

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**

## Admiral Na Arreenich

- Chairman
- Independent Director
- Member of the Audit Committee



## Mr. Metee Sangmanee

- Director
- Independent Director
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee

## Mr. Chavapas Ongmahutmongkol

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







**Mr. Weerapan Jakpaisan**

- Director
- Risk Management Committee
- Member of the Nomination and Remuneration Committee



**Mr. Metha Angwatanapanich**

- Director
- Risk Management Committee
- Member of the Nomination and Remuneration Committee



**Mr. Panuchai Hetrakul Srinualnad**

- Director



**Mr. Natapong Jakpaisan**

- Director

**Mr. Thanaprus Chumpolkulawongse**

- Director



**Ms. Sunisa Jakpaisan**

- Director

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## PART 1

# BUSINESS OPERATION AND OPERATING RESULTS

### 1. Organizational structure and operation of the group of companies

#### 1.1 Policy and business overview

Jakpaisan Estate Public Company Limited, or JAK, was registered on April 4<sup>th</sup>, 2003, with an initial registered capital of 10,000,000 baht (ten million baht) (with 100,000 shares and a par value of 100.00 baht per share) under the company name of "Asia Thanasin Leasing Company Limited" in order to operate a car leasing business. The company was established and managed by Mr. Weeraphan Jakpaisan. Subsequently, in 2005, Mr. Weeraphan Jakpaisan found an opportunity to operate a real estate development business. Therefore, he started to operate a real estate business seriously and has operated this business up till now. Mr. Weeraphan pioneers and develops the real estate business of the company, starting by developing some commercial building projects in Saraburi, Phra Nakhon Si Ayutthaya, and Chonburi; some housing projects to sell detached houses and semi-detached houses in Saraburi and Chachoengsao; and a low-rise condominium project in Bangkok, with a focus on potential locations, convenient transport, modern design, proper utility, construction quality, and proper sanitary system management. The goal of the company is to please and impress customers, so the company's projects have received good feedback continuously from customers.

In 2008, Mr. Weeraphan mutually invested with Golden Paradise Property Company Limited by establishing an associate under the name of MTS Asset Development Company Limited with an initial registered capital of 5.00 million baht in order to purchase lands for operating a real estate development business. Mr. Weeraphan held 10,000 shares with a par value of 100.00 baht per share, calculated to be 20.00% of the registered capital.

In February 2015, the company name was changed to "Asia Thanasin Company Limited," and the company went out of the car leasing business in the same year to operate a real estate business completely and solely.

In 2016, MTS Asset Development Company Limited added more registered capital from 5.00 million baht to 150.00 million baht, whereas Mr. Weeraphan and Golden Paradise Property Company Limited sold some shares to Asia Thanasin Company Limited, making Asia Thanasin Company Limited hold a proportionate shareholding of 600,000 shares with a par value of 100.00 baht per share, calculated to be 40.00% of registered capital. Subsequently, the Idyl Project was started to be developed in Pan Thong District, Chonburi Province, as a project to sell one-storey townhouses, detached houses, semi-detached houses, and commercial buildings.

On July 12<sup>th</sup>, 2018, the company name was changed to "Jakpaisan Estate Company Limited." Subsequently, on April 9<sup>th</sup>, 2019, the company was registered to be transformed as a public limited company and the par value was changed from 100.00 baht per share to 1.00 baht per share. In addition, the registered capital was also increased from 237,290,100 baht (two hundred and thirty-seven million, two hundred and ninety thousand and one hundred baht) to 320,000,000 baht (three hundred and



twenty million baht) by issuing 82,709,900 ordinary shares to increase the capital and offer to the public on January 8<sup>th</sup>, 11<sup>th</sup>, and 12<sup>th</sup>, 2021, with a price of 1.45 baht per share. Therefore, the total offering value was 119,929,355 baht. The company registered to change its paid-up capital to be 320,000,000 baht (three hundred and twenty million baht) on January 13<sup>th</sup>, 2021.

On January 18<sup>th</sup>, 2021, the company was approved by the Market for Alternative Investment (MAI), enabling the company's ordinary shares to be sold and purchased with the abbreviation of JAK

### **1.1.1 Vision, Mission, Objectives, and Goals of the Company**

The business environment has changed much and rapidly in recent years. We established our own "Vision" and "Mission" To be able to meet the needs of customers which are constantly changing, and aiming to develop the company to have sustainable progress according to the intention of the group of companies and to monitor and supervise the implementation of the Company's strategy

#### **Vision**

Be the leader in the field of the first residences for middle-to-lower class people in the Bangkok metropolitan area, Saraburi Province, and the eastern region.

#### **Mission**

1. Build a "Top of Mind" brand in housing for first-residence buyers with excellent service both before and after the sale to create word of mouth and online publicity for the company to be widely known.
2. Develop housing to be the best value by designing products to be beautiful, modern, and manage the living space with high utilization at an affordable price.
3. Focus on operational excellence by developing technology to manage cost and quality in construction.
4. Focus on sustainable growth by upholding the interests of all stakeholders.

#### **Objectives**

1. Build a good relationship with customers before buying a house, during the purchase and after buying a house. To give customers confidence and most satisfied this includes building good relationships with the surrounding communities.
2. Determined to seek potential land plots for development Including having a large number of projects and there are many types to meet the needs of the market.
3. Operate carefully, systematically, with standards in accordance with rules, regulations, and perform duties with responsibility as a public company. To balance the needs of all stakeholders, including customers, employees, society and shareholders.

### Strategies for the success of the company

1. Focus on effective inventory management.
2. Focus on expanding the low-rise housing market, which still has real demand for housing.
3. To increase communication channels to make the company's brand more accessible and known in the market.

### 1.1.2 Material changes and developments

Year	Details
2003	On April 4, 2003, registered and established under the name of "Asia Thanasin Leasing Company Limited" by Mr. Weeraphan Jakpaison with an initial registered capital of 10.00 million baht, consisting of 100,000 ordinary shares with a par value of 100.00 baht per share. Office Located at 7/37 Moo 11 Soi Ram Inthra 52 Ram Inthra Road, Khan Na Yao Subdistrict Khan Na Yao District, Bangkok.
	At the end of 2003, the company registered an increase in capital from 10.00 million baht to 30.00 million baht by offering shares. Increase capital to existing shareholders for use as working capital
2005	Started the business of developing commercial building projects in Saraburi, Phra Nakhon Si Ayutthaya and Chonburi provinces. Housing estate: detached houses and twin houses in Saraburi Province and Chachoengsao Province
2006	In January 2006, the company increased its registered capital from 30.00 million baht to 100.00 million baht by offering shares. Increase capital to existing shareholders to use as working capital.
	The Company has moved its location to 24/81 Moo 9, Vibhavadi Rangsit Road, Sikan Subdistrict, Don Mueang District, Bangkok.
2008	In February 2008, the company increased its registered capital from 100.00 million baht to 200.00 million baht by offering Capital increase shares to existing shareholders to use as working capital.
	Joint investment with Golden Paradise Property Company Limited by establishing a joint venture company under the name MTS Property Development Company Limited with initial registered capital of 5.00 million baht to operate real estate development business. In which Mr. Weeraphan Jakpaison holds 10,000 shares with a par value of 100.00 baht per share, representing 20.00%.
2013	In May 2013, the Company launched Jakpaison 18 Project, comprising of commercial buildings, townhome, detached houses and twin houses on an area of approximately 38-1-11.20 rai with 295 units located in Si Racha District. Chonburi The project value is approximately 521.21 million baht.
2015	In February 2015, the company name was changed to "Asia Thanasin Company Limited".
	In June 2015, the Company launched the Lazio project, an 8 -storey condominium project on an area of approximately 1-1-55 rai 79 units located on Samsen Road. Bangkok The project value is approximately 245.99 million baht.

Year	Details
<b>2016</b>	MTS Asset Development Company Limited increased its registered capital from 5.00 million baht to 150.00 million baht by Mr. Weeraphan Jakpaison and Golden Paradise Property Company Limited sold their shares to Asia Thanasin Co., Ltd. makes Asia Thanasin Co., Ltd. hold 600,000 shares with a par value of 100.00 baht or 40.00% to develop real estate projects. Types of single-storey townhouses, twin houses and joint commercial buildings, Phan Thong District, Chonburi Province.
	The Company has moved its location to 153/3 Village Moo 6, Bang Phun Subdistrict, Mueang Pathum Thani District. Pathum Thani Province 12000
<b>2018</b>	In July 2018, the company name was changed to "Jakpaison Estate Company Limited".
	November 2018, the Extraordinary General Meeting of Shareholders resolved to approve Transfer of the entire business from Casta Company Limited in order to restructure the group of companies under the same control (Under Common Control) of the Jakpaison family which is the transfer of assets and liabilities from Casta Company Limited No longer a juristic person) Casta Company Limited has land assets in Muak Lek District. Saraburi Province, area 29-1-72 rai, which is in the company's future development plan. The company paid for the transfer of such assets by issuing 372,901 new shares and increasing the company's registered capital from 200.00 million baht. Is 237.29 million baht.
<b>2019</b>	March 2019, the 2019 Annual General Meeting of Shareholders resolved as follows: 1) Transformation to a public limited company 2) Approve the change in par value from the original 100.00 baht per share to 1.00 baht per share after the change in the said par value The company will have 237,290,100 ordinary shares with a par value of 1.00 baht per share. 3) Approval of the Company's registered capital increase by issuing new ordinary shares to raise funds and offer the company's shares to the public for the first time in the amount of 82,709,900 baht, from 237,290,100 baht to 320,000,00 baht, divided into 320,000,000 common shares with a par value of 1.00 baht per share.
	In April 2019, the company was registered as a public company limited.
	In September 2019, the company opened the Fern Phase 1 project for commercial buildings on an area of approximately 4-3-72.31 rai. There are 44 units located at Nong Khang Khok Subdistrict, Mueang District, Chonburi Province. The value of the project in phase 1 of the commercial building is about 141.78 million baht.



Year	Details
2020	In April 2020, the 2020 Annual General Meeting of Shareholders resolved to approve the plan to list the company on the Market for Alternative Investment (MAI) with the following resolutions: 1) Approved the allocation of 82,709,900 newly issued ordinary shares of the Company with a par value of 1.00 baht per share for initial public offering (IPO), or equivalent to 25.85% of the total paid-up capital after IPO 2 ) Approval to list the Company's ordinary shares as listed securities on the Market for Alternative Investment. (mai)
	In December 2020, the Company received approval from the Securities and Exchange Commission to offer new shares to the public.
2021	In January 2021, the company sold newly issued shares to the public for the first time (IPO) at a price of 1.45 baht per share, totaling 119,929,355 baht.
	In January 2021, the company was approved by the Market for Alternative Investment (mai) to trade the company's ordinary shares under the name JAK
	In August 2021, the company launched the Canna Rong Po project, consisting of commercial buildings one-story townhome and single-storey twin houses, totaling 229 units, located in Tambon Takhian Tia Bang Lamung District Chonburi Province The project value is about 422 million baht.
2022	In January 2022, the construction of the project in Ladawan Lagoon Rangsit village began. Type of detached houses, 2 and a half floors, totaling 1 unit, located at Ban Klang Subdistrict, Mueang Pathum Thani District Pathum Thani Province The project value is about 23 million baht.
	In May 2022, Mr. Weeraphan Jakpaison resigned from the position of Managing Director due to retirement. The person who takes on the position of Managing Director is Mr. Panuchai Hetrakul Srinualnad
	In August 2022, the construction of the Canna Klong Song project began, consisting of commercial buildings. one-story townhome and single-storey twin houses, totaling 148 units, located on Erawan 1 Road, Klong Song Subdistrict, Klong Luang District Pathum Thani Province The project value is about 382 million baht.
	In December 2022, Jakpaison Estate Public Company Limited, the company opened for sale condominiums in the Gardenia Pattaya project. It is a 7-storey residential condominium building with 52 rooms located at 381/209 - 381/263 Soi Thep Prasit 17, Thep Prasit Road, Nong Prue Sub-district, Bang Lamung District. Chonburi Province Estimated project value 248.08 million baht
2023	In May 2023, Mr. Panuchai Hetrakul Srinualnad resigned from the position of Managing Director upon completion of his term. Mr. Weerapan Jakpaison returned to the position of Managing Director.
	In November 2023, the company launched the Pine Rangsit Station project, a 5-storey residential condominium building with 79 rooms (11 buildings in total), located on Prem Prachakorn Road. (Soi Workpoint Studio) Bang Phun Subdistrict, Mueang Pathum Thani District Pathum Thani Province Project. Value is approximately 1,046.98 million baht.

### **1.1.3 Using the capital increase received from the initial public offering of ordinary shares**

According to Jakpaison Estate Public Company Limited (the "Company" offered to sell additional common shares to the public for the first time (IPO) on 8, 11 and 12 January 2021, totaling 82,709,900 shares, at a price per share 1.45 baht and the company's capital increase common shares were listed on the MAI Stock Exchange on January 18, 2021. The company received money from the capital increase common stock offering in the amount of 119.93 million baht, after deducting underwriting and underwriting fees. Distributions in the stock offering and other expenses related to that time have already been paid. The remaining money that the company received from this offering of additional common shares is 115.03 million baht. The company has already used all of this money to develop the project. and/or investing in land for project development as reported to the Stock Exchange on 30 June 2022

### **1.1.4 Obligations shown in the prospectus**

The major shareholder of Jakpaison Estate Public Company Limited has made a promise not to engage in any other business that can be considered as It is the same real estate development business as Jakpaison Estate Public Company Limited and / or is a business that competes or may cause business conflicts with the Company, whether directly or indirectly from the date of the contract. On April 10, 2020

### **1.1.5 Company Information**

Company name	Jakpaison Estate Public Company Limited
Company Registration Number	0107562000122
Nature of Business	Develop real estate for sale
Location of the head office	153/3 Moo 6, Bang Phun Subdistrict, Mueang Pathum Thani District Pathumthani Province
Phone	0 2157 1958
Website	<a href="http://www.jakpaisonestate.com">www.jakpaisonestate.com</a>
Registered capital	320,000,000 Baht
Issued and paid-up capital	320,000,000 Baht
Common stock	320,000,000 Shares
Par value per share	1.00 Baht

## 1.2 Nature of Business Operations

### 1.2.1 Income Structure

#### Revenue structure classified by business type

Company's revenue structure Classified by project type in 2021 - 2023, details are as follows

Revenue structure (Unit : Million baht)	2021	%	2022	%	2023	%
<b>Revenue from horizontal project development</b>						
<b>Jakpaison 18 Project</b>						
- Townhome	-	-	-	-	-	-
- Commercial building	-	-	-	-	-	-
- Single house	2.49	1.45	-	-	-	-
- Twin house	-	-	-	-	-	-
<b>Fern Project</b>						
- Commercial building	17.39	10.13	15.52	17.42	6.13	2.17
- Townhome	-	-	20.2	22.68	7.05	2.50
<b>Canna Rong-Po</b>						
- Townhome	-	-	16.31	18.31	33.82	11.99
- Twin house	3.81	2.22	24.47	27.47	38.11	13.51
<b>Canna Klong 2</b>						
- Townhome	-	-	-	-	-	-
- Twin house	-	-	-	-	18.30	6.48
<b>Total revenue of development project</b>	<b>23.69</b>	<b>13.80</b>	<b>76.50</b>	<b>85.89</b>	<b>103.41</b>	<b>36.65</b>
<b>Horizontal real estate</b>						
<b>Revenue from condominium project development (not higher than 8 floors)</b>						
<b>Gardenia Project</b>	-	-	7.72	8.67	173.07	61.33
<b>Pine Rangsit Station Project</b>	-	-	-	-	-	-
<b>Total revenue of development project</b>	-	-	7.72	8.67	173.07	61.33
<b>condominium real estate (not higher than 8 floors)</b>						
<b>Income from selling drinks and bakery</b>	3.45	2.01	2.49	2.8	2.63	0.93
<b>Total revenue from selling</b>	<b>27.14</b>	<b>15.81</b>	<b>86.71</b>	<b>97.35</b>	<b>279.11</b>	<b>98.91</b>
<b>Total revenue from construction</b>	142.82	83.20	-	-	-	-
<b>contract Other income revenue*</b>	1.70	0.99	2.36	2.65	3.07	1.09
<b>Total revenue</b>	<b>171.66</b>	<b>100.00</b>	<b>89.07</b>	<b>100</b>	<b>282.18</b>	<b>100</b>
<b>Share of profit from investment money in associated company</b>	10.81	6.30	11.58	13.00	(0.38)	(0.13)

Note: \*Other revenue including revenue of real estate lease from investment, revenue of management cost of Ideal project, profit from selling asset, revenue from public utilities and income of late fine etc.

## 1.2.2 Product Information

### 1.2.2.1 Characteristics of Products or Services

Jakpaison Public Company Limited ("Company") is a commercial real estate development company. Moreover, the company provides hire-purchase service to customers who buy houses in the project of the company for some customers who cannot request loan from a bank as the company has experience from conducting car hire-purchase business in the past. Therefore, it is considered that customers who cannot request loan from banks are small vendors or labor users with regular saving history etc. Therefore, the company proposes the hire-purchase amount in the rate of 85-90% of the land and house price and there would be interest of 8.00-10.00 per year by having the land and house of the customers as security. If the customer can have loan from the bank afterward, the company will close the account of that customer. However, in case the loan cannot be requested from the bank, customer can continue pay installments to the company until the contract term is complete. In the past, the company has provided hire purchase services to customers for a total of 24 contracts and has not had any bad debts from such hire purchase contracts. As of December 31, 2023, the company has a total of 3 remaining committed customers with the remaining principal value. (excluding interest) equal to 2.34 million baht. Right now, the company has already stopped such service to prevent investors from confusion in the main business of the company. As for customer who has completed the last contract, if that customer cannot ask for loan from financial institutions, the contract would end in 2035. The company can provide real estate hire-purchase service to customers under the objective that the company registered with the Department of Business Development, Ministry of Commerce which the Department of Business Development, Ministry of Commerce and the Bank of Thailand do not specify restriction for juristic entities to conduct real estate hire-purchase business.

Table showing hire-purchase amount and number of hire-purchase contracts in 2015-2018 and remaining value on 31 December 2023

Contract year	Contract number	Hire-purchase amount (million bath)	Remaining contract	Remaining capital (million baht)	Remaining amount <sup>/1</sup>	NPL. (million baht)
			December 31, 2023			
2015	7	7.07	-	-	-	-
2016	10	10.05	-	-	-	-
2017	2	4.1	1	0.04	0.04	-
2018	5	5.66	2	2.30	3.32	-
Total	24	26.88				

Note: /1 Remaining value of contract capital including interest

Real estate project could be categorized into 2 main types as follows.

**1) Horizontal type project** including commercial building, townhome, single house and twin house. The past horizontal project of company was in Saraburi, Phra Nakhon Si Ayutthaya, Chonburi and Chachoengsao in the total of 8 projects. Right now, every project has been sold off. As for horizontal projects between development and selling are as follows.

- Jakpaison 18 Project is a project of commercial building, townhome, single house and twin house located in Siracha District, Chonburi Province with the total of 295 units.
- Fern Project It is a commercial building and townhome project. The total number of units is 252 units located on Motorway Route 7
- Canna Rong Po Project is a commercial building project, one-story townhome and one-story twin house located in Tambon Takhian Tia. Bang Lamung District Chonburi Province The total number of units is 229 units.
- Canna Klong Song Project is a commercial building project. One-story townhome and one-story twin houses located at Erawan 1 Road, Klong Song Sub-district, Klong Luang District. Pathum Thani Province total number of units 149 unit
- The project is located in Ladawan Lakoon Rangsit village. It is a two-and-a-half storey detached house project located at Ban Klang Subdistrict, Mueang Pathum Thani District. Pathum Thani Province The total number of units is 1 units.
- Idyl Project is a project of single floor townhome, twin house and commercial building located at Panthong District, Chonburi province. This project is an investment by associated company which is MTS Asset Development Co., Ltd

**2) Condominium projects with a height of no more than 8 floors (Low Rise)** Are currently closed, namely JP Smart Condo project. Located on Chaengwattana Road Bangkok and the Lazio Sriyan project is located on Samsen Road. Bangkok. Condominium projects that are under development and in the process of being sold include:

- Gardenia Pattaya project It is a 7-storey residential condominium building with 52 rooms located at 381/209 - 381/263 Soi Thep Prasit 17, Thep Prasit Road, Nong Prue Sub-district, Bang Lamung District. Chonburi Province
- Pine Rangsit Station Project is a 5-storey residential condominium building with 79 rooms (Total 11 buildings) located on Klong Prem Prachakorn Road. (Soi Workpoint Studio) Bang Phun Subdistrict, Mueang Pathum Thani District Pathum Thani Province




When seeking land for project development, the Company focuses on project locations with convenient transportation. The design focuses on the practicality of today's life and pays attention to the quality of construction. Including complete facilities within the project to support the needs and lifestyles of single families and those looking for a first home. The aim is to make customers happy and impressed when they are at home.





**Projects under development and sales**

**Low-rise project**

**1. Jakpaison 18 Project – Bueng Subdistrict, Si Racha District, Chonburi Province**

  	<b>Location</b>	77/38 Moo 4 Bueng Subdistrict, Si Racha District, Chonburi Province		
	<b>Nearby places</b>	Pinthong Industrial estate, WHA Chonburi Industrial estate and Amata City Rayong Industrial Estate		
	<b>Status</b>	Phase 1: Commercial buildings completed, 6 units remaining. Phase 2: Townhouse is completed and the project is closed. Phase 3: Single houses, twin houses completed and project closed		
	<b>Project area</b>	38-1-11.2 rai		
	<b>Project Characteristics</b>	The main project consists of commercial buildings, townhouses, single houses and twin houses.		
	<b>Characteristics</b>	<ul style="list-style-type: none"> <li>- Commercial building, size 18 square wah 90 units.</li> <li>- Townhouse size 18.70 square wah, 2 bedrooms, 1 bathroom, 107 units, closed for sale.</li> <li>- Single houses size 52.80 square wah 3 bedrooms, 2 bathroom and 2 bedrooms, 1 bathroom, 50 units, closed for sale.</li> <li>- Twin houses size 45 square wah 2 bedrooms, 1 bathroom, 48 units, closed for sale.</li> </ul>		
	<b>Project value</b>	521.01 million baht		
	<b>Starting price</b>	Commercial	1.59	million baht
		Townhouse	0.80	million baht
		Single houses	1.79	million baht
		Twin houses	1.49	million baht
	<b>Target customer group</b>	Employee / Company executive In Sriracha District, Chonburi Province, income 15,000 – 40,000 baht/month		
	<b>Project Highlights</b>	Parks over 1.5 rai and roads with in the project are 14 meters wide.		
		The house is airy with 3 meter high ceilings, perfectly allocating the interior space.		
		24 hour security system		

2 Fern Project - Highway 7 (Motorway) Nong Khang Khok Subdistrict, Mueang District, Chonburi Province

   	<b>Location</b>	Highway 7 (Motorway) Chonburi Province
	<b>Nearby places</b>	Pinthong Industrial estate, Amata City Industrial Estate, Khao Kheow Open Zoo and Nong Mon Market
	<b>Status</b>	Phase 1: Commercial Building Under construction and sale, 14 units left for sale (as of December 31, 2023). Phase 2: 2-storey townhome, under construction and sale, remaining 195 units (as of December 31, 2023).
	<b>Project area</b>	Total project area 21-3-20 rai
	<b>Project Characteristics</b>	2-storey commercial building and townhome
	<b>Characteristics</b>	- Commercial size 17.0 square wah 44 units - 2 storey townhome starting area 22.8 square wah 208 units Total 252 units
	<b>Project value</b>	Phase 1, commercial building, approximately 120.16 million baht Phase 2 townhome approximately 403.04 million baht Including the project approximately 523.20 million baht
	<b>Starting price</b>	Commercial 2.49 million baht. townhome 2 storey 1.99 million baht.
	<b>Target customer group</b>	Employees/Owners/Managers of companies in Saensuk Subdistrict (Bangsaen) and nearby industrial estates
	<b>Project Highlights</b>	Located on the parallel road number 7 connecting the industrial estate and the city.

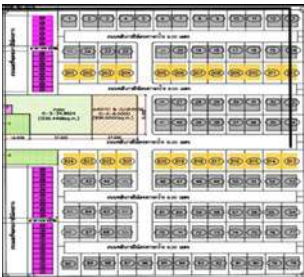

3. Canna Project, Rong Po, Takhian Tia Subdistrict Bang Lamung District Chonburi Province

   	<b>Location</b>	Takhian Tia Subdistrict, Bang Lamung District, Chonburi Province (Rong Por)
	<b>Nearby places</b>	Laem Chabang Port, Saha Group, Rojana Industrial Estate (Bo Win) North Pattaya
	<b>Status</b>	Phase 1: Semi-detached houses and townhomes are under construction and for sale, 39 units remaining for sale (as of December 31, 2023). Phase 2: Townhome under construction. Total 122 units (as of December 31, 2023) Phase 3: Commercial building, 6 units not yet constructed.
	<b>Project area</b>	Total project area 26-0-67.8 rai
	<b>Project Characteristics</b>	Commercial buildings, townhomes and single-storey twin houses
	<b>Characteristics</b>	- Commercial 6 units - Twin houses 48 units - Townhomes 175 units Total 229 units
	<b>Project value</b>	The project value is approximately 405 million baht.
	<b>Starting price</b>	Commercial - million baht. (Price not yet set) Townhome 1.60 million baht. Twin houses 2.43 million baht.
	<b>Target customer group</b>	Groups of employees, factory workers and local business owners
	<b>Project Highlights</b>	Town home and twin houses Location near North Pattaya Laem Chabang Industrial Estate Pinthong Industrial Estate Amata City Rayong Industrial Estate and Laem Chabang Port

4. Project in Ladawan Lakoon Rangsit Village, Ban Klang Subdistrict, Mueang District, Pathum Thani Province

 	<b>Location</b>	Ban Klang Subdistrict, Mueang District, Pathum Thani Province
	<b>Nearby places</b>	Udon Rathaya Expressway (Bang Phun), Krung Siam St. Carlos Hospital, Future Park Rangsit, Bang Kradi Industrial Estate
	<b>Status</b>	Waiting to sell
	<b>Project area</b>	Total project area 283 square wah
	<b>Project Characteristics</b>	2 and a half storey detached house
	<b>Project value</b>	About 46 million baht
	<b>Starting price</b>	24.5 million baht
	<b>Target customer group</b>	Businessman, Executive
	<b>Project Highlights</b>	Udon Rathaya Expressway (Bang Phun), Krung Siam St. Carlos Hospital, Future Park Rangsit, Bang Kradi Industrial Estate



5. Canna Khlong Song Project, Khlong Song Subdistrict, Khlong Luang District Pathum Thani Province

 	<b>Location</b>	Erawan 1 Road, Khlong Song Subdistrict, Khlong Luang District Pathum Thani Province
	<b>Nearby places</b>	Navanakorn Industrial Estate, Bang Pa-In Industrial Estate, Thai Market, Dhammakaya Temple, Makro Thai Market
	<b>Status</b>	Phase 1: Semi-detached house, single-storey detached house Under construction and for sale, 106 units remaining for sale (as of December 31, 2023). Phase 2: Commercial building, not yet constructed, total 35 units. (As of December 31, 2023)
	<b>Project area</b>	Total area of the project is 23-0-73.8 rai.
	<b>Project Characteristics</b>	Commercial building, single-storey house and one-story twin houses
	<b>Characteristics</b>	- Commercial building, 35 units - Twin houses, 112 units - One-story detached house, 2 units. Total 149 units

	<b>Project value</b>	The project value is approximately 410 million baht.
	<b>Starting price</b>	<ul style="list-style-type: none"> <li>- Commercial building has not yet set a selling price.</li> <li>- Semi-detached house 2.79 million baht</li> <li>- Single house 3.28 million baht</li> </ul>
	<b>Target customer group</b>	Groups of employees, factory workers and local business owners
	<b>Project Highlights</b>	Location near Navanakorn Industrial Estate, Bang Pa-In Industrial Estate, Thai Market, convenient transportation near Phaholyothin Road and expressway.



### Condominium project not more than 8 floors high (Low Rise)

#### 1. Gardenia Pattaya project Thep Prasit Road, Nong Prue Subdistrict, Bang Lamung District Chonburi Province

 	<b>Location</b>	Soi Thep Prasit 17, Thep Prasit Road, Nong Prue Subdistrict, Bang Lamung District Chonburi Province
	<b>Nearby places</b>	Pattaya Beach, Jomtien Beach, Sukhumvit Road
	<b>Status</b>	During sale, remaining 23 rooms (as of December 31, 2023)
	<b>Project area</b>	Total area of the project is 1-1-89 rai.
	<b>Project Characteristics</b>	7-storey residential condominium building
	<b>Project value</b>	The whole project is about 286.72 million baht.
	<b>Starting price</b>	5.72 million baht
	<b>Target customer group</b>	Investors, Businessmen, Tourists
	<b>Project Highlights</b>	7-storey residential condominium located near Pattaya beach, Jomtien beach, Sukhumvit road, motorway, famous tourist attractions.

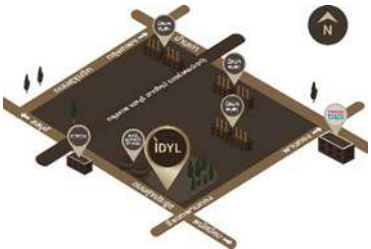



2. Pine Rangsit Station Project, along Klong Prem Prachakorn Road (Soi Workpoint Studio) Bang Phun Subdistrict, Mueang Pathum Thani District Pathum Thani Province

 	<b>Location</b>	Road along Klong Prem Prachakorn (Soi Workpoint Studio) Bang Phun Subdistrict, Mueang Pathum Thani District Pathum Thani Province
	<b>Nearby places</b>	Workpoint Studio, Future Park Rangsit, Red Line MRT Rangsit Station
	<b>Status</b>	During construction and sale Currently, there are a total of 19 rooms reserved (as of December 31, 2023). It is expected that ownership will be transferred within the 4th quarter of 2024.
	<b>Project area</b>	Total area of the project is 14-3-43.4 rai.
	<b>Project Characteristics</b>	5-story residential condominium building with 79 rooms (11 buildings in total)
	<b>Project value</b>	The entire project is approximately 1,046.98 million baht.
	<b>Starting price</b>	1.26 million baht
	<b>Target customer group</b>	Investors, company employees
	<b>Project Highlights</b>	Convenient travel Complete functionality a price of a few million

**Joint investment project**

7. Idyl project (Joint Investment Project)

	<b>Location</b>	Moo 2, Sukprayoon Road, Nong Kakha Subdistrict, Phan Thong District, Chonburi Province
	<b>Nearby places</b>	Amata Nakorn Industrial Estate Hemaraj Chonburi Industrial Estate 2 and Robinson Lifestyle Chonburi
	<b>Status</b>	Phase 4: Single-story townhouses, 304 units, under construction and in the process of being sold. and ownership transfer has begun. Remaining units for sale 9 units (as of December 31, 2023)
	<b>Project area</b>	Phase 4 project area 26-6-64.6 rai Total area 77-3-81.3 rai
	<b>Project Characteristics</b>	- One-story townhome of 304 units - Twin houses and commercial buildings, totaling 561 units total 865 units.

	<b>Project value</b>	Phase 4 worth 404.78 million baht The total project value is approximately 1,265.50 million baht.
	<b>Starting price</b>	Townhome, width 5 meters, 0.99 million baht.
	<b>Target customer group</b>	Group of employees in industrial estates Groups of people working nearby / people in the neighborhood who want to buy investment homes.
		Group of people who earn 12,000 baht per month or more
	<b>Project Highlights</b>	The project is located on the main road of Phan Thong District, Chonburi. Convenient transportation, only 5 minutes from Highway No. 7 (Motorway), surrounded by amenities such as shopping centers, educational institutions and Amata Nakorn Industrial Estate.
		The design meets the needs of urban living, Modern Japanese style, airy, with a height from floor to ceiling of 4.8 meters.
		24 hour security system with entry and exit of the project and CCTV with in the project
		Emphasis on construction with quality materials

#### 1.2.2.2 Market and Competition

The real estate industry is highly competitive and has many competitors. which the main competitors of the Group including real estate operators with a business concept that is close to the company In addition, the selling price and location are similar. The Company has competitive strategies as follows:

##### **Product strategy**

The Company places importance on the location of each project, which must be a potential location. It will focus on the location that can travel easily. a strategic point Close to amenities and near the community. At present, the Company's projects are not concentrated in any particular location. but will be distributed in different locations of Bangkok and its vicinity and in important provinces such as the Eastern region in the EEC province, such as Chonburi Province, as well as the central region in Saraburi Province, etc., in order to spread the risks in the Company's project development. As for the product strategy, it is divided by the nature of the company's products. The details are as follows.

**Low-rise project** Company low-rise project design will focus on design guidelines on the land area per unit that is smaller competitors and take advantage of market studies. In order to optimize the internal use of space, including the use of modern technology in construction to reduce labor problems and construction costs. As a result, the Company's low-rise projects have cost per unit. (including land value) that is lower than competitors with equivalent usable space (Function) with better construction quality The Company's low-rise projects are divided into 3 product groups as follows:

- **Commercial building project** The company has designed commercial buildings to focus on maximum utility, such as being able to support the addition of a mezzanine floor. Including a contemporary exterior style (Contemporary) meets the needs of the target group.
- **Single house project, Twin house** The company is designed to have a beautiful appearance. Allocate internal usable space to meet the needs of the target group, such as a house with a Thai kitchen, which emphasizes on good sanitation management in the village. There is a shady project layout. Traveling can travel into the city easily. Single detached house project It will focus on middle-income customers who start a family.
- **Townhouse / Town Home Project** The company has a design with a modern appearance. To have maximum utility on limited space. By focusing on customers who currently rent to buy housing with the project. Make the monthly installment price with financial institutions as close as possible to the rental price.

**Condominium project not higher than 8 floors (Low Rise)** The company takes into account the selection of project locations first. Emphasis will be placed on project locations so that residents can travel easily. Close to community areas, markets, educational institutions, hospitals. Focus on modern design for maximum usable space. Choose good quality materials and equipment. With various amenities in the project such as a salt-water swimming pool, fitness center and 24-hour security system.

#### **Strategies for choosing project development**

In order to be able to develop more projects and make it able to be recognized continuously. The Company therefore focuses on developing projects on smaller potential plots of land so that it can develop multiple projects simultaneously. By focusing on developing projects on land of approximately 10-30 rai for low-rise projects or mixed projects with both low-rise housing and low-rise condominiums and 1 -5 rai for low rise condominium projects. However, the company may consider investing in land to develop larger project in order not to lose business opportunities. If it is a potential location have a reasonable price There is a feasibility study of the project in various fields. Carefully consider that such plots of land have the potential to generate more revenue and profit than the company's threshold. When companies develop smaller projects The company will use shorter project development time in order to close the project faster. depending on the number of units Project Characteristics Including various external factors such as real estate market conditions, etc. The aforementioned strategy means the company does not rely on revenue from any one project as the main risk diversification of the company's income. In addition, the company will be able to develop more projects. continuously Able to expand investment to areas that are good locations, have potential, as well as expand the base and reach a variety of customers in the future However, the company will consider adjusting the strategy according to the changing environment. If the economic situation expands more than at present, the demand for real estate among consumers will increase. and the company is able to find sufficient funding sources. The company may invest in larger projects that have the potential to generate good returns for the company in the long run.

### **Price strategy**

Most of the company's customers are low to middle income customers. The company therefore has a policy to set the price to have a monthly installment rate that is as close to the monthly rent of the target group as possible. The pricing strategy is determined by considering the project cost, whether it is the cost of land, construction costs, Project location including other expenses related. In addition, the company has also compared prices with other projects. In the nearby area, the selling price must have a gross profit margin as specified by the company and at the same time it must be an appropriate selling price. The company may sometimes use a price discount strategy to boost sales depending on the current competitive environment. In addition, the company has also compared prices with other projects. In the nearby area, the selling price must have a gross profit margin as specified by the company and at the same time it must be an appropriate selling price. The company may sometimes use a price discount strategy to boost sales depending on the current competitive environment.

### **Distribution strategies and distribution channels**

For low-rise projects the company has distribution channels through sales offices and model houses on the project area. However, the company will focus on online public relations channels through social media, showing the atmosphere within the project. Product styles and tangible prices to create a sense of awareness and bring customers to visit the project. In addition, the company also provides a model house at the project for interested parties to visit along with the company's professional sales team who has a good understanding of the company's products. Able to explain project details to customers in full including giving advice on applying for a loan with a financial institution and can close the sale according to the goals set. For condominium projects with a height of no more than 8 floors (Low Rise), the Company has online public relations channels through social media showing the project atmosphere and installing signs on the daily walking areas of the target group. When the customer visits the sample room that the company has prepared, the salesperson will provide detailed information about the project as well as give advice on applying for a loan with a financial institution. And at certain times, the company has hired sales agents (Agents) from outside as representatives who are legal entities. The Company has a policy to pay incentives to its salespeople by an amount or percentage based on the sales value when the customer has a subscription and/or contract to buy and sell, and/or condominiums that have already been transferred only.

### **Marketing and promotional communication strategies**

At present, the company has focused on marketing communications in various fields, in order to create recognition and recognition among target customers as follows:

1. Communication through outdoor media (Outdoor Media) such as signposts, billboards to communicate with customers around Project and surrounding area.
2. Marketing in new media channels (New Media), such as communication through the company's website, [www.jakpaisanestate.com](http://www.jakpaisanestate.com) or home information aggregation websites such as [www.thinkofliving.com](http://www.thinkofliving.com), [www.home.co.th](http://www.home.co.th), [www.baan-d.com](http://www.baan-d.com) Including

communication via Facebook, the company's projects. and creating advertisements through YouTube and TikTok because such communications will cover a wider reach of customers than other types of media.

3. Communication in other alternative channels (Below The Line), such as Organizing new project launch activities To present project information to customers to see the real atmosphere of the project and to visit the project. For company promotion Which will be arranged at certain times to stimulate sales by considering the motivation that makes consumers decide to buy and then issuing promotions to promote sales, such as Free air conditioning, etc.

### 1.2.2.3 Assets for the Business Operations

#### Details of assets used in business

As of December 31, 2023, assets used by the Company for business operations have a net value after deducting accumulated depreciation equal to 686.69 million baht, details of assets are as follows:

	Asset type	Proprietary	Net book value (Baht)	Obligation
1	Land, buildings and equipment	JAK.	20,021,988	-
2	Inventories	JAK.	579,385,853	Mortgage as collateral for financial institutions
3	Investment property	JAK.	87,107,078	Mortgages are partially collateralized by financial institutions.
4	Intangible assets	JAK.	172,612	-
	<b>Total</b>		<b>686,687,531</b>	

#### Land, buildings and equipment

Property, plant and equipment of the company as of December 31, 2023 has a net book value in the financial statements of 20.02 million baht with the following details:

	Asset type	Proprietary	Net book value (Baht)	Obligation
Jakpaison Estate Public Company Limited				
1	The land where the head office building is located			
	1.1. Title Deed Number 16099 total area 18.00 square wah location Tumbon Bangpoo Umpher Muang Pathum Thani.	JAK.		-
	1.2. Title Deed Number 16100 total area 17.00 square wah location Tumbon Bangpoo Umpher Muang Pathum Thani.	JAK.	6,680,457	-
	1.3. Title Deed Number 16101 total area 17.00 square wah location Tumbon Bangpoo Umpher Muang Pathum Thani.	JAK.		-



	Asset type	Proprietary	Net book value (Baht)	Obligation
Jakpaison Estate Public Company Limited				
1	The land where the head office building is located (cont.)			
	1.4. Title Deed Number 16102 total area 17.00 square wah location Tumbon Bangpoon Umpher Muamg Pathum Thani.	JAK.		-
	1.5. Title Deed Number 16103 total area 16.00 square wah location Tumbon Bangpoon Umpher Muamg Pathum Thani.	JAK.		-
	1.6. Title deed no. 5084, total area 18.70 square wa, location, Nong Khang Khok Subdistrict, Mueang District, Chonburi Province	JAK.		-
	1.7. Title deed no. 5083, total area 18.70 square wa, location, Nong Khang Khok Subdistrict, Mueang District, Chonburi Province	JAK.		-
2	Building and renovation			
	2.1. Head office building Number 153/3 Moo 6 Tumbon Bangpoon Umpher Muamg Pathum Thani.	JAK.	7,170,695	-
	2.2. Amazon coffee shop number 168/19 Moo 7 Tumbon Nong Khang Khok Umpher Muamg Chonburi 20000	JAK.	1,701,092	-
	2.3. Fern Project, Village No. 7, Nong Khang Khok Subdistrict Mueang Chonburi District Chonburi 20000	JAK.	70,869	-
	2.4. 168/18 Fern Project, Village No. 7, Nong Khang Khok Subdistrict Mueang Chonburi District Chonburi 20000	JAK.	1,487,595	-
3	Office equipment	JAK.	2,029,297	-
4	Machinery	JAK.	545,980	-
5	Vehicle <sup>1)</sup>	JAK.	308,408	-
6	Installation in progress	JAK.	27,595	-
	<b>Total</b>		<b>20,021,988</b>	

Note: 1) As of December 31, 2023, the Company has vehicles used in business operations, comprising 5 cars, 2 motorcycles, 1 backhoe and 3 electric golf cart, all of which are insured in case of accidents.

