee</b>	Land with buildings, title deed numbers 66379, 66380 and 66381, total area 9 rai 80.50 square wah, located at Sakhu Subdistrict, Thalang District, Phuket Province. and capital increase securities without mortgage, title deed number 61970, 61971, 61972, 62798, total area 3 rai 1 ngan 28.60 square wa, located at Sakhu Subdistrict, Thalang District, Phuket Province.
<b>Loan amount</b>	Total loan amount 393.65 million baht and O.D. 5 million baht
<b>Objective</b>	Support land and project development cost and working capital
<b>Contract parties</b>	No relationship with company
<b>Contract date</b>	October 24, 2023
<b>Loan interest rate</b>	MLR-1.25% of a financial institution per year, O.D. = MOR per year
<b>Repayment period</b>	At the time of entering into the contract, the interest rate for the MLR loan of a financial institution was 7.05 %. The contract term was 3 years from the date of loan disbursement. By paying gradually from the money received from the sale.
<b>Guarantee</b>	Land with future buildings, title deed no. 22622, 33590, 66373, 66374, 66376, 66377, total area 11 rai 1 ngan 70.90 square wah and capital increase securities without mortgage, title deed no. 61970, 61971, 61972, 62798, total area 3 rai 1 ngan 28.60 square wah located in Sakhu Subdistrict, Thalang District, Phuket Province.
<b>Loan amount</b>	Total loan amount 88.30 million baht
<b>Objective</b>	Support land and project development cost at NaiYang beach Phuket province
<b>Contract parties</b>	No relationship with company
<b>Contract date</b>	October 24, 2023
<b>Loan interest rate</b>	MLR-1.25% of a financial institution per year
<b>Repayment period</b>	At the time of entering into the contract, the interest rate for the MLR loan of a financial institution was 7.05%. The contract period was 2 years from the date of disbursement of the loan loan. Payment of principal according to the release of the condominium mortgage. or according to the registration of renting a condominium unit in the Halo project
<b>Guarantee</b>	Land, land title deed 66375, area 2 rai 1 ngan 44.30 square wah, and capital increase securities without mortgage, title deed no. 61970, 61971, 61972, 62798 and Norsor 3 Kor No. 152, total area 10 rai 1 ngan 88.6 square wah, located at Sakhu Subdistrict, Thalang District, Phuket Province
<b>Loan amount</b>	Total loan amount 941 million baht
<b>Objective</b>	Support land and project development cost at Bang-Tao beach Phuket province
<b>Contract parties</b>	No relationship with company



<b>Contract date</b>	November 7, 2023
<b>Loan interest rate</b>	MLR-1.75% of a financial institution per year
<b>Repayment period</b>	At the time of entering into the contract, the interest rate for the MLR loan of a financial institution was 8.175 %. The contract period was 42 months from the date of loan disbursement. By paying gradually from the money received from the sale.
<b>Guarantee</b>	Land with buildings Land title deed number 709, 765, 768, 1296, 4038, 4039, 4040, 4041, 37173, 38843, 43238, 59215, 64131, 64132, 64133, 64134, 66893, 67353, 67354 total area 40 rai 3 ngan 39.50 square wah Located at Choeng Thale Subdistrict, Bang Tao, Pho Thalang District, Phuket Province.

However, the loan agreement entered into by the Company with an insurance company does not contain any restrictions on the maintenance of Debt to Equity Ratio or Debt Service Coverage Ratio.

#### Labor contract

In recruiting labor for the construction of the Company's project, the Company will employ outsourcing contractors. General contracts entered into by the Company with outsourcing contractors are as follows:

<b>Contract parties</b> <b>Employer : Employer's Company</b> <b>Contractor : Company</b>	
<b>Important terms</b>	<ul style="list-style-type: none"> <li>• The employer agrees to hire and the contractor agrees to undertake construction work according to the work specified in the attachment of the contract. The contractor receives only wages. All materials and equipment used in the construction are owned by the employer.</li> <li>• Payments are made according to the stage of success in installments, for example: 1<sup>st</sup> installment when foundation works, piers, underground water tanks are completed, 2<sup>nd</sup> installment when the first floor pouring work is completed, 3<sup>rd</sup> installment when the first floor pouring work is done. 2 completed, etc.</li> <li>• During construction, the contractor must arrange for a supervisor to supervise the construction throughout the construction period.</li> <li>• During the construction, if it turns out that the contractor's workers are doing badly and dishonestly. The employer has the right to tell the contractor to change the worker and to find a new worker instead.</li> <li>• Wages for employment under this contract will be paid to the contractor only when the contractor has delivered the work and the employer has inspected the work.</li> </ul>



Contract parties	
Employer : Employer's Company Contractor : Company	
Contract term	Approximately 1 month to 1 year : depending on the job
Termination of the contract	<ul style="list-style-type: none"><li>The contractor must complete the construction within the specified time. If the contractor does not complete the work as specified in the contract, the contractor allows the employer to adjust the daily rate at the specified rate. The employer has the right to terminate the contract immediately when it sees that if the contractor continues to do more damage.</li></ul>



**Attachment 4 : Details of the property appraisal list**

Property assessment	Appraisal price (Baht)	Property Appraiser/ Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
<p>1. The Title V Rawai Beach Project <b>Properties</b> : 7 residential units, total area 539.85 sq m. <b>Property location</b> : Apartment No. 555/1-555/4, Building X, Apartment No. 555/183, 555/190, 555/213 Building V, The Title V Condominium, Surin Beach-Rawai Beach Road, Rawai Subdistrict, Mueang Phuket District, Phuket Province <b>Ownership</b> : Company <b>Obligations</b> : None</p>	57,421,500	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, Surveyor and Appraiser, No. S.53-4426, Mr. Suraphat Dokmaiwai, Senior Level Inspector and Appraiser, No. W.T.362	For public purposes	How to compare market prices (Market Approach)	25 January 2024
<p>2. HALO1 project, empty land near Nai Yang Beach. <b>Property</b> : vacant land (In the process of developing and constructing a condominium project, 16 plots of land, total area 33-2-32.5 rai <b>Property location</b> : next to Thepkrasattri-Naiyang Road. Around kilometer marker 7, Sakhu Subdistrict, Thalang District, Phuket Province <b>Ownership</b> : Company <b>Obligations</b> : Mortgage with Siam Commercial Bank PCL.</p>	536,860,000	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, Surveyor and Appraiser, No. S.53-4426, Mr. Suraphat Dokmaiwai, Senior Level Inspector and Appraiser, No. W.T.362	For public purposes	How to compare market prices (Market Approach)	25 January 2024
<p>3. Sales office building and a 2-story office building <b>Property</b> : Land with buildings, total area 2-1-10.3 rai. <b>Property location</b> : Soi Bang Ma Lao 2, separated from Sakhu-Nai Yang Road, Sakhu Subdistrict, Thalang District, Phuket Province. <b>Ownership</b> : Company <b>Obligations</b> : Mortgage with MBK Guarantee Co., Ltd.</p>	55,851,000	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, surveyor and appraiser, No. S.53-4426, Mr. Sudkhet Kongnet, inspector, No. S.M.954, Mr. Suraphat Dokmaiwai, senior level appraiser, No. W.T.362	For public purposes	Cost comparison method (Cost Approach)	25 January 2024



Property assessment	Appraisal price (Baht)	Property Appraiser/ Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
<p>4. Office and sales office building in Rawai Beach area, single-story AMAZON coffee shop building.</p> <p><b>Property</b> : 2 title deeds of land with 3 buildings, total area 0-3-09.9 rai.</p> <p><b>Property location</b>: No. 469 Surin Beach-Rawai Beach Road, Rawai Subdistrict, Mueang Phuket District, Phuket Province</p> <p><b>Ownership</b> : Company</p> <p><b>Obligations</b> : Mortgage with MBK Guarantee Co., Ltd.</p>	61,100,190	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, surveyor and appraiser, No. S.53-4426, Mr. Sudkhet Kongnet, inspector, No. S.M.954, Mr. Suraphat Dokmaiwai, senior level appraiser, No. W.T.362	For public purposes	Cost comparison method (Cost Approach)	25 January 2024
<p>5. Office buildings near Rawai Beach</p> <p><b>Property</b> : 3 title deeds of land with 2 buildings,</p> <p><b>building type</b> : 2-storey detached house, total area 1-1-70.3 rai.</p> <p><b>Property location</b> : No. 470-472, next to the road within The Title project, Surin Beach-Rawai Beach Road, Rawai Subdistrict, Mueang Phuket District, Phuket Province</p> <p><b>Ownership</b> : Company</p> <p><b>Obligations</b> : Mortgage with MBK Guarantee Co., Ltd.</p>	83,400,000	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, surveyor and appraiser, No. S.53-4426, Mr. Sudkhet Kongnet, inspector, No. S.M.954, Mr. Suraphat Dokmaiwai, senior level appraiser, No. W.T.362	For public purposes	How to compare market prices (Market Approach)	25 January 2024
<p>6. Empty land near Rawai Beach</p> <p><b>Property</b> : 5 plots of land, total area 5-2-42.6 rai.</p> <p><b>Property location</b> : Surin Beach - Rawai Beach Road, Rawai Subdistrict, Mueang Phuket District, Phuket Province</p> <p><b>Ownership</b> : Company</p> <p><b>Obligations</b> : None</p>	100,920,000	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, Surveyor and Appraiser, No. S.53-4426, Mr. Suraphat Dokmaiwai, Senior Level Inspector and Appraiser, No. W.T.362	For public purposes	How to compare market prices (Market Approach)	25 January 2024



Property assessment	Appraisal price (Baht)	Property Appraiser/ Primary Appraiser	Objectives of the property appraisal	Assessment methods	Property Valuation Date
<p>7. The land has buildings. The value is assessed only on the land.</p> <p><b>Property</b> : 5 plots of land, total area 8-1-75.7 rai.</p> <p><b>Property location</b> : Soi Cherng Thale 14, Sri Sunthon Road, Choeng Thale Subdistrict, Thalang District, Phuket Province</p> <p><b>Ownership</b> : Company</p> <p><b>Obligations</b> : None</p>	316,716,767.50	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, surveyor and appraiser, number Sor. 53-4426, Mr. Thanon Palakawong Na Ayutthaya, inspector number Sor. 63-6532, Mr. Suraphat Dokmai, master appraiser, level qualification number W.T.362	For public purposes	How to compare market prices (Market Approach)	25 January 2024
<p>8. Empty land near Rawai Beach</p> <p><b>Property</b> : 19 plots of land, total area 40-3-39.5 rai.</p> <p><b>Property location</b> : Soi Cherng Thale 14, Sri Sunthon Road, Choeng Thale Subdistrict, Thalang District, Phuket Province</p> <p><b>Ownership</b> : Company</p> <p><b>Obligations</b> : Mortgage with Kiatnakin Phatra Bank PCL.</p>	735,278,000	CPM Capital Co., Ltd. / Mr. Sakon Phakdee, Surveyor and Appraiser, No. S.53-4426, Mr. Suraphat Dokmaiwai, Senior Level Inspector and Appraiser, No. W.T.362	For public purposes	How to compare market prices (Market Approach)	25 January 2024



## ATTACHMENT 5 Corporate Governance Policy and Code of Conduct

### Part 1 Introduction

#### Vision

We are committed to creating communities that live in harmony with the tourist industry.

#### Missions

- To promise good governance and focus in good morals and ethics in accordance with Buddhist principles
- To create quality products that exceed the expectations of our residents
- To create a community and environment that is compatible with nature
- To guarantee after-sale support to ensure continuous quality service and to maintain the confidence of our residents
- To control and supervise operations in order to meet targets and maximize the return of profits to shareholders

#### Code of Ethics

The Company shall take steps to ensure that officers related to business undertaking comply with this code of ethics as follows:

1. Operate business with honesty and carry out business tasks with legal and ethical responsibility. Strive to do good deeds to communities, society, and the environment;
2. Treat all customers fairly and equitably with respect to products and services;
3. Set up standard business operating system and control. Utilize full knowledge and ability with care based on informed information and referenceable evidence. Strictly comply with relevant laws and regulation.
4. Do not disclose confidential information of customers obtained from business undertaking unless it is required to be disclosed by law and duty.
5. Customers shall be allowed to file a complaint about products and services.
6. Release information of products and services fully and accurately.
7. Comply with agreement and terms made with customers fairly. If unable to comply with such agreement and terms, notify customers promptly to find solutions together



## Code of conduct

### 1. Good Corporate Governance Policy

All personnel must comply with the good corporate governance policy of the Company to demonstrate that the Company recognizes the importance of protecting the interest of all stakeholders including shareholders, customer, and employees, as well as the reputation of the Company.

### 2. Relation to Shareholders

Perform duties with integrity and Board of Directors must make any decision in the best interest of shareholders and conduct any action with fairness to all shareholders.

### 3. Basic Code of Conduct for Board of Director

Perform designated duties with integrity, fully utilize knowledge, skills, and experiences for the benefits of the Company, and promote good corporate governance culture.

### 4. Basic Code of Conduct for President / Chief Executive Officer

Determine business policies to achieve the objective of the Company, protect the interest of shareholders, customers, and employees, and promote good corporate governance culture.

### 5. Employee Policy and Treatment

The Company provides fair employee compensation; maintains safe workplace environment; appoints and transfers as well as rewards and disciplines employee; with honesty based on knowledge, ability, and suitability of individual employee; provides professional development to all employees regularly; and strictly complies with employee laws and regulation.

### 6. Employee Conduct Policy

All employees must perform their duties with determination, honesty, transparency, and accountability and refrain from giving valuable gifts to superiors or accepting gifts from subordinates. Superiors shall act respectfully and employees shall not act in a way that disrespects their superiors. Employees must respect the right of each other and management; be disciplined; comply with written and unwritten rules and regulation of the Company; promote and maintain harmonious environment and unity; and avoid any act that affects the reputation and image of the Company or subsequently cause problems to the Company.

### 7. Employee Compensation Policy

Employee compensation policy shall focus on employee compensation and welfare that are considered based on business standards as with professional development and employee motivation to ensure that employees perform efficiently and effectively. Moreover, the Company gives an opportunity for employees to express their opinions to improve their work and promotes relationship between organizational units.

### 8. Relation between Code of conduct and Law

Any code of conduct of the Company must be developed and improved so as to be appropriate and consistent with laws.

### 9. Customers

Deliver products and services of exact or higher quality than customer expectation under fair terms and conditions. Provide accurate, adequate, and up-to-date information on products and services and avoid exaggerated statements that cause customers to misunderstand the quality of such products and services. Protect customers' confidential information and not use such information for personal benefit of others.



Communicate with customers politely, efficiently, and trustworthily and respond to customers' need promptly. Set up a system and channels through which customers can complain about the quality and safety of products and services.

#### **10. Conflicts of Interest**

Directors, executives, and employees must avoid any act that conflicts with the interest of the Company and the Company must prevent conflicts of interest between concerned parties. No any executive or employee shall have the right to act in conflict with laws and Company's code of conduct. Decisions and action of executives and employees must always made with consideration to the interest of stakeholders over their own interest. If a conflict of interest occurs or a director, executive, or employee is involved in a situation that may lead to a conflict of interest, that person shall notify his/her superior or relevant agency in order to rectify such situation fairly and transparently.

#### **11. Inside Information**

Every personnel of the Company must comply with the Company's inside information policy.

#### **12. Competition**

The Company is committed to a free and fair commerce and competition. In negotiating business, directors, executives, and employees must refrain from demanding, accepting, or giving any dishonest benefit from and to suppliers and/or creditors.

#### **13. Public Relation**

Do not distort, conceal, and/or give false information in any publication or advertisement and disclose information of the Company as required by relevant laws.

#### **14. Social and Environmental Roles**

Encourage directors, executives and employees to be a part of society by regularly participating social, community, and environmental activities organized by the Company or state organizations or communities to improve the quality of life in communities. Such participation will help develop the economy and society which will ultimately contribute to the success of the Company and the Company has a policy to regularly support protection and conservation of the environment and local traditions and cultures.

#### **15. Accepting or Giving Gift or Entertainment**

Directors, executives, and employees shall not demand, accept, or be willing to accept money, items, or any benefit from persons related to the Company's business. However, directors, executives, and employees may accept or give gifts provided that such act is in accordance with tradition, does not influence in any business decision making of the receiver, and is carried out with transparent intention or in public and can be accountable.

#### **16. Internal Control, Internal Audit, and Financial Report**

The Company's management is responsible for preparing accurate, complete, and timely financial reports including annual and quarterly financial statements in accordance with Generally Accepted Auditing Standards. Moreover, management shall set up efficient internal control and audit systems are in place to ensure the Company's compliance with relevant laws and standards and are audited by internal auditors and reviewed by the audit Committee.



## 17. Monitoring to Ensure Compliance, Reporting and Disclosing Misconduct

There are five principles as follows:

1. The Company requires all directors, executives, and employees to acknowledge, understand, and strictly comply with code of conduct.
2. There are punishment for those who violate the code and compliment for those who strictly comply with the code, consistent with disciplinary penalty, policy, and regulation.
3. There are procedures for monitoring, querying, and reporting suspected violation of code of conduct or receiving complaints through various channels based on the nature of disciplinary misconduct and a chain of command as follows:
  - Superior in the chain of command
  - Internal audit
  - Audit committee

In reporting suspected violation of code of conduct, minor wrongdoings shall be report to a superior in the chain of command and severe wrongdoings including corruption and fraud shall be reported to the senior officer in a department. If the misconduct case involves the most senior officer in a deptsrtment, an employee may report the internal audit directly so that it will investigate the case and report the investigation results to the Audit Committee.

4. A monitoring report will be prepared to ensure compliance and the internal audit will submit the report to the Executive Committee and Adit Committee.
5. Review code of conduct once every three years or when appropriate and necessary.

## Part 2 Corporate Governance Policy

The Company has complied with the code of best practice to promote transparency and efficiency in business operations, which will create trust and confidence amongst shareholders, investors, and all relevant parties. The Board of Directors has thus established the Principles of Corporate Governance in accordance with the Good Corporate Governance Guidelines set by the Stock Exchange of Thailand. The Company's Principles of Corporate Governance comprise five principles as follows: -

### Chapter 1: The Rights of Shareholders

The Board of Directors recognizes and respects the basic rights of shareholders as the company's owners and stock investors, including the right to buy, sell, and transfer shares; obtain adequate information about the Company; share in the profits of the Company; participate and vote in a shareholders' meeting; express opinions; and participate in key Company's decisions such as dividend allocation, election and removal of members of the Board, appointment of external auditor, and approval of extraordinary transactions.

