



Quality Houses Public Company Limited

Form 56-1 One Report 2022



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Remark : Investors can get more information form 56-1 One Report from by downloading from [www.sec.or.th](http://www.sec.or.th) or [www.qh.co.th](http://www.qh.co.th)

# Vision and Mission

## Vision

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To be the leading real estate development company in providing the quality and innovations of products and services for customers in all target segments.



## Mission

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### Product and Service Quality

- Create long-term competitive advantage by focusing on best quality of products and services for customers in all target segments.
- Focus on the innovations of new products and services that accurately respond to customer needs.

### Work Life Quality

- Create work environment and culture, as well as improve employee benefits to achieve maximum performance.

### Personnel

- Operate legally with transparency that can be monitored at every stage.
- Support and encourage employees to develop their potentials in various fields in accordance with their responsibilities.

### Social Quality

- Social quality of the project: Focus on pleasant and environmental friendly living place, as well as providing convenience and safety for customers.
- Social quality of the surrounding community: Support and be responsible for surrounding communities where the company and its subsidiaries operate, as well as general society.

### Investment quality

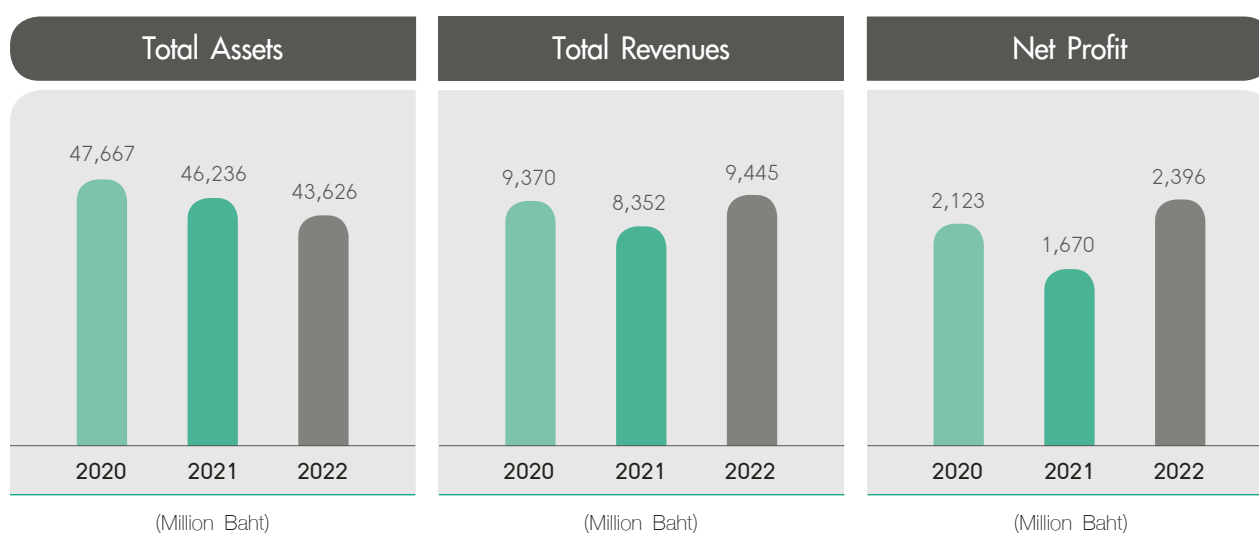
- Improve efficiency of company's operation and investment in order to achieve a sustainable growth in profitability.

## Financial Highlights for the year 2020–2022

(Unit : Million Baht)

Summary of Financial Statements Information	2020	2021	2022
Total Assets	47,667	46,236	43,626
Total Liabilities	21,099	19,251	15,793
Shareholders' Equity	26,568	26,985	27,833
Net Sales	9,138	8,119	9,226
Total Revenues	9,370	8,352	9,445
Gross Profit	2,820	2,418	3,129
Net Profit	2,123	1,670	2,396

Financial Ratio	2020	2021	2022
Net Profit Margin (%)	22.7	20.0	25.4
Return on Equity (%)	7.9	6.2	8.7
Return on Assets (%)	4.3	3.6	5.3
Basic Earning per Share (Baht)	0.20	0.16	0.22
Dividend per Share (Baht)	0.12	0.10	n.a.
Debt to Equity Ratio (Time)	0.8	0.7	0.6
Book Value per Share (Baht)	2.48	2.52	2.60



## Message from the Board of Directors

Dear Shareholders,

In 2022, the global economic situation, including the Thai economy, began to improve due to the easing measures of each country after the COVID-19 pandemic. This led to a modest recovery of the tourism and hospitality sector, which was the main factor for the improvement of spending and consumption, along with the relaxation of LTV measures, which helped stimulate spending in the real estate sector.

The Company has focused on the development of low-rise residential projects because the customers in this group tend to be real demand. In 2022, the Company launched 4 low-rise projects in Bangkok and vicinity areas with a total project value of Baht 7,598 million, which was higher than in 2021. In addition, the Company's hotel business reported an improvement in performance from foreign and domestic tourists after the easing of COVID-19 measures. However, the rental space demand for the office rental business slightly dropped due to an increase of work-from-home behavior of tenants.

For the above reasons, the Company's revenue from the sales of real estate and rental and service income was Baht 9,226 million, an increase of 14%. The Company had a net profit of Baht 2,396 million, an increase of 43%, and an interest-bearing debt to equity ratio of 0.41 (compared to 0.56 in the year 2021).

The Company received an "Excellent" recognition level according to the Corporate Governance Report of Thai List Companies (CGR) survey program for 7 consecutive years and the Company's certification as a member of Thai Private Sector Collective Action Against Corruption (CAC) was renewed for the 2<sup>nd</sup> time.

On the issue of sustainable development, the Company adhered to the ESG management guidelines which cover environmental, social, and corporate governance and economic dimensions, under good corporate governance principles. Furthermore, in 2022, the Board of Directors appointed the Sustainable Development Committee to drive the Company to operate according to the policies and guidelines for sustainable development.

The Board of Directors, Quality House Public Company Limited, would like to thank all customers, shareholders, business partners, and all stakeholders who have always given continued support to the Company, as well as all employees who strived to perform their duties to the best of their abilities over the past year. The Company will continue to adhere to sustainable business operations under good corporate governance principles to create value for society and the maximum benefit of the Company and all stakeholders.



A handwritten signature in black ink, appearing to read 'B. Lerdhirunwong'.

(Mr. Boonsom Lerdhirunwong)  
Chairman

## Report of the Board of Directors' Responsibility for Financial Reports

The financial statements of Quality Houses Public Company Limited have been prepared under the policy of the Board of Directors in accordance with Generally Accepted Accounting Principles (GAAP) and conservative accounting policy with careful judgment in making estimates in the preparation of the financial statements to reflect actual operating results of the Company.

The Board of Directors has realized the importance of the quality of the financial statements by providing a review of financial information and adequate disclosure of important information in the Notes to Financial Statements for the benefits of shareholders and general investors in the use of financial statements.

In this regard, the Board of Directors has appointed an Audit Committee, consisting of independent directors who are experts, to directly oversee the quality of the financial statements. The opinion of an Audit Committee has appeared in the Audit Committee Report as disclosed in this Form 56-1 One Report 2022.

According to the mentioned management structure and internal control system as well as an unqualified opinion by the auditor, the Board of Directors therefore believes that the financial statements of Quality Houses Public Company Limited as of December 31, 2022 have presented the financial position, operating results and cash flow correctly in accordance with GAAP.



(Mr. Boonsom Lerdhirunwong)  
Chairman

# Report from the Audit Committee

Dear Shareholders,

The Audit Committee of Quality Houses Public Company Limited consists of 3 independent directors. In 2022, 6 meetings were convened to independently discuss and consider various subjects. The list of Audit Committee's members and the details of its meetings were shown as follows:

Audit Committee		Position in the Audit Committee	Attendance / Total Meetings (Times)
Mr. Rachai	Wattanakasaem	Chairman of the Audit Committee	6/6
Mr. Suri	Buakhom	Member of the Audit Committee	6/6
Mr. Adul	Vinaiphath	Member of the Audit Committee	6/6

The Audit Committee performed his duties as delegated by the Company's Board of Directors and as stipulated in the rules and regulations of the Stock Exchange of Thailand. The Audit Committee's performance of year 2022 is summarized as follows:

- 1. Reviewing the Company's quarterly and yearly financial statements:** The Audit Committee collaborated with the internal auditor and the executives in providing the opinion that the Company's financial statement was prepared according to the generally accepted accounting principles and was disclosed accurately and completely. The external auditors did not provide any specific opinion on such financial statement.

In 2022, the Audit Committee held 4 private meetings with the external auditors, without the presence of any executives of the Company, in order to exchange opinions and acknowledge the significant comments as well as suggestions of the external auditors. The meetings were also conducted in order that the financial statements were well prepared for the changes on new or improved accounting standards. This brings about financial statement accuracy and reliability for the benefits of investors and users.

- 2. Monitoring internal audit activities and reviewing annual audit plan:** The Audit Committee reviewed and approved the annual audit plan created by prioritizing the risk of significant business operation.

The Audit Committee acknowledged the result of audit report and commented on taking the preventive measures of internal control systems to prevent or mitigate risks as well as suggested to improve the internal audit activities. The Audit Committee also emphasized the following up the improvement of business operation as recommended in the internal audit report to achieve the efficiency of internal audit system. In 2022, no significant deficiencies were found in the Company's internal control systems.

3. **Reviewing the adequacy of the risk management system:** The Audit Committee considered the adequacy of the risk management system. The Risk Management Committee was established in order to classify the risk type, define the criteria of risk assessment. Evaluate and monitor the impact level of each risk type by department. The Audit Committee considered that the Company has the appropriate and adequate risk management for the business operation.
4. **Monitoring the Company's compliance with the Securities and Exchange Law:** The secretary of the Audit Committee was assigned to regularly report such laws and regulations including any updated laws to the Audit Committee. The Audit Committee believed that there was no significant incident of violations of any laws or regulations in 2022.
5. **Selecting the Company's external auditors and reviewing their remuneration:** The Audit Committee proposed and selected the Company's external auditors based on their knowledge, experience, independence, performance and service, as well as the appropriate remuneration. In 2022, the Audit Committee recommended the appointment of EY Office Company Limited to be the Company's external auditors. The proposal was approved by the Board of Directors and was subsequently approved by shareholders at the 2022 Annual General Meeting.
6. **Reviewing and providing opinions on related party transactions:** The Audit Committee ensured that the Company has established procedures and guidelines for every related party transactions in accordance with the government law and regulations, by considering the Company's best benefits at arm's length basis to prevent any conflicts of interest. The Audit Committee also monitored the full and fair disclosure of all related party transactions. The Company performed fairly in compliance with related departments.
7. **Emphasizing the Company's corporate governance:** The Audit Committee focused on the Company's corporate governance to ensure that the Company business practices complied with rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission in terms of principles of good corporate governance. The Company has an established system to receive complaints from all stakeholders. It also promotes staff's compliance with such rules, regulations and Code of Conduct, as well as encouraged staff's participation in the environmental reservation. The practice of Company's good corporate governance would enhance the Company recognition and trust among shareholders, investors and other stakeholders.
8. **Considering the Anti-Corruption Guidelines:** The Audit Committee acknowledged all activities and executions related to anti-corruption measures of the Company. In December 2022, the Company has been renewed the certification as a full member of Thai Private Sector Collective Action Against Corruption (CAC) for the 2<sup>nd</sup> time already. The Audit Committee also provided guidance upon risk assessment in associate with the Company's "The Anti - Bribery and Corruption Policy".



9. **Performing the Audit Committee's duties properly:** The Audit Committee properly performed his duties prudently and independently under the Audit Committee Charter's framework, and also regularly reviewed and appropriately revised the Audit Committee Charter in accordance with the current business situation.
10. **Establishing the Self-Assessment System:** The Audit Committee established the self-assessment system for its members in following topics:
- The Audit Committee composition
  - Training and resources
  - Meetings
  - Activities of the Audit Committee
  - Relationship with Chief of Internal Audit department, external auditors and Executives

The assessment result was found that the Audit Committee completely performed in accordance with the Audit Committee Charter and effectively promoted good corporate governance. The Report of the Audit Committee's performance shall be regularly presented to the Board of Directors on a quarterly basis.

The Audit Committee concluded that the Company conducted its business principally in line with the good corporate governance policy. As the result, the management system and internal control system had no significant deficiency. Besides, the Company's business practices were conducted based on the Company's best benefits under the policies determined by the Board of Directors.



(Mr. Rachai Wattanakasaem)  
Chairman of the Audit Committee

# Report from the Nomination and Remuneration Committee

Dear Shareholders,

The Nomination and Remuneration Committee are appointed by the Board of Directors with 3-year term or the remaining term of directorship, comprising of 3 members which are 2 Independent Directors and 1 Non-Executive Director as follows:

- |    |             |                   |   |
|----|-------------|-------------------|---|
| 1. | Mr. Adul    | Vinaiphat         | Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Rachai  | Wattanakasaem     | Member of the Nomination and Remuneration Committee   |
| 3. | Mr. Adisorn | Thananan-narapool | Member of the Nomination and Remuneration Committee   |

The Nomination and Remuneration Committee have duty and responsibility based on the Charter of the Nomination and Remuneration Committee with regard to human resource policy, director nomination, and employee remuneration policy based on the company's performance. The Nomination and Remuneration Committee also consider the directors' remuneration to get an approval from the Board of Directors before proposing to the shareholders' meeting for approval.

For the year 2022, the Nomination and Remuneration Committee held a total of 3 meetings to consider and present agendas to the Board of Directors for approval as follows:

1. Nominate the directors to replace those who completed their terms
2. Consider the Board of Directors' monthly remuneration and meeting allowance for the year 2022
3. Consider the Board of Directors' bonus for the year 2021
4. Consider the Chief Executive Officer's KPI
5. Consider employee bonus for the year 2022 and employee salary increase for the year 2023
6. Consider the Chief Executive Officer's bonus for the year 2022 and salary increase for the year 2023
7. Consider and follow up a succession plan
8. Consider the Nomination and Remuneration Committee's self-assessment for the year 2022

In addition, the Chairman and all member of the Nomination and Remuneration Committee attended the meeting every time.



(Mr. Adul Vinaiphat)

Chairman of the Nomination and Remuneration Committee

# Report from the Corporate Governance Committee

Dear shareholders,

The Corporate Governance Committee is responsible for supporting the Board of Director to supervise the company's policy, regulation and procedure, complying with the good corporate governance principle.

Names of the Corporate Governance Committee and details of the Corporate Governance Committee Meeting in 2022 are as follows:

Name		Position of the Corporate Governance Committee	Meeting Attendance / Total Meeting (Times)
1. Mr. Suri	Buakhom	Chairman of the Corporate Governance Committee	4/4
2. Mr. Rachai	Wattanakasaem	Member of the Corporate Governance Committee	1/1*
3. Mrs. Suwanna	Buddhaprasart	Member of the Corporate Governance Committee	4/4
4. Ms. Apinya	Jarutrakulchai	Member of the Corporate Governance Committee	4/4

*Remark : \* Mr. Rachai Wattanakasaem noticed to resign from Member of the Corporate Governance Committee, effective on April 22, 2022.*

In 2022, the Corporate Governance Committee acted according to the charter based on the Board of Director's assignment. Details of the operation are as follows:

**(1) To acknowledge and reconsider suggestions from the Thai Institute of Directors Association (IOD) in order to improve the company's corporate governance**

The Corporate Governance Committee acknowledged and reconsidered the IOD's suggestions to improve the company's corporate governance according to the Corporate Governance Report of Thai Listed Companies as well as considered corporate governance plan with improvement continuously regarding to CGR assessment of 2023.

**(2) To review the Corporate Governance Code 2017 and apply the Code with the company's business**

In 2022, the Company had an annual review to apply the corporate governance principal in 2017 in accordance with the Company's plan and proposed to Board of Directors for consideration. The Company was able to proceed the mentioned principle accordingly.

### **(3) To evaluate the operational results of the Board of Director and Sub-Committee**

Complying with the good CG Code, the Corporate Governance Committee set an evaluation of operational results of the Board of Director (group and individual) and the Sub-Committee (group) in order to improve future operation. The Corporate Governance Committee also encouraged the directors to join IOD's training courses and other course from related institutions.

With intention to create business operation according to the good corporate governance principle, Quality Houses Plc.'s business supervision was evaluated in 2022 as follows:

- **Evaluation result on the corporate governance 2022**

The company received a CG Score of Excellent in the evaluation program arranged by the Thai Institute of Directors Association (IOD). In addition, the company also received a CG Score of Excellent in 2021.

- **Evaluation result on the quality of the Shareholders' Meeting 2022**

The company received a perfect score of 100 points in the evaluation program arranged by the Thai Investors Association.

Currently, the company has been a member of Thai Private Sector Collective Action Against Corruption (CAC) since March 9, 2017 and has been certified to renew the CAC membership (for the 2<sup>nd</sup> time) on October 5, 2022 for another 3 years (since December 2022 to December 2025).

According to the evaluation, the Corporate Governance Committee has focused on the good CG Code and continued to improve the company's CG principle in order to support sustainable growth for benefits of all stakeholders.



(Mr. Suri Buakhom)

Chairman of the Corporate Governance Committee

# Report from the Sustainable Development Committee

Dear shareholders,

The Sustainable Development Committee was appointed by the Board of Directors Meeting No. 6/2022 on September 27, 2022, to support the Board of Directors in guiding the Company to operate in accordance with the sustainable development policies and guidelines. Under good corporate governance, this would create economic value while preserving resources and the environment in order to satisfy all stakeholders.

The Sustainable Development Committee consists of 7 members in total with 1 independent director, 2 executive directors, 1 non-executive director, and 3 executives.

Names of the Sustainable Development Committee and details of the Sustainable Development Committee Meeting in 2022 are as follows:

Name	Position of the Sustainable Development Committee	Meeting Attendance/ Total Meeting (Times)
1. Mr. Adul Vinaiphat	Chairman of the Sustainable Development Committee	1/1
2. Mrs. Suwanna Bhuddhaprasart	Vice Chairman of the Sustainable Development Committee	1/1
3. Mr. Pravit Choatewattanaphun	Member of the Sustainable Development Committee	1/1
4. Ms. Apinya Jarutrakulchai	Member of the Sustainable Development Committee	1/1
5. Mr. Adisak Srisook	Member of the Sustainable Development Committee	1/1
6. Mr. Sommart Promkunakorn	Member of the Sustainable Development Committee	1/1
7. Mrs. Ratchada Leetrakul	Member of the Sustainable Development Committee	1/1

In 2022, the Sustainable Development Committee performed its duties in accordance with the roles and responsibilities assigned by the Board of Directors as follows:

## (1) Set sustainability management goals at the corporate level

The Sustainable Development Committee had set the sustainability management goals at the corporate level by applying the UN Sustainable Development Goals (SDGs) in order to achieve the direction and goals of international sustainable development as well as to build confidence and create benefits for all stakeholders in all 3 dimensions, namely the Environment (E), Social (S), and Governance and Economy (G).

**(2) Identify materiality topics and prioritize them in line with the organization's strategy**

The Sustainable Development Committee identified the materiality topics and prioritized them in line with the organization's strategy by considering the key issues that affect the organization and each group of stakeholders.

**(3) Establish a Sustainability Working Group**

The Sustainable Development Committee had established a Sustainability Working Group which consisted of executives from various departments who play important roles in the Company's sustainable development operation.

The Sustainable Development Committee had tasked the Sustainability Working Group to formulate goals, plans and performance indicators for each of the key sustainability issues in order to effectively monitor, evaluate and measure sustainability performance, as well as to make recommendations for the preparation of the Carbon Footprint for Organization Report (CFO), which the Company had prepared for the first time.

The Board of Directors and the Sustainable Development Committee had placed importance with highly committed to conducting business in accordance with the business development guidelines for sustainability, which would benefit all stakeholders and society as a whole.



(Mr. Adul Vinaiphat)  
Chairman of the Sustainable  
Development Committee

## Report from the Risk Management Committee

Dear Shareholders,

The Risk Management Committee has been assigned by the Board of Directors to oversee the Company's risk management, which plays an important role in the Company's sustainable development.

Names of the Risk Management Committee and details of the Risk Management Committee Meeting in 2022 are as follows:

Name	Position of the Risk Management Committee	Meeting Attendance/ Total Meeting (Times)
1. Mr. Chalerm Kiettitanabumroong	Chairman of the Risk Management Committee	2/2
2. Mr. Pravit Choatewattanaphun	Member of the Risk Management Committee	2/2
3. Mrs. Suwanna Bhuddhaprasart	Member of the Risk Management Committee	2/2
4. Ms. Apinya Jarutrakulchai	Member of the Risk Management Committee	2/2

The Risk Management Committee has assessed the level of each major risk as follows:

1. Sale risks
2. Production and quality risks
3. Information technology risks
4. Legal risks
5. Financial risks

The Risk Management Committee has supervised the establishment of risk assessment procedures on a monthly/quarterly basis by assessing risks at both the project and company levels, as well as ensuring that risk owners prepare appropriate risk management plans.

The Risk Management Committee is committed to preventing and minimizing risks to facilitate the Company's sustainable development and value creation for all stakeholders.



(Mr. Chalerm Kiettitanabumroong)  
Chairman of the Risk Management Committee

## The Board of Directors and Executives

The Board of Directors		
Mr. Boonsom Lerdhirunwong		Chairman and Independent Director
Mr. Rachai Wattanakasaem		Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee
Mr. Adul Vinaiphat		Independent Director, Chairman of the Nomination and Remuneration Committee, Chairman of the Sustainable Development Committee and Member of the Audit Committee
Mr. Suri Buakhom		Independent Director, Chairman of the Corporate Governance Committee and Member of the Audit Committee
Mr. Naporn Sunthornchitcharoen		Director
Mr. Adisorn Thananan-narapool		Director and Member of the Nomination and Remuneration Committee
Mrs. Suwanna Bhuddhaprasart		Director, Vice Chairman of the Sustainable Development Committee, Member of the Risk Management Committee and Member of the Corporate Governance Committee
Mr. Achawin Asavabhokin		Director
Mr. Chalerm Kiettitanabumroong		Director, Chairman of the Risk Management Committee and Chairman of the Executive Committee
Mr. Pravit Choatewattanaphun		Director, Member of the Risk Management Committee and Member of the Sustainable Development Committee
Ms. Apinya Jarutrakulchai		Director, Member of the Risk Management Committee, Member of the Corporate Governance Committee, Member of the Sustainable Development Committee and Company Secretary

The Executives		
Mr. Chalerm Kiettitanabumroong		Chief Executive Officer
Mr. Pravit Choatewattanaphun		Managing Director
Ms. Apinya Jarutrakulchai		Senior Executive Vice President
Mr. Adisak Srisook		Executive Vice President and Member of the Sustainable Development Committee
Mr. Sommart Promkunakorn		Executive Vice President and Member of the Sustainable Development Committee
Ms. Chuleeporn Moonsawat		Assistant Vice President, Finance and Accounting Department



# Section

# 1

## Business Operation and Operating Results

1. Organizational Structure and Operation of the Group of Companies
2. Risk Management
3. Driving Business for Sustainability
4. Management Discussion and Analysis
5. General Information and Other Material Facts

# 1. Organizational Structure and Operation of the Group of Companies

## 1.1 Policy and Overview of Business Operations of the Company

Quality Houses Public Company Limited, its subsidiaries and associated companies operates real estate development for sales and rent business, jointly invests in other companies and property funds, which could be summarized as follows:

- Real Estate Development for Sales Business : including Land and houses for sales business and Residential condominium units for sales business
- Real Estate for Rent Business : including hotels business and office buildings for rent business.
- Management Service for Real Estates for Rent Business : including hotels , apartments, office buildings and houses for rent.
- Investment Business : the Company has direct and indirect, through its subsidiaries, investments and property funds, including Harbour View Corporation, Home Product Center Plc., LH Financial Group Plc., Quality Houses Leasehold Property Fund (“QHPPF”) and Quality Houses Hotel and Residence Freehold and Leasehold Property Fund.

### 1.1.1 Vision and Mission

The Board of Directors has set the vision and mission of the Company to serve as goals and guidelines for formulating strategy as well as future business plan. The details are as follows:

#### **Vision**

To be the leading real estate development company in providing the quality and innovations of products and services for customers in all target segments.

#### **Mission**

##### ***Product and Service Quality***

- Create long-term competitive advantage by focusing on best quality of products and services for customers in all target segments.
- Focus on the innovations of new products and services that accurately respond to customer needs.

##### ***Work Life Quality***

- Create work environment and culture, as well as improve employee benefits to achieve maximum performance.

##### ***Personnel***

- Operate legally with transparency that can be monitored at every stage.
- Support and encourage employees to develop their potentials in various fields in accordance with their responsibilities.

### ***Social Quality***

- Social quality of the project: Focus on pleasant and environmental friendly living place, as well as providing convenience and safety for customers.
- Social quality of the surrounding community: Support and be responsible for surrounding communities where the company and its subsidiaries operate, as well as general society.

### ***Investment quality***

- Improve efficiency of company's operation and investment in order to achieve a sustainable growth in profitability.

## **1.1.2 Significant Changes and Developments**

The Company's history, significant changes and developments are summarized as follows:

- Year 1983 :** The Company was incorporated on October 21, 1983 with an initial registered capital of Baht 1.0 million with a primary objective to provide one-stop, integrated construction services for housing projects on customers' plots of land;
- Year 1990 :** The Company began operating the business of real estate development for rent, divided into 2 categories: serviced apartments for rent and office buildings for rent;
- Year 1991 :** On September 11, 1991, the Company was listed on the Stock Exchange of Thailand;
- Year 1992 :** The Company began operating the business of land and houses for sales;
- Year 1993 :** The Company was transformed into a Public Company on June 28, 1993;
- Year 1997 :** The Company encountered business difficulties during Thailand's financial crisis;
- Year 1999 :** The Company entered into debt restructuring agreements with commercial banks and financial institutions and was able to satisfactorily comply with the terms and conditions of the agreements. Later in 2005, the Company was able to repay the full amount of loans according to the agreements;
- Year 2001 :** The Company increased its capital and offered 20% of its total shares or Baht 812.0 million to the Government of Singapore Investment Corporation Pte Ltd. (GIC);
- Year 2006 :** The Company and its subsidiaries sold the properties together with the related equipment, and/or gave the leasehold rights, and/or transferred the property leasehold rights for 2 office buildings, namely, Q.House Ploenjit and Q.House Lumpini, to the Quality Houses Leasehold Property Fund (QHPPF). The transaction was approved by the Securities and Exchange Commission (SEC) on December 7, 2006. The Company also invested 204.5 million units, equating to 25.66%, worth Baht 2,045.1 million in the property fund.

Furthermore, the Fund Manager appointed Q.H. International Co., Ltd., a subsidiary of the Company, to be the property manager of such properties for 5 years with an option to renew the contract for not exceeding 5 years each;

**Year 2012 :** The Company and its subsidiaries sold the properties together with related equipment and/or gave the leasehold rights and/or transferred the property leasehold rights for 3 hotel projects, i.e. the Centre Point Hotel Pratunam, the Centre Point Hotel Sukhumvit 10 and the Centre Point Hotel Chidlom, to the Quality Houses Hotel and Residence Freehold and Leasehold Property Fund (QHHR) ("The Fund"). The transaction was approved by the Securities and Exchange Commission (SEC) on July 2, 2012. The Company also invested 105.28 million units, equating to 31.33%, worth Baht 1,050.28 million in The Fund.

After invested in those properties, QHHR was set to offer for rent or for lease the properties under its ownership and possession, and all of whose leasehold rights it has been granted, to Centre Point Hospitality Co., Ltd., a 100% wholly owned subsidiary of the Company.

The Centre Point Hospitality Co., Ltd. then appointed Q.H. International Co., Ltd., a 100% wholly owned subsidiary of the Company, to manage the hotels and serviced apartments over the period of 3 years and the contract can be renewal with an option to renew the contract for not exceeding 3 years each;

**Year 2017 :** LH Financial Group Public Company Limited ("LHFG") issued new shares and sold to CTBC Bank Co., Ltd. ("CTBC") resulting in a lower shareholding of the Company of 13.74% from 21.34% of total registered and paid up capital;

**Year 2018 :** Casa Ville (Chonburi 2554) Co.,Ltd. Opened the Centre Point Hotel Pattaya on December 2018. (In 2020, the hotel was renamed to "Centre Point Prime Hotel Pattaya");

#### **Objective of Business**

The Company and its subsidiaries operate in 3 core businesses including, real estate development for sales business, hotel business and office building rental business. The Company's and its subsidiaries business policy in the next 3 years will maintain to focus on real estate development for sales comprising of single detached houses, townhouses and condominiums with high quality in various price ranges in Bangkok, its greater area and upcountry regions aiming to serve customers in all target segments, as well as focusing on safety and after service sales for customer's satisfaction.

### 1.1.3 Utilization of the Capital from Debentures

The use of proceeds is as its objectives that is to repayment of loan and/or Working capital.

### 1.1.4 Head Office Location

Company Name	:	Quality Houses Public Company Limited
Registration No.	:	0107536000579
Type of business	:	Operates real estate development for sales and rent business
Head Office Location	:	6 <sup>th</sup> and 7 <sup>th</sup> Floor of Q. House Lumpini Building, No. 1 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
Telephone No.	:	0-2677-7000
Company Website	:	<a href="http://www.qh.co.th">www.qh.co.th</a>
Registered capital	:	10,714,426,091 Baht (As at December 31, 2022)
Paid-up capital	:	10,714,381,645 Baht (As at December 31, 2022)
Par value Per Share	:	1 Baht

## 1.2 Nature of Business

### 1.2.1 Revenue Structure

#### Revenue structure of Quality Houses Public Company Limited and its Subsidiaries

(Unit : Million Baht)

Revenue by Business <sup>1/</sup>	Operated by	2020		2021		2022	
		Revenues	%	Revenues	%	Revenues	%
<b>1) Real Estate Business</b>							
1.1 Real Estate for Sales Business	Quality Houses Plc. and its Subsidiaries <sup>2/</sup>	7,674	70	6,984	72	7,457	68
1.2 Residential Condominium for Sale Business	Quality Houses Plc. and its Subsidiaries <sup>3/</sup>	829	8	518	5	770	7
1.3 Hotel Business	Quality Houses Plc., Centre Point Hospitality Co., Ltd. and Casa Ville (Chonburi 2554) Co., Ltd.	330	3	314	3	717	6
1.4 Office Building for Rent Business	Quality Houses Plc.	305	3	303	3	282	3
<b>Total revenue from real estate business</b>		<b>9,138</b>	<b>84</b>	<b>8,119</b>	<b>83</b>	<b>9,226</b>	<b>84</b>
<b>2) Other income</b>							
2.1 Share of profit from investments in associates	Quality Houses Plc.	1,530	14	1,382	14	1,586	14
2.2 Others	Quality Houses Plc. and its subsidiaries	232	2	233	2	219	2
<b>Total of other income</b>		<b>1,762</b>	<b>16</b>	<b>1,615</b>	<b>17</b>	<b>1,805</b>	<b>16</b>
<b>Total</b>		<b>10,900</b>	<b>100</b>	<b>9,734</b>	<b>100</b>	<b>11,031</b>	<b>100</b>

*Remarks :* 1/ The Company's revenue is entirely from domestic sales.

2/ Subsidiaries are Casa Ville Co., Ltd., The Confidence Co., Ltd., Casa Ville (Rayong 2553) Co., Ltd., Casa Ville (Chonburi 2554) Co., Ltd. and Gusto Village Co., Ltd.

3/ Subsidiaries are Casa Ville Co., Ltd., The Confidence Co., Ltd., Casa Ville (Prachuabkhirikhan 2554) Co., Ltd., Casa Ville (Chonburi 2554) Co., Ltd., Casa Ville (Petchburi 2553) Co., Ltd., Gusto Village Co., Ltd. and Casa Ville (Rayong 2553) Co., Ltd.

## The structure of Share of profit from investments in associates

(Unit : Million Baht)

Project	Operated by	% Owned by the Company as at Dec 31, 2022	2020		2021		2022	
			Revenues	%	Revenues	%	Revenues	%
<b>1. Office building for rent Business</b>								
- Q. House Lumpini Building, Q.House Ploenjit Building and Wave Place Building	Quality Houses Leasehold Property Fund	25.66	167	11	148	11	120	7
<b>Sub-total</b>			<b>167</b>	<b>11</b>	<b>148</b>	<b>11</b>	<b>120</b>	<b>7</b>
<b>2. Hotel Business</b>								
- Centre Point Hotel Pratunam, Centre Point Hotel Sukhumvit 10, Centre Point Hotel Chidlom	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	31.33	32	2	(17)	(1)	14	1
<b>Sub-total</b>			<b>32</b>	<b>2</b>	<b>(17)</b>	<b>(1)</b>	<b>14</b>	<b>1</b>
<b>3. Construction material Business</b>	Home Product Center Plc.	19.87	1,020	67	1,081	78	1,235	78
<b>Sub-total</b>			<b>1,020</b>	<b>67</b>	<b>1,081</b>	<b>78</b>	<b>1,235</b>	<b>78</b>
<b>4. Investment Business</b>	LH Financial Group Plc.	13.74	311	20	170	12	217	14
<b>Sub-total</b>			<b>311</b>	<b>20</b>	<b>170</b>	<b>12</b>	<b>217</b>	<b>14</b>
<b>Total</b>			<b>1,530</b>	<b>100</b>	<b>1,382</b>	<b>100</b>	<b>1,586</b>	<b>100</b>

### 1.2.2 Products information

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

**(1.1) Products or services classification.** The Company and its subsidiaries classify its products according to the nature of business and use variety of marketing strategies based on each business types. The Company's approaches may be summarized as follows:

##### A) Real Estate Development for Sales Business

##### - Land and houses for sales business

The Company and its subsidiaries develop land and houses for sales by taking the raw lands which are in good locations, subdividing the land into plots, building houses on those land plots whilst developing a variety of infrastructures accordingly. At present, the Company and its subsidiaries' residential development projects are located in location with convenient access to the city center, including Bangkok Metropolitan Region and upcountry such as Chonburi, Rayong and Chiang Mai.

The Company and its subsidiaries have adopted a policy to expand its target group by offering a wider range of products from high-end, middle-end to low-end in order to cater to customers' needs as follows:

- **High-end products**

(Price per Unit)

Company Name	Single Detached House Projects		
	PRUKPIROM	LADDAROM	VARAROM
	Baht 30-100 million	Baht 15-30 million	Baht 6-15 million
1. Quality Houses Plc.	✓	✓	✓
2. Casa Ville (Chonburi 2554) Co., Ltd.		✓	
3. Gusto Village Co., Ltd.		✓	

- **Middle-end Products**

(Price per Unit)

Company Name	Single Detached House Projects			Townhouses Project
	CASA GRAND CASA LEGEND	CASA PREMIUM	CASA VILLE CASA PRESTO	CASA CITY
	Baht 8-12 million	Baht 6-8 million	Baht 4-6 million	Baht 3.5-5 million
1. Quality Houses Plc.			✓	✓
2. Casa Ville Co., Ltd.	✓	✓	✓	✓
3. Casa Ville (Rayong 2553) Co., Ltd.			✓	
4. Casa Ville (Chonburi 2554) Co., Ltd.	✓		✓	
5. The Confidence Co., Ltd.			✓	✓
6. Gusto Village Co., Ltd.				✓

- **Low-end products**

(Price per Unit)

Company Name	Single Detached House Project	Townhouses Project
	THE TRUST	Gusto
	Baht 3.5-5 million	Baht 2.5-3.5 million
1. The Confidence Co., Ltd.	✓	
2. Gusto Village Co., Ltd.		✓
3. Quality Houses Plc.		✓



- **Residential condominium units for sales business**

The Company and its subsidiaries have adopted a policy to expand its business in residential condominium units for sales, considering projects with appropriate return on investment and located in the city center or near the mass transit lines (BTS) both current lines and future extensions as well as community area with convenient transportation. Moreover, the Company's subsidiaries also expand condominium projects to upcountry such as Chonburi, Petchburi, Prachuapkhirikhan, Chiang Mai, Chiang Rai and Nakhon Pathom.

This policy is strategically intended to inspire customer's satisfaction and cater to the needs and wants of those who are looking for modern-day convenience in terms of commuting from and to workplaces while at the same time making it possible to enjoy their lifestyles. The target group includes entrepreneurs, middle management and above, as well as company employees and younger generation who prefer convenience and city life. The projects may be classified by product types as follows:

(Price per Unit)

Company Name	High-end product	Mid-end product	Low-end products	
				
	Baht > 20 million	Baht 2-5 million	Baht 1-2 million	Baht < 1 million
1. Quality Houses Plc.	✓	✓		
2. Casa Ville Co., Ltd.		✓		
3. The Confidence Co., Ltd.			✓	✓
4. Casa Ville (Petchburi 2553) Co., Ltd.	✓	✓		
5. Casa Ville (Chonburi 2554) Co., Ltd.		✓	✓	✓
6. Casa Ville (Prachuapkhirikhan 2554) Co., Ltd.			✓	
7. Gusto Village Co., Ltd.		✓		
8. Casa Ville (Rayong 2553) Co., Ltd.		✓		

**B) Real Estate for Rent Business**

- **Hotel business**

The Company has built and rented hotel buildings under the brand "Centre Point" in order to provide residential services to expatriates who come to work and/or travel in Thailand on both short-term and long-term basis. Therefore, the Company and its subsidiaries have made selection of the best in terms of locations, equipped with convenience and comfort within the heart of the city and central business district areas (CBD). Furthermore, the Company and its subsidiaries have also emphasized on other services, such as by providing meeting rooms, business centers and restaurants, etc.; the Company also has a policy of providing high quality services, efficient security system, as well as state-of-the-art communication devices.

The assets used in operating the hotel business are ones used for long-term operation and those leased for business operation under the terms of agreement between 1-3 years.

- **Office buildings for rent business**

The Company has constructed high-rise buildings on its own plots of land and on long-term leased land which are located in central business district areas (CBD) and fully equipped with public utilities and telecommunication facilities in order to provide office space rental services to customers. In addition, the Company also emphasizes on the standard quality of the buildings, the quality of services and the proper lay-out within the buildings to ensure more effective business operations.

**C) Management Service for Real Estates for Rent Business**

The Company and its subsidiaries provide management service for real estate for rent, including hotels, apartments, office buildings and houses for rent as follows:

- Management of Wave Place Building and management of office buildings: Q.House Lumpini Building, and Q.House Ploenjit Building for the Quality Houses Leasehold Property Fund;
- Management of residential buildings for rent : Centre Point Residence Promphong Project and Centre Point Sukhumvit-Thonglor, as well as management of houses for rent in L&H Villa Sathorn Project for Land and Houses Freehold and Leasehold Property Fund;
- Management of Centre Point Hotel Pratunam, Centre Point Hotel Sukhumvit 10 and Centre Point Hotel Chidlom for Quality Houses Hotel and Residence Freehold and Leasehold Property Fund;
- Management of Mandarin Hotel for the Mandarin Hotel Public Company Limited.
- To be an advisor to Siam Retail Development Company Limited to manage Centre Point Terminal 21 Korat.
- Management of Nuam Building for the Nuam Co., Ltd.

**D) Investment Business**

The Company has direct and indirect, through its subsidiaries, investments and property funds as follows:

- **Harbour View Corporation (“HVC”)** ; The Company has invested indirectly in HVC by holding 100% shares in Q.H. International Co., Ltd. (QHI), while in turn QHI owns 100% shares in Q.H. International (BVI) Co., Ltd. (“QHI (BVI)”) and QHI (BVI) is in possession of 14.15% shares in HVC, the last of which operates a hotel and office building rental business in Haiphong, Vietnam;
- **Home Product Center Plc.** ; Of which the Company holds 19.87% shares; (detail in “Shareholding Structure of the Company” section,topic 1.3.1 (B) Associated Companies)

- **LH Financial Group Plc.** ; A holding company which has remained active in making long-term investments in the Land and Houses Bank Plc., holding 100% of shares; the Company holds 13.74% of its shares; (detail in “Shareholding Structure of the Company” section,topic 1.3.1 (B) Associated Companies)
- **Quality Houses Leasehold Property Fund (“QHPF”)** ; The Company and its subsidiaries sold the property with components and relevant equipment and/or transferred the office building leasehold rights of 2 projects, Q.House Ploenjit and Q.House Lumpini, to Quality Houses Leasehold Property Fund. The Company invested in QHPF for 204.5 million units, or 25.66% of QHPF’s total investment units, which amounted to 2,018 million Baht.

In addition, Land and Houses Fund management Co., Ltd. has appointed the Company and/or Q.H. International Co., Ltd., which was the Company’s subsidiary, to be the Property Manager for all properties in which QHPF has invested. The management fee will be calculated with reference to the result of business operation of each project.

In 2020, the Company and its subsidiary, Q.H. International Co., Ltd., the Company’s subsidiary was continuously extended the agreement as the Property Manager for another 3 years. Which is effective since January 1, 2020 to December 31, 2022.

**Summary of Quality Houses Property Fund’s Investment Properties are as follow:**

Detail	Q.House Ploenjit	Q.House Lumpini	Wave Place
Location	598 Ploenchit Rd., Lumpini, Pathumwan (Construction completed since 1998)	1 South Sathorn Rd., Tungmahamek, Sathorn (Construction completed since Mar 2006)	55 Wireless Rd., Lumpini, Pathumwan (Constuction completed since 1999)
Type of investment	Leasehold of land and building including infrastructure system and related equipment for 30 years	Freehold of building and infrastructure system including related equipment and be transferred for land leasehold right	Freehold of building and infrastructure system including related equipment and be transferred for land leasehold right
Ownership			
- Land	Quality Houses Plc.	Individual <sup>1/</sup>	Individual <sup>1/</sup>
- Building	Quality Houses Plc.	The Confidence Co., Ltd.	Land and Houses Freehold and Leasehold Property Fund
- Infrastructure system and related equipments	Quality Houses Plc.	The Confidence Co., Ltd.	Land and Houses Freehold and Leasehold Property Fund
Property manager after investment by fund	Quality Houses Plc.	Q.H. International Co., Ltd.	Quality Houses Plc.

*Remark 1/ Individual is a person who has no conflict of interest.*

- **Quality Houses Hotel and Residence Freehold and Leasehold Property Fund** ; The Board of Directors' Meeting No.4/2012 dated June 19, 2012, has passed a resolution to establish Quality Houses Hotel and Residence Freehold and Leasehold Property Fund ("QHHR"), which was to be managed by Land and Houses Fund Management Co., Ltd. ("management company"), and on behalf of which the Company was in charge of distributing the real estate property, fixture and the related equipment and/or to give the leasehold right and/or to transfer the leasehold right of real estate property for the following (three) hotels, i.e. Centre Point Hotel Pratunam, Centre Point Hotel Sukhumvit 10 and Centre Point Hotel Chidlom, and ensure that QHHR would enter into the property lease agreement "for" Centre Point Hotel Chidlom "from" The Crown Property Bureau. In addition, by virtue of the aforementioned resolution, approbation has been made in order that Company was to invest in QHHR whereby a number of not greater than 112 million investment units would be purchased at Baht 10 each, thus accounting for not greater than Baht 1,120 million approximately, or not more than one-third of the total number of QHHR investment units. The Company has practically made investment in the aforementioned entity's 105.3 million (investment) units worth Baht 1,053 million.

In addition, the Board of Directors has also adopted another resolution to grant one of the Company's subsidiaries "Centre Point Hospitality Co., Ltd.", whose shares amounting to not less than 99.99% being directly or indirectly held by the Company, to lease and sublease the aforementioned properties from QHHR over the period of 3 years commencing from the lease commencement date at the prescribed rates of rental and sublease fees. Centre Point Hospitality Co., Ltd. has also given a pledge to QHHR that it would lease and sublease from the latter following the completion of the lease and sublease period, whichever applicable, for the period of 3 years, were QHHR to desire accordingly; whereas the terms and conditions specified thereof were to be thoroughly the same as the currently existing ones, including an option to renew the lease and sublease terms for the other 3 years each, commencing from the lease and sublease expiry dates stated in the contracts. Furthermore, the resolution has also been given so as to approve that the Company entered into the process of guaranteeing that QHHR would observe all terms and conditions and thus act accordingly in honoring the agreements with the Crown Property Bureau, as the joint debtor. The initial total value of the aforementioned act of guarantee amounted to Baht 86.2 million.

Furthermore, the Board of Directors have also approved that the Company entered into agreement whereby to provide guarantee for the minimum rental fee of Baht 837 million, which was to be received by QHHR from the investments in all 3 Centre Point projects, and which would remain effective for a period of 3 years commencing from the date upon which QHHR had first entered into the business of making investment in the aforementioned property ("guarantee period") however the guarantee period for the minimum rental expired since July 2015.

**Summary of Quality Houses Hotel and Residence Property Fund's Investment Properties are as follow;**

Detail	Centre Point Hotel Pratumam	Centre Point Hotel Sukhumvit 10	Centre Point Hotel Chidlom
Location	6 Petchburi Rd., Phayathai, Ratchathewi, Bangkok	39 Sukhumvit 10, Klongtoey Rd., North Klongtoey, Klongtoey, Bangkok	60 Langsuan 1, Langsuan Rd., Lumpini, Patumwan, Bangkok
Type of investment	Freehold of building, infrastructure system, furniture and related equipment.	Freehold of building, infrastructure system, furniture and related equipment.	Freehold of building, infrastructure system, furniture and related equipment.
Ownership			
- Land, Building and infrastructure	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	Crown Property Bureau
- Furniture and related equipment	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund
Leasee from QHHR after investment by fund	Centre Point Hospitality Co., Ltd.	Centre Point Hospitality Co., Ltd.	Centre Point Hospitality Co., Ltd.
Property manager	Q.H. International Co., Ltd.	Q.H. International Co., Ltd.	Q.H. International Co., Ltd.
Additional conditions	<p>- guarantee rental payment to the fund</p> <p>Quality Houses Plc., agreed to guarantee for minimum rental to the fund for 3 projects for 3 years, since and including July 20, 2012, "the fund's investment date", to and including July 19, 2015, "guarantee period", as following amount of "guarantee net profits";</p> <ol style="list-style-type: none"> <li>1. Since the fund's investment date to 31 December 2012, "guarantee period year 2012", at amount of Baht 138,400,000 (One hundred and thirty-eight million and four hundred thousand Baht).</li> <li>2. Year 2013, "guarantee period for year 2013", at amount of Baht 266,100,000 (Two hundred and sixty-six million and one hundred thousand baht).</li> <li>3. Year 2014, "guarantee period for year 2014", at amount of Baht 278,300,000 (Two hundred seventy-eight million and three hundred thousand baht).</li> <li>4. Since 1 January 2015 to 19 July 2015, 3 years anniversary date from the fund's investment date or "guarantee period year 2015", at amount of Baht 152,800,000 (One hundred and fifty-two million and eight hundred thousand baht).</li> </ol>		

**Remark**

- Centre Point Hotel Pratumam Formerly known as "Centre Point Hotel & Residence Petchburi"
- Centre Point Hotel Sukhumvit 10 Formerly known as "Centre Point Hotel & Residence Sukhumvit "
- Centre Point Hotel Chidlom Formerly known as "Centre Point Hotel & Residence Langsuan"

(1.2) Project details by business types.