**Inventories (real estate development costs)**

The Company's inventories consist of land. Land development cost work in progress and buildings that were completed in construction. As of December 31, 2023, the net book value in the financial statements was 579.07 million baht, with details as follows:

Project	Asset type	Net book value (Baht) As of December 31, 2023	Proprietary	Obligation
<b>Jakpaisan 18 project</b>	commercial building 2-3 storey 4 unit, Single house 1 storey 4 unit	6,498,999	JAK.	-
<b>Fren project</b>	Commercial building, single-storey detached house and single-story semi-detached houses, totaling 209 units, total project area 21-3-20 rai.	112,812,117	JAK.	Credit Guarantee
<b>Canna Rong Poh Project</b>	Commercial buildings, townhomes and single-storey twin houses, totaling 167 units, total area of the project 26-0-76.2 rai.	62,543,889	JAK.	Credit Guarantee
<b>House in Ladawan Lagoon Village Rangsit Project</b>	Single house, 2 and a half floors, total area 283 square meters	22,632,143	JAK.	-
<b>Canna Klong Song Project</b>	Commercial building, single-storey house and single-storey twin houses, totaling 141 units, the total area of the project is 23-0-73.8 rai.	96,280,990	JAK.	Credit Guarantee
<b>Gardenia project</b>	7-storey residential condominium building with 51 rooms, total area of the project 1-1-89 rai	50,520,629	JAK.	Credit Guarantee
<b>Pine Rangsit Station Project</b>	5-story residential condominium building, 79 rooms (total 11 buildings), total project area 14-3-43.3 rai.	123,079,708	JAK.	Credit Guarantee
<b>Silver Oak Nuanchan Project</b>	Under development Total project area 2-1-5.8 rai	104,701,520	JAK.	Credit Guarantee
<b>Total</b>		<b>579,069,995</b>		

### Investment Property

The Company has investment properties, namely land and commercial buildings that the Company Held for profit from rental income As of December 31, 2023, the Company's book value of investment properties after deducting accumulated depreciation is equal to 87.11 million baht. Details of investment properties are as follows:

	Types of Investment Property	Value by net account (Baht)	Proprietary	Obligation
Jakpaisan Estate Public Company Limited				
1	Land on which commercial buildings are located for rent 1.1 Title deed no. 31504, area 21.20 square wa, located on the end of Banthat road. Pak Prieu Subdistrict Mueang Saraburi District Saraburi 1.2 Title deed no. 31505, area 21.20 square wa, located on the end of the line road. Pak Prieu Subdistrict Mueang Saraburi District Saraburi	3,377,150	JAK.  JAK.	as collateral for overdrafts with Kasikorn Bank, Rangsit branch
	1.3 Title Deed No. 192250, Commercial Building, Chakpaisan 18 Project, area 18.00 square wa, Sriracha District, Chonburi Province.	121,279	JAK.	-
	1.4 Title Deed No. 192285, Commercial Building, Chakpaisan 18 Project, area 18.00 square wa, Sriracha District, Chonburi Province.	121,279	JAK.	-
2	Land, building, car park for rent Title deed no. 15769, area 94.00 square wa, Phaholyothin Road, Nong Khae Sub-district, Nong Khae District, Saraburi Province	966,567	JAK.	-
3	Land for rent, title deed number 26931, area 29 rai 1 ngan 72 square wa, Muak Lek District. Saraburi	79,461,000	JAK.	as collateral for overdrafts with Bangkok Bank, Rangsit branch
4	Commercial building, 2 booths, area 42.40 square wa, No. 116/27-28, next to the road at the end of the line. Pak Prieu Subdistrict Mueang Saraburi District Saraburi	744,680	JAK.	as collateral for overdrafts with Kasikorn Bank, Rangsit branch
5	Parking garage building with accommodation, area 94.00 square wa, No. 138/17-18, Nong Khae Sub-district, Nong Khae District, Saraburi Province	119,192	JAK.	-
6	Commercial building, 2 booths, Chak Phaisan 18 Project, total area 39.00 square wa, Sriracha District, Chonburi Province.	2,195,931	JAK.	-
	<b>Total</b>	<b>87,107,078</b>		

#### **Land a waiting development**

For 2023, there is no land available for development.

#### **Intangible assets used in business operations**

The company has intangible assets as of December 31, 2023, equal to 172,612 baht. Such items include the right to use computer programs that the company uses to conduct business in the amount of 73,286 baht and royalty fees for the Café Amazon coffee shop in the amount of 99,326 baht.

#### **1.2.2.4 Work that has not yet been delivered**

As of December 31, 2023, the Company entered into an agreement to sell real estate with a customer with a contract value of Baht 30.04 million. The Company had obligations to construct and deliver real estate according to the conditions stipulated in the contract entered into with the customer.

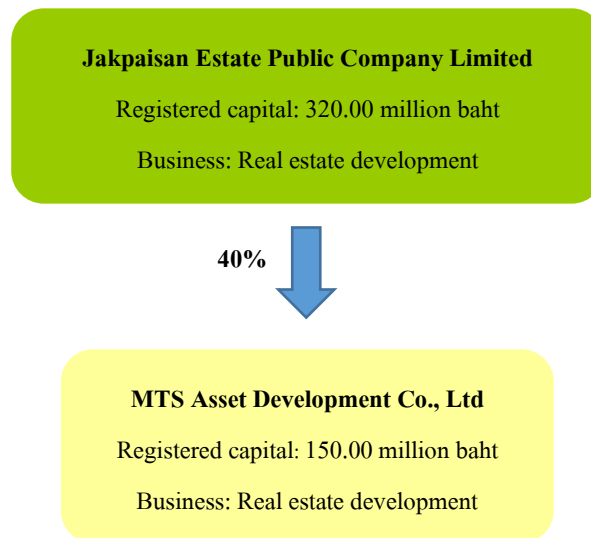
### 1.3 Shareholding structure of the company group

#### 1.3.1 Group shareholding structure

The company holds shares in associated companies which is MTS Asset Development Co., Ltd with registered capital of 150.00 million baht (common shares of 1,500,000 shares. The share value specified is 100.00 baht per share) conducting real estate development business. The company joined the investment with Golden Paradise Property Co., Ltd to develop real estate project together for 1 project which is Ideal Project which is a single-storey twin townhomes and commercial building located at Panthong District, Chonburi Province.

On 31 December 2022, the company holds the share in MTS Asset Development Co., Ltd in the number of 600,000 shares. The share value specified was 100.00 baht or 40.00% of the paid share. Golden Paradise Property Co., Ltd holds the share in such company in the amount of 899,999 shares which was 59.99% of the paid share and MD. Kritrat Hiransiri holds 1 share or which was 0.0001%. The company will acknowledge profit from investment in the associated company for 40% (according to investment ratio).

#### Shareholding structure of the company group on 31 December 2023



#### Shareholders of MTS Asset Development Co., Ltd

Order	Name list of shareholders	Shareholding ratio
1	Golden Paradise Property Co., Ltd	59.99%
2	Jakpaisan Estate Public Co., Ltd	40.00%
3	MD. Kritrat Hiransiri	0.0001%
	<b>Total</b>	<b>100.00%</b>



**Shareholders of Golden Paradise Property Co., Ltd**

Order	Name list of shareholders	Shareholding ratio
1	Hiran Holding Co., Ltd	66.26%
2	DR. Kritcharat Hiransiri	32.80%
3	Others	0.94%
	<b>Total</b>	<b>100.00%</b>

**Shareholders of Hiran Holding Co., Ltd**

Order	Name list of shareholders	Shareholding ratio
1	Mr. Natapong Hiransiri	25.25%
3	Mrs. Apsorn Hiransiri	18.96%
4	Mr. Kiradit Hiranyasiri	18.41%
5	Miss Donlaporn Hiransiri	18.41%
	<b>Total</b>	<b>100.00%</b>

**Associated company: MTS Asset Development Co., Ltd**

<b>Founding date</b>	:	5 September 2008
<b>Office</b>	:	No 40, 42, 44, Gold Development Institute, Sapsin Road, Burapapirom Sub-district, Phra Nakhon District, Bangkok Metropolis 10200
<b>Business type</b>	:	Real Estate Development
<b>Paid registered share</b>	:	150.00 million baht
<b>Specified value per share</b>	:	100.00 baht
<b>Common stock</b>	:	1,500,000 shares
<b>Company directors</b>	:	DR. Kritcharat Hiransiri Ms. Apsorn Hiranyasiri Mr. Natapong Hiranyasiri Mr. Kiradit Hiranyasiri Ms. Donlaporn Hiransiri Mr. Sunan Hiranyasiri
<b>Relationship with the company</b>	:	Associated company of the company which the company holds 600,000 shares which is 40.00% of the registered capital.
<b>Revenue recognition</b>	:	Revenue recognition from investment in associated company 40% (according to investment ratio)
<b>Business operating policy</b>	:	Develop only "Ideal" project until every phase is complete.

**1.3.2 Persons with a potential conflict of interest hold shares of subsidiary or associated company at an amount exceeding 10 percent of the voting shares.**

: -

**1.3.3 Relationship with shareholders' business group**

: -

### 1.3.4 Shareholders

The company has registered capital as of December 31, 2022 equal to 320,000,000 baht, par value of 1.00 baht per share, paid-up capital of 320,000,000 baht, representing 320,000,000 common shares.

a) As of March 13, 2023, the top 10 shareholders holding shares are as follows:

	Name list of shareholders		Number of shares	Percent
1	Mr. Weeraphan	Jakpaison	158,400,000	49.50
2	Ms. Sunisa	Jakpaison	24,080,100	7.53
3	Mr. Natapong	Jakpaison	23,729,100	7.42
4	Mr. Metha	Angwattanapanich	18,205,000	5.69
5	Mr. Hiroshi	Kikuchu	15,000,000	4.69
6	Ms. Jiraporn	ChuaSiriporn	5,862,400	1.83
7	Mr. Prasit	Saowarathitada	4,052,100	1.27
8	Mr. Prasert	Archarungroj	3,600,000	1.13
9	Mrs. Siriwan	Jungthirapanich	3,200,000	1.00
10	Ms. Thanyamon	Chummanont	3,020,800	0.94
11	Others		60,850,500	19.00
	<b>Total</b>		<b>320,000,000</b>	<b>100</b>

b) As of March 13, 2023 Major shareholder who has a material influence on the Company's management policies or operations

	Name list of shareholders		Number of shares	Percent
1.	<b><u>Jakpaison Family</u></b>			
	Mr. Weeraphan	Jakpaison	158,400,000	49.50
	Ms. Sunisa	Jakpaison	24,080,100	7.53
	Mr. Natapong	Jakpaison	23,729,100	7.42
	Mrs. Buakhaw	Jakpaison	1,000,000	0.31
	<b>Total</b>		<b>207,209,200</b>	<b>64.76</b>

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

	December 31, 2023
<b>Registered Capital (Baht)</b>	320,000,000
<b>Paid-up capital (Baht)</b>	320,000,000
<b>Ordinary shares issued (shares)</b>	320,000,000
<b>Par price per share (Baht)</b>	1

### 1.5 Issuance of Other Securities

As of December 31, 2023, the Company has not issued any other securities.

## 1.6 Dividend Policy

The Board of Directors Meeting No. 1/2019 held on February 26, 2019 and the Annual General Meeting of Shareholders for the year 2019 on March 20, 2019 approved the dividend payment policy and effective from March 21, 2019 onwards, at the rate of not less than 40 percent of the net profit according to the Company's financial statements after deducting all types of reserves as stipulated in the Company's laws and regulations. The dividend payment must not exceed the retained earnings in the company's financial statements and in the event that the Company's financial statements have accumulated losses. The company will not consider paying dividends. It depends on the operating results, financial status and liquidity of the company. Including the need to use working capital for operations. Future business expansion plans of the company and other factors related to the management of the Company as the Board of Directors deems appropriate.

The dividend payment must be approved by the shareholders' meeting. Except for interim dividend payments that the Board of Directors may from time to time approve of the payment of interim dividends when it deems that the Company has sufficient profits to pay the dividends. And the payment of such interim dividends shall be reported to the shareholders' meeting at the next shareholders' meeting.

### Past dividend payment information

Separate financial statements	2021	2022	2023
Earnings per share	0.04	0.01	0.10
Dividend per share	-	-	0.05
Dividend payout ratio (%)	-	-	44.03

## **2. Risk Management**

### **2.1 Risk Management Policy and Plan**

The Company Jakpaisan estate Public Company Limited realizes the importance of sustainable risk management covering most key risks that could affect the Company's business. The Committee's duties and responsibilities are to analyze and evaluate incurred or possibly incurred risks continuously and annually, develop and review risk management policies to keep risk at an acceptable level, establish risk management procedures according to the risk management policies and delegate the risk management to respective manages, review the effectiveness of the risk management procedures, and report to the Board of Directors up-dated situation of the risk management and progress of the risk management procedures together with results. The Committee may, when necessary, invite other persons, who are involved with or responsible for any matters related to the meeting agenda, to participate in the Risk Management Committee meeting. The Risk Management Committee meets at least once every year and provides a progress report to the Board of Directors for its acknowledgement.

### **2.2 Risk factors on business operation**

#### **2.2.1 Risk from income not being as expected**

Continuing impacts arising from the COVID-19 outbreak situation Throughout the years This makes the world economy very volatile. and the domestic economic situation that is still waiting to recover as a result, it directly affects the income of the company's target customers. When income is affected, the customer's borrowing potential is lower. This is coupled with the strictness of lending by banks which currently has a large number of bad debts. These problem factors result in the company being at risk of revenue not being as targeted, affecting the company's cash flow and working capital. and causing the company to bear the burden of interest on construction costs.

The company is aware of such risks and has risk management measures in place. The company changed the construction method to Precast to speed up construction. in order to have enough products and timely to meet customer needs In terms of marketing, hurry up and make a marketing plan, emphasizing public relations through online media. To reach more target customers and stimulate sales. Including adjusting prices and sales strategies. To increase competitive ability The company is currently considering working with partners or sales representatives with a wide customer base. To increase the opportunity to sell more

#### **2.2.2 Risk from construction not being according to plan**

During the COVID-19 outbreak In the past, some workers had to migrate back to the country or other provinces. As a result, at present there is still a labor shortage in some parts. while construction contracting companies or both large and small contractors have a severe shortage of labor and financial liquidity. The company itself is also affected by this problem. Because if the company is unable to find contractors or the workers who are able to work on the project may cause construction delays. Unable to transfer ownership of the residence to the

buyer within the specified period and this may affect the quality of the construction work which may not meet standards.

The company is aware of such risks and has risk management measures in place. By changing the Precast construction method to make construction faster, and build good relationships and alliances with contractors with experience and expertise to build confidence that the company will have continuous construction projects For contractors who have problems with financial liquidity The company changed the way it hires contract workers. The construction materials will be provided by the company.

### **2.2.3 Interest rate risk**

As financial institutions increase loan interest rates according to the policy of the Bank of Thailand (BoT), both MLR. and MRR., from the company's point of view, there is a higher financial cost from withdrawing loans to develop projects. From the perspective of the company's target customers, they are highly concerned about interest rates that cause their home installment payments to be too high. Some customers therefore delay or postpone the purchase of real estate. Such risk arises from external factors causing the company to be unable to control such risk.

However, the company has adjusted and found ways to mitigate such risks by carefully considering loan disbursements for project development. So that the company does not have to pay interest that is higher than necessary, and try to sell the houses in the inventory as planned To return the principal quickly and reduce the interest burden that must be paid each month. By continuously studying customer behavior Arrange purchasing conditions and down payment installments for customers. Follow up and supervise and give advice to customers closely so that customers can plan their finances appropriately and have as little impact on the company's future income as possible. The company would like to support the loan amount from the directors at an interest rate not exceeding the market interest rate (6.50%) in order to reduce the interest cost on the loan amount that is too high.

### **2.2.4 Risks related to housing lending policies of financial institutions**

The Bank of Thailand (BOT) has canceled the relaxation of home loan supervision criteria. (You can get a 100% full loan, regardless of the size of the house, or how much) has been since December 31, 2022, then returned to use and returned to the original LTV measure with the following details:

- First home (price less than 10 million baht) can get a 100% home loan and an additional 10% for decorations.
- The second residence (price less than 10 million baht) can get a home loan of 70-90%.
- Residences from 10 million baht or more. (From the first house) can get a home loan of 70-90%.

In addition to the LTV measure, there is also a measure to reduce taxes for people who buy houses and condos in 2023, 15 percent of the income tax amount for those who purchase land and buildings. Including reducing the registration fee for real estate transfers from 2% to 1%.

However, the company is aware of such risks. However, the company expects that such measures will have relatively little impact on the company. Since the Company's customers are customers who are purchasing their first home, they are not considered to be loan applicants who have a loan contract to purchase two homes at the same time and the Company's products are priced not more than 10 million baht. This will have a positive effect on More

and more companies are Helps promote people to own their first home more easily. which corresponds to the main customer group of the company In addition, from past operations Before the project is completed The company will closely monitor and advise customers in applying for loans to reduce communication errors between customers and the bank. and increase the chance of receiving loan approval from the Company's partner financial institutions.

#### **2.2.5 Risk from not having enough products for sale (Inventory stock) to meet customer needs.**

Real estate development business is a business that takes a long time to construct. Therefore, construction must be managed carefully in accordance with sales. and predict situations that may affect sales work or continuity of project management In order to prevent the company from having too many houses for sale. If there are too few houses for sale, it may cause the company to lose sales opportunities. Or if it is too much, the company will have to bear the burden of higher interest rates and operating costs. The main problem of this risk arises from construction not following the plan. and the construction plan is not consistent with the customer's needs

However, the company follows the matter closely and operates as strictly as possible. The company changed the construction method to the Precast system to make construction quick, easy to control, and reduce construction problems. and follow up on construction progress in accordance with the contract period.

#### **2.2.6 Risks from controlling construction costs**

The prices of construction materials and labor are continually increasing. Due to the increase in electricity prices Interest rates, oil prices, and inflation all cause construction costs to increase. Such risks are caused by external factors, causing the company to be unable to control such risks.

However, the company has adjusted and found ways to mitigate such risks by preparing a BOQ for quantity and price to be an acceptable standard cost and presenting it to the contractor. They will evaluate and calculate the price of all required construction materials and will. Calculate allowance for fluctuations from increases in construction material prices in the project cost in the construction budget to reduce the impact of construction material prices that may change in the future. To give the company bargaining power in hiring contractors at appropriate cost prices. The company does not have a policy to purchase construction materials in large quantities to keep as inventory. In the event that the price of main construction materials increases, the company will negotiate with the seller to confirm the original price. or negotiate with trading partners in order to control and reduce the risk from fluctuating prices of construction materials to a certain extent.



### **3. Business Sustainability Development**

#### **3.1 Management Policy and Goals (ESG)**

The company is committed to conducting business and creating sustainable growth for the business. Always under good corporate governance, taking into account the environment, society and good governance. (Environmental, Social and Governance: ESG) and in line with the Sustainable Development Goals of the United Nations (Sustainable Development Goals: UN SDGs). This intention will help promote the company's operations towards sustainability and grow steadily From the Board of Directors' meeting No. 2/2023 on May 11, 2023, the Company approved sustainability policies and practices (ESG) with guidelines for environmental, social, and governance responsibilities. The company's policies are used to guide the risk and opportunity analysis process to balance business growth and impact mitigation. We continue to aim to invest in projects that we believe will create long-term economic and social change and improvements. which these operations It will help us achieve our vision. in providing operations details are as follows:

1. Environmental sustainability
  - 1.1. The company will strictly comply with laws, rules and regulations related to the environment.
  - 1.2. The company will support and promote the economical and efficient use of resources. Including using renewable energy to reduce environmental impacts.
  - 1.3. The Company is committed to implementing, controlling, and protecting environmental impacts arising from the Company's activities.
2. Social sustainability
  - 2.1. The company will treat employees and workers fairly. To have a suitable living situation, provide opportunities and listen to opinions. Foster a working environment that takes into account health, safety, and occupational health in the workplace. Including developing personnel to have knowledge and abilities. Grow in your career sustainably
  - 2.2. The company places importance on taking care of employees. Develop the potential of employees Strengthen human capital potential To support the company's strategy in various areas.
  - 2.3. The company will treat customers with understanding. Design housing projects to meet the needs of all groups of residents. and develop housing projects for people to have access to quality housing at reasonable prices. Including listening to customer opinions in order to make improvements efficiently.
3. Economic sustainability
  - 3.1. The company has guidelines for good corporate governance and conducts business ethically, respecting rights and being responsible to stakeholders and shareholders. To create and maintain good operating results create stability and financial sustainability for the company
  - 3.2. Committed to housing development and allocation projects to respond and create satisfaction for customers. Focus on customer relationship management
  - 3.3. The company will promote economic stability. By doing business to grow sustainably, distributing income and employment to society. Promote career advancement and set the company's goals appropriately including paying taxes correctly and completely

## **3.2 Social responsibility**

### **Overview Policy**

Jakpaisan Estate Public Company Limited realizing the importance of sustainable business growth under social responsibility The Company's main goal is to develop real estate to grow while promoting the well-being of society and communities both inside and outside the company. Including focusing on doing business with care for stakeholders, economy, society and environment with morality, ethics and code of conduct, which the company hopes that operating business under social responsibility will bring benefits to the public. Along with the growth of the company, the company has set the corporate social responsibility policy as follows.

#### **1. Fair business operation**

The company focuses on doing business with fairness by not taking advantage. The company maintains a code of conduct by respecting and abiding by the law which is the basis of social responsibility, adhering to the treatment of stakeholders, including shareholders, employees, customers, business partners and society with regard to equality, fairness, equality and benefit to all parties. The company has adhered to the following important practices.

- Follow the agreement and commercial conditions according to the generally accepted rules of competition
- Avoid activities that may lead to conflicts of interest and refrain from requesting and not give any dishonest benefits
- Avoid seeking the competitor's confidential information through dishonest or unsuitable means
- Avoid supporting any act that violates the intellectual property of others, that is, the company has a policy for personnel to comply with the law or intellectual property requirements, such as the use of legitimate computer programs, etc

#### **2. Anti-corruption**

The company is managed on the basis of transparency and can be examined by setting up an organizational structure that fostered performance in line with the goals and the nature of business operations within the framework of ethics. There are a division of duties and responsibilities, working process, and a clear chain of command for each department to achieve a balance of power and tightness appropriately.

It also encourages employees to raise awareness to perform duties with honesty by complying with laws and related regulations. In addition, the company has set powers and approval as well as clear pay and acceptance which can be controlled to prevent any internal and external corruptions.

#### **3. Respect human rights**

The company has a policy to support and respect the protection of human rights by treating all stakeholders, whether they are employees, communities, and surrounding society with respecting to human values. Regarding equality and equal freedom, it does not violate fundamental rights and does not discriminate the following issues: nationality, race, nation, religion, language, skin color, sex, age, education, physical condition or social status including ensuring that the company's business is not involved in human rights violations such as the use of child labor.

In addition, the company has promoted surveillance of human rights compliance by providing participation in expressing opinions and a channel for complaints for those who have been negatively affected by the violation of their rights arising from the company's business operations.

#### **4. Fair treatment of labor**

The company supports and respects the protection of human rights. With a human resource management policy that focuses on fair employment according to the labor law, the company does not have a policy to use child labor and does not support the use of illegal foreign workers, etc. The company has provided fair employment conditions as well as managing wages, compensation and The fair promotion of employees is based on a system of performance appraisal with clear measurement criteria and the provision of appropriate welfare for the living of employees. In addition to the basic welfare required by law, employees can work for the company with happiness given the economic conditions and competition with the labor market.

#### **5. Responsibility to Consumers**

The company is committed to develop its products and services for satisfaction and the best benefit of the customers and adhere to treating customers with responsibility, honesty, and care as family members.

- The Company takes into account the quality and efficiency of the Company's services. which in addition to developing management systems and providing quality services The company also pays attention to safety in order to provide customers with the highest quality and efficient service Our focus is to provide our customers with quality and safe service according to the standards, and safety regulations at the standard level and as required by law. In addition, there is always improvement in service in order to make customers have confidence in the quality, standard and safety of the company.
- The company adheres to fair marketing. The policy is to provide customers with accurate information about the company's services by not distorting any vague or exaggerated advertising and providing customers with correct information enough to make decisions.
- The company provides a system of communication channels with customers and receiving complaints about the quality of the service efficiently.
- The company will keep the customer's information confidential and will not use such information in a wrong way.

#### **6. Caring for the environment**

The company gives importance to social responsibility in taking care of the environment. The company operates and controls the production and service of the company. The laws related to environmental preservation are strictly complied with, with the following guidelines:

- The company has construction controls to control or reduce pollution such as wastewater, dust, noise.
- The company assigns a person who is responsible for controlling machinery and equipment. which must be supervised to prevent the impact on the environment beyond the specified standards and must control the use of natural resources for maximum benefit.
- The company has a policy to reduce the generation of waste or waste by employing waste management in the correct way.

- The Company conducts risk and impact assessments of environment, health and safety prior to investing joint ventures in any business where the company has operated under the concept of environmental conservation.
- The company has guidelines for the efficient and effective use of natural resources, materials or equipment.

## **7. Community or social development**

The company is aware of its responsibility towards the community and society. Therefore, there is a policy to assist and develop society as follows:

- The Company provides opportunities for communities and stakeholders to participate in giving ideas for projects that may affect the community as well as offering opinions or any complaints resulting from the operations of the company.
- The company provides cooperation in the implementation of standards or international agreements on matters prepared to help prevent or reduce the environmental impact.
- The company realizes the importance of responding to events affecting the community, society and environment due to the operations of the company with speed and efficiency.
- 8. Innovation and dissemination of innovations from operating activities responsible for society, environment and stakeholders

The company pays attention to innovation from operations that are responsible for society, environment and stakeholders. The company has promoted the design and construction of housing projects with a focus on energy saving.

### **Operations and preparation of social responsibility reports**

The company focuses on operating under social responsibility, and create benefits for the public along with the growth of the company Therefore, the policy of social responsibility is used as a guideline in setting policy and operational processes, and focus on cultivating employees to understand the goals of the organization and work with awareness of social responsibility The company makes announcements to all employees so that all employees can follow correctly in the same direction. It also encourages employees to participate in various activities. For the benefit of society and the environment on a regular basis

This is to promote participation and create social and environmental responsibility among personnel. The Company will consider guidelines for operations regarding social and environmental responsibility that are appropriate for the Company's business operations and the Company's operating results. To determine the budget and format for carrying out activities for that year, taking into account the framework of guidelines. In carrying out social and environmental responsibility according to the specified policy And a report on the results of compliance with social and environmental responsibility policies is prepared annually. To present to executives



During the past period, the company donated money to support education to distant schools. Provide educational opportunities to students who are poor at home. of Ban Pradit Phai School, Village No. 8, Ban Chang Haek, Ratchakrut Subdistrict, Mueang Ranong District, Ranong Province, which teaches students at the kindergarten-junior high school level. The amount is 100,000 baht.



### 3.3 Anti-corruption

The company is committed to conducting business with honesty, transparency and fairness by adhering to direct and indirect corruption. The anti-corruption policy has been established for the Company's directors, executives and employees who are strictly abided by the Code of Business Conduct and Anti-Corruption Policy as follows:

1. Do not do any behavior That shows that it is accepting bribes or giving bribes to stakeholders in the matter that they are responsible for, either directly or indirectly, in order to obtain benefits in a wrongful way. The principles of practice are as follows.:
  - Do not accept or give gifts, souvenirs in cash, checks, bonds, stocks, gold, jewelery, real estate or similar items with stakeholders whom they have contacted and coordinated both government agencies and private entities.
  - Do not accept any property, belongings, gifts, gratuity or other benefits. In this regard, before accepting a gift, the company should make sure that it is in compliance with the law and regulations of the company.
  - Do not give any property, belongings, gifts or other benefits to motivate to make decisions, or it causes the recipient not to follow the same trade practices as other trade partners. The giving of things according to the occasion or agenda must not be too much in value.
  - Do not act as an intermediary in offering money, property, objects or any other benefits to people involved in a business, government agency or organization in exchange for an undesirable privilege, causing government officials to refrain from complying with regulations and legal practice as required.
2. In purchasing and hiring, it must be done through the procedures in accordance with the Company's regulations, which is transparent and can be checked.

3. Spending on business entertainment and other expenditures associated with the performance of a business contract can be made to spend reasonably and can be examined.
4. In donating to charity, the company must do the following.
  - Use of company funds or assets to donate to charity on behalf of the company only. The donation for charity must be a foundation, public charity, temple, hospital, nursing home or social benefit organization with certificate or reliable which can be examined and carried out through the process in accordance with company regulations.
  - Charitable donation in personal name can be done but must be irrelevant or cause suspicion that it is an act of corruption for any benefit.
5. In providing funding, the company must do the following.
  - Use of company funds or assets to support the project. The name must be specified in the name of the company only with funds paid with a business purpose, good image and the reputation of the company. However, disbursement must specify a clear purpose, have verifiable evidence, and proceed through the procedures according to the company's regulations.
6. The company must not do anything related to politics within the company and does not use any company resources to do so. The company is an organization that adheres to political neutrality, legal support and democracy. This includes no guideline for political assistance to any political party either directly or indirectly.
7. If the company sees an act that is considered a fraud or implicit corruption directly or indirectly, the company must not ignore such behavior and should notify the managing director or the company secretary immediately informed as it is set out in this policy.
8. Directors and executives must realize the importance of disseminating knowledge or giving advice regarding anti-corruption in order to create understanding to their subordinates and to enable employees to comply with this anti-corruption policy, be a good role model in the matter of honest Ethics and Code of Conduct.

**The following 6 major principles of this policy are determined as the mutual arrangement.**





### **1. Good Corporate Governance**

The Company gives priority to good corporate governance, as it is an important mechanism that leads to efficient, transparent, and auditable management systems, which will help build confidence and trust by the shareholders, investors, stakeholders, and all related parties. In addition, it will enhance the Board of Directors' working potential and the audit system to control the business and the managements' performance, as well as prevent dishonest and risky behavior by the management.

### **2. Human Rights and Labor Practices**

The Company gives Importance to basic human rights and encourages respect of such rights and liberty without discrimination of nationality, religion, color, age, gender, sexual orientation, race, physical disability, or marital status, as well as allows involvement in political activities. The Company does not allow enforced labor, especially child labor, and implements preventive measures against brutality, sexual abuse, and physical and mental constraints.

### **3. Community Involvement and Development**

The Company considers the demands of the community and encourages its personnel to be partners with relevant local parties near the business premises to develop education, culture, society, and be involved in improving the quality of life in the community. The Company encourages and supports employees participating voluntarily in the community's activities for the public interest.

### **4. Customer, business partner, and consumer responsibility**

The Company strives to achieve the customers' utmost satisfaction by offering good quality and safe products and services and pays close attention to the importance of handling customers' or consumers' complaints promptly. The Company promotes, educates, and encourages awareness among business partners. The Company expects to receive goods and services in the same way and strives to maintain sustainable relationships with each customer and business partner.

### **5. Fair Operating Practices**

The Company strives to operate its business fairly and ethically, pays attention to observing the laws and social rules, and expresses its determination against corruption and bribery by means of the internal and external audit system, promotes fair trade competition, respects intellectual property and local wisdom, and involves in politics responsibly.

### **6. Conforming to Environmental Standards**

The Company has determined an explicit environmental policy and complies accordingly. The Company strives to prevent causing pollution, minimizes the possible impact due to business operations, and implements an environmentally friendly production process. The Company arranges regular energy and environmental conservation activities, to conserve and maintain the ecosystem and environment of the community and has an organizational culture among the employees and operators in the Company that emphasizes green culture and sustainable green networks. The Company is implementing the training program in order to educate employees

about the environmental protection, biodiversity conservation and energy conservation, through which it encourages utilizing its resources more efficiently for a sustainable society.

### **Social Performance**

The company focuses on doing business under social responsibility. And bring benefits to the public along with the growth of the company Therefore, the policy and operating procedures and focus on cultivating employees to understand the goals of the organization and operate with awareness of social responsibility The Company communicates its policies on social and environmental responsibility to all employees. Through social responsibility policy which was announced to the general public so that all employees can follow the right direction in the same direction it also encourages employees to participate in various activities. For the benefit of society and the environment regularly.

This is to promote participation and create social and environmental responsibility among personnel. The Company will consider guidelines for social and environmental responsibility that are appropriate for the Company's business operations and the Company's operating results. To determine the budget and format for carrying out activities for that year, taking into account the framework of guidelines. In carrying out social and environmental responsibility according to the specified policy And a report on the results of compliance with sustainability policies and practices (ESG) is prepared and reported to the Board of Directors every year.

## **4. Management Discussion and Analysis: MD&A**

Company Clarification of the Company's operating results for the year ended December 31, 2023 with the following details:

	2023		2022		Increase (Decrease)	
	Million baht	%	Million baht	%	Million baht	%
Income						
Sales income	279.11	98.91	86.71	97.35	192.40	221.89
Other income	3.07	1.09	2.36	2.65	0.71	30.08
<b>Total income</b>	<b>282.18</b>	<b>100.00</b>	<b>89.07</b>	<b>100.00</b>	<b>193.11</b>	<b>216.81</b>
Expenses						
Cost of sales	162.29	57.51	55.03	61.78	107.26	194.91
Selling expenses	26.30	9.32	3.42	3.84	22.88	669.01
Administrative expenses	30.82	10.92	25.65	28.80	5.17	20.16
Executive compensation	8.13	2.88	7.59	8.52	0.54	7.11
<b>Total expenses</b>	<b>227.54</b>	<b>80.64</b>	<b>91.69</b>	<b>102.94</b>	<b>135.85</b>	<b>148.16</b>
Profit (loss) before income	54.64	19.36	(2.62)	(2.94)	57.26	2,185.50
Finance, financial costs						
Share of profits from investments in associated companies and income (expenses) income tax						
financial income	0.27	0.10	0.31	0.35	(0.04)	(12.90)

	2023		2022		Increase (Decrease)	
	Million baht	%	Million baht	%	Million baht	%
Financial costs	(14.79)	(5.24)	(8.83)	(9.91)	(5.96)	(67.50)
Share of profits from investments in associated companies	(0.37)	0.13	11.58	13.00	(11.95)	(103.20)
<b>Profit before income (expenses), income taxes</b>	<b>39.75</b>	<b>14.09</b>	<b>0.44</b>	<b>0.49</b>	<b>39.31</b>	<b>8,934.09</b>
Income (Expenses) Income Tax	(7.99)	(2.83)	2.16	2.43	(10.15)	(469.91)
<b>Net profit for the year</b>	<b>31.76</b>	<b>11.26</b>	<b>2.60</b>	<b>2.92</b>	<b>29.16</b>	<b>1,121.54</b>

### **Total income**

#### Sales income

Sales income for 2023 amounted to 279.11 million baht, an increase of 192.40 million baht or an increase of 221.89 percent compared to the previous year. This is a result of the recognition of continued income from the Canna Pattaya project and also the recognition of income from the sale of new projects, namely the Gardenia Pattaya project, which has been well received by customers. and the Canna Khlong Song project as well

#### Other income

Other income of the company consists of building rental income, utility income. and other income which changes immaterially

### **Total cost**

#### Cost of sales

The company has cost of goods sold for 2023 in the amount of 162.29 million baht, representing 57.51 percent of total income, an increase from the previous year of 107.26 million baht, representing an increase of 194.91 percent in line with increased income from real estate sales. which corresponds in the same direction

#### Selling expenses

The company's selling expenses for 2023 amounted to 26.30 million baht, representing 9.32 percent of total revenue, an increase from the previous year of 22.88 million baht, representing an increase of 669.01 percent, which was a result of expenses in Transfer of ownership of real estate, promotional expenses, marketing expenses and expenses related to employees That corresponds to increased income from real estate sales. In selling the Gardenia Pattaya project, the company pays a commission to sales agents who recommend customers to the project. Calculated from the actual sales revenue.

#### Administrative expenses and executive compensation

Administrative expenses and compensation for executives of the company for 2023 are equal to 38.95 million baht, representing 13.80 percent of total income, an increase from the previous year of 5.71 million baht, representing an increase of 17.18 percent, which is a result of Operating expenses for new projects implemented in 2023

**Profit (loss) before financial income financial cost Share of profit from investments in associated companies and income tax income**

The company has profits before financial income. Financial costs, share of profits (losses) from investments in associated companies and income tax income for 2023 was 54.64 million baht, an increase of 57.26 million baht or 2,185.50 percent compared to the previous year because in 2023 the company had increased sales income as mentioned above. This causes gross profits to increase as well. While there were administrative expenses and executive compensation at similar levels to the previous year, however, the gross profit margin of the real estate business for 2023 was at 41.72 percent and the total gross profit margin for 2023 was at 100 percent. 41.86 each, which increased compared to the previous year.

<b>Gross Profit Margin (%)</b>	<b>2023</b>	<b>2022</b>
Real Estate Business Gross Profit Margin	41.72	35.96
Gross profit margin	41.86	36.54

**Financial costs**

Financial costs of the company Consists of interest expenses from long-term loans. Bank overdraft and promissory notes the financial costs for 2023 are equal to 14.79 million baht, an increase of 5.96 million baht or 67.50 percent compared to the previous year. Because the company the interest burden on long-term loans will increase from the end of 2022 to the middle of 2023 from borrowing money to invest in new real estate development projects. In addition, interest rates will continue to increase during 2023.

**Share of profits (losses) from investments in associated companies**

The Company recognizes profit sharing from its investment in M.T.S. Asset Development Co., Ltd. ("Associated Company") in the proportion of shareholding of 40 percent of the paid-up capital. which the joint company operates the real estate development business of the Idill Project In Phan Thong District Chonburi Province

The company recognized its share of profit (loss) from such investment for 2023, recognized its share of loss in the amount of 0.37 million baht, and received its share of profit decreased by 11.95 million baht or 103.20 percent compared to the previous year. This is due to the number of associated companies transferring ownership in the Idiy project. But there are increased operating expenses due to the development of new projects.

**Net profit**

For 2023, the company had a net profit of 31.76 million baht, an increase of 29.16 million baht or 1,121.54 percent compared to the previous year. Because in 2023 the increased income is due to the improved economic situation, the Company benefits from the opening of countries where foreigners come to invest in condo real estate. As mentioned above

### Summary of key financial positions

Summary of key financial positions as of December 31, 2023 are as follows:

Statement of financial position	Financial statements in which the equity method is applied				Increase / (Decrease)	
	As of December 31, 2023		As of December 31, 2022			
	Million baht	%	Million baht	%	Million baht	%
Total assets	810.27	100.00	812.86	100.00	(2.59)	(0.32)
Total liabilities	349.89	43.18	384.24	47.27	(34.35)	(8.94)
Equity	460.38	56.82	428.62	52.73	31.76	7.41

### Asset

The company had total assets as of December 31, 2023 in the amount of 810.27 million baht, a decrease from December 31, 2022 of 2.59 million baht or a decrease of 0.32 percent. The main assets of the company Inventories include land, condominiums, housing projects that have been completed but have not yet been sold or have been sold but have not yet transferred ownership to customers, investments in associated companies. and investment real estate the decreased assets were due to inventories of approximately 3.20 million baht. Investments in associated companies decreased by 4.57 million baht from the dividend payment of associated companies during the year. and deferred tax assets of approximately 2.88 million baht. Cash and cash equivalents increased by 7.88 million baht and other items that increased and decreased immaterially, resulting in a decrease in overall assets.