In addition to the foregoing basic rights of shareholders, various attempts have been made by the Company to facilitate exercise of shareholders' rights as follows:

#### 1. Shareholders' Meeting

- 1.1 The Company shall hold an annual shareholders' meeting within four (4) months from the end of an accounting period. An invitation letter containing adequate information, meeting agenda, and opinions of the board for each agenda item shall be sent to shareholders at least seven days prior to the meeting. In case of important agenda, an invitation letter shall be sent to shareholders at least fourteen (14) days prior to the meeting to





provide shareholders sufficient time to review. Examples of such important agenda include approval of private placement of shares, employee stock ownership plan (ESOP), change in capital structure, connected transactions, acquisition and disposition of significant assets, and delisting. The Company shall also announce the notice of shareholders' meeting in newspapers for three (3) consecutive days prior to the meeting.

- 1.2 Shareholders who are unable to attend a meeting in person may appoint an independent director or any person as a proxy to attend a meeting on their behalf using an appropriate proxy form enclosed with an invitation letter. Prior to a shareholders' meeting, the Company shall give an opportunity for shareholders to send comments, suggestions, and questions in advance to the Company Secretary's email address [comsec@rhombho.co.th](mailto:comsec@rhombho.co.th).
- 1.3 The Company shall select a suitable place with good transportation to hold a shareholders' meeting at appropriate date and time and allocate adequate time for the meeting.
- 1.4 At a shareholders' meeting, all shareholders shall be given the opportunity to make inquiries, suggestions, and comments. Directors and relevant executives attending the meeting shall give clear responses to the queries from shareholders.
- 1.5 The Company shall prepare the minutes of shareholders' meeting and submit it to the Stock Exchange of Thailand within fourteen (14) days from the meeting date in accordance with the regulations set by the Stock Exchange of Thailand and disclose the details of the meeting appropriately and completely.

## **2. Election and Removal of Directors and Determination of Directors' Remuneration**

### **2.1 Election of Directors**

Shareholders have the right to elect directors individually. The Company shall nominate qualified candidates and send their names together with short biographical details to shareholders to review and consider appointing as directors at a shareholders' meeting.

### **2.2 Removal of Directors**

A shareholders' meeting may pass a resolution to remove any director before the expiration of his or her term in accordance with laws and the Company's Articles of Association with the vote of not less than three-fourths (3/4) of the number of shareholders present at the meeting and entitled to vote, representing not less than one half of the total number of shares held by shareholders present at the meeting and entitled to vote.

### **2.3 Determination of Directors' Remuneration**

Shareholders have the right to determine the remuneration of directors, either in monetary and/or non-monetary forms, at an annual shareholders' meeting. The Company shall also inform shareholders of the rules and policy for determining remuneration of each position held by the directors, either in monetary and/or non-monetary forms, on a yearly basis.

## **3. The Right to Appoint External Auditor and Determine Audit Fee**

The Company requires that an appointment of external auditor and determination of audit fee be approved by shareholders at an annual ordinary meeting of shareholders. The Company's auditor must be independent and approved by the Securities and Exchange Commission. Information of the nominated auditor including the affiliated audit office, experience, independence, years of audit service for the Company (in case of re-appointment), and audit fee and/or other fees (if any) shall be enclosed with a letter of invitation to a shareholders' meeting and published on the Company's website for shareholders to review prior to the meeting.



#### 4. The Right to Share in Profits

The Company shall allocate the profits to shareholders in the form of dividends, provided that such allocation is approved by shareholders at an annual ordinary meeting of shareholders or extraordinary meeting of shareholders or Board's meeting as required by laws.

#### 5. The Right to Obtain Information, Operating Results, and Management Policies on a Timely and Regular Basis

The Company has a policy to disclose information to shareholders transparently, accurately, completely, and fairly. Every shareholder has the right to access and obtain information, operating results, and management policies of the Company adequately, regularly, timely, and fairly by contacting the Company or through other channels such as the Company's website [www.rhombho.co.th](http://www.rhombho.co.th)

## Chapter 2 Equitable Treatment of Shareholders

The Company shall treat all shareholders fairly and equally. Processes and procedures for shareholders' meeting shall allow for equitable treatment of shareholders. Voting right shall be based on the one share - one vote principle. The Company allows shareholders who are unable to attend a shareholders' meeting in person to appoint an independent director or any person as a proxy to attend the meeting on their behalf using an appropriate proxy form enclosed with an invitation letter. The Company shall record a meeting accurately and clearly and submit the meeting minutes to the Stock Exchange of Thailand and Securities and Exchange Commission within fourteen (14) days of the meeting date. The meeting minutes shall also be published on the Company's website.

Furthermore, the Company has set measures to prevent insider trading by directors, executives, and employees working with insider information (including their spouses and minor children). All relevant persons are prohibited from trading the Company's securities for at least thirty (30) days prior to the disclosure of the quarterly and annual financial statements and within twenty-four (24) hours after disclosing such information to the public and from disclosing such information to other parties.

The Company shall inform directors and executives of their duty to report their holdings of the Company's securities and penalties in compliance with the Securities and Exchange Act B.E. 2535 and Regulations of the Stock Exchange of Thailand. Directors and executives must also report any changes in their holdings of the Company's securities and securities held by their spouses and minor children to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 within three (3) business days of the trading date.

## Chapter 3 the Role of Stakeholders

The Company places importance on the rights of all stakeholders, be they internal stakeholders such as employees and executives of the Company or external stakeholders such as competitors, partners, and customers. The Company recognizes that supports and comments from stakeholders will benefit its operations and business development and has therefore complied with relevant laws and regulations to ensure that the rights of stakeholders are protected.

Furthermore, the Company has promoted cooperation between the Company and its stakeholders to build security for the Company according to the following guidelines:

**Shareholders:** To represent shareholders in business operations and create the highest levels of shareholder satisfaction, the Company requires its employees to comply with the following guidelines:



- Perform their duties with honesty and in good faith and make any decision cautiously and fairly in the best interest of all shareholders;
- Manage operations to ensure that the Company has good financial status and operating results and truthfully and fully disclose the Company's financial status, operating results, and financial, accounting, and other reports on a regular basis through such channels as Company's website, newspaper, and written letter;
- Inform all shareholders of future trends that may affect the Company, both positively and negatively, based on actual possibility and supported by sufficient data and reasons;
- Do not use any undisclosed information of the Company to gain benefits for oneself and for others or engage in any act that conflicts with the interest of the Company;
- Ensure that procedures for shareholders' meeting allow equitable treatment of all shareholders.

**Employees :** The Company recognizes the importance of employees and has adopted a policy to ensure that its employees are treated fairly in relation to opportunity, compensation, appointment, transfer, and professional development as follows:

- All employees shall be treated with dignity, respect, and proper regard of their privacy rights;
- A safe working environment shall always be maintained to protect employee life and property;
- Appointment, transfer, reward, and punishment must be carried out with fairness and based on knowledge, ability, and appropriateness of individual employee;
- Importance shall be placed on enhancing employees' knowledge and skills on a regular basis, including organizing seminars and training;
- The Company shall determine employee compensation fairly based on market rate, business competition, job title, performance, and Company's ability to pay such compensation;
- The Company shall avoid any unfair action that may impact employee performances;
- The Company shall inform all employees of employee welfare policy and prepare an employee handbook containing information such as work rules and regulations, group health insurance, group life insurance, and provident fund;
- The Company shall give employees an opportunity to voice their suggestions or report complaints about work and shall determine remedies that benefit all parties and promote teamwork

**Competitors:** The Company strives to achieve sustainable success and become a leading company under a fair competition. It shall adhere to the following business practices regarding competition:

- Operate business in accordance with fair competition rules;
- Do not use unethical and improper means to seek competitors' confidential information;
- Do not falsely accuse or act to damage the reputations of competitors;
- Do not engage in any act that violates intellectual property rights of competitors or others.

**Partners :** The Company treats its business partners with honesty and shall strictly comply with agreements and promises made with partners. Partners shall be chosen fairly in accordance with the Company's partner selection and assessment rules to prevent corruption and misconduct in a procurement process.



**Customers:** The Company recognizes the importance of customers and has adopted a customer service policy as follows:

- Provide services in a polite and enthusiastic manner. Receive customers sincerely and wholeheartedly. Deliver fast, accurate, and reliable services.
- Protect customers' confidential information and do not use such information for personal benefit or the benefit of others;
- Provide accurate, adequate, and up-to-date information about products and services. Avoid exaggerated advertisements that cause customers to misunderstand the quality or terms and conditions of the Company's products and services;
- Offer recommendations about the Company's products and services efficiently and in customers' best interest.

**Creditors:** The Company is committed to conducting its business with principle and discipline to create trust among creditors, taking in consideration the Company's best interest and on the basis that both parties benefit fairly. Attempts shall be made to avoid a conflict of interest and negotiation and remedy must be done on a basis of business relationship. The Company shall adhere to the following practices:

- Refrain from demanding, accepting, or paying of dishonest benefits in dealing with creditors;
- When there is evidence of demanding, accepting, or paying of dishonest benefits, the Company must disclose such information to the creditor and work together with the creditor to solve the problem fairly and promptly;
- Strictly comply with agreed terms and conditions. Where any term and condition cannot be followed, the Company must promptly notify the creditor in advance in order to find solutions together.

**Communities and society:** The Company is part of a community that will advance together towards social and environmental development for sustainability. It has continued to conduct social and community activities while operating business under CSR principles as follows:

- Adopt a business operation policy that takes into consideration the environment and strictly comply with environmental laws and regulations;
- Adopt an explicit CSR policy;
- Promote social and environmental consciousness and responsibility among employees;
- Respect local customs and cultures of the areas in which the Company operates;
- Conduct social, community, and environmental activities or participate in such activities organized by the government, private, and community sectors regularly to improve the quality of life in the community where the Company is located;
- Provide support, as appropriate, to activities organized by local communities in the areas in which the Company operates;
- Promptly and efficiently respond to impacts on the environment, community, and property caused by the Company's operations. Fully cooperate with state officials and relevant organizations to find solutions.



**Government agencies :** The Company is determined to comply with government laws, rules, and regulations and support measures of public and private organizations to fight against corruption.

Furthermore, the Company shall comply with relevant laws and rules to ensure that the rights of stakeholders are respected.

In addition, the Company has created the Employee Code of Conduct to be adhered to by all employees as follows:

- Employees shall perform duties with honesty and diligence and shall improve their work efficiency for their own benefit and for the benefit of the organization;
- Employees shall strictly comply with the Company's rules and regulations;
- Employees shall respect and obey their superiors in accordance with the Company's policy and Articles of Association;
- Employees shall promote unity and solidarity, help each other, and avoid conflicts that may cause damages to the Company and others;
- Employees shall respect and honor each other and avoid disclosing or criticizing others' work and private matters in a way that may damage the reputation of the Company or other employees;
- Employees shall avoid receiving any gift that may cause them to feel uncomfortable in performing their duties and shall immediately notify their superiors if such act is unavoidable;
- Employees shall not use their positions or advantages derived from their positions for personal benefit or the benefit of their associates or to compete in business with the Company;
- Employees shall treat customers and business partners honestly and equitably;
- Employees shall protect confidential information of customers, business partners, and the Company;
- Employees shall promptly inform their superiors of matters that may affect the reputation and operation of the Company;
- Employees shall take good care of the Company's properties, keeping them in good condition to ensure maximum usage and preventing waste, loss, and untimely damage or degradation.

#### **Disciplinary Penalty**

When an employee acts out of interests that conflict with those of the Company, a consideration shall be made based on the Company's organizational structure and workplace regulations. The department with which that employee is affiliated shall make a primary consideration and submit a report to the highest ranking superior and relevant departments in order to determine appropriate disciplinary action. In the case of a severe conflict of interest that cause significant damages, report the Company's management who will consider the issue in order to find a conclusion and determine a disciplinary action.

#### **Disciplinary Action**

1. Oral reprimand
2. Written warning
3. Pay cut
4. Suspension
5. Termination without severance pay
6. Legal action



## Chapter 4 Disclosure and Transparency

The Company recognizes the importance of accurate, complete, and transparent disclosure of both general and financial information in accordance with the rules of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as other important information that may affect the Company's securities prices. The Company has disclosed information to its shareholders, investors, and the public through various channels of the Securities and Exchange Commission and Stock Exchange of Thailand and the Company's website [www.rhombho.co.th](http://www.rhombho.co.th).

The Company has not set up a unit to perform the investor relations function. However, the Company Secretary has preliminarily been assigned to communicate with investors, shareholders, analysts, and relevant state organizations.

The Board of Directors is responsible for the Company's financial statements and information presented in the annual report. The financial statements are prepared in accordance with Thailand Generally Accepted Auditing Standards using an accounting policy appropriate with the Company's business. The financial report and internal control system, as well as information presented in the notes to the financial statements, are reviewed by the Audit Committee.

## Chapter 5 Responsibilities of the Board of Directors

### 1. Structure of the Board

The Company's Board of Directors consists of qualified persons who play an important role in determining corporate policies, governing, auditing, and assessing the operations of the Company to be in line with the determined plan. The Board's composition is as follows:

- 1.1 At least one-third (1/3) of the total number of directors, but not less than three (3) directors are independent directors. At present, the Board of Directors has eight members, three (3) of whom are independent directors.
- 1.2 The Board of Directors has appointed four (4) committees including the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee to handle specific tasks on behalf of the Board. Each committee has the rights and duties as described in the Authorities and Duties of the Committee.
- 1.3 At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire. If the number of directors cannot be divided by three, then the number nearest to one-third (1/3) shall retire. The retiring directors can be re-elected.
- 1.4 Independent directors must be qualified persons who possess expertise in accounting, finance, and appropriate fields of business in order to protect the interests of shareholders and other stakeholders. They must also possess the qualifications required by the Securities and Exchange Commission and Stock Exchange of Thailand.
- 1.5 The Company has clearly separated the roles and responsibilities of the Board of Directors from those of management. While the Board is responsible for determining policies and ensuring that management performs in accordance with the policies, executives are responsible for managing the Company in line with the policies. The Chairman of the Board and President are thus different individuals and both positions must be appointed by the Board of Directors.



The company secretary serves the Board of Directors by providing support on regulatory matters; arranging meetings of the Board, Committees, and shareholders to ensure compliance with laws and the Company's Articles of Association and Code of Conduct; preparing and keeping the Register of Directors; preparing invitation notice for shareholders' meeting and meeting minutes; keeping a report of conflicts of interest prepared by directors and executives, and performing any other acts as required by the Securities and Exchange Commission. The company secretary shall also be responsible for submitting a copy of the report of conflicts of interest prepared by directors to the Chairmen of the Board and the Audit Committee within seven days of the receipt of the report.

## 2. Roles, Duties, and Responsibilities of the Board of Directors

### Duties and Responsibilities of the Chairman of the Board

The Chairman of the Board is responsible for governing the implementation of policies and strategic operations of management, as well as providing advice and support business operations, but does not involve in the management of the Company. The Chairman of the Board acts as the chairman of the Board's meeting and shareholders' meeting and encourages every director to participate in the meeting and ensures that the Board's meeting and shareholders' meeting proceed in an efficient manner. The key roles of the Chairman of the Board include:

#### 2.1 Corporate Governance Policy

The Company has adopted the Corporate Governance Policy in writing. The Corporate Governance Policy and policy compliance will be reviewed at least once every year. Moreover, the Company shall strictly comply with rules and regulations set by the Securities and Exchange Commission and Stock Exchange of Thailand and/or Market for Alternative Investment and shall disclose a corporate governance performance in its annual report and annual registration statement (Form 56-1)

#### 2.2 Code of Ethics

The Company has defined ethical principles to provide directors, management, and employees with guidance for performing their duties fairly, honestly, and in good faith and set a monitoring system to ensure compliance with such principles.

##### 2.2.1 Responsibility to Shareholders

The Company is committed to its shareholders and strives to give shareholders the highest level of satisfaction by focusing on sustainable development and appropriate return, transparency, and reliable accounting system. To achieve these, the Company strictly complies with the following guidelines:

###### 2.2.1.1 Sustainable Growth

- Perform duties honestly and treat all shareholders fairly in the best interest of all parties;
- Manage the Company to the best of their ability and knowledge in all case and make decisions with due care;
- Refrain from any act that may cause a conflict of interest with the Company.

###### 2.2.1.2 Information Disclosure

- Fully and truthfully report status and future trends of the Company to all shareholders on a regular basis;
- Do not use any undisclosed information of the Company to gain personal benefit and for the benefit of others;





- Do not disclose confidential information to third parties that may cause damage to the Company.

## **2.2.2 Relationships with Customers and the Public**

The Company strives to establish trust with customers and the public and assure them that they will receive quality products and services at an appropriate price. It has set forth guidelines to be observed as follows:

- 2.2.2.1 Strive to create satisfaction for customers and assure them that they will receive quality products and services at an appropriate price and that the Company will continue to improve the standard of products and services;
- 2.2.2.2 Truthfully provide complete, accurate, and up-to-date information on products and services and maintain good relationship with customers;
- 2.2.2.3 Offer product and service warranty within an appropriate period;
- 2.2.2.4 Set up a system for customers and the public to file a complaint about products and services and properly handle the complaint process to deliver a quick response;
- 2.2.2.5 Do not set an exorbitant price beyond the price of the goods of the same class or kind and prohibit unfair terms of trade;
- 2.2.2.6 Strictly comply with terms and conditions with customers and the public and immediately notify customers and the public when such compliance cannot be achieved in order to find solutions together;
- 2.2.2.7 Protect confidential information of customers and refrain from using such information for personal benefit and the benefit of others.

## **2.2.3 Relationships with Business Partners, Competitors, and Creditors**

The Company cares about honesty and equality practices in business and developing mutual benefits with partners. The Company's partners shall strictly comply with laws and rules and adhere to business ethics principles. The Company shall also uphold a fair competition and best practices for borrowing and repaying loans. To achieve these, the Company has set forth guidelines to be observed as follows:

- 2.2.3.1 Relationship with Business Partners
  - Refrain from demanding, accepting, or paying of benefits in dealing with partners;
  - Strictly comply with the terms and conditions made with partners;
  - If compliance with terms and conditions cannot be achieved, immediately notify partners in order to find solutions together.
- 2.2.3.2 Relationship with Competitors
  - Comply with fair competition rules;
  - Avoid making false accusations to damage the reputation of competitors.
- 2.2.3.3 Relationship with Creditors
  - Strictly comply with the terms and conditions made with creditors including those for repayment and collateral management. Do not use loan capital in a way that conflicts with the objectives in the agreement made with creditors;
  - Truthfully report the Company's financial status to creditors;
  - Notify creditors in advance if unable to comply with agreement obligations and work together to find solutions.