A) Land and Houses for sales, the Company and its subsidiaries are categorized into 2 categories as follows;

- Complete construction projects (As at December 31, 2022)

Projects' Name	Unit	Project Area (Rai-Ngan- Sq.w.)	Sales Area (Sq.w.)	Investment Value (MB)	Project Value (MB)	Remaining		Operated by
						Unit	Value (MB)	
1. Prukpirom Pinklao 1-2	117	74-3-1	17,170	751	960	5	84	Quality Houses Plc.
2. Prukpirom Regent Pinklao Phase 3	96	63-3-45	17,510	902	1,103	1	16	Quality Houses Plc.
3. Laddarom Elegance Outer Ring Road-Sathorn	217	92-1-45	23,689	2,281	3,178	3	105	Quality Houses Plc.
4. Casa Grand On nut-Outer Ring Road	205	63-2-25	14,884	1,428	2,186	9	97	Casa Ville Co., Ltd.
5. Casa Premium On Nut-Outer Ring Road	134	39-3-28	9,118	799	1,148	2	20	Casa Ville Co., Ltd.
6. Casa Presto Don Mueang-Song Prapha	133	32-0-95	6,852	628	1,032	7	55	Quality Houses Plc.
7. Casa Ville Rayong	137	31-2-59	7,486	323	437	1	3	Casa Ville (Rayong 2553) Co., Ltd.
8. Casa City Pracha Uthit 90	230	20-3-31	4,844	506	619	8	21	The Confidence Co., Ltd.
9. Q District Suksawat-Wongwaen Phraram 3	495	66-1-48	13,254	1,010	1,665	11	67	Quality Houses Plc.
10. Gusto Wongwean-Phraram 5	274	28-3-51	6,160	474	738	3	10	Gusto Village Co., Ltd.
11. Gusto Don Mueang-Song Prapha	385	37-0-6	8,211	733	1,256	5	15	Gusto Village Co., Ltd.
12. Gusto Petchkasem-Taweewattana	459	51-0-71	10,653	901	1,347	18	52	Gusto Village Co., Ltd.

• **Current Project** (As at December 31, 2022)

Project's Name	Unit	Project Area (Rai-Ngan-Sq.w.)	Sales Area (Sq.w.)	Total Investment Value (MB)	Construction Progress		Project Value (MB)	Accumulate Presales (MB)	Accumulate Transfer (MB)	Operated by
					Investment Value (MB)	% of progress				
1. Q.House Villa Nakorn Ping	36	10-1-69	2,501	304	295	97%	361	276	276	Quality Houses Plc.
2. Prukpirom New Ratchaphruk	102	78-2-18	20,291	1,831	1,043	57%	2,678	530	530	Quality Houses Plc.
3. Laddarom New Ratchaphruk	178	57-1-11	15,352	1,236	638	52%	1,694	168	119	Gusto Village Co., Ltd.
4. Laddarom Phuttamonthon Sai 1-Bang Khae	96	44-2-73	11,906	1,055	838	79%	1,651	810	810	Quality Houses Plc.
5. Laddarom Wong Wean-Ramintra	135	42-3-82	11,606	898	697	78%	1,437	892	870	Quality Houses Plc.
6. Laddarom Chatuchot 15	220	59-2-35	16,220	1,381	659	48%	1,909	194	194	Casa Ville (Chonburi 2554) Co., Ltd.
7. Laddarom Tiwanon	108	34-1-50	7,069	711	610	86%	957	632	624	Quality Houses Plc.
8. Laddarom Elegance City Hall	113	48-3-39	10,271	677	443	65%	1,278	492	479	Quality Houses Plc.
9. Vararom Watcharapol-Pernsin	306	72-0-7	19,467	1,534	1,043	68%	2,340	723	714	Quality Houses Plc.
10. Vararom Premium Kaewnawarat	290	83-0-80	20,018	862	557	65%	1,391	603	595	Quality Houses Plc.
11. Vararom Premium Kawila	34	8-2-43	2,138	205	194	95%	241	109	103	Quality Houses Plc.
12. Casa Grand Sukhaphiban 5	100	31-3-99	6,838	663	657	99%	862	802	802	Casa Ville Co., Ltd.
13. Casa Grand Sriracha	196	35-2-62	8,213	676	581	86%	689	245	245	Casa Ville (Chonburi 2554) Co., Ltd.
14. Casa Legend Phraram 5-Ratchaphruk	249	63-3-70	15,617	1,393	1,344	96%	2,129	1,751	1,741	Casa Ville Co., Ltd.
15. Casa Legend Ban Bueng	87	21-0-16	4,773	385	379	98%	430	354	354	Casa Ville (Chonburi 2554) Co., Ltd.
16. Casa Premium Ratchaphruk-Chaengwattana	362	93-1-22	23,908	1,702	1,566	92%	2,442	1,893	1,870	Casa Ville Co., Ltd.
17. Casa Premium Ratchaphruk-Phraram 5	311	70-1-47	18,062	1,450	1,445	100%	2,218	2,094	2,094	Casa Ville Co., Ltd.
18. Casa Premium Phraram 2	112	30-0-84	6,695	582	580	100%	822	772	772	Casa Ville Co., Ltd.
19. Casa Presto Don Mueang-Song Prapha	333	60-3-78	13,590	1,292	1,036	80%	1,997	1,172	1,156	Quality Houses Plc.
20. Casa Presto Pracha Uthit 90	167	29-2-95	6,571	579	397	69%	736	246	246	The Confidence Co., Ltd.

Project's Name	Unit	Project Area (Rai-Ngan-Sq.w.)	Sales Area (Sq.w.)	Total Investment Value (MB)	Construction Progress		Project Value (MB)	Accumulate Presales (MB)	Accumulate Transfer (MB)	Operated by
					Investment Value (MB)	% of progress				
21. Casa Ville Wong Wean-Ramintra	395	89-3-35	24,076	1,653	965	58%	2,519	759	754	Casa Ville Co., Ltd.
22. Casa Ville Ramkamhaeng-Outer Ring Road 2	352	84-0-48	20,936	1,455	1,256	86%	2,421	1,779	1,742	Quality Houses Plc.
23. Casa Ville Wongwaen Chatu Chot	257	65-1-72	14,797	992	798	80%	1,423	976	954	Quality Houses Plc.
24. Casa Ville Pinklao-Sirat	212	44-3-95	10,026	685	628	92%	1,060	867	867	Casa Ville Co., Ltd.
25. Casa Ville Pracha Uthit 90	31	8-1-19	1,601	138	136	99%	171	134	128	The Confidence Co., Ltd.
26. Casa Ville Ban Bueng	211	39-2-48	9,209	558	402	72%	701	265	265	Casa Ville (Chonburi 2554) Co., Ltd.
27. Casa Waterside Phraram 5	279	27-1-13	5,555	606	595	98%	956	797	797	Casa Ville Co., Ltd.
28. Q Prime Sukhumvit 77	272	25-0-76	5,876	1,243	928	75%	1,445	477	465	Quality Houses Plc.
29. Q District West Gate	483	61-3-91	12,210	1,197	1,014	85%	1,816	1,021	1,021	Quality Houses Plc.
30. Q District Suksawat 76	462	50-0-0	12,286	949	649	68%	1,461	521	515	Quality Houses Plc.
31. Q District Bangna-King Kaew	298	31-1-43	8,029	772	559	72%	1,126	221	217	Quality Houses Plc.
32. Q District Chaiphaphruk-Ratchaphruk	386	46-1-5	11,646	909	526	58%	1,317	154	152	Quality Houses Plc.
33. Casa City Watcharapol Pemsin 2	494	50-0-85	12,326	1,035	826	80%	1,562	923	890	Quality Houses Plc.
34. Casa City Don Mueang-Si Saman	398	48-0-92	10,088	1,010	984	97%	1,512	1,347	1,347	Gusto Village Co., Ltd.
35. Casa City Ratchaphruk-Phraram 5	411	46-2-68	8,597	1,032	884	86%	1,282	790	790	Casa Ville Co., Ltd.
36. Casa City Phraram 5-Pinklao	291	29-2-7	6,103	690	587	85%	1,053	643	643	Quality Houses Plc.
37. Casa City Sukhumvit-Samut Prakan	229	21-0-76	5,365	714	621	87%	822	395	391	The Confidence Co., Ltd.
38. Casa City Don Mueang-Song Prapha	180	22-1-7	4,875	464	421	91%	720	492	483	Quality Houses Plc.
39. Casa City Ramkamhaeng-Misteen	146	15-2-21	3,514	395	363	92%	570	307	307	Quality Houses Plc.
40. Casa City King Kaew-Suvarnabhumi	135	18-0-71	3,816	386	378	98%	519	379	379	Quality Houses Plc.
41. The Trust Suvarnabhumi-Teparak	212	37-2-58	8,375	620	614	99%	839	793	789	The Confidence Co., Ltd.
42. Gusto King Kaew-Suvarnabhumi	445	40-1-100	8,701	890	827	93%	1,287	1,014	1,009	Gusto Village Co., Ltd.
43. Gusto Petkasem 69-Kanjanapisek	322	32-1-69	6,580	661	587	89%	997	645	638	Quality Houses Plc.
44. Gusto Suksawat-Pracha Uthit	277	28-1-91	6,739	473	368	78%	729	365	365	Quality Houses Plc.



**B) Condomenium for sales, the Company and its subsidiaries are categorized into 2 categories as follows ;**

- **Complete construction projects** (As at December 31, 2022)

Project's Name	Unit	Project Area (Rai-Ngan- Sq.w.)	Sales Area (Sq.m.)	Investment Value (MB)	Projects Value (MB)	Remaining		Operated by
						Unit	Value (MB)	
1. CASA Condo Chang Puak	280	3-0-3	10,813	301	428	1	8	Quality Houses Plc.
2. The Trust Condo Hua Hin	671	8-3-48	24,685	996	1,339	23	54	Casa Ville (Prachuabkhirkhan 2554) Co., Ltd.
3. Sathorn House	394	2-1-12	21,776	937	1,359	1	10	Quality Houses Plc.

- **Projects under construction** (As at December 31, 2022)

Project's Name	Unit	Project Area (Rai- Ngan- Sq.w.)	Sales Area (Sq.w.)	Total Investment Value (MB)	Construction Progress		Project Value (MB)	Accumulate Presales (MB)	Accumulate Transfer (MB)	Operated by
					Investment Value (MB)	% of progress				
1. Q Condo Sukhumvit	273	3-1-70	34,170	6,352	6,352	100%	9,958	2,793	2,748	Quality Houses Plc.
2. Q Seaside Hua Hin	207	7-1-20	11,308	1,313	1,313	100%	1,460	513	513	Casa Ville (Petchburi 2553) Co., Ltd.
3. Casa Condo @MRT T-Junction Bangyai	847	3-1-12	22,721	1,128	1,128	100%	1,535	951	951	Casa Ville Co., Ltd.
4. Casa Condo Sriracha A	49	1-1-80	2,450	106	106	100%	130	53	53	Casa Ville (Rayong 2553) Co., Ltd.
5. Casa Condo Sriracha B	49	1-1-48	2,450	107	107	100%	170	-	-	Casa Ville (Petchburi 2553) Co., Ltd.
6. Casa Condo Sriracha C	42	1-0-49	2,333	106	106	100%	139	79	79	Casa Ville (Chonburi 2554) Co., Ltd.
7. Casa Condo @ CMU 2	67	1-2-7	2,023	110	110	100%	147	134	134	Gusto Village Co., Ltd.

Project's Name	Unit	Project Area (Rai-Ngan-Sq.w.)	Sales Area (Sq.w.)	Total Investment Value (MB)	Construction Progress		Project Value (MB)	Accumulate Presales (MB)	Accumulate Transfer (MB)	Operated by
					Investment Value (MB)	% of progress				
8. The Trust Condo at BTS Erawan	1,570	7-2-84	44,690	2,408	2,408	100%	3,086	1,587	1,583	The Confidence Co., Ltd.
9. The Trust Condo Ngamwongwan	1,280	4-3-59	37,711	1,683	1,683	100%	2,132	1,999	1,993	The Confidence Co., Ltd.
10. The Trust Condo Nakornpathom	405	5-2-43	11,628	415	415	100%	568	480	474	The Confidence Co., Ltd.
11. The Trust Condo Amata-Chonburi	518	5-0-4	14,713	605	605	100%	711	455	455	Casa Ville (Chonburi 2554) Co., Ltd.
12. The Point Condo Rangsit-Klong 6	821	7-0-32	21,624	520	520	100%	671	512	511	The Confidence Co., Ltd.
13. The Point Condo Laem Chabang	683	5-1-77	18,100	503	503	100%	502	191	191	Casa Ville (Chonburi 2554) Co., Ltd.

### C) Hotel Business

Project's Name and location	Unit	Project Area (Rai-Ngan-Sq.w.)	Investment Value (MB)	Average revenue from rental and service fee / month (100% full leasing of space) (MB)	Average revenue from rental and service fee/month As at December 31, 2022		Operated by
					Revenue from rental and service fee (MB)	% of revenue from rental and service fee (100% full leasing of space)	
1. Centre Point Hotel Silom Charoenkrung Rd., Bangrak, BKK.	214	4-3-20	1,145	18.56	12.33	66	Quality Houses Plc.
2. Centre Point Prime Hotel Pattaya Nakluae, Banglamooong, Chonburi.	544	6-1-91	1,465	21.24	7.95	37	Casa Ville (Chonburi 2554) Co., Ltd.

#### D) Office Building for Rent Business

Project's Name and location	Project Area (Rai-Ngan-Sq.w.)	Total Rental area	Investment Value (MB)	Average revenue from rental and service fee / month (100% full leasing of space) (MB)	Average revenue from rental and service fee/month As at December 31, 2022		Operated by
					Revenue from rental and service fee (MB)	% of revenue from rental and service fee (100% full leasing of space)	
1. Q.House Sathorn South sathorn Rd., BKK.	2-3-56	Construction area 27,829 Sq.m. Rental area 13,454 Sq.m.	517	9.18	7.14	78	Quality Houses Plc.
2. Q.House Ploenjit *	1-1-63	Construction area 22,341 Sq.m. Rental area 10,880 Sq.m.	897	7.41	6.68	90	Quality Houses Leasehold Property Fund has granted leasehold right from Quality Houses Plc., for 30 years, 14 years remaining from now, and contracted Quality Houses Plc. to be property manager.

*Remark : \* On 8 December 2006, the Company granted land and building leasehold including related equipment of QH Ploenjit projects to Quality Houses Property Fund for 30 years. Therefore, the right of use as well as benefits regard of rental agreement and service agreement needs to be transferred to Quality Houses Property Fund since 8 December 2006.*

(1.3) Detail of trade accounts receivable

Project name	Total trade accounts receivable		Aged of receivables					
	No of customers	Amount (MB)	1-3 months		3-6 months		Over 6 months	
			No of customers	Amount (MB)	No of customers	Amount (MB)	No of customers	Amount (MB)
<b>Hotel Business</b>								
1. Centre Point Hotel Pratunam	66*	5.37	65	4.60	2	0.059	2	0.71
2. Centre Point Hotel Sukhumvit 10	84	3.51	83	3.51	1	0.002	-	-
3. Centre Point Hotel Silom	55*	3.60	53	3.58	2	0.01	1	0.01
4. Centre Point Hotel Chidlom	72	6.24	69	6.20	1	0.02	2	0.02
5. Centre Point Prime Hotel Pattaya	137*	2.76	120	2.05	15	0.28	6	0.43
<b>Office Building for Rent Business</b>								
1. Q.House Convent	-	-	-	-	-	-	-	-
2. Q.House Asoke	-	-	-	-	-	-	-	-
3. Q.House Sathorn	18	1.89	18	1.89	-	-	-	-

Remark : \* Number of payables in 1-3 months, 3-6 months and over 6 months.

The policy of credit loss arising provision setting for rental payables and service receivables of hotel business and office for rent business shall consider projecting credit loss arising from payables according to Financial Reporting Standard No. 9, Financial Instrument. As ending of financial statement, payables's credit loss arising would be perceived through financial statement

## **(2) Marketing and Competition**

### **(2.1) Product and Service Marketing Policy**

#### **(A) Pricing Policy**

The Company's and its subsidiaries' pricing policy are in conjunction with product types and market segmentation, as well as cost of production while also remaining competitive.

#### **(B) Sales and Distribution Channels**

The Company and its subsidiaries allocate their distribution channels in accordance with types of business as follows:

##### **1) Land and houses for sales and residential condominium units for sales business**

The Company and its subsidiaries utilize their sales office strategically situated in each project as well as through exhibition booths as appropriate.

##### **2) Hotel business**

There are several channels of distribution for the Company and its subsidiaries as follows:

- **The Company's sales representatives:** Customers are able to contact the central sales office; alternatively, our sales representatives may visit the customers at their office. Our sale personnel will provide useful information on each and every project while ensuring that good relationship be maintained and that customer satisfaction be achieved through contacts being made with the customers.
- **Sales agents:** As an integral part to widen the customer base, the Company provides the opportunity for all agents/brokers to seek and locate customers for both the short- terms and long-term businesses.
- **The Company's website:** The Company has facilitated foreign customers who are interested in our hotels to make their reservations through the Company's website. This channel has gradually become an incrementally potential marketing means on annual basis.
- **Online representative website:** Given the current trend in which foreign customers are most likely to employ the Internet in making (room) reservation, the Company therefore provides another distribution channel through online representative website.

##### **3) Office buildings for rent business**

The Company's and its subsidiaries' main sales distribution channel is predominantly through corporate agents since they tend to be in possession of an extensive network of customers and relevant products of which they may choose to conduct inspection prior to making decision. In addition, the Company's customers may directly contact the Company's sales representative office as well.

### (C) Target Customers and Their Characteristics

The Company's and subsidiaries' customers are retail customers which has the follow characteristics,

#### 1) Land and houses for sales and residential condominium units for sales business

The target customers include senior executives, business proprietors, government officials, those working for state enterprise agencies and private company employees, etc.

#### 2) Real estate for rent business

- **Office building for rent:** The target customers include medium-to-large companies, Thai and foreign, which require office space in the prime locations.
- **Hotel business:** The main target customers include foreign business persons visiting Thailand for business or working with private companies and/or organizations, as well as foreign tourists who may be planning on short- or long-term stay.

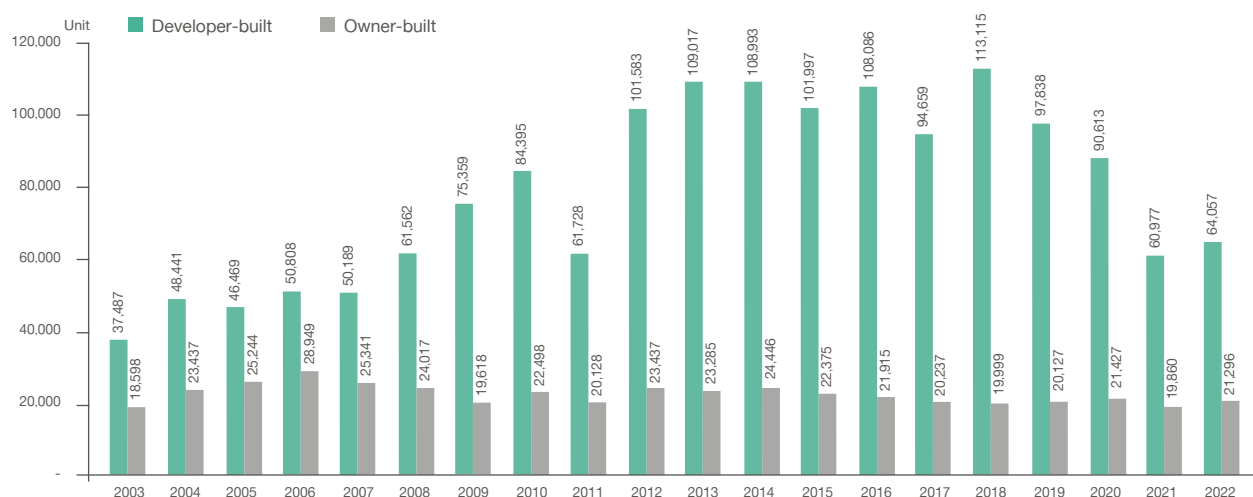
### (2.2) Industry Competition and the Company's Competitiveness

The Company and its subsidiaries classify the competition within the industry according to nature of business as follows:

#### 1) Real estate for sales business

The number of newly registered residential properties in 2021 was at 80,837 units, a 28 percent decrease from 112,040 units in 2020. In particular, the number of developer-built housing was at 60,977 units, a 33 percent decrease from 2020, and the number of owner-built housing was at 19,860 units, a 7 percent decrease from 2020.

For the residential property market in 2022, there were 85,353 newly registered units, a 6 percent increase from 80,837 units in 2021. In particular, the number of developer-built housing was at 64,057 units, a 5 percent increase from 2021, and the number of owner-built housing was at 21,296 units, a 7 percent increase from 2021.



Source : Real Estate Information Center, Government Housing Bank

**Additional developer-built house registrations classified by types of housing from 2015 to 2022**

Additional developer-built house registrations classified by types of housing	2015	2016	2017	2018	2019	2020	2021	2022	% changes 2021 / 2020	% changes 2022 / 2021
Single Detached houses	11,837	12,736	12,129	15,563	13,552	10,736	10,582	11,320	-1%	7%
Duplexes	2,366	1,895	2,535	2,101	3,024	2,536	3,107	3,307	23%	6%
Townhouses and commercial buildings	19,624	17,111	16,634	20,051	21,274	16,424	13,540	12,026	-18%	-11%
Condominiums	68,170	76,344	63,361	75,400	59,988	60,917	33,748	37,404	-45%	11%
<b>Total number of additional developer-built house registrations</b>	<b>101,997</b>	<b>108,086</b>	<b>94,659</b>	<b>113,115</b>	<b>97,838</b>	<b>90,613</b>	<b>60,977</b>	<b>64,057</b>	<b>-33%</b>	<b>5%</b>

Source : Real Estate Information Center, Government Housing Bank

In 2021, the number of newly registered developer-built housing decreased from 2020-mainly from the decrease in condominiums, townhouses, commercial buildings, and single detached houses, while the number of newly registered duplexes increased.

When comparing the number of newly registered developer-built housing in 2022 with that of 2021, it was found that the number of newly registered developer-built housing increased, mainly from the increase in condominiums, single detached houses, and duplexes, while the number of newly registered townhouses and commercial buildings decreased. The main reason for the increase in registrations in 2022 was the recovery of the overall economy of the country and the tourism sector at the end of the year. The government had also introduced measures that were conducive to real estate purchases such as the reduction of ownership transfer and mortgage fees for properties that cost less than 3 million baht, as well as the easing of mortgage lending control measure (LTV) by the Bank of Thailand in October 2021 which allowed homebuyers to borrow up to 100 percent. Additionally, developers had adjusted their plan to launch more low-rise projects to meet the needs of consumers who buy with the intention to live in the properties themselves and who focus more on the living spaces within the house.

For the overall housing market outlook in 2023, the Company expects the real estate business to continue the recovery from the year 2022 with positive factors such as economic recovery - at present, there is still real demand among consumers who buy with the intention to live in the properties themselves, the opening of the country to travelers which would lead to the recovery of the tourism sector and foreign investment, as well as the renewal of government stimulus for real estate sales.

Nevertheless, there are negative factors that may affect the housing market including the Russia-Ukraine war that affects the global economy including Thailand, high inflation and high household debt burdens, the tightening of mortgage lending by financial institutions, the gradual increase in loan interest rates, the cancellation of the easing of the mortgage lending control measure (LTV), and higher project costs from land prices, building materials, labor cost, etc.

## **2) Office Buildings for Rent Business**

For the office building market in 2022, the total office space for rent was at 9.71 million square meters, an increase of 0.26 million square meters from the previous year, with the expansion of 0.09 million square meters in the central business district (CBD) and 0.17 million square meters in the non-central business district (non-CBD).

Overall, the office building market in 2022 had more supply coming into the market than demand. Although the market had slightly improved from the previous year, it was still being affected by COVID-19. And although the pandemic situation has decreased, the Work from Home and Hybrid Working trends (employees can choose to work in the office or from home) directly affected the demand for office space rental. Even when there was slightly increased overall traffic volume, some tenants requested to reduce the rental area or there were a lot of cancellations, causing the overall access rate to be approximately negative 0.024 million square meters compared with the overall negative access rate of 0.1 million square meters during the same period last year.

The average rental rate in the fourth quarter of 2022 (for 100-300 square meters space) decreased in all locations. When comparing with the same quarter last year, the average rental rate of Grade A office buildings in the CBD areas decreased from 1,053 baht per square meter per month to 1,040 baht per square meter per month, and the rate of Grade A office buildings in the non-CBD areas decreased from 875 baht per square meter per month to 834 baht per square meter per month. The average rental rate of Grade B office buildings in the CBD areas decreased from 796 baht per square meter per month to 721 baht per square meter per month, and the rate of Grade B office buildings in the non-CBD areas decreased from 676 baht per square meter per month to 614 baht per square meter per month. For space larger than 1,000 square meters, the average rental rate decreased by 5-15 percent from the above-mentioned rate depending on the size.

Due to a large amount of incoming supply, the owner of buildings, especially the ones that are more than 15 years old, must adapt to be able to compete with new buildings that come into the market which are modern, good-quality buildings in good locations. And in the current market trends where customers pay more attention to the selection of office buildings, especially multinational companies and large companies that are interested



in renting green office buildings (Green Building) - office buildings that are designed and constructed to be environmentally friendly, conserve energy and improve the quality of life of building users. Therefore, owners of old buildings should pay more attention to the development and improvement of properties to compete with new buildings coming in. The strategy must be adjusted to lease space as quickly as possible and retain existing tenants to renew long-term contracts.

For the rental office market outlook in 2023, the rental space is expected to increase by approximately 0.49 million square meters, with a major expansion of 0.42 million square meters in the CBD areas and 0.07 million square meters in non-CBD areas. And approximately 1.03 million square meters of office space are expected to be under construction and scheduled for completion in 2024 - 2025. And in 2023, high competition is expected due to a large amount of incoming office space. The entry rate may not be much different from last year because most of the occupancy is likely to come from the move to a new building while reducing the size of the rental area or adding some space. As for rental rates, the trend is stable for a new, modern, good-quality building in a good location. Being a Green Building may lead to a higher rental rate. Therefore, owners of old buildings should pay more attention to the development and improvement of properties to compete with new buildings coming in - including adjusting the leasing strategy and retaining existing tenants to continue renewing the lease.

*CBD : Central Business District - Silom, Sathorn, Surawongse, Rama IV, Ploenchit, Wireless, Down Town Sukhumvit, and Asoke Roads, etc*

*Non CBD: Up Town Sukhumvit, Petchburi, Rachadapisek, Paholyothin, Vibhavadee-rangsit, Rama III and Bangna-Trad Roads, etc*

*Source : Information compiled by Quality Houses plc.*

### **3) Hotels / Rental Residential Buildings**

At the end of 2022, the total number of foreign tourists entering Thailand throughout the year was 11.15 million persons, an increase of 10.73 million persons, or 2,506 percent compared with the same period in 2021 which saw a total number of foreign tourists of 0.42 million persons, resulting in higher tourism revenues from the international tourist market. All of this was due to the easing of international travel restriction measures by many countries, including Thailand. The Thai government had gradually eased measures on international travel restrictions beginning with the re-opening of international travel to the country under the Test and Go measure on February 1, 2022. Then, the Government canceled the Test and Go measure on May 1, 2022, but still required registration under the Thailand Pass and Travel insurance in a specified amount before entering the country. And on July 1, 2022, the Thai Government finally canceled the registration and all travel insurance requirements.

For domestic tourism at the end of 2022, the number of Thai tourists in the country was 202.97 million person-visit, generating 641 billion baht in revenue for the domestic tourism industry: an increase in terms of both the number of tourists and income, with the number of domestic tourists increasing by 182.37 percent and domestic tourism income increasing by 196.50 percent. This was the result of the easing of the COVID-19 outbreak as well as the government's measures to promote domestic tourism through the We Travel Together Phase 4 program and additional extensions which led to the continued recovery of domestic tourism.

For the hotel market in Bangkok in 2022, there were 81,525 rooms, an increase of 4,011 rooms, or a 5.6 percent increase from 77,210 rooms in 2021. The mid-end hotels recorded the highest number of rooms in the market and were mostly located in the business district along Ploenjit-Sukhumvit road. Due to the relief of the COVID-19 outbreak and various relief measures and the promotion of domestic tourism by the government, the medium and small hotels that were temporarily closed have resumed operations, and the newly constructed hotels that had postponed their openings due to COVID-19 officially launched in 2022.

For the overall investment in Thailand based on the information of the Office of the Board of Investment (BOI), there were 2,119 projects applied by foreign investors for investment promotion in 2022, with a total investment value of 664.63 billion baht. Compared with the same period in 2021 where 1,499 projects were applied by foreign investors for investment promotion with a total investment value of 478.95 billion baht, the number of projects in 2022 increased by 620 projects or 41 percent. At the same time, the total investment value increased by 185.68 billion baht or 39 percent from the same period in 2021.

When considering the number of foreigners who had work permits in companies with BOI privilege and those that temporarily resided in Bangkok, the cumulative number at the end of 2022 was 91,346, increasing by 6,981 or 8.3 percent from 84,365 in the same period in 2021. The main target customer groups for rental apartments remained Asian customers. At the end of 2022, the highest number of people with working permits that remained in Thailand were Chinese with 28,468 people, which was more than the Japanese who ranked first in previous years, the second and third places were Japanese and Filipinos with 27,563, and 18,222 people, respectively.

For the rental residential market in 2022, there was a total of 20,234 rental residential units, up by 1,328 units or 7 percent from 18,906 units at end of 2021. Most foreign customers still preferred to live in serviced apartments, but due to the reduction in housing expense for foreign customers in many multinational companies and with the growth of the condominiums for rent market, which had entered the competition and grabbed market share, there had been a severe competition in the residential rental market.

Source :     *Alien Section, Work Provision Department*  
              *The Office of Board of Investment*  
              *The Tourism Department*  
              *Information compiled by Quality Houses Plc.*

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

#### **(3.1) Product Acquisition**

##### **A) Product Design**

The Company and its subsidiaries have research and development teams, which conduct studies on consumer behavior by surveying customers who visited home-design projects, as well as by using historical project sales data to analyze customer needs, and surveying competitor products to use as information on product design. As a result, the Companies and its subsidiaries are able to build homes that meet the needs and are accepted by the customers. In addition, to achieve a variety of design that changes over the years, the Company and its subsidiaries also hire companies and third parties to design homes and projects.

##### **B) Production and Procurement**

###### **Production, and Production Policies**

The Company and its subsidiaries that produce high-priced products have manufacturing control policies in place to ensure that the products meet the set standards and quality.

###### **Raw Material Procurement**

The Company and its subsidiaries supply raw materials in key components of the house, and the construction contractors also supply some of the materials, which can be detailed as follows:

- 1) Raw materials supplied directly by the Company and its subsidiaries include piles, roof tiles, steel bar, sanitary ware, ceramic, brick, marble, granite, prefabricated slabs, etc.
- 2) For raw materials which are included in the construction price, the Company and its subsidiaries have hired construction contractors, with sum covering the total cost of all labor and raw materials except for raw materials mentioned in item 1).

The raw materials used by the Company and its subsidiaries in constructions are diverse. As a result, the cost of any raw material is not above 50 percent of the total production cost and there has been no reliance on the purchase of raw materials from any supplier worth more than 30 percent of the total revenue in the past three years, and there is no obligation to any supplier to purchase raw materials worth more than 30 percent of the total revenue in the future.

### **Selection and Hiring of Construction Contractors**

The Company and its subsidiaries have preliminary criteria for determining and selecting contractors as follows:

- 1) Established as a company or partnership
- 2) Able to operate according to the standards and quality defined by the Company and its subsidiaries
- 3) Have financial stability
- 4) Have engineers, architects, and construction supervisors
- 5) Have reliable experience and performance with presentable and verifiable details
- 6) Have a permanent establishment
- 7) Have a clear phone number and contact name
- 8) Have a letter of guarantee for construction work
- 9) Pass the benchmark for the annual quality and performance assessment for consideration of the next employment.

### **Use of Raw Materials Substitution**

In the construction of houses and residential units for sale, most of the raw materials used are domestically available. Therefore, when suffering from a shortage of raw materials, the Company and its subsidiaries can find other raw materials to replace the original raw materials; for example, wood used to make door and window jambs can be replaced by high quality aluminum jambs or UPVC that meet the specified standards, etc.

### **Effect of Technological Changes on Raw Material Consumption**

Because advanced technology is not used in the control or construction of residential houses and residential units for sale, the change in technology does not significantly affect the raw materials used in construction.

### **Raw Material Cost**

The rise in raw material costs is a problem that affect the cost of houses or residential units for sale. The key variables are the price of vacant land, the price of oil and fuel used in the production process of building materials, the cost of transporting raw materials to projects, as well as other building materials. The Company and its subsidiaries seek to reduce such costs by negotiating with the sellers of raw materials to maintain the raw material price or by signing futures contracts for 6 months to 1 year period, etc.

### **Proportion of Domestic and Oversea Raw Materials Procurement**

Most raw materials for the Company and its subsidiaries business are domestic.

### **Land Acquisition Policy**

The Company and its subsidiaries have a policy to procure and acquire additional land to operate the real estate business over the next 2-3 years. The process will be considered by the Board of Directors, to support future expansion and operation.

### **(3.2) Environmental Impact**

The Company and its subsidiaries may have impact on the environment through each business type as follows:

#### **1) Real estate for sales business**

In regard to the implementation of all the Company's and its subsidiaries' projects, for any project requiring permission from the Environmental Board, the Company and its subsidiaries shall duly comply with the prescribed criteria and ensure that they be properly and entirely licensed. Pertaining to the projects that do not require any permission from the Environmental Board, the Company and its subsidiaries also have an eye on the following factors which may affect the environment. For instance, the Company and its subsidiaries will control the construction process by adopting noise control measure against audio pollutions which might affect the communities during the period of project development. In addition, tools and equipment are to be retained in safe places. Construction sites are to be controlled to ensure safety, dust prevention and orderly work site. Construction zones are to be properly allocated in order to minimize the negative impacts on finished houses and their residents.

#### **2) Real estate for rent business**

The Company and its subsidiaries have preventive and control measures so as to minimize impacts of public utility problems, such as the ones whereby to inspect and replace equipment in aims at reducing energy consumption, as well as garbage management and sewage testing, etc.

As a result, none of the projects operated by the Company and its subsidiaries creates any negative environmental impact.

### **(4) Assets for business undertaking**

The Company's assets and its subsidiaries as of December 31, 2022 are as follows:

- (4.1) Property, plant and equipment , Investment properties and Right-of-use assets
- (4.2) Land and construction in progress and Land and project development costs
- (4.3) Right-of-use assets

Details of assets for business undertaking are disclosed in Attachment 4

### **(5) Under-construction projects**

As of December 31, 2022, the Company and its subsidiaries have a letter of subscription for land and buildings for land and the house for sales project and the condominium project ,that has not yet been recognized in the total amount of approximately Baht 485 million. There is no project , land and the house for sales project and the condominium project ,with unrealized revenues of more than 10% of the total revenues according to the consolidated financial statements.

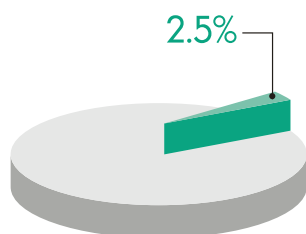
## (6) Market Share

The Company reported a market share of sales of residential projects in Bangkok and Vicinities in 2022 as follows:

- For low-rise projects including detached house, duplex and townhouse, the Company reported a market share around 2.5%.
- For high-rise projects including condominium, the Company had a market share around 0.4%.

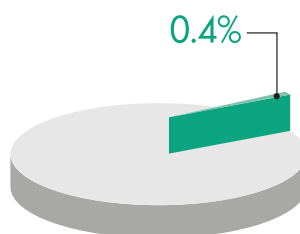
Overall, the Company reported a market share of sales of residential projects in Bangkok and Vicinities in 2022 around 1.7% as shown in the following diagrams:

**QH's sales of low-rise projects vs.  
Total sales of low-rise projects**



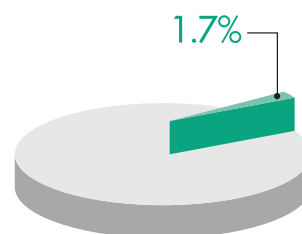
● Quality Houses Plc.  
● Low-rise residential market

**QH's sales of high-rise projects vs.  
Total sales of high-rise projects**



● Quality Houses Plc.  
● High-rise residential market

**QH's sales vs. Total sales of low-rise  
and high-rise projects**



● Quality Houses Plc.  
● Residential market

Source : Agency for Real Estate Affairs (AREA) and Quality Houses Plc.

## 1.3 Shareholding Structure of the Company

Quality Houses Public Company Limited, its subsidiaries and associated companies operates real estate development for sales and rent business, jointly invests in other companies and property funds, which could be summarized as follows:

1. Land and houses for sales;
2. Condominium units for sales;
3. Hotel business;
4. Office building for rent;
5. Property management for rental properties including hotels, serviced apartments, rental office buildings and rental residential projects;
6. Investment business.

(Details as Section 1.2 “Nature of Business” Topic 1.2.2 “Type of Product”)

### 1.3.1 Shareholding Structure of the Company

The Company has the policy to segregate the operations of the Company, its subsidiaries and associated company is summarized as follows:

#### A) Subsidiaries

The Company has invested in 13 subsidiaries as follows.

- (1) **The Confidence Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. At present, The Confidence Co., Ltd. is conducting the business of property development for sales, including land and houses and condominium units for sales;
- (2) **Q.H. Management Co., Ltd.** : The Company holds 80.58% of its shares. The remaining 19.42% is held by The Confidence Co., Ltd. At present, Q.H. Management Co., Ltd. does not conduct any businesses, as the business of infrastructure management and after sales service has been transferred to the Company and its subsidiaries;
- (3) **Casa Ville Co., Ltd.** : The Company holds 100% of its shares. At present, Casa Ville Co., Ltd. is conducting the business of property development for sales, including land and houses and condominium units for sales;
- (4) **Q.H. International Co., Ltd.** : The Company holds 100% of its shares. At present, Q.H. International Co., Ltd. is conducting the business of residential building, hotel and office building for rent management and making investments in various companies;
- (5) **Q.H. International (BVI) Co., Ltd.** : 100% of its shares is held by Q.H. International Co., Ltd. At present, Q.H. International (BVI) Co., Ltd. is conducting investments in Harbour View Corporation, which is comprised of the hotel and office building for rent businesses in Haiphong City, Vietnam, with 14.15% share ownership in those companies;
- (6) **Casa Ville (Rayong 2553) Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. At present, Casa Ville (Rayong 2553) Co., Ltd. is conducting the business of property development for sales, including land and houses and condominium units for sales;
- (7) **Casa Ville (Petchburi 2553) Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. At present, Casa Ville (Petchburi 2553) Co., Ltd. is conducting the business of property development for sales, including land and houses and condominium units for sales;
- (8) **Q. House Precast Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. to manufacture and sell ready-made concrete sheets to the housing projects of Company and its subsidiaries;

- (9) **Gusto Village Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. to operate the business of property development for sales, including land and houses and condominium units for sales;
- (10) **Casa Ville (Chonburi 2554) Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. to operate the business of property development for sales, including land and houses, condominium units for sales and hotel business;
- (11) **Property Host Co., Ltd.** : The Company holds 100% of its shares to operate the business of property for rent;
- (12) **Casa Ville (Prachuabkhirikhan 2554) Co., Ltd.** : The Company holds 100% of its shares via Casa Ville Co., Ltd. to operate the business of property development for sales, including condominium units for sales;
- (13) **Centre Point Hospitality Co., Ltd.** : The Company holds 100% of its share to operate the business of hotel and serviced apartment.

#### B) Associated Companies

The Company has invested in 2 associated companies and 2 property funds as follows:

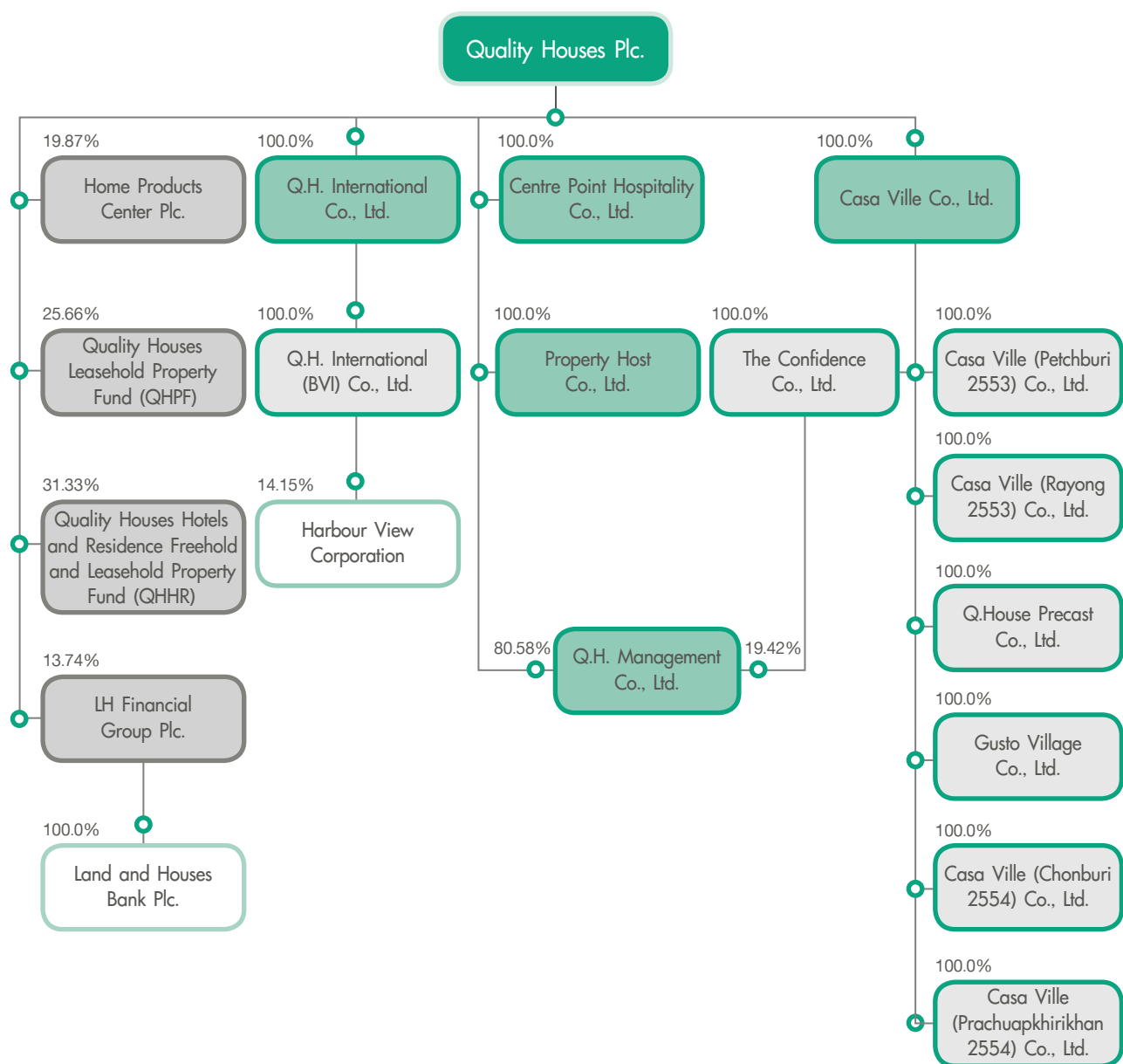
- (1) **Home Product Center Plc.** : The Company has a long-term investment policy, as of December 31, 2022, the Company has a shareholding of 19.87%. Home Product Center Plc. operates as a one stop shopping home center, selling products and providing services for construction, decoration, expansion, repair and improvement for home, residential unit, and building, under the trademark 'Home Pro' and also provides space for rent;
- (2) **LH Financial Group Plc.** : As of December 31, 2022, the Company has a shareholding of 13.74%. LH Financial Group Plc. was established as a holding company with the business objective of making long-term investment by holding 100% shares in Land and Houses Bank Plc., which operates the business of commercial banking services that provides services of deposits, mortgages, corporate loans and personal loans;
- (3) **Quality Houses Leasehold Property Fund (QHPPF)** : QHPPF was established in December 2006. The Company has a long-term investment policy and a unit holding of 25.66%. Quality Houses Leasehold Property Fund operates in property for rent business and has registered as a closed-end Property Fund, with the capital of Baht 7,970 million in total. Properties in form of office buildings for rent invested by the Quality Houses Leasehold Property Fund include Q.House Lumpini, Q.House Ploenjit and Wave Place projects;
- (4) **Quality Houses Hotel and Residence Freehold and Leasehold Property Fund (QHHR)** : QHHR was established in July 2012. The Company has a long-term investment policy on a unit holding of 31.33% of shares. Quality Houses Hotel and Residence Freehold and Leasehold Property Fund operates in hotel and serviced apartment business and has registered as a closed-end Property Fund, with the capital of Baht 3,360 million in total. Properties invested by the Quality Houses Hotel and Residence Freehold and Leasehold Property Fund include Centre Point Hotel Pratunam, Centre Point Hotel Sukhumvit 10 and Centre Point Hotel Chidlom.

#### C) Other Companies

**Harbour View Corporation** operates hotel and office buildings for rent in Haiphong City, Vietnam. Q.H. International (BVI) Co., Ltd., one of the Company's subsidiaries, once held 21% of its shares. However, without the Company's further subscription to any additional shares of Harbour View's shares being offered to existing shareholders, due to Harbour View Corporation's continually loss, the current proportion of shareholding has decreased to 14.15%.



## Shareholding Structure in Subsidiaries and Associated Companies as at December 31, 2022



### 1.3.2 Shareholders

List of the top 10 shareholders at the book-closing date on August 25, 2022

Major shareholders	Number of shares	% of the paid-up capital
1. LAND AND HOUSE PLC.	2,675,945,601	24.98
2. THAI NDVR COMPANY LIMITED	702,061,142	6.55
3. MR.NIWES HEMVACHIRAVARAKORN	250,000,000	2.33
4. MR. PRINYA TIEANWORN	200,000,000	1.87
5. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	176,471,320	1.65
6. MS. JINTANA KANCHANAKAMNERD	162,500,000	1.52
7. MS.PISSACHA HEMVACHIRAVARAKORN	150,000,000	1.40
8. MR.VICHAJ MITSANTISUK	148,000,000	1.38
9. DHIPAYA INSURANCE PUBLIC COMPANY LIMITED	143,721,600	1.34
10. BNY MELLON NOMINEES LIMITED	143,011,406	1.33
<b>Total of the top 10 shareholder</b>	<b>4,751,711,069</b>	<b>44.35</b>
<b>Total of the shareholder</b>	<b>10,714,381,645</b>	<b>100.00</b>

### 1.4 Registered and Paid-up Capital

As at December 31, 2022, the Company had registered and paid-up capital of

Registered capital : 10,714,426,091 Baht  
(10,714,426,091 ordinary shares of Baht 1 each)

Paid-up capital : 10,714,381,645 Baht  
(10,714,381,645 ordinary shares of Baht 1 each)

According to the information of ordinary share holdings by Thai NVDR Co.,Ltd, as of August 25, 2022, the number of Company's ordinary shares of 702,061,142 shares, representing 6.55 % of total paid up ordinary shares, whereas the ordinary shares held by Thai NVDR Co.,Ltd. are not entitled to a voting right in the shareholders' meeting (except for a decision to consider the de-listing of the shares from the Stock Exchange), thus the holders of non-NVDR shares shall have 7.01% more of the voting right. As a result, the holders of only 23.36% of the paid-up ordinary shares will have a voting right equal to 25% of total voting shares. Investors can check the latest number of shares held through Thai NVDR at the Stock Exchange of Thailand's website at <http://www.set.or.th/nvdr/th/info/monthly-outstanding.html>.

## 1.5 Issuance of other securities

### 1.5.1 Debentures

As at December 31, 2022, the Company had outstanding debentures worth Baht 7,500 million with detail are as follows:

Unsubordinated and Unsecured Debentures								
No.	Tenor	Amount (Million Baht)	No. of Units	Interest	Type of Interest	Maturity Date	Repayment	Credit
1/2021	3 years	3,000	3,000,000	2.50%	Fixed Rate	3-Mar-2024	At Maturity	A-
2/2021	3 years	1,500	1,500,000	1.76%	Fixed Rate	8-Jun-2024	At Maturity	A-
1/2022	3 years	1,000	1,000,000	2.78%	Zero Coupon	5-May-2025	At Maturity	A-
2/2022 series 1	1 year 11 months 29 days	730	730,000	3.06%	Fixed Rate	22-Nov-2024	At Maturity	A-
2/2022 series 2	2 years 11 months 28 days	720	720,000	3.38%	Fixed Rate	21-Nov-2025	At Maturity	A-
3/2022	3 years 9 days	550	550,000	3.33%	Zero Coupon	11-Dec-2025	At Maturity	A-

### 1.5.2 Short-term loans from financial institutions/ Short-term loans/ Short-term bill of exchange

As at December 31, 2022, the Company had Baht 1,000 million of Short-term loans from financial institutions/ Short-term loans / Short-term bill of exchange.