### Debt

The company had total liabilities as of December 31, 2023 in the amount of 349.89 million baht, decreased from December 31, 2022 in the amount of 34.35 million baht or a decrease of 8.94 percent. The main reason was due to debt relief in order to transfer ownership of real estate to customers. The components The main liabilities include bank overdrafts and loans from financial institutions, totaling 271.93 million baht.

### Shareholder's equity

The company had shareholders' equity as of December 31, 2023 in the amount of 460.38 million baht, an increase from December 31, 2022 of 31.76 million baht or an increase of 7.41 percent, which was caused by an increase in retained earnings. Because the company It has a net profit for 2023 equal to 31.76 million baht.

### Analysis of key financial ratios

	unit	2023	2022
Gross Profit Ratio	%	41.86	36.54
Net profit ratio	%	11.24	2.90
Debt to Equity Ratio	Equal	0.76	0.90

## 5. General and other important information

### 5.1 general information

Issuing company	:	Jakpaison Estate Public Company Limited
Company Registration Number	:	0107562000122
Nature of Business	:	Real estate development for sale
Location of the head office	:	153/3 Moo 6, Bang Phun Subdistrict, Mueang Pathum Thani District Pathum Thani Province
Phone	:	0 2157 1958
Website	:	www.jakpaisonestate.com
E-Mail	:	support@jakpaisonestate.com
Registered capital	:	320,000,000 baht (three hundred twenty million baht only)
Issued and paid-up capital	:	320,000,000 baht (three hundred twenty million baht only)
Par value per share	:	1.00 baht (one baht only)

### 5.2 Reference information

Auditor	:	Deloitte Touche Tohmatsu Jaiyos Audit Company Limited 11/1 AIA Sathorn Tower, 23rd - 27th Floor, South Sathorn Road Yannawa, Sathorn, Bangkok 10120 Phone : 02-034-0000 Fax : 02-034-0100
Internal Auditor	:	Unique Adviser Co., Ltd. 253, 25th Floor, Sukhumvit 21 Road (Asoke) Klongtoey Nuea Subdistrict, Watthana District, Bangkok 10110 Phone : 02-261-9699 Fax : 02-261-9697
Financial Advisor	:	Finnex Advisory Company Limited 1177 Pearl Bangkok Building, 6th Floor, Room 606, Phaholyothin Road Phayathai Subdistrict, Phaya Thai District, Bangkok 10400 Phone : 02-029-7172 Fax : 02-029-7173
Legal Advisor	:	Mr. Chanchai Horradan 100/20 Moo 6, Iris Village Bang Mueang Mai Subdistrict, Mueang District, Samut Prakan Phone : 089-8876692



Securities Registrar Ordinary shares : Thailand Securities Depository Company Limited  
The Stock Exchange of Thailand Building  
93 Ratchadaphisek Road, Din Daeng, Bangkok 10400  
Phone : 02-009-9999  
Fax : 02-009-9991

**5.3 Legal dispute** : -

**5.4 Secondary market** : The company does not have any securities listed on the stock exchanges of other countries.

**5.5 Financial institutions that are always in contact (Only in the case of issuing debt securities)** : -

## **Part 2 Corporate Governance**

### **6. Corporate Governance Policy**

#### **6.1 Corporate Governance Policy and Practice**

Jakpaisan Estate Public Company Limited has established a corporate governance policy in accordance with the Corporate Governance Code (CG Code) Year 2017 of the Stock Exchange of Thailand and the Securities and Exchange Commission to achieve good and efficient management, be transparent and create fairness for all stakeholders, and to enable the business to have good, valuable, and sustainable long-term performance.

The company has established a good corporate governance policy and a business ethics handbook in written form, which cover various aspects of work. The company provides a review of the good corporate governance policy and business ethics handbook annually to be consistent and up-to-date with the operations of the company. The company's practice consists of the following 8 principles:

Principle 1: Recognizing the roles and responsibilities of the Board of Directors as the leader of an organization that creates sustainable value for the business.

Principle 2: Establishing the objectives and primary goals of a sustainable business.

Principle 3: Enhancing the effectiveness of the directors.

Principle 4: Executive recruitment and development, as well as personnel management

Principle 5: Promoting innovation and responsible business operations.

Principle 6: Ensuring that risk management and internal control systems are appropriate.

Principle 7: Maintaining financial credibility and disclosure of information

Principle 8: Supporting the participation and communication with shareholders.

#### **Principle 1: Recognizing the roles and responsibilities of the Board of Directors as the leader of an organization that creates sustainable value for the business.**

- 1.1. The Board of Directors understands their roles and is aware of their responsibilities in performing their duties for the best interests of the company and all stakeholders. The Company has clearly separate duties and responsibilities for the Board of Directors and the Management and specifies it clearly in the Charter of the Board of Directors. The Board of Directors will be the ones who determine the policy and oversee the systems of the company to ensure that all such systems work in accordance with the policy. The Board of Directors understands its role and recognizes its own responsibility as a leader to oversee the organization's good governance covering the formulation of objectives and goals, strategy, and policies, as well as allocating important resources to achieve objectives and targets, monitoring, evaluating, and overseeing the performance reporting of the company to be in accordance with the objectives and goals.

- 1.2. The Board of Directors shall oversee the business to create sustainable value for the company by ensuring that the company has the ability to compete in order to have good operating results through consideration of long-term impact. Businesses must operate ethically, respecting the rights and responsibilities of shareholders and stakeholders, be beneficial to society and develop or reduce their negative impact on the environment, and be adaptable in the face of changing circumstances. In addition, the Board of Directors is responsible for supervising and encouraging executives and employees to operate in accordance with the company's policy guidelines.
- 1.3. The Board of Directors is responsible for overseeing to ensure that all directors and executives perform their duties responsibly, carefully, and honestly for the organization and overseeing the operation to be in accordance with the laws, regulations, and resolutions of the shareholders' meeting according to the Securities and Exchange Act, B.E. 2535 (1992).
- 1.4. The duties and responsibilities of the Board of Directors are set with the scope and assignment of duties to various departments clearly in mind. That means the company has prepared a charter of the Board of Directors and various committees in writing that specifies the duties and responsibilities, structure, term of office or vacation of office as a framework for the performance of duties of all members of the Board of Directors. The charter is also regularly reviewed to ensure it is consistent with the direction of the organization.

**Principle 2: Establishing the objectives and primary goals of a sustainable business.**

- 2.1. The Board of Directors has determined the main objectives and goals for sustainable business, and the objectives and goals shall be consistent with creating value for the entire business, all stakeholders, and society sustainably. The Board of Directors will oversee the company's objectives as well as a business strategy that is clear, appropriate, and consistent with the main goals of the business. This can be used as a key guideline to define a business model and communicate with everyone in the organization to drive in the same direction, which has already been put into the company's vision, mission, and corporate values. Furthermore, the Board of Directors will encourage the enhancement of the objectives and goals of the organization as the main decision-making and operation of the company's personnel.
- 2.2. The Board of Directors oversees in order to ensure that there is regular monitoring and evaluation of performance and to ensure that the objectives, goals, and strategy of the company are consistent with the achievement of its objectives. The company operates a real estate development business such as housing and condominiums projects. The company also operates businesses related to land development. To create stability for the company in the long run, the company has a goal of growing steadily and sustainably in the real estate development business in order to build confidence for all stakeholders, as can be seen from the company's vision and mission.

**Vision**

Be the leader in the field of the first residences for middle-to-lower class people in the Bangkok metropolitan area, Saraburi, and the eastern region.

### Mission

1. Build a “Top of Mind” brand in housing for first-residence buyers with excellent service both before and after the sale to create word of mouth and online publicity for the company to be widely known.
2. Develop housing to be the best value by designing products to be beautiful, modern, and manage the living space with high utilization at an affordable price.
3. Focus on operational excellence by developing technology to manage cost and quality in construction.
4. Focus on sustainable growth by upholding the interests of all stakeholders.

### **Principle 3: Enhancing the effectiveness of the directors.**

- 3.1. The Board of Directors determines and reviews the structure of the board of directors, including the composition and proportion of independent directors, as appropriate and necessary for the organization to achieve its objectives and main goals.
- 3.2. The Board of Directors selects an appropriate person to be the chairman of the board and ensures that the composition and performance of the board facilitate independent decision-making.
- 3.3. The Board of Directors oversees the recruitment and selection of directors with a transparent process and clarity in order to obtain members of the Board of Directors with specified qualifications.
- 3.4. The proposal for the board of directors' remuneration shall be approved by the shareholders. The Board should consider the remuneration structure to be appropriate for its responsibilities and incentivize the Board of Directors to lead the organization to achieve both short-term and long-term goals for the company.
- 3.5. The Board of Directors ensures that all directors are responsible for their performance and allocate enough time to the company's operation.
- 3.6. The Board of Directors oversees that there is a framework and mechanism for overseeing the policies and operations of the company and other businesses in which it has invested significantly at an appropriate level for each business, including companies and other businesses that the company has invested in, in order to have the same understanding.
- 3.7. The Board of Directors should provide an annual performance evaluation of the board of directors, sub-committees, and individual directors. The evaluation results should be used for further performance development.
- 3.8. The Board of Directors should supervise the members of the Board of Directors and each individual director to ensure that they understand their roles and responsibilities, the nature of business, and the laws governing business operations, and to encourage all directors to improve their skills and knowledge in order to perform their duties on a regular basis.

- 3.9. The Board of Directors should ensure that the operation of the Board of Directors is in order, has access to necessary information, and there must be a company secretary who has the necessary and appropriate knowledge and experience to support the work of the Board of Directors and must always be aware that shareholders, investors, and regulatory authorities pay close attention to the roles and responsibilities of the Board of Directors, which is considered the representative of the shareholders. Therefore, the company focuses on the selection and appointment of qualified directors and sub-committees that can help strengthen the company in the long run.

The company has established criteria and guidelines for selecting and nominating directors by assigning the Nomination and Remuneration Committee to determine the remuneration and qualifications of different groups of committees and focus on a variety of qualifications in terms of skills, experience, and abilities that are beneficial to the company, as well as determining that the nomination process must be transparent to create confidence for shareholders and outsiders. The list of the Board of Directors has been disclosed on the company's website. The structure, roles, duties, and responsibilities of the Board of Directors are as follows:

#### **Structure of the Board of Directors**

- **Composition**

1. The Board of Directors consists of at least 5 members.
2. The shareholders' meeting is responsible for appointing and removing the board by using a majority of votes in accordance with the established rules and procedures.
3. The Board of Directors has independent directors, at least one third of the total number of directors, and there must be at least 3 independent directors.
4. Not less than half of the total number of directors must reside in the country, and not less than half of the total number of directors must have Thai nationality.
5. Directors of the company may or may not be shareholders in the company.

- **Qualifications of the Board of Directors**

1. The company's directors must be natural persons and have reached the age of majority. The persons to be appointed as directors of the company will be selected through the selection process of the Nomination and Remuneration Committee, which will consider the selection according to the qualifications under Section 68 of the Public Limited Companies Act B.E. 2535 (1992) and according to the announcement of the Securities and Exchange Commission and/or relevant laws.
2. The company's directors can hold director positions in other registered companies, but this should not exceed 5 companies, under the condition that being a director of other registered companies must not hinder the performance of a director of the company and must be in line with the guidelines of the Stock Exchange of Thailand.
3. The company's directors must have knowledge, abilities, and experience that are beneficial to business operations and have the intention and ethics to run the business.

4. The company's directors must be able to exercise direct and independent discretion from management and any other interested parties.
5. The company's directors must be able to devote enough time to the company and pay attention to the performance of their duties according to their assigned responsibilities.
6. The company's directors must not engage in business of the same nature and in competition with the company's business, or become partners in an ordinary partnership, or be partners with unlimited liability in a limited partnership, or be a director of a private company or other company operating a business of the same nature, and it is in competition with the business of the company, whether it is for one's own benefit or for the benefit of others, unless notified to the shareholders' meeting prior to the resolution of appointment.
7. In addition, the company's directors must not have any prohibited characteristics under the Securities and Exchange Act or in accordance with the rules prescribed by the SEC Office, as well as not have any characteristics showing a lack of suitability to be entrusted with the management of a business whose shareholder is a public company limited.

- **Holding a position**

1. The Board of Directors shall elect and appoint a director to be the Chairman of the Board. In the event that the Board of Directors deems it appropriate, one or more directors may be elected as Vice Chairman of the Board. The Vice Chairman has responsibilities in line with the rules that the Chairman set for the business that he or she is in charge of.
2. At each annual general meeting, one-third of the directors must resign. The director who has been in office the longest will be the first to leave. Directors who are retired by rotation may be re-elected to hold the position again.
3. The shareholders' meeting may pass a resolution to remove any director from office prior to the end of his/her term by a vote of not less than three-fourths of the total number of shareholders attending the meeting and having the right to vote, and holding shares of not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.
4. If the director's position becomes vacant for other reasons than retirement by rotation, the Board of Directors shall elect a qualified person who does not have any prohibited characteristics under the law on public limited companies and the law on securities and stock exchange to replace the director at the next board of directors' meeting unless the remaining term of that director is less than 2 months. In this regard, the person who replaces him/her can only hold the position of director for the remaining term of the director whom he replaces. The above resolutions of the Board of Directors must consist of votes of not less than three-fourths of the remaining directors.



## Performance of the Board of Directors

### Determination of the Company's vision, mission, goals, strategies and policies

The company's business operation is the development of residential real estate both vertically and horizontally in Bangkok and surrounding areas, as well as the Eastern Region. The company's target customers are those who are looking for their first residence and those who want to change from renting to buying a residence. The company focuses on functional design, construction quality, and creating a quality society that is family-friendly.

### Determination of the scope of duties and powers of the management

The Board of Directors also has a role to play in determining the clear scope of duties and powers of the management and evaluating the performance of the management, which should be defined as clear and concrete criteria and indicators. The board should communicate the expectations to management and the results in a clear and straightforward manner.

However, the delegation of powers under the specified scope of powers and duties must not be in the form of giving power to the said management to consider and approve transactions that may have an interest or other conflicts of interest with the company or its subsidiaries (if any), except for the approval of transactions that are in accordance with the policies and rules considered and approved by the Board of Directors.

### Appointment of Sub-Committees

The Board of Directors may consider appointing sub-committees as appropriate based on the size and business conditions of the organization in order to help alleviate the burden of the Board of Directors. If a review or detailed consideration is required in the sub-committee appointment, the Board of Directors should clearly define the sub-committee's objectives, duties, responsibilities, and powers. In order to enable the sub-committee to work effectively and efficiently, the Board of Directors should require management to provide both information and personnel support to the sub-committees, including permission to contact or seek advice from outsourced parties as reasonable at the expense of the company.

However, the delegation of powers under the specified scope of powers and duties must not be in the form of giving power to a sub-committee to consider and approve transactions that may have an interest or other conflicts of interest with the company or its subsidiaries (if any), except for the approval of transactions that are in accordance with the policies and rules considered and approved by the Board of Directors.

The Board of Directors should require all sub-committees to prepare a performance report of the sub-committees and present it to the Board of Directors on a regular basis for regular follow-up on the assigned activities.

### The Board of Directors Evaluation

The company will arrange an evaluation at the board of directors' meeting annually whereby all directors of the company will make an assessment for the past year and collect information to inform the board of directors of the results at the next year's board of directors' meeting. The company provides a self-assessment form for the Board of Directors to allow all directors to assess their roles and effectiveness in the overall management and corporate governance of the Board of Directors.

**The Board of Directors' Training Development**

1. When a new director takes office as a director, the company secretary will be the coordinator to arrange a meeting between the new directors and the management to keep the new director informed of company-related information.
2. A business establishment tour is arranged.
3. The company focuses on the training of the board of directors. The company secretary will present to the Managing Director to set a budget for the training and when there are courses that are important and will benefit the directors, such as development courses for company directors and committees organized by the Thai Institute of Directors Association, and arrange for the Board of Directors to attend training as necessary and appropriate.

**Principle 4: Recruiting and developing the ability of executives and personnel management.**

- 4.1. The Board of Directors proceeds to ensure that the President and senior executives are recruited and developed to have the necessary skills, knowledge, experience, and attributes to drive the organization to achieve the company's objective.
- 4.2. The Board of Directors ensures that the evaluation and remuneration structure is set appropriately.
- 4.3. The Board of Directors should understand the structure and relationship of shareholders that may affect the management and operations of the business.
- 4.4. The board should monitor the management and personnel development to have the appropriate knowledge, skills, experience, and motivation.

The company places importance on recruiting and personnel management. This is considered an important cog in driving the organization to be in line with the policies and strategies set by the board of directors. In recruiting executives and personnel The Board of Directors has determined that the Company has skills definitions. Experience and characteristics required for executives and/or personnel in each area In order to be successful in recruiting personnel that meet the needs according to the company's recruitment plan.

The Nomination and Remuneration Committee is assigned by the Board of Directors to have the authority to set criteria. Qualifications for recruiting and appointing company executives Criteria for selecting executives are: Administrative competency Contains leadership skills Strategic management skills Project management skills Risk management skills and business management skills And role competencies are knowledge, skills, and characteristics that executives need to have. To be used in performing duties to achieve the goals set, such as data analysis skills Design skills Planning and management skills, etc.

The selection committee also determines the compensation structure. By the compensation of executives that the company allocated There is both monetary compensation such as salary, bonuses, and the company organizes evaluations at the Board of Directors' meeting every year by having all company directors evaluate them for the past year, and collect information to report the results to the Board of Directors at the next year's Board of Directors

meeting. The company provides a self-evaluation form for the committee. For all company directors to evaluate their roles and effectiveness. in administration and overall corporate governance of the Board of Directors At the end of the year there will be an evaluation of employee performance according to the specified evaluation criteria. To obtain evaluation results that match the operating results and align with the company's goals. In the development section of the whole committee Senior executives or even employees the company has promoted training both internally and externally. The company has set a budget for this part. and when there are courses that are considered important and will be useful the company will send them to training. The company is responsible for the expenses.

**Principle 5: Promoting innovation and responsible business operations.**

- 5.1. The Board of Directors focuses on and supports the creation of innovations that create value for the business while creating benefits for customers or related parties and being responsible for society and the environment.
- 5.2. The Board of Directors monitors the management to operate the business with social and environmental responsibility, and this is reflected in the action plan to ensure that all departments of the organization operate in accordance with the objectives, main goals, and strategic plans of the business.
- 5.3. The Board of Directors monitors the management to allocate and manage resources efficiently and effectively, taking into account impacts and resource development to enable the company to achieve its objectives and main goals sustainably.
- 5.4. The Board of Directors has established a framework for governance and management of information technology at the organizational level to be in line with the business's requirements. as well as to ensure that information technology is used to increase business opportunities and develop operations as well as risk management to enable the company to achieve its main objectives and goals. Due to the Company's business is a collaboration with many stakeholders, the management of interests must be performed carefully and the company must try to maintain fairness to all parties by strictly following the relevant laws to protect the rights of the stakeholders, namely, shareholders, employees, executives, business partners, customers, creditors, as well as society as a whole.

The company focuses on fairness and integrity with other stakeholders without unfair discrimination against anyone. They do not use judgment or personal relationships to judge anyone and provide equal opportunities without distinction of race, nationality, religion, or gender. The company realizes its responsibility to society and the community and considers its main mission to be to create projects and activities that are beneficial to social and community development. The company has formulated the following guidelines for all stakeholders:

**Shareholders**

The company is committed to developing its business to grow, be competitive in the long run, and share profit with the shareholders appropriately, including by presenting information to shareholders accurately, completely, transparently, timely, and equitably.

### Employees

The company will treat employees equally and fairly. Implement performance appraisal systems for both individuals and departments. in order to reflect the actual results of all-around practice The company also plans employee training. To support and encourage more efficient work. and consider paying fair remuneration. including the company The Company also established a provident fund for employees and other welfare benefits, safety and good hygiene in the workplace as follows.

- Recruit competent employees within the Company to be promoted to higher positions before recruiting the outsider. If it is necessary to recruit employees from outside the company, the company will focus on recruiting and selecting employees with knowledge and abilities and a good attitude towards the organization to work for the company as necessary and appropriate for each department, taking into account the maximum use of human resources.
- Promote employees' career progress by defining employee development directions clearly and supervising employees at all levels to be systematically and continually developed according to the said direction so that they can perform their current duties with efficiency and with the readiness to be responsible for the work in a higher position in the future.
- Manage wages, salaries, and benefits to be fair and equal to leading companies and always be appropriate to the current conditions, taking into consideration employees' knowledge, abilities, performance, and potential for salary advancement and promotion.
- Promote teamwork to have the employees to cooperate to each other as if they were members of the same family, which is considered an important corporate culture of the Company by which the Company has established following guidelines as follows:

### Recruitment Process

The company has clearly defined the qualifications of employees according to their job characteristics and will not use the differences in race, color, gender, religion, nationality, background of the person, political opinions, and age as factors in consideration and determines employment by selecting qualified candidates according to the selection process in accordance with the established methods. In addition, if there are vacancies or new positions available, the company has a policy of recruiting suitable personnel from its employees first before recruiting outsiders from outside personnel. Unless there is no suitable person within the company, the company will select and hire an outsider. The company will recruit and select employees who have the knowledge, abilities, and good attitudes to work with the organization to work with the company as necessary and determine the suitability of each department, taking into account the maximum use of human resources.

### Personnel Development Training

The company realizes the importance of personnel development at all levels. There is a policy to develop employees to improve their skills and increase their potential and the ability of employees by supporting both training arrangements for employees and encouraging employees to train from outside. The company is committed

to developing and enhancing the knowledge of employees, including encouraging the building of good relationships among employees in the organization for work efficiency.

#### Work Remuneration

The company provides fair employment conditions for employees and allows employees to receive appropriate remuneration according to their potential, position, duties, and responsibilities, consistent with the results of operating the company both in the short term and the long term. In addition to the monthly salary that employees receive, at the end of the year, the company will set clear work goals with employees by assessing the work of individuals and departments. The scores will be used to calculate salary increases and the payment of annual special compensation (bonus) and other benefits are also provided to employees.

#### Health and Safety at Work

The company has established a working system that focuses on safety and hygiene in the workplace appropriately, such as safety at the project construction area. clean workplace for the safety and hygiene of operators.

#### Customers

The company cares for and is responsible for the customers, and provides service to customers who are enthusiastic, ready to provide service, and welcome customers with sincerity, willingness, intention, and care to ensure that customers receive accurate information about the company's products, provides service in a timely manner with accuracy and reliability, focuses on keeping confidential information about customers and does not use such information for their own benefit or for the benefit of those who are wrongfully involved. The company also recognizes the importance of consumers' basic rights, such as the production of quality housing and after-sales service that meet the needs of consumers in order to create maximum satisfaction.

#### Competitor

The company is attached to the principles of fair competition and does not use any dishonest methods to destroy competitors to ensure fair competition.

#### Debtors

The company complies with the agreement and related law to repay the debts to creditors who facilitate loans to the company.

#### Society

The company focuses on environmental and social responsibility as well as supports activities to contribute to society on appropriate occasions as per the company's corporate social responsibility (CSR) and will not involve human rights violations, not infringe any intellectual property, and will provide care in keep being environmentally friendly as well as maintain the environment in the workplace to be safe for the life and property of employees at all times.

#### Whistleblowing or complaints

The company has measures to take care of all stakeholders to ensure that they can file complaints with the company through various channels in order to increase efficiency in taking care of all stakeholders through the following channels:

Letter: To the Audit Committee or Managing Director or Company Secretary  
 Jakpaisan Estate Public Company Limited  
 153/3, Village No. 6, Bang Phun Sub-district  
 Mueang Pathum Thani District, Pathum Thani Province 12000  
 E-mail: support@jakpaisanestate.com

Employees are eligible to file a complaint or make suggestions to the Board of Directors and executives directly via email in the company's internal system or communication box within the organization for direct communication with the management.

#### Communication channel

The Board of Directors assigns the management of the company to oversee the communication and disclosure of information accurately, completely, and timely to investors and other stakeholders by using a variety of media such as published documents, newspapers, and websites and e-mail media that can transmit information accurately and quickly.

#### Information Technology Management

The company has managed its database in the form of NAS, which is a system to store the internal information of the company with security, can keep an access log, and suspend access to data. The NAS system can retrieve data whenever or anywhere. This will enable the work in the company to be performed continuously and reduce risk in the operation, such as data loss.

### **Principle 6: Ensuring that risk management and internal control systems are appropriate.**

- 6.1. The Board of Directors will ensure that the company has a risk management system and internal controls that can achieve its objectives effectively and that they comply with relevant laws and standards.
- 6.2. The Board of Directors has established an audit committee that can perform its duties efficiently and independently.
- 6.3. The Board of Directors monitors and manages conflicts of interest that may arise between the company and the management, the board of directors, or shareholders, including the prevention of misuse of assets, information about the company's opportunities, and transactions with those who have an improper relationship with the company.
- 6.4. The Board of Directors ensures that there is the establishment of clear anti-corruption policies and guidelines that are communicated to all levels of the organization and to outsiders in order to be able to be used in real life.
- 6.5. The Board of Directors ensures that the business has a mechanism for receiving complaints and taking action in the case of whistleblowing.

The company assures investors by disclosing the company's important information accurately, completely, timely, transparently, and equally in terms of financial information and operating results. Other relevant information

is handled by the company's rules, regulations, and practices in order to prevent company secrets from leaking to competitors according to the regulations of the Securities and Exchange Commission (SEC) and the regulations of the Stock Exchange of Thailand to help shareholders, customers, and interested parties have easy access to information equally and be reliable.

#### Financial Reporting

The Board of Directors is responsible for the preparation of the company's consolidated financial reports and information presented to shareholders, overseeing the quality of the financial reports and the company's consolidated financial statements, preparing the financial statements to be in accordance with accounting standards that are generally accepted and to be audited by qualified and independent auditors as required by regulatory agencies, supervising the company to choose the appropriate accounting policies and implement them regularly, ensuring that the consolidated financial report of the company is accurate and complete and the disclosure of important information sufficiently, completely, reasonably, and reliably.

The Board of Directors has appointed independent directors as an audit committee responsible for reviewing the company in order to ensure that it has accurate, clear, and timely financial reports. There is an appropriate and effective internal control and internal audit system as well as considering the compliance with various laws and regulations of the company and considering the disclosure of information accurately, clearly, transparently, and in a timely manner in accordance with the regulations of a listed company. In the event that there is a connected transaction or a transaction that may cause a conflict of interest, the company will present it to the Audit Committee to consider its appropriateness and reasonableness before proceeding to the next step.

#### Risk Management

The Board of Directors establishes a Risk Management Committee to consider and propose policies, plans and operational results according to the plans. The Board of Directors considers a risk management policy to cover all departments in the company and cover risk factors related to vision, goals, business strategies, finances, production, and other operations, including considering the likelihood and severity of the impact, establishing clear corrective measures and responsible persons, as well as setting up measures for reporting and monitoring.

#### Internal Control

The Board of Directors ensures that the company has an internal control system that covers all aspects of financial, operations, and work performance to be in accordance with relevant laws, rules, and regulations and establishes a mechanism of checks and balances that is effective enough to protect and supervise the investments of shareholders and the company's assets.

In addition, the company has hired Unique Advisor Company Limited, which is an independent internal audit unit, to support the internal audit operations of the company to be more efficient and effective.

#### Director's transaction

- The company has set a policy for directors to disclose the report on every purchase - sale of shares and the holding of the company's securities.
- The company has set a policy for directors to report their interests to the Audit Committee.



- The Company has set a policy that important intercompany reports must be approved by the Audit Committee.

#### Mechanisms for Receiving Complaints and Handling

In order to continuously maintain standards of compliance with good corporate governance principles, guidelines are set as follows:

- Complaint Receiving

Audit Committee (AC), the Managing Director or the Company's secretary are responsible to receive complaints and submit the received complaint to the Complaint Coordinator for further action.

- Coordination of Complaints

The complaint coordinator in the internal audit unit or the person appointed by the Audit Committee is responsible for collecting information, considering the sufficiency of the preliminary evidence and submitting the complaints that have been considered to the complaint auditor as well as keeping a record of the progress and conclusions.

In the event of a complicated complaint in which many departments are involved, the Managing Director shall appoint an investigation committee in a specific case to investigate such complaints. The said investigation committee must be approved by the Audit Committee.

- Investigation

The investigator of the complaint will depend on the complaint issue. In this case, the complaint coordinator and/or the investigator examine the preliminary evidence and if it is revealed that the complaint may have a significant impact on the reputation, business operations, and/or financial position of the company, the complaint coordinator who encounters or investigates the complaint must immediately report the matter to the Managing Director for further consideration.

- Notice of results and information storage

The Complaint Coordinator is responsible for reporting and summarizing complaints to the whistleblower as necessary and appropriate, and for recording the complaints in order to be used as a guideline for further preventive actions.

#### **Principle 7: Maintaining financial credibility and information disclosure.**

- 7.1. The Board of Directors is responsible for ensuring that the financial reporting and disclosure systems are accurate, sufficient, timely and in accordance with relevant rules, standards, and guidelines.
- 7.2. The Board of Directors should monitor the sufficiency of financial liquidity and debt repayment capability.
- 7.3. In the event that the business faces financial difficulties or is likely to face difficulties, the Board of Directors should ensure that the business has a plan to resolve the issue or has other mechanisms to resolve the financial issue, taking into account the rights of stakeholders.
- 7.4. The Board of Directors should consider preparing a sustainability report as appropriate.

- 7.5. The Board of Directors has overseen the management to have a unit or person responsible for investor relations to communicate with shareholders and other stakeholders.
- 7.6. The Board of Directors should promote the use of information technology in information publication.

#### Investor Relations

The company has assigned a person who is responsible for providing services and disseminating information, news and movements about the company that is beneficial to all groups of related parties, namely, employees, shareholders, customers, business partners, creditors, equally, fairly and thoroughly via diverse communication activities. Therefore, the Board of Directors has established the Investor Relations Code of Conduct as a guideline for the Company's operations and helps promote the Company's investor relations operations to be ethical and consistent with the principles of corporate governance by focusing on the disclosure of information and strictly complying with relevant laws and regulations and the interests of shareholders and all stakeholders.

Channel to communicate with investor relations

Company Secretary

Jakpaisan Estate Public Company Limited

Address: 153/3, Village No. 6, Bang Phun Sub-district, Mueang Pathum Thani District,  
Pathum Thani Province 12000

Email: support@jakpaisanestate.com

Website: www.jakpaisanestate.com

### **Principle 8: Supporting the participation and communication with shareholders.**

- 8.1. The Board of Directors oversees to ensure that shareholders are involved in making decisions on important matters of the Company.
- 8.2. The Board of Directors oversees to ensure that the operations on the shareholders' meeting date are orderly, transparent, and efficient and the shareholders are able to exercise their rights accordingly.
- 8.3. The committee oversees to ensure that there is a disclosure of the meeting resolutions and the preparation of the minutes of the shareholders' meeting accurately and completely.

#### The shareholders' basic rights

The company well realizes the importance of shareholders; therefore, the company focuses on the importance and respects the rights and equality of all shareholders with fairness as stipulated in the company's Articles of Association and other relevant laws. The basic rights that shareholders will receive equally consist of the following: the right to attend the shareholders' meeting; the right to appoint another person to attend the meeting and vote on his/her behalf; the right to propose an additional agenda; the right to propose a person to be a director; the right to vote for the election or removal of individual directors; the right to receive an equal share of profits and dividends; the right to express opinions and ask questions at the shareholders' meeting; and the right to receive information sufficiently, timely, and equally. The company also makes it easier for shareholders to exercise their right to attend meetings and vote fully. In addition, the company will promptly disclose information to the shareholders if there is

any event that has a material impact on the company or other shareholders. The Company closely monitors the implementation of the said policy and other rules required by law in order to protect the rights of shareholders as determined by the company's Board of Directors.

#### Shareholder Meeting

1. In organizing the general meeting of shareholders, the company will determine the date, time, and place that are suitable to facilitate all shareholders' equal attendance at the meeting. The meeting will begin at an appropriate time and convenient for the meeting attendance, and all shareholders can send a power of attorney to the company in advance to verify the correctness before the meeting date. In addition, the company will select a meeting place that is convenient for attending the shareholders' meeting.
2. The company sends the meeting invitation letter together with sufficient information supporting the meeting according to the various agendas, specifying the objectives and reasons as well as the opinion of the Board of Directors on every agenda to the shareholders, in order to enable the shareholders to study the information completely before attending the meeting. The company will send the meeting invitation letter together with the meeting information for various agendas well in advance of the shareholders' meeting date according to the period prescribed by law, announcement, or relevant regulations. On the day of the meeting, the company arranges for officers and representatives of the legal advisor to verify the accuracy and completeness of the proxy form and supporting documents, such as a copy of the identification card, a copy of a passport, or a government official card in the case of a natural person, and company certificate, copy of the director's card authorized to bind the company in the case of a juristic person.
3. The company encourages the board of directors and the chairman of all sub-committees to attend the meeting and have the chairman of the board act as the chairman of the meeting. There are also executives of the company, an external auditor or representative, legal advisor or representatives attending the meeting to listen to opinions and answer questions from shareholders in unison.
4. At the meeting of shareholders, the shareholders will be informed of the number and proportion of shareholders attending the meeting, both in person and by proxy, to acknowledge the quorum as prescribed by law before the commencement of the meeting. In addition, the meeting moderator will explain the meeting, voting, and vote counting methods on each agenda. The meeting will consider and vote according to the specified agenda without changing any important information or adding the agenda to the meeting suddenly and will give shareholders an opportunity to have equal rights to inspect the company's operations, make inquiries, express opinions and suggestions. In this regard, relevant directors and executives will attend the shareholders' meeting in order to answer questions at the meeting as well.
5. The minutes of the meeting shall be complete, accurate, timely, transparent, and record significant questions and opinions in the minutes of the meeting for shareholders so that they can be inspected later.

6. The company increases the convenience for shareholders to receive dividends by transferring money into a bank account (if dividends are paid) to facilitate shareholders' receiving dividends on time and prevent problems with damaged, lost, or delayed checks.
7. The company encourages and supports shareholders to exercise their rights in various areas and does not commit any action that is in violation of their rights or deprives their fundamental rights.

#### Responsibilities to Shareholders

The Board of Directors is responsible for ensuring that executives and employees work honestly, focusing on duty and responsibility for the results of their work to build trust among shareholders and ensure that any action is performed with fairness, taking into account the best interests of both major and minor shareholders. In addition, shareholders can exercise their right to protect their own interests, whether by expressing their opinions, feedback and voting to jointly make decisions on various important changes, including the election of the Board of Directors and the determination of directors' remuneration, profit allocation and dividend payment, including the appointment and determination of the auditor's remuneration at the shareholders' meeting. The company must disclose factual, accurate, and complete information, and the said information must be able to be inspected.

## **6.2 Business Code of Conduct**

Since the business ethics is important to a company's reputation. The Board of Directors is therefore earnestly motivated that proper business ethics will be an integral part of the operations of the Company at all levels and of all those dealing with the Company. Therefore, the Board of Directors has developed the Company's Code of Conduct in which all directors, executives and employees must comply with the Company's Code of Conduct.

Human Resources is responsible for keeping all employees informed and compliant. The Company's Code of Conduct is included in the Employee Handbook provided to Employee when starting to work for the company and when there is amending the company's code of conduct, the Employees must sign their acknowledgment.

Employees must sign for acknowledgment. In addition, the Internal Audit Department is responsible for monitoring. The Internal Audit Department will report to the directors when there is an important event that does not comply.

## **6.3 Significant changes and developments in policies, practices and corporate governance systems in the past year**

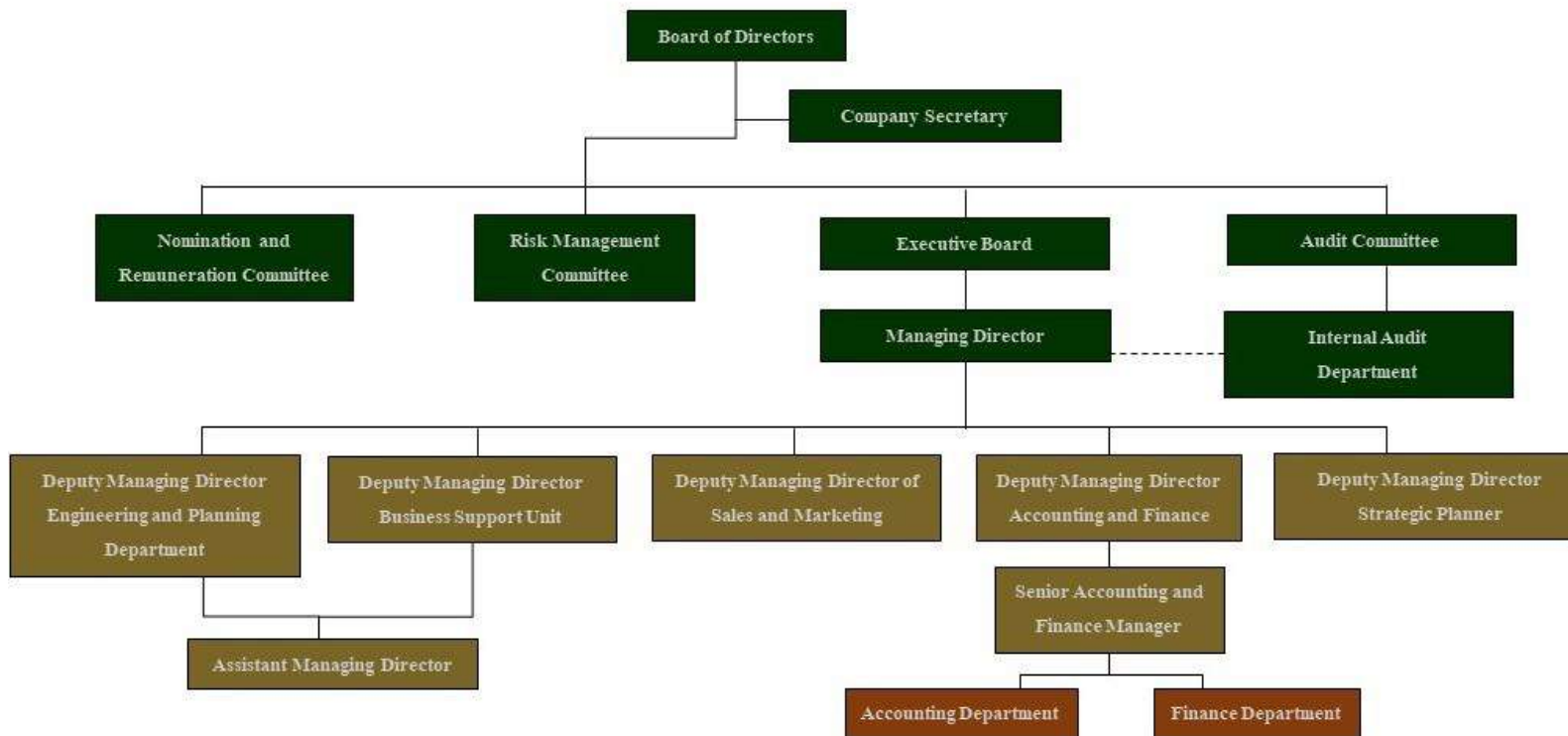
The company has written a good corporate governance policy for listed companies in 2017. Which has been approved by the Board of Directors Meeting No. 1/2019 on February 26, 2019 and requires that the policy be reviewed and implemented regularly. At least once a year

## 7 Corporate Governance Structure and information about the Board of Directors, sub committees, executives, employees and others

### 7.1 Corporate Governance Structure

Jakpaisan Estate Public Company Limited consists of the Board of Directors, the Board of Executives and sub-committees. Is the Board of Directors / Audit Committee/ Nomination and Remuneration Committee / Risk Management Committee/ Executive Board

#### Management Structure of Jakpaisan Estate Public Company Limited as of December 31, 2023



Note: \* The Company has appointed Unique Advisor Company Limited to be the auditor of the Company's internal control system.