### 2.2.4 Workplace Environment and Culture Promotion

Employees are an important factor for success. The Company is thus committed to creating positive workplace environment and culture and promoting teamwork as follows:

- 2.2.4.1 Offer fair employee compensation in the form of salary and/or bonus;
- 2.2.4.2 Maintain safe working environment;
- 2.2.4.3 Appointment, transfer, reward, and punishment must be carried out fairly and honestly based on knowledge, ability, appropriateness, and performance of individual employee;
- 2.2.4.4 Focus on development and transmission of knowledge and skills. Provide equal opportunities for all employees;
- 2.2.4.5 Listen to opinions and suggestions of employees at all levels;
- 2.2.4.6 Strictly comply with employment laws and regulations;
- 2.2.4.7 Avoid unfair conducts that may affect employee job security.

### 2.2.5 Social and Environmental Responsibility

The Company cares about society and life quality and takes natural resources conservation and energy efficiency seriously. It has set forth guidelines to be observed as follows:

- 2.2.5.1 The Company shall consider alternative natural resources with minimal impact on society, life quality, and the environment;
- 2.2.5.2 Provide support to social and environmental activities regularly;
- 2.2.5.3 Continually promote social and environmental responsibility consciousness among employees at all levels;
- 2.2.5.4 Place importance on conducting business with partners who share the Company's concern on social and environmental responsibility;
- 2.2.5.5 The Company regards energy conservation as its key policy;
- 2.2.5.6 Ensure strict compliance with laws and regulations prescribed by regulatory agencies;
- 2.2.5.7 The Company places importance on social and community activities to promote creative development and natural resources conservation, as well as support youth education and public benefit activities to help disadvantaged communities to become self-reliant;
- 2.2.5.8 The Company upholds democracy and encourages employees to exercise their constitutional rights to vote. However, the Company does not have a policy to financially support, whether directly or indirectly, any politician for the benefit of that politician or political party.

The Company has communicated with all employees to ensure strict compliance with these guidelines.

## 3. Conflict of Interest Prevention

The Board of Directors has set forth a conflict of interest policy based on the principle that any business decision must be made in the best interest of the Company and any act that may cause a conflict of interest must be avoided. A person who is related or connected with a given transaction shall notify the Company of such relation or connection and shall not participate in a decision-making process and approve that transaction.

The Audit Committee shall report related-party transactions and conflicts of interest that have been thoroughly considered in accordance with rules set forth by the Securities and Exchange Commission and/or Stock Exchange of Thailand to the Board of Directors. Such transactions and conflicts of interest shall also be disclosed in financial statements, annual report, and annual registration statement (Form 56-1 OneReport)



#### 4. Internal Control System

The Company places importance on internal control system in both management and practitioner levels. To ensure efficiency, the Company has clearly specified authorities, duties, and responsibilities of executives and practitioners in writing; supervised the use of company assets; and separated the roles and responsibilities of practitioners from those of monitoring and assessing officers. The Audit Committee has been appointed to review the internal control system and conduct an internal audit.

#### 5. Risk Management

Since 2015, the Company has conducted an internal control system assessment to ensure its adequacy, make operational improvements, and manage risks in order to reduce impacts on the Company's business and increase efficiency.

#### 6. Board of Directors' Report

The Audit Committee is responsible for reviewing a financial report prepared jointly by finance and accounting department and auditor to submit to the Board of Directors every quarter. The Board of Directors is responsible for financial statements and financial information (statement of the Board of Directors' responsibilities for financial report) to confirm that such financial statements are prepared in accordance with Generally Accepted Auditing Standards and audited by the Company's auditor in annual report and shall ensure that all important information, both financial and non-financial, is disclosed truthfully and completely on a regular basis.

#### 7. Board of Directors' Meeting

The Board of Directors is required to hold a meeting at least once every three months. Special meetings may be held as needed. The Board shall be informed of a date and time of a Board's meeting and meeting agenda and accompanying information in advance prior to the meeting to allow sufficient time for review as required by the Company's Articles of Association, except in an urgent case. The meeting shall be recoded and certified meeting minutes shall be kept for reference and accountability purposes.

The Chairman of the Board shall determine meeting agenda and allow the directors to propose agenda items to be considered at the meeting.

The Chairman of the Board shall act as a chairman of the meeting and shall give an opportunity for directors to express their opinions freely. At times, high ranking executives may attend the meeting, as a concerned party, to obtain useful information and policies directly. A resolution of the Board's meeting shall be passed by a majority of votes. In casting votes, each director shall have one vote. Directors with stakes in a particular matter being considered shall not attend the meeting and/or shall refrain from voting on that matter. In the case of an equality of votes, the chairman of the meeting shall cast an additional vote as a deciding vote.



## 8. Remuneration of Directors and Executives

The Company has a policy to pay directors and executives an appropriate remuneration, taking into account the Company's operating results and remuneration consistency in the same business/industry, as well as appropriateness of duties and responsibilities of individual directors and executives.

The Company sets remuneration of executives exercises with due care, based on competitive market rate in the same business in order to motivate and retain skilled executives. Executives with more responsibilities shall receive compensation appropriate with their duties and responsibilities. The remuneration of directors and executives shall be based on the Company's operating results and performance of individual executives. The Nomination and Remuneration Committee is responsible for determining appropriate monetary remuneration for directors, committee members, chief executive officer, and executives who directly report to chief executive officer. The remuneration of directors and committee members must be approved at the Board's meeting and annual ordinary general meeting of shareholders.

## 9. Development of Directors and Executives

The Company has a policy to provide and facilitate development and training programs for directors involving in the Company's management including the Board members, audit directors, executives, and company secretary in order to continually improve their effectiveness. When there is a change to the Board or a new director is appointed, management shall provide documents and information useful for the assigned duties and introduce the Company's business and operation to the new director.

## 10. Insider Information Control

The Company is committed to ensure that the use of insider information is in accordance with good governance principles. To ensure that investors receive reliable information in an equitable and timely manner, the Company has set regulations to control the use of insider information and securities trading of directors, executives, and employees to ensure compliance with securities laws and transparency in business as follows:

- Directors, executives, and employees at all levels shall not use insider information and information obtained by virtue of their positions, which has not been disclosed to the public or Stock Exchange of Thailand and may affect securities prices, for personal benefit or the benefit of others.
- Directors, executives, and high-ranking executives must report the trading of the Company's securities in accordance with laws and are prohibited from trading the Company's securities within the required time period.

The Company shall publicly disclose information on its important operations promptly through media and methods described by the Stock Exchange of Thailand and its disclosure policy through the Company's media to ensure that investors receive such information on a timely and equitable basis.

## 11. Communication with the Board of Directors

Stakeholders may communicate with the Board of Directors by sending letters, information, or suggestions to the Company.



## 12. Term of Directorship

At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire by rotation. If the number of directors cannot be divided by three (3), the number nearest to one-third (1/3) shall retire. The method of drawing lots shall be applied to determine directors to be retired in the first and second years after the Company has been listed. In the subsequent years, directors who are in the position the longest shall retire. The retiring directors can be re-elected.

In the case that any director position is vacant due to reason other than by rotation, the Board of Directors shall appoint any person who possesses qualifications and no prohibited characteristics specified in Section 68 of the Public Limited Companies Act B.E. 2535 as director to fill the vacancy in the next Board's meeting, unless the remaining term of vacant position is less than two months. The person so appointed shall retain his/her office for the remaining term of the vacant position.

### Term of the Audit Committee

1. The term of the Audit Committee shall be three (3) years and the committee members may be re-appointed for another term. If the director is in the position for nine (9) years or three (3) consecutive terms, the Board of Directors shall review the independence of that director annually.
2. If any audit committee member wishes to resign before his/her completion of the term, the director shall give a resignation letter to the Chairman of the Board. The resignation shall be effective upon the receipt of the resignation letter by the Company. The Board of Directors shall appoint any director who possesses full qualifications as audit director to fill the vacancy within ninety (90) days of the resignation. The person so appointed shall retain the office for the remaining term of the vacant position.

In the case that the entire Audit Committee retires due to reason other than lack of qualifications or possessing prohibited characteristics, the retiring committee members shall retain the position until a new Audit Committee is appointed

## Part 3 Charters of the Board of Directors and Committees

### 1. Charter of the Board of Directors

#### Objectives

The Board of Directors plays an important role in determining policies, vision, strategies, and business directions in the best interest of the Company and is accountable to shareholders. The Board of Directors shall perform its duties with due care and in good faith to ensure fairness to all stakeholders under the principles of good corporate governance and shall monitor and oversee the operation of management to ensure that the Company's objectives are met in accordance with policy framework, laws, objectives, articles of association, and resolutions of the Board of Directors' meeting and meeting of shareholders.



## Composition of the Board of Directors

1. The Board of Directors shall comprise at least five members, not less than one half of whom shall reside in the kingdom.
2. The Board of Directors shall be composed of executive directors and/or non-executive directors and independent directors. At least one-third of the total number of directors but not less than three directors should be independent directors. The qualifications of the independent directors shall be in accordance with the rules set forth by the Capital Market Supervisory Board and Stock Exchange of Thailand.
3. The Board of Directors shall appoint one person who may or may not be a director to serve as secretary to the board.
4. Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:
  - 4.1 One shareholder has a number of votes equal to the number of shares he/she holds and one share equals one vote;
  - 4.2 Each shareholder may use all his/her votes to elect one or more candidates to be directors but shall not discriminately divide the votes among the candidates.
  - 4.3 Candidate shall be ranked according to the votes they have received in descending order and the directors shall be appointed in that order until the required number of directors is filled. In the case that the number of candidates in the next respective order receiving equal votes exceeds the number of directors to be elected, then the chairman of the meeting shall cast the deciding vote.

## Qualifications of the Board of Directors

1. Directors shall possess qualifications and not possess prohibited characteristics as specified by the Public Limited Companies Act B.E. 2535 (and Amendment) and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified by the Securities and Exchange Commission and Stock Exchange of Thailand. Directors shall be listed in the List of Directors and Executives of Securities Companies in accordance with the Notification of the Capital Market Supervisory Board on Criteria for Listing in the List of Directors and Executives of Securities Companies.
2. Directors must be persons with morals, ethical values, and good work history and have sufficient time to devote their knowledge and abilities to fully perform duties for the Company.
3. Directors shall be knowledgeable or experienced in business management, accounting and finance, or other appropriate fields.
4. Directors should attend every Board's meeting and shareholder meeting except in cases of force majeure.
5. Directors shall not operate business that is the same as and competing with the Company or become partners or directors in other juristic persons that are the same as and competing with the Company, whether for their own or for others' benefits, unless the directors notify the shareholder meeting prior to their appointment.
6. Directors must promptly notify the Company if they have stakes in any contract made by the Company, whether directly or indirectly, or hold shares or debentures in the Company or affiliated company.
7. Directors shall possess other qualifications that may be subsequently added in order to be consistent with laws and other appropriateness.



## Duties and Responsibilities of the Board of Directors

1. Perform duties responsibly, with due care, and in good faith in the best interest of the Company and to ensure compliance with laws, objectives and Articles of Association of the Company, shareholder meeting's resolutions, and regulations set forth by the Stock Exchange of Thailand and Securities and Exchange Commission.
2. Determine vision, policies, objectives, operation plans, financial strategies, annual budget, and business directions of the Company and ensure that management performs in accordance with the determined policies efficiently and effectively in the best interest of shareholders.
3. Regulate, supervise, oversee, and monitor the performance of management to ensure operations are carried out in accordance with the determined policies and budgets efficiently and review policies, operation plans, and budgets regularly.
4. Be accountable to shareholders, act in the best interest of shareholders, disclose important information to investors accurately and in full, uphold transparency and other standards.
5. Assess performance and set remuneration of directors and senior executives.
6. Be accountable for operating results and performance of management and ensure it conducts its duties attentively and carefully.
7. Ensure that feasible and reasonable business objectives are clearly determined and can be evaluated to be used as guidelines for operations.
8. Ensure that business operations and practices are carried out with integrity.
9. Ensure that risk management system is implemented by management efficiently and effectively.
10. Make decision on key matters, such as large-scale investment plan and policy, management authority, acquisition and disposition of assets, and other transactions required by laws.
11. Determine approval levels and authorities of persons or groups of persons to conduct transactions and business operations in accordance with relevant laws to be compiled into an authority manual and review the manual at least once every year.
12. Ensure reliable accounting system, financial reporting, and auditing, as well as internal control system assessment.
13. Make sure the balance sheet and income statement are prepared at the end of each accounting period and are audited by the auditor to be approved at a meeting of shareholders.
14. Protect the interest of shareholders and ensure that efficient internal control system and internal audit are in place. Set procedures to ensure information disclosure and reports are accurate and complete in accordance with relevant laws, notifications, regulations and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand.
15. Acknowledge important audit reports prepared by the Audit Committee or Internal Audit Department, as well as audit accounts and company advisors and determine resolutions.
16. Consider management structure and appoint managing director, executive committee, and other committees as appropriate.
17. Hold an annual ordinary general meeting of shareholders within four months from the end of an accounting period.
18. Give consent to a nomination of auditor(s) and consider an audit fee to be presented at a meeting of shareholders for approval.
19. Prepare a statement of the Board of Directors' responsibilities for financial report to be included together with an auditor's report in an annual report and for other important matters in accordance with the Stock Exchange





of Thailand's Principle of Good Corporate Governance for Listed Companies.

20. Appoint, assign, or advise a committee or working group to consider or carry out specific tasks on behalf of the Board.
21. Ensure that each committee complies with its committee charter.
22. Consider and approve matters related to the Company or deemed appropriate for the Company's interest.
23. Authorize a director or directors or other persons to carry out specific tasks on behalf of the Board. The authorized person(s) shall not have the power to approve transactions if he/she is a person with conflicts of interest ("person with conflicts of interest" shall have a meaning as defined in the Notification of Securities and Exchange Commission and/or relevant laws) or has stakes or any other conflicts of interest with the Company or subsidiary company (if any), unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act, and rules, regulations, notifications, or orders of the Stock Exchange of Thailand and Securities and Exchange Commission.

Furthermore, the following matters must be approved by a meeting of shareholders:

- Matters required by laws to be approved by a meeting of shareholders;
- Enter into transactions in which directors have stakes and required by laws or regulations of the Stock Exchange of Thailand to be approved by a meeting of shareholders;
- The following matters require approval from a Board's meeting and meeting of shareholders with votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote:
  - Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
  - Purchasing or taking a transfer of the undertaking of any other public company or private company to be owned by the company;
  - Concluding, modifying or terminating any of the company's undertaking lease contract, in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with an objective to share profits and loss;
  - Amending Memorandum of Association or Articles of Association;
  - Issuing new shares to pay debt under the Debt to Equity Conversion Scheme;
  - Increasing and reducing capital, issuing debentures, and merging or Dissolving company;
  - Any other matters required by laws.

Directors who have stakes or conflicts of interest in a given matter shall be prohibited from voting on that matter.

24. Board members shall conduct a self-assessment and assess the performance of the Board as a whole.

Furthermore, the Board of Directors is responsible for ensuring compliance with Securities and Exchange Act; regulations of the Stock Exchange of Thailand such as connected transactions and acquisition and disposition of assets; notifications of the Securities and Exchange Commission and Capital Market Supervisory Board; or laws related to the business of the Company.

#### **Election of Directors and Term of Office**

Directors shall be elected by a meeting of shareholders in accordance with rules and procedures as follows:

1. Each shareholder shall have a number of votes equal to the number of shares he/she holds and one share equals one vote;



2. Directors may be elected individually or as a slate as the shareholder meeting deems appropriate. In each election, each shareholder shall cast all his/her votes under article 1 which shall not be discriminately divided among the candidates. Thus, shareholders cannot discriminately divide the votes among the candidates in accordance with Section 70 Paragraph 1 of the Public Limited Companies Act (use non-cumulative voting only).
3. Directors shall be elected by the majority of the votes casted. In the case of a tie, the chairman of the meeting shall cast the deciding vote.

Any director wishing to resign from position shall submit a resignation letter to the Company and may notify the public

4. companies registrar of his/her resignation. The resignation shall be in effect from the day on which the Company receives the resignation letter onwards.

### Term of Office

1. At every annual general meeting of shareholders, one-third of the total number of directors shall retire. If the number of directors cannot be divided by three, then the number nearest to one-third shall retire. The retiring directors can be re-elected. The method of drawing lots shall be applied to determine directors to be retired in the first and second years after the Company has been listed. In the subsequent years, directors who are in the position the longest shall retire.
2. In the case that any director position is vacant due to reason other than by rotation and the remaining term of office is not less than two months, the Board of Directors shall appoint any person who possesses qualifications and no prohibited characteristics specified in the Public Limited Company Act, Securities and Exchange Act, and other laws related to the Company's business as director to fill the vacancy in the next Board's meeting. The person so appointed shall retain his/her office for the remaining term of the vacated director.
3. Directors vacating office can be re-elected. In addition to vacating office by rotation, directors shall vacate office upon:
  - a) Death;
  - b) Resignation;
  - c) Lack of qualifications or possessing prohibited characteristics specified by laws;
  - d) Being removed by a resolution of a meeting of shareholders;
  - e) Being removed by court order.

A shareholder meeting may pass a resolution to remove any director before the expiration of his/her term of office by the vote of not less than three-fourths of the number of shareholders attending the meeting and entitled to vote and the total number of shares of not less than one half of the number of shares held by shareholders attending the meeting and entitled to vote.

### Board of Directors' Meeting

1. The Board of Directors is required to hold a meeting at least once every three months. Directors should attend every meeting to express their opinions and exercise discretion independently. If a director is unable to attend the meeting due to force majeure, he/she must notify the Secretary to the Board in advance. The Company shall report the number of meetings attended by each director in the annual report.
2. The Chairman of the Board or person designated by the Chairman shall set a date, time, and place for a Board's meeting. A meeting may be held in the province where the Company's head office is located or nearby province or any other appropriate place in accordance with the Company's Articles of Association. If the Chairman of



the Board or person designated by the Chairman does not set a meeting venue, that meeting shall be held at the Company's head office.