### 1.5.3 Long-term loan

As at December 31, 2022, the Company had outstanding long-term loan from financial institutions worth Baht 3,044 million.

## 1.6 Dividend payment policy

### 1.6.1 The Company's dividend payment policy

The Company has a policy to pay dividends from the retained earnings and/or net profit to its shareholders. In considering the payments, the following factors are taken into consideration: the Company's operating results and financial position, liquidity, expansion plans and other management-related factors. Any dividend payment is subjected to the approval of the Company's Board of Directors and/or shareholders' meetings.

Dividend payment during 2020-2022 is as follows:

Detail on dividend payment	2020	2021	2022
1. Basic earnings per share (Baht/share)	0.20	0.16	0.22
2. Dividend paid per share (Baht/share)	0.12	0.10	0.14
2.1 Interim dividend for the first half year (Baht/share)	0.04	0.03	0.04
2.2 Dividend for the second half year (Baht/share)	0.08	0.07	0.10
3. Dividend payout ratio (%)	61	64	63

*Remarks :* 1) Dividend for the year 2020 amounted to 0.12 Baht/share paying from the first 6-month operation of 0.04 Baht/share, according to the resolution of the Board of Directors' Meeting No.7/2020 on August 10, 2020, and the last 6-month operation of another 0.08 Baht/share, according to the resolution of the 2021 Annual General Meeting of Shareholders on April 22, 2021.

2) Dividend for the year 2021 amounted to 0.10 Baht/share paying from the first 6-month operation of 0.03 Baht/share, according to the resolution of the Board of Directors' Meeting No.6/2021 on August 9, 2021, and the last 6-month operation of another 0.07 Baht/share, according to the resolution of the 2022 Annual General Meeting of Shareholders on April 22, 2022.

3) Dividend for the year 2022 amounted to 0.14 Baht/share paying from the first 6-month operation of 0.04 Baht/share, according to the resolution of the Board of Directors' Meeting No.5/2022 on August 10, 2022, and the last 6-month operation of another 0.10 Baht/share, according to the Board of Directors' Meeting No.1/2023 on February 24, 2023, approved to propose to the 2023 Annual General Meeting of Shareholders on April 21, 2023.

### 1.6.2 The Company's Subsidiaries dividend payment policy

The Company's subsidiaries shall pay dividend to the Company from the earnings of subsidiaries, whereas the Board of Directors of the Company and/or subsidiaries shall consider the dividend payment policy as suitable to the management of capital structure and overall financial management.

## 2. Risk Management

### 2.1 Risk management policy and plan

The Risk Management Committee is an independent body that will provide support and act on behalf of the Board of Directors in risk management to minimize potential damage to business operations from both external and internal factors. In order to give the company reasonable confidence that if there are various risks in the organization, the Company will manage such risks appropriately and in a timely manner in order to contribute to the sustainable growth and create added value for shareholders in the long run.

The Risk Management Committee will constantly assess the company's risks and find ways or measures that will minimize the company's risk with consideration, at least to financial risks, business operating risks, and production related risks.

### 2.2 Risk factors on business operation

#### 2.2.1 Operational Risk associated with the Company

##### Financial Risks

##### **Risk from investments, lending made for the related companies Harbour View Corporation**

Harbour View Corporation ("HVC") is a related company with Q.H. International (BVI) ("QHI (BVI)"), a wholly-owned subsidiary (which the Company holds 100% shares through its subsidiary, Q.H. International Co., Ltd.), with a shareholding of 14.15% (previously, it had a shareholding of 21%).

As of December 31, 2022, the net investment after the allowance for impairment of investment in HVC amounted was zero, in comparison with the investment cost of Baht 33 million. The Company reserved an allowance for loss impairment of the aforementioned investment in full amount as HVC, which operates hotel businesses and rental office buildings in Haiphong, Vietnam, had continually operated at a loss.

As of December 31, 2022, QHI (BVI), the subsidiary, had loan amount, principal and interest receivables to HVC, of approximately US\$ 2.3 million and US\$ 0.04 million, respectively (2021: US\$ 2.3 million and US\$ 0.04 million; 2020: US\$ 2.3 million and US\$ 0.04 million, respectively). Thus, the mentioned subsidiary probably incurs the risk of losing all principal as HVC had continually operated at a loss; however, QHI (BVI) has already had provision for loss arising on such debt. In addition, the Company has guaranteed the loans for HVC since 1997 because each shareholder is obligated to provide financial support to HVC in proportion to their shareholding. Consequently, QHI (BVI) and one other shareholder jointly provided loan guarantee (principal and interest) US\$ 1.8 million from a financial institution in the proportion of 50% each. However, the liabilities that the Company and its subsidiaries had to provide for HVC, was dependent on the percentage of ownership of QHI (BVI), which was equivalent to 21%. Subsequently, there was a capital increase to existing shareholders in the same proportion, whereas the subsidiary company (QHI (BVI)) did not exercise its right to subscribe for such shares, as HVC had continually operated at a loss. Consequently, the Company's shareholding in HVC at the end of 2007 reduced to 14.15%. During 2017, HVC had already paid back both principal and interest owned to financial institutions and the Company withdrew such guarantees and reversed the provision for losses arising.

#### **Risk from obligation Company issued debentures**

As of December 31, 2022, the Company had short-term loan from financial institution of Baht 1,000 million, debentures of Baht 7,381 million which was a whole non-current debentures, and long-term loan from financial institution of Baht 3,042 Baht. Interest bearing debt-to-equity ratio was at 0.41 times. If the Company is unable to achieve the sales target, it might affect the Company's repayment ability. However, the Company still delivered revenue from sale of housing and condominiums as shown performance as of December 31, 2022. Furthermore, the Company and its subsidiaries had total 54 active projects of landed properties for sale with a remaining value of Baht 26,604 million; furthermore, there are 12 residential condominiums projects for sale with a remaining value of Baht 11,596 million which are potential sources of the Company's revenue in the future. Meanwhile, the Company has continual stable income from the hotel business and rental office building business to bolster cash flow.

The issuance of the Company's debenture has been implemented in accordance with the funding policy whereby finding sources of funds with lower financial costs than obtaining loans from financial institutions, while lowering the risk from fluctuating interest rates. The Company has a proven track record in being able to pay interest and redeem its debentures as scheduled.

#### **Risks from interest rate fluctuation and access to capital**

The Company and its subsidiaries require a large amount of funds for property development, the part of which is derived from loans from financial and banking institutions and issuance of debentures. Consequently, market interest rates play a vital role in the Company's cost of funds required for its operations and project development.

Due to the interest rate fluctuations, the Company and its subsidiaries have adopted several preventive measures depending on the trend of interest rates at that particular period. These measures include the issuance of debentures with fixed interest rates in place of loans from banks which mostly bear floating rate and higher interest costs, or the issuance of short-term bills of exchange to institutional investors with lower interest rates which is to reduce interest obligations and more suitable for the business of land and houses for sales that requires short-term fund in light of project development. Another measure is to improve the efficiency of project planning and construction to shorten the development period and to alleviate the burden of interest bearing loans. Furthermore, the Company also monitors the interest rate trends, and considers the use of appropriate financial tools in order to manage the risk accordingly.

### **Business Risks**

#### **Risks from Pre-built Projects**

The Company and its subsidiaries operate a business of real estate development for sales and for rent with main revenue generated from sales of land and houses. In 2020, 2021 and 2022, the Company and its subsidiaries generated revenue from sales of land and houses of 93%, 92% and 89% of total revenue from their real estate business for sales and for rent respectively. The Company and its subsidiaries has pre-built projects, resulting in requiring high working capital for such construction, and having risks from not being able to completely sell all pre-built houses.

However, the Company and its subsidiaries have established preventive measures to reduce and prevent the aforementioned risk, by dividing construction into phases, and controlling inventories by construction planning appropriate to market demands, as well as conducting an analysis on customer demands based on historical data of project sales, to construct pre-built house to cater to and be accepted by customers. Furthermore, as the Company and its subsidiaries are major real estate developers with a long track record in the real estate industry, the real estate projects are widely recognized and well accepted among customer target segments in term of quality, price and services, which help reducing the risk in term of inventory.

#### **Risk from high competition**

At present, there is increased competition in real estate development business from the increased number of new developers and increased number of new projects from major developers, resulting in rapid increase in supply. In addition, various new marketing strategies and tactics have been constantly introduced to increase sales, thus, even higher competition. However, as the Company and its subsidiaries have a long proven track record, and is well accepted in the sales of houses with high, medium and low prices, it has competitive advantage in terms of reputation, trustworthiness, quality and standards. Furthermore, the Company and its subsidiaries have been adding more innovations, product diversities and differentiators, in order to cater well to the consumers' requirements, as well as focusing on effective after sales services.

#### **Production Risk**

##### **Risk from shortage of contractors and skilled labor**

Housing construction and development project significantly depends upon qualified contractors and skilled labors. In particular, the projects that the Company's and subsidiaries' sell are mid-level to high-end products which have heavy emphasis on product quality. The number of qualified contractors and skilled labor for construction of the houses or public infrastructure of the projects are limited or in shortage, especially in times real estate industry growth.

The shortage of qualified contractors and skilled labor is an obstacle to production, growth of revenue and quality control. However, the Company and its subsidiaries have a policy in accepting new contractors, who meet the criteria in contracting for its projects. Additionally, it constantly provides knowledge and skills development, and promotes good relationship with both existing and new contractors.

In addition, the Company and its subsidiaries also provide financial support to contractors as the case may be. The Company and its subsidiaries have also adapted its construction methods by introducing new technologies, including, pre-cast, pre-fabrication and tunnel to reduce labor intensity and shorten construction period.

#### **Risk from cost of construction material**

As the cost of construction material is of the major costs, the Company has risks from fluctuations or increase in the cost of construction material. However, the Company has preventive measures against such risk by entering into turnkey contracts with fixed costs of labor and some types of construction material. For main construction materials, the Company will contact the manufacturer or major distributor directly with more negotiation power for better terms. Additionally, the Company has a policy to speed up sales to reduce risk of fluctuating construction material prices.

#### **Risk from mortgage loan by commercial banks**

Due to economic slowdown, as well as increasing household debt, commercial banks have been more stringent in mortgage loan policies, with high chances of disapproving mortgages. As a result, customers who have reserved houses and condominium units are not able to transfer the unit ownership, which would affect the Company's income. However, the Company has preventive measures for such risk, by evaluating the basic qualifications and ability of mortgage repayment of customers before submitting them to the banks for consideration prior the reservation. Furthermore, the company has increase the down payment amount for residential units that cost less than Baht 10 million, from 10% to 15% of sale value. Consequently, this helped reducing the loan amount request to the bank on the day of ownership transfer, which in turn reduced the default risk of the commercial banks' mortgage loans.

#### **2.2.2 Investment Risk Imposed on the Securities Holders**

None

#### **2.2.3 Foreign Investment Risk**

None



## 3. Driving Business for Sustainability

### 3.1 Policies and Goals for Sustainability Management

#### **Sustainability Policy Overview**

The Company is committed to conducting business in building quality communities and societies to become a learning organization that creates innovation and technology for sustainable business operations with the aim to deliver a better quality of life. This would lead to the creation of economic values while preserving resources and the environment under good corporate governance in order to satisfy all stakeholders.

The Company believes that sustainable business operations must take into account all stakeholders and must be conducted under good corporate governance principles. Therefore, the Company has established policies and guidelines to cover the following 3 dimensions:



#### Environment

**Be a part of environmental care and preservation.**

- Manage the use of resources cost-effectively.
- Reduce environmental impact with environmentally friendly construction.
- Greenhouse Gas Management



#### Social

**Take care of society and nearby communities.**

- Conduct business based on the principle of respect for human rights, including the equitable and fair treatment of employees and workers.
- Enhance the quality of life of society and communities.
- Sustainable human resource management
- Responsible production and service for customers



#### Corporate Governance and Economic

**Conduct business ethically with economic stability.**

- Comply with good corporate governance and business ethics.
- Develop innovative products and services to meet the needs of customers in all aspects to create economic growth.
- Manage risks

The Company has listed the full version of the sustainability policy and guidelines on the Company's website "[www.qh.co.th](http://www.qh.co.th)" to increase channels for executives and employees to be able to access the guidelines and implement them effectively.

#### **Corporate Sustainability Management Goals of the Company**

To comply with the policies and guidelines, the Company's corporate sustainability management goals have been set by applying the sustainable development goals of the United Nations (SDGs), the Securities and Exchange Commission (SEC)/ the Stock Exchange of Thailand (SET), and the Thai Institute of Directors Association (IOD) in order to be in line with the direction and goals of international sustainable development.

This is to build confidence and create benefits for all stakeholders in all 3 dimensions, namely the Environment (E), Social (S), and Governance and Economy (G).

## Corporate sustainability management goals



### Environment (E)

Goals considered in setting sustainability goals	Company's Sustainability Issues	Supported Activities	Benefits to the Company, Society and Environment
 <p>Sustainable communities' settlements</p>  <p>Having sustainable production and consumption patterns</p>	<ul style="list-style-type: none"> <li>• Reduce the environmental impact of project management.</li> </ul>	<ul style="list-style-type: none"> <li>• Use Precast system.</li> </ul>	<ul style="list-style-type: none"> <li>• Reduce dust/ noise pollution caused by construction.</li> <li>• Reduce the number of complaints from the community.</li> <li>• Create a positive image for the Company.</li> </ul>
 <p>Access to clean energy</p>  <p>Protect, restore and support sustainable use of terrestrial ecosystems</p>	<ul style="list-style-type: none"> <li>• Use of environmentally friendly construction materials.</li> </ul>	<ul style="list-style-type: none"> <li>• Green Procurement Policy</li> <li>• Use energy-saving LED lightbulbs.</li> </ul>	<ul style="list-style-type: none"> <li>• Reduce the destruction of natural resources.</li> <li>• Be aware of the use of nature-friendly alternative materials.</li> <li>• Protect the environment and natural resources.</li> </ul>
 <p>Tackling climate change and its impacts</p>	<ul style="list-style-type: none"> <li>• Greenhouse gas management and climate change risk management.</li> </ul>	<ul style="list-style-type: none"> <li>• Use energy-saving LED lightbulbs.</li> <li>• Preparation of corporate carbon footprint report.</li> </ul>	<ul style="list-style-type: none"> <li>• Able to estimate the amount of greenhouse gases emitted from the Company's operating activities in order to establish ways to reduce the Company's greenhouse gas emissions for the benefit of society as a whole.</li> </ul>

## Social (S)

Goals considered in setting sustainability goals	Company's Sustainability Issues	Supported Activities	Benefits to the Company, Society and Environment
 <p>Create gender equality</p>	<ul style="list-style-type: none"> <li>Respect for human rights and treat employees and workers equally and fairly.</li> </ul>	<ul style="list-style-type: none"> <li>Legal employment and non-violation of human rights.</li> <li>Equitable and fair employment.</li> <li>Employment of people with disabilities/disadvantaged.</li> </ul>	<ul style="list-style-type: none"> <li>Promote respect for human rights.</li> <li>Promote equality and gender equality.</li> <li>People with disabilities/disadvantaged can help themselves and their families.</li> <li>Promote equitable and non-discriminatory employment.</li> </ul>
 <p>Provide comprehensive and equitable quality education and support learning opportunities.</p>	<ul style="list-style-type: none"> <li>Sustainable human resource management.</li> <li>Occupational health and safety.</li> </ul>	<ul style="list-style-type: none"> <li>Conduct training to develop employees' skills.</li> <li>Clearly and appropriately announced career path policy.</li> <li>Define safety policies on occupational health and working environment.</li> </ul>	<ul style="list-style-type: none"> <li>Employees have more knowledge and skills.</li> <li>Promote adequate health care and hygiene within the organization.</li> </ul>
 <p>Promote continuous, inclusive and sustainable economic growth</p>	<ul style="list-style-type: none"> <li>Responsibility to customers and consumers.</li> </ul>	<ul style="list-style-type: none"> <li>Customer satisfaction survey.</li> <li>After-sales service satisfaction survey.</li> </ul>	<ul style="list-style-type: none"> <li>To be used as analytical data to improve and develop products and services to meet the needs of all groups of customers.</li> </ul>
 <p>Sustainable communities' settlements</p>	<ul style="list-style-type: none"> <li>Responsibility to communities and society.</li> </ul>	<ul style="list-style-type: none"> <li>Design products to meet the needs of the elderly.</li> <li>Participate in donating items for community and social development.</li> </ul>	<ul style="list-style-type: none"> <li>Create a positive image for the Company.</li> <li>If there is a product that meet the needs of all groups of customers, this will add value to the Company's products and increase market share.</li> <li>People in the community have a better quality of life.</li> </ul>

## Corporate Governance and Economic (G)

Goals considered in setting sustainability goals	Company's Sustainability Issues	Supported Activities	Benefits to the Company, Society and Environment
 <p>Promote a comprehensive and sustainable industrial development infrastructure and innovation.</p>	<ul style="list-style-type: none"> <li>• Innovative development of products and services.</li> <li>• Sustainable supply chain management.</li> </ul>	<ul style="list-style-type: none"> <li>• Living innovations that reflects quality of living.</li> <li>• Establish practices or codes of conduct for business partners that cover environmental, social and good governance issues.</li> </ul>	<ul style="list-style-type: none"> <li>• Continuous development of quality products and services that meet the needs of customers in all target groups.</li> <li>• Promote the production of quality products that reduce environmental impact and have fair prices for consumers.</li> </ul>
 <p>Support a peaceful and just society, and build effective institutions.</p>	<ul style="list-style-type: none"> <li>• Corporate governance and business ethics.</li> </ul>	<ul style="list-style-type: none"> <li>• Formulate policies related to good corporate governance.</li> </ul>	<ul style="list-style-type: none"> <li>• The Company operates its business under good corporate governance to build confidence among all stakeholders.</li> </ul>
SET / SEC	<ul style="list-style-type: none"> <li>• Risk management.</li> </ul>	<ul style="list-style-type: none"> <li>• Assess and manage risks under the supervision of the Risk Management Committee.</li> </ul>	<ul style="list-style-type: none"> <li>• Reduce/ prevent the Company's risk to an acceptable risk level.</li> </ul>
Personal Data Protection Act (PDPA)	<ul style="list-style-type: none"> <li>• Cybersecurity and personal data protection.</li> </ul>	<ul style="list-style-type: none"> <li>• Improve work process by having systems to request consents for the collection, use, and disclosure of personal data from customers and related parties.</li> <li>• Improve IT Policy to be in line with the law.</li> </ul>	<ul style="list-style-type: none"> <li>• Secured personal information access.</li> </ul>

## Key Sustainability Issues

### Analysis Process for Sustainability Issues

The Company has analyzed and determined issues that are important to the sustainable development of the economy, society, and environment by considering those that affect the organization and each group of stakeholders. The determination of such issues was carried out through a survey of the organization's management and relevant departments and the results of the assessment were prioritized using the principles of the Global Reporting Initiative (GRI) Standards which consist of 3 main steps as follows:

Identification	Consider sustainability issues that are important and have an impact on stakeholders and businesses economically, socially, and environmentally, together with risk factors and corporate performance.
Prioritization	Identify issues of importance and prioritize those with potential and impact on the economy, society and the environment and consider the importance of such issues to both the organization and all stakeholders.
Validation	Present the priority issues to the <b>Sustainable Development Committee</b> for review and present to the Board of Directors for information. These issues will be reviewed annually.

## Key Sustainable Issues



### Environment

- 1 Reduce the environmental impact of project management.
- 2 Use of environmentally friendly construction materials.
- 3 Greenhouse gas management and climate change risk management.



### Social

- 4 Respect for human rights and treat employees and workers equally and fairly.
- 5 Sustainable human resource management.
- 6 Occupational health and safety.
- 7 Responsibility to customers and consumers.
- 8 Responsibility to communities and society.



### Corporate Governance and Economic

- 9 Innovative development of products and services.
- 10 Sustainable supply chain management.
- 11 Corporate governance and business ethics.
- 12 Risk management.
- 13 Cybersecurity and personal data protection.

### Prioritization of Issues according to Corporate Strategy



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

### 3.2.1 Business Value Chain


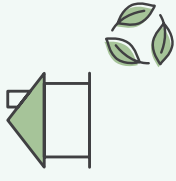

The nature of the business value chain that represents the relationship of key stakeholders in activities related to the company's business operations can be divided into primary activities and support activities, as follows:

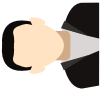



#### Business Value Chain

Primary Activities				Support Activities
Production factor management	Operations	Marketing and sales	Project delivery and after-sales service	Support activities
<ul style="list-style-type: none"> <li>Conduct survey on the demand for the areas to be developed.</li> <li>Land procurement</li> <li>Land allotment permit application</li> </ul>	<ul style="list-style-type: none"> <li>Research on the project development and design</li> <li>Project Development</li> <li>Product Quality Inspection</li> </ul>	<ul style="list-style-type: none"> <li>Sales Management</li> <li>Advertising</li> <li>Communicate product and service information to customers and consumers.</li> <li>Marketing campaigns</li> </ul>	<ul style="list-style-type: none"> <li>After-sales Service Channel (Tel. 1388)</li> <li>Product warranty for a specified period of time</li> <li>Defective parts repair service</li> </ul>	<ul style="list-style-type: none"> <li>Accounting and finance</li> <li>Human resource management</li> <li>Procurement</li> <li>Corporate governance</li> <li>Risk management</li> </ul>
<b>stakeholders :</b> <ul style="list-style-type: none"> <li>Shareholder</li> <li>Employee</li> <li>Trading Partner and Creditor</li> <li>Regulators and governments</li> <li>Neighboring communities</li> </ul>	<b>stakeholders :</b> <ul style="list-style-type: none"> <li>Customers</li> <li>Residents</li> <li>Trading Partner and Creditor</li> <li>Labor</li> <li>Regulators and governments</li> <li>Neighboring communities</li> </ul>	<b>stakeholders :</b> <ul style="list-style-type: none"> <li>Shareholder</li> <li>Customers</li> <li>Employee</li> </ul>	<b>stakeholders :</b> <ul style="list-style-type: none"> <li>Customers</li> <li>Residents</li> <li>Employee</li> </ul>	<b>stakeholders :</b> <ul style="list-style-type: none"> <li>Employee</li> <li>Customers</li> <li>Financial Institutions</li> <li>Regulators and governments</li> </ul>

### 3.2.2 Analysis of stakeholders in the business value chain

The Company's guidelines for meeting the expectations of stakeholders both inside and outside the organization are as follows:

Stakeholders	Points of interest / expectations	Response to stakeholders and treatment	Communication and engagement channels
<b>Shareholder</b> 	<ul style="list-style-type: none"> <li>Consistently generate appropriate profits and business growth</li> <li>Balance returns for the stakeholders of all groups</li> <li>Risk Management</li> <li>Adherence to good governance</li> <li>Anti-Corruption</li> <li>Socially and Environmentally Responsible</li> </ul>	<ul style="list-style-type: none"> <li>Appropriate and consistent dividend payment</li> <li>Treat all shareholders equally</li> <li>Establish sustainable development policies and practices consisting of corporate, environmental, and social governance principles</li> <li>Disclose information with transparency in a specified period of time</li> <li>Conduct business in accordance with relevant laws and regulations</li> </ul>	<ul style="list-style-type: none"> <li>Annual general meeting of shareholders</li> <li>Company website</li> <li>SET News</li> <li>Annual report</li> <li>Analyst meetings</li> <li>Investors/fund managers meetings</li> </ul>
<b>Neighboring communities and environment</b> 	<ul style="list-style-type: none"> <li>Reduce the environmental impact from construction</li> <li>Construction Safety</li> <li>Promote energy savings</li> <li>Efficient use of resources</li> <li>Does not cause damage to nearby buildings</li> </ul>	<ul style="list-style-type: none"> <li>Design products with regards to environmental responsibility</li> <li>Blocking/enclosing construction zones</li> <li>Prevent noise, dust and reduce impact/prevent damage from construction</li> <li>Conduct business with a focus to prevent impact on communities and the environment</li> <li>Choose an eco-friendly partner</li> <li>Strictly comply with relevant laws</li> <li>Establish sustainable development policies and practices consisting of corporate, environmental, and social governance principles</li> </ul>	<ul style="list-style-type: none"> <li>Construction site signs</li> <li>Community visits</li> <li>Social responsibility activities</li> </ul>
<b>Trading Partner and Creditor</b> 	<ul style="list-style-type: none"> <li>Fair and appropriate compensation</li> <li>Clear procurement policy</li> <li>Safety at work</li> <li>Comply with the contracts</li> </ul>	<ul style="list-style-type: none"> <li>Record the contract in writing</li> <li>Strictly comply with the conditions of creditors</li> <li>Pay appropriate and on-time compensation</li> <li>Have protective equipment at work</li> <li>Treat all partners equally</li> </ul>	<ul style="list-style-type: none"> <li>Inspect the site and survey requirements</li> <li>Training arrangements</li> <li>Relationship building activities</li> </ul>

Stakeholders	Points of interest / expectations	Response to stakeholders and treatment	Communication and engagement channels
<b>Customers / Residents</b> 	<ul style="list-style-type: none"> <li>• Business Ethics and Transparency</li> <li>• High quality products and services at a fair price</li> <li>• New innovation for products</li> <li>• Customer relationship management</li> <li>• Data security and privacy</li> <li>• Set up a unit to receive customer complaints</li> </ul>	<ul style="list-style-type: none"> <li>• Set price appropriately</li> <li>• Quality material that is reasonable with price</li> <li>• Continuously develop innovation for products and services</li> <li>• Develop and improve customer services</li> <li>• Maintain customer confidentiality</li> <li>• Establish sustainable development policies and practices consisting of corporate, environmental, and social governance principles</li> <li>• Provide appropriate after-sales services</li> </ul>	<ul style="list-style-type: none"> <li>• Non-exaggerated advertising</li> <li>• Satisfaction Survey</li> <li>• Call Center</li> <li>• Customer relations activities</li> <li>• Email for complaint notification</li> </ul>
<b>Employee</b> 	<ul style="list-style-type: none"> <li>• Happy at work</li> <li>• Have career advancement</li> <li>• Good quality of life</li> <li>• Appropriate compensation and benefits</li> <li>• Sustainable Business Growth</li> <li>• Continuous knowledge and skills development</li> <li>• Occupational Health and Safety</li> </ul>	<ul style="list-style-type: none"> <li>• Provide appropriate benefits</li> <li>• Take care and provide fair treatment in compensation and career advancement</li> <li>• Provide the necessary training for continuous development</li> <li>• Establish sustainable development policies and practices consisting of corporate, environmental, and social governance principles</li> <li>• Notification of Occupational Health and Safety Policy</li> <li>• Operational guidelines for employees</li> </ul>	<ul style="list-style-type: none"> <li>• Employee Manual</li> <li>• Intranet</li> <li>• Employees' Orientation</li> <li>• Trainings</li> </ul>
<b>Regulators and governments</b> 	<ul style="list-style-type: none"> <li>• Compliance of related rules and regulations</li> <li>• Transparent Disclosure</li> <li>• Business integrity and ethics</li> <li>• Cooperation with government agencies</li> </ul>	<ul style="list-style-type: none"> <li>• Conducting business correctly according to official requirements</li> <li>• Complete disclosure of information in a timely manner as required by the regulatory authorities</li> <li>• Cooperate and support operations that benefit all sectors</li> </ul>	<ul style="list-style-type: none"> <li>• Company Website</li> <li>• Government Agency Website</li> <li>• Annual Report</li> <li>• Corporate Governance Policy</li> <li>• Contacting government agencies</li> </ul>
<b>Financial Institutions</b> 	<ul style="list-style-type: none"> <li>• The number of the Company's customers applying for loans with the financial institutions increases</li> </ul>	<ul style="list-style-type: none"> <li>• Introduce financial institutions to approve loans to customers</li> </ul>	<ul style="list-style-type: none"> <li>• Contacting financial institutions</li> <li>• Financial Institutions Website</li> <li>• Facilitate customers to submit documents for loan applications.</li> </ul>



### 3.3 Environmental Sustainability Management

#### 3.3.1 Policy and Guidelines on Environmental Issues

##### Policy

The Company is committed to maintaining the environment and making the most of natural resources, as well as reducing negative environmental impacts on issues such as energy, management of wastewater, waste, and dust generated from residential construction in line with the Company's business operations, and not taking any action that will damage the natural resources and the environment. In addition, the Company has policies to promote employees' awareness to participate in environmental responsibility with guidelines on environmental management as follows:

##### Guidelines and Results on Environmental Issues

1. Support energy-efficient home design approaches, by taking into account the direction of light and wind, to save energy.
2. Promote the use of energy-efficient and environmentally friendly construction materials and equipment.
3. Develop the construction system to reduce construction time and the impact of construction on the surrounding communities.
4. Promote the use of renewable materials in construction instead of natural materials to help reduce environmental impacts and save installation time, as well as support the use of materials from environmentally conscious manufacturers who use natural resources efficiently.
5. Encourage the separation of waste into categories.
6. Provide a water management process by having small wastewater treatment systems in homes and buildings and a combined wastewater treatment system to treat wastewater or used water before discharging into public pipes.
7. Promote training and educate employees on issues related to work that reduce environmental impact.

- **Greenhouse Gas Management and Climate Change Risk Management**

Climate change, which is a result of the continued increase in the amount of greenhouse gases in the atmosphere, has become an issue of global importance and the world sees the need for the preparation to respond in order to maintain a constant concentration of greenhouse gases in the atmosphere at a level that does not pose a danger to the global climate system to prevent economic losses that may arise from the effects of climate change.

In order to demonstrate the Company's social responsibility and contribute to environmental protection in accordance with Thailand's goals and to become a low-carbon organization in the future, in 2022, the company, with the approval of the Sustainable Development Committee, hired a company, registered with the Thailand Greenhouse Gas Management Organization (TGO), as a consultant in preparing the organization's greenhouse gas emissions and recovery report and hired **Bureau Veritas Certification (Thailand) Ltd.** which operates under Thailand Greenhouse Gas Management Organization (TGO) and is accepted internationally, as an auditor.

Due to the fact that in 2022, the Company has prepared the organization's greenhouse gas emissions and recovery report for the first time, the Company, therefore, has set the scope of data collection on resource and energy consumption that generates greenhouse gas emissions as follows:

1. The area for data collection covers the head office and sales office of the house and condominium projects located in Bangkok and the vicinity areas under the management of Quality House Public Company Limited - with 21 projects in total.
2. Direct sources of greenhouse gas emissions (type 1) come from the consumption of vehicle fuel, leakage of refrigerant used, amount of fire extinguishing agent used, and methane emissions from septic tanks.
3. Indirect sources of greenhouse gas emissions (type 2) come from the organization's electricity-use activities.
4. Other indirect sources of greenhouse gas emissions (type 3–6) come from the use of water supply and paper, messenger trips, landfill of solid waste generated by the office, acquisition of electrical energy and the fuel used in the office, employee travel, and business-related trips of the Company.
5. The data collection period is January - December 2022.
6. The process is based on the ISO14064-1 standard.

The results of the company's data collection and calculation of greenhouse gas emissions in 2022 are as follows:

Greenhouse gas emission sources	Quantity	Unit
Type 1	231	Ton CO <sub>2</sub> e
Type 2	460	Ton CO <sub>2</sub> e
Type 3-6	378	Ton CO <sub>2</sub> e
Totals (Type 1 and 2)	691	Ton CO <sub>2</sub> e
Totals (Type 1 through 6)	1,069	Ton CO <sub>2</sub> e
Product	13,185.19	Square meter (sqm)
Carbon Intensity (Type 1 and 2)	0.0524	Ton CO <sub>2</sub> e/ sqm
Carbon Intensity (Type 1 to 6)	0.0811	Ton CO <sub>2</sub> e/ sqm

The Sustainable Development Committee has passed a resolution setting the Company's long-term greenhouse gas emissions targets in line with Thailand's targets: Carbon Neutral by 2050 and Net Zero by 2065.

## 3.4 Social Sustainability Management

### 3.4.1 Policy and Guidelines on Social Issues

#### **Policy**

The Company is committed to conducting business with integrity and ethics, including social responsibility, and the Company considers this as an important mission to improve every aspect of the quality of life of all stakeholders including employees, customers, and communities through activities as follows:

1. Support activities that benefit society, the community, and the environment.
2. The Company has a policy not to take any action that will damage the reputation of the country.
3. The Company will not cooperate with or support any person who conducts illegal business or poses a threat to society and national security.
4. The Company continuously instills a sense of responsibility to the community and society in the Company and employees at all levels.
5. The Company manages its operations to strictly comply with relevant laws.

#### **Guidelines and Results**

##### **1. Fair business practices**

- 1.1 The Company selects contractors on an equal and fair basis.
- 1.2 The Company provides appropriate assistance to business partners.
- 1.3 The Company is committed to treating banks, financial institutions, debenture holders, and loan creditors with integrity, repaying loans and interest payments on time, and complying with the conditions specified in the loan agreement.
- 1.4 The Company has a clearly written policy of not encouraging employees to act in violation of another person's intellectual property or copyright without permission.

##### **2. Respect for Human Rights**

Since human rights problems today are violent and affect society, and the freedom of individuals to work and conduct business, the Company has a policy against all human rights violations in line with a society with legal systems where people have the right and freedom under the provisions of the law as follows:

- 2.1 The Company will not commit any act that disregards human rights and the dignity of individuals and will not act in any way that impedes or discriminates against individuals on the basis of gender, race, religion, individual status, economic or social status, and will apply such criteria for employment, work assignment, promotion, compensation, and employment conditions.
- 2.2 The Company will resist any acts of exploitation of human trafficking, the use of child labor under the age specified by labor laws and will not conduct business with the manufacturer of goods or services that do so.
- 2.3 The Company will support, respect, and protect human rights by monitoring and controlling the Company's business operations so that no operation with third parties promotes and supports human rights violations. This includes not infringing on the rights of employees who are protected by law.

### 3. Fair Treatment of Workers

The Company will treat workers fairly in accordance with international norms as follows:

- 3.1 Provide appropriate compensation based on the knowledge, competencies, responsibilities, and performance of each employee.
- 3.2 Promote the development and enhancement of employees' knowledge and skills to have career advancement and security.
- 3.3 Promote employee participation in determining the direction of the Company's work and problem-solving.
- 3.4 Maintain a safe working environment for the employee's life, health, and properties.
- 3.5 Reward and punish employees based on facts and fairness.
- 3.6 Comply with laws and regulations relating to labor laws and employee welfare.
- 3.7 Avoid any unfair and incorrect actions that affect the progress and stability of the employee's career.
- 3.8 Treat employees based on respect for individual rights and duties.

### 4. Responsible Production and Service to Customers

The Company's guidelines are as follows:

- 4.1 Meet customer/consumer needs with quality products and services.
- 4.2 Disclose information about products and services fully, accurately, and fairly to customers without distorting facts.
- 4.3 Provide warranties of goods and services under appropriate terms.
- 4.4 Establish mechanisms and customer service systems so that customers can conveniently complain about dissatisfaction with products and services and take the best action to ensure that customers receive a quick response.
- 4.5 Continuously seek ways to increase customer benefits.
- 4.6 In the event that any agreement with the customer cannot be fulfilled, the customer must be informed in advance in order to jointly consider solutions and prevent damages.

### Social Issue related Activities in 2022 are as follows:

#### • Respect for Human Rights, and Equal and Fair Treatment

##### Equal employment

The Company has a policy of fair employment based on respect for human rights with no discrimination or impediment due to the diversity of individuals, including gender, race, religion, etc.

As of December 31, 2022, the Company employs a total of 904 employees which can be separated by gender as follows:

Gender	Number of people
Male	503
Female	401
<b>Total</b>	<b>904</b>

##### Labor disputes

In 2022, the company has no labor disputes with employees.

#### Provident Fund

The Company and its employees have jointly established a provident fund under the Provident Fund Act B.E. 2558 (2015) whereby employee voluntarily remits 2-15% of their salary into the fund, and at the same time, the Company also contributes 3-6% of the employee's salary. Employees will be paid upon termination of employment in accordance with the regulations governing the funds.

As of December 31, 2020, the number and proportion of the Company's employees participating in the provident fund are as follows:

Item	Unit	Year 2022
Total number of employees	Persons	904
Number of employees who are members	Persons	687
Proportion of employees who are members	%	76

- **Sustainable Human Resource Management**

The Company has a policy to promote the development of knowledge and skills of employees to ensure career advancement and stability. The Human Resources Department has prepared training courses for employees at all levels, including in-house training courses, by inviting speakers with knowledge and ability to train employees as detailed in Part 2, Corporate Governance, Section 6, Corporate Governance Policy.

In 2022, the average number of training hours of employees (hour/person/year) is as follows:

Item	Unit	Year 2022
Total number of employees	Persons	904
Number of employee training hours	Hour/person/year	13.42

- **Occupational Health and Safety**

To comply with social policies and practices in compliance with laws and regulations on labor and employee welfare, the Company has established a Safety, Occupational Health, and Working Environment Committee with responsibilities to consider safety policies and plans to prevent and reduce workplace accidents and to monitor the performance and prepare reports on the performance of professional safety officers according to the announcement of the Ministry of Labor and Social Welfare on the occupational safety of employees.

In 2022, the Safety, Occupational Health, and Working Environment Committee has prepared a report summarizing the statistics of employees' occupational injuries as follows:

Year	Total number of Employees (Person)	Number of employees who suffered injuries (persons)						
		Total	Death	Disabled	Partial organs loss	Off work for more than 3 days	Off work for not more than 3 days	Not off work
2022	904	-	-	-	-	-	-	-

- **Responsibility to customers and consumers**

**Personal Data Protection**

Quality House Public Company Limited (the “Company”) recognizes the importance of personal data protection and in order to implement the Personal Data Protection Act B.E. 2562 (2019) (the “Personal Data Protection Act”), the Company has established the Personal Data Protection Committee and the Personal Data Protection Officer in accordance with the resolutions of the Board of Directors’ Meeting No. 2/2022.

The Personal Data Protection Committee has established a personal data protection policy to promote and support the protection of personal information of customers, employees, and business partners that the Company has collected in order to comply with the laws and regulations relating to the protection of personal information.

In addition, the Company has a clearly written policy of not encouraging staff to perform any act that infringes the intellectual property or copyright of another person without permission, and in 2022, the Company has improved the regulations on the usage of information technology to comply with the Personal Data Protection Act B.E. 2562 (2019).

**Assessment of Customer Satisfaction**

The Company has prepared an overall satisfaction assessment form for residents living in the housing projects and a satisfaction assessment form for after-sales service (repair work) in order to continuously develop products and services for the greatest benefit of the customers.

- **Social and Community Responsibility**

The Company has always supported activities that benefit society, the community, and the environment, as follows:

- The office buildings for rent, hotels, and serviced apartments have implemented energy conservation by installing new air conditioners to replace the old ones which found to be defective and unusable. The projects also inspect used water quality before discharging to the public pipes, etc.
- The office buildings for rent, hotels, and serviced apartments have wastewater treatment systems that treat wastewater before discharging it into public pipes. The Company sends treated wastewater samples to check the quality and determine whether it meets the standard criteria or not.
- In 2022, the employees of the Company and its subsidiaries donated blood to the Thai Red Cross Society at Q House Lumpini Building 4 times.
- Employees of the Company and its subsidiaries had participated in the separation of plastic water bottle wastes that were no longer used and donated them to Chak Daeng Temple, Samut Prakan Province for recycling into monks’ robes. This activity helped reduce the amount of wastes by reusing them for maximum benefit as well as helped generate income for the community.

## 4. Management Discussion and Analysis

### 4.1 Analysis of Performance and Financial Position

#### 4.1.1 Analysis of Performance

##### (A) Overview of Past Performance

For the performance of 2022, the Company and its subsidiaries had total revenue from core businesses of Baht 9,226 million, an increase of Baht 1,107 million or 14% from 2021. Meanwhile, total cost of sale was Baht 6,097 million, an increase of Baht 395 million or 7% from 2021. Net profits for 2022 and 2021 were Baht 2,396 million and Baht 1,670 million with gross profit margin of 33.9% and 29.8% for 2022 and 2021, respectively.

##### (B) Performance by Business Group

The Company's and its subsidiaries' results of operation are based on the country's economic situation and can be categorized by types of businesses as follows:

###### (1) Revenue from Sales and Services

###### - Real Estate for Sales Business

The Company and its subsidiaries recognizes the sales of real estate as revenue in the statement of comprehensive income once construction is completed under the contract and ownership have been transferred to the buyer after all payment have been received from the buyer (Completion Method).

In 2022, the Company and its subsidiaries had a revenue from sales of real estate of Baht 8,227 million, an increase of Baht 725 million or 10% from 2021. This was due to an increase in revenue from housing projects by Baht 472 million or 7% increase compared to 2021. Meanwhile, revenue from condominium projects also increased by Baht 253 million or 49% increase compared to 2021 due to the economic recovery of Covid-19.

In 2022, the Company and its subsidiaries launched 4 new housing projects with total project value of Baht 7,598 million and closed 10 sold-out housing projects and 2 sold-out condominium projects.

###### - Hotel Business

In 2022, revenue from hotel business increased by Baht 403 million or 128% increase compared to 2021. This was due to the Thai Government has eased travel restriction since the second quarter and the improvement in many countries' Covid-19 situations combined with the forthcoming travel season which led to the increase in thai and international tourists compared to 2021.

###### - Office Building for Rent Business

In 2022, revenue from rental office building business decreased by Baht 21 million or 7% decrease compared to 2021 because the leasehold of one office building was expired during the 4<sup>th</sup> quarter of 2022.

## (2) Sharing of Profit from Investments in Associates

The Company's share of profit from investments in associates under equity method increased by Baht 204 million or 15% compared to 2021 with details as follows:

(Unit : Million Baht)

Company / Fund	2021	2022	Increase (Decrease)
Home Products Center Public Company Limited	1,081	1,235	154
LH Financial Group Public Company Limited	170	217	47
Quality Houses Leasehold Property Fund	148	120	(28)
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	(17)	14	31
<b>Total</b>	<b>1,382</b>	<b>1,586</b>	<b>204</b>

## (3) Cost of Sales, Selling and Administrative Expenses, Financial Costs and Income Tax Expenses

### A Cost of Sales

Total cost of sales in 2022 increased from the same period of 2021 by Baht 395 million or 7%, which varied with a decrease in revenue in each business segment. Details of cost of sales proportion by business segment are as follows:

(Unit : %)

Proportion of Cost of sales	2020	2021	2022
Real estate for sales business	91	92	90
Hotel Business	7	6	8
Office Building for Rent Business	2	2	2

### B Selling Expenses

In 2022, selling expenses increased by Baht 104 million or 27% increase compared to the same period of 2021. This was mainly due to an increase in specific business tax and transfer fees which varied with an increase in transfer of real estate as well as increased commission fee from increased revenue from Hotel business.

### C Administrative Expenses

In 2022, administrative expenses increased by Baht 76 million or 5% increase compared to the same period of 2021 which was mainly driven from the increase of property taxes.

### D Finance Cost

In 2022, finance cost decreased by Baht 71 million or 22% decrease compared to the same period of 2021, mainly came from the decrease of loan amount.

### E Income Tax Expenses

In 2022, income tax expenses for the year ended 2021 increased by Baht 68 million or 31% increase compared to the same period of 2021. These expenses varied with a increase in the Company's operating profit (excluding share of profit from investments in associates).



#### (4) Gross Profit Margin

The gross profit margin from real estate for sales business, hotel business and office building for rent business are detailed below;

(Unit : %)

Gross Profit Margin	2020	2021	2022
Real estate for sales business	32.1	30.3	33.3
Hotel Business	(29.8)	(17.4)	30.8
Office Building for Rent Business	62.3	64.6	60.7

#### (5) Operating Results

In 2022, the Company and its subsidiaries recorded a net profit of Baht 2,396 million, increasing by Baht 726 million or 43% compared to the same period of 2021. This was mainly due to an increase in gross profit from sales of real estate by Baht 460 million, gross profit margin from hotel business increased by Baht 276 million, gross profit margin from office building for rent business decreased by Baht 24 million, an increase in share of profit from investments in associates by Baht 204 million, a decrease in other income by Baht 13 million. Meanwhile, Selling and Administrative expenses increased by Baht 180 million, income tax expenses increased by Baht 68 million and financial expenses decreased by Baht 71 million.

#### (6) Return on Equity

The Board of Directors' Meeting held on April 20, 2020 approved an interim dividend payment from the operation result of last six months of 2019 as cash dividend at the rate of Baht 0.13 per share, totaling Baht 1,393 million. And the 2020 Annual General Meeting of Shareholders held on June 29, 2020 resolved to omit the dividend payment for the operating result of 2019 and acknowledge the interim dividend payment for the operating result of 2019. In addition, The Board of Directors' Meeting held on August 10, 2020 approved an dividend payment from the operation result of six months ended June 30, 2020 at the rate of Baht 0.04 per share, totaling Baht 429 million.

The 2021 Annual General Meeting of Shareholders held on April 22, 2021 approved a dividend payment from the operations in 2020 as cash dividend at the rate of Baht 0.12 per share, totaling Baht 1,286 million. On August 9, 2021, the Board of Directors approved an interim dividend from the operation result of first six months ending June 30, 2021 at the rate of Baht 0.03 per share, totaling Baht 321 million.

The 2022 Annual General Meeting of Shareholders held on April 22, 2022 approved a dividend payment from the operations in 2021 as cash dividend at the rate of Baht 0.10 per share, totaling Baht 1,071 million. On August 10, 2022, the Board of Directors approved an interim dividend from the operation result of first six months ending June 30, 2022 at the rate of Baht 0.04 per share, totaling Baht 429 million.

#### 4.1.2 Financial Position

##### Financial Position as at December 31, 2021 and 2022

###### (1) Assets

As of December 31, 2021 and 2022, the Company and its subsidiaries had total assets of Baht 46,236 million and Baht 43,626 million, respectively. As of the end of 2022, the Company and its subsidiaries' total assets decreased by Baht 2,610 million or 6% from 2021. Details of important assets are as follow:

###### - Cash and Cash Equivalent

The Company and its subsidiaries have a policy to hold cash as needed. As of the end of 2021 and 2022, the Company and its subsidiaries had cash and cash equivalent of Baht 3,206 million and Baht 1,530 million, respectively. As of the end of 2022, the Company and its subsidiaries' cash and cash equivalent decreased by Baht 1,676 million or 52% from 2021 mainly due to the decrease of loan repayment.

###### - Trade Account Receivables and Other Receivables

As of December 31, 2021 and 2022, the Company and its subsidiaries had trade account receivables and other receivables of Baht 26 million and Baht 42 million respectively, increasing by Baht 16 million or 62%. The increase mainly came from Hotel business.

The Company and its subsidiaries have a policy to provide 30-day credit terms to their customers, with a specific unit to monitor customers' payment pattern so that the receivables are not overdue for more than one month. Most account receivables are overdue for not more than three months.

###### - Land and construction in progress/land and project development costs

Land and construction in progress/land and project development costs as of December 31, 2021 and 2022 were Baht 27,461 million and Baht 26,677 million, respectively. As of December 31, 2022, land and construction in progress/land and project development costs decreased by Baht 784 million or 3% compared to 2021. Land and construction in progress/land and project development costs accounted for 59% and 61% of total assets in 2021 and 2022, respectively.

As of December 31, 2021 and 2022, the Company and its subsidiaries had land and construction in progress accounted for current assets of Baht 19,987 million and Baht 19,267 million, respectively. Land and construction in progress is able to generate revenue for the Company and its subsidiaries in a period of 1 to 3 years, depending on the type and size of the project. Land and construction in progress accounted for 86% and 92% of current assets in 2021 and 2022, respectively.

Land and project development cost accounted as non-current assets as of December 31, 2021 and 2022 were Baht 7,474 million and Baht 7,410 million, respectively. Most of them were projects under development for sales and the rest were vacant land awaiting for development. Therefore, they were not the revenue generating assets under this entry. These assets would take 1 to 2 years of development prior to generating revenue depending on time taken for required land allocation and construction permits, type and size of the project.