## 7.2 Information on the Board of Directors

### 7.2.1 Composition of the Board of Directors

#### Board of Directors

As of December 31, 2023 Board of Directors of Jakpaisan Estate Public Company Limited consists of 9 directors as follows:

Name list	Position
Admiral Na Arreenich	Chairman of the Board / Independent Director / Audit Committee
Mr. Chavapas Ongmahutmongkol	Director / Independent Director / Chairman of the Risk Management Committee / Audit Committee
Mr. Metee Sangmanee	Director / Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
Mr. Weeraphan Jakpaisan	Director / Risk Management Committee Member / Nomination and Remuneration Committee Member / Chairman of the Executive Committee / Managing Director
Mr. Metha Angwatanapanich	Director / Risk Management Committee Member / Nomination and Remuneration Committee Member / Executive Director
Mr. Panuchai Hetrakul Srinualnad	Director
Mr. Natapong Jakpaisan	Director
Mr. Thanaprus Chumpolkulawongse	Director
Ms. Sunisa Jakpaisan	Director

#### Directors who have the authority to be bound by the company's certificate

Admiral Na Arreenich, Mr. Weeraphan Jakpaisan, Mr. Natapong Jakpaisan, Ms. Sunisa Jakpaisan, Mr. Metha Angwatanapanich Two of these five directors jointly sign and affix the company seal.

### 7.2.2 Roles and duties of the Board of Directors

1. Determine the vision, mission, goals, strategies and policies of the company.

The Board of Directors assigns the Executive Committee and the executives to prepare short-term and long-term work plans and present them to the Board of Directors, whereby the Board will monitor and ensure that the work plans are effectively implemented. therefore, the Executive Board must establish a short-term plan that represents clear and measurable goals and a long-term plan that represents the vision and concept of Conduct business as a whole and the future of the company as well as to have the management evaluate the performance regularly and bring the deviant results to present to the board and require the management to provide other information that is useful in planning and formulating the policy to the board for Used to analyze problems, causes and consider making decisions to improve strategies or business plans accordingly.

2. Policy formulation

The Board of Directors must establish policies and guidelines. For the management to implement both short-term strategic plans and long term to practice Create clarity about the direction of business operations.

and used as a communication tool between the Board and the Management. Policies should be flexible and can be adjusted to reflect the business situation. Covering business when the committee has set the policy for the company Should provide clarifications or have a system to transfer information to personnel at all levels of the organization. To create mutual understanding and make operations in accordance with the established policies The policy will need to be revised from time to time. to keep up with changing events

### 3. Determining the scope of duties and powers of the management

The board also has a role to play in determining the clear scope of duties and powers of the management and evaluating the performance of the management which should be defined as clear and concrete criteria and indicators The board should communicate the expectations to management. The delegation of authority under the specified scope of authority must not be a power of attorney that allows the said management to consider and approve transactions that may have interests or conflicts of interest. Any other benefits to the Company or its subsidiaries (if any), except for the approval of transactions in accordance with the policies and rules that the Board of Directors has considered and approved.

Another duty of the Board of Directors is to prescribe rules and procedures for the removal of senior executives. And consider the removal or dismissal of senior management if necessary. To protect the interests of the company and its shareholders including providing a process to prepare personnel to replace important positions that may resign or Succession Plan.

### 4. Appointment of sub-committees

The Board of Directors may consider appointing sub-committees as appropriate. by considering the size and business conditions of the organization to help alleviate the burden of the committee in areas requiring review or detailed study in appointing sub-committees The board should set objectives, duties and responsibilities. and the powers of the sub-committees clearly and so that the performance of the Board of Directors The subset is efficient and effective. The board should require the management to provide both information and personnel support to the sub-committees. Including permission to contact or seek advice from outside personnel as reasonable at the expense of the company.

However, the delegation of powers under the specified scope of powers and duties must not be in the manner of delegating powers that enable such sub-committees to consider and approve transactions that may have interests or other conflicts of interest with the Company or the Company. Subsidiaries (if any), except for the approval of transactions that are in accordance with the policies and rules that the Board of Directors have considered and approved

### 5. Consider appointing the Managing Director as proposed by the Nomination and Remuneration Committee.as well as assess the performance and determine the remuneration of the Managing Director.

### 6. Operations of the Management

The Board of Directors has delegated the day-to-day management duties to the Management. But the board also has a responsibility to oversee. and follow up on the general operations of the company to operate under the law Related rules and regulations including operating according to the specified goals and plans in order to be able to effectively monitor. The Board of Directors should be aware of the Company's operating



conditions at all times, including various internal and external factors that may affect the organization and should find out about trends in business to be able to adjust policies or strategies in accordance with the changing environment

#### 7. Risk Management

The Board of Directors should ensure that management is aware of the risks that may arise and that appropriate and clear risk management systems and tools are in place. The board should approve the company's risk management action plan that the management has drawn up. Including requiring the management to implement do an analysis and regularly assess the appropriateness of the action plan. The Board of Directors may assign the management or the Risk Management Committee to perform such duties.

#### 8. Compliance with rules, regulations, regulations and policies

The Board of Directors should establish an effective internal control system and internal audit system. To ensure that the company has complied with the law, rules and regulations of the government and the company's policies and procedures. Such a system will be a tool to help identify defects in a timely manner. The board should establish a system for monitoring and assessing the adequacy of the control system. Standards of performance and internal control on a regular basis. In addition, the Board of Directors will acknowledge the important audit reports of the Audit Committee or the supervisory and internal audit unit. Including auditors and consultants to various departments of the company and is responsible for determining guidelines for improvement In the event that a significant defect is found.

#### 9. Disclosure of Information and Communication with Stakeholders.

For transparency in the operations of the company, the board should ensure that there is regular communication between the company, its shareholders and other stakeholders. By allowing the management to disclose information on important matters accurately and in a timely manner. Therefore, the Board of Directors must set up a system to ensure that the information disclosed is correct, complete and timely.

10. In the event that the Board of Directors appoints one or more directors or other persons to act on behalf of the Board of Directors In delegation of such powers, the authorized person must not have the authority to approve transactions that such persons or persons who may have conflicts of interest. ("Persons who may have conflicts of interest" shall have the meanings as stipulated in the Notification of the Securities and Exchange Commission). Have interests or may have conflicts of interest in any other manner with the Company or its subsidiaries

Except the following this can only be done upon prior approval from the shareholders' meeting. In this regard, the list of directors or persons who may have conflicts of interest have a stake or may have any other conflicts of interest with the Company or its subsidiaries The directors who have interests in that matter There is no right to vote on that matter.

- Matters required by law to have a resolution of the shareholders' meeting
- Transactions that directors have interests and are within the scope of the law. Or the regulations of the Stock Exchange of Thailand require approval from the shareholders' meeting.

- In addition, in the following cases Must be approved by the Board of Directors' meeting and the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders. attending the meeting and having the right to vote.
- Selling or transferring all or part of the Company's business to another person.
- Making, amending or terminating the contract. in relation to the leasing of all or substantial parts of the Company's business.
- Assigning other people to manage the company's business or a merger with another person for the purpose will share profit and loss.
- Issuance of new shares for payment to the company's creditors. under the Debt to Equity Conversion Scheme.
- Reducing the registered capital of the company. by reducing the number of shares or reduce the value of the shares.
- Capital increase, capital reduction, issuance of debentures merger or dissolution.
- Other matters as required by law.

11. In addition, the Board of Directors also has the scope of duties to supervise the Company's compliance with the Securities and Exchange Act. Regulations of the Stock Exchange of Thailand such as related transactions Acquisition or disposition of property according to the regulations of the Stock Exchange of Thailand or according to the announcement of the Securities and Exchange Commission Capital Market Supervisory Board or laws related to the company's business.

12. The Board of Directors is responsible for scrutinizing the items that must be presented to the shareholders for approval in the shareholders' meeting. The main agenda in the annual general meeting of shareholders are as follows:

- Consider the report of the Board of Directors presented to the meeting showing the results of the Company's operations.
- Consider and approve the financial statements.
- Consider allocating company profits.
- Propose a list of new directors to replace the existing directors who are retiring by rotation.
- Propose a list of auditors and determine the auditor's remuneration.
- Consider items that may cause conflicts of interest. In the part that requires approval from shareholders.
- Other matters.

13. The Board of Directors has assigned the duty to sign the invitation letter for the Board of Directors and shareholders meeting. The Chairman of the Board of Directors shall sign the invitation to the meeting. In the event that the chairman is unable to perform his duties, the company secretary or the managing director shall sign on his behalf.

14. The Board of Directors has the duty to sign the minutes of the Board of Directors and shareholders meetings. The Chairman of the Board of Directors shall sign the minutes of the meeting. In the event that the chairman is unable to perform his duties, the company secretary or the managing director shall sign on his behalf.

15. Company Director Must notify the company without delay When the following cases:

- Has a direct or indirect interest in any contract entered into by the Company.
- Holding shares or debentures in a company or affiliated company. By specifying the total number that is increasing or decreasing.

### **7.3 Information about sub-committees.**

#### **7.3.1 Roles and duties of each committee.**

##### **Scope of duties and responsibilities of the Audit Committee**

1. Review for the company Financial reporting is accurate and adequate by coordinating with external auditors and executives responsible for preparing financial reports within the legal timeframe. Stock Exchange of Thailand and related government agencies.
2. Review to ensure that the Company has internal control systems and internal audit systems, including appropriate and effective risk management. by reviewing with the auditor and internal auditor and consider the independence of the internal audit unit as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other agency responsible for internal audits.
3. Review the Company's compliance with the Securities and Exchange Act. stock exchange requirements and laws related to the company's business.
4. Consider, select and nominate an independent person to act as the Company's auditor. and consider and propose the remuneration of such persons to the Board of Directors. including attending a meeting with the auditor without the management meeting at least once a year.
5. Consider connected transactions or transactions that may have conflicts of interest to comply with the laws and regulations of the Stock Exchange of Thailand This is to ensure that the transaction is reasonable and for the best benefit of the Company.
6. Prepare the Audit Committee's report to be disclosed in the Company's annual report. The said report must be signed by the Chairman of the Audit Committee and must contain the following information:
  - An opinion on the accuracy, completeness and reliability of the Company's financial reports.
  - Comments on the adequacy of the Company's internal control system.
  - Comments on compliance with securities and stock exchange laws. stock exchange requirements or laws related to the company's business.
  - An opinion on the suitability of the auditor.
  - Comments on transactions that may have conflicts of interest.
  - Number of Audit Committee meetings and the attendance of each audit committee.

- Opinions or general remarks received by the Audit Committee from performing their duties in accordance with the Charter of the Audit Committee. (Charter)
  - Other items that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
7. Review the accuracy of references and self-assessment on the company's anti-corruption measures. In the event that the company joins the Thai Private Sector Collective Action Coalition Against Corruption.
  8. Perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.
  9. In performing the duties of the Audit Committee If found or suspected of any of the following items or actions: which may have a significant impact on the financial position and operating results of the Company The Audit Committee shall report to the Company's Board of Directors for improvement within the time that the Audit Committee deems appropriate.
    - Items that cause conflicts of interest
    - Fraud, or there is something wrong or there is a significant defect in the internal control system.
    - Violation of securities and stock exchange laws. stock exchange requirements or laws related to the company's business

If the company's board of directors or executives fail to make corrections within the period under the first paragraph Any member of the Audit Committee may report any transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

10. In the performance of duties under paragraph one The Audit Committee is directly responsible to the Board of Directors. and the Board of Directors remains responsible for the Company's operations to third parties.

#### **Additional duties**

- Review the Company's internal audit plan. according to generally accepted methods and standards
- Review to ensure that the Company has an appropriate and efficient risk management system.
- Report on the performance of the Audit Committee. to the Board of Directors at least 4 times a year.
- Participate in the consideration of the appointment, removal, and evaluation of the staff of the internal audit unit.
- To have the power to hire consultants or third parties according to the Company's regulations to provide opinions or provide advice if necessary
- The Audit Committee must assess its performance by self-assessment. and report the results of the assessment along with the problems Obstacles in performance that may cause the performance to fail to achieve the objectives of the establishment of the Audit Committee to inform the Company's directors every year
- Review and update the Audit Committee Charter.

- Arrange a meeting with the Company's auditors without the attendance of the management at least once a year.
- Approve the internal audit plan. As well as to consider and acknowledge the performance reports of the Internal Audit Office and/or the internal auditors who are outsiders.
- Investigate matters notified by the Company's auditors. In the case where the auditor finds suspicious behavior that the director, manager or person responsible for the company's operation has committed an offense as stipulated in the Securities and Exchange Act. And report the results of the preliminary audit to the Office of the Securities and Exchange Commission. And the auditor within 30 days from the date of receiving the notification from the auditor.

#### **Scope of duties and responsibilities of the Risk Management Committee**

1. Determine the company's overall risk management policy and guidelines that cover important types of risks such as strategic risks, Operational risk financial risk and regulatory risks to present to the Board of Directors for approval.
2. Determine the company's risk management strategies and methods, in each subject in accordance with the risk management policy which can assess, monitor and prevent risks to an appropriate level and have guidelines to be able to get to the event when such risks arise
3. Study, review and assess potential risks including the potential impact on the company and subsidiary both external and internal risks on various issues as follows:
  - Time risk
  - Financial risk
  - Risk of the success of the plan
  - Reputation risk
4. Follow up, supervise, and review the risk management policy, including strategy and how to act when there is a risk At least once a year to ensure that the risk management strategy is appropriate for the event, and has been implemented effectively
5. Appoint a risk management working group to support the process and risk management activities as appropriate and necessary
6. Report on progress in risk management and things that need to be revised in order to be in line with the policies and strategies set forth as appropriate to the Audit Committee or the Board of Directors at least once a year.
7. Provide advice and support to the Board of Directors. Company management in the matter of corporate risk management including promoting and support the improvement and development of the internal risk management system to occur continuously and regularly
8. Communicate and exchange information and coordinate the risks and internal control with the Company's Audit Committee

9. Support for the establishment of a culture of risk management and appropriate internal control.
10. Perform other tasks as assigned by the Board of Directors.
11. Risk Management Committee can seek advice from a consultant or external independent experts There may be an appropriate fee.
12. Risk Management Committee Has the power to request information from various departments of the Company, including inviting employees, officers, executives or other persons to attend the relevant agenda. to ask for more information or opinions for further consideration
13. When there are significant risks and has an impact on the operations of the company Risk Management Committee can notify the Chairman of the Risk Management Committee Summon a board meeting to report or approve the operation.
14. Approve the Company's risk management framework. And follow up on implementation including reviewing the effectiveness of the risk management framework.
15. Approve the company's risk management plan. To ensure that the company has a concrete risk management. And meet the objectives as well as giving observations, opinions and recommendations to the Company's Risk Management Working Group. To organize the internal control system and the risk management of the segments. In the event that something is found that should be corrected, improved or developed

#### **Scope of duties and responsibilities of the Nomination and Remuneration Committee**

##### **Recruiting**

1. Determine policies, rules and procedures for nomination of directors of the Company. and sub-committees by considering the appropriateness of the number, structure and composition of the Board Determine the qualifications of directors to propose to the Board of Directors. and/or propose for approval to the shareholders' meeting, as the case may be
2. Consider the nomination and selection of qualified persons for the position Retired directors and/or vacant positions and/or appoint more according to the relevant regulations and laws
3. Conduct an overture of persons who meet the specified eligibility criteria. To ensure that such person is willing to take the position of the Company's director If appointed by the shareholders
4. Propose a list of selected persons to the Board of Directors. to consider appointing a director of the Company in place of the directors who vacate office
5. Consider the criteria for recruiting and nominate suitable persons to take the position of Managing Director by specifying the method of recruiting with rules and transparency to be presented to the Board of Directors' meeting for further consideration
6. Perform other nomination tasks as assigned by the Board of Directors.

### **Compensation**

1. Prepare rules and policies for determining the remuneration of the Board of Directors, and sub-committees to propose to the Board of Directors and/or propose for approval to the shareholders' meeting, as the case may be
2. Determine necessary and appropriate remuneration, both monetary and non-monetary, of the Board of Directors individually each year. By considering the suitability of the duties Responsibilities, performance, and comparison with companies in similar businesses and expected benefits from directors to propose to the Board of Directors for consideration and to propose to the shareholders' meeting for approval.
3. Responsible for the Board of Directors and has a duty to give explanations Answer questions related to remuneration of company directors at the shareholders' meeting.
4. Consider the performance evaluation criteria of the Managing Director, and senior management as assigned by the Board of Directors
5. Report Principles and Reasons for Remuneration for Directors and Executives according to the regulations of the Stock Exchange of Thailand disclosed in the company's annual report.
6. Determine the annual remuneration of directors and present them to the Board of Directors for further approval by the shareholders' meeting. In addition, the rules for the annual remuneration of the Managing Director and senior management are also set. And present to the Board of Directors for approval of such criteria.
7. Consider the suitability and give approval In the case of offering for sale of new securities to directors and employees based on the principles of fairness to shareholders and to incentivize directors and employees to perform their duties in order to create long-term added value for shareholders and to be able to retain quality personnel
8. To perform any other tasks related to the determination of remuneration as assigned by the Board of Directors.
9. Management and other departments must report or present relevant information and documents to Nomination and Remuneration Committee to support the operation of Nomination and Remuneration Committee to accomplish the assigned duties

### **7.3.2 List of each committee in each committee**

#### **Audit Committee**

As of December 31, 2023, the Company's Audit Committee It consists of 3 directors as follows:

	<b>Name</b>	<b>Position</b>
1.	Mr. Metee Sangmanee	Chairman of the Audit Committee / Independent Director
2.	Admiral Na Arreenich	Member of the Audit Committee / Independent Director
3.	Mr. Chavapas Ongmahutmongkol	Member of the Audit Committee / Independent Director



Mr. Metee Sangmanee is an audit committee member who has sufficient knowledge and experience to review the credibility of the Company's financial statements. Mr. Metee Sangmanee graduated with a bachelor's degree in Accounting from Ramkhamhaeng University. And a master's degree in accounting from Thammasat University and there is Miss. Kanokkarn Tipbamrung holding the position of secretary of the audit committee

#### **Risk Management Committee**

As of December 31, 2023, the Company's Risk Management Committee It consists of 5 directors as follows:

	<b>Name</b>	<b>Position</b>
1.	Mr. Chavapas Ongmahutmongkol	Chairman of the Risk Management Committee
2.	Mr. Weerapan Jakpaisan	Member of the Risk Management Committee
3.	Mr. Metha Angwatanapanich	Member of the Risk Management Committee

Miss. Kanokkarn Tipbamrung is the secretary of the Risk Management Committee.

#### **Nomination and Remuneration Committee**

As of December 31, 2023, the Company's Nomination and Remuneration Committee It consists of 3 directors as follows:

	<b>Name</b>	<b>Position</b>
1.	Mr. Metee Sangmanee	Chairman of the Nomination and Remuneration Committee
2.	Mr. Weerapan Jakpaisan	Member of the Nomination and Remuneration Committee
3.	Mr. Metha Angwatanapanich	Member of the Nomination and Remuneration Committee

Ms. Sunisa Jakpaisan is the secretary of the Nomination and Remuneration Committee.

#### **Executive Committee**

As of December 31, 2023 Board of Directors which currently consists of 4 directors as follows:

	<b>Name</b>	<b>Position</b>
1.	Mr. Weerapan Jakpaisan	Executive Chairman
2.	Mr. Metha Angwatanapanich	Executive committee
3.	Ms. Prapaporn Wittayanukorn	Executive committee
4.	Ms. Mathurin Dokchumpa	Executive committee

## **7.4 Information about the management**

### **7.4.1 Name list and management positions**

#### **Executive**

As of December 31, 2023, the Company's management as defined in the Notification of the Securities and Exchange Commission No. 17/2551 Re: Definitions in Notices on Issuance and Offering of Securities, consisting of 3 persons as follows:

	<b>Name</b>	<b>Position</b>
1.	Mr. Weerapan Jakpaison	Managing Director / Acting Deputy Managing Director of Engineering and Design Department / Acting Deputy Managing Director of Business Support
2.	Ms. Prapaporn Wittayanukorn	Deputy Managing Director of Sales and Marketing / Deputy Managing Director of Strategy Support
3.	Mr. Worapoj Thanakitdamrong	Assistant Managing Director of Engineering and Design / Assistant Managing Director of Business Support

#### 7.4.2 Remuneration Policy for Directors and Executives

The company has set the remuneration of directors and sub-committees as per meeting allowance.

Executives will receive a fixed monthly fee, and variable compensation according to the company's performance

The Company has a policy to determine the remuneration of the Board of Directors and Executives at an appropriate level, both in monetary and non-monetary terms, by considering the obligations Responsibilities, achievements, expected benefits and is a rate comparable to companies in the same business to motivate the board and executives to lead the company to achieve its goals in line with the company's strategy and goals in this regard, the Nomination and Remuneration Committee will consider each form of remuneration as appropriate, by setting the rules or how to set a fair and reasonable remuneration in accordance with the Company's performance for the directors, sub-committees Managing Director including senior management

The Company requires that the remuneration of the Board of Directors and executives be disclosed in annual report. However, for the remuneration of the Board of Directors and sub-committees will be presented to the Board of Directors' meeting for approval. And present to the shareholders' meeting for approval annually.

#### 7.4.3 Remuneration for directors and executives

##### Director's Remuneration

##### Monetary compensation

The 2023 Annual General Meeting of Shareholders held on April 20, 2023 resolved to approve the determination of remuneration for the Board of Directors and the various sub-committees.

**Unit : Baht**

<b>Position</b>	<b>BOD. (meeting allowance per time)</b>	<b>AC. (meeting allowance per time)</b>	<b>NRC. (meeting allowance per time)</b>	<b>RMC. (meeting allowance per time)</b>	<b>EXCOM. (meeting allowance per time)</b>
Chairman	20,000	20,000	15,000	15,000	-
Directors	15,000	15,000	10,000	10,000	-

Note. Executive directors will not receive remuneration as a company director.

In this regard, the amount of directors' remuneration for the year 2023 has been set, which consists of meeting allowances, and director bonuses (if any) in a total amount not exceeding 2,500,000 baht

For the year 2023, the Company paid remuneration for 9 directors and sub-committees in the form of meeting allowances as follows:

Name	Faculty compensation Ending December 31, 2023				
	BOD. (meeting allowance per time)	AC. (meeting allowance per time)	RMC. (meeting allowance per time)	NRC. (meeting allowance per time)	Total
1. Admiral Na Arreenich	80,000	60,000	-	-	140,000
2. Mr. Metee Sangmanee	45,000	60,000	-	45,000	150,000
3. Mr. Chavapas Ongmahutmongkol	60,000	60,000	30,000	-	150,000
4. Mr. Panuchai Hetrakul Srinualnad	30,000	-	-	-	30,000
5. Mr. Weeraphan Jakpaison	-	-	-	-	-
6. Mr. Metha Angwatanapanich	-	-	-	-	-
7. Mr. Natapong Jakpaison	30,000	-	-	-	30,000
8. Mr. Thanaprus Chumpolkulawongse	60,000	-	-	-	60,000
9. Ms. Sunisa Jakpaison	30,000	-	-	-	30,000
<b>Total</b>	<b>335,000</b>	<b>180,000</b>	<b>30,000</b>	<b>45,000</b>	<b>590,000</b>

### Executive Compensation

#### Monetary compensation

The Company has paid remuneration in monetary terms to the Company's management. The monetary compensation consists of salary, bonuses, and employee benefits. And other remuneration (excluding directors' remuneration) as follows:

Number (person)	December 31, 2021 (million baht)	December 31, 2022 (million baht)	December 31, 2023 (million baht)
3	7.95	6.71	
7			6.27

and compensation received by executives from associated companies\*(Excluding directors' remuneration) details are as follows:

Number (person)	December 31, 2021 (million baht)	December 31, 2022 (million baht)	December 31, 2023 (million baht)
-	0.36	-	-

## 7.5 Information about employees

The company has a number of employees (Excluding executives) can be divided according to the nature of employment as follows:

- As of December 31, 2023, the Company has 36 full-time employees
- As of December 31, 2023, the Company had 17 temporary employees, some of which were foreign temporary employees. which has complete work permits for foreigners

Department	December 31, 2021	December 31, 2022	December 31, 2023
	Number (person)	Number (person)	Number (person)
Engineering and Planning Department	14	23	23
Business Support Unit	14	14	9
Accounting and Finance	3	4	6
Strategic Planner	5	3	4
Sales and Marketing	-	-	11
<b>Total</b>	<b>36</b>	<b>44</b>	<b>53</b>

In 2022 and 2023, the Company paid employee compensation in the amount of 9.44 million baht and 14.90 million baht details as follows.

Compensation	December 31, 2021	December 31, 2022	December 31, 2023
	Compensation (Million Baht)	Compensation (Million Baht)	Compensation (Million Baht)
Salary	8.57	8.41	13.88
Bonus	-	-	0.61
Other compensation	0.90	1.03	0.41
<b>Total</b>	<b>9.47</b>	<b>9.44</b>	<b>14.90</b>

Note: \*Other compensation consists of employee benefits, social security payments, provident fund contributions, allowances, fuel expenses, etc.

M.T.S. Development Asset Co., Ltd. (Associated Company) has number of employees (excluding executives) as follows:

Department	December 31, 2021	December 31, 2022	December 31, 2023
	Number (person)	Number (person)	Number (person)
Accounting and Finance	-	-	-
Sales	2	2	2
Administration	1	2	2
engineering department	2	2	2
<b>Total</b>	<b>5</b>	<b>6</b>	<b>6</b>

In 2022 and 2023, MTS Property Development Company Limited (Associated Company) paid employee compensation in the amount 5.73 million baht and 6.42 million baht, respectively, with the following details:

Compensation	Year 2021	Year 2022	Year 2023
	Compensation (Million Baht)	Compensation (Million Baht)	Compensation (Million Baht)
Salary	4.33	4.27	4.91
Bonus	0.18	0.18	0.24
Other compensation	1.71	1.28	1.27
<b>Total</b>	<b>6.22</b>	<b>5.73</b>	<b>6.42</b>

\*\* Other compensation is Commissions, fuel costs, etc.

## 7.6 Other important information

### 7.6.1 Persons assigned to be responsible for important tasks of the Company are as follows:

#### Company Secretary

In accordance with the resolution of the Board of Directors Meeting No. 3/2023 held on August 10, 2023, the Board of Directors appointed Ms. Kanokkarn Tipbumrung to be the Company Secretary, which contains information and history details as shown in Attachment 1. Company secretary has duties and responsibilities as follows:

1. Prepare and maintain the following documents
  - Director registration
  - Invitation letter to the Board of Directors meeting, minutes of the Board of Directors meeting and the annual report of the company
  - Invitation letter to the shareholders' meeting and minutes of the shareholders' meeting
2. Perform other tasks as specified in the notification of the Capital Market Supervisory Board
3. Send a copy of the report of interest under Section 89/14 of the Securities and Exchange Act B.E. 2535 (Including the amendment) to the Chairman of the Board of Directors and the chairman of the audit committee within 7 business days from the date the company received that report and the company must provide a document retention system or evidence relating to the data display and ensure that there is a complete and accurate storage and can be examined Within a period of not less than 10 years from the date such document or information is prepared
4. Give advice to the Board of Directors about laws and regulations, including good corporate governance practices to provide the performance of the Board of Directors Complies with all applicable laws and regulations
5. Be responsible for coordinating with regulators such as the Securities and Exchange Commission and the Stock Exchange of Thailand, etc. and be responsible for the disclosure of information and reporting information to various departments in accordance with the relevant rules
6. Perform any other duties assigned by the Board of Directors

**Those assigned to be directly responsible for the supervision of bookkeeping.**

Miss Mathurin Dokchumpa is the person who has been assigned direct responsibility for accounting supervision, supervising the company's accounting transactions to be efficient and in accordance with the regulations, requirements, and regulations of the company by joining the company since September 2022; information and related details of those assigned to be directly responsible for accounting supervision appears in Attachment 1 Information Of The Board Of Directors, Management, Chief Financial Officer

**New Executive Director**

According to the resolution of the Board of Directors' meeting No. 4/2023 on November 9, 2023, the Board of Directors resolved to appoint Ms. Prapaporn Wittayanukorn currently holds the position of Deputy Managing Director of Sales and Marketing. and Deputy Managing Director of Strategy Support Department and considering the appointment of Ms. Mathurin Dokchampa, currently holding the position of Acting Senior Manager of the Accounting and Finance Department and accounting department manager is an executive committee member for the appropriateness of administration to be clear. and support business expansion the relevant information and details appear in Attachment 1.

**7.6.2 Channels of communication with investor relations**

The Company has assigned a person who is responsible for providing services and disseminating the Company's information and movements that are beneficial to all groups of related parties, including employees, shareholders, customers, business partners, creditors, equally, fairly and thoroughly through communication activities. diverse The Board of Directors has therefore established a Code of Conduct for Investor Relations. To guide the operation and help promote the operation of the Company's investor relations in accordance with ethical principles and in accordance with good corporate governance principles. Emphasis is placed on disclosure of information and strict compliance with relevant laws and regulations. and uphold the interests of shareholders and all stakeholders as important

**Communicating with Investor Relations**

Ms. Kanokkarn Tipbumrung

Jakpaison Estate Public Company Limited

Location : 153/3 Moo 6, Bang Phun Subdistrict, Mueang Pathum Thani District Pathumthani Province

Email: support@jakpaisonestate.com

Website: www.jakpaisonestate.com

**7.6.3 Auditor's replacement fee Auditing office to which the auditor is affiliated and persons or businesses related to the auditor and the auditing firm that the auditor is affiliated with**

The Annual General Meeting of Shareholders to consider and approve the appointment of auditors and determine the company's audit fee The Audit Committee is the person who considers, selects, proposes, appoints the auditors and determines the audit fees. To propose to the Board of Directors for approval. To propose to the general meeting of shareholders to consider, approve, appoint and determine the auditing Considering that the auditor

company and the auditor that have been selected must be independent. Does not have any relationship or interest with the Company, executives, and major shareholders. Or related persons of the aforementioned persons and has arranged to rotate the auditors in accordance with the Notification of the Capital Market Supervisory Board.

The auditor authorized to sign the Company's financial statements for the year 2023 is Mr. Manoon Manusook Certified Public Accountant No. 4292, Mr. Choopong Surachutikarn Certified Public Accountant No. 4325, Mr. Mongkol Somphol Certified Public Accountant No. 8444, Ms. Porakoch Jongkolsiri Certified Public Accountant No. 7150

Audit fees paid to Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

Year	Audit Fee (Baht)
2021	1,700,000
2022	1,520,000
2023*	1,520,000

\*Record the annual audit fee for the year 2023 and the review fee for the annual report

## **8. Report on key performance in corporate governance**

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

#### **8.1.1 Nomination, development and evaluation of the Board's performance of duties**

The Company has a policy to continuously encourage directors to attend professional training courses, which is held within company or outside by various institutions such as the Stock Exchange of Thailand Securities Commission and stock exchange Thai Institute of Directors Association or Office of Auditing The company has sent the directors Receive training courses in Director Cerification Program (DCP) operated by the Thai Institute of Directors Association (IOD).

#### **Evaluation of the performance of the entire Board of Directors**

The Board of Directors conducts an annual self-assessment regarding the overall performance of the Board, such as the structure and qualifications of the Board, roles, duties and responsibilities of the Board, Board meetings, and the Board's performance., relationship with management, self-improvement of directors and development of senior executives The score was 94 percent.

#### **Evaluation of the performance of the sub-committee**

Overall performance of the sub-committee, such as the structure and qualifications of the committee, committee meetings, roles, duties and responsibilities of the sub-committee.

- Audit Committee The score is 100 percent.
- Risk Management Committee The score was 91.67 percent.
- Nomination and Remuneration Committee The score was 86 percent.



**Evaluation of the Managing Director's performance by the Board of Directors and the selection committee and Consider compensation**

Overall performance of the managing director such as leadership, strategy setting, strategy implementation, financial planning and performance, relationship with the board, external relationship, management and relationship with Personnel, succession, product and service knowledge, personal characteristics the score was 93.78 percent. For such evaluation, the Company Secretary will distribute the evaluation form to all directors so that they can conduct a self-evaluation in all respects. above the completed form must be submitted and reported to the Board of Directors.

**8.1.2 Meeting attendance and remuneration of individual committees Attendance**

**Board of Directors Meeting**

Name	Number of meetings attended/total meeting times	
	2022	2023
1. Admiral Na Arreenich	5/5	4/4
2. Mr. Metee Sangmanee	1/3	3/4
3. Mr. Chavapas Ongmahutmongkol	5/5	4/4
4. Mr. Panuchai Hetrakul Srinualnad	3/3	4/4
5. Mr. Weeraphan Jakpaison	5/5	4/4
6. Mr. Metha Angwatanapanich	3/3	4/4
7. Mr. Natapong Jakpaison	5/5	4/4
8. Mr. Thanaprus Chumpolkulawongse	5/5	4/4
9. Ms. Sunisa Jakpaison*	4/5	2/4

Note: \* Ms. Sunisa Jakpaison is currently pregnant. and recuperating after pregnancy

**Audit Committee**

Name	Number of meetings attended/total meeting times	
	2022	2023
1. Mr. Metee Sangmanee	1/3	3/4
2. Admiral Na Arreenich	4/4	4/4
3. Mr. Chavapas Ongmahutmongkol	4/4	4/4

**Risk Management Committee**

Name	Number of meetings attended/total meeting times	
	2022	2023
1. Mr. Chavapas Ongmahutmongkol	2/2	2/2
2. Mr. Panuchai Hetrakul Srinualnad	1/1	1/1
3. Mr. Weeraphan Jakpaison	2/2	2/2
4. Mr. Metha Angwatanapanich	1/1	2/2
5. Mr. Natapong Jakpaison	2/2	1/1

**Nomination and Remuneration Committee**

Name	Number of meetings attended/total meeting times	
	2022	2023
1. Mr. Metee Sangmanee	1/2	3/3
2. Mr. Weeraphan Jakpaison	3/3	3/3
3. Mr. Metha Angwatanapanich	-	1/1
4. Ms. Sunisa Jakpaison*	3/3	0/1

Note: \* Ms. Sunisa Jakpaison is currently pregnant, and recuperating after pregnancy

**Directors' remuneration, which is paid according to the number of meetings attended, are as follows:**

Name	Position	Director's Remuneration (Baht)				
		BOD.	AC.	RMC.	NRC.	Total
1. Admiral Na Arreenich	Chairman of the Board of Directors / Independent Director / Audit Committee Member	20,000	15,000	-	-	35,000
2. Mr. Metee Sangmanee	Director / Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee	15,000	20,000	-	15,000	50,000
3. Mr. Chavapas Ongmahutmongkol	Director / Independent Director / Chairman of the Risk Management Committee / audit committee member	15,000	15,000	15,000	-	45,000
4. Mr. Panuchai Hetrakul Srinualnad	Director	15,000	-	-	-	15,000
5. Mr. Weeraphan Jakpaison	Company Director / Risk Management Committee Member / Nomination and Remuneration Committee Member / Chairman of the Executive Committee	-	-	-	-	-
6. Mr. Metha Angwatanapanich	Director / Risk Management Committee Member / Nomination and Remuneration Committee Member / Executive Committee Member	-	-	-	-	-
7. Mr. Natapong Jakpaison	Director	15,000	-	-	-	15,000
8. Mr. Thanaprus Chumpolkulawongse	Director	15,000	-	-	-	15,000
9. Ms. Sunisa Jakpaison	Director	15,000	-	-	-	15,000
<b>Total</b>		<b>110,000</b>	<b>50,000</b>	<b>15,000</b>	<b>15,000</b>	<b>190,000</b>

### **8.1.3 Supervision of subsidiaries and associated companies**

The Company has an investment policy whereby the Company will consider investments in businesses that support and support Benefit to the company's business or is a business that is in an industry that has a tendency to grow Growing up or being a business with expertise and expertise In addition, the risk and rate of return received from the investment are taken into account. However, such investment must be consistent with business conditions. Company strategy and regulations, regulatory requirements

The company will consider Proceed with caution and discretion in investing by providing a feasibility analysis of the investment plan Taking into account the risks, benefits, financial liquidity of the Company and the economic condition of the country and submit the investment plan to the Board of Directors or the shareholders' meeting for approval (depending on the case) and the request for approval of such investment must be in accordance with the Notification of the Capital Market Supervisory Board. and relevant announcements from the Board of Governors of the Stock Exchange of Thailand the Company will establish a system to control, monitor and report investments to the Board of Directors on a regular basis.

The company has guidelines for supervising subsidiaries. Associates and Joint Ventures the Company will appoint a representative of the company. with qualifications and experience to join as a director in such subsidiary and associated company according to the Company's shareholding proportion and/or agreements between shareholders in such subsidiary and associated companies for joint venture The Company will appoint its representatives to control and manage it depending on the agreement entered into with the parties.

In the event that the company has investments in subsidiaries If the subsidiary has a business that has a significant impact on the company the company has set Authorization in various matters which must seek approval from the Executive Committee or the Board of Directors before entering into the transaction. The company will designate the person appointed by that company. Must ensure that the subsidiary has a policy in connection with the acquisition or disposition of assets. or any other important transactions of such companies to be complete, accurate and correct in accordance with the rules of the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand same manner as the Company's guidelines.

In addition, the Company has guidelines for monitoring the management of subsidiaries and associated companies in order to maintain benefits in the Company's investments. By requiring companies and associated companies to submit monthly performance and reviewed financial statements by a certified public accountant on a quarterly or annual basis, as the case may be. As well as business information prepare such financial statements of subsidiaries and associated companies for the Company. with consent to the Company to use such information to prepare the consolidated financial statements in a timely manner of the Stock Exchange of Thailand or to report the Company's quarterly or annual results, as the case may be; financially significant to the company Upon detection or request by the Company to carry out inspections and reports.

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

The company has written a good corporate governance policy for listed companies in 2017, which was approved by the Board of Directors Meeting No. 1/2019 held on February 26, 2019 and scheduled to be reviewed Policy and Compliance Such policies are always at least once a year.

## 8.2 Report on the performance of the Examination Committee in the past year

### 8.2.1 Number of meetings and attendance of the individual audit committee members

#### Audit Committee

Audit Committee meetings are scheduled at least 4 times a year with meetings with external auditors. The internal audit department, the management and the management responsible for accounting and finance to review the financial statements. And report to the Board of Directors.

In 2023, the Audit Committee holds a total of 4 meetings and quarterly meetings with external auditors are held for each committee's meeting, can be summarized as follows:

Name	Number of times attending the meeting	Total number of meetings held	%
1. Mr. Metee Sangmanee	3	4	75
2. Admiral Na Arreenich	4	4	100
3. Mr. Chavapas Ongmahutmongkol	4	4	100

### 8.2.2 Performance of the Audit Committee

The results of the performance evaluation of the entire Audit Committee had an average score of 100%

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

#### Nomination and Remuneration Committee

The Nomination and Remuneration Committee meetings are scheduled to meet at least once a year. In 2023, the Nomination and Remuneration Committee A total of 2 meeting were held and reports were made to the Board of Directors for each Board meeting, can be summarized as follows:

Name	Number of times attending the meeting	Total number of meetings held	%
1. Mr. Mr. Metee Sangmanee	3	3	100
2. Mr. Weeraphan Jakpaison	3	3	100
3. Mr. Metha Angwatanapanich*	1	1	100
4. Ms. Sunisa Jakpaison**	0	1	0

Remark: Mr. Metha Angwatanapanich\* accepted the position and served as a member of the Nomination and Remuneration Committee on November 9, 2023. There is therefore 1 meeting that can be attended. Ms. Sunisa Jakpaison\*\* is currently pregnant, and recuperating after pregnancy

### **Performance assessment results of the Nomination and Remuneration Committee**

The performance evaluation results of the entire Nomination and Remuneration Committee had an average score of 86%

Compensation consideration The Remuneration and Nomination Committee played a role in reviewing the Board of Directors' remuneration structure. Meeting allowances, bonuses, welfare and other benefits, both monetary and non-monetary, are paid to the Board of Directors. Subcommittee and the top management to be appropriate By taking into account the remunerations performed in the industry, including ensuring that the company discloses the policy on directors' remuneration In this regard, the remuneration of directors which has been considered by the Remuneration and Nomination Committee has been approved by the shareholders.