3. Secretary to the Board or person designated by the Chairman shall send a meeting invitation letter to each director at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance. Secretary to the Board shall send meeting documents to directors in advance of the meeting and such meeting documents should provide adequate information that allows directors to make decisions and exercise discretion independently. Secretary to the Board is also responsible for recoding a meeting, preparing meeting minutes within 14 days from the meeting completion date to be submitted to the Chairman for signature, and keeping the meeting minutes in a systematic manner.
4. A Board's meeting requires the presence of not less than one half of the total number of directors to constitute a quorum and the Chairman of the Board to chair the meeting. If the Chairman is absent at the meeting or unable to perform such duty, the Vice Chairman of the Board shall chair the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform such duty, the directors attending the meeting shall select one among them to chair the meeting.
5. Directors with stakes in a particular matter being considered by the Board must not express opinions or vote on that matter.
6. A decision of the Board's meeting shall be by the majority of votes. In casting votes, each director shall have one vote. In the case of an equality of votes, the chair of the meeting shall have an additional vote as a deciding vote. The opinion of the director who votes against the matter must also be included in the meeting minutes.
7. The Board of Directors may invite concerned parties including relevant committees, executives, auditors, internal auditors, lawyers, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.
8. Secretary to the Board or person designated by the Chairman is responsible for preparing the minutes of a Board's meeting.

## 2. Charter of the Audit Committee

### Objectives

The Audit Committee shall comprise independent directors to audit the Company's undertakings and review the internal control system to ensure that organizational units perform their duties efficiently in accordance with laws and workplace regulations and that management is carried out appropriately, efficiently, and effectively. The Audit Committee shall also review the Company's financial report together with the auditor to ensure reliability and accurate and complete information disclosure in accordance with relevant standards and regulations and assure investors and stakeholders that the Company's undertakings are audited and governed carefully, fairly, and transparently in accordance with the principles of good corporate governance.

### Composition of the Audit Committee

1. The Audit Committee shall be composed of not less than three (3) independent directors who possess qualifications as specified in the Securities and Exchange Act B.E. 2535 and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.



2. Members of the Audit Committee shall possess the skills appropriate to the designated duties. At least one committee member must have knowledge, understanding, or experience in accounting and finance
3. The Board of Directors or Audit Committee shall select one committee member to act as the Chairman of the Audit Committee and may appoint a secretary to the Audit Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.

#### **Qualifications of the Audit Committee**

1. Must be appointed by the Board of Directors and approved by the meeting of shareholders.
2. Possess qualifications as specified in the Public Limited Companies Act, Securities and Exchange Act, and notifications, rules, and/or regulations of the Securities and Exchange Commission and Stock Exchange of Thailand.
3. At least one committee member must have adequate knowledge in accounting and finance to review the reliability of financial statements.
4. Members of the Audit Committee must be independent directors with the following qualifications:
  - 4.1 Hold shares of not more than one per cent of the total shares entitled to vote of the Company, parent company, subsidiary, or associated company, major shareholder, or controlling person which shall be inclusive of the shares held by related persons.
  - 4.2 Not currently or never have been a director who takes part in management, employee, staff member, advisor who receives a regular salary, or controlling person of the Company, parent company, subsidiary, associated company, or subsidiary at the same level of major shareholder or controlling person, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission. These prohibited characteristics do not include cases where an independent director has been a public servant or advisor of a government agency who is a major shareholder or controlling person of the Company.
  - 4.3 Not a person with blood relation with or legal status as father, mother, spouse, sibling, or child including spouse of that child to other director, executive, major shareholder, controlling person, or person who will be nominated as director, executive, or controlling person of the Company or subsidiary company (if any).
  - 4.4 Not currently have or never have had any business relations with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person in the way that may affect the exercise of independent discretion. Not currently or never have been a significant shareholder or controlling person for persons having business relations with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, excepted that that person has been free from that relation for not less than two years prior to applying for approval from the Securities and Exchange Commission. These business relations shall include regular commercial transactions, leasing or leasing out property, asset or service transactions, or providing or receiving financial supports including loaning or borrowing, guaranteeing, pledged assets, and other similar behaviors that cause the company or contract party to bear a debt obligation to pay the other party higher than three percent of the Company's net tangible assets or higher than 20 million Baht, whichever is the lowest. A calculation of such debt obligation shall be in accordance with the formula for calculation of connected transactions under the



Notification of the Capital Market Supervisory Board on Connected Transactions, with the necessary changes having been made. A consideration of such debt obligation shall include debt obligations incurred in the period of one year prior to entering into business relation with the same person.

- 4.5 Not currently or never have been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and also not currently or never have been a significant shareholder, controlling person, or partner of the auditing firm of the current auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission.
- 4.6 Not currently or never have been a provider of professional services, legal consulting, or financial consulting services with a fee more than two million Baht per year to the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and also not currently or never have been a significant shareholder, controlling person, or partner of a provider of such professional services, excepted that that person has retired from that position for not less than two years prior to applying for approval from the Securities and Exchange Commission.
- 4.7 Not currently a director appointed to represent the Company's directors, major shareholders, or shareholder related to major shareholder.
- 4.8 Not currently operate business similar to and significantly competing with the Company or subsidiary; or not a significant partner of a partnership or director who takes part in the management, or employee or consultant who receives a regular salary; or hold more than one percent of voting shares of any other companies operating business similar to and significantly competing with the Company and subsidiary.
- 4.9 Not under any conditions that may impede from having independent views towards the company's operations.
- 4.10 The independent director possessing the above qualifications may be designated by the Board of Directors to make decisions on the operations of the Company, associated company, same-level subsidiary, major shareholder, or controlling person in a collective decision process.
- 4.11 Be capable of performing duties, giving opinions, or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the control of executives or major shareholders of the Company including related persons or close relatives of the said persons.
- 4.12 Be a trustworthy and generally accepted person.
- 4.13 Be able to devote sufficient time to perform the duties of the Audit Committee.

#### Scope of Duties and Responsibilities

1. Review the Company's financial report to ensure accuracy and reliability as well as adequate disclosure by coordinating with external auditors and executives responsible for quarterly and annually financial reporting.
2. Review the Company's internal control system to ensure appropriateness and efficiency. The Committee may suggest reviewing or examining any items deemed necessary and important and recommend ways to improve the internal control system to the Board of Directors. The internal control system review shall be conducted jointly with external auditors and internal audit manager.



3. Review the Company's compliance with Securities and Exchange Act B.E. 2535, notifications, regulations, and/or rules of the Securities and Exchange Commission and Stock Exchange of Thailand, and other laws related to the Company's business.
4. Select and nominate an independent person to perform auditor functions including account, control system, and financial statement auditing. The Audit Committee has the power and responsibility to select, evaluate, propose remuneration, and oversee the performance of the auditor, as well as review or guarantee the audit firm to the Board of Directors. The auditor and audit firm shall report directly to the Audit Committee. The Audit Committee has the authority to approve the terms and conditions and preliminary audit fee and other service fees proposed by the auditor.

The Audit Committee will provide advices to the Board of Directors in order to propose to an annual ordinary meeting of shareholders to approve the appointment of auditor and audit fee.

5. Meet with executives and auditor as appropriate to discuss about auditing problems and limitations and management's actions to solve such problems and limitations, as well as risk management and assessment policy, important financial risks, and measures taken by management to control or reduce such risks. Moreover, the Audit Committee shall resolve any conflict between executives and auditor related to financial report and shall hold a meeting with the auditor without the presence of management at least once a year.
6. Promote and build a sense of independence of auditor. The Audit Committee shall provide discuss with the auditor about his/her independence from management and the Company, including any relationship or service between the Company and auditor that may affect the auditor's impartiality.
7. Review the Company's financial statements, accounting standards and policy, and important changes related to accounting standards, principles, or practices as well as important decisions that may affect financial reporting, including choices, reasons, and results of such decisions.
8. Consider connected transactions or transactions with potential conflicts of interest to ensure compliance with laws and regulations of the Stock Exchange of Thailand and make sure that such transactions are reasonable and in the best interest of the Company. Disclosure of information must be done accurately and fully.
9. Review and approve or ratify any transaction made between the Company and related party required to be disclosed by the Securities and Exchange Commission.
10. Review the internal audit plan in accordance with Generally Accepted Auditing Standards.
11. Ensure that an appropriate and efficient risk management system is in place.
12. Report the Audit Committee's performance to the Board of Directors at least four times a year.
13. Provide opinions on appointment, dismissal, and evaluation of internal audit's officers.
14. The Audit Committee is entitled to invite management, executives, or employees to attend the meeting to discuss issues or give opinions or documents deemed necessary or relevant.
15. The Audit Committee is entitled to hire a consultant or outsider under the Company's regulations to provide opinions or advices as necessary.
16. Prepare the Audit Committee's corporate governance report and publish it in the annual report. Such report must be signed by the Chairman of the Audit Committee and contain at least the following information:
  - a) Opinion on the accuracy, completeness, and reliability of the financial report;
  - b) Opinion on the adequacy of the Company's internal audit system;
  - c) Opinion on the compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business;



- d) Opinion on the suitability of the auditor;
  - e) Opinion on transactions with potential conflicts of interest;
  - f) Number of the Audit Committee's meetings and number of meetings attended by each member of the Audit Committee;
  - g) Opinion or overview observation obtained by the Audit Committee from its performance in accordance with the charter;
  - h) Any other matter that shareholders and general investors should know within the scope of duties and responsibilities designated by the Board of Directors.
17. The Audit Committee must conduct a self-assessment and report the assessment results as well as problems that may cause the Audit Committee to be unable to achieve its objectives to the Board of Directors every year.
  18. Revise and improve the Charter of the Audit Committee.
  19. If the Audit Committee finds or suspects a transaction or action to potentially affect significantly financial status and operating results of the Company such as transaction with conflicts of interest, potential corruption, significant error or defect in the internal control system, and violation of Securities and Exchange Act or regulations of the Stock Exchange of Thailand, the Audit Committee shall notify the Board of Directors in order to rectify the problems within the time period deemed appropriate by the Audit Committee. Any member of the Audit Committee may report that transaction or action to Securities and Exchange Commission or Stock Exchange of Thailand.
  20. Ensure that there are channels for reporting complaints related to improper items in financial statements or other issues and assure complaint reporters that there will be an independent review and appropriate follow-up procedures.
  21. If necessary, the Audit Committee may seek advices about investigation from external advisor or professional expert at the Company's own expense in accordance with regulations of the Company.
  22. Perform any other task as designated by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

#### Term of Office

1. The term of office of the Audit Committee shall cover a period of three years and the committee may be re-appointed for another term. In addition to vacating office due to term expiration, directors shall vacate office upon:
  - a) Death;
  - b) Resignation;
  - c) Lack of qualifications of audit director under this Charter or criteria set by the Stock Exchange of Thailand and relevant laws;
  - d) Retire from director position;
  - e) Being removed by a resolution of a Board's meeting or meeting of shareholders;
  - f) Being removed by court order.V
2. In the case that any audit committee member wishes to resign, he/she should give a resignation letter to the Chairman of the Board one month in advance together with reason(s) for resigning. The Company must immediately report such resignation and send a copy of the resignation letter to the Stock Exchange of Thailand. In the case that the entire audit committee members resign, the resigning committee members shall be acting in a position until a new audit committee is appointed.





3. In the case that an audit director position is vacant due to reason other than term expiration, the Board of Directors shall appoint any person who possesses full qualifications as audit director to fill the vacancy within 90 days. The person so appointed shall retain his/her office for the remaining term of the vacated director.

### **Audit Committee's Meeting**

1. The Audit Committee is required to hold at least four meetings every year to consider financial statements, internal audit report, and other matters. The Audit Committee shall also consider connected transactions or acquisition or disposition of assets to be undertaken by management based on the appropriateness and reasonability of each transaction in the best interest of the Company in accordance with the rules on connected transactions or acquisition or disposition of assets set forth by the Stock Exchange of Thailand. The Chairman of the Audit Committee may call a special meeting to consider any urgent matter as appropriate.
2. The Chairman of the Audit Committee or Secretary to the Audit Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
3. An Audit Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. When considering quarterly and annual financial statements, a committee member possessing knowledge and experience in accounting and finance is required to attend the meeting.
4. If the Chairman of the Audit Committee is unable to attend the meeting, committee members present at the meeting shall select one among them to act as the chairman of the meeting.
5. Members of the Audit Committee with interests in a given matter shall be prohibited from expressing opinions and voting on that matter.

A decision of the Audit Committee's meeting shall be by the majority of votes. In casting votes, each committee member

6. shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote. The opinion of the committee members who do not vote on the matter shall be presented as opinion against the matter to the Board of Directors.
7. The Audit Committee may invite concerned parties including directors, executives, auditors, internal auditors, lawyers, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.
8. The Chairman of the Audit Committee shall report the meeting results to the next Board of Directors' meeting.
9. Secretary to the Audit Committee or designated person is responsible for recording the meeting minutes.

### **Audit Committee's Report**

The Audit Committee report its performance results to the Board of Directors at the Board's meeting.

1. The Audit Committee shall report the finding or suspicion of the following activities, which may significantly affect the Company's financial status and operations, to the Board of Directors in order to find solutions within the time period deems appropriate by the Audit Committee.
  - 1.1 Conflict of interest transaction;
  - 1.2 Suspected or presumed fraud or irregularity or material defect in the internal control system;
  - 1.3 Infringement of laws or any regulations of the Stock Exchange of Thailand.



2. If the Audit Committee has reported about matters which have material impacts on the financial condition and results of operation to the Board of Directors and has discussed with the Board of Directors and executives that a rectification is necessary, upon completion of the time period mutually fixed if the Audit Committee finds that such rectification has been unreasonably ignored, any member of the Audit Committee may report such finding to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

### 3. Charter of the Nomination and Remuneration Committee

#### Objectives

The Nomination and Remuneration Committee shall be responsible for determining recruitment criteria and policy and identifying, selecting, and nominating suitable candidates for the director position as well as fixing remuneration of directors.

#### Composition of the Nomination and Remuneration Committee

1. The selection and remuneration committee shall consist of no fewer than three members, including members of the company's board of directors.
2. The Chairman of the selection and remuneration committee should be an independent director to ensure transparency and independence in performing duties.

Additionally, the selection and remuneration committee may appoint a secretary to assist in the management of meeting appointments, preparation of meeting agendas, submission of meeting documents, and recording meeting reports.

#### Scope of Duties and Responsibilities

##### 1. Nomination

- 1.1 Set criteria and policies for nominating members of the Board and Committees, taking into consideration the appropriate numbers, structure, and composition of the Board. Determine the qualifications of directors to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.
- 1.2 Recruit, select, and nominate suitable candidates for director and committee member positions that are expired and/or vacant and/or added, whichever the case may be.
- 1.3 To consider and select suitable candidates for the positions of Chief Executive Officer (CEO), Co-CEO, and Senior Management of the company.
- 1.4 Oversee compliance with the Company's corporate governance policy. Review the corporate governance policy annually and propose revision and improvement to the Board of Directors.
- 1.5 Prepare, review, and conclude succession plan and management continuity for president position annually and report to the Board of Directors.
- 1.6 Perform any other nomination task as assigned by the Board of Directors.

##### 2. Remuneration

- 2.1 Set criteria and policies for determining remuneration of members of the Board and Committees and executives to be proposed to the Board of Directors and/or shareholder meeting, whichever the case may be, for approval.



- 2.2 Determine the remuneration of individual directors in both monetary and non-monetary forms. The remuneration of directors and executives shall be considered based on duties, responsibilities, and performances of individual directors and executives and shall be comparable to companies with similar business. The remuneration must be submitted to the Board of Directors for consideration and approved by the Board of Directors and/or meeting of shareholders.
- 2.3 Approve the determination of directors' annual remuneration.
- 2.4 Be accountable for the Board of Directors. Clarify and answer queries about remuneration of directors, committee members, and senior executives at a shareholder meeting.
- 2.5 Disclose the policy, criteria, and reasons for determining remuneration of directors and executives as required by the Stock Exchange of Thailand in annual registration statement (Form 56-1 One Report) of the Company.
- 2.6 Perform any other remuneration task as assigned by the Board of Directors. Management and other units must report or present relevant information and documentation to the Nomination and Remuneration Committee to enable it to carry out operation to achieve its objectives.

### **3. Term of Office and Appointment of the Nomination and Remuneration Committee**

- 3.1 The term of office of members of the Nomination and Remuneration Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.
- 3.2 In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Nomination and Remuneration Committee to decrease to be unable to perform duties, the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
- 3.3 Members of the Nomination and Remuneration Committee shall vacate office upon:
  - a) Expiration of term;
  - b) Death;
  - c) Resignation;
  - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
  - e) Being removed by a resolution of a Board's meeting.
- 3.4 A member of the Nomination and Remuneration Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

### **4. Nomination and Remuneration Committee's Meeting**

- 4.1 The Nomination and Remuneration Committee can hold any number of meetings as appropriate in order to carry out its designated duties but not less than two (2) meeting per year must be held.
- 4.2 The Chairman of the Nomination and Remuneration Committee or Secretary to the Nomination and Remuneration Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
- 4.3 Meetings of the selection and remuneration committee must include at least half of the committee members to be considered a quorum. In some cases, the selection and remuneration committee may appoint consultants with knowledge and experience in recruitment and compensation to participate in the meetings.



- 4.4 The Chairman of the Nomination and Remuneration Committee shall act as the chairman of the meeting. If the Chairman is not present at the meeting or unable to perform that duty, committee members present at the meeting shall select one among them to act as the chairman of the meeting.
- 4.5 A decision of the Nomination and Remuneration Committee's meeting shall be by the majority of votes. In casting votes, each committee member shall have one vote. The committee members who have interests in a given matter shall not express opinions or vote on that matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote.
- 4.6 Secretary to the Nomination and Remuneration Committee does not have the right to vote.
- 4.7 Secretary to the Nomination and Remuneration Committee or person designated by the Nomination and Remuneration Committee is responsible for recording the meeting minutes. The Chairman of the Nomination and Remuneration Committee or designated committee member shall report the meeting results to the Board of Directors' meeting.
- 4.8 The Nomination and Remuneration Committee may invite concerned parties including directors, executives, and employees from parent and subsidiary company (if any) to attend the meeting to discuss or clarify issues and answer queries.

#### 5. Nomination and Remuneration Committee's Report

The Nomination and Remuneration Committee shall report its performance results to the Board of Directors on a regular basis and shall report material matters and resolutions of the meeting to the Board of Directors after every Nomination and Remuneration Committee's meeting.