- **Investment in Associate Companies**

As of December 31, 2021 and 2022, investment in associate companies under the cost method was unchanged at Baht 6,680 million. Meanwhile, under equity method, the investments were Baht 11,524 million and Baht 11,590 million in 2021 and 2022, respectively. Details are as follow:

(Unit : Million Baht)

Investment in Associate Companies	Dec 31, 2021		Dec 31, 2022		Increase (Decrease)	
	Cost Method	Equity Method	Cost Method	Equity Method	Cost Method	Equity Method
Home Product Center Public Company Limited	760	4,764	760	5,034	-	270
LH Financial Group Public Company Limited	2,850	5,248	2,850	5,065	-	(183)
Quality Houses Leasehold Property Fund	2,017	1,181	2,017	1,152	-	(29)
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	1,053	331	1,053	339	-	8
<b>Total</b>	<b>6,680</b>	<b>11,524</b>	<b>6,680</b>	<b>11,590</b>	<b>-</b>	<b>66</b>

- **Investment in Subsidiaries**

Investment in Subsidiaries under cost method as of December 31, 2021 and 2022 was unchanged at Baht 3,124 million. Meanwhile, under equity method, the investments were Baht 7,772 million and Baht 7,883 million in 2021 and 2022, respectively.

- **Other Long Term Investments**

Q.H. International (BVI) Co., Ltd., a subsidiary of the Company, invested in Harbour View Corporation in the proportion of 14.15% (more details in section 2 “Risk Management”, topic 2.2.1 Financial risk - risk from investment, lending and guarantees made to the related companies Harbour View Corporation).

- **Real Estate for Investment**

The Company records real estate for investment net of accumulated depreciation and impairment allowance. As of December 31, 2021 and 2022, real estate for investment were Baht 527 million and Baht 472 million, respectively. As of December 31, 2022, real estate for investment decreased by Baht 55 million or 11%. Details are as follow:

(Unit : Thousand Baht)

	Consolidated and Separate financial statements	
	2021	2022
Net book value at beginning of year	585,825	527,483
Depreciation charged	(58,342)	(55,819)
<b>Net book value at end of year</b>	<b>527,483</b>	<b>471,664</b>

- **Land, Building and Equipment**

Land, building and equipment as of December 31, 2021 and 2022 were at Baht 1,546 million and Baht 1,533 million, respectively. As of December 31, 2022, land, building and equipment decreased by Baht 13 million or 1% compared to 2021. This was mainly due to depreciation write-off during the year by Baht 128 million and additional purchase during the year by Baht 117 million

- **Right-of-use assets**

As of December 31, 2022, right-of-use assets decreased by Baht 155 million or 16% decrease compared to 2021. Details are as follows:

(Unit : Thousand Baht)

	Consolidated financial statements			
	Land and Hotel buildings	Offices buildings	Motor Vehicles	Total
Net book value as at 31 December 2021	759,163	212,866	-	972,029
Increase	-	-	23,112	23,112
Depreciation for the year	(150,134)	(27,467)	(838)	(178,439)
<b>Net book value as at 31 December 2022</b>	<b>609,029</b>	<b>185,399</b>	<b>22,274</b>	<b>816,702</b>

As of December 31, 2021 and 2022, the total value of land and construction in progress/land and project development costs/land, building and equipment/leasehold rights were Baht 30,507 million and Baht 29,498 million, respectively, which accounted for 66% and 68% of total assets of the Company and its subsidiaries in 2020 and 2021, respectively. They are short-term and long-term revenue generating assets of the Company and its subsidiaries and are recognized as net cost after being deducted by the provision for loss from project revaluation amounting to Baht 809 million and Baht 835 million, respectively.

In setting the provision for loss on diminution in value of projects, the Company and its subsidiaries computed the value by comparison of accounting costs and appraisal value by using Market Approach method and/or Hypothetical Development method. If accounting cost was higher than appraisal value, the different of accounting cost and appraisal value would be recorded as the provision for loss on diminution in value of projects in Income statement under the “Administrative Costs”.

## (2) Liquidity

Cash flows from activities in the past is shown as follows:

(Unit : Million Baht)

Cash flows	2020	2021	2022
Net cash flows from operating activities	5,180	3,044	2,640
Net cash flows from investing activities	1,092	1,186	1,040
Net cash flows from financing activities	(5,973)	(3,533)	(5,356)

### Net cash flows from operating activities

In 2020, the Company and its subsidiaries had net cash flows from operating activities of Baht 5,180 million since the Company and its subsidiaries had delayed investment in land purchase.

In 2021, the Company and its subsidiaries had net cash flows from operating activities of Baht 3,044 million since the Company and its subsidiaries had less profit from operation and invested more in land.

In 2022, the Company and its subsidiaries had net cash flows from operating activities of Baht 2,640 million, decreased compared to last year, mainly due to the Company and its subsidiaries invested more in land compare to last year.

### Net cash flows from investing activities

In 2020, the Company and its subsidiaries had net cash flows from investing activities of Baht 1,092 million, mainly due to dividend received from associates of Baht 1,162 million and interest income of Baht 7 million. Moreover, the Company and its subsidiaries had an investment in property, plant and equipment with an increase of Baht 77 million from previous year.

In 2021, the Company and its subsidiaries had net cash flows from investing activities of Baht 1,186 million, mainly due to dividend received from associates of Baht 1,208 million and interest income of Baht 4 million and the decrease of restricted deposit at financial institutions of Baht 5 million. Moreover, the Company and its subsidiaries had an investment in property, plant and equipment with an increase of Baht 31 million from previous year.

In 2022, the Company and its subsidiaries had net cash flows from investing activities of Baht 1,040 million, mainly due to dividend received from associates of Baht 1,150 million and interest income of Baht 4 million. Moreover, the Company and its subsidiaries had an investment in property, plant and equipment with an increase of Baht 144 million from previous year.

### **Net cash flows from financing activities**

In 2020, the company and its subsidiaries had net cash flows from financing activities of Baht 5,973 million, mainly due to the cash received from long-term loan issuance of Baht 4,000 million and long-term loan repayment of Baht 56 million, the maturity of debentures of Baht 8,000 million, the increase of short-term loan of Baht 500 million, dividend payment of Baht 1,821 million, interest payment of Baht 527 million and lease liability payment of Baht 69 million.

In 2021, the company and its subsidiaries had net cash flows from financing activities of Baht 3,533 million, mainly due to the cash received from debenture issuance of Baht 4,500 million, the maturity of debentures of Baht 4,600 million, long-term loan repayment of Baht 800 million, short-term loan repayment to financial institution of Baht 1,000 million, dividend payment of Baht 1,179 million, interest payment of Baht 408 million, financial fee payment of Baht 5 million and lease liability payment of Baht 41 million.

In 2022, the company and its subsidiaries had net cash flows from financing activities of Baht 5,356 million, mainly due to the cash received from short-term loan issuance of Baht 1,000 million, long-term loan issuance of Baht 1,500 million, debenture issuance of Baht 2,868 million, the maturity of debentures of Baht 7,500 million, long-term loan repayment of Baht 1,600 million, dividend payment of Baht 1,179 million, interest payment of Baht 337 million, financial fee payment of Baht 7 million and lease liability payment of Baht 101 million.

### **(3) Source of Funds**

#### **Suitability of Capital Structure**

As the Company and its subsidiaries operate the business of real estate for sales and rent, the appropriateness of the capital structure must consider the source of funding, the proportion of funds from loans and shareholders' equity, as well as the management of the level of assets, liabilities and shareholders' equity.

Most of the Company's and its subsidiaries' total assets are short-term and medium-term revenue generating assets of 1 to 3 years. Therefore, the Company and its subsidiaries would manage its source of funds, namely, long-term investments will use long-term loan sources, while short-term investments will use short-term loan sources, for an appropriate capital structure.

The Company and its subsidiaries has a policy to utilize long-term loan sources which is mostly by issuing debentures to financial institutions and individuals with a maturity date of 3 to 5 years. As of December 31, 2020, the proportion of debentures to total loans was 71%, another 23% was from long-term loan and the remaining 6% was from short-term loan from financial institutions. As of December 31, 2021, the proportion of debentures to total loans was 79% and another 21% was from long-term loan. As of December 31, 2022, the proportion of debentures to total loans was 65%, another 27% was from long-term loan and the remaining 9% was from short-term loan from financial institutions. The details of loans are described in topic (4) Liabilities.

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had proportion of short-term to long-term loans and that of short-term to long-term liabilities as follows:

(Unit : %)

Proportion of Loans	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
Short-term loans	38	60	26
Long-term loans	62	40	74
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>

(Unit : %)

Proportion of Liabilities	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
Short-term liabilities	41	59	35
Long-term liabilities	59	41	65
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had total liabilities to shareholders' equity ratio of 0.79x, 0.71x and 0.57x, respectively. The ratio decreased since the Company and its subsidiaries had less borrowing.

According to the terms and conditions of debenture issuance, the Company must maintain the ratio of liabilities to shareholders' equity in the consolidated financial statements of the Company not more than 2:1 as of the end of the accounting period of each quarter. In this regard, liabilities means total liabilities as disclosed in the Borrower's audited or reviewed financial statement liabilities deducted by cash and cash equivalent reported in financial statement, but liabilities do not include the advanced receipt, rental income received in advance, deposit from customers, and liabilities guarantees by the Company with third parties and its subsidiaries, of which the liabilities are presented in their financial statements. Therefore, as of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had total liabilities to shareholders' equity in accordance with the terms and conditions of debenture issuance at 0.68x, 0.57x and 0.49x, respectively.

#### (4) Liabilities

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had total debts mostly consisting of short-term loans from financial institutions / short-term loans / long-term loans and unsecured debentures at total amount of Baht 17,037 million, Baht 15,138 million and Baht 11,423 million, respectively accounting for 81%, 79% and 72% of total liabilities. Details are as follows:

(Unit : Million Baht)

Loans	Dec 31, 2020	Increase in Loans	Repayment	Dec 31, 2021	Increase in Loans	Repayment	Dec 31, 2022
Short-term loans from financial institutions/ short-term loans	998	3,000	(3,998)	-	1,000	-	1,000
Long-term loans	3,944	-	(800)	3,144	1,498	(1,600)	3,042
Unsecured debentures	12,095	4,500	(4,601)	11,994	2,868	(7,481)	7,381
<b>Total</b>	<b>17,037</b>	<b>7,500</b>	<b>(9,399)</b>	<b>15,138</b>	<b>5,366</b>	<b>(9,081)</b>	<b>11,423</b>

The Company has pledged the land and buildings with net book value of Baht 2,777 million as of December 31, 2022 (2021 : Baht 2,820 million) to secure the loans received from financial institutions.

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had total liabilities of Baht 21,099 million, Baht 19,251 million and Baht 15,793 million, respectively. In particular, at the end of 2022, current liabilities was at Baht 5,482 million and non-current liabilities was at Baht 10,311 million.

#### (5) Shareholders' Equity

As of 31 December 2022, total shareholders' equity of the Company increased by Baht 848 million or 3% increase from the end of 2021 (as of 31 December 2021). This was because the Company recognized net profit of Baht 2,396 million for the year 2022. Meanwhile, the Company paid the dividend of Baht 750 million in May 2022 in accordance with the resolution of the Annual General Meeting of 2022 held on 22 April 2022 and paid an interim dividend of Baht 429 million in September 2022 in accordance with the resolution of the Board of Directors' Meeting No. 5/2022 dated 10 August 2022. Moreover, other components of shareholders' equity decreased by Baht 369 million from the share of other comprehensive income of associates.

#### (6) Commitments

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had the following outstanding commitments and contingent liabilities as detailed below:

The Company and its subsidiaries had outstanding commitments with respect to contracts to purchase lands and to develop future projects as follows:

(Unit : Million Baht)

Item	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
Contracts for construction projects	566	580	754
Contracts to purchase land for future projects	-	431	138

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had a required minimum lease payment in the future under the operating lease contracts (Rent of cars and equipment) as detailed below:

(Unit : Million Baht)

Payable (within)	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
Within 1 year	12	8	6

As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had commitments in respect of various service agreements in the amount of Baht 20 million, Baht 35 million and Baht 27 million, respectively.



As of December 31, 2020, 2021 and 2022, the Company and its subsidiaries had servitude land in total amount of 50 rais, 50 rais and 53 rais, respectively. The mentioned amount of land in projects with servitude land was already included in project costs.

## 4.2 Major Factors and Influences on Future Financial Position or Performance

- None -

## 4.3 Disclose information from the financial statement and significant financial ratios

### 4.3.1 Financial Statement

#### A) Statement of Financial Position

Assets	December 31, 2020		December 31, 2021		December 31, 2022	
	Million Baht	%	Million Baht	%	Million Baht	%
Cash and cash equivalents	2,509	5	3,206	7	1,530	4
Trade and other receivables	37	0	26	0	42	0
Land and construction in progress	22,545	47	19,987	43	19,267	44
Other current assets <sup>1)</sup>	136	1	146	1	135	-
<b>Total current assets</b>	<b>25,227</b>	<b>53</b>	<b>23,365</b>	<b>51</b>	<b>20,974</b>	<b>48</b>
Restricted deposits at financial institutions	5	0	-	-	0	-
Investments in associates	11,425	24	11,524	25	11,590	27
Investment properties	585	1	527	1	472	1
Property, plant and equipment	1,645	3	1,546	3	1,533	4
Right-of-use assets	816	2	972	2	817	2
Land and project development costs	7,161	15	7,474	16	7,410	17
Other non-current assets <sup>2)</sup>	803	2	828	2	830	2
<b>Total non-current assets</b>	<b>22,440</b>	<b>47</b>	<b>22,871</b>	<b>49</b>	<b>22,652</b>	<b>52</b>
<b>Total assets</b>	<b>47,667</b>	<b>100</b>	<b>46,236</b>	<b>100</b>	<b>43,626</b>	<b>100</b>

Remarks : 1) Other current assets including Advance for construction work, Advance for construction material, Assets recognised in respect of cost to obtain contracts with customers and Other current assets.

2) Other non-current assets, including Other non-current financial assets, Deposits for lease of land and building, Deposits for purchase of land, Deferred tax assets and Other non-current assets.

Liabilities and shareholders' equity	December 31, 2020		December 31, 2021		December 31, 2022	
	Million Baht	%	Million Baht	%	Million Baht	%
Short-term loans from financial institutions	998	2	-	-	1,000	2
Trade and other payables	503	1	556	1	673	2
Current portion of unsecured debentures	4,600	10	7,500	17	0	0
Other current liabilities <sup>3)</sup>	2,562	5	3,266	7	3,809	9
<b>Total current liabilities</b>	<b>8,663</b>	<b>18</b>	<b>11,322</b>	<b>25</b>	<b>5,482</b>	<b>13</b>
Unsecured debentures, net of current portion	7,495	16	4,494	10	7,381	17
Other liabilities <sup>4)</sup>	4,941	10	3,435	7	2,930	7
<b>Total non-current liabilities</b>	<b>12,436</b>	<b>26</b>	<b>7,929</b>	<b>17</b>	<b>10,311</b>	<b>24</b>
<b>Total liabilities</b>	<b>21,099</b>	<b>44</b>	<b>19,251</b>	<b>42</b>	<b>15,793</b>	<b>36</b>
Issued and fully paid-up	10,714	23	10,714	23	10,714	25
Share premium	379	1	379	1	379	1
Other components of shareholders' equity	(557)	(1)	(595)	(1)	(962)	(2)
Retained earnings - Appropriated statutory reserve	1,072	2	1,072	2	1,072	2
Retained earnings - Unappropriated	14,960	31	15,415	33	16,630	38
<b>Total shareholders' equity</b>	<b>26,568</b>	<b>56</b>	<b>26,985</b>	<b>58</b>	<b>27,833</b>	<b>64</b>
<b>Total liabilities and shareholders' equity</b>	<b>47,667</b>	<b>100</b>	<b>46,236</b>	<b>100</b>	<b>43,626</b>	<b>100</b>

*Remarks : 3) Other current liabilities, including Current portion of long-term loan, Current portion of lease liabilities, Income tax payable, Short-term provisions, Advance received from customers, Deposits for rental and service, Retention guarantees, Current portion of rental income received in advance and Other current liabilities.*

*4) Other liabilities, including Long-term loan, net of current portion, Lease liabilities, net of current portion, Provision for long-term employee benefits, Long-term provisions, Rental income received in advance, net of current portion, Deferred tax liabilities and Deferred compensatory damage income.*

## B) Statement of Comprehensive Income

Profit or loss	2020		2021		2022	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from sales of real estate	8,503	91	7,502	90	8,227	87
Revenue from hotel operations	330	4	314	4	717	8
Revenue from office rental operations	305	3	303	3	282	3
Other income	232	2	233	3	219	2
<b>Total revenues</b>	<b>9,370</b>	<b>100</b>	<b>8,352</b>	<b>100</b>	<b>9,445</b>	<b>100</b>
Cost of real estate sold	5,774	62	5,226	63	5,490	58
Cost of hotel operations	428	5	369	4	496	5
Cost of office rental operations	115	1	107	1	111	1
Selling expenses	427	4	391	5	494	5
Administrative expenses	1,364	14	1,425	17	1,501	16
<b>Total expenses</b>	<b>8,108</b>	<b>86</b>	<b>7,518</b>	<b>90</b>	<b>8,092</b>	<b>86</b>
Profit from operating activities	1,262	14	834	10	1,353	14
Share of profit from investments in associates	1,530	16	1,382	17	1,586	17
Interest income	7	0	4	0	4	0
Finance cost	(392)	(4)	(330)	(4)	(259)	(3)
<b>Profit before income tax expenses</b>	<b>2,407</b>	<b>26</b>	<b>1,890</b>	<b>23</b>	<b>2,684</b>	<b>28</b>
Income tax expenses	(284)	(3)	(220)	(3)	(288)	(3)
<b>Profit for the year</b>	<b>2,123</b>	<b>23</b>	<b>1,670</b>	<b>20</b>	<b>2,396</b>	<b>25</b>

## C) Statement of Cash Flows

(Unit : Million Baht)

Cash flows	2020	2021	2022
Net cash flows from operating activities	5,180	3,044	2,640
Net cash flows from investing activities	1,092	1,186	1,040
Net cash flows used in financing activities	(5,973)	(3,534)	(5,356)
Net increase (decrease) in cash and cash equivalents	298	696	(1,676)
Cash and cash equivalents at beginning of year	2,212	2,510	3,206
Cash and cash equivalents at end of year	2,510	3,206	1,530

#### D) Significant Financial Ratio

Financial Ratio	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
<b>Liquidity Ratio</b>			
Current Ratio (Time)	2.91	2.06	3.83
Quick Ratio (Time)	0.29	0.29	0.29
Current Ratio - Cash basis (Time)	0.53	0.30	0.31
Receivable Turnover (Time)	369.63	774.98	529.36
Avg Collection Period (Day)	1	0.5	1
Inventory Turnover (Time)	0.24	0.25	0.28
Inventory Day (Day)	1,483	1,465	1,287
Payable Turnover (Time)	12.79	12.58	11.8
Payable Day (Day)	28	29	31
Cash Cycle (Day)	1,456	1,437	1,257
<b>Profitability Ratio</b>			
Gross Profit Margin (%)	30.86	29.78	33.91
Operation Profit Margin (%)	11.27	7.41	12.29
Net Profit (%)	22.66	19.99	25.36
Return on Equity (%)	7.95	6.24	8.74
<b>Efficiency Ratio</b>			
Return on Asset (%)	4.31	3.56	5.33
Return on Fixed Asset (%)	23.74	19.73	26.58
Asset Turnover (Time)	0.19	0.18	0.21
<b>Financial Policy Ratio</b>			
Debts to Equity Ratio (Time)	0.79	0.71	0.57
Interest Coverage Ratio (Time)	10.42	8.17	8.72
Debt Service Coverage (Cash basis) (Time)	0.41	0.29	1.06
Dividend Payout Ratio (%)*	60.55	64.17	n.a.

*Remarks* : \* 1) The 2021 Annual General Meeting of Shareholders held on April 22, 2021 approved a dividend payment from the operations in 2020 at the rate of Baht 0.12 per share.

2) The Board of Directors' Meeting held on August 9, 2021 approved an interim dividend from the operation result of first six months ending June 30, 2021 at the rate of Baht 0.03 per share.

3) The 2022 Annual General Meeting of Shareholders held on April 22, 2022 approved a dividend payment from the operations in 2021 at the rate of Baht 0.10 per share.

4) The Board of Directors' Meeting held on August 10, 2021 approved an interim dividend from the operation result of first six months ending June 30, 2022 at the rate of Baht 0.04 per share.

## 5. General information and Other Important Information

### 5.1. General information

- 1) Securities Registrar** : **Thailand Securities Depository Company Limited.**  
No. 93, Stock Exchange of Thailand Building,  
Ratchadaphisek Road, Dindaeng Sub-District, Dindaeng District,  
Bangkok 10400  
Tel : 0-2009-2900 Fax : 0-2009-9991
- 2) Debentures Registrar** : **Bank of Ayudhya Public Company Limited.**  
**Head Office**  
1222 Rama III Rd., Bang Phongphang, Yan Nawa, Bangkok 10120  
Tel : 0-2296-2000
- CIMB Thai Bank Public Company Limited.**  
**Head Office**  
44 Langsuan Road, Lumpini, Pathum Wan, Bangkok 10330  
Tel : 0-2626-7503-4 Fax : 0-2626-7104
- 3) Auditor** : **Ms. Pimjai Manitkajohnkit**  
Certified Public Accountant (Thailand) No. 4521  
EY Office Limited  
No. 193/136-137, 33<sup>rd</sup> Floor, Lake Rajada Office Complex,  
New Rajadapisek Road, Bangkok 10110  
Tel : 0-2264-0777 Fax : 0-2264-0789-90
- 4) Appraisal Company** : **Grand Asset Advisory Co., Ltd.**  
1350/279-283 Thairong Tower, 16<sup>th</sup> Floor,  
Pattanakarn Road, Suan Luang, Bangkok 10250  
Tel : 0-2719-4500 Fax : 0-2719-5070-71

### 5.2 Other Important Information

None

### 5.3 Legal disputes

As of December 31, 2022, the Company and its subsidiaries have no legal disputes in cases that may have a negative impact on the assets of the Company and its subsidiaries that amount to more than 5 percent of shareholders' equity.

## 5.4 Secondary market

None

## 5.5 Financial institution with regular contact (only in case of debt securities offeror)

**Bank of Ayudhya Public Company Limited.** : **Head Office**  
1222 Rama III Rd., Bang Phongphang,  
Yan Nawa, Bangkok 10120  
Tel : 0-2296-2000

**CIMB Thai Bank Public Company Limited.** : **Head Office**  
44 Langsuan Road, Lumpini, Pathum Wan,  
Bangkok 10330  
Tel : 0-2626-7503-4  
Fax : 0-2626-7104



# Quality Houses

# Section

# 2

## Corporate Governance

6. Corporate Governance Policy
7. Corporate Governance Structure and Significant Information Related to the Board of Directors, Sub-Committees, Executives, Employees and Others
8. Report on Key Operating Results Related to Corporate Governance
9. Internal Control and Related Party Transactions



## 6. Corporate Governance Policy

### 6.1 Overview on CG Policy and Guidelines

The Company has always aimed to develop its business based on the principle of good corporate governance, ethics and morality. Being well aware of how important they are and the preponderance of the roles and responsibilities assumed by the directors, executives and employees in light of business management, the Company therefore is not only committed to creating sustainable, added value to its shareholders, but focuses upon fair treatment to all stakeholders, as well.

The Board of Directors has set up a framework for conducting business based on the principles of good corporate governance with a resolution to establish a written “corporate governance policy” in 2003, and has continuously reviewed the policy annually.

The Company has stipulated that all directors, executives and employees must be informed of, understand and strictly adhere to the prescribed policies and code of conducts. The corporate governance policy and business ethics is presented on the Company’s website “[www.qh.co.th](http://www.qh.co.th)” to provide additional channels of information for all executives and employees to learn more about the instructions, rules and regulations so that they be able to take actions and eventually achieve the business goals for the benefits of all stakeholders.

#### 6.1.1 Policy and Guidelines for the Board

##### (1) Independence of the Board from the management

The Board of Directors has created a corporate governance policy as a reference for the directors with clear duty. In addition, the Board of Directors has assigned duty to the management as follows:

##### **Management duties**

1. Management comprises of the CEO and selected executives who are responsible for the company’s business direction and important decision making for the success of the company.
2. Management is responsible for providing business strategy and important policies as well as asking for the Board of Directors’ approval.
3. The CEO is the leader with highest responsibility on the company’s performance, preserving the good CG Code and attractive working environment. The CEO has an authority to follow the policy without intervention from the Board of Directors.
4. Management has a duty on the Board of Directors and shareholders. In particular, management has to report to related parties on a regular basis such as report to the Board of Directors for approval and other reports.

##### (2) Director Nomination Policy

The Board of Directors has assigned the Nomination and Remuneration Committee to consider the criteria and procedures for nominating qualified persons to serve as directors, as well as allow shareholders to propose the list of qualified candidates through the Nomination and Remuneration Committee. The Committee will consider the qualifications before presenting to the shareholders’ meeting for further appointment resolution.

### **Qualifications of Directors**

1. The Director must have qualifications and must not have prohibited characteristics as specified by law on Public Limited Companies Limited Companies Act, Securities and Exchange Act and other related laws.
2. Independent director and audit committee member must be fully qualified as specified in the Capital Market Supervisory Board Announcement, requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.
3. The Director must possess knowledge, capabilities and experience in at least one of the areas that is important to the Board of Directors (i.e. finance, accounting, marketing, law, real estate management, etc.) and have high level of professional expertise.
4. The Director must have business ethics as well as other appropriate personal qualifications.
5. The Director must be able to exercise honest discretion independently from management.
6. The Director must be able to dedicate sufficient time to the company and pay attention to the operations within his/her responsibilities.
7. The nomination and appointment of directors is based on competence and the use of selection criteria with consideration to the diversity of gender, age, education history and professional experience as part of the decision.

### **Determination of the number of positions to be held in any of its other Board of Directors; nor has it done so pertaining to the positions to be held in other companies.**

The Company has not prescribed the number of positions to be held in any of its other Board of Directors; nor has it done so pertaining to the positions to be held in other companies, because the Company is confident in each of the selected members of the Board of Directors and trusts that he/she must have carefully taken into account the matter of time constraints and the likes prior to making such important decision and that his/her work experience, knowledge, skills and competency in various disciplines must by all means be of use in terms of establishing the Company's business policy and in terms of providing solutions to problems which may arise, while simultaneously being in compliance with the corporate standards.

### **(3) Director Development Policy**

The Board of Directors supervises each Director to understand the roles and responsibilities, nature of business and laws related to business operations, as well as supports all Directors to received trainings that enhance their skills and knowledge vital to their roles on a regular basis.

### **(4) Evaluation of Director Performance Policy**

The Board of Directors holds an annual performance evaluation of the Board of Directors and Sub-Committees as follows:

1. The Board of Directors will conduct annual self-evaluations, both on a group and individual basis.
2. Each Sub-Committee will conduct an annual self-evaluation on a group basis.
3. The result of the Board of Directors' evaluation will be used to determine the suitability of the Board's composition.

#### **(5) The Board of Directors Meeting Policy**

- 5.1 The Board of Directors must meet at least 6 times per year with the date and venue set in advance to ensure that the Board of Directors' meeting has as many directors attending as possible.
- 5.2 The Chairman of the Board of Directors, or the person assigned by the Chairman has the authority to call the Board of Directors meeting, or if two or more directors request a meeting of the Board of Directors, the Chairman of the Board of Directors or the person assigned by the Chairman must call the meeting within 14 days from the date of request.
- 5.3 The Chairman of the Board of Directors may organize a Board of Directors meeting via electronic media which must comply with relevant laws.
- 5.4 Procedures for the Board of Directors meetings are as follows:
  - 5.4.1 The Board of Directors holds meetings regularly with results and resolutions of the meeting clearly recorded for reference.
  - 5.4.2 At the Board of Directors meetings, no less than half the total number of directors must be present to constitute a quorum. If the Chairman is not present at the meeting or unable to perform his duties, the vice chairman is to chair the meeting. If the Vice Chairman is not present, or unable to perform his duties, the directors who attend the meeting shall elect one among themselves to chair the meeting.
  - 5.4.3 The Chairman of the Board of Directors act as the chair of the meeting, overseeing the scope, priority and time spent on each agenda, as well as setting the meeting agenda so that all important issues can be taken into full consideration. The Board of Directors focuses on reviewing and approving the strategies presented by the management as well as monitoring that the strategy has been implemented in accordance with the established guidelines and is under supervision of the Board.
  - 5.4.4 The Chairman of the Board of Directors is responsible for allowing all directors to brainstorm ideas with each director having the same right to express opinion. The Chairman will process the opinions and sum up the best ideas from the meeting.
  - 5.4.5 While the Board of Directors votes at the meeting, no less than two-thirds of the total number of directors must be present and the directors who are stakeholders in that agenda must not be in the meeting room and have no right to vote on that agenda.

#### **(6) Director Remuneration Policy**

The Board of Directors, with the approval of the Nomination and Remuneration Committee, sets and formulates compensation policies. The remuneration process is transparent, fits the responsibilities, and equals to the standards of the same business. The remuneration rate of the Board of Directors and Sub-Committees must be approved by the Shareholders' Meeting.

#### **(7) Subsidiaries Supervision Policy**

The Board of Directors shall oversee the framework and mechanism for overseeing the policies and operations of subsidiaries and other entities in which the Company has significant investment, at the appropriate level for each business, as well as overseeing subsidiaries and other entities that the Company invests in to have the same understanding, including:

1. To have the internal control system of the subsidiaries that is appropriate and sufficiently concise and have various transactions that are according to the laws and relevant guidelines.
2. To disclose the information on financial position, performance of transactions with related parties, acquisition or disposition of assets, other important transactions, capital increase, capital reduction, dissolution of subsidiaries, etc.

## 6.1.2 Policy and guidelines related to shareholders and stakeholders

### (1) Shareholders' rights

The Board of Directors has a policy to encourage shareholders' participation in the Company's important decision making.

#### 1. Support of the shareholders' participation in the Company's important decision making

- 1.1 The rights to attend and cast votes in a shareholders' meeting so as in association with making important decisions on the topic of the Company's policy change and as an exercise of their rights to make approval (or not), for which the Board of Directors are required to request prior to giving resolutions;
- 1.2 The rights to elect and remove any of the directors from the position and to give approval in regard to the matter of the appointment of independent auditors;
- 1.3 The rights to receive share of profit;
- 1.4 The rights to take into account the topics of the approval of directors' remuneration and dividend payment;
- 1.5 The rights to propose issues under concern to be additionally included as part of the agenda during the Annual General Meeting of Shareholders in accordance with the Company's rules and regulations;
- 1.6 The rights to nominate a list of qualified candidates for the election of directors in accordance with the Company's rules and regulations;
- 1.7 The rights to submit their enquiries in advance prior to the appointed date of the Shareholders' Meeting by doing so in accordance with the Company's rules and regulations;
- 1.8 The rights to receive a sufficient amount of information in its suitable format and in timely manner for their consideration and decision making upon the critical matters to the Company and the shareholders;
- 1.9 All other rights as prescribed by law.

#### 2. Rights to attend Shareholders' Meeting

The Company has implemented the policy to facilitate the participation of all shareholders including, both major and minor, as well as institutional shareholders, in the Company's shareholders' meeting.

In 2022, the Company held 1 Annual General Meeting of Shareholders on Friday, April 22, 2022 at 10.30 a.m. and assigned Thailand Securities Depository Co., Ltd. as a sender of invitation letter for the meeting to the shareholders on April 7, 2022. In addition, the Company also published an invitation letter for the meeting and details accompanying each agenda (both Thai and English) on the Company's website "[www.qh.co.th](http://www.qh.co.th)" on March 31, 2022 in order for the shareholders to have time to study the information in advance of the meeting date.

This Annual General Meeting of Shareholders is an electronic meeting (e-AGM) to avoid the gathering of large numbers of people with high risk of spread of COVID-19 and provide convenience for shareholders to join the AGM via electronic meeting system without travelling to the meeting. Broadcast location: No.1 Q House Lumpini Building, South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

**The proposal of agendas for the Annual General Meeting of Shareholders, nomination of directors by minority shareholders and submission of advanced questions.**

The Company has placed importance upon all shareholders so that they were provided with the opportunity to participate in the 2022 Annual General Meeting of Shareholders as follows:

- Proposing issues to be included as part of the agenda of the 2022 Annual General Meeting of Shareholders.
- Nominating a list of qualified candidates for the election of directors in the 2022 Annual General Meeting of Shareholders.
- Submitting enquiries prior to the 2022 Annual General Meeting of Shareholders.

The criteria for the aforementioned, therefore, had also been published and disseminated on the Company's website since September 28, 2021, whereby the duration of time for the additional agenda, the list of qualified candidates and the enquiries, was to be designated as from October 1, 2021 to December 31, 2021. However, there existed no information thereof having been directed towards the Company whatsoever.

**Preparation of the invitation letter**

The Company has prepared the invitation letter to the shareholders' meeting, in both Thai and English, in which the objectives, reasons, as well as the Board of Directors' professional opinions, were strategically included in supporting the deliberation of each of the meeting agenda in clear and the documents to the shareholders who participate in the event, in both cases of which the shareholders were to be present by themselves and which their proxies with the power of attorney were to make appearance during their absence, both cases also covering the shareholders categories of retail shareholder, juristic person and institutional shareholder.

**Implementation of the Meeting**

Before the meeting started, the Chairman of the meeting welcomed and opened the meeting, announcing the number and proportion of the shareholders and representatives. Before any agendas got started, the Chairman of the meeting announced the voting and score counting methods as well as the number of persons with no voting right due to relevant interests.

**Rights to express opinions**

This Meeting is an electronic meeting, if any shareholders have questions or opinions, they can process in 2 methods which are:

First method Sending questions via the DAP e-Shareholder Meeting system that you have registered. Shareholders can ask questions or express opinions by typing a message in the question box on the screen of the DAP e-Shareholder Meeting system and the Directors will answer the questions at the end of each agenda before entering into the voting.

Second method If shareholders wish to ask the questions by themselves, the staff will turn on the microphone for the shareholders to ask questions. If shareholders have opinions and other inquiries about the company that is not on the agenda, the Company would like to ask the shareholders to propose opinions or inquire in other agendas.

The 2022 Annual General Meeting of Shareholders proceeded with order in accordance with the regulations of the Company by agenda specified in the meeting invitation letter without adding or switching any agendas. In addition, there was no shareholder disputing the vote counting.

The company used the reliable agent to count the voting and record the score for future inspection.

#### **Disclosure of the meeting resolution and report on the shareholders' meeting**

The Company has disclosed the resolution and voting from the shareholders' meeting through the Stock Exchange of Thailand's news system on April 22, 2022.

The meeting minute has recorded the names of all Directors who attended the meeting and precise resolution with voting score in every section, indicating the number of voting for Approve, Not Approve and Non-Voting. Shareholders with no voting right due to related personal interests with the issues would be recorded as well as the shareholders and representatives' questions and the Directors and Executives' answers.

In addition, the Company has sent a copy of report on the shareholders' meeting to the Stock Exchange of Thailand and uploaded on the company's website "[www.qh.co.th](http://www.qh.co.th)" on May 5, 2022 with a notification through the Stock Exchange of Thailand's news system.

## **(2) Equitable treatment for the shareholders**

At the 2022 Annual General Meeting of Shareholders, there were 11 out of 11 Directors, consisting of 4 Independent Directors, 3 Executive Directors and 4 Non-Executive Directors. In addition, certified public accountants of the Company and law firms were invited to attend the meeting as independent representatives and intermediaries in the counting of votes. All shareholders attending the meeting had equal rights in all respects.

During the meeting, each of the agenda was properly provided with a suitable amount of time strategically allocated so as to allow for the smooth operation throughout. Not any of the additional agenda was added to the list other than the ones having initially been delivered to the shareholders in the invitation letter. The Company also encouraged shareholders to express opinions and ask questions concerned with the relevant topics. Depending upon their shareholdings, the shareholders had the rights to cast one vote per share at the meeting. Vote counting was conducted through the implementation of DAP e-Shareholder Meeting system, the summary of which was prepared with transparency and accuracy; the result was displayed on a monitor. In addition, when voting was being carried out in light of the issue of the director appointment, it was implemented on a one-at-a-time basis.

In addition, the Company has provided supports for the shareholders in regard to their exercising of the rights to vote by means of the following facilitations:

- 1) Submitting to the shareholders the proxy form B, including the clear instructions and steps to take in regard to the matter. As for the proxy form A and C, the Company had provided them on the Company's website "[www.qh.co.th](http://www.qh.co.th)";
- 2) The Power of Attorney form earlier mentioned would also allow for the directions to be planned and made in advance by the shareholders as to the manner by which their proxies would give consent or not or simply abstain accordingly;
- 3) Proposing that two independent directors were to serve with the power of attorney on behalf of the absent shareholders who might find it inconvenient to appoint their own proxies, thus whereby the details of the aforementioned independent directors would be specified in the Power of Attorney form.

### **(3) Roles of stakeholders**

The Board of Directors has supervised the company's operation with ethic as well as social and environment responsibility, taking into account other related parties and non-infringement. The Board of Directors has supervised policy regarding operation and responsibility to related parties under the Corporate Governance Policy. In addition, the Company has operated with responsibility to related parties as follows:

- **Employees**

The Company recognizes the significance of employees and that they are one of the key factors to the Company's continual success and development. Therefore, the Company has taken the policy to treat and responsible for the employees as following:

- 1) To provide appropriate short term employee benefits in accordance with each employee's knowledge, responsibilities, performance and corporates' profitability;
- 2) To support and promote, as well as enhance knowledge and skill sets of the employees for career growth and stability;
- 3) To support the participation of the employees in the Company's work direction and problem resolution;
- 4) To create work environment with safety for health, hygiene, bodies and properties of employees;
- 5) To reward and punish the employees based on the righteousness, justice and honesty;

- 6) To operate in accordance to laws and regulations relating to labor laws and employee welfare;
- 7) To manage employees without unfair and wrong acts, which impact the career growth and stability of employees;
- 8) To treat employees on the basis of the human rights as well as individual rights.

Furthermore, the Company has allowed communication channels to provide information on these benefits for employees and that on the Company's rules and regulations, all details of which may be reached via the Company's Intranet. The Company has also provided e-mail addresses for each employee so that online correspondence become another option for both internal and external communication.

In addition, in order to learn more about challenges and problems that the employees are facing in day-to-day operations, the Company has managed to set up a suggestion box via which written statements, factual information, suggestions and complaints, etc., regarding business-related matters, may be obtained from the staff members. All information and suggestions obtained are to be taken into account by the management committee so that proper resolutions be determined at best for the benefits of all involved.

#### **Employee welfare**

- The Company has established the workplace welfare committee to improve the quality of life of the employees. The committee was assigned from employee representatives in each department of the Company to discuss and exchange information regarding employee welfare to improve employee welfare and enhance the working atmosphere;
- To provide uniforms for receptionists and sales representatives on housing projects, office building for rent projects, hotels and serviced apartment projects;
- To provide welfare of medical expense reimbursement in the case of outpatients;
- To provide life insurances, group accident insurances and group health insurances (in case of in-patients);
- To establish a provident fund as morale in return for the employees' dedication to their works;
- To place importance upon the matter of employees' welfare and health, thus providing for nursing rooms in which with professional nurses are available for consultancy and giving first-aid advice to its employees, as well as conducting annual physical checkups;
- To provide for other elements of its employee welfare system, some of which cover the benefits for their family members, such as funeral service allowances in case of the employees and family members (spouses and children); welfare of scholarships for employees' children, etc.;
- To monitor the work environments, in order to provide good hygiene for the employees during operation, such as checking the cleanliness of the drinking water station in the office space;
- In 2022, the Company and subsidiaries had no employees injured due to accident from work resulting in absence of work.



### **Personnel development training**

In accordance with the Company's policy on personnel development in response to its ongoing business expansion and sustainable development on long-term basis, the Company has established a series of training sessions and operational plan pertaining to human resources development for both of its executive officers and staff members. Corporate guidelines have been strategically established so as to help develop proper knowledge, skill sets and competency among employees in each level while a number of campaigns are in incessant development so as to encourage the Company's executives and employees to realize and learn how to make effective use of resources and to indirectly conserve the environment.

In 2022, the Company has established a number of training courses, not only the core courses, but also special courses to be provided for employees in various levels in accordance with the Company's policy as follows:

Sales System's Data Processing / Importance of PDPA and Work Precautions. To enhance employees' knowledge and understanding of the essence of the Personal Data Protection Act B.E. 2562 (2019) and the ability to revise or develop work systems in accordance with the Personal Data Protection Act B.E. 2562 (2019).

Brand Identity. To enhance employees' knowledge and understanding of what a brand is, the importance of branding, how to make the company's brand stand out and be easily recognized by customers and how to bring functional benefits/ sentimental benefits/ social benefits to create brand distinctions which will affect the decision of consumers.

Branding and Marketing Management for Hotel Business. To enhance executives' knowledge, understanding, vision, capabilities, and skills in brand management and marketing, as well as create a culture of cultivating the concept that marketing is the duty of everyone in the organization, which will lead to the creation of competitive advantages and stable growth for the Company.

Communication Psychology for Success at Work (DISC). To enhance employees' understanding of themselves and others to facilitate communications, build good relationships, so that employees can collaborate effectively and work together as good teams and give employees techniques to behave and work in conjunction with the style of each person in accordance with their individual characteristics.

Data Marketing. Data Marketing is a data-driven marketing that utilizes the analysis of customer data to make marketing more effective and to perform marketing based on data or facts to gain customer insights and understand customer behavior, which will enable strategy planning that matches the needs of consumers who want digital literacy. This course will equip employees with skills, understanding and capabilities to use technology, which is a basic digital skill that is necessary for the further development of other digital capabilities and is an important skill for communicating and working with others under the concept of "work less, but get more" through the use of digital tools such as computers, smartphones, tablets, iPads, computer programs, online platforms, and other new technologies.

Marketing for Executive. To enhance employees' understanding of the influence of powerful branding, how to manage a brand to be strong, and how to use data mining on customer data to conduct targeted marketing activities.

Facebook Advertising for Business. To enhance employees' understanding of how Facebook works, including marketing content creation through advertisements, ads planning and how to improve Facebook advertising to increase sales for the organization.

Customer-Centric Service Marketing for Non-Marketers. To change operation and sales employees' perspectives on how to think about marketing which will allow for better analysis and understanding of customer needs.

Always a Good Time. To enhance employees' understanding of the Vision & Mission, the Company's history, and background, and the business under the Centre Point brand, executives in the Centre Point hotel group, the corporate culture as well as CORE VALUE, so employees can apply the knowledge from the training and know how to conduct themselves to have good personalities, to dress appropriately for service work and to see the importance of service work, which is the main goal of the business and to use this knowledge as a guideline for efficient service work in the future.

Employee Orientation - for New Employees. To give all new employees the opportunity to learn about the policies, rules, regulations and the Company's business structure, as well as information on the benefits and welfare that employees will receive from the Company.

First aid & CPR Training. To provide employees with knowledge and understanding of how to provide first aid to tourists and the ability to assess the situation, make decisions, coordinate with the emergency department, and make a transfer to the hospital correctly and quickly-so that the patients receive correct and fast treatment according to the standards of Emergency Medicine.

Construction and Quality Control. To ensure that construction workers have knowledge and understanding of the work and perform the work according to the specified standards.

Sales and Marketing. To enhance sales and marketing employees' knowledge of marketing strategies so that, they can plan sales to achieve the target revenues and analyze the market's demand and supply more accurately.

#### **Personnel development and work environment campaigns**

The Company has established personnel development and work environment campaigns pertaining to proper hygiene and sanitation at workplace, as well as a number of projects whereby the executives and employees are to be provided the opportunity to learn from third-party organizations and institutes, thus enhancing their skills and making good use of their new knowledge to the daily operations as follows:

Training courses provided by external institutes: The Company has a policy to provide the opportunity for its employees to train and develop various skill sets and knowledge from external institutes and organizations in order that the employees become more visionary and more knowledgeable, thus being able to adapt and make use of newfound knowledge at work and to enhance work efficiency (effectiveness) on continual basis.

Awarding Master's Degree scholarships to Executives : To promote and support learning and self-development to the maximum potential.

Internal news circulation project : The project has been established to be a channel for communication between the Company and Human Resources Department to the management and employees so as to acknowledge internal news and changes from time to time. It will also be a channel for the Human Resources Department to communicate about the Company's policies, rules, regulations and charters for all management and employees to abide by. Communication is done via e-mail and intranet.

Employees' loyalty project : The project has been established towards the employees who have been working with the Company for 10 years, 20 years and 30 years, respectively. The Company is delighted to present to the aforementioned loyal personnel souvenirs for their professional dedication and efforts at work. This project will boost morale at workplace and sustain a series of ongoing assiduous efforts for all involved.

**Table illustrating the number of hours spent in training by employee position**

Level	Average time spent in training (Hour: Person: Year)	Objectives of personnel development
<b>Employee</b>	10.5	To provide knowledge and various skill sets relating to business operations in practice, as well as better understanding in their roles, duties and robust corporate culture, while making best efforts at work.
<b>Middle Management</b>	21.2	To provide knowledge and various skill sets integral to team management and strategic planning, as well as allowing for systemic and effective implementation so as in accordance with the Company's policies.
<b>Executive</b>	24.2	To enable the executives to manage both operations and workforce under command in compliance with the Company's policies. The executives should also be able to become more visionary in terms of business administration and ready for the continual growth and expansion in the future.

- **Customers**

The Company has prescribed its guidelines for treatment of customers in the Company's Code of Conduct, which is available at [www.qh.co.th](http://www.qh.co.th) and the Company has a policy to treat and responsible for customers as following:

- 1) To cater customers/consumer needs with quality of products and excellent services.
- 2) To completely disseminate information of products and services with righteousness and truthfulness.
- 3) To provide insurance for products and service under reasonable terms.
- 4) Not to deliver product and service to customer, while being aware that such products and services has defects, and damages which can harm the customers.
- 5) To provide customers service mechanism not only to be convenient for the customers for any complaints but also to be fast in responding to the customers.
- 6) To increase value-added to customer benefits continuously.
- 7) To notify customers in advance in case of agreement for customer terms cannot be made, in order to consider altogether for resolution and damage control.

For housing projects and condominium projects, customers who have any complaints may make a telephone contact to number 1388 during the working hours.

For the office building project or the residential building project for rent, customers are able to directly contact the building manager or responsible persons upon premises.

- **Business partners**

The Company and its subsidiaries believe in treating business partners with honesty, transparency and equality on the basis of fair competition for the highest collective benefits. At the same time, business partners must not act to damage the Company's reputations and must not breach laws, good morals and traditions. The purchase of products and operational procedures must be transparent and can be audited, and the business partner agreements must strictly be complied. The Company has used the Supply Chain system when ordering products to reduce steps, time and documents in the transaction allowing partners time to prepare and deliver products within agreed time frame.

- **Competitors**

Even in the competition, the Company and its subsidiaries remain adhered to the principle of transparency, fairness and equality upon the fair competition basis to create utmost benefits as follows:

- 1) Competing under fair business practice;
- 2) Avoiding illegal channels to get the inside information of competitor;
- 3) Not damaging competitors' reputation without truth.

- **Banks, financial institutions, holders of debentures and loan creditors**

The Company believes in acting to banks, financial institutions, debenture holders and loan creditors with honesty, and it always repays principal and interest on a timely basis. The Company also strictly follows the terms and conditions and covenants that are specified in the lending contract.

In addition, the Company also adheres to the rules of good corporate governance, for instance:

- Adhering to the terms and conditions in the agreements with business partners and lenders;
- In the case that such agreement cannot be adhered to, the Company will consult with the counter parties and lenders at the earliest possible timeline in order to find solutions and damage prevention strategies;
- Providing accurate and complete financial information;
- Not demanding, accepting, or offering any dishonest advantages when contacting with the lenders;
- Ensuring that the money obtained from the lenders shall not be used against the loan objectives.

In the past 3 years, the Company has never made any late payment.