### **Risk Management Committee**

In 2023, the Risk Management Committee held 2 meetings and reported to the Board of Directors. For each committee meeting can be summarized as follows:

<b>Name</b>	<b>Number of times attending the meeting</b>	<b>Total number of meetings held</b>	<b>%</b>
1. Mr. Chavapas Ongmahutmongkol	2	2	100
2. Mr. Panuchai Hetrakul Srinualnad	1	1	100
3. Mr. Weerapan Jakpaison	2	2	100
4. Mr. Metha Angwatanapanich	2	2	100
5. Mr. Natapong Jakpaison	1	1	100

### **The results of the performance assessment of the Risk Management Committee.**

The results of the performance assessment of the entire Risk Management Committee had an average score of 91.67%

### **Executive Committee**

The Executive Board meets at least once a month and has additional special meetings as necessary. to consider various matters According to the authority assigned by the Board of Directors. In 2023, the meeting of each committee member can be summarized as follows

<b>Name</b>	<b>Number of times attending the meeting</b>	<b>Total number of meetings held</b>	<b>%</b>
1. Mr. Panuchai Hetrakul Srinualnad	4	5	80
2. Mr. Weerapan Jakpaison	18	18	100
3. Mr. Metha Angwatanapanich	17	18	94.44
4. Mr. Natapong Jakpaison	7	7	100
5. Ms. Sunisa Jakpaison*	1	8	12.5
6. Ms. Praporn Wittayanukorn	4	4	100
7. Ms. Mathurin Dokchumpa	3	4	75

Remark: Ms. Sunisa Jakpaison\* is currently pregnant. and recuperating after pregnancy

## **9. Internal Control and Connected Transactions**

### **9.1 Summary of the performance of other sub-committees**

#### **9.1.1 The adequacy and appropriateness of the Company's internal control system**

The Audit Committee has reviewed the Company's internal control system and operations. There was no significant flaw in the internal control system that would affect the Company's financial statements. In terms of internal control systems in accounting, the company's auditor has studied and assessed the effectiveness of the internal control system in accounting. There was no significant weakness in the accounting internal control system that should be presented.

#### **9.1.2 Internal control system**

##### **Internal Audit Operations (IA)**

The Company has an internal audit department to supervise various financial and operational activities, to certify that the activities have been carried out to achieve the Company's objectives in accordance with the Company's regulations and applicable laws. The Internal Audit Department is fully independent to perform its duties and reports directly to the Audit Committee. Internal control and supervision is regularly surveyed and evaluated by authorized auditors. Until now, still No major mistakes were found in the company's operating process, and every step of the operation was carried out efficiently as planned.

The Board of Directors has approved for Unique Advisor Company Limited to be responsible for internal audit.

#### **9.1.3 Opinion of the Audit Committee in case of a different opinion from the opinion of the Board of Directors or the auditor has observations about internal control**

: -

## 9.2 Related party transactions

### 9.2.1 Details of related party transactions

#### Related party transactions year 2023 ends on December 31, 2023

Person with a potential conflict of Jakpaison estate Public Company Limited ("JAK")

Person with a potential conflict	Relationship
1. Mr. Weeraphan Jakpaison	Director of JAK / major shareholder in JAK / Managing Director of JAK It holds 158,400,000 shares, representing 49.50 percent of the paid-up capital as of December 31, 2023.
2. MTS. Asset Development Co.,Ltd. ("MTS") Operate real estate development business	It is a joint company of JAK. JAK holds 600,000 shares in MTS, representing 40 percent of the registered capital as of December 31, 2023.
3. Paisanpipat Co., Ltd. ("PP") Operate a labor contractor business as a vacuum sweeper and telecommunication service representative	With Mr. Weeraphan Jakpaison being the director and managing director. and major shareholder in PP It holds 47,500 shares, representing 95 percent of the registered capital as of December 31, 2023.
4. Mr. Natapong Jakpaison	Director of JAK holds 23,729,100 shares, representing 7.42 percent of the paid-up capital as of December 31, 2023.
5. Ms. Sunisa Jakpaison	Director of JAK holds 24,080,100 shares, representing 7.53 percent of the paid-up capital as of December 31, 2023.
6. Mr. Metha Angwatanapanich	Director of JAK holds 18,145,000 shares, representing 5.67 percent of the paid-up capital as of December 31, 2023.
7. Mr. Panuchai Hetrakul Srinualnad	Director of JAK holds 50,000 shares, representing 0.02 percent of the paid-up capital as of December 31, 2023.

**Details of related party transactions**

Current list / continuous list / one time list

List of office buildings for rent

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
1	JAK	Happening/ Continuous	PP	Office building rental income 0.12 million baht (Jan.-Dec. 2022)	Office building rental income 0.6 million baht (Jan.-June 2023)	<p>JAK has lent PP an office building, only the first floor, area 18 sq m, for a period of 12 months, starting in January 2018, with a rental fee of 10,000 baht per month, excluding water, electricity, and telephone bills. The rental rate is a rental rate that is comparable to the rental rate of commercial buildings in the vicinity. The payment terms are in accordance with normal commercial terms, similar to those of third parties.</p> <ul style="list-style-type: none"> <li>December 15, 2021, the company entered into a rental agreement. By calculating the original rental rate from 1 Jan. 2022 until 31 Dec. 2022</li> <li>December 15, 2022, the Company entered into a new rental agreement with the same rental rate. From 1 January 2023 until 30 June 2023</li> </ul>



**Loan Guarantee**

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
2	JAK	Happening/ Continuous	Mr. Weeraphan Jakpaisan	Guaranteed amount <ul style="list-style-type: none"> <li>Long-term loan limit 191.356 million baht</li> <li>Overdraft limit 106.5 million baht</li> <li>Short-term loans 60 million baht</li> </ul>	Guaranteed amount <ul style="list-style-type: none"> <li>Long-term loan limit 237.709 million baht</li> <li>Overdraft limit 106.5 million baht</li> <li>Short-term loans 70 million baht</li> </ul>	<p>Mr. Weeraphan Jakpaisan, director and major shareholder of JAK, has provided a guarantee. Loan amount from a financial institution to JAK according to the conditions of the financial institution's creditors, which is a guarantee by Mr. Weeraphan Jakpaisan, including land and buildings owned by Mr. Weeraphan Jakpaisan, with no compensation being charged to JAK for such guarantee.</p> <ul style="list-style-type: none"> <li>May 5, 2020, Mr. Weeraphan guaranteed a COVID-19 impact loan. BBL. Bank, credit line 12 million baht</li> <li>June 5, 2020, Mr. Weeraphan guaranteed a COVID-19 impact loan. K. Bank, credit limit 1.8 million baht</li> <li>June 29, 2020, JAK borrowed money from BAY Bank. In the form of an overdraft of 40 million baht and a promissory note of 40 million baht, guaranteed by a deposit account. BAY Bank Savings account type, amount 80 million baht</li> <li>December 22, 2020, JAK borrowed money from SCB Bank. in the form of land loans Canna Project 32.5 million baht, overdraft 3 million baht</li> <li>April 2, 2021, Mr. Weeraphan guaranteed a COVID-19 impact loan. BBL. Bank, credit limit of 9 million baht, guaranteed without compensation from JAK.</li> <li>August 26, 2021, Mr. Weeraphan redeemed 3 land title deeds used as collateral for overdraft credits at a BBL. Bank account and brought the land title deeds. Muak Lek District, Saraburi Province, which is JAK's property, is the second guarantor for the amount of 13 million baht.</li> <li>March 18, 2022, the company borrowed money for construction and project development costs. Canna from SCB Bank, 7.212 million baht, with no guarantee of compensation to JAK.</li> <li>May 8, 2022, the overdraft limit was reduced. BBL. Bank, 20 million baht and K. Bank, 10 million baht</li> </ul>

**List of loan guarantees (continued)**

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
						<ul style="list-style-type: none"> <li>• May 8, 2022, COVID-19 impact loan account closed. BBL. Bank 12 million baht</li> <li>• May 31, 2022, COVID-19 impact loan account closed. K. Bank 1.8 million baht</li> <li>• July 4, 2022, the company borrowed money for construction and development of Canna Project from SCB Bank 10.401 million baht.</li> <li>• August 29, 2022, borrowed money from K. Bank in the form of land loans Canna Klong 2 Project, Pathum Thani Province, 45 million baht, guaranteed by JAK without compensation.</li> <li>• September 30, 2022, borrowed money for construction and development of the Canna project from SCB Bank 4.243 million baht with no guarantee from JAK.</li> <li>• November 21, 2022, borrowed a promissory note from Mr. Weeraphan Jakpaisan in the amount of 20 million baht, for a period of 6 months, at an interest rate of 7% per year.</li> <li>• December 16, 2022, closed the account for a loan affected by COVID-19, BBL Bank, 9 million baht.</li> <li>• December 16, 2022, closed the loan account, Soi Nuanchan, BBL Bank 70 million baht.</li> <li>• April 28, 2023, received a loan for construction of the Canna project. SCB Bank 6.942 million baht</li> <li>• May 20, 2023, return the promissory note loan of Mr. Weeraphan Jakpaisan in the amount of 20 million baht.</li> <li>• May 26, 2023, received a loan for the development of the Canna Khlong 2 project from the BAY Bank 18.257 million baht.</li> </ul>

**List of loan guarantees (continued)**

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
						<ul style="list-style-type: none"> <li>September 5, 2023, received a loan for construction of the Canna project. SCB Bank 5.884 million baht</li> <li>September 6, 2023, received a loan for construction costs of the Canna Khlong 2 project from BAY Bank 2.597 million baht.</li> <li>September 28, 2023, BAY Bank borrowed 7.597 million baht for construction costs of the Canna Khlong 2 project by guaranteeing no compensation with JAK.</li> <li>October 26, 2023, BAY Bank borrowed 2.200 million baht from the BAY Bank for construction costs of the Canna Khlong 2 project by guaranteeing no compensation with JAK.</li> <li>November 6, 2023, BAY Bank borrowed 1.708 million baht for construction costs of the Canna Khlong 2 project by guaranteeing no compensation with JAK.</li> <li>December 13, 2023, BAY Bank borrowed 1.168 million baht for construction costs of the Canna Khlong 2 project by guaranteeing no compensation with JAK.</li> <li>December 14, 2023, he borrowed a promissory note from Mr. Weeraphan Jakpaisan in the amount of 30 million baht, for a period of 6 months, at an interest rate of 6.5% per year.</li> </ul>
3	JAK	Happening/ Continuous	Mr. Natapong Jakpaisan	Guaranteed amount <ul style="list-style-type: none"> <li>Long-term loan limit 191.356 million baht</li> <li>Overdraft limit 3 million baht</li> </ul>	Guaranteed amount <ul style="list-style-type: none"> <li>Long-term loan limit 237.709 million baht</li> <li>Overdraft limit 3 million baht</li> </ul>	Mr. Natapong Jakpaisan guarantees a loan amount from a financial institution for JAK. Currently, there is a guarantee for a long-term loan amount of 127.5 million baht. The guarantee does not charge compensation to JAK. Currently, this item is still displayed. <ul style="list-style-type: none"> <li>March 18, 2022, JAK borrowed money for construction and project development costs. Canna from SCB Bank, 7.212 million baht, with no guarantee of compensation to JAK.</li> <li>July 4, 2022, the company borrowed 10.401 million baht for the construction and development costs of the Canna project from SCB Bank with a guarantee without compensation from JAK.</li> </ul>

**List of loan guarantees (continued)**

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
						<ul style="list-style-type: none"> <li>● August 29, 2022, borrowed money from the BAY Bank. in the form of land loans Canna Klong 2 Project, Pathum Thani Province, 45 million baht, with no guarantee of compensation to JAK.</li> <li>● September 30, 2022, borrowed 4.243 million baht for construction and development costs of the Canna project from SCB Bank by guarantee without compensation from JAK.</li> <li>● April 28, 2023, received a loan for construction costs of the Canna project of 6.942 million baht by guarantee without compensation from JAK.</li> <li>● May 26, 2023, received a loan for the development of the Canna Klong 2 project from the BAY Bank, 18.257 million baht.</li> <li>● September 5, 2023, received a loan for construction of the Canna project. SCB Bank 5.884 million baht</li> <li>● September 6, 2023, received a loan for construction costs of the Canna Khlong 2 project from the BAY Bank 2.597 million baht.</li> <li>● September 28, 2023, BAY Bank borrowed 7.597 million baht for construction costs of the Canna Klong 2 project by guaranteeing no compensation with JAK.</li> <li>● October 26, 2023, BAY Bank borrowed 2.200 million baht from the BAY Bank for construction costs of the Canna Klong 2 project by providing a guarantee without compensation from JAK.</li> <li>● November 6, 2023, BAY Bank borrowed 1.708 million baht for construction costs of the Canna Klong 2 project by guaranteeing no compensation with JAK.</li> <li>● December 13, 2023, BAY Bank borrowed 1.168 million baht for construction costs of the Canna Klong 2 project by guaranteeing no compensation with JAK.</li> </ul>

**List of loan guarantees (continued)**

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
4	JAK	Happening/ Continuous	Ms. Sunisa Jakpaisan	Guaranteed amount <ul style="list-style-type: none"> <li>Long-term loan limit 114.356 million baht</li> <li>Overdraft limit 3 million baht.</li> </ul>	Guaranteed amount <ul style="list-style-type: none"> <li>Long-term loan limit 127.182 million baht</li> <li>Overdraft limit 3 million baht.</li> </ul>	<p>Ms. Sunisa Jakpaisan guarantees a loan amount from a financial institution for JAK. Currently, there is a guarantee for a long-term loan amount of 95.5 million baht. The guarantee does not charge compensation to JAK. Currently, this item is still displayed.</p> <ul style="list-style-type: none"> <li>March 18, 2022, JAK borrowed money for construction and development costs of the Kanna project. From SCB Bank, 7.212 million baht, with no guarantee of compensation to JAK.</li> <li>July 4, 2022, the company borrowed 10.401 million baht for construction and development costs of the Kanna project from SCB Bank, with a guarantee without compensation from JAK.</li> <li>September 30, 2022, borrowed 4.243 million baht for construction and development costs of the Canna project from SCB Bank by guarantee without compensation from JAK.</li> <li>April 28, 2023, received a loan for construction costs of the Canna project of 6.642 million baht by guarantee without compensation from JAK.</li> <li>September 5, 2023, received a loan for construction of the Canna project. SCB Bank 5.884 million baht</li> </ul>

**List of loan guarantees (continued)**

Number	Company	Happening list	Person with a potential conflict	Value of related party transactions (million baht)		Nature of the transaction, necessity and reasonableness of the transaction
				Year 2022 (baht)	Year 2023 (baht)	
5	JAK	Happening/ Continuous	PP	Guaranteed amount <ul style="list-style-type: none"> <li>Overdraft loan limit.20 million baht</li> </ul>	Guaranteed amount <ul style="list-style-type: none"> <li>Overdraft loan limit.20 million baht</li> </ul>	PP guarantees a loan amount for JAK to invest and develop JAK's real estate projects, totaling 50 million baht as of June 30, 2020. The guaranteed loan amount is as follows: <ol style="list-style-type: none"> <li>Overdraft loan limit of 40 million baht, guaranteed by a savings account in the amount of 40 million baht.</li> <li>Overdraft loan limit of 10 million baht, guaranteed by a fixed deposit account of 10 million baht.</li> </ol> <ul style="list-style-type: none"> <li>May 5, 2022, the overdraft limit is reduced. BBL Bank which is guaranteed by savings account deposits BBL Bank of PP in the amount of 20 million baht and K. Bank Withdraw the deposit guarantee of PP's fixed deposit account in the amount of 10 million baht.</li> </ul>

### **9.2.2 The adequacy and appropriateness of the Company's internal control system**

The meeting of the Board of Directors of the Company has considered and approved the measures and procedures for approval of related party transactions. between the Company and/or its subsidiaries with persons who may have conflicts with the Company and its subsidiaries will comply with the law on securities and exchange, regulations, notifications, orders or requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand. Related to entering into related party transactions. However, those who have interests in the transaction will not be able to participate in the approval of that transaction. In cases where the law requires approval from the Board of Directors' meeting The Company will arrange for the Audit Committee to attend the meeting to consider and give opinions on the necessity of the transaction and the reasonableness of the transaction.

### **9.2.3 Policy and trend of future related party transactions**

The Company will proceed in accordance with the law on securities and exchange, regulations, notifications, orders or requirements of the Capital Market Supervisory Board. And the Stock Exchange of Thailand including compliance with the disclosure requirements of connected transactions according to the accounting standards prescribed by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King.

## **PART 3 FINANCIAL STATEMENTS**

### **REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS**

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**

#### **Opinion**

We have audited the financial statements in which the equity method is applied and the separate financial statements of Jakpaisan Estate Public Company Limited (the “Company”), which comprise the statement of financial position in which the equity method is applied and the separate statement of financial position as at December 31, 2023, and the statement of profit or loss and other comprehensive income in which the equity method is applied and the separate statement of profit or loss and other comprehensive income, the statement of changes in shareholders’ equity in which the equity method is applied and the separate statement of changes in shareholders’ equity, and the statement of cash flows in which the equity method is applied and the separate statement of cash flows for the year then ended, and the related notes to the financial statements in which the equity method is applied and notes to the separate financial statements, comprising a summary of significant accounting policies.

In our opinion, the aforementioned financial statements in which the equity method is applied and the separate financial statements present fairly, in all material respects, the financial position of Jakpaisan Estate Public Company Limited as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

#### **Basis for opinion**

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the financial statements in which the equity method is applied and the separate financial statements section of our report. We are independent of the Company 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 our audit of the financial statements in which the equity method is applied and the separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matter**

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the financial statements in which the equity method is applied and the separate financial statements of the current period. This matter was addressed in the context of our audit of the financial statements in which the equity method is applied



and the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

<b>Key Audit Matter</b>	<b>Audit Responses</b>
<p><b>Revenue from sale of real estate</b></p> <p>The revenue from sales of real estate represented significant amounts in the financial statements and directly affect profit or loss of the Company. In 2023, the Company started selling residential units of new condominium project and recognized revenue from sales of such residential units of Baht 173.07 million, which in significant amount as a result of many sales contracts entered during 2023. We therefore give attention to the occurrence of revenue recognition from sales of condominium of the Company throughout the reporting period.</p> <p>The accounting policy of revenue recognition of the Company are disclosed in notes to the financial statements No. 3.14.1.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none"> <li>● Gained understanding and performed test of design and implementation as well as operating effectiveness of the relevant controls over the occurrence of revenue of the Company throughout the reporting period.</li> <li>● Made a sample selection to perform substantive procedures by examining sales transactions occurred in the reporting period with the document in respect of the transfer of legal ownership such as land title deed, receipt from the Land Department and bank statement.</li> <li>● Performed an analysis of selling price of each unit to detect possible unusual of sales transactions throughout the reporting period.</li> </ul>

#### **Other Information**

Management is responsible for the other information. The other information comprises information in the annual report, but does not include the financial statements in which the equity method is applied and the separate financial statements and our auditor's report thereon, which is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements in which the equity method is applied and the separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements in which the equity method is applied and the separate financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements in which the equity method is applied and the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements in which the Equity Method is Applied and the Separate Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in which the equity method is applied and the separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of the financial statements in which the equity method is applied and the separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements in which the equity method is applied and separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements in which the Equity Method is Applied and the Separate Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements in which the equity method is applied and the 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 our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements in which the equity method is applied and the separate financial statements.

As part of an audit in accordance with TSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements in which the equity method is applied and the 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 our 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements in which the equity method is applied and the separate financial statements, including the disclosures, and whether the financial statements in which the equity method is applied and the 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 equity-accounted investee of the Company to express an opinion on the financial statements in which the equity method is applied. We are responsible for the direction, supervision and performance of the audit of the financial statements in which the equity method is applied. We remain solely responsible for our audit opinion.

We 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 we identify during our audit.

We also provide those charged with governance with a statement that we 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 our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements in which the equity method is applied and the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine

that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Mongkol Somphol**

**Certified Public Accountant (Thailand)**

**Registration No. 8444**

**BANGKOK**

**February 27, 2024**

**DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.**

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2023**

UNIT : BAHT

	Notes	FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2023	As at December 31, 2022	As at December 31, 2023	As at December 31, 2022
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6.2	14,743,067	7,462,590	14,743,067	7,462,590
Trade and other current receivables	7	4,327,046	1,148,045	4,327,046	1,148,045
Finance lease current receivables	8	336,642	643,030	336,642	643,030
Inventories	9.1	579,385,853	478,170,848	579,385,853	478,170,848
Current tax assets		2,653,804	2,653,804	2,653,804	2,653,804
Other current assets		3,168	2,572	3,168	2,572
Total Current Assets		601,449,580	490,080,889	601,449,580	490,080,889
NON-CURRENT ASSETS					
Deposits used as collateral	6.2	7,317,242	8,084,700	7,317,242	8,084,700
Finance lease non-current receivables	8	2,002,508	2,309,456	2,002,508	2,309,456
Investment in an associate	5.1	89,691,461	94,266,872	60,000,000	60,000,000
Investment properties	10	87,107,078	87,949,197	87,107,078	87,949,197
Land held for development	9.2	-	104,416,900	-	104,416,900
Property, plant and equipment	11	20,021,988	20,480,323	20,021,988	20,480,323
Right-of-use asset	12	-	-	-	-
Other intangible assets other than goodwill	13	172,612	278,649	172,612	278,649
Deferred tax assets	14.1	1,282,952	4,159,365	1,282,952	4,159,365
Other non-current assets		1,226,278	835,137	1,226,278	835,137
Total Non-current Assets		208,822,119	322,780,599	179,130,658	288,513,727
TOTAL ASSETS		810,271,699	812,861,488	780,580,238	778,594,616

Notes to the financial statements form an integral part of these statements

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**  
**STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
**AS AT DECEMBER 31, 2023**

UNIT : BAHT

	Notes	FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2023	As at December 31, # 2022	As at December 31, 2023	As at December 31, 2022
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Bank overdrafts and short-term borrowings					
from financial institutions	15.1	80,638,975	124,168,175	80,638,975	124,168,175
Trade and other current payables	16	34,533,489	22,646,260	34,533,489	22,646,260
Current contract liabilities	17	1,498,888	60,000	1,498,888	60,000
Current portion of long-term borrowings from					
financial institutions	15.2	100,000	1,726,724	100,000	1,726,724
Short-term borrowings from a related party	5.1	30,000,000	20,000,000	30,000,000	20,000,000
Current income tax payable		2,136,955	-	2,136,955	-
Other current liabilities		458,495	582,891	458,495	582,891
Total Current Liabilities		<u>149,366,802</u>	<u>169,184,050</u>	<u>149,366,802</u>	<u>169,184,050</u>
<b>NON-CURRENT LIABILITIES</b>					
Long-term borrowings from financial institutions	15.2	191,192,740	207,157,348	191,192,740	207,157,348
Non-current provisions for employee benefits	18	2,347,713	2,054,279	2,347,713	2,054,279
Retention		2,550,000	2,550,000	2,550,000	2,550,000
Other non-current liabilities		4,429,132	3,290,766	4,429,132	3,290,766
Total Non-current Liabilities		<u>200,519,585</u>	<u>215,052,393</u>	<u>200,519,585</u>	<u>215,052,393</u>
<b>TOTAL LIABILITIES</b>		<u>349,886,387</u>	<u>384,236,443</u>	<u>349,886,387</u>	<u>384,236,443</u>
<b>SHAREHOLDERS' EQUITY</b>					
<b>SHARE CAPITAL</b>					
Authorized share capital					
320,000,000 ordinary shares of Baht 1 each,	19	<u>320,000,000</u>	<u>320,000,000</u>	<u>320,000,000</u>	<u>320,000,000</u>
Issued and paid-up share capital					
320,000,000 ordinary shares of Baht 1 each,		320,000,000	320,000,000	320,000,000	320,000,000
Share premium on ordinary shares	19	68,108,855	68,108,855	68,108,855	68,108,855
<b>RETAINED EARNINGS</b>					
Appropriated					
Legal reserve	20	3,528,598	1,711,814	3,528,598	1,711,814
Unappropriated		68,747,859	38,804,376	39,056,398	4,537,504
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<u>460,385,312</u>	<u>428,625,045</u>	<u>430,693,851</u>	<u>394,358,173</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<u>810,271,699</u>	<u>812,861,488</u>	<u>780,580,238</u>	<u>778,594,616</u>

Notes to the financial statements form an integral part of these statements

JAKPAISAN ESTATE PUBLIC COMPANY LIMITED					
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME					
FOR THE YEAR ENDED DECEMBER 31, 2023					
UNIT: BAHT					
	Notes	FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED		SEPARATE FINANCIAL STATEMENTS	
		2023	#	2022	
<b>REVENUES</b>					
Revenues from sales	21	279,110,646		86,710,708	279,110,646
Other income	21 and 22.1	3,069,294		2,357,888	7,269,294
Total Revenues		<u>282,179,940</u>		<u>89,068,596</u>	<u>286,379,940</u>
<b>EXPENSES</b>					
Cost of sales	9.1	162,286,631		55,032,884	162,286,631
Selling expenses		26,304,452		3,414,510	26,304,452
Administrative expenses		30,824,244		25,648,208	30,824,244
Managements' remuneration	5.2	8,126,428		7,592,310	8,126,428
Total Expenses		<u>227,541,755</u>		<u>91,687,912</u>	<u>227,541,755</u>
<b>PROFIT (LOSS) BEFORE FINANCE INCOME, FINANCE COSTS, SHARE OF PROFIT (LOSS) FROM INVESTMENT IN AN ASSOCIATE AND INCOME TAX INCOME (EXPENSES)</b>					
		54,638,185		(2,619,316)	58,838,185
FINANCE INCOME	22.2	270,619		311,752	270,619
FINANCE COSTS	24	(14,786,743)		(8,836,747)	(14,786,743)
<b>SHARE OF PROFIT (LOSS) FROM INVESTMENT IN AN ASSOCIATE</b>					
	5.2	(375,411)		11,581,508	-
<b>PROFIT (LOSS) BEFORE INCOME TAX INCOME (EXPENSES)</b>		<u>39,746,650</u>		<u>437,197</u>	<u>44,322,061</u>
INCOME TAX INCOME (EXPENSES)	14.2	(7,986,383)		2,158,380	(7,986,383)
<b>PROFIT (LOSS) FOR THE YEARS</b>		<u>31,760,267</u>		<u>2,595,577</u>	<u>36,335,678</u>
<b>OTHER COMPREHENSIVE INCOME</b>					
<b>Transaction that will not be reclassified to profit or loss</b>					
<b>Gain on remeasurements of</b>					
non-current provision for employee benefits	18	-		726,721	-
<b>Income tax relating to transaction that will not be reclassified to profit or loss</b>					
	14.2	-		(145,344)	-
<b>OTHER COMPREHENSIVE INCOME</b>		<u>-</u>		<u>581,377</u>	<u>-</u>
<b>FOR THE YEARS - NET OF INCOME TAX</b>		<u>-</u>		<u>581,377</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>					
<b>FOR THE YEARS</b>		<u>31,760,267</u>		<u>3,176,954</u>	<u>36,335,678</u>
<b>BASIC EARNING (LOSSES) PER SHARE (BAHT)</b>		0.10		0.01	0.11
<b>WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES (SHARES)</b>		320,000,000		320,000,000	320,000,000

Notes to the financial statements form an integral part of these statements

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**  
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

UNIT : BAHT

	Note	Issued and paid-up share capital	Share premium on ordinary shares	Retained earnings		Total shareholders' equity
				Appropriated Legal reserve	Unappropriated	
<b>For the year ended December 31, 2022</b>						
Balance as at January 1, 2022		320,000,000	68,108,855	1,711,814	35,627,422	425,448,091
Comprehensive income for the year		-	-	-	3,176,954	3,176,954
<b>Balance as at December 31, 2022</b>		<u>320,000,000</u>	<u>68,108,855</u>	<u>1,711,814</u>	<u>38,804,376</u>	<u>428,625,045</u>
<b>For the year ended December 31, 2023</b>						
Balance as at January 1, 2023		320,000,000	68,108,855	1,711,814	38,804,376	428,625,045
Comprehensive income for the year		-	-	-	31,760,267	31,760,267
Transfer to appropriated legal reserve	20	-	-	1,816,784	(1,816,784)	-
<b>Balance as at December 31, 2023</b>		<u>320,000,000</u>	<u>68,108,855</u>	<u>3,528,598</u>	<u>68,747,859</u>	<u>460,385,312</u>

Notes to the financial statements form an integral part of these statements



**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**  
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**SEPARATE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

UNIT : BAHT

	Note	Issued and paid-up share capital	Share premium on ordinary shares	Retained earnings		Total shareholders' equity
				Appropriated Legal reserve	Unappropriated	
<b>For the year ended December 31, 2022</b>						
Balance as at January 1, 2022		320,000,000	68,108,855	1,711,814	12,942,058	402,762,727
Comprehensive loss for the year		-	-	-	(8,404,554)	(8,404,554)
<b>Balance as at December 31, 2022</b>		<b>320,000,000</b>	<b>68,108,855</b>	<b>1,711,814</b>	<b>4,537,504</b>	<b>394,358,173</b>
<b>For the year ended December 31, 2023</b>						
Balance as at January 1, 2023		320,000,000	68,108,855	1,711,814	4,537,504	394,358,173
Comprehensive income for the year		-	-	-	36,335,678	36,335,678
Transfer to appropriated legal reserve	20	-	-	1,816,784	(1,816,784)	-
<b>Balance as at December 31, 2023</b>		<b>320,000,000</b>	<b>68,108,855</b>	<b>3,528,598</b>	<b>39,056,398</b>	<b>430,693,851</b>

Notes to the financial statements form an integral part of these statements

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

UNIT : BAHT

	Note	FINANCIAL STATEMENTS		SEPARATE		
		IN WHICH THE EQUITY METHOD		FINANCIAL STATEMENTS		
		IS APPLIED				
		2023	#	2022	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES						
Profit (loss) for the years		31,760,267		2,595,577	36,335,678	(8,985,931)
Adjustments for:						
Income tax (income) expense		7,986,383		(2,158,380)	7,986,383	(2,158,380)
Loss from write-off of inventories		-		54,601	-	54,601
Depreciation - investment properties		406,402		456,501	406,402	456,501
Depreciation - property, plant and equipment		2,044,536		2,291,218	2,044,536	2,291,218
Amortization - right-of-use asset		-		155,682	-	155,682
Amortization - other intangible asset other than goodwill		106,037		182,947	106,037	182,947
(Profit) Loss on write-off and diposal of equipments		(813,592)		857	(813,592)	857
Loss from impairment of other intangible assets other than goodwill		-		114,930	-	114,930
Provision for employee benefits		293,434		441,187	293,434	441,187
Share of (profit) loss from investment in an associate		375,411		(11,581,508)	-	-
Dividend income		-		-	(4,200,000)	-
Finance income		(270,619)		(311,752)	(270,619)	(311,752)
Finance costs		14,786,743		8,836,747	14,786,743	8,836,747
Profit from operations before changes in operating assets and liabilities		56,675,002		1,078,607	56,675,002	1,078,607
Operating assets (increase) decrease						
Trade and other current receivables		(2,999,001)		(371,795)	(2,999,001)	(371,795)
Inventories		3,201,895		(146,558,710)	3,201,895	(146,558,710)
Other current assets		(596)		61,928	(596)	61,928
Deposits used as collateral		767,458		-	767,458	-
Finance lease receivables		613,336		559,128	613,336	559,128
Land held for development		-		(4,123)	-	(4,123)
Other non-current assets		(391,141)		(98,693)	(391,141)	(98,693)
Operating liabilities increase (decrease)						
Trade and other current payables		11,658,650		10,688,966	11,658,650	10,688,966
Contract liabilities		1,438,888		(30,000)	1,438,888	(30,000)
Other current liabilities		(124,396)		222,917	(124,396)	222,917
Retention		-		(2,674,064)	-	(2,674,064)
Other non-current liabilities		1,138,366		3,290,766	1,138,366	3,290,766
Net cash provided by (used in) operations		71,978,461		(133,835,073)	71,978,461	(133,835,073)
Employee benefit paid		-		(2,932,438)	-	(2,932,438)
Income tax paid		(2,973,015)		(897,159)	(2,973,015)	(897,159)
Net cash flows provided by (used in) operating activities		69,005,446		(137,664,670)	69,005,446	(137,664,670)

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**  
**STATEMENT OF CASH FLOWS (CONTINUED)**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

UNIT : BAHT

	Note	FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED		SEPARATE FINANCIAL STATEMENTS	
		2023	#	2022	
				2023	2022
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Cash received from dividend from investment in an associate		4,200,000	-	4,200,000	-
Cash paid for purchasing of property, plant and equipment		(1,168,966)	(1,015,980)	(1,168,966)	(1,015,980)
Cash paid for purchasing of other intangible assets other than goodwill		-	(47,936)	-	(47,936)
Cash received from disposal of property, plant and equipment		652,074	9,346	652,074	9,346
Cash received from finance income		270,619	311,752	270,619	311,752
Net cash flows received from (used in) investing activities		3,953,727	(742,818)	3,953,727	(742,818)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Cash received from (paid for) bank overdraft and short-term borrowings from financial institutions		(43,529,200)	18,861,091	(43,529,200)	18,861,091
Cash received from short-term borrowing from a related party		30,000,000	20,000,000	30,000,000	20,000,000
Cash paid for short-term borrowing from a related party		(20,000,000)	-	(20,000,000)	-
Cash received from long-term borrowings from financial institutions		179,452,980	201,756,000	179,452,980	201,756,000
Cash paid for long-term borrowings from financial institutions		(197,627,014)	(100,605,046)	(197,627,014)	(100,605,046)
Cash paid for lease liability		-	(178,710)	-	(178,710)
Finance cost paid		(13,317,962)	(8,093,294)	(13,317,962)	(8,093,294)
Front end fee paid		(657,500)	(1,960,000)	(657,500)	(1,960,000)
Net cash flows provided by (used in) financing activities		(65,678,696)	129,780,041	(65,678,696)	129,780,041
Net increase (decrease) in cash and cash equivalents		7,280,477	(8,627,447)	7,280,477	(8,627,447)
Cash and cash equivalents at beginning of the years		7,462,590	16,090,037	7,462,590	16,090,037
<b>Cash and cash equivalents at ending of the years</b>	6.2	<u>14,743,067</u>	<u>7,462,590</u>	<u>14,743,067</u>	<u>7,462,590</u>

Notes to the financial statements form an integral part of these statements

**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED**

**AND THE SEPARATE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED DECEMBER 31, 2023**

**1. THE COMPANY'S OPERATIONS AND GENERAL INFORMATION**

Jakpaison Estate Public Company Limited (the "Company") was registered as a limited company under the Thai Civil and Commercial Code on April 4, 2003. The registered office is located at No. 153/3 Moo 6 Bangpoon Sub-district, Mueang Phatumthani District, Phatumthani Province and the Company was listed on the Market of Alternative Investment ("MAI") on January 18, 2021.

The principle business of the Company is real estate development.

The major shareholder of the Company is Mr. Weeraphan Jakpaison who is Thai nationality, which as at December 31, 2023 and 2022 holds of 49.50% of the Company's issued and paid-up share capital.

The financial statements in which the equity method is applied as at December 31, consist of the associate company as follows:

	2023	2022
	% holding	% holding
M.T.S Assets Development Co., Ltd.	40.00	40.00

The Company has extensive transactions and relationships with related parties. Accordingly, the financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred had the Company operated without such affiliations.

**2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED AND THE SEPARATE FINANCIAL STATEMENTS**

- 2.1.** The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards ("TFRSs") and accounting practices generally accepted in Thailand.
- 2.2.** The Company's financial statements have been prepared in accordance with the Thai Accounting Standard ("TAS") No. 1 "Presentation of Financial Statements" and the Regulation of The Stock Exchange of Thailand ("SET") dated October 2, 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statement (No.3) B.E. 2562" dated December 26, 2019.
- 2.3.** These financial statements have been prepared under the historical cost convention except as disclosed in the significant accounting policies (see Note 3).

**2.4.** The English version of the financial statements in which the equity method is applied and the separate financial statements have been prepared from the Thai version of the financial statements prepared by law. In the event of any conflict or different interpretation of the two different languages, the Thai version of the financial statements in which the equity method is applied and the separate financial statements in accordance with the Thai law is superseded.

**2.5.** TFRSs affecting the presentation and disclosure in the current period financial statements

During the year, the Company has adopted the revised financial reporting standards issued by the Federation of Accounting Professions 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 changes directed towards revision of wording and terminology and clarification of accounting requirements. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements.

**2.6.** Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

Thai Financial Reporting Standard which will be effective for the financial statements for the period beginning on or after January 1, 2024, onwards the revised TFRSs are mostly the revision of wording and terminology and clarification of accounting requirements. TFRSs which have been amended and are relevant to the Company are as follows:

**Thai Accounting Standard No.1 “Presentation of Financial Statements”**

The amendments change the requirements regarding the disclosure of accounting policies from “significant accounting policies” to “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

**Thai Accounting Standard No.8 “Accounting Policies, Changes in Accounting Estimates and Errors”**

The amendments change the definition of accounting estimates to be “monetary amounts in financial statements that are subject to measurement uncertainty”, to help an entity to be able to segregate the difference of “change in accounting estimates” from “change in accounting policies”.

**Thai Accounting Standard No.12 “Income Taxes”**

The amendments add the requirements for the initial recognition of deferred tax, which give rise to equal taxable and deductible temporary differences such as right-of-use assets and lease liabilities and decommissioning obligation. The amendments apply to transactions that occur on or after the beginning of

the earliest comparative period presented. At the beginning of the earliest comparative period, an entity recognizes a deferred tax asset, to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, and a deferred tax liability for all deductible and taxable temporary differences associated with such transactions.

In addition, such amendments also add the exemption for the International Tax Reform - Pillar Two Model. An entity should not recognize and not disclose the deferred tax assets and deferred tax liability which are relevant to Pillar Two income tax.

The Company's management will adopt such TFRSs in the preparation of the Company's financial statements when it becomes effective. The Company's management has assessed the impact of these TFRSs and considered that the adoption of these financial reporting standards does not have any significant impact on the financial statements of the Company in the period of initial application.

Thai Financial Reporting Standard which will be effective for the financial statements for the period beginning on or after January 1, 2025, onwards

Thai Financial Reporting Standard No.17 "Insurance Contracts" establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes Thai Financial Reporting Standard No.4 "Insurance Contracts". The Company does not have accounting transaction which should be adopted this Financial Reporting Standard.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

The financial statements have been prepared under the measurement basis of historical cost except as disclosed in the significant accounting policies as follows:

#### **3.1. Cash and cash equivalents**

Cash and cash equivalents comprise cash balances, all deposits at financial institutions with the original maturities of three months or less from the date of acquisition and highly liquid short-term investments, excluding cash at banks used as collateral.

#### **3.2. Trade and other current receivables**

Trade receivables and other current receivables are stated at their invoice value less allowance for expected credit losses.

The allowance for expected credit losses has disclosed in Note 3.5.

### **3.3. Finance lease receivables**

Finance lease receivables are stated at the outstanding contract amount after deducting unearned finance income and allowance for expected credit losses, if any.

### **3.4. Inventories and land held for development**

3.4.1. Inventories and land held for development are presented at lower of cost or net realizable value. Cost of inventories and land held for development comprises all costs of purchase deducted trade discounts, rebates and other similar items, costs of conversion or other costs incurred in bringing the inventories and land held for development to their present location and condition. The details of inventories and land held for development and cost calculation are as follows:

- Land consists of cost of land and land improvement cost based on the weighted average method, calculating it separately for each project.
- Cost of project under construction consists of the construction cost of buildings and condominiums, direct expenses of the project, utility costs and borrowing cost. The Company records construction cost of building and condominium and utilities cost based on the actual cost incurred.
- Properties intend for sale in the ordinary course of business such as finished buildings and condominiums based on the weighted average method, calculating it separately for each project.

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 Company will determine the net realizable value of long outstanding inventories based on the fair value valuation performed by an independent appraiser.

Loss on devalue of inventories and land held for development is recognized as an expense in the statement of profit or loss, if any.

3.4.2. Borrowing costs directly attributable to the construction, acquisition or production of an asset that necessarily takes a substantial period of time to get ready for use or sale that have been included as capitalized until the assets are ready to be used according to the purpose. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in the statement of profit or loss and other comprehensive income using the effective interest method.

3.4.3. In determining the cost of properties intend for sale in the ordinary course of business, the anticipated total development costs (taking into account actual costs incurred to date) are attributed on the basis of the saleable area.