#### 4. Charter of the Risk Management Committee

Recognizing the importance of the good corporate governance, the Board of Directors has set up the Risk Management Committee to determine and review policies, enterprise risk management framework, consider enterprise risk management report in accordance with the principles of good corporate governance.

##### Composition of the Risk Management Committee

1. The Risk Management Committee shall be appointed by the Board of Directors and shall be composed of at least one (1) member of the Board and at least one (1) of whom shall be independent director.
2. Members of the Risk Management Committee shall be persons who possess understanding and direct experience in business in order to determine risk management policy that covers the entire organization and ensure that a risk management system or process is in place to properly mitigate the impacts on the Company's business.
3. The Chairman of the Risk Management Committee may be appointed by the Board of Directors or Risk Management Committee.
4. The Risk Management Committee may appoint a secretary to the Risk Management Committee, who may be the head of business support or person deemed appropriate by the Risk Management Committee to support and assist the committee including preparing meeting agenda and recording meeting minutes.



### Qualifications of the Risk Management Committee

Members of the Risk Management Committee must possess the following qualifications:

1. Must be appointed by the Board of Directors;
2. Possess knowledge, experience, and skills in the Company's business, laws, and other areas;
3. Be mature, secure, independent, and able to express different views;
4. Be able to devote sufficient time to perform duties.

### Scope of Duties and Responsibilities

1. Set risk management policy and framework to be submitted to the Board of Directors for approval.
2. Set, review, and improve enterprise risk management framework.
3. Monitor risk indicators and conduct risk assessment.
4. Oversee and encourage to have an enterprise risk management system in place in line with business strategies, objectives, and changing situations.
5. Report important risks to the Board of Directors and Audit Committee and propose how to manage such risks.
6. Consider enterprise risk management report as well as provide opinions on potential risks and set measures to control or mitigate such risks. Improve the enterprise risk management system to ensure continual efficiency.
7. Consider corruption assessment report and impacts of various malfeasances including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.
8. Report enterprise risk management results to the Board of Directors. If there is important factor or situation that may significantly affects the Company, immediately notify the Board of Directors.
9. Perform any other task as designated by the Board of Directors.

### Term of Office and Appointment of the Risk Management Committee

1. The term of office of members of the Risk Management Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term.
2. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Risk Management Committee to be less than two (2), the Board of Directors shall appoint new committee member(s) to fill the vacancy within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
3. Members of the Risk Management Committee shall vacate office upon:
  - a) Expiration of term;
  - b) Death;
  - c) Resignation;
  - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
  - e) Being removed by a resolution of a Board's meeting.
4. A member of the Risk Management Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

**Risk Management Committee's Meeting**

1. The Risk Management Committee can hold any number of meetings as appropriate in order to carry out its designated duties but not less than one (1) meeting per year must be held. The Risk Management Committee may invite management, relevant executives or employees, or other appropriate persons to attend the meeting to give opinion or necessary documentation.
2. The Chairman of the Risk Management Committee or Secretary to the Risk Management Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
3. A Risk Management Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. If the Risk Management Committee consists of two members, both members must be present at the meeting to constitute a quorum. If the Chairman of the Risk Management Committee is not present at the meeting or unable to perform that duty, committee members present at the meeting shall select one among them to act as the chairman of the meeting.
4. A decision of the Risk Management Committee's meeting shall be by the majority of votes. The committee members who have interests in a given matter shall not express opinions or vote on that matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote.
5. Secretary to the Risk Management Committee or person designated by the Risk Management Committee is responsible for preparing the meeting minutes, which must be certified by the Risk Management Committee.

**Risk Management Committee's Report**

The Risk Management Committee shall report its performance results to the Board of Directors on a regular basis and shall report material matters and resolutions of the meeting to the Board of Directors after every Risk Management Committee's meeting and report its performance results in the annual report and to the meeting of shareholders.

**5. Charter of the Executive Committee****Objectives**

The Executive Committee shall perform its duties with due care and in good faith to ensure that the Company is managed in accordance with policy and Code of Conduct and that composition and term of office, duties and responsibilities, and Executive Committee's meeting are clearly stated to serve as guidelines for legal compliance.

**Composition of the Executive Committee**

1. The Executive Committee shall be appointed by the Board of Directors and one member of the Executive Committee, who is also a Board member, shall be appointed to serve as Chairman of the Executive Committee.
2. The Executive Committee shall be composed of at least three (3) members, who are members of the Board, executives of the Company, and/or outsiders.
3. The Executive Committee may appoint a secretary to the Executive Committee to assist in meeting scheduling, preparing meeting agenda, sending meeting documents, and recording meeting minutes.
4. Members of the Executive Committee shall persons who possess appropriate knowledge, skills, and experiences as well as understand their qualifications, duties, and responsibilities and shall not possess prohibited characteristics specified by laws.
5. Members of the Executive Committee shall be able to devote sufficient time to perform their duties and express their opinions.



## Authority

Approve investment expenditures, financial transactions with financial institutes such as opening a bank account, applying for loan, pledge, mortgage, and guaranty, as well as purchase and sale and registration or land to conduct regular transactions within the financial limits specified in the work manual on operation authority. These undertakings must be in accordance with laws, rules, and regulations set forth by the Stock Exchange of Thailand

## Duties and Responsibilities

1. Set policies, objectives, business strategies, annual operating plan, business plan, annual budget, and management authorities of the Company to be proposed to the Board of Directors for approval.
2. Oversee the Company's management to ensure that it is in compliance with the business policies, objectives, and directions of the Company.
3. Ensure that the Company's operations are conducted in accordance with laws, objectives, Articles of Association, resolutions of shareholder meeting and Board's meeting, and relevant regulations. Review and improve the charter of the Executive Committee and submit it to the Board of Directors for approval.
4. Approve investment or operating expenditures, applying for any loan or credit from financial institutes, lending, and acting as a guarantor to conduct regular transactions in accordance with the Company's objectives, within the set financial limits, and under the provisions of notifications of the Stock Exchange of Thailand, Securities and Exchange Commission, Capital Market Supervisory Board, or other relevant laws.
5. Set corporate structure and management authorities. Set, revise, and improve position descriptions to cover recruitment, employment, transfer, training, and termination of executives or senior executives and appoint the President/Chief Executive Officer or person designated by the President/Chief Executive Officer to act as an authorized signatory to sign employment contracts.
6. Oversee and approve matters related to the Company's operations. Appoint any person or persons to carry out specific tasks on behalf of the Executive Committee as it deems appropriate and the Executive Committee can cancel, change, or modify such authority.
7. Appoint advisors to provide advices on various issues necessary for the Company's operations or to be in accordance with relevant laws.
8. Consider the following matters and report to the Board of Directors within the required time period:
  - a) Quarterly and annual performance results of the Company within the time period required by relevant laws;
  - b) Auditor's report on financial statements which include quarterly and annual financial statements within the time period required by relevant laws;
  - c) Corruption, illegal conduct, and other unusual actions which shall be immediately reported to the Board of Directors by the Executive Committee when they are discovered or suspected to occur;
  - d) Other reports as the Executive Committee or Board of Directors deems appropriate.
9. Perform any other task assigned by the Board of Directors, Securities and Exchange Commission, and other relevant laws.
10. Sub-authorize and/or appoint any person or persons to carry out specific tasks within the time period deemed





appropriate by the Executive Committee within the scope of authorization and/or in accordance with rules, regulations, or orders of the Executive Committee. The Executive Committee may cancel, revoke, change, or modify such authorization or authorized person(s) as it deems appropriate.

The authorization of duties and responsibilities by the Executive Committee shall not be done in a way that authorizes or sub-authorizes the Executive Committee or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board in line with Securities and Exchange Act B.E. 2535 (and Amendment), as well as rules, regulations, and/or notifications of the Securities and Exchange Commission, Stock Exchange of Thailand, and Capital Market Supervisory Board, and other relevant laws.

#### **Term of Office and Appointment of the Executive Committee**

1. The term of office of members of the Executive Committee shall cover a period of not more than three (3) years and the committee members may be re-appointed for another term. In the case that any committee member has completed his/her terms or is unable to hold the positions until end of term causing the members of the Executive Committee to be less than three (3), the Board of Directors shall appoint new committee member(s) to fill the vacancy immediately or at the latest within three (3) months from the date the position is vacant. The new committee member shall retain his/her office for the remaining term of the vacated director.
2. Members of the Executive Committee shall vacate office upon:
  - a) Expiration of term;
  - b) Death;
  - c) Resignation;
  - d) Lack of qualifications or possessing prohibited characteristics specified by laws;
  - e) Being removed by a resolution of a Board's meeting.
3. A member of the Executive Committee wishing to resign shall give a resignation letter to the Chairman of the Board at least one (1) month in advance to give the Board of Directors sufficient time to consider appointing a new committee member.

#### **Executive Committee's Meeting**

1. Date, time, place, and agenda of meeting shall be set in advance. Secretary to the Executive Committee shall send a meeting invitation letter to committee members at least seven days in advance of the meeting and prepare the meeting minutes. In urgent cases, a meeting may be notified by other means or less than seven days in advance.
2. The Executive Committee must hold at least four (4) meetings per year.
3. An Executive Committee's meeting requires the presence of not less than one half of the total committee numbers to constitute a quorum. If the Chairman of the Executive Committee is not present at the meeting or unable to perform that duty, the Vice Chairman shall act as the chairman of the meeting. If there is no Vice Chairman, committee members present at the meeting shall select one among them to chair the meeting.
4. A decision of the Executive Committee's meeting shall be by the majority of votes. In casting votes, each director shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a deciding vote. The committee members who have interests in a given matter shall not express opinions or vote on that matter.



## Executive Committee's Report

The Executive Committee is accountable to the Board of Directors and shall thus report its performance results to the Board of Directors at the Board's meeting as appropriate.

## 6. Charter of Chief Executive Officer or President

### Objectives

Chief Executive Officer or President is designated by the Board of Directors to perform duties related to regular business operations of the Company in accordance with the operation plan and budget approved by the Board of Directors with due diligence, honesty, integrity in the best interest of the Company and shareholders and shall not engage in any act that has interests in or conflicts with the Company.

### Scope of Duties and Responsibilities

1. Oversee and manage daily operation and/or management of the Company as well as overall governance to be in accordance with the policies, business strategies, operation objectives and plans, financial objectives, and budgets approved by the Board of Directors and/or meeting of shareholders.
2. Develop business plans and determine management authorities. Set business and annual budgets to be proposed to the Board of Directors for approval and report progress under such plans and budgets to the Board of Directors.
3. Determine the corporate structure; management procedures; employee selection, training, employment, and termination; and employee pay rate, salary, compensation, bonus, and welfare.
4. Monitor and report the Company's status. Suggest alternatives and strategies in line with policy and market situation.
5. Oversee and regulate the Company's operations such as finance, risk management, internal control, operational and supporting functions, and resources management.
6. Represent the Company and communicate with government and other regulatory agencies.
7. Communicate with the public, shareholders, customers, and employees to ensure good reputation and image of the Company.
8. Ensure that good corporate governance is in place.
9. Issue, revise, add, and improve rules, regulations, and orders related to the Company's operations such as employment, appointment, removal, employee discipline, determination of salary and other compensations, and welfare.
10. Negotiate and approve transaction agreements and/or any task related to daily operations and/or management within the financial limits approved by the Board of Directors in the Table of Approval Authorities.
11. Hold any authority, duty, and responsibility as designated or according to the policy set by the Board of Directors

Sub-authorize and/or appoint other persons to carry out specific tasks on behalf of the Chief Executive Officer or President within the scope of authorization specified in the authorization letter and/or in accordance with rules, regulations, or orders of the Board of Directors.



The authorization of duties and responsibilities by the Chief Executive Officer or President shall not be done in a way that authorizes or sub-authorizes the Chief Executive Officer or President or authorized person(s) to approve transactions that he/she has conflicts of interest (as defined in the Notification of Securities and Exchange Commission) or stakes or any other conflicts of interest with the Company and/or subsidiary company, unless such transaction approvals are in accordance with the policy and rules approved by the Board of Directors or shareholder meeting.

## 7. Charter of Company Secretary

### Objectives

The Company Secretary serves the Board of Directors by providing various supports to allow the Board of Directors and Company to carry out duties in accordance with legal framework and principles of good corporate governance.

### Scope of Duties and Responsibilities

The Company Secretary shall perform its duties with due care and in good faith in accordance with the Securities and Exchange Act B.E. 2535 (and Amendment) which sets the specific duties and responsibilities of company secretary. In addition to those specified in the Securities and Exchange Act, the Company has determined the Company Secretary's duties and responsibilities as follows:

1. Preparing and keeping the following documents:
  - 1.1 A register of directors;
  - 1.2 An invitation notice to a Board's meeting, minutes of the Board's meeting, and an annual report;
  - 1.3 An invitation notice to a shareholder meeting and minutes of the shareholder meeting.
2. Keeping a report on interests filed by a director or executive;
3. Undertaking to ensure that directors and executives file reports on personal and related persons' interests related to management of the business of the Company and subsidiary under Section 89/14 of the Securities and Exchange Act.
4. Keeping a report on interests filed by a director or executive and submitting a copy of the report on interests under Section 89/14 to the Chairmen of the Board and Audit Committee within seven days from the day the report is received.
5. Arranging a system for safekeeping of documents or evidences related to the following information and monitoring safekeeping of such documents or evidences for its accuracy and completion as well as availability for inspection for the period not less than ten (10) years from the date of producing such documents or information.
  - 5.1 Safekeeping of the above documents and evidences shall mean safekeeping by means of a computer system or any other systems which allow retrievability without any change of information;
  - 5.2 Providing information in support of seeking a resolution of the shareholder meeting;
  - 5.3 Financial statements and reports concerning the financial condition and the business operation of the company or any other reports required to be disclosed under Section 56, 57, 58 or 199 of the Securities and Exchange Act;
  - 5.4 An opinion of the business when a person makes a general tender offer to purchase shares from shareholders;
  - 5.5 Providing information or any other reports related to the business prepared by the Company for the purpose of disclosure to shareholders or the public as specified in the notification of the Capital Market Supervisory Board.



6. Performing any other acts as specified in the notifications of the Capital Market Supervisory Board.
7. Providing advices and communicating legal information, government guidelines, rules and regulations of the Company, and relevant rules and regulations of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as knowledge on corporate governance to directors and relevant departments. Overseeing and monitoring to ensure that the Company, directors, and executives correctly and regularly comply with these regulations and reporting significant changes to the Board of Directors.
8. Contacting and coordinating with as well as reporting information on directors and executives to the Stock Exchange of Thailand and Office of the Securities and Exchange Commission.
9. Preparing meeting procedures and agenda, invitation notice, annual report, and meeting documents for a shareholder meeting and Board's meeting.
10. Organizing a shareholder meeting and Board's meeting to be in accordance with laws, Articles of Association, and Code of Conduct.
11. Coordinating with shareholders on proposals to be presented to the Board of Directors for consideration.
12. Preparing orders of a shareholder meeting for the chairman of the meeting.
13. Attending a shareholder meeting and ensure that it proceeds smoothly as required by laws.
14. Recoding the minutes of shareholder meeting and Board's meeting, as well as following up to ensure compliance with resolutions of the shareholder meeting and Board's meeting.
15. Safekeeping policies and regulations of the Company approved by the Board of Directors.
16. Overseeing to ensure disclosure of information and reporting information under responsibility to the regulatory agency in accordance with government rules and regulations.

Providing information and advices on preparing reports to directors and executives as required by laws and regulation to be disclosed to the public such as a report on securities holding.

#### **Code of Conduct for Company Secretary**

The Company Secretary shall perform duties with responsibility, care, and in good faith as any person of ordinary prudence should have done under a similar circumstance and shall comply with laws, objectives, Articles of Association, and resolutions of a shareholder meeting and Board's meeting.

1. Decisions must be made based on information honestly deemed as adequate.
2. Decisions that have been made are free from personal interest, whether directly and indirectly.
3. Actions are made honestly in the best interest of the Company.
4. Acting objectively, appropriately, and refraining from any act that significantly conflicts with the Company's interest.
5. Do not use the Company's information to seek benefits, unless the information has been publicly disclosed, or use the Company's asset or business opportunity in a way that violates rules or general practices set forth by the Capital Market Supervisory Board.

Do not enter into any agreement or contract that may cause conflicts of interest with the Company or staff members or customers of the Company or conflicts with his/her duties.

**Cases where company secretary retires from office or is unable to perform duties**

In the event where company secretary retires from office or is unable to perform duties, the following guidelines shall be followed:

1. The Board of Directors shall appoint a new company secretary within ninety (90) days from the day the former company secretary retires from position or is unable to perform duties.
2. The Board of Directors shall have the authority to designate any director to perform company secretary function during the time the former company secretary retires from position or is unable to perform duties.

The Chairman of the Board shall report the name of the company secretary to the Office of Securities and Exchange Commission within fourteen (14) days from the day the company secretary is appointed and notify the Office of Securities and Exchange Commission of the document safekeeping place as required by the Securities and Exchange Act.

**Part 4 Internal Audit Charter****Objectives**

Internal Audit shall assist management in supervising executives and employees at all levels to perform their duties efficiently and effectively. In addition to ensuring that the internal control system is appropriate, adequate, and efficient, it analyzes, assesses, and gives advice to continuously improve practices and the performance of executives and employees within the company.

**Duties and Responsibilities**

Internal Audit is responsible for internal auditing activities within the company and reporting the audit findings to the Audit Committee and management. Its duties and responsibilities are to:

1. Prepare an internal audit plan and submit it to the Audit Committee for approval.
2. Review the appropriateness of asset custody, including examining whether the asset actually exists and is used efficiently and effectively.
3. Review and report on the reliability and completeness of financial information, including operational, assessment, and measurement procedures.
4. Review work systems that may have a material impact on the company's operations and report on compliance with policies, plans, and procedures set by the company, as well as applicable laws.
5. Review and improve the adequacy and appropriateness of the internal control system.
6. Review and support improvement of the efficiency of work systems on a continual and regular basis.
7. Perform other internal audit related tasks as assigned by the Audit Committee or management.
  - Report on the audit findings and progress against the internal audit plan.
  - Support operations and provide information necessary for the internal audit operations of the Audit Committee and management.
  - Develop professional and business knowledge and skills for internal audit personnel.
  - Carry out other activities as assigned.

**Authority of Internal Auditors**

1. Internal auditors are free to conduct audits as they deem appropriate in accordance with the Standards for the Professional Practice of Internal Auditing.