In order to take responsibilities for all groups of stakeholders, the Company is ready to receive any complaints and/or opinions of all groups of stakeholders through the following channels:

1. Contact by phone to the company's call center (1388)
2. E-mail directly to the members of the Audit Committee (e-mail addresses can be found in the Company's website)
3. The Company's website: "[www.qh.co.th](http://www.qh.co.th)" (for after sale services, recommendations/complaints)
4. Submission of matters directly by hand or by post to the Corporate Secretary at the address shown below:

Quality Houses Plc.

No. 1, Q. House Lumpini Building, 7<sup>th</sup> Floor,

Thungmahamek Sub-district, Sathorn District, Bangkok 10120

- **Relationship with Investors**

The Company recognizes the importance of disclosure of information with transparency, including the Company's performance as well as significant information possibly affecting the prices of the Company's shares, by disseminating data and information through Set Community Portal or Setlink system of the Stock Exchange of Thailand and other channels to investors, analysts and related parties. In addition, the Company has disseminated the Company's information not only through its website "[www.qh.co.th](http://www.qh.co.th)" but also via the telephone number 0-2677-7000.

Due to the COVID-19 pandemic, in 2022 the Company has followed the government's policy of social distancing by presenting the Company's data to analysts, investors and fund managers through Virtual Roadshow with details as follows:

- Roadshow to analysts and local fund managers as follows:
  - Virtual Analyst Meeting Annually and Quarterly totaling 4 times.
  - Virtual Analyst Meeting Business Plan 2022 totaling 1 time

#### **(4) Supervision on the use of internal information**

The Company has set a clear written policy to oversee the use of the Company's internal data for personal benefit as follows:

1. No use of the Company's internal information for personal benefit or providing any damages to the Company with intention. No distribution of the Company's internal information to customers, suppliers, service providers, competitors and outsiders, except general or public information.
2. No use of the Company's internal information for stock trading.
3. Directors and Executives have to report information regarding the Company's stock trading and holding according to the rules and regulations in the Board of Directors Meeting.
4. The Company has a policy to prohibit the Company's Directors and Executives from trading the Company's stocks 1 month ahead of a public release of the Company's financial statement in order to prevent the use of Company's internal information for personal benefit.

#### **(5) Conflict of interest**

The company has disclosed all related transactions according to the rules and treated the transactions as transactions with outsiders to avoid conflict of interest.

#### **(6) Anti-corruption Policy**

The Company has an anti-corruption policy which requires Company's personnel to strictly comply with anti-corruption laws, policies and practices, as well as Company's anti-corruption rules, regulations, and codes of conduct to build confidence in the stakeholders that the Company will conduct business with honesty, integrity, and transparency, and support anti-corruption activities.

#### **(7) Measures against person that do not comply with policies and guidelines**

Anti-corruption policies and guidelines are part of the work discipline. Directors, executives, and employees who fail to comply will be subject to investigation and disciplinary actions in accordance with the Company's regulations, Charter, and related laws, which may include termination of employment.

## **6.2 Codes of Conduct**

In order for the Company to conduct business with integrity and ethics, the Board of Directors has established the requirements regarding the Codes of Conduct in writing which was announced to the Directors, executives and employees for compliance in 2002. The Board of Directors Meeting No. 6/2018 held on September 25, 2018 approved the latest revision of the Company's Code of Conduct which has been disclosed on the company's website ([www.gh.co.th](http://www.gh.co.th)) and regular follow-ups on the implementation of such guidelines were conducted.

### 6.3 Major changes and developments in policies, guidelines, and corporate governance systems in the past year

The Company has established a framework for conducting its business operations based on the principles of good corporate governance with a resolution of the Board of Directors' Meeting No. 3/2003 on March 5, 2003 to establish a written "corporate governance policy" in 2003, and designated as the duties and responsibilities of the directors, executives and all employees to be aware, understand and strictly follow the established policies and rules.

In 2018, at the Board of Directors' Meeting No. 6/2018 on September 25, 2018, the Board of Directors resolved to further update the policy in accordance with the 2017's good corporate governance principles for Listed Companies (CG Code 2017) of the Securities and Exchange Commission. This policy will emphasize on the principles for the Board of Directors, which are the leaders or the ultimate responsible persons of the organization, to apply on their business supervision in order to ensure long term performance as well as to create a sustainable value for the business.

In 2022, at the Board of Directors Meeting No. 8/2022 on December 20, 2022, the Board of Directors reviewed the adoption of the good corporate governance principles 2017 (CG Code 2017) according to the Company's business context. The Board of Directors has already implemented most principles. As for the codes of conduct that have not yet been implemented, the Company has recorded them as part of the resolutions of the Board of Directors' meeting.

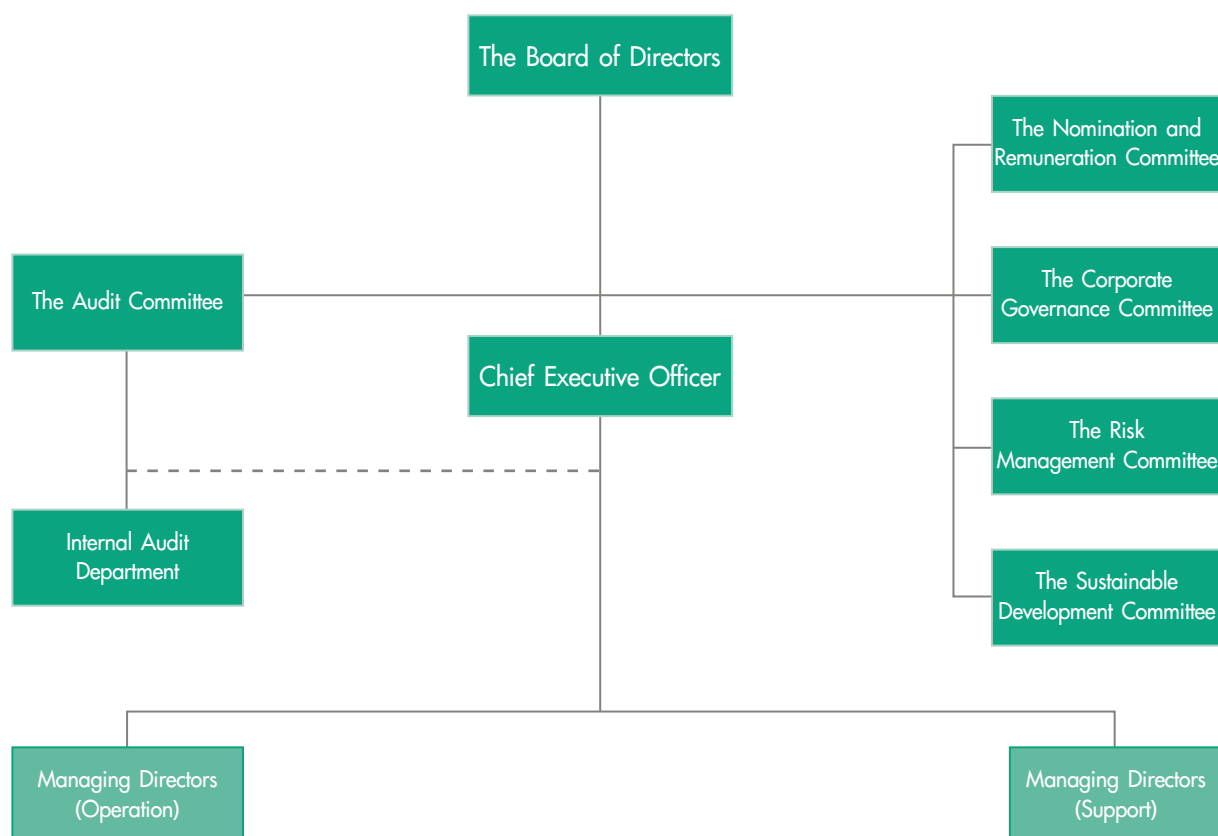
## 7. Corporate Governance Structure and Significant Information Related to the Board of Directors, Sub-Committees, Executives, Employees and Others

### 7.1 Corporate Governance Structure

The Company's management structure as follows:

1. The Board of Directors
2. 5 Sub-committees
  - 2.1 The Audit Committee
  - 2.2 The Nomination and Remuneration Committee
  - 2.3 The Corporate Governance Committee
  - 2.4 The Risk Management Committee
  - 2.5 The Sustainable Development Committee

Management structure chart as of December 31, 2022





The name list and position of the directors in the Board of Directors and Sub-committees:

Name	The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	The Corporate Governance Committee	The Risk Management Committee	The Sustainable Development Committee
1. Mr. Boonsom Lerdhirunwong	X /					
2. Mr. Rachai Wattanakasaem	/	X /	/			
3. Mr. Suri Buakhom	/	/		X /		
4. Mr. Adul Vinaiphat	/	/	X /			X /
5. Mr. Naporn Sunthornchitcharoen	//					
6. Mr. Adisorn Thananan-narapool	//		//			
7. Mrs. Suwanna Bhuddhaprasart	//			//	//	//
8. Mr. Achawin Asavabhokin	//					
9. Mr. Chalerm Kiettitanabumroong	///				X	
10. Mr. Pravitt Choatewattanaphun	///				///	///
11. Ms. Apinya Jarutrakulchai	///			///	///	///

*Remark : x = Chairman / = Independent Director // = Director /// = Executive Director*

## 7.2 Information on the Board of Directors

### 7.2.1 The composition of the Boards of Directors

In accordance of the Company's Articles of Association. The Company's Board of Directors shall consist of not less than 5 directors but not exceeding 15 directors while at least half of the directors must have their domiciles in the Kingdom of Thailand. In addition, all members of the Board of Directors must possess legitimately suitable qualifications in compliance with the law.

In general practice, each director shall remain in the position for the term of 3 years each. According to the Company's Memorandum of Association, 1 in 3 of the total number of directors on the Board of Directors is to be retired at every Annual General Meeting. If the total number of directors cannot be wholly divided into three, the number of director closest to one-third, shall be retired.

In addition to the expiry of the general term of office, the directors shall vacate the position upon the following reasons:

- (1) Death;
- (2) Resignation;
- (3) Disqualification or having any characteristics as prohibited by law;
- (4) Termination by the shareholders' meeting resolution;
- (5) Termination by the Court's order.

As of December 31, 2022, the Company's Board of Directors is comprised of 11 members as follows:

Executive Directors	3 persons
Non-executive Directors	4 persons
Independent Directors	4 persons equivalent to 36.36% of the total number of directors

### 7.2.2 The information on each director

The Board of Directors as of December 31, 2022, are as follows:

	Name	Position	Date of Appointment
1.	Mr. Boonsom Lerdhirunwong	Chairman and Independent Director	September 21, 2015
2.	Mr. Rachai Wattanakasaem	Independent Director	August 10, 2005
3.	Mr. Suri Buakhom	Independent Director	May 1, 2010
4.	Mr. Adul Vinaiphat	Independent Director	March 30, 2018
5.	Mr. Naporn Sunthornchitcharoen	Director	June 27, 2017
6.	Mr. Adisorn Thananan-narapool	Director	April 9, 2003
7.	Mrs. Suwanna Bhuddhaprasart	Director *	July 1, 2000
8.	Mr. Achawin Asavabhokin	Director	December 26, 2017
9.	Mr. Chalerm Kiettitanabumroong	Director *	February 26, 2019
10.	Mr. Pravit Choatewattanaphun	Director *	April 20, 2010
11.	Ms. Apinya Jarutrakulchai	Director *	August 10, 2018

*Remark* \* The authorized directors of the Company

#### Authorized directors

As of December 31, 2022, the authorized directors of the Company are Mr. Chalerm Kiettitanabumroong, or Mrs. Suwanna Bhuddhaprasart, or Mr. Pravit Choatewattanaphun, or Ms. Apinya Jarutrakulchai. To validate a document, two out of the four shall have signatories on behalf of the company together and affix the Company seal.

### 7.2.3 Authorities, duties and responsibilities of the Board of Directors

1. The Board of Directors has abided by law, objective, company's rule and resolution from the shareholders' meeting with honesty and caution for the best of company's benefit.
2. The Board of Directors has specified the policy, objective, target, strategy and business direction of the company as well as allocated important resources as well as monitored and supervised management to comply with the policy. The Board of Directors has reconsidered the policy annually in order to maximize economic value and shareholders' wealth.
3. The Board of Directors has abided by code of honesty and integrity.
4. The Board of Directors has accountability to shareholders, working for the best of shareholders' benefit with transparent and reliable data distributing to investors.
5. The Board of Directors comprises of directors who have knowledge and experience relevant to the business and are enthusiastic with the company's business.
6. The Board of Directors intends to continuously operate the business.

### **Objective and target of the business for sustainable growth**

In order to preserve sustainable growth as an objective and target of the company and to create value to the company, customers, related parties and society as well as the company's unity, the Board of Directors has set the standard as follows:

1. To set vision, mission and core value for precise company's objectives, using to create business model and communicate within the company for unity with an annual revision.
2. To set business model, creating value to the company, related parties and society taking into account:
  - Changing environment and other factors as well as encouraging employees to develop innovation and technology with appropriate application.
  - Interest of customers and related parties.
  - Readiness, expertise and competitiveness of the company.

The Board of Directors has affirmed that the company's objective and target as well as middle-term strategy and annual strategy are consistent with the company's main target, using appropriate innovation and technology as follows:

1. To supervise and revise business strategy and annual business plan with regard to the company's main objective and target, taking into account current environment, opportunity and acceptable risk. To supervise and revise the company's objective, target and strategy for the next 3-5 years for longer-term analysis with reasonable accuracy.
2. To supervise annual strategy and business plan with analysis on environment, other factors and risks affecting related parties along the value chain and the company's main target.
3. To supervise strategy, supporting new innovation and technology to increase competitiveness and meet the need of related parties on the back of responsibility to society and environment. Details of an application of innovation and technology have been released under the topic "Social Responsibility".
4. To supervise target, complying with business environment and potential by supervising both monetary and non-monetary target. To acknowledge the risk of supervising the target that could lead to unethical conduct.
5. To supervise communication of the company's objective and target through strategy and business plan within the company.
6. To supervise resource allocation and business operation as well as monitor the performance based on the company's strategy and annual business plan with a possibility of assigning a department to be responsible for monitoring the performance.

### **Authority of the Board of Directors**

The Company's Board of Directors has authority to approve any duties in all business affairs of the Company, in compliance with the Company's business objectives, with the exception of topics defined by law that require an approval from the shareholders.

### **Separation of responsibility between Chairman and Chief Executive Officer**

The Chairman of the Board of Directors is an independent director with different person as a CEO in order to precisely separate responsibility between supervision and regular management.

### **Roles and duties of Chairman and Chief Executive Officer**

1. The Company's Chairman is responsible as leader of the Board of Directors, serving as Chairman of the Board of Directors' Meeting and that of the Shareholders' Meeting.
2. The Chairman, elected by the Board of Directors, presides over the meeting and ensures that various issues under concern be properly taken into consideration, and that the Board of Directors be properly focusing on the right ones in regard to the revision and approval of the strategies earlier proposed by the management team, as well as ensuring that the aforementioned strategies be implemented.
3. The CEO, appointed by the Board of Directors, serves as leader of his or her management team in ensuring the implementation of the strategies already approved while ably regulating the actions within the framework stipulated by the Board of Directors.
4. The Chairman shall visualize the Company's overview of how the directors are operating; in addition, Chairman shall inspire confidence in the Company's business operation by which the Board of Directors and/or the Committees, who are comprised of personnel of high caliber, are able to effectively work as a group; while also ensuring that all directors, executive or non-executive, be eagerly supported in their implementations both in terms of business administration and supervision.
5. The CEO is one of the executives who knows the company the best with leadership and outstanding vision, organizing the Company as a whole.
6. The Company clearly separates the roles of the CEO and the Chairman with collaborative work to support each's other responsibilities.

## **7.3 Information on the Sub-committees**

### **7.3.1 Sub-committees Structure**

As of December 31, 2022, the Company has 5 Sub-committees to take into account its business-related matters, including:

- 1) The Audit Committee
- 2) The Nomination and Remuneration Committee
- 3) The Corporate Governance Committee
- 4) The Risk Management Committee
- 5) The Sustainable Development Committee

### 7.3.2 Sub-Committee

#### (1) The Audit Committee

The Audit Committee is comprised of 3 independent directors as of December 31, 2022 are as follow:

Name	Position in the Audit Committee	Date of Appointment
1. Mr. Rachai Wattanakasaem	Chairman	September 24, 2019
2. Mr. Suri Buakhom	Member	May 26, 2014
3. Mr. Abdul Vinaiphat	Member	March 30, 2018

*Remarks :* - Mr. Rachai Wattanakasaem is a member of audit committee with knowledge and professional experience in accounting or finance;  
- Audit Committee Secretary : Mrs. Suneerat Puntarikpan

#### - Scope of authorities and duties of the Audit Committee

1. To review and comment on adequacy and effectiveness of internal control on both business and information technology as well as compliance with other relevant laws, rules and regulations such as Securities and Exchange Law, Stock Exchange's Requirements and Laws relating to the Company's business;
2. To review and ensure that the Company's financial reports have been prepared accurately and adequately;
3. To review and ensure that the Company has appropriate and effective internal control system and internal audit system with access to relevant information and allow various parties to cooperate in clarifying the information. To consider the independence of the internal audit department and approve the appointment, transfer and termination of the head of the internal audit department or any departments responsible for the internal audit;
4. To give advice to the Company on improvements, compliance with laws, rules, other relevant regulations and internal control, including risk and internal control on information technology to be efficient and effective, useful and consistent with the principles of good corporate governance and sustainable development;
5. To consider, select nominate and terminate an independent professional to act as the Company's auditor and to propose the remuneration for the position and to attend meetings with the auditor for at least twice a year with no presence of the management team;
6. To consider the matter of the compliance with laws and with the Stock Exchange of Thailand's regulations in light of connected transactions or those which may incur conflicts of interest so as to ensure that those activities were reasonably performed for utmost benefits to the Company;
7. To prepare and disclose the Audit Committee report and have it revealed as part of the Company's annual report. The Audit Committee report, which is to be signed by the Chairman of the Audit Committee, must be comprised of the following items:
  - (A) Comments about the accuracy, completeness and reliability of the Company's financial statements;
  - (B) Comments about the adequacy of the internal control system in the Company;

- (C) Comments about the Company's compliance with the applicable law and regulations i.e.: the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand and other laws that relate to the Company's business;
  - (D) Comments about the suitability of the Company's auditors;
  - (E) Comments on transactions which might incur conflict of interest;
  - (F) Number of the Audit Committee meetings and the attendances of each committee member;
  - (G) Comments or observations in general that the Audit Committee derived during their performing of duties under "The Charter of the Audit Committee";
  - (H) Other transactions which the committee considered that the Company's shareholders and public investors should be acknowledged within the boundaries of their duties and responsibilities assigned by the Board of Directors.
8. To perform other duties assigned by the Board of Directors with the consent of the Audit Committee;
  9. To arrange the Audit Committee Meeting in order to accomplish the performance of the Audit Committee according to the objectives or when there is a need for a special meeting;
  10. To report the performance of the Audit Committee to the Board of Directors at least 4 times a year;
  11. To review and give opinions on the performance of the internal audit department and coordinate with the auditors;
  12. To consider and evaluate the annual performance of the vice president of the internal audit department;
  13. To give approval on the work plan, budget and manpower of the internal audit department;
  14. In performing duties under the scope of authority, the Audit Committee shall have the power to invite management, executives or employees of the Company involved to give opinions, attend the meeting or send documents as deemed relevant and necessary;
  15. To have authority to hire a consultant or a third party according to the Company's regulations in order to give opinions or advices if necessary;
  16. To conduct an audit on matters notified by the Company's auditors when suspicious circumstances are found that a director, executive or person responsible for the operation of the Company has committed an offense as stated in the Securities and Exchange Act and to report the results of the preliminary investigation to the Securities and Exchange Commission and the auditor within thirty days from the date of receiving the notification from the auditor.

**- Composition of the Audit Committee**

The composition of the Audit Committee is as follows:

1. A member of the Audit Committee must be independent directors with the qualifications as stipulated by the SET;
2. A member of the Audit Committee must be appointed by the Company's Board of Directors or the shareholders;

3. The Audit Committee must consist of not less than 3 members with at least 1 member having knowledge or experience about accounting;
4. The Company's Board of Director is to select and appoint 1 Audit Committee member as the Chairman;
5. The vice president of the internal audit department shall be the Audit Committee's secretary by position;
6. The Audit Committee must receive information in accordance with the framework of duties and responsibilities of the Audit Committee and review the performance of the Company, including technical guidelines, knowledge or new developments in internal auditing for the continuous development of the Audit Committee's knowledge so that the performance of the Audit Committee shall be effective.

## (2) The Nomination and Remuneration Committee

The Nomination and Remuneration Committee is comprised of 3 independent directors as of December 31, 2022 are as follow:

Name		Position in the Nomination and Remuneration Committee	Date of Appointment
1.	Mr. Adul Vinaiphat	Chairman	September 24, 2019
2.	Mr. Rachai Wattanakasaem	Member	June 23, 2008
3.	Mr. Adisorn Thananan-narapool	Member	March 30, 2018

### - Authorities, duties and responsibilities of the Nomination and Remuneration Committee as prescribed in the Charter

1. To determine procedures and criteria in nominating the Company's directors or the top management of the Company from the Managing Director position up, in alignment with the Good Corporate Governance policy;
2. To make selection of the qualified candidates for the position of new director or search for the top management of the Company from Managing Director position up, whose names are to be proposed for the Board of Directors' executive decision;
3. To determine procedures and criteria for fair and reasonable payments of remuneration and other fringe benefits to the Board of Directors and to other committees, the latter having been appointed by the Board of Directors, and propose the aforementioned remuneration scheme for approval during the Shareholders' meeting;
4. To consider, recommend and determine the remuneration and other fringe benefits based upon the duties and responsibilities of the top management of the Company from the position of Managing Director up and to take into account the criteria for performance appraisal in order to determine appropriate annual compensation;
5. To consider and review the structure and criteria relating to compensation under No. 3) and No. 4) so as to ensure that they be appropriate for the responsibilities required and the operating results of the Company, thus, in accordance with the market condition;

6. To consider budgets for pay raises, annual bonuses, and other benefits for the Company's employees;
7. To perform any other duties as assigned by the Board of Directors.

In 2022, the Board of Directors conducted an assessment on the Board Skill Matrix. The results of the assessment found that the Board of Directors appropriately consisted of people with knowledge, competence, experience and training in various fields related to the Company's business such as engineering, accounting, finance/banking, economics, law, marketing, and management. In addition, all 8 non-executive directors have work experience related to the real estate development business which suits the Company's business operation.

### (3) The Corporate Governance Committee

The Corporate Governance Committee is comprised of 3 directors as of December 31, 2022 are as follow:

Name		Position in the Corporate Governance Committee	Date of Appointment
1.	Mr. Suri Buakhom	Chairman	December 21, 2010
2.	Mrs. Suwanna Bhuddhaprasart	Member	February 28, 2011
3.	Ms. Apinya Jarutrakulchai	Member	November 24, 2015

*Remark : \*Mr. Rachai Wattanakasaem noticed to resign from Member of the Corporate Governance Committee, effective on April 22, 2022.*

#### - Authorities and duties of the Corporate Governance Committee

1. To determine and review the policies, requirements and work procedures to be in accordance with the principle of good corporate governance;
2. To determine policies and plans relating to the corporate social responsibilities activities of the Company;
3. To monitor the progress of the corporate governance and the social responsibilities work plans and to give recommendations and necessary supports to related work teams in order to achieve the objectives of each plan;
4. To carry out the internal evaluation under the corporate governance criteria in order to determine areas for improvement;
5. To represent the Company in communication and execution of corporate governance activities with the executives, employees and external units;
6. To perform any other duties as assigned by the Board of Directors with consent from the Corporate Governance Committee.



#### (4) The Risk Management Committee

The Risk Management Committee is comprised of 4 directors as of December 31, 2022 are as follow:

Name		Position in the Risk Management Committee	Date of Appointment
1.	Mr. Chalerm Kiettitanabumroong	Chairman	February 26, 2019
2.	Mrs. Suwanna Bhuddhaprasart	Member	February 28, 2011
3.	Mr. Pravit Choatewattanaphun	Member	July 1, 2016
4.	Ms. Apinya Jarutrakulchai	Member	November 24, 2015

##### - Authorities and Duties of the Risk Management Committee

1. Define the scope, policies, and guidelines for managing risk that may arise in the Company's business operations.
2. Define risk types, make assessment, and manage risks to be at acceptable levels.
3. Monitor and evaluate risk management performance and report the results to the Board of Directors and the Audit Committee, as well as provide recommendations as appropriate.
4. Represent the Company in communicating and conducting risk management activities with various executives, including employees and external agencies.
5. Perform any other operations assigned by the Board of Directors with the approval of the Risk Management Committee.

#### (5) The Sustainable Development Committee

The Sustainable Development Committee is comprised of 7 directors as of December 31, 2022 are as follow:

Name		Position in the Sustainable Development Committee	Date of Appointment
1.	Mr. Adul Vinaiphat	Chairman	September 27, 2022
2.	Mrs. Suwanna Bhuddhaprasart	Member	September 27, 2022
3.	Mr. Pravit Choatewattanaphun	Member	September 27, 2022
4.	Ms. Apinya Jarutrakulchai	Member	September 27, 2022
5.	Mr. Adisak Srisook	Member	September 27, 2022
6.	Mr. Sommart Promkunakorn	Member	September 27, 2022
7.	Mrs. Rachada Leetrakul	Member	September 27, 2022

- **Authorities and Duties of the Sustainable Development Committee**

1. Define the corporate-level sustainability management policies and goals in line with business operations or corporate strategies and conduct an annual review.
2. Define key sustainability issues and management approaches in line with corporate strategies to respond to the needs of stakeholders and conduct an annual review.
3. Supervise, advise, support, promote, and review the organization's sustainable development operation in order to put it into practice.
4. Consider trends, opportunities, and risks that affect the sustainability of business operations, both at present and in the future (emerging risk).
5. Monitor sustainability performance and report the results to communicate with stakeholders.
6. Perform any other duties assigned by the Board of Directors within the relevant scope of work.

## 7.4 Information on the Executive

### 7.4.1 Name and position of the Executive

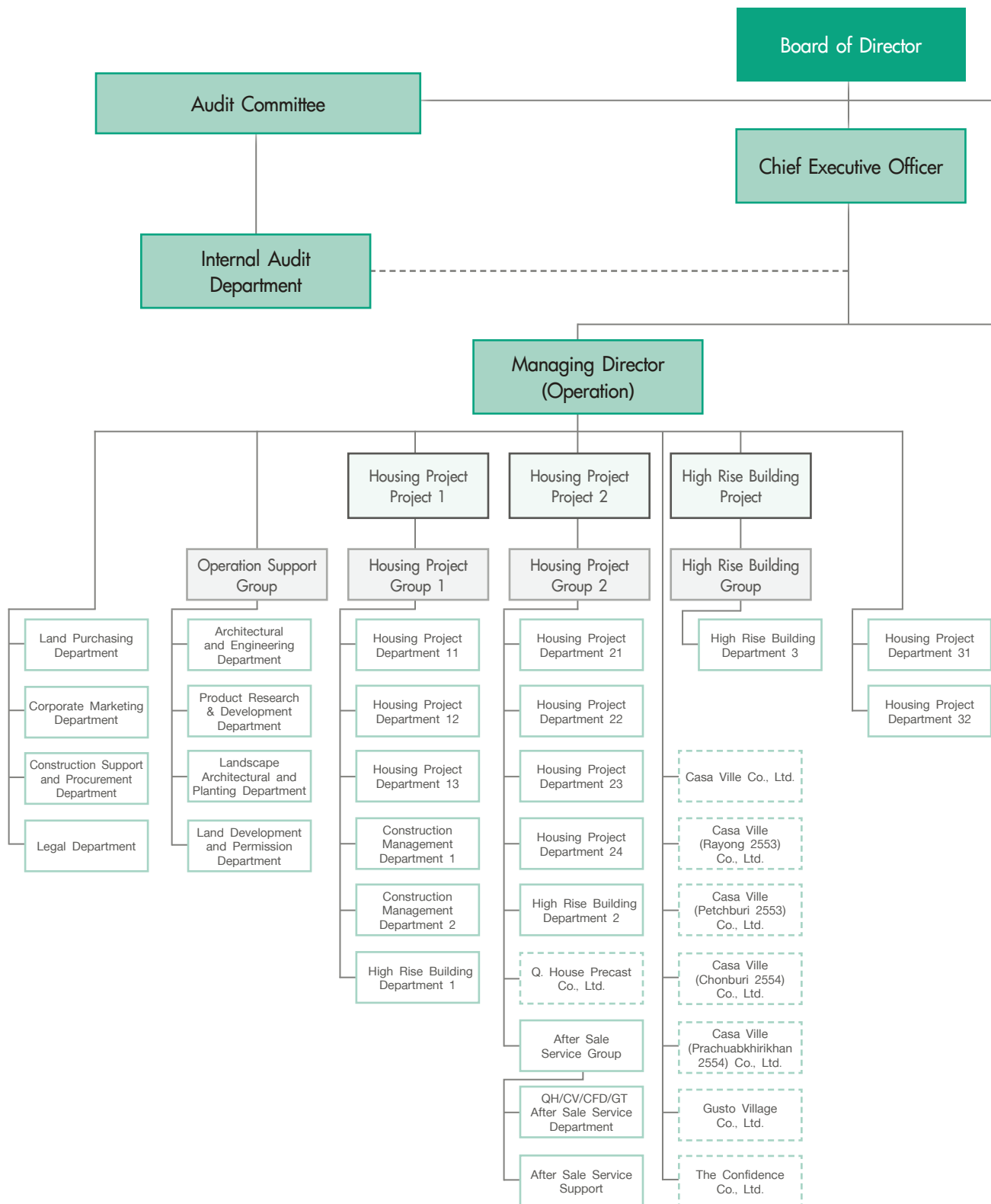
The Company's Executives as of December 31, 2022, are as follows:

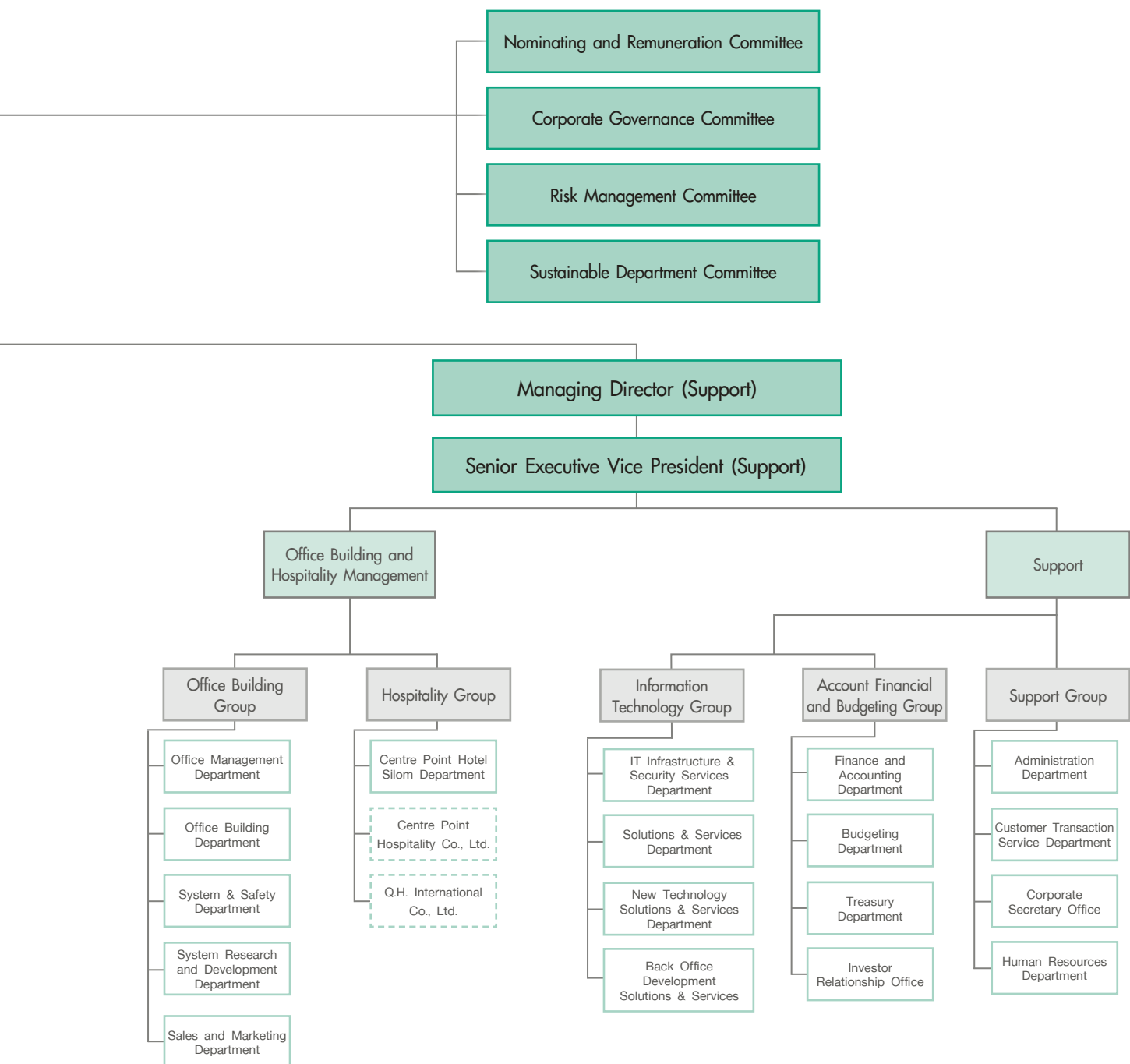
Name			Position
1.	Mr. Chalerm	Kiettitanabumroong	Chief Executive Officer
2.	Mr. Pravit	Choatewattanaphun	Managing Director
3.	Ms. Apinya	Jarutrakulchai	Senior Executive Vice President
4.	Mr. Sommart	Promkunakorn	Executive Vice President
5.	Mr. Adisak	Srisook	Executive Vice President
6.	Ms. Chuleeporn	Moonsawat <sup>(1)</sup>	Vice President, Financial and Accounting Department

*Remark : (1) Ms.Chuleeporn Moonsawat was appointed as Chief Accountant on December 8, 2022.*

*"Executive" is based on the definition from an announcement of the Securities and Exchange Commission.*

Organization Chart As of December 31, 2022





#### 7.4.2 Executive Remuneration Policy

The Board of Directors oversees the establishment of an appropriate structure and remuneration as follows :

- (1) The Board of Directors will consider the criteria for the evaluation of the performance of senior executives from the position of managing director and above on an annual basis. The evaluation criteria will be consistent with the interests of the Company.
- (2) The Nomination and Remuneration Committee will evaluate the performance of the Company's top executive, and determine the remuneration in connection with the executive's performance and the performance of the Company, and propose to the Board of Directors for further approval. The compensation will be at the same level as other businesses in the same industry.

#### 7.4.3 Remuneration of Executives

In 2020, 2021 and 2022, the total remuneration : salary , bonus and provident fund : of the Chief Executive Officer and the next top 4 executives and that for any person holding equivalent position as the fourth executives, including those at the level of Executive Vice President upward was Baht 46.7 million, Baht 46.3 million and Baht 46.0 million, respectively.

### 7.5 Information on the employees

#### 7.5.1 Number of employees

- (1) As of the end of 2021, 2022 and 2023, the Company and its Subsidiaries had 1,002 persons, 938 persons and 904 persons, respectively, as detailed below;

(Unit : person)

Business Line	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
1. Operation	879	819	788
2. Supports	123	119	116
<b>Total</b>	<b>1,002</b>	<b>938</b>	<b>904</b>

- (2) Labor disputes in the past 3 years (Jan 1, 2020 - Dec 31, 2022)
  - None -

#### 7.5.2 Remuneration

The Company and its subsidiaries provide remuneration for employees in a fair manner according to their duties, responsibilities and annual performance appraisal. Payments include salary, annual bonus, and provident fund and other types of remuneration include training expenses, medical expenses, health & life insurance premiums and other benefits. The remuneration in 2020, 2021 and 2022 was Baht 648.2 million, Baht 611.1 million and Baht 639.6 million, respectively.

### 7.5.3 Provident Fund

The Group and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2558. The employees voluntarily contributed to the fund at the rate of 2%-15% of basic salary, while the Group contributed to the rate of 3%-6% of basic salary. The fund, which is managed by Land and House Fund Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules.

## 7.6 Other significant information

### 7.6.1 Corporate Secretary , Assigned person directly responsible for overseeing accounting and head of Internal Audit

#### (1) Corporate Secretary

The Company's Board of Directors' meeting No. 4/2016 on May 31, 2016, has resolved to appoint Ms. Apinya Jarutrakulchai as the Corporate Secretary, who has responsibility to ensure that activities performed by the Board of Directors be in compliance with relevant legislations, regulations and orders relating to the new version of Securities and Exchange Act. Details of profile and training history information appears in Attachment 1

#### Duties and responsibilities of the Corporate Secretary

- 1) To provide basic consultancy and advice for directors in regard to legal issues and legislations, rules and regulations of the Company, including significant changes therein, so that the Board of Directors shall be able to operate smoothly with sufficient information whereby to take into account and make decisions with great care and honesty with responsibilities;
- 2) To prepare and compile the following documents
  - List of Directors Registration
  - The Board of Directors' Meeting: Invitation to Meeting, Minutes of the Board of Directors Meeting and Annual Reports of the Company
  - Shareholders' Meeting: Invitation to Meeting and Minutes of the Shareholders' Meeting
- 3) To supervise the disclosure of information and informational reports under the responsibilities of the supervisory units in light of corporate governance and ensure that they be in compliance with governmental rules and regulations;
- 4) To maintain reports on the interest of the directors or executives and to submit copies of the aforementioned reports to the Chairman and the Chairman of the Audit Committee for their examination within 7 days commencing from the date upon which the Company has received the documents;
- 5) To provide a system for keeping documents and related pieces of evidence in an accurate and verifiable manner;
- 6) To make business contacts and communicate with the shareholders in regard to their rights and the company-related news.

**(2) The person assigned to take direct responsible for accounting supervision**

The person assigned to be directly responsible for overseeing the Company's accounting is the Assistant Vice President, Finance and Accounting Department, currently Ms. Chuleeporn Moonsawat, who is an accountant with qualifications and meet the requirements for accounting in accordance with the criteria set out in the announcement of the Department of Business Development. The training history information appears in Attachment 1.

**(3) Head of Internal Audit**

The person assigned to be responsible for the Company's internal audit supervisor is currently Mrs. Suneerat Puntarikphan. The training history information appears in Attachment 3.

**7.6.2 The Office of Investor Relations**

The Company designates the Office of Investor Relations as the office responsible for disseminating important information that affects the price of the Company's securities, as well as other important information. Investors can contact the Office of Investor Relations at "[www.qh.co.th](http://www.qh.co.th)" in the section "Investor Relations", sub-section "Information Inquiry" under the item "IR Contact" or by email [ir@qh.co.th](mailto:ir@qh.co.th)

**7.6.3 Remuneration for the Auditor**

- **Audit Fee**

The Company and its subsidiaries paid an audit fee to the auditor of Baht 6,070,000 in 2020 Baht 6,070,000 in 2021 and Baht 5,970,000 in 2022 respectively. The Company has not other expenses relating to the reviewing of financial statements in 2020, 2021 and 2022.

- **Non-Audit Fee**

- None -

## 8. Report on Key Operating Results Related to Corporate Governance

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

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

##### (1) Independent Directors

###### Qualifications of Independent Directors

The independent directors have important roles in enhancing investors' confidence, imposing a balance on major shareholders' power and promoting the good corporate governance under the principle of international standard. The Company therefore defines the following requirements for its "independent directors", which is in accordance with the minimum regulations prescribed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Below shown are the requirements:

- (A) An independent director must hold no more than 1% of shares with voting rights in the Company, parent company, subsidiaries, associated companies or parties with possible conflict of interest including the shareholding of related individuals of that independent director.
- (B) An independent director must not be or had not been the Company's executive directors, nor served as permanent employees, advisors on regular payroll, and authorized persons of the Company, parent company, subsidiaries, associated companies and same level subsidiaries of the parent company except when the previous association has been terminated at least for more than two years prior to the submission to request for permission from SEC.
- (C) Independent directors must not be a "blood relative" or by legal registration in the nature of father, mother, husband, wife, sibling, child, son or daughter-in-law of the management, major shareholders, authorized persons, or individuals who are about to be nominated as the management or authorized persons who have control over the Company or its subsidiaries.
- (D) Independent directors must not or have not had business relationship with the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest in a way that will prevent independent judgment. Furthermore, independent directors must not be or had been major shareholders, directors that were not independent directors, or the management of any party who has a business relationship with the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest except when the previous association has been terminated at least for more than two years prior to the submission to request for permission from SEC.

The business relationship earlier mentioned in Clause I includes transactions of normal trading business of rental or real estate for rent, transactions relating to assets or services or the giving or receiving of financial assistance in terms of loans, guarantees, using assets as loan collateral including other similar practices that can result in permit seeker or contractual partner having to



take liability that must be repaid to the other party of more than 3% of net tangible asset of the permit seeker or more than Baht 20 million, whichever amount is lower. For the calculation of that loan, it is granted to use the method of calculating value of related transactions according to the Notification of the Stock Exchange of Thailand (SET) under the topic : Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction. However, in light of summing up the liability, it must take in all liabilities that occurred during one year prior to the starting date of the business relationship with the same individual.

- (E) Independent directors must not be or had not been auditors of the Company, parent company, subsidiaries, associated companies or parties with possible conflict of interest. Independent directors must not be or had not been major shareholders, directors that are not independent directors, the management, or managing partners of auditors' company in which auditors of the Company, parent company, subsidiaries, associated companies or parties with possible conflict of interest, belong to, except when the previous association has been terminated for at least for more than two years prior to submission to request for permission from SEC.
- (F) Independent directors must not be or have been servicing professionals including legal advisors and financial advisors, receiving more than Baht 2 million per annum in remuneration for the service from the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest. If the servicing professional is a legal entity, it must include major shareholders, directors that are not independent directors, the management, or managing partners of those servicing professionals, except when the previous association was terminated for at least for more than two years prior to submission to request for permission from SEC.
- (G) Independent directors must not be directors who are representative of directors of the Company, major shareholders, or shareholders that are related to major shareholders of the Company.
- (H) Independent Directors do not engage in a business of the same nature as and which is significantly competitive to that of the Company, or a Subsidiary. An Independent Director is not a significant partner to a partnership or a director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
- (I) Independent directors must not have other characteristics prohibiting independent judgment on the Company's operation

After being appointed as independent directors whose characteristics meet the requirements earlier mentioned in the (A) through (I) clauses, independent directors will be assigned by the Board of Directors to make collective decisions together on business operation of the Company, parent company, subsidiaries, associated companies or same level subsidiaries of the parent company or parties with possible conflict of interest.

## **(2) Nomination of Directors and Top Executive**

### **(2.1) Nomination of Directors**

The Nomination and Remuneration Committee will consider the nomination of directors in accordance with the nomination policy and the qualifications of directors as presented in item 6.1.1 Policy and Guidelines for the Board (2) Director Nomination Policy and propose to the Board of Directors for consideration. The list of such directors will then be proposed to the Shareholders' Meeting for further consideration and approval.

In 2022, 4 of the Company's directors must leave their positions after completing their terms are as follow;

- |    |              |                   |                      |
|----|--------------|-------------------|----------------------|
| 1. | Mr. Suri     | Buakhom           | Independent Director |
| 2. | Mr. Rachai   | Wattanakasaem     | Independent Director |
| 3. | Mrs. Suwanna | Bhuddhaprasart    | Director             |
| 4. | Mr. Pravit   | Choatewattanaphun | Director             |

The Company had made an announcement on its website allowing shareholders to propose a list of qualified persons to be nominated for the director positions from October 1, 2021 to December 31, 2021, however, none of the shareholders proposed a list of candidate for the director positions.

The Nomination and Remuneration Committee considered that all 4 directors who are to leave their positions in 2022 have all the qualifications under the Public Limited Companies Act B.E. 2535 (1992), and have great knowledge, competence and experience in businesses related to the Company's operations. Therefore, the Committee deemed it appropriate to propose the reappointment of the 3 directors who have to leave their positions to be reinstated as directors of the Company. However, the appointment of directors must be voted on by the majority of shareholders attending the meeting and casting vote.

### **(2.2) Nomination of Top Executive / Succession Plan**

#### **Nomination and Appointment of Top Executive**

The Nomination and Remuneration Committee will determine the qualifications of the person who will hold the position of the Company's top executive in accordance with the principles of good governance, and in accordance with the scope of authority and duties of the Nomination and Remuneration Committee as defined in the Charter with details in item 7.3 on the information of Sub-Committees, under the section of the Nomination and Remuneration Committee, and propose to the Board of Directors for further consideration.

#### **Succession plan of Chief Executive Officer, Managing Director and Senior Executive Vice President**

The Company has prepared a succession plan of Chief Executive Officer, Managing Director and Senior Executive Vice President in the case that they are unable to perform their duties or has come to the end of their terms in order to reduce the risk or impact from the lack

of continuity of management. Therefore, the Nomination and Remuneration Committee will select and recruit qualified persons, which outsiders or insiders can be selected for this position, to suit the situation of the Company at a particular time and propose to the Board of Directors for further approval of the appointment.

### (3) Directors and Executives development

- **Training Courses for Directors and Executives**

The Company has implemented a policy whereby the directors and executives are encouraged to undergo training courses so as to enhance their work-related knowledge on continual basis such as the ones awarded by the Thai Institute of Directors (IOD) and other renowned institutes.

Below shown is the list of directors and executives who have undergone training courses in 2022:

Name of directors and executives	Training course
1. Mr. Boonsom Lerdhirunwong	Advanced Audit Committee Program (AACP)
2. Mr. Rachai Wattanakasaem	Seminar on “Easy listening: Accounting tips that AC should not miss”
3. Mr. Suri Buakhom	Seminar on “Easy listening: Accounting tips that AC should not miss”
4. Mr. Abdul Vinaiphat	Seminar on “Easy listening: Accounting tips that AC should not miss”
5. Ms. Apinya Jarutrakulchai	TLCA CFO Professional Development Program <ul style="list-style-type: none"> <li>• No.2/2022 “Economic Update for CFO”</li> <li>• No.3/2022 “PDPA for Accounting and Finance”</li> <li>• No.6/2022 “Roles of CFO in the field of corporate sustainability”</li> </ul>
6. Mr. Achawin Asavabhokin	Fund Manager Refresher Course
7. Mrs. Suwanna Bhuddhaprasart	Branding and Marketing for Hotel Business
8. Mr. Adisorn Thananan-narapool	ESG Network Thai Listed Companies Association ; ESG Risks Matter to Supply Chain Management
9. Mr. Naporn Sunthornchitcharoen	“Real Estate and Urban Development Training Courses” Class 1 (Real Engineer CMU) / Chiang Mai University Alumni Association
10. Mr. Pravitt Choatewattanaphun	<ul style="list-style-type: none"> <li>- IR Sharing 4/2022 “ESG and Corporate Disclosure Concept”</li> <li>- Construction work and Quality Control</li> <li>- Marketing and Sales</li> </ul>
11. Mr. Chalerm Kiettitanabumroong	IR Sharing 4/2022 “ESG and Corporate Disclosure Concept”
12. Mr. Adisak Srisook	<ul style="list-style-type: none"> <li>- Construction work and Quality Control</li> <li>- Marketing and Sales</li> </ul>
13. Mr. Sommart Promkunakorn	<ul style="list-style-type: none"> <li>- Construction work and Quality Control</li> <li>- Marketing and Sales</li> </ul>

- **Directors Orientation**

The Committee has assigned the Corporate Secretary to organize the orientation session for all new committee members in which the following documents are to be provided as well:

- 1) Major legislations and regulations issued by authorities;
- 2) Certificates, objectives rules and regulations of the Company;
- 3) Good corporate governance policy;
- 4) Director's handbook;
- 5) Organization chart and the Company's business;
- 6) Other necessary documents.