### **3.5. Financial instruments**

#### Initial recognition and measurement of financial assets and financial liabilities

- A financial asset measured at amortized cost and a financial asset measured at fair value through other comprehensive income are measured at their fair value, plus or less transaction costs that are directly attributable to the acquisition or issuance of the financial assets.
- A financial asset measured at fair value through profit or loss is measured at its fair value. Transaction costs are expensed in profit or loss.
- Financial liabilities, which are not measured at FVTPL is measured at fair value minus transaction costs that are directly attributable to the acquisition or issuance of the financial assets.

#### Subsequent measurement of financial assets

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

#### Classification of financial assets

The financial assets that meet the following conditions are measured subsequently 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;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The financial assets that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI);

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit loss associated with its financial assets carried at amortized cost and investments in debt instruments that are measured at FVTOCI through other comprehensive income. The Company applies simplified approach for credit-impaired consideration which depends on the significant of credit risk.

In determining allowance of expected credit loss, the financial asset is considered to have low credit risk and no significant incremental of credit risk since initial recognition. The Company will not recognize any allowance of expected credit loss.



#### Subsequent measurement of financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method.

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 (where appropriate) a shorter period, to the amortized cost of a financial liability.

### **3.6 Investment in an associate**

Investment in an associate in the separate financial statements of the Company is accounted for using the cost method. Investment in an associate in the financial statements in which the equity method is applied, is accounted for using the equity method.

An associate is an entity which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Under the equity method, an investment in an associate is initially recognized in the statement of financial position in which the equity method is applied, at cost and adjusted thereafter to recognize the Company's share of the profit or loss and other comprehensive income of an associate. When the Company's share of losses of an associate equals or exceeds the Company's interest in that an associate (which includes any long-term interests that, in substance, form part of the Company's net investment in the associate), the Company discontinues recognizes its share of further losses. For additional losses are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of an associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. Any excess of the cost of the investment over the Company's share of the net fair value of the identifiable assets and liabilities of the investee on acquisition of the investment in an associate, is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of the investment is recognized immediately as profit or loss in the statement of the profit or loss and other comprehensive income in the period in which the investment is acquired.

The Company discontinues using the equity method from the date when the investment ceases to be an associate, or when the investment is classified as held-for-sale, investment in a subsidiary and loss of significant influence in the investment.

The Company continues to use the equity method when an investment in an associate becomes an investment in a joint venture. No re-measurement upon such changes in ownership interests is required.

When the Company reduces its ownership interest in an associate but the Company continues to use the equity method, the Company reclassifies to profit or loss for the proportion of the profit or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interest in the statement of profit or loss and other comprehensive income if that profit or loss would be reclassified to profit or loss upon the disposal of the related assets or liabilities.

When the Company has transactions with an associate, profits and losses resulting from such transactions are recognized in the Company's financial statements in which the equity method is applied only to the extent of interests in an associate that are not related to the Company.

#### Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognized as profit or loss in the statement of profit or loss and other comprehensive income.

If the Company disposes of a partial of its holding investment, the deemed cost of the sold investment is determined using the weighted average method applied to the carrying value of the total holding of the investment.

### **3.7. Investment properties**

Investment properties are properties consist of land and buildings which are held to earn rental income or 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.

#### Recognition and measurement

Investment properties are measured at cost less accumulated depreciation and 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 and capitalized borrowing costs.

### Depreciation

Depreciation is charged as an expense to the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

Building and building improvement	20 years
-----------------------------------	----------

Investment properties are derecognized upon disposal or when the investment properties are permanently withdrawn from use and no future economic benefits. Any gain or loss arising on derecognition of the investment property calculated as the difference between the net disposal proceeds and the carrying amount of the investment properties are included in profit or loss in the statement of profit or loss and other comprehensive income in the period in which the investment properties are derecognized.

When the Company changes the propose of using investment properties the Company uses the cost method to transfer between investment property and owner-occupied properties.

The Company will test impairment and will recognize allowance for impairment when there is an indicator that the asset may be impaired by comparing the fair value which is determined by an independent appraiser using comparative market price method to assess the value of investment properties.

## **3.8. Property, plant and equipment**

### Recognition and measurement

Property (land) is measured at cost less allowance for impairment losses, if any.

Plant and equipment are measured at cost less accumulated depreciation and allowance for impairment losses, 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 assets to a working condition for their intended use. The cost also includes the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. 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 useful lives, they are accounted for separately by major components.

Gains or losses on disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net as profit or loss in the statement of profit or loss and other comprehensive income.

#### Subsequent costs

The cost of replacing a part of an item of property, plant and equipment 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 Company, 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 as an expense in statement of profit or loss and other comprehensive income 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.

Depreciation is charged as an expense to the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Buildings, and building improvement	10 - 20	years
Office equipment	3 - 5	years
Equipment	5	years
Vehicles	5	years

No depreciation is provided on land and construction in progress.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **3.9. Other intangible assets other than goodwill**

#### Recognition and measurement

Other intangible assets other than goodwill that are acquired by the Company which have finite useful lives are measured at cost less accumulated amortization and allowance for impairment losses, if any.

### Amortization

Amortization is calculated over the cost of the assets, or other amount substituted for cost, less its residual value.

Amortization is recognized as an expense in the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of other intangible assets other than goodwill from the date that they are available for use.

The estimated useful lives are as follows:

Computer software	5 years
Rights for selling of beverage and bakery	3 - 6 years

Other intangible assets other than goodwill with definite useful lives are tested for impairment when there is an indicator that the asset may be impaired. Intangible assets with indefinite useful lives are tested for impairment annually or when there is an indicator that the asset may be impaired.

Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **3.10. Impairment**

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the Company will estimate the asset's recoverable amounts.

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 as an expense in the statement of profit or loss and other comprehensive income unless it reverses a previous revaluation credited to equity and it subsequently impairs in which case it is charged to other comprehensive income.

### Calculation of recoverable amount

The recoverable amount of a non-financial asset is the higher of the asset's value in use or 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 from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

#### Reversals of impairment

An impairment loss in respect of a financial asset are reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognized as an expense in the statement of profit or loss and other comprehensive income.

An impairment loss recognized in prior periods in respect of an other non-financial asset are assessed at each reporting date for any indications of impairment the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, as if no impairment loss had been recognized.

#### **3.11. Interest-bearing liabilities**

Interest-bearing liabilities are recognized initially at fair value less attributable transaction charges in relation to the liabilities. Subsequent to initial recognition, interest-bearing liabilities are stated at amortized cost with any difference between cost and redemption value being recognized as an expense in the statement of profit or loss and other comprehensive income over the period of the borrowings.

#### **3.12. Provision**

The Company recognizes a provision when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **3.13. Employee benefits**

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity (provident fund) and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the statement of profit or loss and other comprehensive income in the periods during which services are rendered by employees.

#### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value based on salary, mortality rate, service period and other factors. The discount rate used in determining post-employment benefit obligation is the yield of the government bond.

When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognized on a straight-line basis until the benefits become vested. To the extent that the benefits is vested, the expense is recognized immediately in the statement of profit or loss and other comprehensive income.

The Company recognizes all actuarial gains and losses arising from defined benefit plans in other comprehensive income and all expenses related to defined benefit plans in the statement of profit or loss and other comprehensive income.

Past service cost related to the plan amendment is recognized as an expense in the statement of profit or loss and other comprehensive income when the plan amendment is effective.

#### Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted cash flow basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company 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.

### **3.14. Revenue recognition**

Revenues of the Company are from major sources as the following:

- Revenue from sale of properties
- Revenue from sale of beverage and bakery
- Rental income from investment properties lease
- Finance income - lease receivables
- Interest income and other income

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

#### 3.14.1. Revenue from sales of properties

The Company sells properties consist of commercial buildings, single house, twin house, townhouse and condominium, to customers through borrowing from financial institutions from and directly sell to customers through sales office of each project, by entering into sale property agreements which shall be assumed as the contracts with the customers.

The Company recognizes cash receiving from properties reservation, cash receiving from signing agreement and down payment (collectively as “Deposit from customers”) as specified in the contracts with the customers as “Current contract liabilities” (see Note 17) until the control of properties has been transferred to customers.

Warranties as specified in the contracts with the customers, associated with sales of properties, cannot be purchased separately from properties. They serve as an assurance that the properties comply with agreed-upon specifications. Accordingly, the Company recognizes “Provision for warranty claims” (see Note 16) and presents as a liability on the statement of financial position in accordance with TAS No. 37 “Provisions, Contingent Liabilities and Contingent Assets” consistent with its previous accounting treatment.

In case that the construction of common area has not been completed at the date that the control of properties has been transferred to customers. The Company will allocate portion of the sales price to such common area to recognize as “Deferred income from uncompleted common area” (see Note 16) and presented as a liability in the statement of financial position. The Company will reverse this liability and recognize as revenue from sales of properties in the statement of profit or loss and other comprehensive income when most of the construction of such common area is completed in line with the cost of the common area incurred according to the contracts with the customers.

The Company recognizes cash transfers when control of properties has been transferred to customers through borrowings from financial institutions, together with revenue recognition at the point in time in the statement of profit or loss and other comprehensive income.

Mortgage fee and registration transfer fee for the transfer of properties or fund fee and common area fee to the juristic person of each projects on behalf of customers when the customers register the transfer of properties and others fee from sale promotion of each unit/project that the Company offers to customers under the contracts with the customers. The Company has



considered that certain expenses are consideration paid to customers or expenses paid for customers. Therefore, such transactions should be recorded as net offsetting with revenue from sales of properties, instead of selling expenses in the statement of profit or loss and other comprehensive income.

Cost to obtain a contract is a commission paid to obtain a contract. In practice, the Company will pay commission paid to obtain a customer contract when the control of properties has been transferred to the customers and recognized as expenses in the statement of profit or loss and other comprehensive income on a basis that is consistent with the pattern of revenue recognition instead of selling expenses when the transaction occurred.

#### **3.14.2. Revenue from sales of beverage and bakery**

The Company sells beverage and bakery under franchise agreements directly to customers through retail shops in each project on cash basis without sale return policy.

The Company recognizes revenue from sale of beverage and bakery at the point in time in the statement of profit or loss and other comprehensive income when the control of goods has been transferred to customers by good delivering at retail shops.

#### **3.14.3. Rental income from investment properties lease**

The Company allocates a rental income from investment properties lease, on a straight-line method over the period of service in the statements of profit or loss and other comprehensive income.

#### **3.14.4. Finance income - lease receivables is recognized on an accrual basis on the effective interest rate.**

#### **3.14.5. Interest income and other income are recognized in the statement of profit or loss and other comprehensive income on an accrual basis.**

### **3.15. Expense recognition**

Expenses are recognized in the statement of profit or loss and other comprehensive income on an accrued basis.

### **3.16. Finance costs**

Finance costs comprise interest expense on borrowings and contingent consideration.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in the statement of profit or loss and other comprehensive income using the effective interest method.

### **3.17. Leases**

#### The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the leases.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date
- The amount expected to be payable by the lease under residual value guarantees
- The exercise price of purchase options, if the lease is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position in which the equity method is applied and the separate statement of financial position.

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.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use assets. If a lease transfers ownership of the underlying asset or the cost of the right-of-use assets reflects that the Company expects to exercise a purchase option, the related right-of-use assets are depreciated over the useful life of the right-of-use assets. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position in which the equity method is applied and the separate statement of financial position.

The Company applies TAS No. 36 “Impairment of assets” to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Property, Plant and Equipment” policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use assets. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “Other expenses” in profit or loss.

#### The Company as lessor

Leases for which the Company is a lessor are classified as finance leases or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognized as receivables at the amount of the Company’s net investment in the leases. Finance lease income is allocated to accounting periods so as to

reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

When a contract includes both lease and non-lease components, the Company applies TFRS No.15 "Revenue from contract with customers" to allocate the consideration under the contract to each component.

### **3.18. Income tax expense**

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognized as income or expenses in the statement of profit or loss and other comprehensive income except to the extent that they relate to a business combination, or items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable derived from a computation of profit or loss using tax rates enacted and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are enacted at the reporting date.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company 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 judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period when such a determination is made.

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. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be

realized. The Company recognizes deferred tax liabilities for all taxable temporary differences in the financial statements in which the equity method is applied and the separate financial statements.

Deferred tax assets and liabilities are offset when they relate to income tax levied by the same taxation authority and the Company intend to settle its current tax assets and liabilities on a net basis.

### **3.19 Earnings (losses) per share**

The calculations of basic earnings (losses) per share for the year are based on the profit (loss) for the year attributable to equity holders divided by the weighted-average number of ordinary shares held by outsiders outstanding during the year.

### **3.20. Fair value measurements**

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability as market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements in which the equity method is applied and the separate financial statements is determined on such a basis.

In addition, fair value measurements are categorized into Level 1, 2 and 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity 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.

## **4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY**

### **4.1. Management's judgements in applying accounting policies**

The preparation of financial statements in conformity with TFRSs requires the Company's management to exercise various judgments in order to determine the accounting policies, estimates and assumptions that

affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the year. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

#### **4.2. Key sources of estimation uncertainty**

The Company has accounting estimates with the assumptions concerning the future. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

##### Allowance for net realizable values of inventories and land held for development

The Company determines allowance for net realizable values based on management's best estimate of net realizable value of inventories and land held for development by using obsolete, damage or deteriorated properties and market price of properties.

The Company considers net realizable values of long outstanding inventories based on fair value performed by independent appraiser by using various assumptions such as consideration sale discount and comparing with market value which include significant judgments in determining key inputs used in valuation techniques.

## **5. TRANSACTIONS BETWEEN RELATED PARTIES**

Related person or parties of the Company are defined as persons or entities that control the Company or are controlled by the Company, whether directly or indirectly or are under the same control as the Company including holding companies. In addition, related person or parties also include individuals owning, directly or indirectly, and interest in the voting shares of the Company, and have significant influence over the Company, key management personnel, directors or officers of the Company. This also applies to the close members of the family of such individuals and companies associated with these individuals.

In considering each possible related person or parties relationship, attention is directed to the substance of the relationship, not merely the legal form.

Related parties are as follows:

Name of entities	Nature of business	Country of incorporation	Nature of relationships
Key management	-	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company
M.T.S Asset Development Co., Ltd.	Real estate development	Thailand	Direct associate
Paisanpipat Co., Ltd.	Cleaning service and selling of cleaning equipment	Thailand	Executive management of the Company is the shareholder

Transactions with related person or parties are conducted at contractually agreed prices.

The pricing policies for transactions are explained further below:

Transactions	Pricing policies
Lease / rent	Market and contractually agreed prices
Dividend income	Right to receive dividend
Interest income / expense	Rate as mutually agreed with reference interest rates quoted by financial institutions
Purchase / sale of assets	Book value plus margin

## 5.1. Balance with a related party

### Investment in an associate

Investment in an associate as at December 31, consists of:

Company's name	Paid-up share capital		Investment portion (%)		Equity method		Unit : Baht Cost method	
	2023	2022	2023	2022	2023	2022	2023	2022
M.T.S Asset Development Co., Ltd.	150,000,000	150,000,000	40.00	40.00	89,691,461	94,266,872	60,000,000	60,000,000

On April 20, 2023, the Board of Directors' Meeting of this associate, passed a resolution to approve the annual dividend payment for the operating result of 2022 at Baht 7.00 per share, totaling Baht 10.50 million which is the Company's proportion approximately Baht 4.20 million. The Company received such dividend payment on June 7, 2023 (see Note 22).

Aggregate financial information of an associate as at December 31, consists of the following:

	<b>Unit : Baht</b>	
	<b>2023</b>	<b>2022</b>
Cash and cash equivalents	36,395,071	60,726,192
Trade and other current receivables	669,785	215,805
Inventories	76,894,386	134,438,166
Other current assets	411,291	1,091
Property, plant and equipment	1,441,061	1,650,198
Land held for development	-	36,141,830
Other non-current assets	106,643,297	584,581
Trade and other current payables	(9,641,232)	(7,675,761)
Other current liabilities	(800,574)	(3,118,092)
Other non-current liabilities	(757,523)	(269,918)
	<u>211,255,562</u>	<u>222,694,092</u>

	<b>Unit : Baht</b>	
	<b>2023</b>	<b>2022</b>
Net profit (loss) for the years ended		
December 31,	<u>(938,530)</u>	<u>28,953,771</u>

Reconciliation of the above financial information as at December 31, to the carrying amount of the interest in an associate as follows:

	<b>Unit : Baht</b>	
	<b>Financial statement in which the equity method is applied</b>	
	<b>2023</b>	<b>2022</b>
Net assets of an associate	211,255,562	222,694,092
Proportion of the Company's ownership interest in an associate (%)	<u>40.00</u>	<u>40.00</u>
	84,502,225	89,077,636
Difference from consideration payment and transferred net assets	<u>5,189,236</u>	<u>5,189,236</u>
Carrying amount of an associate under equity method	<u>89,691,461</u>	<u>94,266,872</u>



### Short-term borrowings from a related party

Short-term borrowings from a related party as at December 31, consist of:

Company's name	Unit : Baht	
	Financial statements in which the equity method is applied	Separate financial statements
	2023	2022
<b>Director</b>		
Promissory note	30,000,000	20,000,000

On December 14, 2023, the Company issued a promissory note to borrow from the Company's director in the amount of Baht 30 million with an interest rate of 6.50%, was repaid on June 11, 2024.

On November 21, 2022, the Company issued a promissory note to borrow from the Company's director in the amount of Baht 20 million with an interest rate of 7.00%, repayment on May 20, 2023.

### 5.2. Significant transactions with related parties for the years ended December 31, consist of the following:

Account name/ Company’s name	Relationships	Financial statements in which the equity method is applied		Unit : Baht Separate financial statements	
		2023	2022	2023	2022
<b>Share of profit (loss) from investment in an associate</b>					
M.T.S Asset Development Co., Ltd.	Associate	(375,411)	11,581,508	-	-
<b>Dividend income</b>					
M.T.S Asset Development Co., Ltd.	Associate	-	-	4,200,000	-
<b>Rental income</b>					
Paisanpipat Co., Ltd.	Related company	60,000	120,000	60,000	120,000
<b>Managements and directors’ remuneration</b>					
Managements and directors	Key management	8,126,428	7,592,310	8,126,428	7,592,310

## 6. SUPPLEMENTARY DISCLOSURES OF CASH FLOWS INFORMATION

### 6.1. Non-cash transactions are as follows:

Financial statements in which the equity method is applied and separate financial statements

For the years ended December 31,

	Unit : Baht	
	2023	2022
Receivable from disposal of property, plant and equipment as at January 1,	-	-
<u>Add</u> Sold during the years	832,074	-
<u>Less</u> Received during the years	(652,074)	-
Receivable from disposal of property, plant and equipment as at December 31,	180,000	-

Movements of interest-bearing liabilities arising from financing activities, are as follows:

Financial statements in which the equity method is applied and separate financial statements

For the year ended December 31, 2023

	Balance as at January 1, 2023	Non-cash item Front-end fee	Finance costs during the year	Net cash flows from financing activities	Unit : Baht Balance as at December 31, 2023
Bank overdrafts and short-term borrowings from financial institutions	124,168,175	-	-	(43,529,200)	80,638,975
Long-term borrowings from financial institutions*	208,884,072	1,240,202	-	(18,831,534)	191,292,740
Short-term borrowings from a related person	20,000,000	-	-	10,000,000	30,000,000
Accrued interest expenses	-	(1,240,202)	14,786,743	(13,317,962)	228,579

For the year ended December 31, 2022

	Balance as at January 1, 2022	Non-cash item Front-end fee	Finance costs during the year	Net cash flows from financing activities	Unit : Baht Balance as at December 31, 2022
Bank overdrafts and short-term borrowings from financial institutions	105,307,084	-	-	18,861,091	124,168,175
Long-term borrowings from financial institutions*	108,852,378	840,740	-	99,190,954	208,884,072
Lease liability*	178,710	-	-	(178,710)	-
Short-term borrowings from a related person	-	-	-	20,000,000	20,000,000
Accrued interest expenses	97,287	(840,740)	8,836,747	(8,093,294)	-

\* Including current portion

**6.2. Cash and cash equivalents and deposits used as collateral as at December 31, consist of:**

	<b>Unit : Baht</b>	
	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
Cash on hand	76,000	76,000
Deposits at banks - savings accounts	4,231,540	4,124,018
Deposits at banks - current accounts	10,435,527	3,262,572
	<u>14,743,067</u>	<u>7,462,590</u>
Deposits used as collateral*	<u>7,317,242</u>	<u>8,084,700</u>

\*Bank deposits as above were pledged as collateral for credit facilities from domestic financial institutions (see Note 15) and bank guarantee (see Note 28.3).

**7. TRADE AND OTHER CURRENT RECEIVABLES**

Trade and other current receivables as at December 31, consist of:

	<b>Unit : Baht</b>	
	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
Trade receivables - other companies	4,561,232	4,561,232
<u>Less</u> Loss allowance for expected credit losses	<u>(4,561,232)</u>	<u>(4,561,232)</u>
	<u>-</u>	<u>-</u>
Other current receivables - other companies	850,089	441,998
<u>Less</u> Loss allowance for expected credit losses	<u>(268,061)</u>	<u>(268,061)</u>
	<u>582,028</u>	<u>173,937</u>
Advance payment for projects - other companies	132,636	45,839
Prepaid expenses	1,046,038	915,215
Advance payment for goods	2,277,121	13,054
Advance payment for commission	289,223	-
	<u>4,327,046</u>	<u>1,148,045</u>

Aging analysis for trade receivables as at December 31, are as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Overdue: More than 12 months	4,561,232	4,561,232

As at December 31, 2023 and 2022, trade receivables - other companies and other current receivables - other companies, totalling of Baht 4.83 million, are trade receivable and other current receivable from other business before the Company commenced its principal business which related to real estate development. Management considered that the Company has low possibility to receive cash return from such group of receivables. Therefore, the Company provided loss allowance for expected credit losses fully.

## 8. FINANCE LEASE RECEIVABLES

The Company entered into hire purchase agreements with customers. The average term of finance leases entered into is around 4 - 17 years. These lease contracts do not have condition of extension or early termination.

The Company is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in Thai Baht. The Company's finance lease arrangements do not include variable payments. The average effective interest rate contracted approximates 8.70% per annum.

Finance lease receivables as at December 31, consist of:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Amount per sale contracts	5,341,000	5,341,000
<u>Less</u> Accumulated cash receiving	(3,001,850)	(2,388,514)
Finance lease receivables - net	2,339,150	2,952,486
 <u>Less</u> Current portion of finance lease receivables - net	 (336,642)	 (643,030)
	<u>2,002,508</u>	<u>2,309,456</u>

**As at December 31, 2023**

	Unit : Baht			
	Repayment period			
	Within 1 year	2 - 5 years	Over 5 years	Total
Undiscounted finance lease receivables	517,712	1,327,636	1,510,388	3,355,736
<u>Less</u> Unearned finance income	(181,070)	(499,314)	(336,202)	(1,016,586)
Net finance lease receivables	<u>336,642</u>	<u>828,322</u>	<u>1,174,186</u>	<u>2,339,150</u>

**As at December 31, 2022**

	Unit : Baht			
	Repayment period			
	Within 1 year	2 - 5 years	Over 5 years	Total
Undiscounted finance lease receivables	870,000	1,575,347	1,750,387	4,195,734
<u>Less</u> Unearned finance income	(226,970)	(576,436)	(439,842)	(1,243,248)
Net finance lease receivables	<u>643,030</u>	<u>998,911</u>	<u>1,310,545</u>	<u>2,952,486</u>

Finance lease receivables as at December 31, are classified by aging as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Not yet due	2,309,457	2,925,569
Over due but not later than 30 days	<u>29,693</u>	<u>26,917</u>
	<u>2,339,150</u>	<u>2,952,486</u>

## 9. INVENTORIES AND LAND HELD FOR DEVELOPMENT

9.1. Inventories as at December 31, consist of inventories under real estate development business and goods and supplies under beverage and bakery business as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Inventories under real estate development business:		
Jakpaisan 18 project	6,498,999	6,498,999
Fern project	112,812,117	109,591,995
Pine Condo project (Formerly known as Rangsit - Klong Prem project)	123,079,708	106,718,478
Canna Pattaya project	62,543,889	90,480,476
Private Residence in Ladawan Rangsit Village	22,632,143	16,252,976
Canna Klong Song project	96,280,990	45,592,751
Gardenia Pattaya project	50,520,629	102,695,783

Silver Oak Nuanchan project (see Note 9.2)	104,701,520	-
	579,069,995	477,831,458
Furniture and supplies for projects	224,160	224,160
	579,294,155	478,055,618
Goods and supplies		
under beverage and bakery business	91,698	115,230
	579,385,853	478,170,848

Inventories under real estate development business consist of land, land improvement and utilities costs, construction in progress, finished building and condominium and borrowing costs. Movements of inventories for the years ended December 31, consist of

	<b>Unit : Baht</b>	
	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
Inventories (before deduct accumulated amount transferred to cost of sales) as at January 1,	846,471,064	644,409,787
<u>Increase</u> during the years		
Land	5,000,000	150,550,585
Land improvement and utilities costs	34,997,345	13,298,515
Construction in progress	109,416,665	34,536,984
Borrowing costs	8,554,020	2,345,268
Transfer from land held for development (see Note 9.2)	104,416,900	1,329,925
	1,108,855,994	846,471,064
<u>Decrease</u> Accumulated amount transferred to cost of buildings and condominium sold as at December 31,	(529,785,999)	(368,639,606)
Inventories as at December 31,	579,069,995	477,831,458

Cost of inventories are recognized as an expense in cost of goods for the years ended December 31, consist of

	<b>Unit : Baht</b>	
	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
Cost of sales of properties	161,146,393	53,937,499
Cost of sales of beverage and bakery	1,140,238	1,095,385
	162,286,631	55,032,884

The Company recognized borrowing costs for the years ended December 31, that related to construction of each project as a part of cost of project in progress as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Borrowing cost (unit : Baht)	8,554,020	2,345,268
Capitalization rate (%)	4.08 - 7.73	2.61 - 5.67

**9.2. Land held for development as at December 31, is as follows:**

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
Location	2023	2022
Klong Kum sub-district, Bung Kum district, Bangkok*	-	104,416,900

As at December 31, the Company mortgaged certain inventories and land held for development as collateral for short-term and long-term credit facilities and borrowings to certain domestic financial institutions and bank guarantee (see Notes 15 and 28.3) as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Fern project	112,812,117	109,591,995
Pine Condo project (Formerly known as Rangsit - Klong Prem project)	109,279,708	92,918,478
Canna Pattaya project	62,543,889	90,480,474
Canna Klong Song project	96,280,990	45,592,751
Gardenia Pattaya project	50,520,629	102,695,783
Silver Oak Nuanchan project*	104,701,520	-
Land held for development	-	104,416,900
	536,138,853	545,696,381

\*In 2023, the Company transferred-out land held for development to inventory (Silver Oak Nuanchan project) by Baht 104.42 million.

## 10. INVESTMENT PROPERTIES

Movements of investment properties are as follows:

### Financial statements in which the equity method is applied and separate financial statements

#### For the year ended December 31, 2023

	Unit : Baht			
	Balance as at January 1, 2023	Increase	Reclassification (see Note 11)	Balance as at December 31, 2023
<b>Cost:</b>				
Land	84,047,275	-	-	84,047,275
Buildings and its improvement	8,200,533	-	(682,651)	7,517,882
Total Cost	92,247,808	-	(682,651)	91,565,157
<b>Accumulated depreciation:</b>				
Buildings and its improvement	(4,298,611)	(406,402)	246,934	(4,458,079)
Total accumulated depreciation	(4,298,611)	(406,402)	246,934	(4,458,079)
<b>Investment properties</b>	<b>87,949,197</b>			<b>87,107,078</b>

#### For the year ended December 31, 2022

	Unit: Baht			
	Balance as at January 1, 2022	Increase	Reclassification (see Note 9.1)	Balance as at December 31, 2022
<b>Cost:</b>				
Land	84,406,957	-	(359,682)	84,047,275
Buildings and its improvement	9,235,270	-	(1,034,737)	8,200,533
Total Cost	93,642,227	-	(1,394,419)	92,247,808
<b>Accumulated depreciation:</b>				
Buildings and its improvement	(3,906,604)	(456,501)	64,494	(4,298,611)
Total accumulated depreciation	(3,906,604)	(456,501)	64,494	(4,298,611)
<b>Investment properties</b>	<b>89,735,623</b>			<b>87,949,197</b>

#### Depreciation for the years ended December 31,

2023	406,402
2022	456,501

#### Rental income for the years ended December 31,

2023	446,526
2022	602,526



Fair value of investment properties as at December 31, are as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Land and buildings held for rent	<u>133,052,000</u>	<u>133,052,000</u>

As at December 31, 2023 and 2022, the Company mortgaged investment properties at net book value of Baht 83.58 million and Baht 83.77 million, respectively as collateral to credit facilities and borrowings from domestic financial institutions (see Note 15).

The Company entered into the operating leases agreements for lease investment properties. The future minimum receiving under the lease agreements as at December 31, are summarized as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Within 1 year	<u>314,316</u>	<u>314,316</u>

## 11. PROPERTY, PLANT AND EQUIPMENT

Movements of property, plant and equipment are as follows:

**Financial statements in which the equity method is applied and separate financial statements**

**For the year ended December 31, 2023**

	Unit : Baht				
	Balance as at January 1, 2023	Increase	(Decrease)	Transferred from investment properties (see Note 10)	Balance as at December 31, 2023
<b>Cost:</b>					
Land	6,680,457	-	-	-	6,680,457
Buildings and its improvement	14,580,962	19,260	-	682,651	15,282,873
Office equipment	5,175,219	775,957	(138,867)	-	5,812,309
Tools	1,869,725	174,954	-	-	2,044,679
Vehicles	12,526,676	171,200	(6,693,026)	-	6,004,850
Total Cost	<u>40,833,039</u>	<u>1,141,371</u>	<u>(6,831,893)</u>	<u>682,651</u>	<u>35,825,168</u>
<b>Accumulated depreciation:</b>					
Buildings and its improvement	(3,864,580)	(741,108)	-	(246,934)	(4,852,622)
Office equipment	(3,134,130)	(769,271)	120,389	-	(3,783,012)
Tools	(1,198,744)	(299,955)	-	-	(1,498,699)
Vehicles	(12,155,262)	(234,202)	6,693,022	-	(5,696,442)
Total Accumulated depreciation	<u>(20,352,716)</u>	<u>(2,044,536)</u>	<u>6,813,411</u>	<u>(246,934)</u>	<u>(15,830,775)</u>
Office equipment under installation	-	27,595	-	-	27,595
<b>Property, plant and equipment</b>	<u>20,480,323</u>				<u>20,021,988</u>

**For the year ended December 31, 2022**

						Unit : Baht
	Balance as at January 1, 2022	Increase	(Decrease)	Transfer in (Transfer out)	Transferred from right-of-use assets (see Note 12)	Balance as at December 31, 2022
<b>Cost:</b>						
Land	6,680,457	-	-	-	-	6,680,457
Buildings and its improvement	14,580,962	-	-	-	-	14,580,962
Office equipment	4,204,693	427,419	(16,729)	559,836	-	5,175,219
Tools	1,776,000	93,725	-	-	-	1,869,725
Vehicles	9,895,938	-	-	-	2,630,738	12,526,676
Total Cost	37,138,050	521,144	(16,729)	559,836	2,630,738	40,833,039
<b>Accumulated depreciation:</b>						
Buildings and its improvement	(3,130,033)	(734,547)	-	-	-	(3,864,580)
Office equipment	(2,451,634)	(689,022)	6,526	-	-	(3,134,130)
Tools	(880,924)	(317,820)	-	-	-	(1,198,744)
Vehicles	(9,490,900)	(549,829)	-	-	(2,114,533)	(12,155,262)
Total Accumulated depreciation	(15,953,491)	(2,291,218)	6,526	-	(2,114,533)	(20,352,716)
Office equipment under installation	65,000	494,836	-	(559,836)	-	-
<b>Property, plant and equipment</b>	<b>21,249,559</b>					<b>20,480,323</b>

**Depreciation for the years ended December 31,**

2023	2,044,536
2022	2,291,218

As at December 31, 2023 and 2022, the cost of assets which are fully depreciated but still in used is Baht 8.19 million and Baht 9.93 million, respectively.

**12. RIGHT-OF-USE ASSET**

Movements of right-of-use asset consist of:

**Financial statements in which the equity method is applied and separate financial statements**

**For the year ended December 31, 2022**

				Unit : Baht
	Balance as at January 1, 2022	Increase	Transferred to property, plant and equipment (see Note 11)	Balance as at December 31, 2022
<b>Cost:</b>				
Vehicle	2,630,738	-	(2,630,738)	-
Total Cost	2,630,738	-	(2,630,738)	-
<b>Accumulated amortization:</b>				
Vehicle	(1,958,851)	(155,682)	2,114,533	-
Total accumulated amortization	(1,958,851)	(155,682)	2,114,533	-
<b>Right-of-use asset</b>	<b>671,887</b>			<b>-</b>

**Amortization for the years ended December 31,**

2023	-
2022	155,682

The Company does not have an outstanding balance of right-of-use asset and lease liability as at December 31, 2023 and 2022.

**13. OTHER INTANGIBLE ASSETS OTHER THAN GOODWILL**

Movements of other intangible assets other than goodwill are as follows:

**Financial statements in which the equity method is applied and separate financial statements**

**For the year ended December 31, 2023**

	Balance as at January 1, 2023	Increase	Unit : Baht Balance as at December 31, 2023
<b>Cost:</b>			
Computer software	361,015	-	361,015
Rights for selling of beverage and bakery	596,000	-	596,000
Total Cost	957,015	-	957,015
<b>Accumulated amortization:</b>			
Computer software	(230,035)	(57,695)	(287,730)
Rights for selling of beverage and bakery	(333,401)	(48,342)	(381,743)
Total Accumulated amortization	(563,436)	(106,037)	(669,473)
Less allowance for impairment	(114,930)	-	(114,930)
<b>Other intangible assets other than goodwill</b>	<b>278,649</b>		<b>172,612</b>

**For the year ended December 31, 2022**

	Balance as at January 1, 2022	Increase	Unit : Baht Balance as at December 31, 2022
<b>Cost:</b>			
Computer software	313,079	47,936	361,015
Rights for selling of beverage and bakery	596,000	-	596,000
Total Cost	909,079	47,936	957,015
<b>Accumulated amortization:</b>			
Computer software	(164,169)	(65,866)	(230,035)
Rights for selling of beverage and bakery	(216,320)	(117,081)	(333,401)
Total Accumulated amortization	(380,489)	(182,947)	(563,436)
Less allowance for impairment	-	(114,930)	(114,930)
<b>Other intangible assets other than goodwill</b>	<b>528,590</b>		<b>278,649</b>

**Amortization for the years ended December 31,**

2023	106,037
2022	182,947

**14. DEFERRED TAX INCOME AND INCOME TAX EXPENSE**

**14.1. Deferred tax assets as at December 31, consist of:**

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Deferred tax assets - net	1,282,952	4,159,365

Movements of deferred tax assets and deferred tax liabilities are as follows:

**Financial statements in which the equity method is applied and separate financial statements**

**For the year ended December 31, 2023**

	Balances as at January 1, 2023	Recognized in profit or loss	Unit : Baht Balances as at December 31, 2023
<b>Deferred tax assets:</b>			
Loss allowance for expected credit losses	965,859	-	965,859
Allowance for impairment asset	22,986	-	22,986
Provision for utilities cost	334,179	(169,890)	164,289
Provision for warranty claims	35,938	5,611	41,549
Non-current provision for employee benefits	410,856	58,687	469,543
Loss carryforward	2,895,883	(2,895,883)	-
	4,665,701	(3,001,475)	1,664,226
<b>Deferred tax liabilities:</b>			
Deferred front-end fee	(506,336)	125,062	(381,274)
	(506,336)	125,062	(381,274)
	4,159,365	(2,876,413)	1,282,952

**For the year ended December 31, 2022**

	Balances as at January 1, 2022	Recognized in profit or loss	Recognized in other comprehensive income	Unit : Baht Balances as at December 31, 2022
<b>Deferred tax assets:</b>				
Loss allowance for expected credit losses	965,859	-	-	965,859
Allowance for impairment asset	-	22,986	-	22,986
Provision for utilities cost	-	334,179	-	334,179
Provision for warranty claims	20,583	15,355	-	35,938
Non-current provision for employee benefits	1,054,450	(498,250)	(145,344)	410,856
Loss carryforward	397,166	2,498,717	-	2,895,883

	2,438,058	2,372,987	(145,344)	4,665,701
<b>Deferred tax liabilities:</b>				
Deferred front-end fee	(291,729)	(214,607)	-	(506,336)
	(291,729)	(214,607)	-	(506,336)
	2,146,329	2,158,380	(145,344)	4,159,365

**14.2. Income tax expense (income) for the years ended December 31, consists of:**

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Income tax expense in respect of the current period	5,109,970	-
Deferred tax relating to temporary difference	2,876,413	(2,158,380)
Income tax expense (income)	7,986,383	(2,158,380)
Income tax relating to transaction that will not be reclassified to profit or loss:		
Losses on remeasurement of non-current provision for employee benefits	-	145,344

Reconciliation of effective tax rate for the years ended December 31, are as follows:

	Financial statements in which the equity method is applied		Unit : Baht Separate financial statements	
	2023	2022	2023	2022
Profit (loss) before income tax expense	39,746,650	437,197	44,322,061	(11,144,311)
Income tax calculated at 20%	7,949,330	87,439	8,864,412	(2,228,862)
Effect of transactions that are not taxable (income) and expenses	2,932,936	(2,245,819)	2,017,854	70,482
Accumulated losses carried forward for 5 years up to the present accounting period	(2,895,883)	-	(2,895,883)	-
Income tax expense (income) per the statement of profit or loss and other comprehensive income	7,986,383	(2,158,380)	7,986,383	(2,158,380)
Deferred tax relating to temporary difference	(2,876,413)	2,158,380	(2,876,413)	2,158,380
Income tax per income tax return form	5,109,970	-	5,109,970	-
Effective tax rate (%)	12.86	-	11.53	-

## 15. BORROWINGS

Borrowings as at December 31, consist of:

### Financial statements in which the equity method is applied and separate financial statements

#### 15.1. Bank overdraft and short-term borrowings from financial institutions (which are secured and measured at amortized cost)

	Agreement date	Payment period (Month)	Maturity date	Interest rate per annum (%)		Unit : Baht Amount	
				2023	2022	2023	2022
Bank overdrafts	-	At call	At call	1.15 to MOR	1.15 to MOR	40,638,975	84,168,175
Promissory note	Dec 4, 2023	3	Mar 1, 2024	MLR-2	Saving+0.9	40,000,000	40,000,000
						<u>80,638,975</u>	<u>124,168,175</u>

#### 15.2. Long-term borrowings from financial institutions (which are secured and measured at amortized cost)

	Agreement date	Payment period	Maturity date	Interest rate per annum (%)		Unit : Baht Amount	
				2023	2022	2023	2022
Long-term borrowing	Aug 23, 2018	Monthly	Aug 22, 2023	MLR	MLR	-	794,974
Long-term borrowing	Sep 25, 2019	(1)	Sep 25, 2026	MLR+0.875	MLR+0.875	4,000,000	16,806,050
Long-term borrowing	Dec 22, 2020	(2)	Jun 21, 2024	MLR-1	MLR-1	-	20,660,750
Long-term borrowing	Mar 4, 2021	(2)	Sep 3, 2024	MLR-2	MLR-2	-	32,000,000
Long-term borrowing	Apr 2, 2021	Monthly	Apr 2, 2023	2.00	2.00	-	2,000,000
Long-term borrowing	Aug 29, 2022	(1)	Aug 28, 2026	MLR-2	MLR-2	65,240,980	45,000,000
Long-term borrowing	Sep 9, 2022	(2)	Sep 9, 2026	MLR+0.875	MLR+0.875	6,927,000	13,850,000
Long-term borrowing	Sep 9, 2022	(2)	Sep 9, 2026	MLR+0.875	MLR+0.875	10,000	80,240,240
Long-term borrowing	Jan 16, 2023	(2)	Jan 16, 2029	6.75	-	85,000,000	-
Long-term borrowing	Dec 28, 2023	(2)	Jun 27, 2027	MLR-2	-	32,000,000	-
Less Front-end fee						<u>(1,885,240)</u>	<u>(2,467,942)</u>
						191,292,740	208,884,072
Less Current portion of long-term borrowings - net with front-end fees						<u>(100,000)</u>	<u>(1,726,724)</u>
						<u>191,192,740</u>	<u>207,157,348</u>

(1) At an annually basis and repayment when selling of properties

(2) Repayment when selling of properties

As at December 31, 2023 and 2022, short-term borrowings and long-term borrowings from domestic financial institutions which have bank accounts of the Company (see Note 6.2) and related company as collateral. The Company mortgaged certain inventories, land held for development and investment properties (see Notes 9 and 10) and guaranteed by the Company's director.