2. Internal auditors have the right to access to all assets and activities of the company, including accounting documents, correspondence letters, and other reports that are relevant and necessary to achieve the audit objectives.
3. Internal auditors can request the auditee to provide information and explanation on the matter being audited.
4. Any document and information acquired by internal auditors in the course of their duties will be kept confidential and will not be disclosed to a third party without permission from the relevant authority, unless required by the law.

#### Internal Audit Guidelines

1. The Chief Audit Executive shall submit short-term and long-term internal audit plans to the Audit Committee for approval. The plans will consist of key risks and resources required for implementation.
2. Audit departments in the company periodically to ensure compliance with the company's plans, policies, goals, and objectives, as well as relevant regulations and laws. Provide advice to improve performance efficiency and follow up on improvement progress.
3. After the audit is completed, the Chief Audit Executive must hold an exit meeting with the executives of the audited department to present and discuss audit findings, observations, and deficiencies identified during the audit, and corrective actions before submitting the audit report to senior management and the Audit Committee.
4. The audit report must be prepared in writing and include the purpose and scope of audit, problems identified during the audit, and recommendations for improvement.
5. Internal auditors shall follow up on the progress of implementation of audit recommendations, as well as coordinating with the inspector and giving advice on improvement.
6. The Chief Audit Executive shall train internal audit personnel so that they have the necessary knowledge, skills, and experiences to perform their duties properly.
7. Internal auditors must perform their duties with honesty, integrity, and fairness, possess professional knowledge and interpersonal skills, and safeguard the company's confidential information.

## Part 5 Important Policies and Compliance

### 1. Nomination Policy for the Board of Directors, Audit Committee, Executive Committee, and Management

#### Nomination of Board of Directors

The Nomination and Remuneration Committee is responsible for setting the criteria and policy for selecting candidates with appropriate knowledge, expertise, and experience and nominating candidates to be elected to the Board of Directors at the shareholders' meeting. The nomination process also allows minority shareholders to propose candidates for the board director role. Shareholders have the right to elect board directors as follows:

1. The Board of Directors shall comprise at least five (5) members. Not less than one half of the total number of board members must reside in the kingdom. Board directors shall possess no qualifications and characteristics prohibited by the law.



2. Board directors shall be elected at a shareholders' meeting by a majority of votes in accordance with the rules and procedures as follows:
  - (a) Each shareholder is entitled to cast a number of votes equal to the number of shares held.
  - (b) Each shareholder may use all his/her votes under (a) to elect one or more candidates to be directors but shall not discriminately divide the votes among the candidates.
  - (c) Candidates shall be ranked according to the votes they have received in descending order and directors shall be appointed in that order until the required number of directors is filled. In the event of a tie between a number of candidates that exceeds the number of directors to be elected, the Chairman of the Meeting shall cast the deciding vote.

### **Nomination of Independent Directors**

Independent directors shall possess the qualifications required by the Public Limited Companies Act B.E. 2535, securities and exchange laws, and notifications of the Capital Market Supervisory Board, as well as relevant rules and/or regulations. At least one-third (1/3) of the total number of board members but not less than three (3) shall be independent directors.

### **Qualifications for Independent Directors**

1. Hold shares of not more than one (1) percent of the total voting shares of the company, parent company, subsidiary, associated company, major shareholder, or controlling person, which shall be inclusive of the shares held by persons related to the independent director.
2. Are not currently or never have been an executive director, employee, staff member, consultant receiving a salary, or controlling person of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office. These prohibited characteristics do not include cases where independent directors have been a public servant or advisor of a government agency that is a major shareholder or controlling person of the company.
3. Are not a person with blood relation with or legal status as father, mother, spouse, sibling, or child, including spouse of that child, to another director, executive, major shareholder, controlling person, or person who will be nominated as director, executive, or controlling person of the company or subsidiary.
4. Do not currently have or have never had any business relationship with the company, parent company, subsidiary, associated company, major shareholder, or controlling person in a way that may affect the exercise of independent discretion. Not currently or have never been a significant shareholder or controlling person for any person having business relation with the company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office.

The business relationship mentioned in Paragraph 1 shall include normal business transactions, leasing or leasing out property, assets or service transactions, or providing or receiving financial support including loaning or borrowing, guaranteeing, pledged assets, and other similar behaviors that cause the company or contracting party to bear a debt obligation to pay the other party more than three (3) percent of the company's net tangible assets or more than twenty (20) million baht, whichever is the lowest.





The calculation of such a debt obligation shall be in accordance with the calculation method for connected transactions under the Notification of the Capital Market Supervisory Board on Connected Transactions, with the necessary changes having been made. However, the consideration of such a debt obligation shall include debt obligations incurred in the period of one (1) year prior to entering into a business relationship with the same person.

5. Are not currently or have never been an auditor of the company, parent company, subsidiary, associated company, major shareholder, or controlling person of the company and not a significant shareholder, controlling person, or partner of the auditing firm of the current auditor of the company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office of the Securities and Exchange Commission.
6. Are not currently or have never been a provider of professional services, including legal or financial consulting services receiving a fee of more than two (2) million baht per year, to the company, parent company, subsidiary, associated company, major shareholder, or controlling person of the company and not a significant shareholder, controlling person, or partner of a provider of such professional services, unless the foregoing status ended more than two (2) years prior to applying for approval from the Office of the Securities and Exchange Commission.
7. Are not currently a director appointed to represent the company's Board of Directors, a major shareholder, or a shareholder related to a major shareholder.
8. Are not currently operating a business similar to and competing significantly with the company or subsidiary, or are not a significant partner of, or an executive director, employee, staff member, or consultant receiving a salary or holding more than one (1) percent of the total voting shares of other companies operating business similar to and competing significantly with the company or subsidiary.
9. Not under any conditions that may impede the ability to express independent views about the company's operations.

Independent directors may be assigned by the Board of Directors to make decisions about the operations of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person of the company in a collective decision process.

In a case where the person appointed as an independent director has or used to have a business relationship or has provided professional services exceeding the value specified under Clauses 4 or 6, the company's Board of Directors shall demonstrate that it has determined in compliance with Section 89/7 that the appointment of that person does not affect the performance of duties and the ability to express independent opinions, and disclose the following information in the notice of the shareholders' meeting at which independent directors are appointed:

- (a) business relationships or professional services that render such person's qualifications not in compliance with the rules;
- (b) reasons and needs for appointing such person as an independent director;
- (c) opinions of the Board of Directors on proposing to appoint such person as an independent director.

#### **Nomination of Audit Committee**

The company has set the criteria for selecting and appointing members of the Audit Committee as follows:

1. Hold shares of not more than five (5) percent of paid-up capital of the company, affiliated company, associated company, or related company, which shall be inclusive of the shares held by related persons.



2. Be a non-executive director of the company, affiliated company, associated company, related company, or major shareholder of the company.
3. Not an employee, staff member, or advisor receiving a salary from the company, affiliated company, associated company, related company, or major shareholder of the company.
4. Be a director who has no material interest, either directly or indirectly, in finance and management of the company, affiliated company, associated company, or major shareholder of the company during the period of one (1) year before his/her appointment as a member of the Audit Committee, unless the Board of Directors has carefully considered that such interest does not affect the performance of duties and the ability to express independent opinions.
5. Be a director who is not a related person or close relative of any executive or major shareholder of the company.
6. Be a director who is not appointed as a representative to safeguard the interest of the company's directors, major shareholders, or shareholders related to the company's major shareholders.
7. Be able to perform duties, express opinions, or report the performance of duties assigned by the Board of Directors independently of the control of management or major shareholders of the company, including related persons or close relatives of the said persons.
8. Possess full qualifications required for a director of the company.

#### **Nomination of Senior Management**

The Nomination and Corporate Governance Committee is responsible for selecting suitable persons for the role of Chief Executive Officer or President, and senior management who report directly to the Chief Executive Officer or President from among candidates possessing full and appropriate qualifications, knowledge, skills, and experiences that are beneficial to the operations of the company, and good understanding of the company's business, able to manage the company to achieve the objectives and targets set by the Board of Directors. The appointment of the highest-ranking executive shall be approved by the Board of Directors and the Nomination and Corporate Governance Committees may hire an independent consultant to help with the selection.

#### **Qualifications of Directors and Highest-Ranking Executive**

1. Be a natural person of legal age.
2. Not a bankrupt, incompetent person, or quasi-incompetent person.
3. Have never been sentenced to imprisonment by a final judgment for the commission of an offence against property.
4. Have never been fired or dismissed from a government service, organization, or government agency due to malfeasance.
5. Not currently being accused by the Office of the Securities and Exchange Commission or not currently being prosecuted due to such accusation or have been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, for the offences under the securities and exchange law or derivatives law, including:



- unfair acts relating to trading of securities or derivatives;
  - fraudulent acts against or damages to assets, creditors, or the public;
  - performing duties with carelessness or dishonesty;
  - intentionally falsifying material messages or concealing material facts that should be disclosed;
  - operating securities or derivatives business without permission and that is considered fraudulent.
6. Not currently being accused by a financial institution regulatory authority, whether at home or abroad, or not currently being prosecuted due to such accusation or not currently being banned from holding a position of director or executive of a financial institution by such authority. Have never been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, due to deceitful, fraudulent, or dishonest management of assets causing damages to the financial institution where that person serves as a director or executive, or to customers.
  7. Have never been sentenced to imprisonment by a final judgment, regardless of whether a suspended sentence is granted, or have completed the term of imprisonment or period of suspended sentence for less than three (3) years, for public offences relating to deceitful, fraudulent, or dishonest management of assets.
  8. Not being subject to the court's order of forfeiture of assets to be vested in the state under the anti-corruption law, anti-money laundering law, or any other similar laws and three (3) years have not been elapsed since the order is issued.
  9. Must not engage in or refrain from engaging in dishonest acts or gross negligence in transactions of the company or subsidiary resulting in damages to the company or shareholders or for personal gain or the benefit of others.
  10. Must not disclose or disseminate information or false statements about the company or subsidiary that may cause misunderstanding and must not conceal material facts that should be disclosed that may affect decision making of shareholders, investors, or related persons, regardless of whether by ordering, holding responsibility for, or participating in creating, disclosing, or disseminating such information or messages, or any other acts, or omission of any other acts, unless it can be proven that one is not aware of such false information or messages or the omission of facts that should be disclosed by virtue of one's position, status, or duty.

The following transactions of the company or subsidiary, regardless of whether by ordering, approving, promoting, benefiting, or participating, shall be consider dishonest, unless proven otherwise:

- Transactions that are not performed in a manner in which a reasonable business operator should perform with general contracting parties in the same situation and are not in the best interest of the company or subsidiary or are performed in a way that benefits oneself or others.
  - Transactions that do not comply with the securities and exchange law regarding connected transactions or significant transactions considered to be acquisition or disposal of assets.
11. Must not engage in unfair actions or taking advantage of investors in the trading of securities or derivatives or involve or promote or used to involve or promote such actions.

#### **Remuneration of Directors and the Highest-Ranking Executive**

Determination of remuneration of directors, committee members, and the highest-ranking executive shall comply with the following guidelines:



1. The Board of Directors is responsible for determining the remuneration of directors, committee members, and the highest-ranking executive (Chief Executive Officer or President) appropriate for their duties, responsibilities, performance results, type/size of the company's business, and expected benefits from personnel. The remuneration must be at an appropriate level and sufficient to attract and retain qualified personnel compared to companies with similar business. The type of remuneration, remuneration payment method, and amount of remuneration must also be appropriate.
2. Change in remuneration of the highest-ranking executive (Chief Executive Officer or President) must be approved by the Board of Directors.
3. Remuneration of directors and committee members shall be proposed at the annual shareholders' meeting for approval.
4. Shares are approved annually.

## 2. Succession Policy

The company has prepared a succession plan to ensure management continuity for executives at the chief officer level. The focus is on management-level employees and Human Resources will help them prepare to perform systematically, develop appropriate competencies, and accumulate the necessary experience to hold important positions in the company.

## 3. Internal Control and Internal Audit Policy

The Board of Directors shall ensure that the company has an internal control system and internal audit system in place covering all key aspects, including finance, operation, compliance with relevant laws, rules and regulations, auditing mechanism, and checks and balances, sufficiently efficient to protect and manage investments of shareholders and the company's assets. It determines a hierarchy of approval authority and the responsibilities of executives and employees with checks and balances, sets operational regulations in writing, and establishes an independent audit office reporting directly to the Audit Committee. The independent audit office is responsible for auditing the operations of all units, including business and support units, to ensure regulatory compliance and an appropriate and adequate internal control system in line with the guidelines of the Stock Exchange of Thailand and the internal control principles of COSO (the Committee of Sponsoring Organizations of the Treadway Commission), covering management control, operational control, financial control, and compliance control.

## 4. Risk Management Policy

At present, the Risk Management Committee appointed by the Board of Directors is composed of three (3) directors and one (1) member is an independent director. The Risk Management Committee is responsible for determining the company's risk management policy and framework covering all aspects and risk factors related to the company's vision, goals, business strategies, finance, and other operations, considering the probability of occurrence and the severity of impact, and setting preventive and corrective measures, as well as determining responsible officer and reporting and assessment measures.

The Risk Management Committee determines the company's risk appetite and key risk indicators (KRIs) to serve as guidelines for business management and integration of a risk management system into the strategy planning process. It requires the officer responsible for risk management to report directly to the office of the Chief Executive Officer or the President responsible for corporate strategy and business planning, coordinate and follow up on the progress of the risk control plan to ensure that risk management is able to achieve the predefined strategic objectives and targets.



## 5. Information Disclosure Policy

The Board of Directors is committed to ensuring strict compliance with laws, rules, and regulations relating to information disclosure and transparency. It has established an investor relations center to communicate with shareholders and facilitate general investors and securities analysts using appropriate methods and disseminates information in both Thai and English on the company's website. At the same time, it has directed the department responsible for providing information and public relations to disseminate news about operations and operating results of the company through various media to allow shareholders, investors, stakeholders, and other related parties to receive timely and up-to-date information about the company.

The Board of Directors will sufficiently disclose financial and non-financial information as scheduled. It will provide truthful, complete, adequate, and timely operating results of the company in order to demonstrate the actual financial position and operations of the company, including the future of company's business, as follows:

### 1. Management Discussion and Analysis (MD&A)

The Board of Directors places importance on the preparation of detailed management discussion and analysis (MD&A), both annually and quarterly.

### 2. Financial Information

The auditor appointed by the company certifies financial information and expresses opinions independently, while the Board of Directors explains its responsibility for financial reporting. The financial report is then reviewed and certified by the Board of Directors to be accurate, complete, and sufficient in compliance with the generally accepted accounting standards and international accounting standards.

### 3. Non-Financial Information

The company will provide complete and clear information in the annual report and annual registration statement.

## 6. Accounting and Financial Policy

### 1. The accuracy of transaction recording

- All company business transactions must be recorded accurately and completely and must be verifiable without any limitations or exceptions.
- Account entries and business records must be truthful without distortion or falsification regardless of purpose.
- Personnel at all levels must conduct business transactions in accordance with rules, regulations, and orders of the company, keep accurate and complete evidence of the business transactions, and provide sufficient and timely information to enable the persons responsible for recording, preparing, and assessing accounting and financial reports to record and prepare every type of accounting and financial report in the company's accounting system with accurate and complete details.

### 2. Accounting and financial report

- Employees must not misrepresent information or falsify transactions, whether it be transaction information related to accounting and finance or operational information.
- All employees should be aware that the accuracy of accounting and financial reports is a shared responsibility of the Board of Directors, executives, and officers.
- All employees are responsible for preparing and/or providing business transaction information.



### 3. Legal compliance

- Personnel at all levels must comply with relevant laws, rules, regulations, and orders to ensure accurate and complete accounting and financial transaction recording for the company.
- Personnel at all levels must adhere to the principles of honesty, fairness, and integrity in recording information. Integrity shall mean no illegal or unethical activities.

## 7. Legal Compliance Policy

The company places importance on compliance with laws, rules, and regulations of the government sector. Especially in the transaction process, the company avoids actions that may induce the government or government employees to perform improperly and focuses on building good relationship between each other within an appropriate and feasible scope, such as meetings in public places and greetings on occasions, traditions, or festivals. It is important to maintain proper conduct when contacting government officers or agencies and always be aware that the laws, rules, or regulations may differ in different government agencies, with which the company shall comply strictly.

## 8. Information Technology Policy

The company regards information and communication technology as important factors that help promote business operations and increase work efficiency. Therefore, it is the responsibility of all employees to use information and communication technology in compliance with laws, as well as the company's orders and standards. Moreover, the company has put an information security management system in place that covers computer systems and computer data in accordance with international standards and the Computer Crime Act B.E. 2550.

All employees have the following duties:

1. Prevent the company's information system in their possession or under their responsibility from being accessed by unauthorized persons and not reveal important business information to unrelated persons.
2. Be disciplined in using the company's information system and communication equipment to prevent negative impact on the company and others, such as using it to illegally access the information system, causing damage to reputation and property, disturbing the function of the information system, hacking, password decrypting, forging computer data, publishing inappropriate images, messages, or voices, or using it for personal purposes or illegal actions.
3. Do not violate software licenses or intellectual property rights of others.
4. Encrypt data when sending important business information via the internet and do not exchange important business information with unsecured websites.
5. In the event that employees request to allow joined workers who are employees of the contractors of the company to access the company's information system, the requesting employees must control the joined workers' usage and be responsible for damages that may be incurred by the company.
6. The company will inspect, search, track, investigate, and control the use of the information system by an employee if it is found that the employee has used the system in an inappropriate way or if there is reasonable doubt to protect the security of the company's information system.
7. If the company discovers that any employee has violated the rules, and it is proven by a fair investigation, that employee shall be subject to a disciplinary action and/or legal penalty, as the case may be.



## 9. Anti-Corruption Policy

The Company places importance on fighting against fraud corruption of all forms by promoting moral behavior and building correct consciousness and workplace values. The Company has set the following anti-corruption guidelines and with directors, executives, and employees to ensure understanding of and strict compliance with these guidelines.