#### **(4) Performance evaluation of the Board of Directors**

The Board of Directors conducts self-assessment both on a group basis and individual basis at least once a year to review work performance, issues and obstacles during the past year as well as enhance the effectiveness of the work of the Board of Directors.

The Board of Directors has collectively assessed the performance of the year 2022, using 2 assessment forms, "the Board of Directors' Group Self-Assessment Form" and "the Board of Directors' Individual Self-Assessment Form". These 2 forms were prepared by the Company under the principle of corporate governance and the SET guidelines. The topics in each assessment form are listed as follows:

1. The Board of Directors' Group Self-Assessment Form comprises of following 6 main areas:
  - 1) Structure and qualifications of Directors
  - 2) Roles, duties and responsibilities of the Board of Directors
  - 3) Board of Directors' Meetings
  - 4) Performance of the Board of Directors
  - 5) Relationship with the Management
  - 6) Self-development of directors and development of executives
2. The Board of Directors' Individual Self-Assessment Form comprises of following 3 main areas:
  - 1) Structure and qualifications of Directors
  - 2) Board of Directors' Meetings
  - 3) Roles, duties and responsibilities of the Board of Directors

#### **Process of performance evaluation of the Board of Directors as a group and an individual**

The Company Secretary Department will submit the 2 forms of performance evaluation of the Board of Directors to all directors to evaluate the annual performance. After the assessment was completed, the form is returned to the Secretary of the Corporate Governance Committee, who collects the evaluation score of each member, and concludes the Board of Directors' assessment results, then reports to the Corporate Governance Committee for acknowledgement, so that the Chairman of the Corporate Governance will report the evaluation results to the Board of Directors.

The criteria of performance evaluation grade are as follows:

Greater than	85% =	Excellent
Greater than	75% =	Very Good
Greater than	65% =	Good
Greater than	50% =	Fair
Equal or Lower than	50% =	Need Improvement

**The results of the assessment of the Board of Directors as a group and an individual in 2022**  
as follows :

- The results of the assessment of the Board of Directors as a group was considered Excellent.
- The results of the assessment of the Board of Directors as an individual was considered Excellent.

## **(5) Performance evaluation of the Sub-committees**

### **(5.1) Self-Assessment of the Audit Committee**

The Audit Committee has collectively conducted self-assessment as a group for the year 2022, using the “Audit Committee’s Self-Assessment Form” prepared by the company under the principle of corporate governance and the SET guidelines. There were 5 main areas having been taken into account as follows:

- Composition of Audit Committee;
- Training and human resources;
- Meeting;
- Audit Committee’s activities;
- Relationship with the Internal Audit Director, auditor and the management.

The self-assessment result has revealed that the Audit Committee performed their duties well and met all requirements under the Audit Committee’s charter in accordance.

### **(5.2) Self-assessment of the Nomination and Remuneration Committee as a group**

The Nomination and Remuneration Committee has evaluated self-performance as a group in 2022, based on “The Nomination and Remuneration Committee Self-Assessment Form” prepared by the company under the principle of good corporate governance and the SET guidelines. There were 4 main areas having been taken into account as follows:

1. Structure and qualifications of the Nomination and Remuneration Committee
2. The Nomination and Remuneration Committee’s meetings
3. Roles, duties and responsibilities of the Nomination and Remuneration Committee
4. Others

**(5.3) Self-assessment of the Corporate Governance Committee as a group**

The Corporate Governance Committee has evaluated self-performance as a group in 2022, based on “The Corporate Governance Committee Self-Assessment Form” prepared by the company under the principle of corporate governance and the SET guidelines. There were 3 main areas having been taken into account as follows:

1. Structure and qualifications of the Corporate Governance Committee
2. Roles, duties and responsibilities of the Corporate Governance Committee
3. The Corporate Governance Committee’s meetings

**(5.4) Self-assessment of the Risk Management Committee as a group**

The Risk Management Committee has evaluated self-performance as a group in 2022, based on “The Risk Management Committee Self-Assessment Form” prepared by the company under the principle of good corporate governance and the SET guidelines. There were 3 main areas having been taken into account as follows:

1. Structure and qualifications of the Risk Management Committee
2. Roles, duties and responsibilities of the Risk Management Committee
3. The Risk Management Committee’s meetings

**(5.5) Self-assessment of the Sustainable Development Committee as a group**

The Sustainable Development Committee has evaluated self-performance as a group in 2022, based on “The Sustainable Development Committee Self-Assessment Form” prepared by the company under the principle of good corporate governance and the SET guidelines. There were 3 main areas having been taken into account as follows:

1. Structure and qualifications of the Risk Management Committee
2. Roles, duties and responsibilities of the Risk Management Committee
3. The Risk Management Committee’s meetings

**Process of performance evaluation of the Sub-committee**

Each sub-committee’s secretary shall submit the performance evaluation form of the committee to individual committee member for annual performance evaluation assessment. After the assessment is completed, the form shall be returned to the secretary of each sub-committee, who collects the evaluation score of each committee member, and concludes the committee’s assessment results, then reports to each sub-committee for acknowledgement. Afterwards, the Corporate Governance Committee secretary shall gather the evaluation score of each sub-committee, summarize and report to the Corporate Governance Committee. Therefore, the Chairman of the Corporate Governance Committee shall report the performance evaluation results in the next Board of Directors’ Meeting.

The criteria of performance evaluation grade are as follows :

Greater than	85% = Excellent
Greater than	75% = Very Good
Greater than	65% = Good
Greater than	50% = Fair
Equal or Lower than	50% = Need Improvement

**The results of the assessment of the Sub-committee in 2022 as follows :**

The Sub-committee	The results of the assessment
1. The Audit Committee	Excellent
2. The Nomination and Remuneration Committee	Excellent
3. The Corporate Governance Committee	Excellent
4. The Risk management Committee	Very Good
5. The Sustainable Development Committee	Excellent

#### **Performance evaluation for the Chief Executive Officer**

The Nomination and Remuneration Committee shall conduct performance evaluation for the Chief Executive Officer, as well as taking into account the matter of remuneration, and then have the instrument submitted to the Board of Directors for the latter's approval once a year based upon the following key issues:

1. Finance
2. Customer
3. Internal business operation of the company
4. Learning and human resources development

### **8.1.2 Meeting attendance and remuneration payment to the Board of Directors**

#### **(1) Board of Directors' Meeting**

The Company has convened the Board of Directors' meeting so as to approve the vision, strategies, goals, policies, business plans and budgets of the Company, as well as to follow up on the management team's administrative operations and ensure that the Company's goals and business plans are incessantly achieved.

The Board of Directors held 8 meetings in 2022. The corporate secretary will dispatch an invitation letter to the meeting together with meeting agendas and all relevant documents to the directors 7 days in advance, in order that the directors had enough time to study the data/information prior to participating in the meeting, whereupon all directors would be able to independently express their professional opinions while not being subject to any person's will or that of a group of persons. Minutes of each of those meetings, including directors' opinions, will be recorded clearly in writing. And held 1 Annual General Meeting of Shareholders on April 22, 2022. (e-AGM).

The detail of the Board of Directors' Meeting on 2022 are as follows:

Name	Position	Meeting attendance / Total number of attendances			
		Board of Directors' Meeting		Annual General Meeting of Shareholders	
		Times	%	Times	%
1. Mr. Boonsom Lerdhirunwong	Chairman and Independent Director	8/8	100	1/1	100
2. Mr. Rachai Wattanakasaem	Independent Director	8/8	100	1/1	100
3. Mr. Suri Buakhom	Independent Director	8/8	100	1/1	100
4. Mr. Adul Vinaiphat	Independent Director	8/8	100	1/1	100
5. Mr. Naporn Sunthornchitcharoen	Director	8/8	100	1/1	100
6. Mr. Adisorn Thananan-narapool	Director	8/8	100	1/1	100
7. Mrs. Suwanna Bhuddhaprasart	Director	8/8	100	1/1	100
8. Mr. Achawin Asavabhokin	Director	8/8	87.5	1/1	100
9. Mr. Chalerm Kiettitanabumroong	Director	8/8	100	1/1	100
10. Mr. Pravit Choatewattanaphun	Director	8/8	100	1/1	100
11. Ms. Apinya Jarutrakulchai	Director	8/8	100	1/1	100

#### Internal meeting of non-executive directors

Non-executive directors convene internal meetings to discuss certain issues in which they took interest in but with no presence of the management team. In 2022, there was 1 meeting on December 10, 2022. (In 2021, there was 1 meeting on November 10, 2021.)

## (2) Remuneration of the Board of Directors

The Nomination and Remuneration Committee shall take into account the remuneration scheme for directors based upon their responsibilities and performance, the Company's business type and the size of the business, market situations including competition, by ensuring that it be established at a suitable level and the incentives be good enough to attract and retain the talent pool of superior quality.

The Nomination and Remuneration Committee shall prescribe how the remuneration scheme should be and the type, the method of payment, and the suitable amount of such payment, all of which then shall be proposed to the Board of Directors for their consideration and approval, and to the shareholders during the Annual General Shareholders' Meeting for their approval. The package shall be disclosed to the public as well.

### 1. Monthly Remuneration and Meeting Allowance

- Monthly Remuneration

This type of payment is made payable to the Company's directors on monthly basis whether or not there be directors' meeting.



- Meeting Allowance

This type of payment is made payable to non-executive directors for each of the meetings they attend; note that payment shall be made to those who participate in the meeting only in order to reward those who take part in meetings on regular basis.

During the 2022 Annual General Meeting of Shareholders held on April 22, 2022 a resolution has approved the Remuneration and Meeting Allowance effective from May 2022 onwards, in the amount of not exceeding Baht 12 million the details are as follows :

Position	Monthly Compensation Board of Directors (Per Month)	Meeting Allowance (Per Meeting)			
		The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	The Corporate Governance Committee
Chairman	50,000	38,000	38,000	38,000	38,000
Directors	40,000	30,000	30,000	30,000	30,000
Executive director	40,000	-	-	-	-

*Remark : In any case, the executive directors of the Company shall not receive the Meeting fee.*

In 2022, the Company paid the directors' monthly remuneration and meeting allowance in total amount of Baht 8.54 million.

## 2. Directors' bonus

The 2022 Annual General Meeting of Shareholders held on April 22, 2022 had a resolution to approve the directors' bonus for the year 2021 to all directors in total amount not exceeding Baht 11 million.

In 2022, the Company paid the directors' bonus in total amount of Baht 11 million

Details of remuneration categories are shown as follows:

(Unit : Thousand Baht)

Name	Position of Directors	Monthly Remuneration Board Directors	Meeting Allowance				Total Bonus <sup>(1)</sup>	Other
			The Board of Committee	The Audit Remuneration and Governance Committee	The Nomination and Governance Committee	The Corporate Committee		
1. Mr. Boonsom Lerthirunwong	Chairman and Independent Director	600.0	304.0	-	-	-	904.0	-
2. Mr. Rachai Wattanakasaem <sup>(2)</sup>	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	480.0	240.0	228.0	90.0	30.0	1,068.0	-
3. Mr. Suri Buakhom	Independent Director, Chairman of the Corporate Governance Committee, and Member of the Audit Committee	480.0	240.0	180.0	-	152.0	1,052.0	-
4. Mr. Adul Vinaiphat	Independent Director, Chairman of the Nomination and Remuneration Committee, Chairman of the Sustainable Development Committee and Member of the Audit Committee	480.0	240.0	180.0	114.0	-	1,014.0	-
5. Mr. Naporn Sunthornchitchaoren	Director	480.0	240.0	-	-	-	720.0	-
6. Mr. Adisorn Thananan-narapool	Director and Member of the Nomination and Remuneration Committee	480.0	240.0	-	90.0	-	810.0	-
7. Mrs. Suwanna Bhudhprasart	Director, Vice Chairman of the Sustainable Development Committee, Member of the Corporate Governance Committee and Member of the Risk Management Committee	480.0	240.0	-	-	120.0	840.0	-
8. Mr. Achawin Asavabhokin	Director	480.0	210.0	-	-	-	690.0	-
9. Mr. Chalem Kiettianabumroong	Director and Chairman of the Risk Management Committee	480.0	-	-	-	-	480.0	-
10. Mr. Pravit Choatewatanaphun	Director, Member of the Risk Management Committee and Member of the Sustainable Development Committee	480.0	-	-	-	-	480.0	-
11. Ms. Apinya Jarutrakulchai	Director, Member of the Corporate Governance Committee, Member of the Risk Management Committee and Member of the Sustainable Development Committee	480.0	-	-	-	-	480.0	-
<b>Total</b>		<b>5,400.0</b>	<b>1,954.0</b>	<b>588.0</b>	<b>294.0</b>	<b>302.0</b>	<b>8,538.0</b>	<b>-</b>

Remark: (1) Bonus according to the information was the compensation paid in the previous year as approved by the Annual General Meeting of Shareholders.

(2) Mr. Rachai Wattanakasaem noticed to resign from Member of the Corporate Governance Committee, effective on April 22, 2022.

### 8.1.3 Governance of Subsidiaries

The Company's directors shall approve the establishment of vision, strategies, policies, business plan and budget of the Company to be used as frameworks or goals of the management for operation to achieve the result prescribed by the Company's Board of Directors. All of the approvals by the Company's Board of Directors include the subsidiaries and associated companies as appropriate in management. The detail of the Corporate Governance Policy of Subsidiaries presented on Section 6.1.1 Policy and Guidelines for the Board (7) Subsidiaries Supervision Policy.

### 8.1.4 Monitoring of compliance with the corporate governance policy and guidelines

#### (1) Prevention of conflicts of interest

The Audit Committee regularly reviews connected or related transactions to ensure that the conditions for the transactions serve the best interest of the Company by treating them as though they were ones being conducted with outsiders on an "arm's length basis". The Audit Committee also supervises the Company and ensures that the latter proceed and disclose relevant information of these related transactions completely and in compliance with official regulations prescribed by the authorities as per details shown in Connected Transactions section.

In addition, the Company has ensured that the shareholding structures among the Company, subsidiaries, associated and related companies will not pose any conflict of interest. The Company has also prepared and circulated information documents via intranet and email on October 6, 2022 to ensure that the Directors, executives and employees are aware of the guidelines for preventing conflicts of interest.

#### (2) Use of inside information to seek benefits

The Company has the policy to control the use of the Company's internal data for personal benefits by prohibiting the directors and/or executives to use the Company's data for personal benefits. Disclosed details of the use of internal information policy in Topic 6.1.2 Policy and guidelines related to shareholders and stakeholders (4) Supervision on the use of internal information.

In case directors and/or executives has breached the law and caused damage to the Company and the third parties, the Company shall cooperate and coordinate with the regulatory authorities to take legal actions.

The Company has also prepared and circulated information documents via intranet and email on October 6, 2022 to ensure that the Directors, executives and employees are aware of the guidelines for preventing the use of insider information.

#### (3) Anti-corruption action

The Board of Directors approved "the Anti-Bribery and Corruption Policy and Measures", was specified as the duties and responsibilities of the directors, executives and all employees which should be acknowledged, understood and strictly conformed to the policy and code of practice.

### **The Anti-Bribery and Corruption Policy**

#### **- Resolutions and policies of the Board of Directors regarding business operations not related to corruption and scope of operations**

According to the Board of Directors' Meeting No.1/2015 held on February 24, 2015, the Board of Directors approved the Anti-Bribery and Corruption Policy by including in "the Corporate Governance Policy" and "Business Ethics" of the Company.

The Board of Directors meeting No.1/2016 held on February 26, 2016 approved "the Anti-Bribery and Corruption Policy and Measures" separately from "the Corporate Governance Policy" and "Business Ethics" of the Company. The Company presented this policy and code of practice including "the Corporate Governance Policy" and "Business Ethics" on the Company's website. This shall increase the channels for the executives and employees to acknowledge the code of practice and implement effectively. All stakeholders are also to know the intention and determination of the Company in developing the Company and the nation to be free from corruption onwards.

In addition, the Board of Director has approved the "Anti-Corruption Policy" with latest update according to the resolution from the Board of Director Meeting No. 2/2022 on March 24, 2022.

The measures and guidelines on Anti-Bribery and Corruption cover the following operation of the Company:

1. The Company has conducted bribery and corruption risk assessment and set out the measures that match the risks and comply with internal control system;
2. The Company has defined the operational process that is adequate for implementation according to the policy which can prevent bribery and corruption in business operation;
3. The Company has provided orientation and training to the personnel in order to let them realize and understand the policies, measures and procedures on anti-bribery and corruption;
4. The Company has established an internal control system in order to ensure the efficiency and effectiveness of the Anti-Bribery and Corruption Policy that covers the process of financial and accounting data collection, as well as other processes involving the Company's operation;
5. The Company has conducted the reporting, monitoring and reviewing of the Anti-Bribery and Corruption Policy compliance, with a proper process to ensure that the policy is complete, adequate and up-to-date;
6. The Company has provided secure communication channels for its employees and all stakeholders, in order to request for suggestion, report the suspected behaviors, recommend or file complaints about bribery and corruption, with the right protection measure for aforementioned people;
7. The Company has provided the communication of the Anti-Bribery and Corruption Policy both internally and externally, in order to let all stakeholders learn more about the policy, including the notification to subsidiaries, associates and other companies under the Company's control, as well as the business representatives, to adopt the Anti-Bribery and corruption policy of the Company;

- **Participation in Thai Private Sector Collective Action Coalition Against Corruption**

The Company has emphasized and promoted honest and transparent business operation, as well as strict compliance with the law. In addition, the Company realizes that apart from negative impacts on business operation, reputation and image of the Company, bribes and corruptions are also the obstacles for sustainable growth of the Company.

The Board of Directors of the Company resolved that the Company must show its intention to participate in Thailand's Private Sector Collective Action Coalition Against Corruption and the Chairman of the committee of Thailand's Private Sector Collective Action Coalition Against Corruption acknowledged our participation in the project on December 26, 2014.

To be in accordance with and meet the Company's anti-corruption objective, the Company established an Anti-Corruption Working Group comprising of representatives from all departments with the Chief Executive Officer as the chairman. On December 8, 2016, the Company completed and submitted the "Self-Evaluation Tool for Countering Bribery" form to be certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption.

On March 9, 2017 Thai Private Sector Collective Action Against Corruption (CAC) resolved that "Quality Houses Public Company Limited" is a certified member. The certification has a validity period of 3 years from the date of certification resolution.

On October 5, 2022 the Company has been renewed the "Certification of Membership of Thai Private Sector Collective Action Against Corruption (CAC)" for 3 years (the second time).

**Implementation**

- **Business Risk Assessment**

The Company shall assess the risks in various transactions of the Company that may contain procedures or processes that constitute corruption by reviewing the Company's corruption risk management policy at least once a year, as well as reviewing the existing risk management measures in order to be appropriate to prevent or reduce the risk to an acceptable level.

- **Guidelines for Anti-Bribery and Corruption**

The Company has the following guidelines for anti-bribery and corruption:

**1. Political Aid**

- 1.1 The Company remains in its politically neutral state, with no supports for any political party in particular ;
- 1.2 In the event that the Company may have an intent to provide political support in the name of democracy, such action shall not fail to comply with the laws related to the issue; nor shall the Company be doing so in expectation of being provided with special treatment. Company procedures in light of the matter must be strictly observed ;

1.3 Employees are free to participate in political activities under the Thai Constitutional laws, the Company's property or anything including tools, equipment, etc., belonging to the Company, shall not be cited to strategically produce satisfactorily political results or benefits; in addition, good care must be taken to ensure that no miscomprehension be made in regard to the Company's non-partisan, good principle.

## **2. Donation for Charity**

- 2.1 The Company has a policy on donation for charity both in terms of financial support and others such as donation of goods, participating in various activities, etc., so as in remaining adhered to its ethical framework of social responsibility;
- 2.2 Employees must take precautions and ensure that donations for charity not be directed towards corruptive behaviors such as bribery and the likes, and that their good deeds be done with transparency and in compliance with the laws;
- 2.3 The Company's money or property must be spent or used in light of donation for charity 'only' in the Company's name, typically for the good of such establishments as foundation, public charity organization, temple, hospital or other social benefit organizations, all of which must also be in possession of official certificate and verifiable in entity; implementations are to be made according to the Company's rules and regulations.

## **3. Monetary Support**

- 3.1 Being a sponsor may be a public relations instruments rightfully adopted by the Company;
- 3.2 Employee must ensure with good care that, in case of donation, it be made strictly for charity purpose in order that the Company's sponsorship shall not be misused as another means of avoiding being labeled as giving bribes, and so that actions have been taken with transparency in accordance with the laws;
- 3.3 Employee must ensure with good care that the Company's money or property spent or used in providing supports for certain projects be credited to the Company's name only, and that the aforementioned actions must have been taken strictly for the benefits of the Company's reputation and positive brand image, etc.

## **4. Gifts/presents, service fees and other expenses**

- 4.1 Directors, Executives and Employees shall not accept or ask for gifts or other benefits from trading partners, contractors, advisors and other related parties in all situations that could lead to unfair decision making or conflict of interests.
- 4.2 Directors, Executives and Employees shall avoid giving or accepting gifts or benefits from trading partners and related parties, except gifts for traditional festivals with reasonable prices unrelated to bonding or decision making. In addition, giving or accepting gifts with transparency and formal are acceptable.
- 4.3 Directors, Executives and Employees shall avoid giving or accepting unusual reception from related parties.

- **Employees' Communication and Training**

1. Provide orientation and training on anti-corruption policies and measures to directors, employees, and executives at least once a year.
2. Encourage directors and executives to be involved in educating employees to set a good example of operating in compliance with anti-corruption policies and measures.

On January 27, 2022 and July 20, 2022, the Company has sent internal audit officers to participate in the Road to Certify course with THAI CAC, a course on anti-corruption policies and practices organized by the Thai Institute of Directors Association (IOD).

- **Monitoring and Evaluation**

To ensure that anti-corruption policies and measures are implemented thoroughly throughout the organization and have clear oversight, the Company has set out the responsibilities of the management as follows :

- Provide internal control mechanisms and systems that support the implementation of anti-corruption policies and measures.
- Present urgent issues regarding corruption (if any) to the Audit Committee and the Board of Directors.
- Regularly report the results of the audit in accordance with anti-corruption policies and measures to the Audit Committee and the Board of Directors .
- Encourage subordinates at all levels to recognize the importance of complying with anti-corruption policies and measures.

- **Operating process after receiving clues / complaints**

1. The Audit Committee sends the clues / complaints to an Internal Audit Department for preliminary inspection. Any intimidate activities leading to damages would be a disciplinary offense.
2. If the clues / complaints in No.1 are real, an Internal Audit Department will direct the clues / complaints to related departments, and the process will be monitored by an Internal Audit Department and presented to the Audit Committee for consideration.

- **Protection of whistleblower or complainant**

Whistleblower or complainant, including the company's employees, customers and sub-contractors or other related parties, shall be protected by law or the company's regulation.

**(4) Whistleblowing**

The Company has instated that superiors in each and every level within the organization take actions on ensuring that their subordinates be informed, understand and comply with the Company's business ethics, rules and regulations stipulated in the articles of association, the corporate governance, as well as a series of legislations and legal codes. In addition, employees must not ignore any corruption-related activities. Any intimidate activities leading to damages would be a disciplinary offense. The Company has established guidelines for deliberation and interrogation with transparency and verifiability in light of complaints and such.

In order for all stakeholders are to be treated equally and in fairness, the Company has established a series of channels through which petitions and complaints, as well as suggestions and feedbacks, may be directed in the event that - from the Company's business operations or to its employees' possible misconducts related with suspicious behaviors deemed bribery and corruption.

In the year 2022, there was no complaint of fraud and corruption.

The petitioners can submit the clues and complaints including related evidences by following channel :

Mr. Rachai Wattanakasaem Chairman of the Audit Committee E-mail : rachai.w@qh.co.th

Mr. Suri Buakhom Member of the Audit Committee E-mail : suri@qh.co.th

Mr. Adul Vinaiphat Member of the Audit Committee E-mail : adul.v@qh.co.th

Such emails could be found on the Company's website and can also be delivered by post.

#### (5) Report of stake holding of directors

At the Board of Directors' Meeting No.6/2009 convened on June 25, 2009, the Board of Directors has approved the criteria and procedures of reporting interest with respect to its directors and executives, whereby they are required to disclose all information relating to their interests (stakeholding), those belonging to their Connected Transactions, and then have it all submitted to the Company, as shown below:

- 1) Directors and executives must report their stake holding and/or that of their Connected Transactions, to the Company by utilizing the form of reporting as prescribed by the Company;
- 2) Directors and executives must report under 1) as follows:
  - Within 30 days after the date of appointment;
  - Within 30 days upon change of data in the latest report;
- 3) The person who is required to report under 1) must submit a written report to the Corporate Secretary within 3 working days from the date of report preparation;
- 4) The Corporate Secretary shall submit a copy of the report of stake holding under 3) to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 working days from the date the Company has received the document.

Report of Changes in Shareholding of the Directors/Executives as of December 31, 2022

Name	Position	Dec 31, 2021		Change in 2022		Dec 31, 2022	
		Number of shares	Portion (%)	Acquired (shares)	Disposed (shares)	Number of shares	Portion (%)
1. Mr. Boonsom Lerdhirunwong	Chairman and Independent Director	-	-	-	-	-	-
2. Mr. Rachai Wattanakasaem	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	-	-	-	-	-	-



Name	Position	Dec 31, 2021		Change in 2022		Dec 31, 2022	
		Number of shares	Portion (%)	Acquired (shares)	Disposed (shares)	Number of shares	Portion (%)
3. Mr. Suri Buakhom	Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee	-	-	-	-	-	-
4. Mr. Adul Vinaiphat	Independent Director, Chairman of the Nomination and Remuneration Committee, Chairman of the Sustainable Development and Member of the Audit Committee	-	-	-	-	-	-
5. Mr. Naporn Sunthornchitcharoen	Director	100,000	0.00093	-	-	100,000	0.00093
6. Mr. Adisorn Thananan-narapool	Director and Member of the Nomination and Remuneration Committee	1,101	0.00001	-	-	1,101	0.00001
7. Mrs. Suwanna Bhuddhaprasart	Director, Vice Chairman of the Sustainable Development Committee, Member of the Corporate Governance Committee and Member of the Risk Management Committee	7,013,754	0.06546	-	-	7,013,754	0.06546
8. Mr. Achawin Asavabhokin	Director	-	-	-	-	-	-
9. Mr. Chalem Kiettitanabumroong	Director, Chief Executive Officer and Chairman of the Risk Management Committee	-	-	-	-	-	-
Mrs. Wipha Kiettitanabumroong	Spouse	136,500	0.00127	-	-	136,500	0.00127
10.Mr. Pravit Choatewattanaphun	Director, Managing Director, Member of the Risk Management Committee and Member of the Sustainable Development Committee	-	-	-	-	-	-
11.Ms. Apinya Jarutrakulchai	Director, Senior Executive Vice President, Member of the Corporate Governance Committee, Member of the Risk Management Committee and Member of the Sustainable Development Committee	-	-	-	-	-	-
12.Mr. Adisak Srisook	Executive Vice President and Member of the Sustainable Development Committee	33	0.00000	-	-	33	0.00000
13.Mr. Sommart Promkunakorn	Executive Vice President and Member of the Sustainable Development Committee	-	-	-	-	-	-
<b>Total</b>		<b>7,251,388</b>	<b>0.06767</b>	<b>-</b>	<b>-</b>	<b>7,251,388</b>	<b>0.06767</b>

## 8.2 Report on the results of duty performance of the Audit Committee

### 8.2.1 Number of the Audit Committee's meetings and the attendance of each member

Number of meeting attendances of each committee member in 2022 are shown as follows:

	Name	Position	Meeting attendance / total number of meetings (Times)
1.	Mr. Rachai Wattanakasaem	Chairman of the Audit Committee	6/6
2.	Mr. Suri Buakhom	Member of the Audit Committee	6/6
3.	Mr. Adul Vinaiphat	Member of the Audit Committee	6/6

The Audit Committee has convened 4 meetings in 2022 with the Company's auditors without the presence of the Company's management team.

### 8.2.2 Describe the results of duty performance of the Audit Committee

Details of the results of duty performance of the Audit Committee are reported in page 6

## 8.3 Report on the results of duty performance of the other Sub-committee

### 8.3.1 Number of the Sub-committee's meetings and the attendance of each sub-committee member

Number of meeting attendances of each Sub-committee member in 2022 are shown as follows:

Name		Meeting attendance (Times)			
		The Nomination and Remuneration Committee	The Corporate Governance Committee	The Risk Management Committee	The Sustainable Development Committee
1.	Mr. Adul Vinaiphat	3/3			1/1
2.	Mr. Adisorn Thananan-narapool	3/3			
3.	Mr. Rachai Wattanakasaem	3/3	1/1 *		
4.	Mr. Suri Buakhom		4/4		
5.	Mrs. Suwanna Bhuddhaprasart		4/4	2/2	1/1
6.	Ms. Apinya Jarutrakulchai		4/4	2/2	1/1
7.	Mr. Chalerm Kiettitanabumroong			2/2	
8.	Mr. Pravit Choatewattanaphun			2/2	1/1
9.	Mr. Adisak Srisook				1/1
10.	Mr. Sommart Promkunakorn				1/1
11.	Mrs. Rachada Leetrahulu				1/1

*Remark : \* Mr. Rachai Wattanakasaem noticed to resign from Member of the Corporate Governance Committee, effective on April 22, 2022.*

### 8.3.2 Describe the results of duty performance of the Sub-committee

Details of the results of duty performance of the Nomination and Remuneration Committee are reported in page 9

Details of the results of duty performance of the Corporate Governance Committee are reported in page 10

Details of the results of duty performance of the Sustainable Development Committee are reported in page 12

Details of the results of duty performance of the Risk Management Committee are reported in page 14

## 9. Internal Control and Related Party Transactions

### 9.1 Internal Control

During the Board of Directors' Meeting No.1/2023 held on February 23, 2023, which was attended by all 3 Audit Committee Members, the Board of Directors evaluated the internal control system using "Internal Control Adequacy Assessment Form", accessible from SEC website. They jointly considered and inquired certain information and intelligence from management to evaluate the Company's internal control system in 5 disciplines, including;

1. Internal Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring Activities<sup>1</sup>.

According to the Board of Directors' evaluation, the Company's internal control system has been found sufficiently and appropriately established with sufficient personnel to effectively implement the system as well as an internal control system to supervise and monitor the business operations of subsidiaries and prevent from any illegitimate utilization by the Board of Directors or management of both the Company and its subsidiaries' corporate resources and against conducting transactions with parties with potential conflicts and related parties. As for internal control in other subjects, the Board of Directors also had the opinion that there was sufficient control.

The independent directors and members of the Audit Committee had the same opinion with the Board of Directors.

The details of the 5 disciplines are summarized below;

#### 1. Internal Control Environment

The management team and employees have proven optimistic and in possession of positive attitudes rightfully in favor of the internal control criteria. The management team have placed the importance upon business ethics and integrity; therefore, in the event that there stood a breach of the codes of conduct, thus affecting the elements of business ethics and integrity, the incidents were to be treated with fairness and transparency in response to the given circumstances and in accordance with the audit report on the case-by-case basis.

In general, the Company's internal control system has been found suitable and efficient in favor of its implementation as a whole as exemplified in the following examples:

- The Board of Directors have managed to ensure that the Company has a set of well-defined business goals, all of which are assessable and practically utilized as guidelines for performance appraisal and business conducts by both the management team and employees at operational level;
- The Board of Directors have managed to ensure that the Company prescribes the duties and responsibilities of both the committees and executive officers in compliance with the law and the charter;

- The Board of Directors have proven knowledgeable in the Company's business operations and in possession of expertise of use accordingly, or at least resourceful enough to solicit professional pieces of advice and opinions by specialists with no difficulty. In addition, the Board of Directors are comprised of independent directors of note with knowledge, competency, trustworthiness and are able to independently operate as well;
- The Company has provided for an instrument of the organizational chart which is proven of great use to the Management team/executive officers' tasks in terms of both effectiveness and efficiency;
- Duties and responsibilities have been determined and assigned properly while authority has been addressed in strictly legitimate manner, which allows for operations to have been as optimally carried out within the organization as possible, i.e. among the Board of Directors, executive officers and management team, as well as the employees at operational level;
- The Company has reviewed its operational goals to ensure that they are properly and prudently prescribed in addition to a well-defined paradigm of performance appraisal process, incentive scheme, as well as disciplinary actions upon tardiness and ineffectiveness when and where necessary, all of which are to be communicated and made known to the employees and their superiors (including executive officers and management team);
- The Company has defined and established the Code of Conduct in writing to be properly observed by both management team and employees, as well as monitored their observance accordingly. This includes prohibiting the aforementioned groups from acquitting in such manner that may cause conflicts of interest with the Company's businesses, as well as preventing from any of corruptive behaviors and misconducts, with which failure to comply shall be addressed in form of disciplinary actions;
- The Company has established a written Anti-Corruption Policy to be used as a guideline, operations process for the operational personnel's adoption to be in alignment with anti-corruption measures. It also acts as a communication tool for both inside and outside of the Company for all stakeholders to acknowledge the serious stance the Company has taken on anti-corruption.
- The Company has prescribed the rules and regulations, as well as policies, all in writing, in dealing with risk-prone transactions including financial, procurement and administrative ones, etc., in aims at preventing corruptions and damages that could have incurred;
- The Company has managed to provide the operation control and monitor systems for those in charge, including the Internal Audit Department, the latter of which retains autonomy in auditing and reporting directly to the Audit Committee, whose duties include making inspection in accordance with business risk priority, covering critical work processes within the Company and its subsidiaries.

The Audit Committee has supervised the internal audit work by giving approvals of the annual audit plans, acknowledging the audit results, providing opinions on how to implement the well-defined internal control system in order to prevent or reduce potential risks, as well as drawing up guidelines for reporting the follow-up results of revisions so that the internal audit work shall be proceeded properly and effectively. In 2022, no significant errors related to the internal control have been found.

## 2. Risk Assessment

The Company has placed the importance upon the issue of risk management and thus established “the Risk Management Committee” in association with the comprehensive risk categories so as to evaluate and follow up both the overview and the details of risk management plans pertaining to each individual unit within the Company on regular basis. In addition, the Company has managed to ensure that the systems of risk management report must be implemented in proper and timely manner. The Company’s executives have evaluated the situations and risks and analyzed the incidents which may have had impacts on, and caused damage to, the Company. In response, the Company has prescribed the preventive and corrective measures against those risks while assiduously monitored and followed up with the incidents attributed to the risk factors, as well as implemented the measures in aims at reducing the risks accordingly. Furthermore, the Risk Management Committee has approved and initiated communications of risk management policy with the executive officers/management team and all staff members for their acknowledgement and actions to such an extent that it will have become a part of the organization as a whole. The Risk Management Committee also reports the performance on a regular basis to the Audit Committee.

The Company has proven to be in compliance with generally certified accounting standards, which is of good use to its business operations. In regard to this matter, the Company has specified a list of essential items of financial transactions by taking into account such important factors as users of those financial transactions, transaction size and business trends.

The Company’s financial report reflects upon how its business operations and activities have been implemented in practice whereby a complete list of financial transactions are revealed, as well as the rights and obligations to be honored by the Company, all of which are accurately and completely manifested.

## 3. Control Activities

Managerial/executive control of operation signifies an important factor to ensure the Company and its shareholders that the guidelines stipulated by the Management must be responded and observed by all employees as follows:

- The Company has determined the scope of authority, as well as financial limits and power of attorney, to be exercised by the management team at each level in writing and well-defined manner in the form of regulations on payment approval authority;
- The Company has allocated professional duties and responsibilities into 3 areas as follows:
  - (1) Approval;
  - (2) Recording of accounting transactions and information;
  - (3) Asset management.

The objective of such allocation is intended to provide for delegation and cross examination.

- Safety control in light of IT system has been properly addressed whereby user levels are determined and categorized strictly in accordance with an employee’s scope of duties and responsibilities; the rights to make use of certain programs have also been determined in compliance with the chain of command;

- In case of business transactions being carried out with the related parties, the Company has established a set of concise measures in light of monitoring and ensuring that the aforementioned activities must be performed in compliance with the processes prescribed by the authorities while being strictly treated as a case of normal transactions conducted with external parties, thus upon the so-called arm's length basis for the Company's highest benefits;
- In the event that business transactions with the related parties are to be approved in such manner that they shall become bound with the Company on a long term basis, the Company has managed to audit and monitor on regular basis as to whether or not the terms and conditions upon which both or all parties have been agreed are being strictly observed;
- In the event that the Company has made investments in subsidiaries or associated companies, the Company shall ensure that their performances must be analyzed and evaluated on a regular basis;
- The Company has established controlling measures in light of its business operations to ensure compliance with the related laws to reduce operational risks and preserve the Company's great name and reputation.

#### 4. Information and Communication

The Company has continuously developed and improved its Information Technology systems in order to support the company's operations, increase work efficiency, reduce manual work, have better control, as well as improve compliance with government regulations.

The company's Information Technology systems support multi-company operations, and payments are controlled through a budget system and position-based approval authority. All payment systems, at both receiving and paying ends, are linked from the front office to the financial accounting systems for the work to be done efficiently, correctly, and timely and can be checked at every step. This includes sending automated reports to relevant executives, employees, merchants, and contractors, and having an SMS warning system to ensure smooth and timely operation, including self-service systems for the employees.

In addition, the Company has emphasized the importance of adhering to the Personal Data Protection Act by having a system for obtaining consent to collect, use, and disclose personal data from customers and related parties, and improving IT Policy in accordance with the Act, as well as improving the work system and working methods to increase the security of access to personal data and increase the internal control processes to access such information more securely, such as restricting rights, hiding some data, and discontinuing certain data collections.

As for the data access security controls, systems are connected to the central login system, which will automatically disable the account when the employee resigns and utilize one-time passwords in critical work systems where the system will send an SMS message to the number that was declared with the human resource department.

Data Backup is carried out in 3 aspects:

1. Back up data daily on another device.
2. Back up data on external media and store it daily in a safe place outside the organization.
3. Automatically send data to the backup center every 30 minutes and perform checks on the latest data sent to the backup center by automatically sending an email back to the responsible person

Pertaining to a variety of applications including Executive Information System (EIS), Extranet, Intranet, as well as the organization's main applications, they are to be replicated and transferred to a Data Backup Center on daily basis. Additionally, the 'disaster recovery' backup program must be tested at Data Backup Center 1 times a year

## **5. Monitoring Activities**

The Company has monitored the internal control system in use and conducted an evaluation accordingly. In addition, performance appraisal has also been carried out whereby practice guidelines are prescribed while the internal control system is monitored on a continual basis. This constitutes part of the normal business operation of the management team, supervisors and those involved in the process.

Furthermore, the Company has also evaluated the result of internal audit performed by the internal audit department, which is an independent department. The results are reported to the Audit Committee directly.

In the event that there are incidents or doubts in which gross misconduct, acts against the law or any other irregularities have been committed, which could significantly affect the Company's reputation and financial status, the executives/management team would report the Board of Directors immediately, as well as properly provide corrective measures for the Board of Directors/the Audit Committee for their further consideration.

In 2022, the Audit Committee has convened 6 meetings to take into account, follow up on the financial status and operational results on a regular basis and make significant recommendations which had impacts on the "organization and executive officers" periodically, while simultaneously monitor and ensure that the corporate goals would be attained. The internal control system would be continually reviewed and improved promptly in response to the ever-changing situations.

Furthermore, the Company's auditor, EY Office Company Limited, represented by Ms. Pimjai Manitkajohnkit, who served as the auditor for the financial statements for the year 2022, had no opinion on a note in the Auditor's Report that the Company had any defects related to the issue of internal control system.

The Audit Committee has directed the Internal Audit Department to operate independently, impartially and ethically, and approved Mrs. Suneerat Puntarikpan as acting head of the Internal Audit Department of the Company since July 16, 2021 due to her eligibility, accounting knowledge, her experience in internal audit operations, including information technology systems, and her understanding of the Company's operational activities. In addition, she also underwent anti-corruption training.

The consideration of appointment, withdrawing and transfer of the Head of Internal Audit will require an approval from the Audit Committee.

## 9.2 Connected Transactions

### 9.2.1 Connected transaction with persons with potential conflicts

The Company and its subsidiaries conducted a number of connected transactions with persons with potential conflicts in the past year (please consider with notes in the financial statement). The Company's and its subsidiaries connected transactions details are summarized below:

Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
1) Land and Houses Fund Management Co., Ltd.					
- QH and LH are the shareholders of LH Financial Group Plc. (“LHFG”), holding 13.74% and 21.88% of the total shares, respectively and in turn, the LHBANK is holding 99.99% shares of Land and Houses Fund Management Co., Ltd.  - The joint directors are Mrs. Suwanna Bhuddhaprasart and Mr. Adul Vinaiphat	Renting the office space in Q. House Sathorn Building  - Revenue from rental and service fee  - Deposit from rental and service fee  - Account receivables	  9.36  1.84  0.15	  9.49  1.98  0.16	  10.12  1.98  0.16	The Audit Committee expressed that such rental and service fees of the aforementioned office building’s rental space were deemed reasonable to do the transaction with fair market price, compared to its peers with similar size.
2) Land and Houses Bank Plc. (“LHBANK”)					
- QH and LH are the shareholders of LH Financial Group Plc. (“LHFG”), holding 13.74% and 21.88% of the total shares, respectively. Meanwhile, LHFG is the shareholder of Land and Houses Bank Plc. (LHBANK), holding 99.99% of the total shares  - The joint Directors is Mr. Naporn Sunthornchitcharoen.	(A) Bank transaction:  - Bank deposit  - Interest income  - Bank charge  (B) Leasing of space in Q.House Asoke Building.  - Revenue from rental and service fees.  - Deposit for rental and service fees.  (C) Leasing of space in Q.House Sathorn Building.  - Revenue from rental and service fees  - Receivables (rental and service fees)  - Deposit for rental and service fee	  1,918.17  5.92  1.01    0.75  0.15    31.63  0.49  6.55	  2,721.78  3.97  1.30    0.56  0.15    30.38  0.35  6.55	  1,181.38  3.77  1.19    -  -    31.42  0.47  7.48	<u>Bank transaction</u>  The Audit Committee expressed that the opening of each type of bank accounts, rates of interest income and normal bank charges were normal and implemented in the same manner as other persons or companies as has been generally announced.  <u>Rental of spaces in office buildings</u>  The Audit Committee expressed the rates of rentals and service fees of spaces for rent were reasonable and thus suitable for entering into transaction. In addition, the fees were found comparable to other operators with similar size of spaces, thus constituting those of fair market value as well.
<u>Remark:</u> Below shown are the subsidiaries, with both direct and indirect vshareholdings: Q.H. Management Co., Ltd., Q.H. International Co., Ltd., The Confidence Co., Ltd., Casa Ville Co., Ltd., Q.House Precast Co., Ltd., Casa Ville (Petchburi 2553) Co., Ltd., Casa Ville (Rayong 2553) Co., Ltd., Casa Ville (Chonburi 2554) Co., Ltd., Casa Ville (Prachuabkhirikhan 2554) Co., Ltd., Property Host Co., Ltd., Gusto Village Co., Ltd. and Centre Point Hospitality Co., Ltd.					



Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
2) Land and Houses Bank Plc. (“LHBANK”) (Cont.)					
					<p><u>Sales promotion expenses incurred from the activities related to customers who bought properties</u></p> <p>The Audit Committee expressed that the transactions of sales promotion expenses incurred from the activities related to customers who bought properties and had repaid principal and interest expenses, which is in accordance with the ordinary course of business as usual and also found to be in the approximate value to that of other sales promotion campaigns given to other real-estate customers. Thus, it was deemed proper and reasonable to carry out the aforementioned transactions</p>
3) Home Products Center Public Company Limited (“HMPRO”)					
- LH is the major joint shareholder of QH and HMPRO, holding 24.98% and 30.23% respectively.  - QH is the major shareholder of HMPRO, holding 19.87%  - The joint directors are Mr. Boonsom Lerdhirunwong, Mrs. Suwanna Bhuddhaprasart, Mr. Naporn Sunthornchitcharoen and Mr. Achawin Asavabhokin	Purchasing products and services.  - Value of purchased products and services.  - Account payables from the purchase of products and services.	7.52  0.90	8.95  0.95	13.60  1.87	The Audit expressed that such transaction was deemed reasonable and based on the principle of fair market value. In addition, QH and its subsidiaries are entitled to opt for products and construction materials from other companies in the event that the rivals’ offers are found more reasonably priced.

Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
4) Quality Construction Products Public Company Limited (“Q-CON”)					
<div>- The major joint shareholder is LH, holding shares of both QH and Q-CON at the ratio of 24.98% and 21.16% respectively.</div> <div>- The joint director is Mr. Naporn Sunthornchitcharoe</div>	<div>Purchasing products.</div> <div>- Value of purchased products and services.</div> <div>- Account payables from the purchase of products and services.</div> <div><u>Remark:</u> QH and its subsidiaries (Q.H. International Co., Ltd.) held 25.78% and 1.45% of the total shares in Q-CON (as of Dec 31, 2009) respectively. On Feb 23, 2010, QH and its subsidiary had entered into business agreement upon the shares of Q-CON with SCG Construction Products Co., Ltd., the latter of whose shares were being held in total of 100% by Siam Cement Plc. The entire amount of payment was implemented and all shares were transferred on Feb 24, 2010. In addition, on Mar 2, 2010, QH had signed the Product Sales Agreement with Q-CON, with the terms of Agreement being the period of 3 years. QH also agreed to purchase light-weight bricks at the minimum quantity and for the prices as prescribed in the aforementioned instrument, the obligation being incorporated as part of the terms and conditions of the Q-CON Share Agreement.</div>	<div>14.88</div> <div>4.20</div>	<div>28.93</div> <div>6.23</div>	<div>41.55</div> <div>9.97</div>	<div>The Audit Committee expressed that it was justifiable to enter into the aforementioned transactions since it was in accordance with the terms and conditions stipulated under the Q-CON Share Agreement. Both QH and its subsidiaries also benefited from the profit obtained from selling Q-CON shares. Meanwhile, both QH and its subsidiaries were still utilizing a larger number of light-weight bricks in construction of housing projects than contractually prescribed by the product sales agreement. In addition, the price range of the products appeared relatively similar to the fair market value at that time. Upon completion of the contractual period, QH and its subsidiary would be entitled to make purchase of the same products from other companies that might make more attractive offers in terms of pricing.</div>
5) L&H Management Company Limited (“LHM”)					
<div>- The major joint shareholder is LH, holding shares of both QH and LH Mall &amp; Hotel Company Limited (“LHMH”) at the ratio of 24.98% and 99.99% respectively. LHMH holds 99.98% of LHM.</div> <div>- The joint director is Mrs. Suwanna Bhuddhaphasart</div>	<div>Advance payment.</div> <div>- Other training receivable</div>	<div>0.01</div>	<div>0.04</div>	<div>-</div>	<div>The Audit Committee expressed that it was reasonable to enter into the aforementioned transactions at justifiable market price.</div>

Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee											
		31 Dec 20	31 Dec 21	31 Dec 22												
6) Quality Houses Leasehold Property Fund (“QHPF”)																
- QH is the major shareholder of QHPF, holding 25.66% of total shares.	(A) Long-term leasehold right.  QH gives the leasehold right for land and building, as well as other relevant equipment of Q. House Ploenchit Project for 30 years (Dec 8. 2006 - Dec 7, 2036), for which QH received the rental fee of Baht 819 million in full. - Advance received from leasehold right - Rental revenue	432.90 27.18	405.75 27.15	378.61 27.15	The Audit Committee expressed that the distribution and/or giving of the leasehold right for land, building and the related equipment of the 2 projects, namely, Q.House Ploenchit and Q.House Lumpini, to QHPF have been carried out in accordance with the resolution of the Board of Directors’ Meeting No.10/2006 convened on Oct 19, 2006. The transaction was carried out at fair market value whereby the Company has already made price comparison with that being offered by each prospective buyer and thus has selected the bidder who has offered the best proposals, as well as most attractive terms and conditions, including the highest return to the Company . The Audit Committee has taken into account the reports submitted at that time by 2 independent appraisers, as well.  Therefore, the Audit Committee has come to draw the conclusion that the aforementioned transaction was justifiable with the fair market value that also covered the rental fee rates and service fees payable to QHPF.											
	(B) QH and QHI (QH holding 99.99% shares) were hired to manage 3 office buildings for rent, including Q. House Lumpini, Q. House Ploenchit and Wave Place. - Management fees - Other receivables.	56.45 18.53	56.42 4.98	56.38 5.04												
	(C) QH rented office spaces from Q.House Lumpini Building - Space rental fee - Other payables - Deposit for rental and service fees	33.07 0.20 7.55	33.01 0.16 7.55	32.71 0.19 7.55												
	<u>Notes</u> : The estimated value of Q. House Ploenchit (“PJ”) and the Q. House Lumpini (“LU”) reported at that time by 2 independent appraisers were as follows: Unit : Million Baht															
	<table><tr><td></td><td>PJ</td><td>LU</td><td>Total</td></tr><tr><td>CBRE</td><td>838</td><td>5,566</td><td>6,404</td></tr><tr><td>BKKAP</td><td>800</td><td>5,240</td><td>6,040</td></tr></table>					PJ	LU	Total	CBRE	838	5,566	6,404	BKKAP	800	5,240	6,040
		PJ	LU	Total												
	CBRE	838	5,566	6,404												
	BKKAP	800	5,240	6,040												
	- CB Richard Ellis (Thailand) Co., Ltd. (“CBRE”).															
	- Bangkok Property Appraisal Co., Ltd. (“BKKAP”)															

Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
7) Quality Houses Hotel and Residence Freehold and Leasehold Property Fund ("QHHR")					
- QH had sold the assets used in the operation of the Centre Point Hotel Projects in Pratunam, Sukhumvit 10 and Chidlom ("assets"), and proceeded to enable QHHR to enter into the property lease agreement for Centre Point Hotel Chidlom. Accordingly, QH received payment in total of Baht 3,342 million as consideration. In addition, on Jul 18, 2012, the Company had made investment in QHHR for 31.33%, that is, 105.28 million units of QHHR at the unit price of Baht 10, amounting to Baht 1,053 million. The Centre Point Hospitality Co., Ltd. ("CPH") (QH holding 99.99% shares) has leased the property from QHHR for its hotel business	(A) Hotel leasing				The Audit Committee expressed that the distribution of properties together with fixture and related equipment and/or providing for leasehold right and/or transferring of leasehold right over the properties to QHHR was implemented in accordance with the resolution of the Board of Directors' Meeting No.4/2012 dated Jun. 19, 2012, thus approving the Company and its subsidiary to distribute the real estate property, fixture and the related equipment and/or to give the leasehold right and/or to transfer the leasehold right of real estate property for the following (three) hotel operated by the Company: Centre Point Hotel Pratunam, Centre Point Hotel Sukhumvit 10 and Centre Point Hotel Chidlom.  In addition, these transactions were also collectively deemed reasonable and conducted within a fair price range due to the fact that QH had already taken into account the price comparison of quotations and the offers made by each and every one of the prospective buyers, and thus selected the bidder who offered the best proposals, terms and conditions, including the highest return to the Company. Furthermore, the appraisal reports produced at that time by 2 independent appraisers were also taken into account by QH. Consequently, the Audit Committee was of the opinion that, during such period, the transactions were deemed reasonable and conducted within a fair price range.
	CPH has taken a lease and sublease of properties from QHHR for its hotel business, which included the Centre Point Hotel projects at Pratunam, Sukhumvit 10 and Chidlom.				
	- Rental fees	168.00	91.93	137.24	
	- Accrued rental fees	15.96	234.18	235.65	
	- Other receivables.	-	5.28	5.28	
	(B) QH guaranteed the minimum rental income for QHHR from selling the assets to QHHR and CPH to make a lease agreement for such assets for the period of 3 years from the date on which QHHR invested in the asset at the amount not exceeding Baht 837 Million.				
	On Jul 19, 2015, the aforementioned agreement of minimum guarantee for rental fees was terminated, and QH had completely paid such rental fees.				
	<u>Remark</u> : The estimated value of the Centre Point Hotel Pratunam ("CP1"), the Centre Point Hotel Sukhumvit 10 ("CP2") and the Centre Point Hotel Chidlom ("CP3") reported at that time by the 2 independent appraisers were as follows:				
	Unit : Million Baht				
		CP1	CP2	CP3	
GAA	1,144	1,549	725	3,418	
TAP	1,204	1,700	724	3,628	
- Grand Asset Advisory CO., Ltd. ("GAA").					
- TAP Valuation Co., Ltd. ("TAP")					



Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
9) Harbour View Corporation “HVC”)					
- Q.H. International Co., Ltd. (“QHI”) (QH holding 99.99% shares) holds 99% shares of Q.H. International (BVI) Co. Ltd. (“QHI (BVI)”), while QHI (BVI) holds 14.15% of HVC shares.	(A) Loan provision - Loans - Accrued interest (B) Loan guarantee. QH has served as the loan guarantor for HVC in proportion with shareholding in QHI (BVI) (21%), amounting to US\$ 1.3 million from the year 1997 to present. However, due to an increment in capital by HVC for the benefits of its current shareholders whereas QHI (BVI) has not made purchase thereof, the proportion of shareholding has been decreased to the current proportion of 14.15% while burden of guarantee remains unchanged. Such burden is also subjected to fluctuation depending upon HVC’s ability to make repayment of both principal and interest accordingly.  During 2017, HVC had already paid back both principal and interest owned to financial institutions and the Company withdrew such guarantees.	67.65 1.29	75.31 1.43	77.90 1.48	The Audit Committee expressed that the provision and guarantee of loans for HVC was justifiable in accordance with the proportion of shareholding.
10) The Mandarin Hotel Plc.					
- Ms. Piengchai Harnpanich is the major shareholder of The Mandarin Hotel Public Company Limited, holding 34.69% shares, as well as serving in the positions of Chairman of the Board, CEO and Managing Director  - Ms. Piengchai Harnpanich is the mother of Mr. Anant Asavabhokhin, who is the major shareholder of LH. Whereas, LH is a major shareholder of QH.  - The joint directors is Mrs. Suwanna Bhuddhaprasart	Q.H. International Co., Ltd. (“QHI”) (QH holding 99.99% shares) has entered into building management contract. - Project management fee - Other receivables	1.99 0.54	0.37 0.20	3.23 1.10	The Audit Committee expressed that it was deemed justifiable to enter into the aforementioned transactions and thus beneficial to the Company’s operations in regard to the business as usual. The Company and its subsidiaries would benefit from income generated in light of the service charges obtained from the hotel customers. In addition, all these activities are most likely to be of use in terms of enhancing corporate brand awareness of “The Mandarin Hotel Public Company Limited”.

Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
11) Land and Houses Securities Public Company Limited					
- QH and LH are the shareholders of LH Financial Group Plc. ("LHFG"), holding 13.74% and 21.88% of the total shares, respectively. In addition, LHFG is the shareholder of Land and Houses Securities Public Company Limited, holding 99.90% shares.  - The joint Directors are Mr. Naporn Sunthornchitcharoen and Mr. Rachai Wattanakasaem	Renting the office space in Q. House Sathorn Building  - Revenue from rental and service fees - Receivables from rental and service fees - Deposit for rental and service fees	9.01 0.18 1.68	9.01 0.17 1.68	9.16 0.22 1.68	The Audit Committee expressed that such rental and service fees of the aforementioned office building's rental space were deemed reasonable to do the transaction with fair market price, compared to its peers with similar size.
12) LH Financial Group Public Company Limited					
- Both QH and LH is shareholders of LH Financial Group Public Company Limited, "LHFG", holding 13.74% and 21.88%, respectively.  - The joint Directors are Mr. Naporn Sunthornchitcharoen	LHFG was granted leasing right of Q.House Sathorn transferred from one company which was effective since Jan 1, 2020.  - Revenue from rental and service fees - Deposit for rental and service fees - Account receivables	7.65 1.63 -	7.18 1.63 0.04	7.45 1.65 0.08	The Audit Committee expressed that such rental and service fees of the aforementioned office building's rental space were deemed reasonable to do the transaction with fair market price, compared to its peers with similar size.
13) Land and Houses Advisory Co., Ltd.					
- QH and LH are the shareholders of LH Financial Group Plc. ("LHFG"), holding 13.74% and 21.88% of the total shares, respectively. In addition, LHFG is the shareholder of Land and Houses Securities Public Company Limited, holding 99.90% shares whereas Land and Houses Securities Public Company Limited are currently holding 99.99% shares of Land and Houses Advisory Co., Ltd.	Renting the office space in Q.House Sathorn Building  - Revenue from rental and service fees - Deposit for rental and service fees	0.21 0.05	0.22 0.05	0.22 0.05	The Audit Committee expressed that such rental and service fees of the aforementioned office building's rental space were deemed reasonable to do the transaction with fair market price, compared to its peers with similar size.
14) LH Mall & Hotel Co., Ltd. (previously) "Pacific Real Estate Co., Ltd." ("LHMH")					
The joint major shareholders are as follows:  - Land and Houses Plc. ("LH") holding shares of QH and LH Mall & Hotel Co., Ltd at 24.98% and 99.99% respectively.  - The joint directors and connected parties are Mr. Naporn Sunthornchitcharoen and Mrs. Suwanna Bhuddhaprasart	Q.H. International Co., Ltd. ("QHI") (QH holds 99.99% shares) was contracted to manage the commercial area (Q.House Lumpini  - Account receivables	-	0.01	-	The Audit Committee expressed that such transaction was deemed reasonable with fair market price.

Relationship As at 31 Dec 22	Nature of Transaction	Value (Baht million)			Opinion of the Audit Committee
		31 Dec 20	31 Dec 21	31 Dec 22	
15) Siam Retail Development Company Limited					
<p>- Ms. Piengchai Harnpanich and Mr. Anant Asavabhokhin are the major shareholders of Siam Retail Development Company Limited, holding with total of 27.00% shares. Ms. Piengchai Harnpanich is also company’s Director.</p> <p>- Ms. Piengchai Harnpanich is the mother of Mr. Anant Asavabhokhin, who is the major shareholder of LH. Whereas, LH is a major shareholder of QH.</p>	- QH services for system including system consultation, VPN and DRC system of Centre Point Hotel Terminal 21 Korat by Siam Retail Development Company Limited for 3 years, Jan 1, 2021 - Dec 31, 2023				The Audit Committee expressed that such transaction was deemed reasonable with fair market price.
	- Other Revenue	0.66	0.44	0.44	
	- Other receivables	-	-	0.44	
	- QH services for management and hotel business management of Centre Point Hotel, Terminal 21 at Korat and Siam Retail Development Company Limited for Sep 1, 2022 - Dec 31, 2022.				
	- Human resources management fee	-	-	0.89	
	- Q.H. International Co., Ltd. (“QHI”) (QH holds 99.99% shares) was contracted to be an advisor to Siam Retail Development Company Limited to manage Centre Point Terminal 21 Korat for over 3 years, Jan 1, 2021 - Dec 31, 2023.				
	- Building management fee	2.00	0.71	1.81	
	- Other receivables	-	0.25	0.43	
	- Casa Ville (Chonburi 2554) Co., Ltd. Casa Ville Co., Ltd. (CSV) holds 99.99% stake and QH holds 99.99% stake in CSV, services for customer provider to Centre Point Prime Pattaya for 1 year, Aug 1, 2021 - July 31,2022.				
	- Other service fees	-	0.05	0.02	
	- Other payables	-	0.04	-	
	- Casa Ville (Chonburi 2554) Co., Ltd. Casa Ville Co., Ltd. (CSV) holds 99.99% stake and QH holds 99.99% stake in CSV, services for management and hotel business management of Centre Point Hotel, Terminal 21 at Korat and Siam Retail Development Company Limited for Sep 1, 2022 - Dec 31, 2022				
	- Human resources management fee	-	-	0.47	



### **Opinions of the Audit Committee on Parties with Mutual Benefits and Connected Transactions**

According to the Audit Committee, the structure of shareholding between the Company, its subsidiaries, associated companies and related companies does not have any conflict of interest between the Company, directors and executives of the Company; nor does the aforementioned paradigm necessarily entail any incident of nominee shares.

The Audit Committee has undergone a series of deliberation and come to conclude in favor that the connected transactions currently taking place between the Company and the parties/persons with potential conflicts as legally defined by the Announcement of the Securities and Exchange Commission (Ref: Gor. Jor.17/2008) on the Definition in the Announcement of the Issuance and Proposal of Securities dated December 15, 2008, have been conducted at fair market value. In addition, the Audit Committee and the Company shall jointly monitor and supervise the aforementioned operations (connected transactions) which may occur in the future as well as ensuring that they be carried out at fair market value while simultaneously disclosing the types and value of those connected transactions under the announcements and regulations of the Securities and Exchange Commission.

#### **9.2.2 Measures or Procedures for Approving the Connected Transactions**

Prior to entering into any connected transactions, an official procedure is to be undergone whereby petitions for approval are submitted to the Audit Committee as to whether or not they be deemed suitable and in compliance with the law governing securities and stock exchange, regulations, announcements, orders or requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission. The Audit Committee shall cite the aforementioned topic and provide its collectively professional opinion during the Board of Directors' meeting or the shareholders' meeting for their consideration and approval, provided that parties with potential conflicts of interest or stakeholders of such connected transactions be not entitled to cast their votes in order to pass the resolution accordingly.

#### **9.2.3 Policies and Possibilities of Future Connected Transactions**

The Company and its subsidiaries have a policy to continue the connected transactions as those at present and in the future depending upon the suitability and necessities for the business operations. In addition, a number of terms and conditions shall be prescribed in accordance with the nature of normal business operation which can be compared with the market prices. Alternatively, should the reference to market price be unavailable, the Company and its subsidiaries are to apply the cost prices plus the gross profits. Each and every connected transactions shall be proposed to the Audit Committee for its consideration and approval to ensure that they be in accordance with the law governing securities and stock exchange, regulations, announcements, orders or requirements of the Stock Exchange of Thailand and the Office of Securities and Exchange Commission, as well as in compliance with the requirements on the disclosure of data of related transactions and acquisition or disposal of major assets of the Company or its subsidiaries.

In addition, should any of the connected transactions carried out by the Company or its subsidiaries with parties with conflict of interest or potential conflict of interest ever take place, the Company and its subsidiaries are to submit the aforementioned to the Audit Committee for its collectively professional opinion on the reasons, necessities and suitability of such commercial activities. In the event that the Audit Committee may be in possession of no specific expertise or knowledge of such potential transactions, the Company and its subsidiaries shall provide an independent expert or auditor of the Company and its subsidiaries accordingly so that professional opinions as well as all related data and information be presented to the Audit Committee for its consideration, whereupon the latter shall in turn make submission thereof to the Board of Directors and/or shareholders, during the Board of Directors' meeting and/or the shareholders' meeting for their consideration on case-by-case basis. The Company and its subsidiaries shall disclose the connected transaction in the Annual Report and Notes to the Financial Statements audited by the auditor of the Company and its subsidiaries.

#### **9.2.4 Reasons that parties with potential conflict of interest hold more than 10% of the total shares in the subsidiaries or the associated companies and that the Company may have had the major shareholders who could become competitors**

Quality Houses Public Company Limited has organized the structure of shareholding between the Company, its subsidiaries, associated companies and related companies to prevent any conflict of interest (between the Company, directors and executives of the Company). The Company shall not allow for the structure of shareholding or management of the group companies that include nominative-shares scheme. However, a party which might incur conflict of interest is Land and Houses Plc., the major shareholder of the Company holding 24.98% of the total shares (as of December 31, 2022) due to the following reasons:

- Land and Houses Public Company Limited operates the businesses in real estate development for sales and rent which are of the same nature of business as the Company's;
- Mr. Naporn Sunthornchitcharoen holds the position of Chairman of the Board of Directors and Chairman of the Executive Committee and Mr. Adisorn Thananan-narapool holds the position of Managing Director in Land and Houses Public Company Limited. Both are directors of Quality Houses Public Company Limited, in the capacity of a representative from Land and Houses Public Company Limited which is a major shareholder of the Company, from a total of 12 directors.
- Land and Houses Public Company Limited holds 30.23% in Home Products Center Public Company Limited (as of December 31, 2022) which is more than 10% and the Company holds 19.87% (as of December 31, 2022) in the affiliated company. The reason for holding such shares is to co-invest in the affiliated company since establishment in 1995. In the beginning, Q.H. International Company Limited (QH holding 99.99% shares) held shares in the affiliated company of 30%, then in 2001, the Company bought shares of the affiliated company from Q.H. International Company Limited which held 27%. This is to support businesses relating to construction and interior decorative and to be held as a long term investment.

In order to prevent or minimize the conflict of interest which might incur from the fact that Land and Houses Public Company Limited is the major shareholder of the Company and that the executive director and directors of Land and Houses Public Company Limited are also joint directors of the Company, the following guidelines have been set:

1. The structure of shareholders of the Company includes the group of shareholders who are institutional investors and/or funds, all of which hold a total number of shares more than that being held by Land and Houses Public Company Limited; therefore, in case of any conflict of interest or potential conflict of interest which might cause any damages to the interest of shareholders, the aforementioned group of institutional investors and/or funds shall be able to cast their votes during the General Shareholders' Meeting in aims at preventing the incidents;
2. The structure of Company's Board of Directors has a check-and-balance mechanism from independent directors. Currently, more than half of Company's Board of Directors are independent directors and executive directors from the Company,
3. Directors representing the major shareholder does not have the right to vote on transactions with potential conflict of interests with the major shareholder,
4. The Internal Audit Department reports directly to the Audit Committee and not the management; therefore, the Audit Committee has direct overseeing capabilities in transactions with potential conflict of interests,
5. The Company's executives can independently manage and make decisions on all matters. Moreover, there are no directors, executive committee members, executives or employees of Land and Houses Public Company Limited in the aforementioned group of executives; therefore, business is operated independently from each other,
6. Regarding the possibility of any connected transactions of the Company or its subsidiaries with parties with conflict of interest or potential conflict of interest to be occurring in the future, the Company and its subsidiaries shall request in advance for consideration and professional opinion from the Audit Committee, all of whose members are to be independent directors, so as to address the situation in terms of necessities and suitability of such transactions accordingly. In the event that the Audit Committee has no sufficient expertise thereof, the Company and its subsidiaries shall provide an independent expert or auditor of the Company and its subsidiaries so that professional opinions on the related data and information shall be given in turn to the Audit Committee for the latter's further consideration. This practice will also include any transactions that are critical to or have high impact on the Company's businesses.

Section

# 3

Financial Statements

## Independent Auditor's Report

To the Shareholders of Quality Houses Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of Quality Houses Public Company Limited and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Quality Houses Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Quality Houses Public Company Limited and its subsidiaries and of Quality Houses Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Key Audit Matters

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

### ***Recognition of revenue from sales of real estate***

The Group has disclosed its accounting policy relating to recognition of revenue from sales of real estate in Note 4.1 to the financial statements. Revenue from sales of real estate is the most significant account in the statements of comprehensive income and it is a key performance indicator to which the management and the users of the financial statements pay particular attention. In addition, the Group has a number of property development projects for sale and a large number of property sales agreements. I therefore addressed the occurrence of revenue and relevance to the business of revenue recognition as a key audit matter.

I examined the recognition of revenue from sales of real estate of the Group by:

- Assessing and testing the Group's IT systems and its internal controls with respect to the cycle of revenue from sales of real estate by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select land and house sale agreements or condominium sale agreements to assess whether recognition of revenue from sales was consistent with the conditions of the relevant agreements, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period.
- Performing analytical procedures on disaggregated data to detect possible irregularities in revenue from sale of real estate transactions throughout the period, particularly for accounting entries made through journal vouchers.

***Provision for loss on diminution in value of land and construction in progress and land and project development costs***

The Group presented details of land and construction in progress, land and project development costs and provision for loss on diminution in value of projects in Notes 9 and 17 to the financial statements. In determining the loss on diminution in value of land and construction in progress and land and project development costs, management had to exercise judgement with respect to the nature of the project, the economic situation and the competitive environment in the market. There is thus a risk with respect to the amount of provision for land and construction in progress and land and project development costs.

I gained an understanding and assessed the method and assumptions that the management used in determination of provision for diminution in value of real estate project by

- Gaining an understanding of the basis used in determining the provision for diminution in value of land and construction in progress and land and project development costs, reviewing the consistency of the use of such basis, and the rationale for the recognition of specific provisions.
- Comparing data on project holding periods and movements in real estate project unit sales and reviewing the gross profit margins of projects in which units were sold during the current year to identify projects with indicators of lower than normal unit turnover.
- Comparing cash receipts from sales transactions after the date of the financial statements with the cost of land and construction in progress and land and project development costs.
- Comparing the net book value of land and construction in progress and land and project development costs with the expected net realisable values from sales of units in the projects.

**Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

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

I am responsible for the audit resulting in this independent auditor's report.



Pimjai Manitkajohnkit

Certified Public Accountant (Thailand) No. 4521

EY Office Limited

Bangkok: 24 February 2023

# Statement of financial position

Quality Houses Public Company Limited and its subsidiaries

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	6, 7	1,530,297,808	3,206,217,160	520,900,434	1,258,872,654
Trade and other receivables	6, 8	42,287,234	25,874,734	9,211,686	6,668,383
Land and construction in progress	9	19,267,038,283	19,987,237,940	11,416,768,387	11,856,618,106
Advance for construction work		3,119,699	2,530,565	1,530,565	1,530,565
Advance for construction material		50,559,079	63,980,065	42,044,226	54,820,340
Assets recognised in respect of cost to obtain contracts with customers	10	10,088,683	10,522,033	10,088,683	10,522,033
Other current assets		70,611,504	68,111,313	5,683,704	6,684,411
<b>Total current assets</b>		<b>20,974,002,290</b>	<b>23,364,473,810</b>	<b>12,006,227,685</b>	<b>13,195,716,492</b>
<b>Non-current assets</b>					
Other non-current financial assets	11	1,998	1,998	1,998	1,998
Investments in subsidiaries	12	-	-	7,883,001,444	7,771,638,235
Investments in associates	13	11,590,217,419	11,524,072,273	11,590,217,419	11,524,072,273
Long-term loans to and interest receivables - related parties	6	-	-	6,668,431,678	7,839,691,806
Investment properties	14	471,663,829	527,482,652	471,663,829	527,482,652
Property, plant and equipment	15	1,532,779,524	1,545,985,178	202,344,843	233,736,735
Right-of-use assets	16	816,701,956	972,028,843	209,527,823	241,414,268
Land and project development costs	17	7,409,944,426	7,474,057,248	2,130,530,341	2,533,849,560
Deposits for lease of land and building		6,800,000	13,600,000	6,800,000	13,600,000
Deposits for purchase of land		15,279,600	47,837,100	-	47,837,100
Deferred tax assets	28	789,763,304	735,196,850	216,488,344	198,839,165
Other non-current assets	6	18,680,007	30,955,719	10,745,124	10,580,074
<b>Total non-current assets</b>		<b>22,651,832,063</b>	<b>22,871,217,861</b>	<b>29,389,752,843</b>	<b>30,942,743,866</b>
<b>Total assets</b>		<b>43,625,834,353</b>	<b>46,235,691,671</b>	<b>41,395,980,528</b>	<b>44,138,460,358</b>

The accompanying notes are an integral part of the financial statements.

# Statement of financial position (continued)

Quality Houses Public Company Limited and its subsidiaries

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loan from financial institution	18	1,000,000,000	-	1,000,000,000	-
Trade and other payables	6, 19	672,901,356	556,444,106	434,456,063	384,428,033
Current portion of long-term loans	20	1,919,141,340	1,600,000,000	1,919,141,340	1,600,000,000
Current portion of unsecured debentures	21	-	7,500,000,000	-	7,500,000,000
Current portion of lease liabilities	6, 16	164,056,480	119,951,531	32,764,822	32,553,915
Income tax payable		132,509,766	76,191,859	82,914,209	65,086,209
Short-term provisions	23	663,262,166	630,311,226	350,248,215	319,560,043
Advance received from customers		116,518,204	62,868,411	96,640,193	44,772,457
Deposits for rental and service	6	36,668,831	73,210,835	30,537,502	66,517,801
Retention guarantees		239,554,718	229,819,728	110,455,971	110,849,420
Current portion of rental income received in advance	6	27,224,000	27,224,000	27,224,000	27,224,000
Other current liabilities	6	510,087,477	445,985,786	155,579,981	133,908,645
<b>Total current liabilities</b>		<b>5,481,924,338</b>	<b>11,322,007,482</b>	<b>4,239,962,296</b>	<b>10,284,900,523</b>
<b>Non-current liabilities</b>					
Long-term loans, net of current portion	20	1,122,370,023	1,544,141,340	1,122,370,023	1,544,141,340
Unsecured debentures, net of current portion	21	7,381,295,569	4,493,897,901	7,381,295,569	4,493,897,901
Lease liabilities, net of current portion	6, 16	737,006,138	878,684,350	191,007,681	209,685,986
Provision for long-term employee benefits	22	280,658,600	265,468,516	181,490,088	173,779,701
Long-term provisions	23	397,422,300	326,727,548	54,857,910	27,509,313
Rental income received in advance, net of current portion	6	351,381,428	378,530,935	351,381,428	378,530,935
Deferred tax liabilities	28	160,424	218,940	-	-
Deferred compensatory damage income	35	40,850,000	40,850,000	40,850,000	40,850,000
<b>Total non-current liabilities</b>		<b>10,311,144,482</b>	<b>7,928,519,530</b>	<b>9,323,252,699</b>	<b>6,868,395,176</b>
<b>Total liabilities</b>		<b>15,793,068,820</b>	<b>19,250,527,012</b>	<b>13,563,214,995</b>	<b>17,153,295,699</b>

The accompanying notes are an integral part of the financial statements.

# Statement of financial position (continued)

Quality Houses Public Company Limited and its subsidiaries

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Shareholders' equity</b>					
Share capital					
Registered					
10,714,426,091 ordinary shares of Baht 1 each		10,714,426,091	10,714,426,091	10,714,426,091	10,714,426,091
Issued and fully paid-up					
10,714,381,645 ordinary shares of Baht 1 each		10,714,381,645	10,714,381,645	10,714,381,645	10,714,381,645
Share premium		379,246,114	379,246,114	379,246,114	379,246,114
Retained earnings					
Appropriated - statutory reserve	24	1,071,442,609	1,071,442,609	1,071,442,609	1,071,442,609
Unappropriated		16,629,668,226	15,414,637,161	16,629,668,226	15,414,637,161
Other components of shareholders' equity		(961,973,061)	(594,542,870)	(961,973,061)	(594,542,870)
<b>Total shareholders' equity</b>		<b>27,832,765,533</b>	<b>26,985,164,659</b>	<b>27,832,765,533</b>	<b>26,985,164,659</b>
<b>Total liabilities and shareholders' equity</b>		<b>43,625,834,353</b>	<b>46,235,691,671</b>	<b>41,395,980,528</b>	<b>44,138,460,358</b>

The accompanying notes are an integral part of the financial statements.

# Statement of comprehensive income

Quality Houses Public Company Limited and its subsidiaries

For the year ended 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Profit or loss:</b>					
<b>Revenues</b>					
Revenue from sales of real estate	6, 25	8,226,938,382	7,502,387,299	5,350,610,016	4,660,561,674
Revenue from hotel operations	25	716,953,659	314,353,113	154,137,203	90,217,642
Revenue from office rental operations	6, 25	282,235,081	303,132,346	282,235,081	303,132,346
Other income					
Income from forfeiture of booking and down payments		1,937,293	1,371,552	1,290,347	670,886
Others	6	216,850,876	230,267,327	110,146,536	92,702,989
<b>Total revenues</b>		<b>9,444,915,291</b>	<b>8,351,511,637</b>	<b>5,898,419,183</b>	<b>5,147,285,537</b>
<b>Expenses</b>					
Cost of real estate sold	6	5,490,579,676	5,225,689,352	3,501,079,385	3,165,228,081
Cost of hotel operations	6	495,915,807	369,033,368	104,827,030	93,280,847
Cost of office rental operations	6	110,885,393	107,223,209	110,885,393	107,223,209
Selling expenses		493,722,900	390,693,441	309,793,388	237,418,788
Administrative expenses	6	1,500,715,834	1,425,243,388	849,014,736	786,351,436
<b>Total expenses</b>		<b>8,091,819,610</b>	<b>7,517,882,758</b>	<b>4,875,599,932</b>	<b>4,389,502,361</b>
<b>Profit from operating activities</b>		<b>1,353,095,681</b>	<b>833,628,879</b>	<b>1,022,819,251</b>	<b>757,783,176</b>
Share of profit (loss) from investments in subsidiaries	12	-	-	111,363,209	(181,029,396)
Share of profit from investments in associates	13	1,585,987,389	1,382,072,251	1,585,987,389	1,382,072,251
Interest income	6	3,986,239	4,187,622	186,067,180	202,904,771
Finance cost	6, 26	(259,258,832)	(329,910,504)	(282,718,282)	(323,361,300)
<b>Profit before income tax expenses</b>		<b>2,683,810,477</b>	<b>1,889,978,248</b>	<b>2,623,518,747</b>	<b>1,838,369,502</b>
Income tax expenses	28	(288,279,716)	(220,318,170)	(227,987,986)	(168,709,424)
<b>Profit for the year</b>		<b>2,395,530,761</b>	<b>1,669,660,078</b>	<b>2,395,530,761</b>	<b>1,669,660,078</b>
<b>Other comprehensive income:</b>					
<b>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</b>					
Share of other comprehensive income of associates - net of income tax	13, 28	(59,417,387)	(104,258,504)	(59,417,387)	(104,258,504)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(59,417,387)	(104,258,504)	(59,417,387)	(104,258,504)
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>					
Share of other comprehensive income of associates - net of income tax	13, 28	(309,946,557)	29,860,668	(309,946,557)	29,860,668
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(309,946,557)	29,860,668	(309,946,557)	29,860,668
<b>Other comprehensive income for the year</b>		<b>(369,363,944)</b>	<b>(74,397,836)</b>	<b>(369,363,944)</b>	<b>(74,397,836)</b>
<b>Total comprehensive income for the year</b>		<b>2,026,166,817</b>	<b>1,595,262,242</b>	<b>2,026,166,817</b>	<b>1,595,262,242</b>
<b>Earnings per share:</b>	29				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.22	0.16	0.22	0.16

The accompanying notes are an integral part of the financial statements.

# Statement of changes in shareholders' equity

Quality Houses Public Company Limited and its subsidiaries

For the year ended 31 December 2022

Consolidated financial statements										(Unit: Baht)
Note	Issued and paid-up share capital	Share premium	Retained earnings		Other components of equity					
			Appropriated - statutory reserve	Unappropriated	Surplus on changes in value of financial assets	Other comprehensive income				
						Share of other comprehensive income of associates	Total other components of shareholders' equity	Total		
<b>Balance as at 1 January 2021</b>	10,714,381,645	379,246,114	1,071,442,609	14,959,724,661	1,294	(556,357,487)	(556,356,193)	26,563,438,836		
Investment in equity instruments derecognised of associate during the year	-	-	-	(36,211,159)	-	36,211,159	36,211,159	-		
Profit for the year	-	-	-	1,669,660,078	-	-	-	1,669,660,078		
Other comprehensive income for the year	-	-	-	-	-	(74,397,836)	(74,397,836)	(74,397,836)		
Total comprehensive income for the year	-	-	-	1,669,660,078	-	(74,397,836)	(74,397,836)	1,595,262,242		
Dividend paid	-	-	-	(1,178,536,419)	-	-	-	(1,178,536,419)		
<b>Balance as at 31 December 2021</b>	10,714,381,645	379,246,114	1,071,442,609	15,414,637,161	1,294	(594,544,164)	(594,542,870)	26,985,164,659		
<b>Balance as at 1 January 2022</b>	10,714,381,645	379,246,114	1,071,442,609	15,414,637,161	1,294	(594,544,164)	(594,542,870)	26,985,164,659		
Investment in equity instruments derecognised of associate during the year	-	-	-	(1,933,753)	-	1,933,753	1,933,753	-		
Profit for the year	-	-	-	2,395,530,761	-	-	-	2,395,530,761		
Other comprehensive income for the year	-	-	-	-	-	(369,363,944)	(369,363,944)	(369,363,944)		
Total comprehensive income for the year	-	-	-	2,395,530,761	-	(369,363,944)	(369,363,944)	2,026,166,817		
Dividend paid	-	-	-	(1,178,565,943)	-	-	-	(1,178,565,943)		
<b>Balance as at 31 December 2022</b>	10,714,381,645	379,246,114	1,071,442,609	16,629,668,226	1,294	(961,974,355)	(961,973,061)	27,832,765,533		

The accompanying notes are an integral part of the financial statements.

# Statement of changes in shareholders' equity (continued)

Quality Houses Public Company Limited and its subsidiaries

For the year ended 31 December 2022

(Unit: Baht)

	Note	Separate financial statements						
		Issued and paid-up share capital	Share premium	Retained earnings		Other components of equity		
				Appropriated - statutory reserve	Unappropriated	Surplus on changes in value of financial assets	Share of other comprehensive income of associates	Total other components of shareholders' equity
<b>Balance as at 1 January 2021</b>		10,714,381,645	379,246,114	1,071,442,609	14,959,724,661	1,294	(556,357,487)	(556,356,193)
Investment in equity instruments derecognised of associate during the year		-	-	-	-	-	-	-
Profit for the year		-	-	-	(36,211,159)	-	36,211,159	36,211,159
Other comprehensive income for the year		-	-	-	1,669,660,078	-	-	-
Total comprehensive income for the year		-	-	-	-	-	(74,397,836)	(74,397,836)
Dividend paid		-	-	-	-	-	(74,397,836)	(74,397,836)
<b>Balance as at 31 December 2021</b>	32	10,714,381,645	379,246,114	1,071,442,609	15,414,637,161	1,294	(594,544,164)	(594,542,870)
<b>Balance as at 1 January 2022</b>		10,714,381,645	379,246,114	1,071,442,609	15,414,637,161	1,294	(594,544,164)	(594,542,870)
Investment in equity instruments derecognised of associate during the year		-	-	-	(1,933,753)	-	1,933,753	1,933,753
Profit for the year		-	-	-	2,395,530,761	-	-	-
Other comprehensive income for the year		-	-	-	-	-	(369,363,944)	(369,363,944)
Total comprehensive income for the year		-	-	-	-	-	(369,363,944)	(369,363,944)
Dividend paid		-	-	-	(1,178,565,943)	-	-	-
<b>Balance as at 31 December 2022</b>	32	10,714,381,645	379,246,114	1,071,442,609	16,629,668,226	1,294	(961,974,355)	(961,973,061)

The accompanying notes are an integral part of the financial statements.



# Statement of cash flows

Quality Houses Public Company Limited and its subsidiaries

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Cash flows from operating activities</b>				
Profit before tax	2,683,810,477	1,889,978,248	2,623,518,747	1,838,369,502
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Decrease in land and construction in progress as a result of transfer to cost of sales	5,402,588,024	5,122,865,299	3,406,154,267	3,056,672,538
Depreciation	183,959,727	188,228,052	90,492,256	93,823,872
Depreciation of right-of-use assets	178,438,581	186,889,048	46,414,397	45,909,198
Allowance for expected credit losses	538,798	1,628,587	60,853	155,141
Unrealised exchange gains	(3,428,556)	(10,135,930)	-	-
Share of (profit) loss from investments in subsidiaries	-	-	(111,363,209)	181,029,396
Share of profit from investments in associates	(1,585,987,389)	(1,382,072,251)	(1,585,987,389)	(1,382,072,251)
Income from forfeiture of booking and down payments	(1,937,293)	(1,371,552)	(1,290,347)	(670,886)
Interest income	(3,986,239)	(4,187,622)	(186,067,180)	(202,904,771)
Gain on sales of equipment	(75,473)	(110,382)	(54,317)	(62,242)
Provision for loss arising from litigations	107,521,107	61,466,382	29,784,394	48,109,191
Reversal of provision for loss arising from litigations	(34,229,812)	(8,223,803)	(20,562)	-
Provision for loss on diminution in value of projects	82,595,085	48,895,789	28,264,641	2,948,599
Reversal of provision for loss on diminution in value of projects	(50,217,388)	(43,957,202)	(8,793,471)	(4,881,933)
Provision for housing repairment	65,785,161	62,029,454	42,155,248	38,071,331
Provision for long-term employee benefits	24,107,474	23,247,190	15,521,110	15,097,515
Transfer deferred financial fees to finance cost	4,536,940	4,702,217	4,536,940	4,702,217
Interest expenses	206,407,812	267,814,252	259,455,099	298,326,603
Interest expenses from lease liabilities	35,711,181	45,524,422	9,009,665	10,149,288
Income from rental fees waived	(54,900,000)	(68,400,000)	-	-
Profit from operating activities before changes in operating assets and liabilities	7,241,238,217	6,384,810,198	4,661,791,142	4,042,772,308
Decrease (increase) in operating assets				
Trade and other receivables	(13,522,742)	19,151,089	(2,604,156)	2,293,846
Land and construction in progress	(2,195,784,765)	(1,581,624,901)	(1,641,743,400)	(1,199,131,742)
Advance for construction work	(589,134)	-	-	-
Advance for construction material	13,420,986	(3,204,380)	12,776,114	(4,040,390)
Other current assets	9,902,469	10,968,508	1,434,057	475,415
Land and project development costs	(2,267,705,961)	(1,156,898,998)	(825,571,791)	(426,364,565)
Deposits for lease of land and building	6,800,000	6,800,000	6,800,000	6,800,000
Deposits for purchase of land	(15,279,600)	(47,837,100)	19,604,000	(47,837,100)
Other non-current assets	12,275,712	31,060,338	(165,050)	(171,508)

The accompanying notes are an integral part of the financial statements.

# Statement of cash flows (continued)

Quality Houses Public Company Limited and its subsidiaries

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Increase (decrease) in operating liabilities</b>				
Trade and other payables	126,598,200	51,740,800	60,168,980	31,410,908
Advance received from customers	28,437,579	(51,411,853)	26,008,576	(50,599,311)
Deposits for rental and service	(36,542,004)	1,788,793	(35,980,299)	2,466,785
Retention guarantees	9,734,990	(98,236,110)	(393,449)	(84,650,431)
Other current liabilities	31,267,470	(78,776,696)	10,204,260	(11,341,806)
Cash paid for litigation compensation	(2,596,544)	(150,776,829)	(2,415,235)	(29,470,947)
Paid for long-term employee benefits	(8,917,390)	(6,419,554)	(7,810,723)	(3,368,267)
<b>Cash flows from operating activities</b>	<b>2,938,737,483</b>	<b>3,331,133,305</b>	<b>2,282,103,026</b>	<b>2,229,243,195</b>
Cash paid for income tax	(298,556,089)	(286,987,403)	(227,809,165)	(211,007,025)
<b>Net cash flows from operating activities</b>	<b>2,640,181,394</b>	<b>3,044,145,902</b>	<b>2,054,293,861</b>	<b>2,018,236,170</b>
<b>Cash flows from investing activities</b>				
Decrease in restricted deposits at financial institutions	-	5,020,516	-	-
Dividends received from associates	1,150,478,300	1,208,194,724	1,150,478,300	1,208,194,724
Decrease in long-term loans to related party	-	-	1,171,000,000	386,000,000
Interest income	3,986,239	4,187,622	186,327,308	203,026,960
Increase in property, plant and equipment - net of disposals	(114,763,463)	(31,168,545)	(3,227,224)	(6,417,449)
<b>Net cash flows from investing activities</b>	<b>1,039,701,076</b>	<b>1,186,234,317</b>	<b>2,504,578,384</b>	<b>1,790,804,235</b>
<b>Cash flows from financing activities</b>				
Increase (decrease) in short-term loan from financial institutions	1,000,000,000	(1,000,000,000)	1,000,000,000	(1,000,000,000)
Cash received from long-term loans	1,500,000,000	-	1,500,000,000	-
Repayment of long-term loans	(1,600,000,000)	(800,000,000)	(1,600,000,000)	(800,000,000)
Cash received from issuance of debentures	2,868,121,597	4,500,000,000	2,868,121,597	4,500,000,000
Cash paid for redemption of debentures	(7,500,000,000)	(4,600,000,000)	(7,500,000,000)	(4,600,000,000)
Dividend paid	(1,178,565,943)	(1,178,536,419)	(1,178,565,943)	(1,178,536,419)
Cash paid for financial fees	(6,794,835)	(5,505,150)	(6,794,835)	(5,505,150)
Cash paid for interest expenses	(337,066,503)	(407,881,619)	(337,600,269)	(407,862,447)
Cash paid for lease liabilities	(101,496,138)	(41,751,336)	(42,005,015)	(41,751,336)
<b>Net cash flows used in financing activities</b>	<b>(5,355,801,822)</b>	<b>(3,533,674,524)</b>	<b>(5,296,844,465)</b>	<b>(3,533,655,352)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(1,675,919,352)</b>	<b>696,705,695</b>	<b>(737,972,220)</b>	<b>275,385,053</b>
Cash and cash equivalents at beginning of year	3,206,217,160	2,509,511,465	1,258,872,654	983,487,601
<b>Cash and cash equivalents at end of year (Note 7)</b>	<b>1,530,297,808</b>	<b>3,206,217,160</b>	<b>520,900,434</b>	<b>1,258,872,654</b>
<b>Supplemental cash flows information</b>				
<b>Non-cash transactions</b>				
Transfer of land and project development costs to land and construction in progress	2,348,904,758	861,658,433	1,263,647,632	861,658,433
Transfer of deposit for purchase of land to land and project development costs	47,837,100	-	28,233,100	-
Interest expenses recorded as cost of projects and property, plant and equipment	139,421,730	144,185,308	86,908,208	113,653,785
Decrease in share of other comprehensive income of associates - net of income tax	(369,363,944)	(74,397,836)	(369,363,944)	(74,397,836)
Increase in right-of-use assets due to lease modification	-	343,809,496	-	-
Increase in right-of-use assets due to new lease agreements	23,111,694	-	14,527,952	-

The accompanying notes are an integral part of the financial statements.

# Notes to consolidated financial statements

Quality Houses Public Company Limited and its subsidiaries

For the year ended 31 December 2022

## 1. General information

Quality Houses Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the property development. The registered office of the Company is at 7th Floor, Q. House Lumpini Building, No. 1 South Sathorn Road, Tungmahamek, Sathorn, Bangkok.

## 2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Quality Houses Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Subsidiary companies	Nature of business	Country of incorporation	Percentage of shareholding	
			2022	2021
			%	%
Casa Ville Co., Ltd.	Real estate development	Thailand	100	100
Q.H. International Co., Ltd.	Managing of building	Thailand	100	100
Property Host Co., Ltd.	Lease of land	Thailand	100	100
Centre Point Hospitality Co., Ltd.	Hotel operations	Thailand	100	100
The Confidence Co., Ltd.*	Real estate development	Thailand	-	-
Q.H. Management Co., Ltd.	Managing of public utilities of	Thailand	81	81
(19% held through The Confidence Co., Ltd.)	real estate business and land owner			
Q.H. International (BVI) Co., Ltd.**	Holding company	British Virgin Island	-	-

Subsidiary companies	Nature of business	Country of incorporation	Percentage of shareholding	
			2022	2021
			%	%
Casa Ville (Rayong 2553) Co., Ltd.*	Real estate development	Thailand	-	-
Casa Ville (Petchburi 2553) Co., Ltd.*	Real estate development	Thailand	-	-
Q. House Precast Co., Ltd.*	Manufacture and distribution of precast concrete	Thailand	-	-
Gusto Village Co., Ltd.*	Real estate development	Thailand	-	-
Casa Ville (Chonburi 2554) Co., Ltd.*	Real estate development and hotel operations	Thailand	-	-
Casa Ville (Prachuapkhirikhan 2554) Co., Ltd.*	Real estate development	Thailand	-	-

\* 100% held through Casa Ville Co., Ltd.

\*\* 100% held through Q.H. International Co., Ltd.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group has been eliminated from the consolidated financial statements.

2.3 The separate financial statements present investments in subsidiaries and associates under the equity method.

### 3. New financial reporting standards

#### 3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2023**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standard.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

## **4. Significant accounting policies**

### **4.1 Revenue and expense recognition**

#### **(a) Revenue from sales of real estate**

Revenue from sales of land and houses and residential condominium units are recognised at the point in time when control of the real estate is transferred to the customer, generally upon transfer of the legal ownership. Revenue from sales of real estate is measured at the amount of the consideration received after deducting discounts and considerations payable to the customer. The terms of payment are in accordance with the payment schedule specified in the customer contract. Considerations received before transferring control of the real estate to the customer are presented under the caption of "Advance received from customers" in the statement of financial position.

#### **(b) Revenue from hotel operations**

Revenue from hotel operations, mainly comprises room revenues, food and beverage sales and revenue from auxiliary activities. Room sales are recognised over time as the services are provided when the rooms are occupied. Food and beverage sales and revenue from auxiliary activities are recognised at a point in time when food and beverages are sold and the services are rendered. Sales are the invoiced value, excluding value added tax, of goods supplied and services rendered after deducting discounts.

#### **(c) Revenue from office rental**

Rental of units in office buildings are recognised on an accrual basis over the period of contracts.

(d) Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

(e) Dividends

Dividends are recognised when the right to receive the dividends is established.

(f) Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and are recognised on an accrual basis.

#### **4.2 Cost of real estate sold**

In determining the cost of land and houses sold and cost of residential condominium units sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed to land and houses sold on the basis of the salable area and to residential condominium units sold on the basis of the salable area weighted to the selling price of the unit, and then recognised as costs in profit or loss concurrently with revenue from sales.

Development costs are stated at cost, consisting of cost of land, design fees, utilities, construction and related interest. The management estimates these costs based on their business experience and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

The Group provided promotional items such as furniture and decoration items to customers without any charge when the customers register a transfer of a house or a condominium unit. The management of the Group has determined that these items are the Company's major commitment and considered part of a house or a condominium unit to be transferred to the customers in accordance with the contract. Therefore, the costs of these items must be recorded under cost of real estate sold.

Selling expenses associated with the project sales, such as specific business tax and ownership transfer fees, are recognised as expenses when the sale occurs.

#### **4.3 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand, cash at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

#### **4.4 Land and construction in progress/Land and project development cost**

Land and construction in progress/Land and project development cost are stated at cost less provision for loss on diminution in value of projects. The details of cost calculation are as follows:

Land - Cost of land using the weighted average method, calculating it separately for each project.

Construction in progress - Construction in progress and project development costs consist of the cost of construction, public utility costs and interest capitalised to cost of projects by records cost of construction and public utilities based on the actual cost incurred.

#### **4.5 Cost to obtain contracts with customers**

The Group recognises a commission paid to obtain a customer contract as an asset and amortises it to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of the consideration that the entity expects to receive less direct costs.

#### **4.6 Investments in subsidiaries and associates**

Investments in associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and associates are accounted for in the separate financial statements using the equity method.

#### **4.7 Investment properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 15 - 60 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### 4.8 Property, plant and equipment and depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of buildings and equipment is calculated by reference to their costs on a straight-line basis over the following estimated useful lives:

Land improvement	10 years
Leasehold improvement	5 - 20 years
Buildings and building improvement	5 - 60 years
Equipment and operating equipment	5 years
Motor vehicles	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### 4.9 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### 4.9.1 The Group as a lessee

The Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

##### a) *Right-of-use assets*

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.



Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land	30 years
Buildings and building improvement	3 - 30 years
Motor vehicles	10 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Right-of-use assets which are classified as investment properties are presented as part of investment properties in the statement of financial position.

**b) Lease liabilities**

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

**c) Short-term leases and leases of low-value assets**

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

#### **4.9.2 The Group as a lessor**

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

#### **4.10 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Capitalisation rates are calculated based on the weighted average of the interest expenses incurring during the year on loans for development of projects.

#### **4.11 Deferred financial fees**

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees. A portion of deferred financial fees proportionate to the amount of the loan facility already drawn is presented as a deduction against the related loan account and amortised using the effective interest rate method over the term of the loans.

The amortisation of deferred financial fees is included in determining income.