**15.3. The unused credit facilities as at December 31, consist of:**

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Short-term credit facilities	143,941,025	100,411,825
Long-term credit facilities	267,816,212	472,269,192
	<u>411,757,237</u>	<u>572,681,017</u>

As at December 31, 2023 and 2022, the Company has short-term and long-term credit facilities with domestic financial institutions which have bank accounts of the Company (see Note 6.2) and related company as collateral. The Company mortgaged certain inventories, land held for development and investment properties (see Notes 9 and 10). In addition, such credit facilities were guaranteed by the Company's director.

The Company has to maintain the financial ratio and follow the terms restricted in such long-term borrowings agreement.

**16. TRADE AND OTHER CURRENT PAYABLES**

Trade and other current payables as at December 31, consist of:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Trade payables	5,771,552	1,269,960
Other current payables	3,223,203	700,849
Retention	6,363,436	5,480,581
Juristic person fund and common area payables	12,188,417	4,415,551
Accrued expenses	1,977,451	1,153,283
Accrued directors' remuneration expenses	1,500,000	-
Provision for warranty claims	207,747	179,689
Deferred income from uncompleted common area	3,301,683	9,446,347
	<u>34,533,489</u>	<u>22,646,260</u>

**17. CURRENT CONTRACT LIABILITIES**

Current contract liabilities as at December 31, 2023 and 2022 of Baht 1.50 million and Baht 0.06 million, respectively, are cash receiving from properties reservation, cash receiving from signing agreement and down payment (collectively as "Deposit from customers") that will be received from customers as specified in the contracts with the customers. Such current contract liabilities will be decreased and will be recognized as

revenue from sale of properties when the Company transfers the control of properties to customers (revenue recognition at the point in time).

The Company will reverse current contract liabilities when there is certainty of breach of the agreements by the customers as “Other income” in the statements of profit or loss and other comprehensive income. Recognition of the contract liabilities balance at the beginning of the years for the years ended December 31, is as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Recognized as revenues from sales of properties	21,000	30,000
Reversal from breach of the agreements and recognized as other income	39,000	63,000

#### 18. NON-CURRENT PROVISION FOR EMPLOYEE BENEFITS

The Company has post-employment benefit obligations due upon retirement under the Thai Labor Protection Act.

The obligations in statement of financial position as at December 31, are as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Present value of obligations	2,347,713	2,054,279

Movements in non-current provisions for employee benefits for the years ended December 31, are as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Balance as at January 1,	2,054,279	5,272,251
<u>Increase</u> Recognized as expenses during the years		
Current service costs	249,146	398,617
Interest costs	44,288	42,570
	293,434	441,187
Gain from remeasurement of non-current provisions for employee benefits	-	(726,721)
Employee benefit paid during the years	-	(2,932,438)
Balance as at December 31,	2,347,713	2,054,279



Employee benefit expense recognized in the statements of profit or loss and other comprehensive income for the years ended December 31, are as follows:

	<b>Unit : Baht</b>	
	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
Amount recognized as an administrative expense in profit or loss	293,434	441,187
Amount recognized as a profit in other comprehensive income	-	(726,721)

The principal actuarial assumptions used to calculate non-current provision for employee benefits as at December 31, are as follows:

	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
	<b>(% p.a.)</b>	<b>(% p.a.)</b>
Discount rate	2.19	2.16
Salary increase rate	3.50	3.50
Turnover rate	0 - 45	0 - 45
Retirement age	60 years	60 years
Mortality rate	TMO2017	TMO2017

Significant actuarial assumptions for the determination of the defined employee benefit obligations were discount rate, expected salary increase rate, turnover rate and mortality rate. The sensitivity analysis below was determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

The impact to non-current provision for employee benefits increase or (decrease) as at December 31, are as follows:

	<b>Unit : Baht</b>	
	<b>Financial statements in which the equity method is applied and separate financial statements</b>	
	<b>2023</b>	<b>2022</b>
Discount rate - decrease of 0.5 percent	70,424	69,704
Discount rate - increase of 0.5 percent	(67,203)	(66,439)
Salary increase rate - decrease of 0.5 percent	(72,221)	(61,021)
Salary increase rate - increase of 0.5 percent	75,052	63,287
Turnover rates - decrease of 10 percent	43,825	32,190
Turnover rates - increase of 10 percent	(38,296)	(28,345)
Mortality rate - decrease of 0.5 percent	502	432
Mortality rate - increase of 0.5 percent	(502)	(432)
		141

The sensitivity analysis presented above might not be representative of the actual change in the defined employee benefit obligations as it was unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions might be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation was calculated using the Projected Unit Credit Method at the end of the report period, which was the same as that applied in calculating the post-employment benefit obligations liability recognized in the statement of financial position.

## 19. SHARE CAPITAL AND SHARE PREMIUM ON ORDINARY SHARES

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account (“Share premium”). Share premium is not available for dividend distribution.

## 20. LEGAL RESERVE

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any) to a reserve account (“Legal reserve”) until this account reaches an amount not less than 10% of the registered authorized capital. The legal reserve is not available for dividend distribution.

## 21. REVENUE AND SEGMENT

### Disaggregation of revenue

Revenue for years ended December 31, are as follows:

	Time of recognized revenue	Financial statements in which the equity method is applied		Unit : Baht Separate financial statements	
		2023	2022	2023	2022
Revenue from sales of properties	At point in time	276,480,266	84,222,392	276,480,266	84,222,392
Revenue from sales of beverage and bakery	At point in time	2,630,380	2,488,316	2,630,380	2,488,316
		<u>279,110,646</u>	<u>86,710,708</u>	<u>279,110,646</u>	<u>86,710,708</u>
Other income - except from rental income	At point in time	2,622,768	1,755,362	6,822,768	1,755,362
Other income - rental income	Overtime	446,526	602,526	446,526	602,526
		<u>3,069,294</u>	<u>2,357,888</u>	<u>7,269,294</u>	<u>2,357,888</u>
		<u>282,179,940</u>	<u>89,068,596</u>	<u>286,379,940</u>	<u>89,068,596</u>

### **Segment Information**

The Company presents segment information in respect of the Company's business segments. The primary format in segment information report is based on the Company's management and internal reporting structure consist of:

Major segment - Real estate development consists of twin house, single house, commercial building, townhouse and condominium.

Other segment - Selling of beverage and bakery under franchise agreements and renting of investment properties.

### **Geographic information**

The Company operates in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

### **Major customers' information**

For the years 2023 and 2022, the Company has no revenues from sales of properties, and beverage and bakery of 10% or more with a major customer of the Company's revenues from sales of properties and beverage and bakery.

Operating segment by business in the financial statements in which the equity method is applied for the years ended December 31, are as follows:

	Major segment		Other segments		Total	
	2023	2022	2023	2022	2023	2022
Revenues from sales	276,480,266	84,222,392	2,630,380	2,488,316	279,110,646	86,710,708
Cost of sales	(161,146,393)	(53,937,499)	(1,140,238)	(1,095,385)	(162,286,631)	(55,032,884)
Gross profit	115,333,873	30,284,893	1,490,142	1,392,931	116,824,015	31,677,824
Unallocated income (expenses):						
Other income					3,069,294	2,357,888
Selling expenses					(26,304,452)	(3,414,510)
Administrative expenses					(30,824,244)	(25,648,208)
Managements' remuneration					(8,126,428)	(7,592,310)
Profit (loss) before finance income, finance costs, share of profit (loss) from investment in an associate and income tax income (expenses)					54,638,185	(2,619,316)
Finance income					270,619	311,752
Finance costs					(14,786,743)	(8,836,747)
Share of profit (loss) from investment in an associate					(375,411)	11,581,508
Profit before income tax income (expenses)					39,746,650	437,197
Income tax income (expenses)					(7,986,383)	2,158,380
Profit for the years					31,760,267	2,595,577
Other comprehensive income for the years - net of income tax					-	581,377
Total comprehensive income for the years					31,760,267	3,176,954
<b>As at December 31,</b>						
Total assets for reportable segments	716,004,007	717,089,563	94,267,692	95,771,925	810,271,699	812,861,488

## 22. OTHER INCOME AND FINANCE INCOME

### 22.1. Other income for the years ended December 31, consists of:

	Unit : Baht			
	Financial statements in which the equity method is applied		Separate financial statements	
	2023	2022	2023	2022
Rental income	446,526	602,526	446,526	602,526
Dividend income	-	-	4,200,000	-
Others	2,622,768	1,755,362	2,622,768	1,755,362
	<u>3,069,294</u>	<u>2,357,888</u>	<u>7,269,294</u>	<u>2,357,888</u>

### 22.2. Finance income for the years ended December 31, consists of:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Finance income - Bank deposits	43,956	11,380
Finance income - Finance lease receivables	226,663	280,872
Finance income - Other	-	19,500
	<u>270,619</u>	<u>311,752</u>
	<u>270,619</u>	<u>311,752</u>

## 23. EXPENSES BY NATURE

Expenses by nature for the years ended December 31, are as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Changes in inventories	162,286,631	55,032,884
Salary, wages and other employee benefits	23,325,961	17,026,678
Depreciation and amortization	2,556,975	3,086,348
Audit fee and advisory fee	4,501,457	5,094,240
Rental expenses	685,074	308,949
Specific business tax and transfer fees	20,932,325	2,920,213
Maintenance expenses	1,101,312	1,020,887
Utilities and supplies	4,457,888	1,844,713
Bank fee	1,356,141	1,262,387
Service fee	572,742	597,746

Others

5,765,249	3,492,867
<u>227,541,755</u>	<u>91,687,912</u>

## 24. FINANCE COSTS

Finance costs for the years ended December 31, are as follows:

	Unit : Baht	
	Financial statements in which the equity method is applied and separate financial statements	
	2023	2022
Interest on bank overdrafts and borrowings	23,340,763	11,179,534
<u>Less</u> Amounts included in the cost of qualifying assets (see Note 9.1)	<u>(8,554,020)</u>	<u>(2,345,268)</u>
	14,786,743	8,834,266
Interest on a lease liability	-	2,481
	<u>14,786,743</u>	<u>8,836,747</u>

## 25. PROVIDENT FUND

The Company has a provident fund for those employees who have elected to participate. The contributions from the employees are deducted from their monthly salaries at 3% of monthly salary, and the Company matches the individuals' contributions. The provident fund is managed by a licensed fund manager in accordance with the Provident Fund Act B.E. 2530 (1987). For the years ended December 31, 2023 and 2022, the Company's contributions recognized as an expense in the statement of profit or loss and other comprehensive income in which the equity method is applied and the separate statement of profit or loss and other comprehensive income were Baht 0.14 million and Baht 0.19 million, respectively.

## 26. FINANCIAL INSTRUMENTS

### 26.1. Interest rate risk management

The Company is exposed to interest rate risk because the Company borrows borrowings at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

#### Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year. The Company applies rate at 0.25% increase or decrease is used when reporting interest rate risk internally to key

management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 0.25% higher/lower and all other variables were held constant, the Company's information is as follows.

Net profit and other comprehensive income for the years ended December 31, 2023 and 2022 would increase and decrease by Baht 0.68 million and Baht 0.83 million, respectively. This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

## **26.2. Capital risk management**

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximizing the return to shareholders through the optimization of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings disclosed in Note 15 after deducting cash and cash equivalents in Note 6.2) and equity of the Company (comprising share capital, share premium on ordinary shares, legal reserves, as disclosed in Notes 19 to 20 and retained earnings as disclosed in the statement of changes in shareholders' equity). The Company is not subject to any externally imposed capital requirements.

The Company does not use any financial ratio to maintain its capital whilst manages its capital to be sufficient for its working capital.

## **26.3. Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the Company's management, which has established an appropriate liquidity risk management framework for management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, credit facilities from domestic financial institutions (see Note 15.3) and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities during the year.

### **26.3.1. Liquidity and interest risk tables**

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows. To the extent that interest cash flows are floating rate, the undiscounted amount is derived from interest rate curves at the reporting date.

**Financial statements in which the equity method is applied and separate financial statements**

**As at December 31, 2023**

					Unit : Baht	
	Weighted average effective interest rate (%)	Less than 1 month	1 - 3 months	3 months - 1 year	1 - 2 years	Carrying amount
Trade payables	-	4,569,480	500,854	505,708	195,510	5,771,552
Other current payables	-	2,278,395	39,473	353,131	552,204	3,223,203
Accrued expenses	-	1,977,451	-	-	-	1,977,451
Bank overdrafts	1.15 - 7.59	25,681,831	14,957,144	-	-	40,638,975
Promissory note	5.28	-	40,000,000	-	-	40,000,000
Short-term borrowings from a related party	6.50	-	-	30,000,000	-	30,000,000
Long-term borrowings*	6.75	100,000	-	-	-	100,000
		<u>34,607,157</u>	<u>55,497,471</u>	<u>30,858,839</u>	<u>747,714</u>	<u>121,711,181</u>

**As at December 31, 2022**

					Unit : Baht	
	Weighted average effective interest rate (%)	Less than 1 month	1 - 3 months	3 months - 1 year	1 - 2 years	Carrying amount
Trade payables	-	1,043,552	30,897	-	195,510	1,269,959
Other current payables	-	336,836	1,164	87,100	275,749	700,849
Accrued expenses	-	1,153,283	-	-	-	1,153,283
Bank overdrafts	1.15 - 6.35	20,491,583	63,676,592	-	-	84,168,175
Promissory note	1.15	-	40,000,000	-	-	40,000,000
Short-term borrowings from a related party	7.00	-	-	20,000,000	-	20,000,000
Long-term borrowings*	2.00 - 5.85	2,794,974	-	-	-	2,794,974
		<u>25,820,228</u>	<u>103,708,653</u>	<u>20,087,100</u>	<u>471,259</u>	<u>150,087,240</u>

As at December 31, 2023 and 2022, the Company has long-term borrowings by Baht 191.19 million and 206.09 million, respectively, which will be repaid when properties are sold. Therefore, the timing of the cash outflows cannot be determined.

**26.3.2. Financing facilities**

The Company is using combination of the cash inflows from the financial assets and the Company has access to financing facilities as credit facilities were unused (see Note 15.3). The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets. The table below presents the cash inflows from financial assets:



**Financial statements in which the equity method is applied and separate financial statements**

**As at December 31, 2023**

	Unit : Baht						
	Less than 1 month	1 - 3 months	3 months - 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total
Trade receivables	-	-	-	-	-	4,561,232	4,561,232
Other current receivables	15,283	295,984	87,574	183,187	-	268,061	850,089
Finance lease receivables*	61,059	49,095	226,488	325,864	502,458	1,174,186	2,339,150
	<u>76,342</u>	<u>345,079</u>	<u>314,062</u>	<u>509,051</u>	<u>502,458</u>	<u>6,003,479</u>	<u>7,750,471</u>

**As at December 31, 2022**

	Unit : Baht						
	Less than 1 month	1 - 3 months	3 months - 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total
Trade receivables	-	-	-	-	-	4,561,232	4,561,232
Other current receivables	9,132	160,365	4,440	-	-	268,061	441,998
Finance lease receivables*	75,706	100,715	466,609	306,949	691,962	1,310,545	2,952,486
	<u>84,838</u>	<u>261,080</u>	<u>471,049</u>	<u>306,949</u>	<u>691,962</u>	<u>6,139,838</u>	<u>7,955,716</u>

\*Including current portion

## **27. DETERMINATION OF FAIR VALUES**

The Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset and liability.

### **Financial assets and financial liabilities are not measured at fair value**

The following table shows the carrying amount and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy. However, it does not include fair value information for financial assets and financial liabilities, that is not measured at fair value if the carrying amount is a reasonable approximation of fair value as follows:

Unit : Baht

	Financial statements in which the equity method is applied and the separate financial statements				
	Carrying amount	Fair Value			Total
		Level 1	Level 2	Level 3	
<b>As at December 31, 2023</b>					
<b>Financial assets</b>					
Finance lease receivables*	2,339,150	-	-	2,450,652	2,450,652
<b>Financial liabilities</b>					
Long-term borrowings from financial institutions*	85,000,000	-	-	84,696,029	84,696,029
<b>As at December 31, 2022</b>					
<b>Financial assets</b>					
Finance lease receivables*	2,952,486	-	-	3,235,930	3,235,930
<b>Financial liabilities</b>					
Long-term borrowings from financial institutions*	2,000,000	-	-	1,999,606	1,999,606
<b>* Including current portion</b>					

The carrying amounts of long-term borrowings from financial institutions with floating interest rate that are measured at amortized cost, are approximately equal to fair value.

The methods and assumptions used by the Company in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, deposits used as collateral, other receivables, deposits that are presented in other current assets, trade payables, other current payables, current contract liabilities, bank overdraft and short-term borrowings from financial institutions, short-term borrowings from a related party and deposits that are presented in other current liabilities, their carrying amounts in the statement of financial position approximate their fair value.
- For long-term borrowings from financial institutions with floating interest rate, their carrying amounts in the statement of financial position approximates their fair value.

## **28. SIGNIFICANT AGREEMENTS, COMMITMENTS AND CONTINGENT LIABILITIES**

### **28.1. Construction agreements with sub-contractors**

As at December 31, 2023 and 2022, the Company entered into construction agreements with domestic various contractors. The Company has had commitments for such construction agreements with the remaining amount of Baht 25.63 million and Baht 10.03 million, respectively.

### **28.2. Properties sales agreements**

As at December 31, 2023 and 2022, the Company has entered into properties sales agreements with customers amount of Baht 30.04 million and Baht 14.02 million, respectively. Therefore, the Company has had commitments to finish and deliver houses and condominium to the customers under the contracts with customers.

### **28.3. Letters of guarantee**

As at December 31, 2023 and 2022, the Company had bank guarantees for facilities usage and work with Government Agency issued by domestic financial institutions of Baht 74.20 million and Baht 44.75 million, respectively.

The above letters of guarantee were guaranteed by savings accounts (see Note 6.2) and certain inventories (see Note 9).

## **29. EVENTS AFTER THE REPORTING PERIOD**

On February 27, 2024, the Board of Directors' Meeting of the Company passed a resolution to distribute an annual dividend for the operating result of the year 2023 at Baht 0.05 per share, totaling Baht 16 million. Such dividend will be paid on May 15, 2024. The Company shall propose to the Annual General Meeting of Shareholders of the Company for the year 2024 for further consideration and approval.

## **30. APPROVAL OF THE FINANCIAL STATEMENTS**

These financial statements were approved for issuance by the Board of Directors of the Company on February 27, 2024.

## PART 4 CERTIFICATION OF INFORMATION AND DATA ACCURACY

The Company has reviewed the information in this annual registration statement/annual report. With caution the company certifies that Such information is correct, complete, not false and does not mislead others. Or lack of information that should be reported in addition, the company certifies that

- 1) The financial statements and financial information summarized in the annual registration statement/annual report present accurate, complete, material information about the financial position, performance and cash flows of the Company and its associated companies.
- 2) The Company has established a good information disclosure system, to ensure that the company discloses information In the important parts of the company and associated companies correctly and completely, including supervising have to follow the said system.
- 3) The Company has set up a good internal control system, and supervise to ensure compliance with the said system and the company has informed the internal control system assessment information as of the latest available date, to the auditor and the Company's Audit Committee This covers defects and material changes to the system, internal control including wrongful acts that may affect the preparation of the Company's financial reports and associated companies.

In this regard, as evidence that all documents are the same set of documents that the Company has been verified the company has assigned Mr. Weeraphan Jakpaison to is the person who signs this document on every page If any document does not have the signature of Mr. Weeraphan Jakpaison on it, the company will be deemed It is not the information that the company has certified for the accuracy of the above information.

Number	Name list	Position	Signature
1	Admiral Na Arreenich	Chairman of the Board	<u>Admiral Na Arreenich</u>
2	Mr. Chavapas Ongmahutmongkol	Director	<u>Mr. Chavapas Ongmahutmongkol</u>
3	Mr. Metee Sangmanee	Director	<u>Mr. Metee Sangmanee</u>
4	Mr. Panuchai Hetrakul Srinualnad	Director	<u>Mr. Panuchai Hetrakul Srinualnad</u>
5	Mr. Weeraphan Jakpaison	Director / Chairman of the Executive Committee /Managing Director	<u>Mr. Weeraphan Jakpaison</u>
6	Mr. Metha Angwatanapanich	Director / Executive Director	<u>Mr. Metha Angwatanapanich</u>
7	Mr. Natapong Jakpaison	Director	<u>Mr. Natapong Jakpaison</u>
8	Mr. Thanaprus Chumpolkulawongse	Director	<u>Mr. Thanaprus Chumpolkulawongse</u>
9	Ms. Sunisa Jakpaison	Director	<u>Ms. Sunisa Jakpaison</u>

**Attorney**

Number	Name list	Position	Signature
1	Mr. Weeraphan Jakpaisan	Director / Chairman of the Executive Committee /Managing Director	<u>Mr. Weeraphan Jakpaisan</u>



**Jakpaison Estate Public Company Limited**

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**ATTACHMENT 1**

**INFORMATION OF THE BOARD OF DIRECTORS, MANAGEMENT, CHIEF FINANCIAL  
OFFICER AND COMPANY SECRETARY**

**Details of Directors, Executives, Controlling Persons Person assigned to the highest responsibility in accounting and finance Person assigned to be directly responsible for supervising accounting and company secretary**

Personal Information			
Name-Surname	Adm.Na Arreenich	Age	67
Educational history/Training history			
<ul style="list-style-type: none"><li>National Defense College</li><li>Bachelor's degree, Bachelor of Science Naval Academy</li><li>Director Accreditation Program (DAP) 152/2018</li></ul>			
Work history in the past 5 years			
July 2018-Present	Chairman, Independent Director, Member of the Audit Committee	Jakpaisan Estate Public Company Limited	
November 2015-2019	Member	National Legislative Assembly Member	
Positions in Jakpaisan Estate Public Company Limited			
<ul style="list-style-type: none"><li>Chairman</li><li>Independent Director</li><li>Member of the Audit Committee</li></ul>			
Number of shares and proportion of shareholding in the company (Ending on December 31, 2023)		-	
Family relationships between executives		-	

Personal Information			
Name-Surname	Mr. Metee Sangmanee	Age	56
Educational history/Training history			
<ul style="list-style-type: none"> <li>● Master of Business Administration, Master of Business Administration, Thammasat University</li> <li>● Bachelor's degree, Bachelor of Business Administration Ramkhamhaeng University</li> <li>● National Defense College under the Royal Patronage Advanced Security Management Course, Class 6</li> <li>● College of Administrative Justice Administrative Court Office Advanced Administrative Justice Administrator Course, Class 5</li> <li>● King Prajadhipok's Institute, Advanced Certificate in Public Administration and Public Law, Class 11</li> </ul>			
Work history in the past 5 years			
2013-Present	Managing Director	Bangkok international audit Company Limited	
Positions in Jakpaison Estate Public Company Limited			
<ul style="list-style-type: none"> <li>● Director</li> <li>● Independent Director</li> <li>● Chairman of the Audit Committee</li> <li>● Chairman of the Nomination and Remuneration Committee</li> </ul>			
Number of shares and proportion of shareholding in the company (Ending on December 31, 2023)		-	
Family relationships between executives		-	



Personal Information				
Name-Surname		Mr. Chavapas Ongmahutmongkol	Age	46
Educational history/Training history				
<ul style="list-style-type: none"><li>MBA Harvard Business School</li><li>Master's Degree M.Sc. University of Michigan, Ann Arbor</li><li>Bachelor of Engineering Sirindhorn International Institute of Technology Thammasat University</li><li>Director Certification Program (DCP) 272/2019</li></ul>				
Work history in the past 5 years				
2022 - Present	Director		Tesco Engineering Co., Ltd	
2021 - Present	Director		M Med Pharma Co., Ltd	
2021 - Present	Director		M Novation Plus Co., Ltd	
2021 - Present	Director		M Quality Products Co., Ltd	
2021 - Present	Director		Tanjai D Money Transfer Co., Ltd	
2020 - Present	Managing Director		Quadriga Private Equity Co., Ltd	
2019 - Present	Director		B52 Capital (Public) Co., Ltd	
2018 - Present	Director		Jakpaison Estate Public PCL.	
2018 - Present	Co-Founder		Harvard Business School Alumni Angels Thailand	
2017 - Present	Director		Harvard Business School Alumni Association Thailand	
2014 - Present	Harvard Club of Thailand		Harvard Club of Thailand	
2014 - Present	Co-Founder and Managing Director		Bangkok Venture Club	
2014 - Present	Board of Director		Thailand – U.S. Educational Foundation (Fulbright)	
2021 - 2022	Director		One Digital Network Co., Ltd	
2021 - 2022	Director		Solution Fly Co., Ltd	
2014 - 2018	Co-Founder and Managing Director		Bangkok Venture Club	
2009 - 2019	Co-Founder, Partner & Managing Director		PrimeStreet Advisory Co., Ltd	
2007 - 2019	Co-Founder, Partner & Managing Director		PrimeStreet Consulting Co., Ltd	
Positions in Jakpaison Estate Public Company Limited				
<ul style="list-style-type: none"><li>Director</li><li>Member of the Audit Committee</li><li>Independent Director</li><li>Chairman of the Risk Management Committee</li></ul>				
Number of shares and proportion of shareholding in the company (Ends on January 11, 2024)		1,000,000 shares		
Family relationships between executives		-		

Personal Information			
Name-Surname	Mr. Weerapan Jakpaison	Age	61
Educational history/Training history			
<ul style="list-style-type: none"><li>Bachelor of Laws, Ramkhamhaeng University</li><li>Director Accreditation Program (DAP) 152/2018</li></ul>			
Work history in the past 5 years			
2004-Present	Managing Director	Paisan Phiphat Company Limited	
2003-Present	<ul style="list-style-type: none"><li>Director</li><li>Managing Director</li></ul>	Jakpaison Estate Public Company Limited	
Positions in Jakpaison Estate Public Company Limited			
<ul style="list-style-type: none"><li>Director</li><li>Member of the Risk Management Committee</li><li>Member of the Nomination and Remuneration Committee</li><li>Executive Chairman</li><li>Managing Director</li></ul>			
Number of shares and proportion of shareholding in the company  (Ends on January 11, 2024)		158,331,900 shares	
Family relationships between executives		Father of Mr. Natapong Jakpaison and Ms. Sunisa Jakpaison	

Personal Information		
Name-Surname	Mr. Metha Angwatanapanich	Age 56
Educational history/Training history		
<ul style="list-style-type: none"> <li>• Master of Business Administration, National Institute of Development Administration</li> <li>• Bachelor's Degree, Civil Engineering, Chulalongkorn University</li> <li>• Director Accreditation Program (DAP) Year 2022</li> </ul>		
Work history in the past 5 years		
2022 - Present	Director	Jakpaisan Estate Public Company Limited
2020 - Present	Managing Director	MMA Security Seals (Thailand) Company Limited
2004 – 2020	Senior Deputy Managing Director	Sansiri Public Company Limited
Positions in Jakpaisan Estate Public Company Limited		
<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Risk Management Committee</li> <li>• Member of the Nomination and Remuneration Committee</li> <li>• Executive committee</li> </ul>		
Number of shares and proportion of shareholding in the company (Ends on January 11, 2024)		18,205,000 shares
Family relationships between executives		-

Personal Information		
Name-Surname	Mr. Panuchai Hetrakul Srinualnad	Age 44
Educational history/Training history		
<ul style="list-style-type: none"> <li>• Master's degree in Operations Research and Industrial Engineering Cornell University</li> <li>• Bachelor's degree in Computer Engineering Chulalongkorn University</li> <li>• Director Certification Program (DCP) 2022</li> <li>• Director Accreditation Program (DAP) 2018</li> <li>• Company Secretary Program (CSP) 36/2010</li> <li>• Financial Statements for Directors (FSD) 4/2009</li> </ul>		
Work history in the past 5 years		
2022 - Present	Director	Jakpaisan Estate Public Company Limited
2022	Advisor to the Managing Director	Thai Flour Industry Company Limited
2022	Advisor to the Managing Director	Pre-Built Public Company Limited
2018 - 2021	Chief Executive Officer	DN Broadcast Company Limited
2014 - 2021	Television station director	DN Broadcast Company Limited
2013 - 2021	Executive committee	DN Broadcast Company Limited
Positions in Jakpaisan Estate Public Company Limited		
<ul style="list-style-type: none"> <li>• Director</li> </ul>		
Number of shares and proportion of shareholding in the company (Ends January 11, 2024)	50,000 shares	
Family relationships between executives	-	

Personal Information			
Name-Surname	Mr. Natapong Jakpaison	Age	36
Educational history/Training history			
<ul style="list-style-type: none"><li>● Master of Business Administration, Sasin, Chulalongkorn University</li><li>● Master's degree in Real Estate Business Thammasat University</li><li>● Bachelor of Business Administration in Finance, Trinity University</li><li>● Director Accreditation Program (DAP) 153/2018</li><li>● Director Certification Program (DCP) 335/2023</li></ul>			
Work history in the past 5 years			
2014-Present	Director	Jakpaison Estate Public Company Limited	
Positions in Jakpaison Estate Public Company Limited			
<ul style="list-style-type: none"><li>● Director</li></ul>			
Number of shares and proportion of shareholding in the company (Ends January 11, 2024)		23,729,100 shares	
Family relationships between executives		<ul style="list-style-type: none"><li>● Son of Mr. Weerapan Jakpaison</li><li>● Elder brother of Ms. Sunisa Jakpaison</li></ul>	

Personal Information			
Name-Surname	Mr. Thanaprus Chumpolkulawongse	Age	36
Educational history/Training history			
<ul style="list-style-type: none"><li>Master of Business Administration, University of Cambridge</li><li>Bachelor's degree in Engineering Chulalongkorn University</li><li>Director Accreditation Program (DAP) 161/2019</li></ul>			
Work history in the past 5 years			
2019 – Present	Deputy Managing Director	Vertex Engineering Company Limited	
2018 – Present	Director	Jakpaisan Estate Public Company Limited	
2018 – 2019	Project Manager	Prime Street Advisory Company Limited	
Positions in Jakpaisan Estate Public Company Limited			
<ul style="list-style-type: none"><li>Director</li></ul>			
Number of shares and proportion of shareholding in the company (Ends January 11, 2024)		500,000 shares	
Family relationships between executives		Husband of Ms. Sunisa Jakpaisan	

Personal Information			
Name-Surname	Ms. Sunisa Jakpaisan	Age	34
Educational history/Training history			
<ul style="list-style-type: none"><li>● Master of Entrepreneurship, Royal Holloway University of London</li><li>● Bachelor of Business and Finance, Birmingham City University</li><li>● Director Certification Program (DCP) 278/2019</li><li>● Company Secretary Program 92/2018</li></ul>			
Work history in the past 5 years			
2018-Present	Director	Jakpaisan Estate Public Company Limited	
Positions in Jakpaisan Estate Public Company Limited			
<ul style="list-style-type: none"><li>● Director</li></ul>			
Number of shares and proportion of shareholding in the company (Ends January 11, 2024)		24,080,100 shares	
Family relationships between executives		<ul style="list-style-type: none"><li>● Son of Mr. Weerapan Jakpaisan</li><li>● Younger sister of Mr. Natapong Jakpaisan</li><li>● Wife of Mr. Thanaprus Chumpolkulawongse</li></ul>	

Personal Information			
Name-Surname	Ms.Prapaporn Wittayanukorn	Age	46
Educational history/Training history			
<ul style="list-style-type: none"><li>● Master of Business Administration, Ramkhamhaeng University</li><li>● Bachelor of Economics, Bangkok University</li></ul>			
Work history in the past 5 years			
2023-Present	Executive committee	Jakpaisan Estate Public Company Limited	
2023-Present	Deputy Managing Director of Sales and Marketing / Deputy Managing Director of Strategy Support Department	Jakpaisan Estate Public Company Limited	
2022-2023	Vice President of Marketing and Sales	Central Pattana Residence Public Company Limited	
2003-2022	Assistant Vice President of Marketing Department	Sansiri Public Company Limited	
Positions in Jakpaisan Estate Public Company Limited			
<ul style="list-style-type: none"><li>● Executive committee</li><li>● Deputy Managing Director of Sales and Marketing / Deputy Managing Director of Strategy Support Department</li></ul>			
Number of shares and proportion of shareholding in the company (Ends December 31, 2023)		-	
Family relationships between executives		-	



**The person assigned the highest responsibility in the accounting and finance field. Person assigned to be directly responsible for supervising accounting.**

Personal Information		
Name-Surname	Ms. Mathurin Dokchumpa	Age 31
Educational history/Training history		
<ul style="list-style-type: none"> <li>Bachelor's degree, Faculty of Business Administration Bachelor of Accounting Program Rajamangala University of Technology Thanyaburi</li> <li>The Art of CFO Leadership 2023</li> <li>Certified Public Accountant on October 8, 2020</li> </ul>		
Work history in the past 5 years		
2023-Present	Executive committee	Jakpaisan Estate Public Company Limited
2022-Present	Acting Senior Manager, Accounting and Finance Department	Jakpaisan Estate Public Company Limited
2021 - 2022	Assistant Manager, Certified Public Accountant	ANS Audit Company Limited
2014 - 2020	Assistant Certified Public Accountant	ANS Audit Company Limited
Positions in Jakpaisan Estate Public Company Limited		
<ul style="list-style-type: none"> <li>Executive committee</li> <li>Acting Senior Manager, Accounting and Finance Department</li> </ul>		
Number of shares and proportion of shareholding in the company (Ends December 31, 2023)	800 shares	
Family relationships between executives	-	

**Company Secretary**

Personal Information			
Name-Surname	Ms. Kanokkarn Tipbumrung	Age	33
Educational history/Training history			
<ul style="list-style-type: none"><li>Master's degree, Master of Business Administration Ramkhamhaeng University</li><li>Bachelor of Humanities, Ramkhamhaeng University</li></ul>			
Work history in the past 5 years			
2023-Present	<ul style="list-style-type: none"><li>Company secretary</li><li>Administrative secretary</li></ul>	Jakpaisan Estate Public Company Limited	
2019-2023	Assistant Company Secretary	Jakpaisan Estate Public Company Limited	
Positions in Jakpaisan Estate Public Company Limited			
<ul style="list-style-type: none"><li>Company secretary</li><li>Administrative secretary</li></ul>			
Number of shares and proportion of shareholding in the company (Ends on December 31, 2023)		2,000 shares	
Family relationships between executives		-	

Details of being a director or executive in the relevant company of the director, executive, and controlling person.

The person assigned the highest responsibility in the accounting and finance field. Person assigned to be directly responsible for supervising accounting and company secretary.

Name	Position	Related companies	
		1	2
1. Adm.Na Arreenich	C, ID, AC	-	-
2. Mr. Metee Sangmanee	D, ID, CAC, CNR	-	-
3. Mr. Chavapas Ongmahutmongkol	D, ID, AC, CRM	-	-
4. Mr. Weerapan Jakpaison	D, RM, NR, EC, MD	-	D, MD
5. Mr. Metha Angwatanapanich	D, RM, NR, EC	-	-
6. Mr. Panuchai Hetrakul Srinualnad	D	-	-
7. Mr. Natapong Jakpaison	D	-	-
8. Mr. Thanaprus Chumpolkulawongse	D	-	-
9. Ms. Sunisa Jakpaison	D	-	-
10. Ms.Prapaporn Wittayanukorn	EC		
11. Ms. Mathurin Dokchumpa	EC, MF ( <b>Acting</b> )	-	-
12. Ms. Kanokkarn Tipbumrung	CS	-	-

Note : C = Chairman D = Director EC= Executive Director ID = Independent Director CAC = Chairman of Audit Committee AC = Audit Committee CRM = Chairman of Risk Management Committee RM = Risk Management Committee CNR = Chairman of the Nomination and Remuneration Committee NR = Member of the Nomination and Remuneration Committee MD = Managing Director DMD = Deputy Managing Director CFO = Deputy Managing Director of Accounting and Finance MF = Accounting Manager CS = Company Secretary

#### List of related companies

<u>Company list</u>	<u>Nature of business</u>
1. M.T.S. Asset Development Co., Ltd.	Real estate development
2. Paisan Phiphat Co., Ltd.	Cleaning services and sales of cleaning tools and equipment.



**Jakpaison Estate Public Company Limited**

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**ATTACHMENT 2**

**DETAILS OF THE DIRECTORS OF THE ASSOCIATED COMPANY**

**Details about the directors of the associated company\***

List of companies	Associated company*
	M.T.S. Asset Development Co., Ltd.
1. DR. Kritcharat Hiransiri	X, ✓
2. Ms. Apsorn Hiranyasiri	✓
3. Mr. Natapong Hiranyasiri	✓
4. Mr. Kiradit Hiranyasiri	✓
5. Ms. Donlaporn Hiransiri	✓
6. Mr. Sunan Hiranyasiri	✓

**Note:** ✓ = Director X = Chairman of the Board

\* Disclosure of information equivalent to a subsidiary According to the Notification of the Securities and Exchange Commission No. 17/2551 Re: Determination of Definitions in Notifications Concerning the Issuance and Offering of Securities under Clause 1(11) in conjunction with Clause 1(13/1).