1. Build consciousness, values, and attitudes to strengthen employees' legal and regulator compliance.
2. Directors, executives, and employees are required to comply with the anti-corruption policy, shall avoid participating in fraudulent and corrupt activities, whether directly or indirectly, and shall not neglect or ignore any act that is considered fraud and corruption related to the Company.
3. Set up efficient and effective internal control system, appropriate audit, balance of power to prevent fraud and corruption
4. Set up an efficient internal audit system that covers accounting and finance to ensure that financial transactions are conducted correctly, transparently, and accountably.
5. Directors, executives, and employees are prohibited from demanding or accepting any asset or benefit for themselves or for other with the intention to induce improper conduct or neglect of duty or cause the Company to lose rightful benefits.
6. Set rules for giving or accepting gifts, items, or entertainment that may cause suspicion of fraudulent and corrupt behavior. Gift acceptance shall be done discreetly and the gift must not take the form of cash or cash equivalent. Any act should be transparent and accountable.
7. Set procurement, disbursement, and contract rules, in which each step must have clear supporting evidence, and determine appropriate and circumspect approval authority.
8. Directors, executives, and employees are prohibited from giving or proposing to give any asset or benefit to outsiders with the intention to induce improper conduct or neglect of duty.
9. Set up a transparent and accurate financial status reporting mechanism.
10. Communicate the anti-corruption policy and guidelines to directors, executives, and employees all levels through various channels such as employee training and internal communication system.
11. Set up whistleblowing channels for employees and external parties to report possible or suspected corrupt or improper conduct of directors, executives, and employees of the Company via website, email, or postal mail.
12. Set up whistleblower protection mechanism to keep the information of the whistleblower confidential. If the whistleblower information is disclosed, the person responsible for such information shall be subject to disciplinary action.
13. Set a disciplinary penalty for directors, executives, and employees who engage in fraud and corruption or support fraudulent and corrupt acts. Appropriate disciplinary action shall be taken and may include written warning, pay cut, suspension, termination, and legal action.
14. Corruption case shall be investigated and reported through a chain of command of the wrongdoer up to the Risk Management Committee, Audit Committee, Executive Committee, and Board of Directors.
15. Risk Management Committee shall conduct a corruption risk assessment to assess opportunities for and impacts of corruption of all forms including fraudulent financial reporting, creating loss of assets, corruption, management override of internal controls, modification of information in important reports, and improper acquisition and disposition of assets.





## 10. Whistleblowing Policy

The company has set guidelines for employees and other stakeholders to report or file complaints about violations of the code of conduct (whistleblower), illegal acts, suspected corrupt behavior, and misconduct of the company's employees, as well as defects of the internal control system. You can report or file complaints via email to:

Email	Name	Position
CG@rhombho.co.th	Mr.Ronnachit Mahattanapreut	Chairman of the board of Directors / Chairman of Audit Committee / Independent Director

or send a letter to "444-444/1,Pracha Uthit Road,Huaykwang,Huaykwang District Bangkok 10310."

The company will keep the information you have reported confidential and will disclose it to related individuals only to protect the whistleblower from victimization and harassment. The whistleblower may choose to reveal their identity or choose to remain anonymous. If the whistleblower is harassed or treated unfairly by any person, that person will be punished severely by the company.

## 11. Corporate Social Responsibility Policy

The company operates business by adhering to and focusing on duties and responsibilities to stakeholders, including shareholders, customers, business partners, employees, communities, and society to conduct business that serve as a good model in society under the principles of ethics and good corporate governance to benefit society, the environment, and sustainable development. To achieve that goal, the company has established the Corporate Governance Policy and Code of Ethics and set the corporate social responsibility policy framework and guidelines as follows:

1. Corporate Governance
2. Conducting Business with Fairness
3. Respect for Human Rights and Fair Treatment of Workers
4. Responsibility to Customers and Consumers
5. Community and Social Development
6. Environmental Care
7. Innovation and Dissemination of Innovation from Social Responsibility Operations
8. CSR Reporting

### 1. Corporate Governance

The company has established a transparent, equal, and fair management system in accordance with the principles of corporate governance to build confidence among shareholders, investors, stakeholders, and all related parties.

#### Guidelines

Comply with the Corporate Governance Policy established by the company and the Principles of Corporate Governance for Listed Companies set by the Stock Exchange of Thailand, covering five (5) categories, including the rights of shareholders, equitable treatment of shareholders, role of stakeholders, information disclosure and transparency, and responsibilities of the Board of Directors.

### 2. Conducting Business with Fairness

The company adheres to fair business practices to build confidence among concerned parties, which will benefit the company in the long term.

**Guidelines**

1. Avoid actions that may cause conflict of interest. If a conflict of interest arises, a fair mediation process should be set up and important information will be fully disclosed.
2. Promote free trade competition and avoid cronyism or co-conspiring.
3. Do not promote operations that violate intellectual property or copyright.
4. Set up a management system that can prevent or promptly detect bribery and corruption and provide an effective and fair problem-solving process if such cases arise.
5. Encourage directors, executives, and employees to understand the importance of fighting against corruption, including extortion and bribery of all forms.

**3. Respect for Human Rights and Fair Treatment of Workers****Guidelines**

1. Promote and respect human rights and regularly monitor to prevent the business from being involved in the violation of human rights.
2. Promote monitoring of human rights compliance within the business and encourage compliance with human right principles according to international standards. The responsibility toward human rights should also cover affiliated companies, joint ventures, and suppliers.
3. The company will treat its personnel equally, without discrimination based on birthplace, race, gender, age, skin color, religion, physical fitness, status, family, education, or any other status not directly related to the performance of duties.
4. The company gives every personnel the opportunity to show their talents and provides appropriate remuneration and creates motivation in the form of salary, bonus, and appropriate operating expenses according to the Company's regulations. It also provides opportunities for personnel to further their study in tertiary education, as well as short and long-term training.
5. All personnel of the company must perform their duties to the best of their ability, honesty, and fairness and shall not assign any person to perform duties on their behalf, whether directly or indirectly, unless it is necessary or for fast completion of tasks that do not require specialized abilities.
6. The company's personnel must adhere to the chain of command, accepting orders and taking responsibility directly to their superiors and not stepping over the chain of command if it is not necessary. Avoid criticizing superiors and colleagues, as this may cause damage to them or to the company. However, personnel of the company will listen to the comments of the subordinates and colleagues in good faith and without prejudice.
7. The company's personnel may fully use the resources, labors, places, and facilities of the company in their duties, but use of resources, labors, places, and facilities for purposes other than performing their duties or under their rightful welfare is prohibited.
8. The company's personnel must be polite, dress appropriately, and conduct themselves appropriately in duties, local customs, and without damaging the company's image.
9. The company's personnel may use their titles and positions to raise money for the charity organized by the company, but the use of titles and positions to solicit private funds for any purposes is prohibited.
10. The company's personnel should cooperate in activities organized by the company to create unity and help each other, as well as the company's CSR activities.



11. The company's personnel are prohibited from acting in a manner that causes troubles, annoyance, and discouragement to others, causing enmity or disturbing operations, whether to personnel of the company or third parties who come to contact the business. This includes sexual harassment, courtship, abuse, obscenity, both verbal and touching, and possession of phonography.

#### 4. Responsibility to Customers and Consumers

The company cares about the highest satisfaction of customers who buy products and services from the company, as well as consumers who use the products and services produced by the company.

##### Guidelines

1. The company is committed to developing a complete range of products and services, as well as fast and quality services to continuously meet the needs of customers and consumers. Personnel of the company must be fully dedicated to meeting the needs of customers and consumers with a reasonable price, keeping up with the situation, and not limiting consumer rights and setting fair conditions for consumers.
2. The company must not commit any acts to deceive or mislead consumers about the quality of its products and services.
3. The company is committed to developing product and service safety. The safety of consumers is of paramount importance. The company has installed warning signs and conducted a safety inspection in the workplace and organized campaigns and training on consumer safety for employees continuously.

#### 5. Community and Social Development

As the company operates in a society and is inseparable from the society, it has a responsibility to develop and give back to the community and society. The company regards it as its duty and core policy to give importance to community and social activities that focus on community and social development, religious continuity, and natural resource creation and conservation, as well as providing education support for youth and supporting public charitable activities for disadvantaged communities to help them become strong and self-reliant communities.

##### Guidelines

1. The company strives to provide understanding and communicate with the society about the status and facts of the company's operations, its responsibility to the community and society, and its responsibility to the environment, without concealing information that can be disclosed, and provides information to investors, shareholders, and interested parties in a timely manner.
2. The company is committed to contributing to social responsibility in terms of quality, safety, occupational health, and the environment in the use of natural resources for maximum benefits. It recognizes the importance of the environment and safety of the stakeholders involved and promotes social activities to protect the environment and improve the quality of life of people in the community according to sustainable development principles.
3. The company will consider options to utilize natural resources to minimize the impact and damage to society, the environment, and quality of life of people, while promoting the reduction of energy and resource consumption.
4. The company continuously instills consciousness about social and environmental responsibility in employees and gives priority to making transactions with suppliers that have the same intention as the company in terms of social and environmental responsibility. It aims to be a leader in promoting the efficient use and conservation of energy for future generations.



5. The company will give back a portion of profit to activities that contribute to society and the environment on a regular basis. Activities must be appropriate and benefit the community, society, and environment. In the case of donations, the donee information will be checked to ensure that the donation will be used for charity efficiently and effectively. Documentation for every donation will be collected as evidence.

## 6. Environmental Care

The company cares about the safety and health of its employees and the communities surrounding its business establishment. It strives to promote and instill consciousness about quality, safety, occupational health, and the environment as a way of life in its employees for the benefit of everyone, including the community and society as a whole. The company promotes the appropriate use of resources and the reduction of wasteful use.

### Guidelines

1. The company regards safety as an important issue and has set requirements and standards for safety quality, occupational health, and the environment no lower than the those required by laws in accordance with international standards. Personnel of the company must study and comply strictly with laws, policies, regulations and standards of safety quality, occupational health, and the environment.
2. The company will take actions to control and prevent damage in various forms due to accidents, fire, injury or illness in the workplace, property loss or damage, violation of security systems, improper operations, and errors, as well as maintaining a safe working environment for the company's personnel and organizing security plan drills on a regular basis. It is considered a duty and responsibility of executives and staff to report accidents according to predefined procedures.
3. The company has set a plan to control and prevent emergencies in all operating areas. It has an emergency and crisis management plan in order to prepare for various emergencies that may occur, such as fire and chemical or waste leakage, and other crises that may cause business interruption and damage the reputation and image of the company.
4. The company will provide public relations and media to build knowledge and understanding and disseminate information to its employees and stakeholders in order for them to understand the rules, regulations, procedures, practices, and precautions related to safety quality, occupational health, and the environment and perform duties correctly without causing any harm to health, property, and the environment.
5. The company is committed to contributing to social responsibility in terms of safety quality, occupational health, and the environment and the use of natural resources for the maximum benefit. It recognizes the importance of the environment and the safety of stakeholders and promotes social activities to protect the environment and improve the quality of life of people in the community according to sustainable development principles.
6. If any work is not safe or may not comply with the requirements and standards of the safety quality, occupational health, and the environment or it is found that the operation has serious environmental impact, the company's employees shall stop working temporarily to inform co-workers, superiors, and responsible agencies to solve problems or prepare a corrective plan. Do not continue working.

## 7. Innovation and Dissemination of Innovation from Social Responsibility Operations

The company has applied the concept of social responsibility and created business innovations to benefit and improve competitiveness in business and society.

**Guidelines**

1. Examine all processes of ongoing business to determine whether and how they pose a risk or negatively impact society and the environment and provide solutions to mitigate such impact. Thoroughly study and analyze work processes to create opportunities for business innovation development.
2. Publicize social and environmental innovations that have been developed to encourage other businesses and entrepreneurs to do the same.
3. Analyze solutions to problems and develop innovations continually to create opportunities for new product development and growth while striving for sustainable business profits.

**8. CSR Reporting**

The company discloses information on compliance with social responsibility guidelines to benefit all stakeholders.

**Guidelines**

1. Publish a CSR report to disclose information on business, environmental, safety and social impacts.
2. Prepare information correctly and set up mechanisms to allow readers to access the information conveniently.

**12. Prevent Internal Information Policy**

To ensure fair and equitable treatment of all stakeholders and having recognized the importance of prevention of insider information abuse, the company has set the policy and measures to prevent directors, executives, and employees from using non-public insider information for personal gain, including insider trading, as follows:

1. The company has set guidelines for safeguarding information and preventing the misuse of insider information in writing to ensure fair treatment of all shareholders, customers, partners, and stakeholders in accordance with the law and principles of good corporate governance.
2. The company prohibits its directors, executives, and employees from using non-public information material to the company's securities trading and could affect the price of the company's securities for personal benefit or the benefit of others, whether directly or indirectly and whether the benefit is received.
3. Directors, executives, staff members, and employees obtaining non-public material insider information which could affect securities prices by virtue of their positions are prohibited from buying or selling, or offering to buy or sell, or inducing others to buy or sell shares or other securities (if any) of the company, whether directly or indirectly, in a way that may cause direct or indirect damages to the company, whether such action is to seek personal gain or for the benefit of others, or disclosing this information with the intention to allow others to conduct such action, whether or not the benefit is received in return. This regulation shall also apply to the spouses and minor children of the company's directors, executives, staff members, and employees.
4. The company prohibits directors, executives, employees at the management-level or higher in accounting or finance, and staff members working with material insider information that could affect securities prices from buying and/or selling the company's securities within the period of one (1) month prior to disclosure of the company's financial statements or operating results and financial status or material information that could affect securities prices and within at least twenty four (24) hours after disclosing such information to the public. In case that the information disclosed is not well-disseminated or is very complex, they shall wait for 48 hours after disclosing such information to the public before buying or selling the company's securities. These individuals and individuals related to insider information are also prohibited from disclosing such information to other parties.



5. The company requires directors, executives, and employees at the management-level or higher in accounting or finance to submit report of their and their spouses and minor children's holdings of the company's securities to the Company Secretary within thirty (30) days after assuming the position. Furthermore, directors and executives must notify the Board of Directors or individual designated by the Board of Directors of any purchase or sale of the company's securities at least one (1) day in advance of the purchase or sale to be reported to the Securities and Exchange Commission within three (3) days of the date of purchase, sale, transfer, or taking a transfer of such securities as required by the Securities and Exchange Act.
6. The company requires directors and executives to prepare and submit a report of interests to the Company Secretary in accordance with the rules set forth in the Securities and Exchange Act.
7. The company requires directors and executives to report changes in their holdings of securities and submit a report of interests to the Company Secretary who will submit the report to the Board of Directors at the next Board's meeting and disclose changes in directors and executives' holdings of securities in the annual report.
8. The company places importance on preventing the misuse of insider information to gain personal benefits or cause the company's benefits to decrease or cause conflicts of interests as specified in the Corporate Governance Policy, Code of Ethics, Code of Best Practice, employment contracts, and workplace regulations.
9. The company places importance on confidential information of customers and shall not use such information for the interest of directors, executives, staff members, and other related persons, unless the information is required to be disclosed by laws.
10. The company places importance on information security by controlling and/or preventing access to information of external parties and determine the right to access to information of employees at different levels according to their duties and responsibilities.
11. In case that external parties are involved in ad hoc tasks related to non-public and negotiating information deemed to be within the scope of insider information that could affect the price of the company's securities, such external parties must sign a confidentiality agreement to keep the information secret until it is disclosed to the Stock Exchange of Thailand and Securities and Exchange Commission.

Directors, executives, employees violating the Insider Information Policy shall be subject to disciplinary and/or legal actions, whichever the case may be.

### **13. Transactions Made by the Company with Directors, Executives, or Other Related Persons**

The company has a policy to prohibit directors, executives, and other related persons from taking advantage from their positions as directors, executives, and related persons to seek personal benefit. The policy requires directors, executives, and other related persons to comply with the following:

1. Avoid transactions that may cause a conflict of interest with the company.
2. In the event that such a transaction is necessary for the benefit of the company or subsidiary, make the transaction as though it is a transaction done with a third party. However, directors, executives, or related persons who have material interests in that transaction must not take part in the approval process.
3. In the case of connected transactions under the Securities and Exchange Act B.E. 2535 (and as amended), Notification of the Stock Exchange of Thailand, and other relevant rules, the company must comply strictly with the rules, procedures, and disclosure of connected transactions of listed companies.



3.1 The company may have connected transactions with directors, executives, or related persons in the future. It has therefore authorized, in principle, the Executive Committee or management to approve such transactions if the transactions are made under general commercial terms in the same way that a reasonable person would with a general counterparty under the same circumstances without the influence of directors, executives, or related persons, as the case may be.

3.2 Prepare a summary report of the transactions approved under Clause 3.1 to be submitted to the Board of Directors' meeting every quarter or as requested by the Board of Directors.

In the event that a connected transaction does not conform to the requirements under Clause 3.1, the company shall comply with the rules and conditions prescribed in the Securities and Exchange Act B.E. 2535 (and as amended), Notifications of the Stock Exchange of Thailand, and other relevant rules.

## 14. Connected Transaction Policies and Procedures

The company recognizes the importance of conducting business with transparency and with consideration of stakeholders. It has therefore set the connected transactions policies and procedures to be used as guidelines for entering into connected transactions to prevent potential conflicts of interest. These connected transaction policies and procedures were approved at the Audit Committee's Meeting on 2 November 2016.

### Objectives

The company has established the connected transactions policies and procedures to be used as a tool or mechanism to enable the practice of good governance in the company. The objectives of these policies and procedures are to ensure that all connected transactions made by the company are transparent, with no conflict of interest, approved by management, the Board of Directors, or at the shareholders' meeting, and disclosed correctly and completely in the best interest of the company and its subsidiaries.

### Definitions

**"Connected transaction"** means a transaction made by the company or its subsidiaries with a person connected with the company or a transaction made by the company's subsidiary with a person connected with the subsidiary.

**"Connected person"** means

- 1.) Directors, executives, major shareholders, controlling persons, persons to be nominated for director, executive, or controlling person position of the company or its subsidiaries, as well as their related persons and close relatives.
- 2.) Any juristic person with major shareholders or controlling persons holding the following positions in the company or its subsidiaries:
  - 2.1) Directors
  - 2.2) Executives
  - 2.3) Major shareholders
  - 2.4) Controlling persons
  - 2.5) Persons to be nominated for executive or controlling person position
  - 2.6) Related persons and close relatives of the persons under 2.1) to 2.5)
- 3.) Any person whose actions can be identified as a proxy or under the influence of 1) and 2) that significantly affects their decision making, policy setting, management, or performance.





- 4.) A person who has controlling power over the company's business and if such a person is a juristic person, it shall include a director of the juristic person with controlling power over the company's business.
- 5.) A spouse and underage offspring or adopted child of the director, executive, or person under 4).
- 6.) A juristic person under the controlling power of the person under 4) or 5).
- 7.) Any person having characteristics as specified in the Notification of the Capital Market Supervisory Board.
- 8.) Any person taking action under the perception or agreement that if a transaction made by the company is to bring financial benefit to that person, the following person will also gain similar benefit:
  - 8.1) The company's director
  - 8.2) The company's executive
  - 8.3) The company's controlling person
  - 8.4) The director of the person with controlling power over the company
  - 8.5) The spouse and underage offspring or adopted child of the person under 8.1), 8.2), 8.3), or

**"Subsidiary"** means a company having any one of the following characteristics:

- 1) Limited company or public limited company which the company has control over.
- 2) Limited company or public limited company which the subsidiary under 1) has control over.
- 3) Limited company or public limited company which the subsidiary under 2) has control over.

**"Executive"** means a director, manager, person holding any four top-ranking executive positions after the manager, or person holding a position equivalent to the fourth top-ranking executive position, as well as accounting or finance executives of department manager level and up or equivalent.

**"Major shareholder"** means a direct or indirect shareholder of a juristic person with more than ten (10) percent of the total voting shares of the juristic person. This includes the holding of related persons as well.

**"Controlling person"** means a person with controlling power over the company under Section 89/1 of the Securities and Exchange Act B.E. 2535 (and as amended).

**"Controlling power"** means

- 1.) Holding the voting shares of a juristic person more than fifty (50) percent of that juristic person's total voting shares.
- 2.) Having control over majority votes at a juristic person's shareholder meeting, either directly or indirectly or for any reason.
- 3.) Controlling an appointment or removal of more than half the directors, either directly or indirectly.

**"Related person"** means a person under Sections 258 1) to 7) of the Securities and Exchange Act B.E. 2535 prior to amendment, which includes:

- 1.) A spouse of that person
- 2.) An underage child of that person
- 3.) An ordinary partnership where that person or the person under 1) or 2) is a partner.
- 4.) A limited partnership where that person or the person under 1) or 2) is a partner with unlimited liability or with limited liability of more than thirty (30) percent of the total shares.
- 5.) A limited company or public company where that person or the person under 1) or 2) or the partnership under 3) or 4) collectively holds more than thirty (30) percent of issued shares.
- 6.) A limited company or public company where that person or the person under 1) or 2) or the partnership under 3) or 4) or the company under 5) collectively holds more than thirty (30) percent of issued shares.
- 7.) A juristic person where that person is authorized to take actions on behalf of the juristic person.



**“Close relative”** means a person who is related by blood or by legal registration as a father, mother, spouse, sibling, or child, including the spouse of that child.

**“Agree to enter into a transaction”** means entering or agreeing to enter into a contract or agreement, either directly or indirectly, for the purpose of acquiring or disposing of assets, leasing or leasing out assets, providing or receiving services, giving or receiving financial assistance, and issuing new securities, including entailing or waiving the right to these actions.

**“General commercial terms”** mean commercial terms with fair prices and conditions that do not cause the transfer of benefits. This includes commercial terms with the following prices and conditions:

- 1) Prices and conditions that the company or its subsidiaries receive or offer to the general public.
- 2) Prices and conditions that the connected person offers to the general public.
- 3) Prices and conditions that the operator of a similar business offers to the general public.

## 1. Connected Transactions

Connected transactions of the company and subsidiaries can be categorized into five types.

- 1.1) Ordinary business transactions mean commercial transactions that the company or its subsidiaries normally make to operate business, such as buying and selling goods, providing services, and buying goods for resale.
- 1.2) Ordinary business support transactions mean commercial transactions that businesses of the same nature as the company or its subsidiaries make to support ordinary business transactions of companies and subsidiaries, such as renting office spaces, freight forwarding and management outsourcing, receiving technical assistance, and receiving utility services.
- 1.3) Real estate leasing transactions for a period not more than three (3) years and without proof of general commercial terms
- 1.4) Transactions relating to assets or services such as acquisition or disposition of assets, providing or receiving services, and investing or selling investments in businesses.
- 1.5) Providing or receiving financial assistance means giving or receiving financial assistance, such as borrowing or lending money, guaranteeing, providing collateral, and other similar acts.

## 2. Connected Transaction Policy

- 2.1) Directors and executives shall report their and their related person's material interests to the company to allow the company to have information for internal use to ensure compliance with the connected transaction requirements.
- 2.2) Avoid making connected transactions that may cause conflict of interest.
- 2.3) In the event that a connected transaction is necessary, every connected transaction of the company must be approved by management, the Audit Committee, Board of Directors, or at the shareholders' meeting (as the case may be), except those with general commercial terms which have been approved in principle by the Board of Directors.
- 2.4) When there are connected transactions, comply with the company's procedures, the rules prescribed by the Capital Market Supervisory Board, Securities and Exchange Commission and Stock Exchange of Thailand.
- 2.5) Set the prices and conditions of connected transactions as though they are done with a third party (arm's length basis), which must be fair and reasonable, by comparing the price of goods or services against



market prices under the same or similar conditions.

- 2.6) Persons with material interest in connected transactions cannot approve or vote on such matters.
- 2.7) In considering connected transactions, the company may appoint an independent assessor to assess and compare prices for important connected transactions. This is to ensure that such connected transactions are reasonable and in the best interest of the company.

### 3. Transactions Exempted from the Connected Transaction Rules

- 3.1) Lending loans according to employee welfare regulations.
- 3.2) Transactions in which the other party or both parties are:
  - (1) Subsidiaries in which a listed company holds not less than ninety (90) percent of shares.
  - (2) Subsidiaries in which directors, executives, or related persons hold shares or have material interest, whether directly or indirectly, or have characteristics as prescribed by the Capital Market Supervisory Board.
- 3.3) Transactions between the company and its subsidiaries in which connected persons hold no more than ten (10) percent of shares and have no controlling power.
- 3.4) Connected transactions between subsidiaries in which the company and connected persons hold no more than ten (10) percent of shares and have no controlling power.
- 3.5) The company or its subsidiary issue new securities to connected persons in the following manners:
  - (1) To transfer to another person where the price of newly issued securities is not lower than the market price and does not increase the proportion of connected persons.
  - (2) Connected persons receive the right offering.
  - (3) Connected persons are distributors or sub-distributors of the company or its subsidiaries with a sales guarantee.
  - (4) Allocated under the employee stock ownership plan (ESOP).
  - (5) Transactions that the company or its subsidiaries make with juristic persons that the company or subsidiaries have assign persons to supervise and control.
- 3.6) Transactions that are proven to be fair and do not cause a transfer of benefits.



## 4. Actions by the company when there are connected transactions

Type of Connected Transaction	Transaction Value <sup>1)</sup>	Action by the Company			
		Process immediately	Disclose to the Stock Exchange	To be approved by the Board of Directors	To be approved at the shareholders' meeting
<b>1. Ordinary business transactions or ordinary business support transactions</b>					
1.1. Ordinary business transactions with general commercial terms	Unlimited	✓	-	-	-
1.2. Ordinary business support transactions with general commercial terms and compensation calculable from assets or underlying values.	Unlimited	✓	-	-	-
1.3. Ordinary business support transactions with general commercial terms and compensation not calculable from assets or underlying values.	Small	✓	-	-	-
	Medium	✓	✓	-	-
	Large		✓	✓	-
1.4. Ordinary business transactions or ordinary business support transactions without general commercial terms.	Small	✓	-	-	-
	Medium	-	✓	✓	-
	Large		✓	✓	✓
<b>2. Real estate leasing transactions for a period of not more than three (3) years and without proof of general commercial terms</b>	Small	✓	-	-	-
	Medium	✓	✓	-	-
	Large	-	✓	✓	-
<b>3. Transactions relating to assets or services</b>	Small	✓	-	-	-
	Medium	-	✓	✓	-
	Large	-	✓	✓	✓
<b>4. Providing or receiving financial assistance</b>					
4.1. The company or its subsidiaries provide financial assistance to the following connected persons					
• Connected person who is a natural person	<100 million baht or <3% of net tangible assets whichever is lower	-	✓	✓	-



Type of Connected Transaction	Transaction Value <sup>1)</sup>	Action by the Company			
		Process immediately	Disclose to the Stock Exchange	To be approved by the Board of Directors	To be approved at the shareholders' meeting
• Connected person who is a juristic person in which the company or its subsidiaries hold less shares than other connected persons that are not the company or its subsidiary, as the case may be	<100 million baht or <3% of net tangible assets whichever is lower	-	✓	✓	✓
4.2. Providing or receiving financial assistance other than 4.1	Small	✓	-	-	-
	Medium	-	✓	✓	-
	Large	-	✓	✓	✓

**Notes:****Transaction value:**

- 1) Small transaction size is a transaction with a value of less than or equal to 1 million baht or less than or equal to 0.03% of the net tangible asset value, whichever is higher.
- 2) Medium transaction size is a transaction with a value greater than 1 million baht but less than 20 million baht or more than 0.03 but less than 3% of the net tangible asset value, whichever is higher.
- 3) Large transaction size is a transaction with a value greater than or equal to 20 million baht or more than 3% of the net tangible asset value, whichever is higher.

**Net tangible asset** means the total asset excluding intangible assets, such as goodwill and deferred expenses, liabilities, and minority shareholders' equity (if any).

**Net tangible asset** value means the net tangible assets book value of the company and its subsidiaries as disclosed in the financial statements, as the case may be.

**Financial statement** means the latest consolidated financial statement of the company that has been audited or reviewed by an auditor.

The company is exempted from obtaining approval from the shareholders' meeting when the company or subsidiary and connected person jointly provide financial assistance to a juristic person in which the company or subsidiary and connected person hold shares in proportion to their interests under general commercial terms or better.

## 15. Conflict of Interest Policy

The company focuses on considering transactions transparently and as beneficial to the company. Therefore, it places importance on preventing transactions that may cause a conflict of interest, connected transaction, or related party transactions. The important principles are as follows:

1. Directors and executives must notify the company of the relationship or connected transactions in the business that may cause conflict of interest.
2. Avoid making transactions that are related to connected persons as required by the Capital Market Supervisory Board, which may cause conflict of interest with the company and/or subsidiaries. In the event where it is necessary to make such transactions, present the connected transactions to the Audit Committee for consideration and opinion



before submitting them to the Board of Directors for approval in accordance with the principles of corporate governance and rules set by the Stock Exchange of Thailand and Office of the Securities and Exchange.

Directors, executives, and employees must comply strictly with the company's Articles of Association and Code of Ethics to build trust among stakeholders. The company must disseminate information and promote understanding to ensure compliance among employees throughout the company.

## 16. Investment Policy

The company has a policy to invest in businesses that are related or similar to, or benefit or support, its business operations in order to strengthen the company's operating results. The company will conduct a project feasibility study and carefully consider the investment risk, return on investment, and the company's liquidity. In addition, the company's investments must be approved by the Board of Directors and shareholders' meeting in accordance with the predefined scope of approval authority and the requirements and notifications of the Capital Market Supervisory Board and Stock Exchange of Thailand, as well as relevant laws. The company shall govern and supervise the invested business by designating its directors and/or executives proportionate to its share ownership in the business to serve as a director in the business to control the management direction and policy so as to be in line with the business operations of the company.

## 17. Dividend Payment Policy

The company has a policy to pay dividends of not less than forty percent (40) of the net profit in the separate financial statements after tax, legal reserve, and other reserves (if any). It shall consider dividend payment in the best interest of shareholders, and the dividend payment shall not cause significant impact on the company's normal operations. However, the dividend payment is subject to change, depending on the company's operating results, financial position, liquidity, need for working capital, investment plan, and future business expansion, as well as market condition, appropriateness, and other factors related to the operations and management of the company, under the condition that the company must have sufficient cash for its business operations and such operations must be in the best interest of shareholders as the Board of Directors and/or shareholders deem appropriate. The resolution of the Board of Directors to approve a dividend payment must be proposed before a shareholders' meeting for approval, except for an interim dividend payment which the Board of Directors has the power to approve and duly inform shareholders at the next shareholders' meeting.

Dividends shall not be paid out of any sources other than profits. If the company has accumulated deficit, a dividend payment is not permitted, except for preferred stock dividends specified otherwise in the Articles of Association. Dividends shall

be paid on a pro rata basis, and the dividend per share shall be equal. Dividend payment must be approved at a shareholders' meeting.



## 18. Charitable Donation Policy

The company has a policy to donate to charities at the rate of not more than 10 percent of the net profit in the separate financial statements of the previous fiscal year after tax and legal reserves, provided that the charitable donation shall not cause significant impact on the company's normal operations. However, charitable donation is subject to change, depending on the company's operating results, financial position, liquidity, and business expansion plan, as well as the appropriateness and other factors related to the management of the company as the Board of Directors and/or shareholders deem appropriate.

## 19. Monitoring Compliance

Management is required to report actual operating results, including financial and progress reports, against predefined targets to the Board of Directors on a regular basis to ensure continuous and efficient operations. In the event that the predefined targets are not achieved, the Board of Directors will help solve problems, improve performance, and ask management to present a plan to rectify the situation. The Board of Directors assesses the performance of the Managing Director and senior management based on the assessment goals and criteria aligning with strategies and annual action plan. The assessment results are used in determining appropriate remuneration and incentives. A self-assessment system has also been put in place for the Board of Directors.





## ATTACHMENT 6 REPORT OF THE AUDIT COMMITTEE

### Report of The Audit Committee

The audit committee of Rom Pho Property Company Limited consists of three independent directors who are qualified and experienced in accounting and legal matters.

The audit committee has performed its duties independently and in accordance with the terms of reference of the audit committee as delegated by the board of directors. In the year 2023, the audit committee held 4 meetings to discuss financial matters with management and licensed accountants, to review financial data or discuss any changes following financial reporting standards. Additionally, 1 meeting was conducted with internal auditors and accountants without the presence of management, to inquire about the cooperation of the operational department in the audit process and independence from management's influence. The accountants stated they received sufficient cooperation from management in providing complete disclosure of information and conducted their work independently in auditing the company's financial statements. The audit committee has examined and provided independent recommendations on various agenda items as summarized below.

1. **Financial Report Examination:** The audit committee has scrutinized the quarterly and annual financial reports for the year 2023 (ending December 31, 2023) of the company. This involved querying and listening to significant information along with management, internal auditors, and licensed accountants. The examination covered aspects such as the accuracy and completeness of financial reports, significant accounting adjustments, accounting estimates, inquiries into accounting policy issues, changes during the past year, future impact, and non-routine items of significance. Adequacy of accounting methods, scope of audit, accurate and complete disclosure of information, and independence of the accountants were also assessed to ensure that the financial reports accurately reflect the financial position and performance of the company, are reliable, and comply with generally accepted accounting standards. The financial reports were prepared in accordance with generally accepted accounting standards, ensuring sufficient, timely, and useful disclosure of financial information for users.
2. **Examination of Related Party Transactions:** The audit committee has examined the disclosure of related party transactions and transactions that may potentially pose conflicts of interest, adhering to principles of transparency, appropriateness for the business, legality, and the requirements of the Securities and Exchange Commission of Thailand (SEC), including the disclosure of information regarding such transactions. The accountants have opined that significant related party transactions have been adequately disclosed and presented in the financial statements and accompanying notes. The audit committee agrees with the accountants' assessment and believes that these transactions are reasonable and highly beneficial to the company's business operations.
3. **Risk Management Process Examination:** The audit committee has examined the adequacy, efficiency, and effectiveness of the risk management process, including overall newly arising risks such as increased warfare, heightened competition with decreased profits, environmental risks, etc. The audit committee has scrutinized the policies, plans, and risk management guidelines, providing recommendations to enhance the company's ability to address unforeseen situations and events that may occur in the future.
4. **Internal Control Process Examination:** The audit committee has examined the effectiveness of the internal control process in collaboration with the internal auditors on a quarterly basis. This includes operational procedures,



asset management, fraud prevention, the reliability of financial reporting, and compliance with laws, regulations, and directives. No significant issues or deficiencies have been identified, and there is sufficient and appropriate control design with continuous implementation.

5. The internal audit oversight is carried out by the Audit Committee, who approves the annual internal audit plan. The company has undergone changes in the internal audit committee this year. The audit plan has been approved by the first audit committee, which was prepared by assessing the risks and adequacy of the internal control system to align the importance of each system with the organization's objectives. Suggestions for the internal auditor's operations are also aligned with the fluctuating global market situations to achieve the planned objectives according to generally accepted standards. Additionally, the performance of the internal audit unit's duties is evaluated to serve as a guideline for improving and developing audit activities.
6. The Audit Committee has considered the selection and appointment of the company's auditor for the fiscal year 2024. The committee has evaluated and proposed the appointment of the auditor based on qualifications, readiness, scope of services provided, the auditor's experience, independence, absence of relationships, and no conflicts of interest with the company's management, major shareholders, or related parties. Additionally, the auditor's compensation has been considered, and it has been resolved and approved that the auditor for Eye Way Limited and its subsidiaries for the fiscal year 2024 is to be the same auditor as the previous year. The proposal will be submitted to the company's board of directors for consideration and approval at the upcoming annual shareholders' meeting for the fiscal year 2024.
7. The Audit Committee has prepared a report on the performance of its duties along with the results of the financial statement audit, which was presented to the company's board of directors quarterly. Additionally, a report from the Audit Committee was compiled for disclosure in the 2023 annual report, following the criteria set by the Securities and Exchange Commission (SEC). The Audit Committee has concluded that the company's financial statements have been prepared in accordance with financial reporting standards, and the related items are consistent with the normal course of business, ensuring transparency, adequate disclosure of information, risk management, and sufficient and effective internal control systems. Furthermore, the company has complied comprehensively with relevant regulations.

In summary, the Audit Committee has diligently fulfilled its duties and responsibilities as approved by the company's board of directors. They have utilized their knowledge and abilities to the fullest extent, demonstrating thoroughness, caution, and sufficient independence. Moreover, they have provided feedback and suggestions for the benefit of all stakeholders equally.

In an overview, the Audit Committee observes that the company adheres steadfastly to business ethics, diligently performing its duties to achieve the company's goals professionally. There is accurate financial reporting and operational performance. The company has appropriate internal control systems, internal audits, and risk management practices that are effective. It complies with laws, regulations, and various commitments. Proper disclosure of related items is ensured, and operations are aligned with sufficient, transparent, and reliable corporate governance practices.

**(Mr.Ronnachit Mahattanapreut)**

Chairman of the audit committee





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