**Jakpaisean Estate Public Company Limited**

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**ATTACHMENT 3**

**DETAILS ABOUT THE HEAD OF THE INTERNAL AUDIT AND THE HEAD  
OF THE COMPANY'S OPERATIONS**

**Details about the head of the internal audit and the head of the company's operations**

Section	Details
<b>Internal auditor (Outsource)</b>	<p>Unique Advisor Co., Ltd.</p> <p>Address: 25th Floor, No. 253 Sukhumvit 21 Road (Asoke), Khlong Toei Nuea Sub-district, Watthana District, Bangkok 10110</p> <p>Tel. 02-261-9689</p> <p>Fax. 02-261-9697</p> <p>Website : www.u-advisor.com</p>
<b>Head of Internal Audit</b>	Mr. Kosol Yamleemoon
<b>Educational qualifications</b>	<p>Master of Science Business Information Technology Chulalongkorn University</p> <p>Bachelor's degree in Accounting and Banking Thammasat University</p>
<b>Diploma/Certificate</b>	<ul style="list-style-type: none"> <li>● Certified Public Accountant (CPA) , The Federation of Accounting Professions (FAP)</li> <li>● Certified Internal Auditor (CIA) , The Institute of Internal Auditors (IIA)</li> <li>● Certified Financial Services Auditor (CFSa) , The Institute of Internal Auditors (IIA)</li> </ul>
<b>work experience</b>	<p><u>Auditing, Internal Auditing and Business Consulting</u></p> <p>2013- Present      Managing Director, Unique Advisor Co., Ltd.</p> <p>2002-2013          Director, Grant Thornton Co., Ltd.</p> <p>2001-2002          International Audit Manager (Secondment Program)</p> <p>                         Grant Thornton LLP, Seattle Office, USA</p> <p>2000-2001          Senior Manager, Grant Thornton Co., Ltd.</p> <p>1995-1999          Senior Manager, PricewaterhouseCoopers, ABAS Company Limited</p> <p>1994-1995          Senior Manager Accounting and Finance</p> <p>                         Distar Electric Corporation Public Company Limited</p> <p>1992-1994          Assistant Auditor, SGV Na Thalang Office Company Limited</p>
<b>Related training</b>	<p><u>Federation of Accounting Professions (FAP)</u></p> <ul style="list-style-type: none"> <li>● Financial Reporting Standards Course Accounting Standards Audit (continuing course)</li> <li>● Internal Audit Training Course (Continuous course)</li> <li>● Writing an Auditor's Report (Continuing Course)</li> <li>● COSO 2013 (2014)</li> <li>● Taxation course and tax planning</li> <li>● Information Technology Audit</li> </ul>

Section	Details
	<p><u>Association of Internal Auditors</u></p> <ul style="list-style-type: none"> <li>● IIA Thailand Annual Conference (2014-2015)</li> <li>● IA Clinic</li> </ul> <p><u>Association of Thai Securities Companies</u></p> <ul style="list-style-type: none"> <li>● Financial Advisor Course (2015)</li> <li>● Internal control system for companies submitting IPOs (2015)</li> </ul> <p><u>Kasetsart University</u></p> <ul style="list-style-type: none"> <li>● Certificate for Business Advisor CBAKU#14 (2013))</li> <li>● Certificate in real estate business entrepreneurs (Certificate of Real Estate Entrepreneur (CRE-KU) (2014))</li> </ul> <p><u>Association of Tax Auditors</u></p> <ul style="list-style-type: none"> <li>● Certificate in Tax Planning (Pro Tax Planning (2012 -2013))</li> </ul> <p><u>Other training</u></p> <ul style="list-style-type: none"> <li>● International training in auditing (International Audit Training)Risk Based Audit</li> <li>● Audit process and use of audit software (Audit Methodology and Software Tools)</li> <li>● Enterprise-wide Risk Management Course (Advanced COSO ERM)</li> <li>● Management course and other marketing management (Soft skill and Marketing courses)</li> </ul>





**Jakpaison Estate Public Company Limited**

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**ATTACHMENT 4**  
**ASSETS FOR BUSINESS UNDERTAKING AND DETAILS OF ASSET APPRAISAL**

**Details of assets used in business and asset appraisal.**

The Company has investment properties, namely land and commercial buildings that the Company Held for profit from rental income As of December 31, 2023, the Company's book value of investment properties after deducting accumulated depreciation is equal to 87.11 million baht. Details of investment properties are as follows:

	Types of Investment Property	Value by net account (Baht)	Proprietary	Obligation
Jakpaison Estate Public Company Limited				
1	Land on which commercial buildings are located for rent 1.1 Title deed no. 31504, area 21.20 square wa, located on the end of Banthat road. Pak Prieu Subdistrict Mueang Saraburi District Saraburi 1.2 Title deed no. 31505, area 21.20 square wa, located on the end of the line road. Pak Prieu Subdistrict Mueang Saraburi District Saraburi	3,377,150	JAK.  JAK.	as collateral for overdrafts with Kasikorn Bank, Rangsit branch
	1.3 Title Deed No. 192250, Commercial Building, Chakpaison 18 Project, area 18.00 square wa, Sriracha District, Chonburi Province.	121,279	JAK.	-
	1.4 Title Deed No. 192285, Commercial Building, Chakpaison 18 Project, area 18.00 square wa, Sriracha District, Chonburi Province.	121,279	JAK.	-
2	Land, building, car park for rent Title deed no. 15769, area 94.00 square wa, Phaholyothin Road, Nong Khae Sub-district, Nong Khae District, Saraburi Province	966,567	JAK.	-
3	Land for rent, title deed number 26931, area 29 rai 1 ngan 72 square wa, Muak Lek District. Saraburi	79,461,000	JAK.	as collateral for overdrafts with Bangkok Bank, Rangsit branch
4	Commercial building, 2 booths, area 42.40 square wa, No. 116/27-28, next to the road at the end of the line. Pak Prieu Subdistrict Mueang Saraburi District Saraburi	744,680	JAK.	as collateral for overdrafts with Kasikorn Bank, Rangsit branch
5	Parking garage building with accommodation, area 94.00 square wa, No. 138/17-18, Nong Khae Sub-district, Nong Khae District, Saraburi Province	119,192	JAK.	-
6	Commercial building, 2 booths, Chak Phaisan 18 Project, total area 39.00 square wa, Sriracha District, Chonburi Province.	2,195,931	JAK.	-
	<b>Total</b>	<b>87,107,078</b>		

**Intangible assets used in business operations**

The company has intangible assets as of December 31, 2023, equal to 172,612 baht. Such items include the right to use computer programs that the company uses to conduct business in the amount of 73,286 baht and royalty fees for the Café Amazon coffee shop in the amount of 99,326 baht.



**Jakpaison Estate Public Company Limited**

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**ATTACHMENT 5**  
**CORPORATE GOVERNANCE POLICY AND PRACTICE**  
**AND BUSINESS CODE OF CONDUCT**

## **Corporate Governance Policy and Practice**

Jakpaison Estate Public Company Limited has established a corporate governance policy in accordance with the Corporate Governance Code (CG Code) Year 2017 of the Stock Exchange of Thailand and the Securities and Exchange Commission to achieve good and efficient management, be transparent and create fairness for all stakeholders, and to enable the business to have good, valuable, and sustainable long-term performance.

The company has established a good corporate governance policy and a business ethics handbook in written form, which cover various aspects of work. The company provides a review of the good corporate governance policy and business ethics handbook annually to be consistent and up-to-date with the operations of the company. The company's practice consists of the following 8 principles:

Principle 1: Recognizing the roles and responsibilities of the Board of Directors as the leader of an organization that creates sustainable value for the business.

Principle 2: Establishing the objectives and primary goals of a sustainable business.

Principle 3: Enhancing the effectiveness of the directors.

Principle 4: Executive recruitment and development, as well as personnel management

Principle 5: Promoting innovation and responsible business operations.

Principle 6: Ensuring that risk management and internal control systems are appropriate.

Principle 7: Maintaining financial credibility and disclosure of information

Principle 8: Supporting the participation and communication with shareholders.

### **Principle 1: Recognizing the roles and responsibilities of the Board of Directors as the leader of an organization that creates sustainable value for the business.**

- 1.1. The Board of Directors understands their roles and is aware of their responsibilities in performing their duties for the best interests of the company and all stakeholders. The Company has clearly separate duties and responsibilities for the Board of Directors and the Management and specifies it clearly in the Charter of the Board of Directors. The Board of Directors will be the ones who determine the policy and oversee the systems of the company to ensure that all such systems work in accordance with the policy. The Board of Directors understands its role and recognizes its own responsibility as a leader to oversee the organization's good governance covering the formulation of objectives and goals, strategy, and policies, as well as allocating important resources to achieve objectives and targets, monitoring, evaluating, and overseeing the performance reporting of the company to be in accordance with the objectives and goals.
- 1.2. The Board of Directors shall oversee the business to create sustainable value for the company by ensuring that the company has the ability to compete in order to have good operating results through consideration of long-term impact. Businesses must operate ethically, respecting the rights and responsibilities of shareholders and stakeholders, be beneficial to society and develop or reduce their negative impact on the environment, and be adaptable in the face of changing circumstances. In addition, the Board of Directors is responsible for

supervising and encouraging executives and employees to operate in accordance with the company's policy guidelines.

- 1.3. The Board of Directors is responsible for overseeing to ensure that all directors and executives perform their duties responsibly, carefully, and honestly for the organization and overseeing the operation to be in accordance with the laws, regulations, and resolutions of the shareholders' meeting according to the Securities and Exchange Act, B.E. 2535 (1992).
- 1.4. The duties and responsibilities of the Board of Directors are set with the scope and assignment of duties to various departments clearly in mind. That means the company has prepared a charter of the Board of Directors and various committees in writing that specifies the duties and responsibilities, structure, term of office or vacation of office as a framework for the performance of duties of all members of the Board of Directors. The charter is also regularly reviewed to ensure it is consistent with the direction of the organization.

**Principle 2: Establishing the objectives and primary goals of a sustainable business.**

- 2.1. The Board of Directors has determined the main objectives and goals for sustainable business, and the objectives and goals shall be consistent with creating value for the entire business, all stakeholders, and society sustainably. The Board of Directors will oversee the company's objectives as well as a business strategy that is clear, appropriate, and consistent with the main goals of the business. This can be used as a key guideline to define a business model and communicate with everyone in the organization to drive in the same direction, which has already been put into the company's vision, mission, and corporate values. Furthermore, the Board of Directors will encourage the enhancement of the objectives and goals of the organization as the main decision-making and operation of the company's personnel.
- 2.2. The Board of Directors oversees in order to ensure that there is regular monitoring and evaluation of performance and to ensure that the objectives, goals, and strategy of the company are consistent with the achievement of its objectives. The company operates a real estate development business such as housing and condominiums projects. The company also operates businesses related to land development. To create stability for the company in the long run, the company has a goal of growing steadily and sustainably in the real estate development business in order to build confidence for all stakeholders, as can be seen from the company's vision and mission.

**Vision**

Be the leader in the field of the first residences for middle-to-lower class people in the Bangkok metropolitan area, Saraburi, and the eastern region.

### Mission

1. Build a “Top of Mind” brand in housing for first-residence buyers with excellent service both before and after the sale to create word of mouth and online publicity for the company to be widely known.
2. Develop housing to be the best value by designing products to be beautiful, modern, and manage the living space with high utilization at an affordable price.
3. Focus on operational excellence by developing technology to manage cost and quality in construction.
4. Focus on sustainable growth by upholding the interests of all stakeholders.

### **Principle 3: Enhancing the effectiveness of the directors.**

- 3.1. The Board of Directors determines and reviews the structure of the board of directors, including the composition and proportion of independent directors, as appropriate and necessary for the organization to achieve its objectives and main goals.
- 3.2. The Board of Directors selects an appropriate person to be the chairman of the board and ensures that the composition and performance of the board facilitate independent decision-making.
- 3.3. The Board of Directors oversees the recruitment and selection of directors with a transparent process and clarity in order to obtain members of the Board of Directors with specified qualifications.
- 3.4. The proposal for the board of directors' remuneration shall be approved by the shareholders. The Board should consider the remuneration structure to be appropriate for its responsibilities and incentivize the Board of Directors to lead the organization to achieve both short-term and long-term goals for the company.
- 3.5. The Board of Directors ensures that all directors are responsible for their performance and allocate enough time to the company's operation.
- 3.6. The Board of Directors oversees that there is a framework and mechanism for overseeing the policies and operations of the company and other businesses in which it has invested significantly at an appropriate level for each business, including companies and other businesses that the company has invested in, in order to have the same understanding.
- 3.7. The Board of Directors should provide an annual performance evaluation of the board of directors, sub-committees, and individual directors. The evaluation results should be used for further performance development.
- 3.8. The Board of Directors should supervise the members of the Board of Directors and each individual director to ensure that they understand their roles and responsibilities, the nature of business, and the laws governing business operations, and to encourage all directors to improve their skills and knowledge in order to perform their duties on a regular basis.
- 3.9. The Board of Directors should ensure that the operation of the Board of Directors is in order, has access to necessary information, and there must be a company secretary who has the necessary and appropriate

knowledge and experience to support the work of the Board of Directors and must always be aware that shareholders, investors, and regulatory authorities pay close attention to the roles and responsibilities of the Board of Directors, which is considered the representative of the shareholders. Therefore, the company focuses on the selection and appointment of qualified directors and sub-committees that can help strengthen the company in the long run.

The company has established criteria and guidelines for selecting and nominating directors by assigning the Nomination and Remuneration Committee to determine the remuneration and qualifications of different groups of committees and focus on a variety of qualifications in terms of skills, experience, and abilities that are beneficial to the company, as well as determining that the nomination process must be transparent to create confidence for shareholders and outsiders. The list of the Board of Directors has been disclosed on the company's website. The structure, roles, duties, and responsibilities of the Board of Directors are as follows:

#### **Structure of the Board of Directors**

- **Composition**

1. The Board of Directors consists of at least 5 members.
2. The shareholders' meeting is responsible for appointing and removing the board by using a majority of votes in accordance with the established rules and procedures.
3. The Board of Directors has independent directors, at least one third of the total number of directors, and there must be at least 3 independent directors.
4. Not less than half of the total number of directors must reside in the country, and not less than half of the total number of directors must have Thai nationality.
5. Directors of the company may or may not be shareholders in the company.

- **Qualifications of the Board of Directors**

1. The company's directors must be natural persons and have reached the age of majority. The persons to be appointed as directors of the company will be selected through the selection process of the Nomination and Remuneration Committee, which will consider the selection according to the qualifications under Section 68 of the Public Limited Companies Act B.E. 2535 (1992) and according to the announcement of the Securities and Exchange Commission and/or relevant laws.
2. The company's directors can hold director positions in other registered companies, but this should not exceed 5 companies, under the condition that being a director of other registered companies must not hinder the performance of a director of the company and must be in line with the guidelines of the Stock Exchange of Thailand.
3. The company's directors must have knowledge, abilities, and experience that are beneficial to business operations and have the intention and ethics to run the business.



4. The company's directors must be able to exercise direct and independent discretion from management and any other interested parties.
5. The company's directors must be able to devote enough time to the company and pay attention to the performance of their duties according to their assigned responsibilities.
6. The company's directors must not engage in business of the same nature and in competition with the company's business, or become partners in an ordinary partnership, or be partners with unlimited liability in a limited partnership, or be a director of a private company or other company operating a business of the same nature, and it is in competition with the business of the company, whether it is for one's own benefit or for the benefit of others, unless notified to the shareholders' meeting prior to the resolution of appointment.
7. In addition, the company's directors must not have any prohibited characteristics under the Securities and Exchange Act or in accordance with the rules prescribed by the SEC Office, as well as not have any characteristics showing a lack of suitability to be entrusted with the management of a business whose shareholder is a public company limited.

● **Holding a position**

1. The Board of Directors shall elect and appoint a director to be the Chairman of the Board. In the event that the Board of Directors deems it appropriate, one or more directors may be elected as Vice Chairman of the Board. The Vice Chairman has responsibilities in line with the rules that the Chairman set for the business that he or she is in charge of.
2. At each annual general meeting, one-third of the directors must resign. The director who has been in office the longest will be the first to leave. Directors who are retired by rotation may be re-elected to hold the position again.
3. The shareholders' meeting may pass a resolution to remove any director from office prior to the end of his/her term by a vote of not less than three-fourths of the total number of shareholders attending the meeting and having the right to vote, and holding shares of not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.
4. If the director's position becomes vacant for other reasons than retirement by rotation, the Board of Directors shall elect a qualified person who does not have any prohibited characteristics under the law on public limited companies and the law on securities and stock exchange to replace the director at the next board of directors' meeting unless the remaining term of that director is less than 2 months. In this regard, the person who replaces him/her can only hold the position of director for the remaining term of the director whom he replaces. The above resolutions of the Board of Directors must consist of votes of not less than three-fourths of the remaining directors.

## **Performance of the Board of Directors**

### Determination of the Company's vision, mission, goals, strategies and policies

The company's business operation is the development of residential real estate both vertically and horizontally in Bangkok and surrounding areas, as well as the Eastern Region. The company's target customers are those who are looking for their first residence and those who want to change from renting to buying a residence. The company focuses on functional design, construction quality, and creating a quality society that is family-friendly.

### Determination of the scope of duties and powers of the management

The Board of Directors also has a role to play in determining the clear scope of duties and powers of the management and evaluating the performance of the management, which should be defined as clear and concrete criteria and indicators. The board should communicate the expectations to management and the results in a clear and straightforward manner.

However, the delegation of powers under the specified scope of powers and duties must not be in the form of giving power to the said management to consider and approve transactions that may have an interest or other conflicts of interest with the company or its subsidiaries (if any), except for the approval of transactions that are in accordance with the policies and rules considered and approved by the Board of Directors.

### Appointment of Sub-Committees

The Board of Directors may consider appointing sub-committees as appropriate based on the size and business conditions of the organization in order to help alleviate the burden of the Board of Directors. If a review or detailed consideration is required in the sub-committee appointment, the Board of Directors should clearly define the sub-committee's objectives, duties, responsibilities, and powers. In order to enable the sub-committee to work effectively and efficiently, the Board of Directors should require management to provide both information and personnel support to the sub-committees, including permission to contact or seek advice from outsourced parties as reasonable at the expense of the company.

However, the delegation of powers under the specified scope of powers and duties must not be in the form of giving power to a sub-committee to consider and approve transactions that may have an interest or other conflicts of interest with the company or its subsidiaries (if any), except for the approval of transactions that are in accordance with the policies and rules considered and approved by the Board of Directors.

The Board of Directors should require all sub-committees to prepare a performance report of the sub-committees and present it to the Board of Directors on a regular basis for regular follow-up on the assigned activities.

### The Board of Directors Evaluation

The company will arrange an evaluation at the board of directors' meeting annually whereby all directors of the company will make an assessment for the past year and collect information to inform the board of directors of the results at the next year's board of directors' meeting. The company provides a self-assessment form for the Board of Directors to allow all directors to assess their roles and effectiveness in the overall management and corporate governance of the Board of Directors.

#### The Board of Directors' Training Development

1. When a new director takes office as a director, the company secretary will be the coordinator to arrange a meeting between the new directors and the management to keep the new director informed of company-related information.
2. A business establishment tour is arranged.
3. The company focuses on the training of the board of directors. The company secretary will present to the Managing Director to set a budget for the training and when there are courses that are important and will benefit the directors, such as development courses for company directors and committees organized by the Thai Institute of Directors Association, and arrange for the Board of Directors to attend training as necessary and appropriate.

#### **Principle 4: Recruiting and developing the ability of executives and personnel management.**

- 4.1. The Board of Directors proceeds to ensure that the President and senior executives are recruited and developed to have the necessary skills, knowledge, experience, and attributes to drive the organization to achieve the company's objective.
- 4.2. The Board of Directors ensures that the evaluation and remuneration structure is set appropriately.
- 4.3. The Board of Directors should understand the structure and relationship of shareholders that may affect the management and operations of the business.
- 4.4. The board should monitor the management and personnel development to have the appropriate knowledge, skills, experience, and motivation.

The Nomination and Consideration Committee is assigned by the Board of Directors to have the power to set qualifications for recruiting and appointing the company's executives. The criterion for recruiting executives is that managerial competencies include leadership skills, strategic management skills, project management skills, risk management skills, and business administration skills. Role-based competence is the knowledge, skills, and attributes that managers need to perform their duties to achieve goals, such as data analysis skills, design skills, planning and management skills, etc.

In addition, the Nomination Committee also determines the remuneration structure where the remuneration of the executives allocated by the company is also in the form of monetary compensation such as salary, bonuses, and in the form of an evaluation at the Board of Directors' meetings on a regular basis every year. All directors are required to conduct an assessment for the previous year and gather information to inform the results to be presented to the Board of Directors at the following year's Board of Directors meeting. The company prepares the Board of Directors' self-assessment form for all directors to assess their own roles and effectiveness in the overall management and corporate governance of the Board of Directors. In addition, at the end of the year, there will also be an evaluation of the employees according to the established assessment criteria in order to obtain results that are consistent with their performance and in line with the company's goals. Concerning the development of the Board of Directors and employees, the company

supports training, both in-house and outsourced. The company has set a budget for training. When there is a training course that is considered important and useful, the company will send executives and employees to the training at the expense of the company.

**Principle 5: Promoting innovation and responsible business operations.**

- 5.1. The Board of Directors focuses on and supports the creation of innovations that create value for the business while creating benefits for customers or related parties and being responsible for society and the environment.
- 5.2. The Board of Directors monitors the management to operate the business with social and environmental responsibility, and this is reflected in the action plan to ensure that all departments of the organization operate in accordance with the objectives, main goals, and strategic plans of the business.
- 5.3. The Board of Directors monitors the management to allocate and manage resources efficiently and effectively, taking into account impacts and resource development to enable the company to achieve its objectives and main goals sustainably.
- 5.4. The Board of Directors has established a framework for governance and management of information technology at the organizational level to be in line with the business's requirements, as well as to ensure that information technology is used to increase business opportunities and develop operations as well as risk management to enable the company to achieve its main objectives and goals. Due to the Company's business is a collaboration with many stakeholders, the management of interests must be performed carefully and the company must try to maintain fairness to all parties by strictly following the relevant laws to protect the rights of the stakeholders, namely, shareholders, employees, executives, business partners, customers, creditors, as well as society as a whole.

The company focuses on fairness and integrity with other stakeholders without unfair discrimination against anyone. They do not use judgment or personal relationships to judge anyone and provide equal opportunities without distinction of race, nationality, religion, or gender. The company realizes its responsibility to society and the community and considers its main mission to be to create projects and activities that are beneficial to social and community development. The company has formulated the following guidelines for all stakeholders:

**Shareholders**

The company is committed to developing its business to grow, be competitive in the long run, and share profit with the shareholders appropriately, including by presenting information to shareholders accurately, completely, transparently, timely, and equitably.

### Employees

The company will treat employees equally and fairly by using a performance evaluation system both individually and by department in order to reflect the actual performance results in all aspects. Employee training is also planned in order to support and promote work more efficiently and fair remuneration consideration including the company, as well as establish a provident fund for employees and various welfare, taking care of safety and good hygiene in the workplace as follows.

- Recruit competent employees within the Company to be promoted to higher positions before recruiting the outsider. If it is necessary to recruit employees from outside the company, the company will focus on recruiting and selecting employees with knowledge and abilities and a good attitude towards the organization to work for the company as necessary and appropriate for each department, taking into account the maximum use of human resources.
- Promote employees' career progress by defining employee development directions clearly and supervising employees at all levels to be systematically and continually developed according to the said direction so that they can perform their current duties with efficiency and with the readiness to be responsible for the work in a higher position in the future.
- Manage wages, salaries, and benefits to be fair and equal to leading companies and always be appropriate to the current conditions, taking into consideration employees' knowledge, abilities, performance, and potential for salary advancement and promotion.
- Promote teamwork to have the employees to cooperate to each other as if they were members of the same family, which is considered an important corporate culture of the Company by which the Company has established following guidelines as follows:

### Recruitment Process

The company has clearly defined the qualifications of employees according to their job characteristics and will not use the differences in race, color, gender, religion, nationality, background of the person, political opinions, and age as factors in consideration and determines employment by selecting qualified candidates according to the selection process in accordance with the established methods. In addition, if there are vacancies or new positions available, the company has a policy of recruiting suitable personnel from its employees first before recruiting outsiders from outside personnel. Unless there is no suitable person within the company, the company will select and hire an outsider. The company will recruit and select employees who have the knowledge, abilities, and good attitudes to work with the organization to work with the company as necessary and determine the suitability of each department, taking into account the maximum use of human resources.

#### Personnel Development Training

The company realizes the importance of personnel development at all levels. There is a policy to develop employees to improve their skills and increase their potential and the ability of employees by supporting both training arrangements for employees and encouraging employees to train from outside. The company is committed to developing and enhancing the knowledge of employees, including encouraging the building of good relationships among employees in the organization for work efficiency.

#### Work Remuneration

The company provides fair employment conditions for employees and allows employees to receive appropriate remuneration according to their potential, position, duties, and responsibilities, consistent with the results of operating the company both in the short term and the long term. In addition to the monthly salary that employees receive, at the end of the year, the company will set clear work goals with employees by assessing the work of individuals and departments. The scores will be used to calculate salary increases and the payment of annual special compensation (bonus) and other benefits are also provided to employees.

#### Health and Safety at Work

The company provides a working system by focusing on safety and hygiene in the workplace appropriately, such as safety at the construction site of the project, a clean workplace to ensure safety from possible danger.

#### Customers

The company cares for and is responsible for the customers, and provides service to customers who are enthusiastic, ready to provide service, and welcome customers with sincerity, willingness, intention, and care to ensure that customers receive accurate information about the company's products, provides service in a timely manner with accuracy and reliability, focuses on keeping confidential information about customers and does not use such information for their own benefit or for the benefit of those who are wrongfully involved. The company also recognizes the importance of consumers' basic rights, such as the production of quality housing and after-sales service that meet the needs of consumers in order to create maximum satisfaction.

#### Competitor

The company is attached to the principles of fair competition and does not use any dishonest methods to destroy competitors to ensure fair competition.

#### Debtors

The company complies with the agreement and related law to repay the debts to creditors who facilitate loans to the company.

#### Society

The company focuses on environmental and social responsibility as well as supports activities to contribute to society on appropriate occasions as per the company's corporate social responsibility (CSR) and will not involve human rights violations, not infringe any intellectual property, and will provide care in keep being environmentally friendly as well as maintain the environment in the workplace to be safe for the life and property of employees at all times.

#### Whistleblowing or complaints

The company has measures to take care of all stakeholders to ensure that they can file complaints with the company through various channels in order to increase efficiency in taking care of all stakeholders through the following channels:

Letter: To the Audit Committee or Managing Director or Company Secretary

Jakpaisan Estate Public Company Limited

153/3, Village No. 6, Bang Phun Sub-district

Mueang Pathum Thani District, Pathum Thani Province 12000

E-mail: [support@jakpaisanestate.com](mailto:support@jakpaisanestate.com)

Employees are eligible to file a complaint or make suggestions to the Board of Directors and executives directly via email in the company's internal system or communication box within the organization for direct communication with the management.

#### Communication channel

The Board of Directors assigns the management of the company to oversee the communication and disclosure of information accurately, completely, and timely to investors and other stakeholders by using a variety of media such as published documents, newspapers, and websites and e-mail media that can transmit information accurately and quickly.

#### Information Technology Management

The company has managed its database in the form of NAS, which is a system to store the internal information of the company with security, can keep an access log, and suspend access to data. The NAS system can retrieve data whenever or anywhere. This will enable the work in the company to be performed continuously and reduce risk in the operation, such as data loss.

#### **Principle 6: Ensuring that risk management and internal control systems are appropriate.**

- 6.1. The Board of Directors will ensure that the company has a risk management system and internal controls that can achieve its objectives effectively and that they comply with relevant laws and standards.
- 6.2. The Board of Directors has established an audit committee that can perform its duties efficiently and independently.
- 6.3. The Board of Directors monitors and manages conflicts of interest that may arise between the company and the management, the board of directors, or shareholders, including the prevention of misuse of assets, information about the company's opportunities, and transactions with those who have an improper relationship with the company.
- 6.4. The Board of Directors ensures that there is the establishment of clear anti-corruption policies and guidelines that are communicated to all levels of the organization and to outsiders in order to be able to be used in real life.

- 6.5. The Board of Directors ensures that the business has a mechanism for receiving complaints and taking action in the case of whistleblowing.

The company assures investors by disclosing the company's important information accurately, completely, timely, transparently, and equally in terms of financial information and operating results. Other relevant information is handled by the company's rules, regulations, and practices in order to prevent company secrets from leaking to competitors according to the regulations of the Securities and Exchange Commission (SEC) and the regulations of the Stock Exchange of Thailand to help shareholders, customers, and interested parties have easy access to information equally and be reliable.

#### Financial Reporting

The Board of Directors is responsible for the preparation of the company's consolidated financial reports and information presented to shareholders, overseeing the quality of the financial reports and the company's consolidated financial statements, preparing the financial statements to be in accordance with accounting standards that are generally accepted and to be audited by qualified and independent auditors as required by regulatory agencies, supervising the company to choose the appropriate accounting policies and implement them regularly, ensuring that the consolidated financial report of the company is accurate and complete and the disclosure of important information sufficiently, completely, reasonably, and reliably.

The Board of Directors has appointed independent directors as an audit committee responsible for reviewing the company in order to ensure that it has accurate, clear, and timely financial reports. There is an appropriate and effective internal control and internal audit system as well as considering the compliance with various laws and regulations of the company and considering the disclosure of information accurately, clearly, transparently, and in a timely manner in accordance with the regulations of a listed company. In the event that there is a connected transaction or a transaction that may cause a conflict of interest, the company will present it to the Audit Committee to consider its appropriateness and reasonableness before proceeding to the next step.

#### Risk Management

The Board of Directors establishes a Risk Management Committee to consider and propose policies, plans and operational results according to the plans. The Board of Directors considers a risk management policy to cover all departments in the company and cover risk factors related to vision, goals, business strategies, finances, production, and other operations, including considering the likelihood and severity of the impact, establishing clear corrective measures and responsible persons, as well as setting up measures for reporting and monitoring.

#### Internal Control

The Board of Directors ensures that the company has an internal control system that covers all aspects of financial, operations, and work performance to be in accordance with relevant laws, rules, and regulations and establishes a mechanism of checks and balances that is effective enough to protect and supervise the investments of shareholders and the company's assets.



In addition, the company has hired Unique Advisor Company Limited, which is an independent internal audit unit, to support the internal audit operations of the company to be more efficient and effective.

#### Director's transaction

- The company has set a policy for directors to disclose the report on every purchase - sale of shares and the holding of the company's securities.
- The company has set a policy for directors to report their interests to the Audit Committee.
- The Company has set a policy that important intercompany reports must be approved by the Audit Committee.

#### Mechanisms for Receiving Complaints and Handling

In order to continuously maintain standards of compliance with good corporate governance principles, guidelines are set as follows:

- Complaint Receiving

Audit Committee (AC), the Managing Director or the Company's secretary are responsible to receive complaints and submit the received complaint to the Complaint Coordinator for further action.

- Coordination of Complaints

The complaint coordinator in the internal audit unit or the person appointed by the Audit Committee is responsible for collecting information, considering the sufficiency of the preliminary evidence and submitting the complaints that have been considered to the complaint auditor as well as keeping a record of the progress and conclusions.

In the event of a complicated complaint in which many departments are involved, the Managing Director shall appoint an investigation committee in a specific case to investigate such complaints. The said investigation committee must be approved by the Audit Committee.

- Investigation

The investigator of the complaint will depend on the complaint issue. In this case, the complaint coordinator and/or the investigator examine the preliminary evidence and if it is revealed that the complaint may have a significant impact on the reputation, business operations, and/or financial position of the company, the complaint coordinator who encounters or investigates the complaint must immediately report the matter to the Managing Director for further consideration.

- Notice of results and information storage

The Complaint Coordinator is responsible for reporting and summarizing complaints to the whistleblower as necessary and appropriate, and for recording the complaints in order to be used as a guideline for further preventive actions.

**Principle 7: Maintaining financial credibility and information disclosure.**

- 7.1. The Board of Directors is responsible for ensuring that the financial reporting and disclosure systems are accurate, sufficient, timely and in accordance with relevant rules, standards, and guidelines.
- 7.2. The Board of Directors should monitor the sufficiency of financial liquidity and debt repayment capability.
- 7.3. In the event that the business faces financial difficulties or is likely to face difficulties, the Board of Directors should ensure that the business has a plan to resolve the issue or has other mechanisms to resolve the financial issue, taking into account the rights of stakeholders.
- 7.4. The Board of Directors should consider preparing a sustainability report as appropriate.
- 7.5. The Board of Directors has overseen the management to have a unit or person responsible for investor relations to communicate with shareholders and other stakeholders.
- 7.6. The Board of Directors should promote the use of information technology in information publication.

**Investor Relations**

The company has assigned a person who is responsible for providing services and disseminating information, news and movements about the company that is beneficial to all groups of related parties, namely, employees, shareholders, customers, business partners, creditors, equally, fairly and thoroughly via diverse communication activities. Therefore, the Board of Directors has established the Investor Relations Code of Conduct as a guideline for the Company's operations and helps promote the Company's investor relations operations to be ethical and consistent with the principles of corporate governance by focusing on the disclosure of information and strictly complying with relevant laws and regulations and the interests of shareholders and all stakeholders.

**Channel to communicate with investor relations**

Ms. Kanokkarn Tipbumrung

Jakpaisarn Estate Public Company Limited

Address: 153/3, Village No. 6, Bang Phun Sub-district, Mueang Pathum Thani District,  
Pathum Thani Province 12000

Email: support@jakpaisanestate.com

Website: www.jakpaisanestate.com

**Principle 8: Supporting the participation and communication with shareholders.**

- 8.1. The Board of Directors oversees to ensure that shareholders are involved in making decisions on important matters of the Company.
- 8.2. The Board of Directors oversees to ensure that the operations on the shareholders' meeting date are orderly, transparent, and efficient and the shareholders are able to exercise their rights accordingly.
- 8.3. The committee oversees to ensure that there is a disclosure of the meeting resolutions and the preparation of the minutes of the shareholders' meeting accurately and completely.

### The shareholders' basic rights

The company well realizes the importance of shareholders; therefore, the company focuses on the importance and respects the rights and equality of all shareholders with fairness as stipulated in the company's Articles of Association and other relevant laws. The basic rights that shareholders will receive equally consist of the following: the right to attend the shareholders' meeting; the right to appoint another person to attend the meeting and vote on his/her behalf; the right to propose an additional agenda; the right to propose a person to be a director; the right to vote for the election or removal of individual directors; the right to receive an equal share of profits and dividends; the right to express opinions and ask questions at the shareholders' meeting; and the right to receive information sufficiently, timely, and equally. The company also makes it easier for shareholders to exercise their right to attend meetings and vote fully. In addition, the company will promptly disclose information to the shareholders if there is any event that has a material impact on the company or other shareholders. The Company closely monitors the implementation of the said policy and other rules required by law in order to protect the rights of shareholders as determined by the company's Board of Directors.

### Shareholder Meeting

1. In organizing the general meeting of shareholders, the company will determine the date, time, and place that are suitable to facilitate all shareholders' equal attendance at the meeting. The meeting will begin at an appropriate time and convenient for the meeting attendance, and all shareholders can send a power of attorney to the company in advance to verify the correctness before the meeting date. In addition, the company will select a meeting place that is convenient for attending the shareholders' meeting.
2. The company sends the meeting invitation letter together with sufficient information supporting the meeting according to the various agendas, specifying the objectives and reasons as well as the opinion of the Board of Directors on every agenda to the shareholders, in order to enable the shareholders to study the information completely before attending the meeting. The company will send the meeting invitation letter together with the meeting information for various agendas well in advance of the shareholders' meeting date according to the period prescribed by law, announcement, or relevant regulations. On the day of the meeting, the company arranges for officers and representatives of the legal advisor to verify the accuracy and completeness of the proxy form and supporting documents, such as a copy of the identification card, a copy of a passport, or a government official card in the case of a natural person, and company certificate, copy of the director's card authorized to bind the company in the case of a juristic person.
3. The company encourages the board of directors and the chairman of all sub-committees to attend the meeting and have the chairman of the board act as the chairman of the meeting. There are also executives of the company, an external auditor or representative, legal advisor or representatives attending the meeting to listen to opinions and answer questions from shareholders in unison.

4. At the meeting of shareholders, the shareholders will be informed of the number and proportion of shareholders attending the meeting, both in person and by proxy, to acknowledge the quorum as prescribed by law before the commencement of the meeting. In addition, the meeting moderator will explain the meeting, voting, and vote counting methods on each agenda. The meeting will consider and vote according to the specified agenda without changing any important information or adding the agenda to the meeting suddenly and will give shareholders an opportunity to have equal rights to inspect the company's operations, make inquiries, express opinions and suggestions. In this regard, relevant directors and executives will attend the shareholders' meeting in order to answer questions at the meeting as well.
5. The minutes of the meeting shall be complete, accurate, timely, transparent, and record significant questions and opinions in the minutes of the meeting for shareholders so that they can be inspected later.
6. The company increases the convenience for shareholders to receive dividends by transferring money into a bank account (if dividends are paid) to facilitate shareholders' receiving dividends on time and prevent problems with damaged, lost, or delayed checks.
7. The company encourages and supports shareholders to exercise their rights in various areas and does not commit any action that is in violation of their rights or deprives their fundamental rights.

#### Responsibilities to Shareholders

The Board of Directors is responsible for ensuring that executives and employees work honestly, focusing on duty and responsibility for the results of their work to build trust among shareholders and ensure that any action is performed with fairness, taking into account the best interests of both major and minor shareholders. In addition, shareholders can exercise their right to protect their own interests, whether by expressing their opinions, feedback and voting to jointly make decisions on various important changes, including the election of the Board of Directors and the determination of directors' remuneration, profit allocation and dividend payment, including the appointment and determination of the auditor's remuneration at the shareholders' meeting. The company must disclose factual, accurate, and complete information, and the said information must be able to be inspected.

The Company has disclosed Business Code of Conduct and the charter of the committee and the charter of the sub-committees as shown in the Company's website ([www.jakpaisanestate.com](http://www.jakpaisanestate.com)) under "Good Corporate Governance".

Business Code of Conduct	<a href="https://www.jakpaisanestate.com/images/download/1593596987_d_1.pdf">https://www.jakpaisanestate.com/images/download/1593596987_d_1.pdf</a>
charter of the committee	<a href="https://www.jakpaisanestate.com/images/download/1710819141_d_1.pdf">https://www.jakpaisanestate.com/images/download/1710819141_d_1.pdf</a>
charter of the sub-committees	<a href="https://www.jakpaisanestate.com/images/download/1710819268_d_1.pdf">https://www.jakpaisanestate.com/images/download/1710819268_d_1.pdf</a> <a href="https://www.jakpaisanestate.com/images/download/1710819268_d_2.pdf">https://www.jakpaisanestate.com/images/download/1710819268_d_2.pdf</a> <a href="https://www.jakpaisanestate.com/images/download/1710819400_d_1.pdf">https://www.jakpaisanestate.com/images/download/1710819400_d_1.pdf</a> <a href="https://www.jakpaisanestate.com/images/download/1710819400_d_2.pdf">https://www.jakpaisanestate.com/images/download/1710819400_d_2.pdf</a>
Charter of the Chairman	<a href="https://www.jakpaisanestate.com/images/download/1710819499_d_1.pdf">https://www.jakpaisanestate.com/images/download/1710819499_d_1.pdf</a>
Managing Director Charter	<a href="https://www.jakpaisanestate.com/images/download/1710819499_d_2.pdf">https://www.jakpaisanestate.com/images/download/1710819499_d_2.pdf</a>
Charter of Company Secretary	<a href="https://www.jakpaisanestate.com/images/download/1710819544_d_1.pdf">https://www.jakpaisanestate.com/images/download/1710819544_d_1.pdf</a>



**Jakpaison Estate Public Company Limited**

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**ATTACHMENT 6**  
**AUDIT COMMITTEE REPORT**

## **Audit Committee Report**

The Audit Committee of Jakpaisan Estate Public Company Limited consists of 3 independent directors, namely Mr. Metee Sangmanee as the Chairman of the Audit Committee, Admiral Na Arreenich and Mr. Chavapas Ongmahutmongkol. Each member of the Audit Committee is knowledgeable. Expertise and experience in accounting, finance, marketing, organization management and has qualifications consistent with the requirements and best practices for the audit committee of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Audit Committee performed its duties within the scope. Duties and responsibilities assigned by the Board of Directors. In 2023, the Audit Committee held a total of 4 meetings with the auditors. Internal audit and auditors, which can be summarized as follows:

**Financial Statement Review:** The Audit Committee has reviewed the quarterly financial statements and the financial statements for the year 2023. Together with the auditor to ensure that the financial statements have been prepared accurately as they should in accordance with generally accepted accounting standards. Information is disclosed sufficiently, completely and reliably. Comply with relevant laws and announcements.

**Review of connected transactions:** The Audit Committee has considered the disclosure of information of the Company. And associated companies in the event of a connected transaction or transactions that may cause conflicts of interest between stakeholders and the Company to be accurate and complete to ensure that it has operated in accordance with the rules set by the Stock Exchange of Thailand, whereby the Company has complied with the good corporate governance policy.

**Review of the internal control system and internal audit supervision:** The Audit Committee has reviewed the adequacy of the Company's internal control system. By considering the report of the internal audit department and the auditor. Which the Company's auditor gave a consensus opinion that no significant flaws were found. The Audit Committee is of the opinion that the internal control system is adequate and appropriate. Management's operations are in line with the policy. And authorized approval authority including considering and approving the scope and internal audit plan. It has been prepared on the basis of internal control assessment and has a scope covering various important systems of the company. And consider the audit report by having the auditor report directly to the audit committee for the independence of internal auditors.

**Reviewing the Company's compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand and the laws related to the Company's business:** The Audit Committee has reviewed the Company. Comply with the announcements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) and laws related to business operations regularly. For maximum efficiency and effectiveness including the treatment of stakeholders with the business of the company. With fairness, transparency and can be examined according to the principles of good corporate governance this is to create credibility for investors and stakeholders.

**Consideration, selection and nomination of an independent person to act as the Company's auditor:** The Audit Committee has selected the auditor for the year 2024 based on qualifications, business knowledge and experience as well as the appropriateness of the fees. Reward and resolved to propose to the Board of Directors To seek approval from the Annual General Meeting of Shareholders for the year 2024 to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor. The names of auditors are as follows: (1 ) Mr. Mongkol Somphol CPA No. 8444 (2 ) Ms. Porakoch Jongkolsiri CPA No. 7150 (3) Ms. Sophaphan Saptipparattana CPA No. 6523 (4) Ms. Pensri Thamvarodom CPA No. 4923 to be the Company's auditor for the year 2024



(Mr. Metee Sangmanee)

Chairman of the Audit Committee





**JAKPAISAN ESTATE PUBLIC COMPANY LIMITED**