#### **4.12 Related party transactions**

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates and, individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

#### **4.13 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### **4.14 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of the investment properties, property, plant and equipment, right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

#### **4.15 Employee benefits**

##### ***Short-term employee benefits***

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

##### ***Post-employment benefits***

###### ***Defined contribution plans***

The Group and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

###### ***Defined benefit plans***

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labour law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

#### **4.16 Provisions**

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

#### **4.17 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

##### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

## **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

## **4.18 Financial instruments**

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

#### ***Financial assets at amortised cost***

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

### **Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

### **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## **4.19 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## 5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Provision for diminution in value of land and construction in progress and land and project development costs**

The Group records provision for diminution in value of land and construction in progress and land and project development costs when there have been significant or prolonged declines in the fair value below their cost. The management determines the devaluation of land and construction in progress and land and project development costs based on their net realisable value. The determination of such devaluation requires management to make subjective judgements and estimates.

### **Litigation**

The Group has contingent liabilities as a result of litigation. The management has exercised judgement to assess of the results of the litigation and recorded certain provision as at the end of reporting period. However, actual results could differ from the estimates.



## 6. Related party transactions

- 6.1 During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2022	2021	2022	2021	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Interest income	-	-	184	201	2.41% to 2.81% per annum (2021: 2.50% to 2.74% per annum)
Material cost	-	-	127	44	Market price
Interest expense	-	-	1	-	2.40%
Sale of real estate	-	-	-	17	Compare to trading price in the vicinity
<u>Transactions with associates</u>					
Goods and service cost	14	9	8	5	Market price
Rental expenses	170	125	33	33	Contract value
Building management income	56	56	27	16	Contract value
Office rental income	66	65	66	65	Contract value
Interest income	4	4	2	2	0.15% to 0.60% per annum (2021: 0.15% to 0.40% per annum)
Dividend income	1,150	1,208	1,150	1,208	As declared
Bank fees	1	1	1	1	Market price
<u>Transactions with related companies</u>					
Material cost	42	29	25	20	Market price
Building management income	19	10	3	3	Contract value
Office rental income	19	19	19	19	Contract value
Other service income	5	4	-	-	Contract value

As at 31 December 2022 and 2021, the balances of the accounts between the Group and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Deposits at financial institution (shown under cash and cash equivalents)</b>				
Associate				
Land and Houses Bank Plc.	1,181,379	2,721,778	396,901	1,021,358
<b>Trade and other receivables - related parties (Note 8)</b>				
<u>Trade accounts receivable - related parties</u>				
Associates	548	395	548	395
Related companies (Common directors or common shareholders)	387	347	387	323
Total trade accounts receivable - related parties	935	742	935	718
<u>Other receivables - related parties</u>				
Subsidiaries	-	-	244	27
Associates	10,319	10,267	2,015	699
Related companies (Common directors or common shareholders)	3,705	1,872	60	187
Total other receivables - related parties	14,024	12,139	2,319	913
<b>Total</b>	<b>14,959</b>	<b>12,881</b>	<b>3,254</b>	<b>1,631</b>
<b>Deposits for rental and service - related parties (shown under other non-current assets)</b>				
Associate	7,550	7,549	7,550	7,549
<b>Trade and other payables - related parties (Note 19)</b>				
<u>Trade accounts payable - related parties</u>				
Subsidiary	-	-	45,402	13,914
Related company (Common directors or common shareholders)	9,967	6,232	5,769	4,614
Total trade accounts payables - related parties	9,967	6,232	51,171	18,528
<u>Other payables - related parties</u>				
Subsidiary	-	-	83	50
Associates	2,059	1,112	985	636
Related companies (Common directors or common shareholders)	-	38	-	-
Total other payables - related parties	2,059	1,150	1,068	686
<b>Total</b>	<b>12,026</b>	<b>7,382</b>	<b>52,239</b>	<b>19,214</b>
<b>Deposits for rental and service - related parties</b>				
Associates	9,131	8,326	9,131	8,326
Related companies (Common directors or common shareholders)	3,714	3,714	3,714	3,714
<b>Total</b>	<b>12,845</b>	<b>12,040</b>	<b>12,845</b>	<b>12,040</b>

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Accrued expenses - related parties (shown under other current liabilities)</b>				
Subsidiary	-	-	-	6
Associate	235,651	234,180	-	-
<b>Total</b>	<b>235,651</b>	<b>234,180</b>	<b>-</b>	<b>6</b>
<b>Rental income received in advance - related party</b>				
Associate (Note 6.3)				
Current portion	27,224	27,224	27,224	27,224
Non-current portion	351,381	378,531	351,381	378,531
<b>Total</b>	<b>378,605</b>	<b>405,755</b>	<b>378,605</b>	<b>405,755</b>
<b>Lease liabilities - related parties</b>				
<u>Associates</u>				
Lease payments	961,280	1,106,129	231,680	262,530
Less: Deferred interested	(89,255)	(124,231)	(28,653)	(37,028)
Total	872,025	981,898	203,027	225,502
Less: Current portion	(154,015)	(109,872)	(24,015)	(22,475)
Lease liabilities - net of current portion	718,010	872,026	179,012	203,027

(Unit: Thousand Baht)

	Consolidated		Separate		Interest policy  (% p.a.)
	financial statements		financial statements		
	2022	2021	2022	2021	
<b>Long-term loans to and interest receivables - related parties</b>					
<u>Subsidiary</u>					
Casa Ville Co., Ltd.	-	-	6,668,432	7,839,692	2.51% to 2.81%  (2021: 2.50% to 2.61%)
<u>Related party</u>					
Harbour View Corporation	79,382	76,741	-	-	LIBOR+3.00%, 4.00% and 8.00%  (2021: LIBOR+3.00%, 4.00% and 8.00%)
Total	79,382	76,741	6,668,432	7,839,692	
Less: Allowance for expected credit losses	(79,382)	(76,741)	-	-	
<b>Net</b>	-	-	6,668,432	7,839,692	

### Loans to related parties and loan from related party

As at 31 December 2022 and 2021, the balance of loans between the Company and those related companies and the movement are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	1 January 2022	Increase	Decrease	31 December 2022
<b>Long-term loans to and interest receivables - related party</b>				
<u>Related party</u>				
Harbour View Corporation	76,741	2,641	-	79,382
Less: Allowance for expected credit losses	(76,741)	(2,641)	-	(79,382)
<b>Net</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(Unit: Thousand Baht)

	Separate financial statements			
	1 January 2022	Increase	Decrease	31 December 2022
<b>Long-term loans to and interest receivables - related party</b>				
<u>Subsidiary</u>				
Casa Ville Co., Ltd.	7,839,692	2,247,164	(3,418,424)	6,668,432
<b>Short-term loan from and interest receivables - related party</b>				
<u>Subsidiary</u>				
Q.H. International Co., Ltd.	-	210,552	(210,552)	-

### Directors and management's benefits

During the years ended 31 December 2022 and 2021, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated and separate financial statements	
	2022	2021
Short-term employee benefits	57	61
Post-employment benefits	1	1
<b>Total</b>	<b>58</b>	<b>62</b>

- 6.2 The Group has the following long-term agreements with property funds in which it or its related companies hold investment units.

		(Unit: Million Baht)	
		Contract amount	
	Counterparty	2022	2021
a) Agreement to lease immovable properties - Q. House Ploenchit Project	Quality Houses Leasehold Property Fund	819	819
b) Agreement relating to the lease and sublease of building and assets - Centre Point Hotel Pratunam, Sukhumvit 10 and Chidlom	Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	456*	456*

\* Contract amount is not included variable rental fee.

During the current year, a subsidiary was waived from rental fees totaling Baht 55 million for building and assets - Centre Point Hotel Pratunam, Sukhumvit 10 and Chidlom, for the rental period from 1 January 2022 to 31 May 2022 by Quality Houses Hotel and Residence Freehold and Leasehold Property Fund (2021: Baht 68 million for the rental period from 20 July 2021 to 31 December 2021). The waiver is in accordance with the conditions specified in the lease and sublease agreement. The subsidiary recorded such rental waived in the statement of income.

- 6.3 On 21 November 2006, the Company entered into an agreement to lease immovable properties of Q. House Ploenchit project to Quality Houses Leasehold Property Fund, whereby the Company agreed to lease land, building and other related equipment to the Fund and in return received 30 years' rental for the land, building, public utilities and other related equipment of the project totaling Baht 819 million. The Company recorded this rental fees as "Rental income received in advance" in the statements of financial position, and it will be recognised as income on a straight line over the period of the lease contract.

## 7. Cash and cash equivalents

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		2022	2021
Cash		3,547	3,392
Bank deposits		1,526,751	3,202,825
Total		1,530,298	3,206,217

As at 31 December 2022, bank deposits in current accounts, saving accounts and fixed deposits carried interests between 0.15% and 0.60% per annum (2021: between 0.05% and 0.40% per annum).

## 8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<u>Trade accounts receivable - related parties</u> (Note 6)				
Aged of receivables				
Up to 3 months	935	742	935	718
Total trade accounts receivable - related parties	935	742	935	718
<u>Trade accounts receivable - unrelated parties</u>				
Aged of receivables				
Up to 3 months	21,548	8,928	4,699	3,425
3 - 6 months	486	32	5	-
6 - 12 months	217	1,108	-	203
Over 12 months	2,146	2,547	9	59
Total trade accounts receivable - unrelated parties	24,397	12,615	4,713	3,687
Less: Allowance for expected credit losses	(1,958)	(1,873)	(158)	(155)
Total trade accounts receivable - unrelated parties, net	22,439	10,742	4,555	3,532
Total trade accounts receivable - net	23,374	11,484	5,490	4,250
<u>Other receivables</u>				
Other receivables - related parties (Note 6)	14,024	12,139	2,319	913
Other receivables - unrelated parties	4,889	2,252	1,403	1,505
Total other receivables	18,913	14,391	3,722	2,418
Total trade and other receivables - net	42,287	25,875	9,212	6,668

Set out below is the movement in the allowance for expected credit losses of trade receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Beginning balance	1,873	245	155	-
Provision for expected credit losses	539	1,628	61	155
Amount written off	(454)	-	(58)	-
Ending balance	1,958	1,873	158	155

## 9. Land and construction in progress

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Construction material	26,426	12,685	-	-
Land	8,621,522	8,666,652	5,708,777	5,985,623
Interest cost	1,104,501	1,210,522	530,649	561,862
Construction under development	10,006,666	10,611,408	5,240,914	5,353,233
Total	19,759,115	20,501,267	11,480,340	11,900,718
Less: Provision for loss on diminution in value of projects	(492,077)	(514,029)	(63,572)	(44,100)
Land and construction in progress - net	19,267,038	19,987,238	11,416,768	11,856,618

During the current year, the Group included borrowing costs of Baht 116 million as cost of “Land and construction in progress” (the Company only: Baht 80 million) (2021: Baht 126 million, the Company only: Baht 98 million). These were determined by applying a capitalisation rate of 1.0% (the Company only: 0.7%) (2021: 0.9%, the Company only: 0.7%).

The Company mortgaged certain plots of land and construction in progress of subsidiaries with net book values as at 31 December 2022 amounting to Baht 1,284 million (2021: Baht 1,327 million) as collateral under the long-term loan agreement of the Company.

Movements in the provision for loss on diminution in value of projects during the years ended 31 December 2022 and 2021 are summarised below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Beginning balance	514,029	509,091	44,100	46,033
Additional provision during the year	28,265	48,895	28,265	2,949
Provision reversal according to revenue recognition during the year	(50,217)	(43,957)	(8,793)	(4,882)
Ending balance	492,077	514,029	63,572	44,100

During the current year, the Group had appraised the fair value of the Group's land and construction in progress for low turnover projects, using the market approach and/or the hypothetical development method. The Group recorded the provision for loss on diminution in value of projects amounting to Baht 28 million (the Company only: Baht 28 million).

Additional information of the Group's projects.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Total estimated sales value of projects on hand of which contracts have been signed	110,674	114,646	58,234	57,085
Total value of contracts signed according to the letters reserving plots of land and structures thereon	73,182	77,145	34,494	32,611
Percentage of total estimated sales value of projects	66%	67%	59%	57%
Total value of contracts signed according to the letters reserving plots of land and structures thereon not yet recognised as income	485	603	325	363

#### 10. Assets recognised in respect of cost to obtain contracts with customers

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statement	
	2022	2021
Balance at beginning of year	10,522	11,517
Amortise	(433)	(995)
Balance at end of year	10,089	10,522

#### 11. Other non-current financial assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Investments in marketable equity securities</b>	2	2	2	2
<b>Investment in other company</b>				
(Held by Q.H. International (BVI) Co., Ltd.)				
Harbour View Corporation				
(Registered in Vietnam)	-	-	-	-
<b>Total</b>	2	2	2	2



## 12. Investments in subsidiaries

12.1 Details of investments in subsidiaries as presented in separate financial statements are as follows.

(Unit: Thousand Baht)

Company's name	Separate financial statements						Carrying amounts based on equity method	
	Paid-up capital		Shareholding		Cost		2022	2021
	2022	2021	2022	2021	2022	2021		
			(%)	(%)				
Casa Ville Co., Ltd.	3,000,000	3,000,000	100	100	2,999,999	2,999,999	7,772,098	7,721,493
Q.H. International Co., Ltd.	25,000	25,000	100	100	25,000	25,000	279,279	253,303
Property Host Co., Ltd.	5,000	5,000	100	100	5,000	5,000	4,237	4,369
Centre Point Hospitality Co., Ltd.	5,000	5,000	100	100	4,999	4,999	(201,023)	(236,242)
The Confidence Co., Ltd.*	1,000,000	1,000,000	-	-	-	-	-	-
Q.H. Management Co., Ltd. (and 19% held through The Confidence Co., Ltd.)	110,000	110,000	81	81	88,635	88,635	28,410	28,715
Q.H. International (BVI) Co., Ltd.**	30,796	30,796	-	-	-	-	-	-
Casa Ville (Rayong 2553) Co. Ltd.*	5,000	5,000	-	-	-	-	-	-
Casa Ville (Petchburi 2553) Co. Ltd.*	5,000	5,000	-	-	-	-	-	-
Q.House Precast Co., Ltd.*	5,000	5,000	-	-	-	-	-	-
Gusto Village Co., Ltd.*	500,000	500,000	-	-	-	-	-	-
Casa Ville (Chonburi 2554) Co., Ltd.*	3,005,000	3,005,000	-	-	-	-	-	-
Casa Ville (Prachuapkhirikhan 2554) Co., Ltd.*	5,000	5,000	-	-	-	-	-	-
Total					3,123,633	3,123,633	7,883,001	7,771,638

\* 100% held through Casa Ville Co., Ltd.

\*\* 100% held through Q.H. International Co., Ltd.

## 12.2 Share of comprehensive income

During the year, the Company has summarised its share of profit (loss) from investments in subsidiaries in separate financial statement as follows.

(Unit: Thousand Baht)

Company's name	Separate financial statements			
	Share of profit (loss) from investments in subsidiaries		Share of other comprehensive income of subsidiaries	
	2022	2021	2022	2021
Casa Ville Co., Ltd.	50,605	(82,359)	-	-
Q.H. International Co., Ltd.	25,976	15,783	-	-
Property Host Co., Ltd.	(132)	(180)	-	-
Centre Point Hospitality Co., Ltd.	35,219	(114,216)	-	-
Q.H. Management Co., Ltd.	(305)	(58)	-	-
Total	111,363	(181,030)	-	-

## 13. Investments in associates

### 13.1 Details of associates

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated and separate financial statements					
			Shareholding		Cost		Carrying amounts based on equity method	
			2022	2021	2022	2021	2022	2021
			(%)	(%)				
Quality Houses Leasehold Property Fund <sup>(1)</sup>	Investment in immovable properties	Thailand	26	26	2,017,695	2,017,695	1,152,132	1,181,189
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund <sup>(2)</sup>	Investment in immovable properties	Thailand	31	31	1,052,800	1,052,800	339,137	330,820
Home Product Center Plc.	Trading	Thailand	20	20	759,959	759,959	5,033,687	4,764,372
LH Financial Group Plc. (held 100% in Land and Houses Bank Plc.)	Holding company	Thailand	14*	14*	2,849,800	2,849,800	5,065,261	5,247,691
Total					6,680,254	6,680,254	11,590,217	11,524,072

<sup>(1)</sup> Carrying amounts are based on the equity method, and presented net of unrealised gain on sales of buildings and transfers of leasehold rights to land by Q. House Lumpini project to the Fund.

<sup>(2)</sup> Carrying amounts are based on the equity method, and presented net of unrealised gains on sales of properties of Centre Point Hotel Pratunam and Centre Point Hotel Sukhumvit 10, and the transfer of leasehold rights to the building of Centre Point Hotel Chidlom to the Fund.

\* The management determined that the Company has significant influence over LH Financial Group Plc. even though the Company holds less than 20% of its shares. This is because the Company has influence via key representative on the Board of Director of that company.

### 13.2 Share of comprehensive income and dividend received

During the years, the Company has summarised its share of profit (loss) from investments in associates as follows.

(Unit: Thousand Baht)

Company's name	Consolidated and separate financial statements			
	Share of profit (loss) from investments in associates		Share of other comprehensive income of associates	
	2022	2021	2022	2021
Quality Houses Leasehold Property Fund	120,237	147,683	-	-
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	13,581	(16,745)	-	-
Home Product Center Plc.	1,235,279	1,081,051	854	18,419
LH Financial Group Plc.	216,890	170,083	(370,218)	(92,817)
Total	1,585,987	1,382,072	(369,364)	(74,398)

During the year, the Company received dividends from associates as follows.

(Unit: Thousand Baht)

Company's name	Dividend received during the years	
	2022	2021
Quality Houses Leasehold Property Fund	149,294	168,314
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	5,264	-
Home Product Center Plc.	966,818	836,167
LH Financial Group Plc.	29,102	203,714
<b>Total</b>	<b>1,150,478</b>	<b>1,208,195</b>

### 13.3 Fair value of investments in listed associates

In respect of investments in associates that are listed companies on the Stock Exchange of Thailand, their fair values are as follows.

(Unit: Million Baht)

Company's name	Fair values as at 31 December	
	2022	2021
Quality Houses Leasehold Property Fund	1,922	2,229
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	626	563
Home Product Center Plc.	40,241	37,889
LH Financial Group Plc.	3,550	3,900
<b>Total</b>	<b>46,339</b>	<b>44,581</b>

### 13.4 Summarised significant financial information of associates

Summarised information about financial position

(Unit: Million Baht)

	Quality Houses Leasehold Property Fund		Quality Houses Hotel and Residence Freehold and Leasehold Property Fund		Home Product Center Plc.		LH Financial Group Plc.	
	2022	2021	2022	2021	2022	2021	2022	2021
Total assets	9,577	9,933	4,475	4,651	65,185	58,586	301,556	264,688
Total liabilities	933	974	41	32	40,939	35,696	264,686	226,490
<b>Net assets</b>	<b>8,644</b>	<b>8,959</b>	<b>4,434</b>	<b>4,619</b>	<b>24,246</b>	<b>22,890</b>	<b>36,870</b>	<b>38,198</b>
Shareholding percentage (%)	26	26	31	31	20	20	14	14
<b>Share of net assets</b>	<b>2,218</b>	<b>2,299</b>	<b>1,389</b>	<b>1,447</b>	<b>4,818</b>	<b>4,548</b>	<b>5,065</b>	<b>5,248</b>
Unrealised gains (loss) on revaluation of investments	35	(64)	(253)	(322)	-	-	-	-
Unrecognised gains on sales of assets	(523)	(523)	(601)	(601)	-	-	-	-
Record depreciation and amortisation of assets	(578)	(531)	(196)	(193)	-	-	-	-
Goodwill	-	-	-	-	216	216	-	-
<b>Carrying amounts of associates based on equity method</b>	<b>1,152</b>	<b>1,181</b>	<b>339</b>	<b>331</b>	<b>5,034</b>	<b>4,764</b>	<b>5,065</b>	<b>5,248</b>

## Summarised information about comprehensive income

(Unit: Million Baht)

	For the year ended 31 December							
	Quality Houses Hotel and Residence							
	Quality Houses Leasehold Property Fund		Freehold and Leasehold Property Fund		Home Product Center Plc.		LH Financial Group Plc.	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenue	1,007	1,070	149	93	69,389	63,933	10,857	10,753
Profit (loss)	267	192	(169)	(159)	6,217	5,440	1,579	1,384
Other comprehensive income	-	-	-	-	4	93	(2,695)	(676)
Total comprehensive income	-	-	-	-	6,221	5,533	(1,116)	708

### Quality Houses Leasehold Property Fund

On 24 February 2023, the meeting of the Investment Committee of Quality Houses Leasehold Property Fund approved the payment of a dividend of Baht 0.1500 per unit to its unitholders from the operating results for the period as from 1 November 2022 to 31 December 2022 which is to be paid on 23 March 2023.

### Quality Houses Hotel and Residence Freehold and Leasehold Property Fund

On 24 February 2023, the meeting of the Investment Committee of Quality Houses Hotel and Residence Freehold and Leasehold Property Fund approved the payment of a dividend of Baht 0.1500 per unit to its unitholders from retain earning as at 31 December 2022 which is to be paid on 23 March 2023.

### Home Product Center Public Company Limited

On 21 February 2023, the meeting of the Board of Directors of Home Product Center Plc. passed the resolution to propose to Annual General Meeting of the shareholders for approval of dividend payment from operating results from July 2022 to December 2022. The dividend will be paid by cash at the rate of Baht 0.2100 per share or in the total amount not exceeding Baht 2,762 million. The payment of cash dividend shall be made within 3 May 2023. However, the meeting of the Board of Directors of Home Product Center Plc. held on 30 August 2022 has the resolution to approve interim dividend payment to the shareholders as cash dividend of Baht 0.1700 per share. The interim dividend was paid on 27 September 2022. As a result, total dividend per share for the year 2022 is Baht 0.3800 per share.

### LH Financial Group Public Company Limited

On 23 February 2023, the meeting of the Board of Directors of LH Financial Group Public Company Limited passed the resolution to propose to Annual General Meeting of the shareholders for approval of dividend payment from its operating results for the year 2022. The dividend will be paid by cash at the rate of Baht 0.0100 per share, totally Baht 212 million. The payment of cash dividend shall be made on 19 May 2023.

#### 14. Investment properties

The net book value of investment properties as at 31 December 2022 and 2021 is presented below.

	(Unit: Thousand Baht)	
	Consolidated and separate financial statements	
	2022	2021
<b>Office building for rent</b>		
Cost	1,421,203	2,065,758
Less: Accumulated depreciation	(910,025)	(1,492,682)
Less: Allowance for diminution in value	(39,514)	(45,593)
Net book value - net	<u>471,664</u>	<u>527,483</u>

A reconciliation of the net book value of investment properties for the years 2022 and 2021 is presented below.

	(Unit: Thousand Baht)	
	Consolidated and Separate financial statements	
	2022	2021
Net book value at beginning of year	527,483	585,825
Depreciation charged	(55,819)	(58,342)
Net book value at end of year	<u>471,664</u>	<u>527,483</u>

As at 31 December 2022, the net book value of outstanding rental income received in advance from lessee is Baht 379 million (2021: Baht 406 million), and the fair value of the investment properties has been determined based on valuations performed by an accredited independent valuer was Baht 852 million (2021: Baht 991 million). The fair value has been determined using the income approach. Key assumptions used in the valuation are yield rate, inflation rate, long-term vacancy rate and long-term growth in rental rates which has been determined based on rental information of tenants of building.

On 23 May 1990, the company entered into agreements to lease land and develop building at Q House Asoke for a period of 30 years. At the termination date of the agreements, the Company agreed to transfer all rights in property development to the lessor without any compensation or burden. The lease agreement expired and the Company registered the transfer of ownership of the building to the lessor on 1 December 2022.

## 15. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements							
	Land and land improvement	Leasehold improvement	Buildings and building improvement	Equipment and operating equipment	Motor Vehicles	Assets under installation	Total
<b>Cost</b>							
1 January 2021	518,149	575,834	870,691	849,421	63,602	6,201	2,883,898
Additions	-	319	64	11,157	-	19,891	31,431
Transfer in (out)	-	(70,264)	99,980	(5,082)	(1,279)	(23,355)	-
Disposals/write-off	-	-	-	(7,367)	(1,048)	-	(8,415)
31 December 2021	518,149	505,889	970,735	848,129	61,275	2,737	2,906,914
Additions	-	108	665	11,596	290	103,908	116,567
Transfers in (out)	-	-	83,806	22,839	-	(106,645)	-
Disposals/write-off	-	(742)	-	(13,051)	-	-	(13,793)
31 December 2022	518,149	505,255	1,055,206	869,513	61,565	-	3,009,688
<b>Accumulated depreciation</b>							
1 January 2021	6,236	470,060	82,185	545,728	53,224	-	1,157,433
Depreciation for the year	-	26,429	36,761	63,791	2,905	-	129,886
Depreciation for transfer in (out)	-	(31,368)	37,967	(5,857)	(742)	-	-
Depreciation on disposals/ write-off	-	-	-	(7,216)	(1,047)	-	(8,263)
31 December 2021	6,236	465,121	156,913	596,446	54,340	-	1,279,056
Depreciation for the year	-	26,219	37,780	61,491	2,651	-	128,141
Depreciation on disposals/ write-off	-	(705)	-	(11,457)	-	-	(12,162)
31 December 2022	6,236	490,635	194,693	646,480	56,991	-	1,395,035
<b>Allowance for impairment loss</b>							
1 January 2021	81,873	-	-	-	-	-	81,873
31 December 2021	81,873	-	-	-	-	-	81,873
31 December 2022	81,873	-	-	-	-	-	81,873
<b>Net book value</b>							
31 December 2021	430,040	40,768	813,822	251,683	6,935	2,737	1,545,985
31 December 2022	430,040	14,620	860,513	223,033	4,574	-	1,532,780
<b>Depreciation for the year</b>							
2021 (Baht 106 million included in cost of operations, and the balance in administrative expenses)							129,886
2022 (Baht 107 million included in cost of operations, and the balance in administrative expenses)							128,141

(Unit: Thousand Baht)

	Separate financial statements						
	Land and land improvement	Leasehold improvement	Buildings and building improvement	Equipment and operating equipment	Motor Vehicles	Assets under installation	Total
<u>Cost</u>							
1 January 2021	255,664	493,328	27,645	288,446	27,217	-	1,092,300
Additions	-	-	-	6,573	-	-	6,573
Disposals/write-off	-	-	-	(4,655)	-	-	(4,655)
31 December 2021	255,664	493,328	27,645	290,364	27,217	-	1,094,218
Additions	-	-	-	3,352	-	-	3,352
Disposals/write-off	-	(742)	-	(8,793)	-	-	(9,535)
31 December 2022	255,664	492,586	27,645	284,923	27,217	-	1,088,035
<u>Accumulated depreciation</u>							
1 January 2021	4,557	426,887	21,207	274,265	20,773	-	747,689
Depreciation for the year	-	26,074	876	6,704	1,828	-	35,482
Depreciation on disposals/ write-off	-	-	-	(4,563)	-	-	(4,563)
31 December 2021	4,557	452,961	22,083	276,406	22,601	-	778,608
Depreciation for the year	-	26,063	876	6,079	1,655	-	34,673
Depreciation on disposals/ write-off	-	(705)	-	(8,759)	-	-	(9,464)
31 December 2022	4,557	478,319	22,959	273,726	24,256	-	803,817
<u>Allowance for impairment loss</u>							
1 January 2021	81,873	-	-	-	-	-	81,873
31 December 2021	81,873	-	-	-	-	-	81,873
31 December 2022	81,873	-	-	-	-	-	81,873
<u>Net book value</u>							
31 December 2021	169,234	40,367	5,562	13,958	4,616	-	233,737
31 December 2022	169,234	14,267	4,686	11,197	2,961	-	202,345
<b>Depreciation for the year</b>							
2021 (Baht 28 million included in cost of operations, and the balance in administrative expenses)							35,482
2022 (Baht 28 million included in cost of operations, and the balance in administrative expenses)							34,673

As at 31 December 2022, certain plant and equipment items of the Group were fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation and allowance for impairment loss) of those assets amounted to approximately Baht 474 million (the Company only: Baht 294 million) (2021: Baht 461 million, the Company only: Baht 291 million).

## 16. Lease

### The Group as a lessee

The Group entered into lease contracts for various items of land, buildings, motor vehicles and equipments used in its operations. Land and buildings leases have lease terms of approximately 30 years, while motor vehicles and equipments leases have lease terms of generally between 1 and 5 years.

## 16.1 Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements			
	Land and land improvement	Buildings and building improvement	Motor vehicles	Total	Land and land improvement	Buildings and building improvement	Motor vehicles	Total
1 January 2021	574,775	240,333	-	815,108	46,990	240,333	-	287,323
Adjustments of right-of-use assets due to amending contract	343,810	-	-	343,810	-	-	-	-
Depreciation for the year	(159,422)	(27,467)	-	(186,889)	(18,442)	(27,467)	-	(45,909)
31 December 2021	759,163	212,866	-	972,029	28,548	212,866	-	241,414
Additions	-	-	23,112	23,112	-	-	14,528	14,528
Depreciation for the year	(150,134)	(27,467)	(838)	(178,439)	(18,442)	(27,467)	(505)	(46,414)
31 December 2022	609,029	185,399	22,274	816,702	10,106	185,399	14,023	209,528

## 16.2 Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Lease payments	993,555	1,123,490	254,528	279,890
Less: Deferred interest expense	(92,492)	(124,854)	(30,755)	(37,650)
Total	901,063	998,636	223,773	242,240
Less: Current portion	(164,057)	(119,952)	(32,765)	(32,554)
Lease liabilities - net of current portion	737,006	878,684	191,008	209,686

Movements of the lease liability account during the years ended 31 December 2022 and 2021 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Balance at beginning of year	998,636	937,387	242,240	273,842
Additions	23,112	343,810	14,528	-
Accretion of interest	35,711	45,524	9,010	10,149
Repayments	(101,496)	(41,751)	(42,005)	(41,751)
Transfer to accrued expenses	-	(217,934)	-	-
Rental fee waived	(54,900)	(68,400)	-	-
Balance at end of year	901,063	998,636	223,773	242,240



### 16.3 Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Depreciation expense of right-of-use assets	178,439	186,889	46,414	45,909
Interest expense on lease liabilities	35,711	45,524	9,010	10,149
Expense relating to short-term leases	16,702	15,558	6,894	7,215
Expense relating to leases of low-value assets	245	399	41	61
Expense relating to variable lease payments that do not depend on an index or a rate	40,139	-	-	-

A subsidiary has lease contracts for building that contains variable payments based on operation. The lease term is 3 years.

### 16.4 Others

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 127 million (the Company only: Baht 48 million) (2021: Baht 54 million, the Company only: Baht 48 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

## 17. Land and project development costs

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Land	6,745,272	6,723,233	1,860,878	2,018,464
Interest cost	221,598	216,130	189,890	199,448
Construction under development	665,020	702,310	225,143	461,319
Total	7,631,890	7,641,673	2,275,911	2,679,231
Less: Provision for loss on diminution in value of projects	(221,946)	(167,616)	(145,381)	(145,381)
Land and project development costs - net	7,409,944	7,474,057	2,130,530	2,533,850

During the current year, the Group included borrowing costs of Baht 23 million as cost of “Land and project development costs” (the Company only: Baht 7 million) (2021: Baht 18 million, the Company only: Baht 16 million). These were determined by applying a capitalisation rate of 1.0% (the Company only: 0.7%) (2021: 0.9%, the Company only: 0.7%).

The Company mortgaged certain plots of land and project development costs of subsidiaries with net book values as at 31 December 2022 amounting to Baht 1,493 million (2021: Baht 1,493 million) as collateral under the long-term loan agreement of the Company.

Movements in the provision for loss on diminution in value of projects during the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Beginning balance	167,616	167,616	145,381	145,381
Additional provision during the year	54,330	-	-	-
Ending balance	221,946	167,616	145,381	145,381

## 18. Short-term loans from financial institution

(Unit: Thousand Baht)

	Interest rate		Consolidated and separate	
	financial statements		financial statements	
	2022	2021	2022	2021
	(% p.a.)	(% p.a.)		
Promissory note	2.20	-	1,000,000	-
Total short-term loan from financial institution			1,000,000	-

## 19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Trade accounts payable - related parties (Note 6)	9,967	6,232	51,171	18,528
Trade accounts payable - unrelated parties	498,955	425,528	294,698	295,320
Other payables - related parties (Note 6)	2,059	1,150	1,068	686
Other payables - unrelated parties	121,571	73,044	47,170	19,404
Accrued interest	40,349	50,490	40,349	50,490
Total trade and other payables	672,901	556,444	434,456	384,428

## 20. Long-term loans

			(Unit: Thousand Baht)	
			Consolidated and separate	
			financial statements	
Loan	Interest rate % p.a.	Repayment schedule	2022	2021
1	MLR - 2.25	Repayment quarterly installments as from March 2021 to November 2023 <sup>(a)</sup>	1,544,141	3,144,141
2	3.20	Repayment semi-annual installments as from July 2023 to January 2026	1,500,000	-
Total			3,044,141	3,144,141
Less: Unamortised portion of deferred transaction costs			(2,630)	-
Less: Current portion			(1,919,141)	(1,600,000)
Long-term loans - net of current portion			(1,122,370)	1,544,141

MLR : Minimum Lending Rate

a) : Also subject to mandatory prepayment in inverse order of maturity upon the ownership transfer of property sales units.

Movement of the long-term loans account during the year ended 31 December 2022 are summarised below:

		(Unit: Thousand Baht)
		Consolidated and separate
		financial statements
Beginning balance		3,144,141
Add: Borrowing during the year		1,500,000
Less: Repayment		(1,600,000)
Ending balance		3,044,141

The long-term loans is secured by the mortgage of part of the land and construction in progress and land and project development costs of subsidiaries, as discussed in Notes 9 and 17.

The loans agreement contains several covenants which, among other things, requires the Company to maintain debt-to-equity ratio at a rate not exceeding 2:1.

## 21. Unsecured debentures

				Consolidated and separate financial statements			
Type of debenture	Interest rate	Age	Maturity date	Number of debenture (Unit)		Amount (Thousand Baht)	
				2022	2021	2022	2021
Unsubordinated and unsecured debentures							
- No. 1/2019	Fixed rate of 2.85% p.a.	3 years	8 May 2022	-	3,500,000	-	3,500,000
- No. 2/2019	Fixed rate of 2.30% p.a.	3 years	27 November 2022	-	4,000,000	-	4,000,000
- No. 1/2021	Fixed rate of 2.50% p.a.	3 years	3 March 2024	3,000,000	3,000,000	3,000,000	3,000,000
- No. 2/2021	Fixed rate of 1.76% p.a.	3 years	8 June 2024	1,500,000	1,500,000	1,500,000	1,500,000
- No. 1/2022	Fixed rate of 2.78% p.a.	3 years	5 May 2025	1,000,000	-	1,000,000	-
- No. 2/2022 (1)	Fixed rate of 3.06% p.a.	2 years	22 November 2024	730,000	-	730,000	-
- No. 2/2022 (2)	Fixed rate of 3.38% p.a.	3 years	21 November 2025	720,000	-	720,000	-
- No. 3/2022	Fixed rate of 3.33% p.a.	3 years	11 December 2025	550,000	-	550,000	-
Total debentures - at face value				7,500,000	12,000,000	7,500,000	12,000,000
Less: Unamortised portion of deferred transaction costs						(5,730)	(6,102)
Less: Discount on debentures						(112,974)	-
Debentures - net						7,381,296	11,993,898
Less: Current portion of debentures						-	(7,500,000)
Debentures - net of current portion						7,381,296	4,493,898

Movements in debentures accounts during the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2022	2021
Beginning balance	12,000,000	12,100,000
Add: Issuance of debentures during the year	3,000,000	4,500,000
Less: Redemption of debentures during the year	(7,500,000)	(4,600,000)
Ending balance	<u>7,500,000</u>	<u>12,000,000</u>

All of unsecured debentures include covenants and restrictions. These pertain to, among other things, dividend payment and the maintenance of certain financial ratios.

## 22. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, is as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Provision for long-term employee benefits at beginning of year</b>	265,469	248,641	173,780	162,050
Included in profit or loss:				
Current service cost	20,325	19,639	13,077	12,750
Interest cost	3,782	3,608	2,444	2,348
Benefits paid/transfer-out during the year	(8,917)	(6,419)	(7,811)	(3,368)
<b>Provision for long-term employee benefits at end of year</b>	<u>280,659</u>	<u>265,469</u>	<u>181,490</u>	<u>173,780</u>

As at 31 December 2022, the Group expected to pay Baht 10 million of long-term employee benefits during the next year (the Company only: Baht 7 million) (2021: Baht 8 million, the Company only: Baht 7 million).

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit was 12 years (the Company only: 12 years) (2021: 12 years, the Company only: 12 years).

Significant actuarial assumptions are summarised below.

	Consolidated and separate	
	financial statements	
	2022	2021
	(% p.a.)	(% p.a.)
Discount rate	1.5	1.5
Salary increase rate	5.0	5.0
Turnover rate	0 - 25.0	0 - 25.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

		As at 31 December 2022					
		Discount rate		Salary increase rate		Turnover rate	
		Increase	Decrease	Increase	Decrease	Increase	Decrease
		0.5%	0.5%	0.5%	0.5%	10%	10%
Consolidated financial statements		(14,231)	15,368	17,491	(16,283)	(10,556)	8,924
Separate financial statements		(8,782)	9,468	10,848	(10,117)	(6,323)	5,270

(Unit: Thousand Baht)

		As at 31 December 2021					
		Discount rate		Salary increase rate		Turnover rate	
		Increase	Decrease	Increase	Decrease	Increase	Decrease
		0.5%	0.5%	0.5%	0.5%	10%	10%
Consolidated financial statements		(14,033)	15,186	15,876	(14,798)	(9,409)	10,252
Separate financial statements		(8,722)	9,423	9,883	(9,228)	(5,664)	6,159

## 23. Provisions

(Unit: Thousand Baht)

		Consolidated financial statements				
		Provision for public utility maintenance	Provision for housing repairment	Compensation for Housing Estate Juristic Persons	Litigations	Total
As at 1 January 2021		264,143	213,409	138,129	424,262	1,039,943
Increase during the year		31,305	62,029	18,127	61,466	172,927
Utilised		(45,342)	(27,011)	(24,307)	(150,777)	(247,437)
Reversed during the year		-	-	(171)	(8,223)	(8,394)
As at 31 December 2021		250,106	248,427	131,778	326,728	957,039
Increase during the year		33,692	65,785	18,260	107,521	225,258
Utilised		(26,723)	(35,709)	(20,611)	(2,597)	(85,640)
Reversed during the year		-	-	(1,743)	(34,230)	(35,973)
As at 31 December 2022		257,075	278,503	127,684	397,422	1,060,684

(Unit: Thousand Baht)

## Consolidated financial statements

	Provision for public utility maintenance	Provision for housing repairment	Compensation for Housing Estate Juristic Persons	Litigations	Total
<b>2022</b>					
Current	257,075	278,503	127,684	-	663,262
Non-current	-	-	-	397,422	397,422
	<u>257,075</u>	<u>278,503</u>	<u>127,684</u>	<u>397,422</u>	<u>1,060,684</u>
<b>2021</b>					
Current	250,106	248,427	131,778	-	630,311
Non-current	-	-	-	326,728	326,728
	<u>250,106</u>	<u>248,427</u>	<u>131,778</u>	<u>326,728</u>	<u>957,039</u>

(Unit: Thousand Baht)

## Separate financial statements

	Provision for public utility maintenance	Provision for housing repairment	Compensation for Housing Estate Juristic Persons	Litigations	Total
As at 1 January 2021	111,758	107,964	62,445	8,871	291,038
Increase during the year	20,217	38,071	10,702	48,109	117,099
Utilised	(9,997)	(13,636)	(7,793)	(29,471)	(60,897)
Reversed during the year	-	-	(171)	-	(171)
As at 31 December 2021	121,978	132,399	65,183	27,509	347,069
Increase during the year	21,495	42,155	12,826	29,784	106,260
Utilised	(15,485)	(22,398)	(7,786)	(2,415)	(48,084)
Reversed during the year	-	-	(119)	(20)	(139)
As at 31 December 2022	<u>127,988</u>	<u>152,156</u>	<u>70,104</u>	<u>54,858</u>	<u>405,106</u>
<b>2022</b>					
Current	127,988	152,156	70,104	-	350,248
Non-current	-	-	-	54,858	54,858
	<u>127,988</u>	<u>152,156</u>	<u>70,104</u>	<u>54,858</u>	<u>405,106</u>
<b>2021</b>					
Current	121,978	132,399	65,183	-	319,560
Non-current	-	-	-	27,509	27,509
	<u>121,978</u>	<u>132,399</u>	<u>65,183</u>	<u>27,509</u>	<u>347,069</u>

## Provision for public utilities maintenance/housing repairment

In estimating the Group's provision for public utilities maintenance/housing repairment, the management considers historical data and/or currently available information about the costs of various types of repairment work.

## Compensation for Housing Estate Juristic Persons

The Group estimates the compensation for Housing Estate Juristic Persons using the rate specified by the law and regulations and the budgeted of public utilities as a basis for the calculation.

## 24. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

## 25. Revenue from contracts with customers

### 25.1 Disaggregated revenue information

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Type of goods or service:</b>				
Revenue from sales of real estate	8,226,938	7,502,387	5,350,610	4,660,562
Revenue from hotel operations	716,954	314,353	154,137	90,218
Other service income	48,210	45,488	48,210	45,488
Other income	190,791	198,208	91,256	81,895
Total revenue from contracts with customers	9,182,893	8,060,436	5,644,213	4,878,163
<b>Timing of revenue recognition:</b>				
Recognise revenue at a point in time	8,251,968	7,517,620	5,355,387	4,663,407
Recognise revenue over time	930,925	542,816	288,826	214,756
Total revenue from contracts with customers	9,182,893	8,060,436	5,644,213	4,878,163



Set out below is a reconciliation of the revenue from contracts with customers with the amounts disclosed in Note 30 relating to the segment information:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Revenue from external customers	9,182,893	8,060,436	5,644,213	4,878,163
Inter-segment revenue	480,532	149,995	-	-
	9,663,425	8,210,431	5,644,213	4,878,163
Adjustments and eliminations	(480,532)	(149,995)	-	-
Total revenue from contracts with customers	9,182,893	8,060,436	5,644,213	4,878,163

## 25.2 Revenue recognised in relation to contract balances

During the current year, amounts of Baht 22 million (the Company only: Baht 14 million) (2021: Baht 41 million, the Company only: Baht 29 million) that were included in advances received from customers at the beginning of the year were recognised as revenue.

## 25.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2022, revenue totaling Baht 485 million (the Company only: Baht 325 million) (2021: Baht 603 million, the Company only: Baht 363 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied (or partially unsatisfied). The Group expects to satisfy these performance obligations within 1 year.

## 26. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Interest expenses on borrowings	206,408	267,814	259,455	298,327
Interest expenses on lease liabilities	35,711	45,524	9,010	10,149
Other fees	17,140	16,573	14,253	14,885
<b>Total</b>	<b>259,259</b>	<b>329,911</b>	<b>282,718</b>	<b>323,361</b>

## 27. Expenses by nature

Significant expenses classified by nature are as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Purchase of land and payment of construction during the year	4,535,440	2,878,862	2,534,721	1,741,084
Changes in land and construction in progress	720,200	2,557,158	439,850	896,181
Changes in land and project development costs	64,113	(313,155)	403,320	419,408
Salaries and wages and other employee benefits	663,717	634,333	429,401	410,040
Depreciation	362,398	375,117	136,907	139,733

## 28. Income tax

Income tax expenses for the years ended 31 December 2022 and 2021 are made up as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Current income tax:</b>				
Current income tax charge	342,988	234,152	245,637	177,991
<b>Deferred tax:</b>				
Adjustment in respect of deferred tax of previous year	(83)	-	-	-
Relating to origination and reversal of temporary differences	(54,625)	(13,834)	(17,649)	(9,282)
<b>Income tax expense reported in the statement of comprehensive income</b>	<b>288,280</b>	<b>220,318</b>	<b>227,988</b>	<b>168,709</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Deferred tax on share of other comprehensive income of associates	(33,375)	(33,576)	(33,375)	(33,576)
	<u>(33,375)</u>	<u>(33,576)</u>	<u>(33,375)</u>	<u>(33,576)</u>

The reconciliation between accounting profit and income tax expense is shown below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Accounting profit before tax	2,683,810	1,889,978	2,623,519	1,838,370
Applicable tax rate	0% - 20%	0% - 20%	20%	20%
Accounting profit before tax multiplied by income tax rate	536,762	377,996	524,704	367,674
Effects of:				
Change in value of investments accounted for the equity method	(83,356)	(33,324)	(109,435)	1,419
Exempt income and non-deductible expenses	(164,964)	(123,406)	(187,251)	(200,376)
Additional expenses deduction allowed	(157)	(138)	(30)	(8)
Others	(5)	(810)	-	-
Total	<u>(248,482)</u>	<u>(157,678)</u>	<u>(296,716)</u>	<u>(198,965)</u>
Income tax expense reported in the statement of comprehensive income	<u>288,280</u>	<u>220,318</u>	<u>227,988</u>	<u>168,709</u>

The components of deferred tax assets (liabilities) are as follows.

(Unit: Thousand Baht)

	Statement of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Deferred tax assets (liabilities)</b>				
Provision for loss on diminution in value of projects	167,148	167,437	70,764	66,870
Allowance for diminution in value of investment properties	7,903	9,119	7,903	9,119
Allowance for impairment of property, plant and equipment	16,374	16,374	16,374	16,374
Provision for long-term employee benefits	54,805	52,213	36,298	34,756
Provision for public utility maintenance	51,083	49,933	25,598	24,396
Provision for housing repairment	55,233	49,610	30,431	26,480
Provision for contingent liabilities arising from litigations	79,484	65,346	10,972	5,502
Borrowing cost of projects	174,959	174,073	15,010	13,749
Recognition of installment income	8,739	9,417	-	-
Cost to obtain contracts with customers	(2,018)	(2,104)	(2,018)	(2,104)
Accumulated depreciation of investment properties	(5,078)	(6,016)	(5,078)	(6,016)
Income from rental of land	(160)	(219)	-	-
Unutilised tax losses	165,244	135,333	-	-
Leases	3,629	2,666	3,620	2,666
Others	12,258	11,796	6,614	7,047
<b>Deferred tax assets - net</b>	<b>789,603</b>	<b>734,978</b>	<b>216,488</b>	<b>198,839</b>
<b>Reflected in the statements of financial position as follows:</b>				
Deferred tax assets	789,763	735,197	216,488	198,839
Deferred tax liabilities	(160)	(219)	-	-
<b>Deferred tax assets - net</b>	<b>789,603</b>	<b>734,978</b>	<b>216,488</b>	<b>198,839</b>

As at 31 December 2022, the Group had deductible temporary differences totaling Baht 467 million (the Company only: Nil) (2021: Baht 549 million, the Company only: Nil). No deferred tax assets had been recognised on these amounts as the Group considered that the temporary differences will not be utilised in the future.

## 29. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	For the year ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Profit for the year (Thousand Baht)	2,395,531	1,669,660	2,395,531	1,669,660
Weighted average number of ordinary shares (Thousand shares)	10,714,382	10,714,382	10,714,382	10,714,382
Basic earnings per share (Baht per share)	0.22	0.16	0.22	0.16

## 30. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group are organised into business units based on its products and services and have four reportable segments as follows.

- Real estate business segment which consists of sales of land and houses and condominium units.
- Hotel business segment relates to service of residential buildings.
- Rental business segment relates to rental of office buildings.
- Others segment which consists of providing management services for buildings and investing business.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. However, the Group's income taxes are managed on a Group basis and are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Group's operating segments for the years ended 31 December 2022 and 2021.

(Unit: Million Baht)

For the year ended 31 December 2022

	Real estate business					Total reportable segments	Other transactions and eliminations	Consolidated
	Sales of land and houses	Sales of condominium units	Hotel business	Rental business	Other business			
Revenue from external customers	7,457	770	717	282	79	9,305	-	9,305
Inter-segment revenue	460	-	-	-	21	481	(481)	-
Interest income	2	-	-	-	2	4	-	4
Finance cost	(103)	(109)	(29)	-	(1)	(242)	-	(242)
Depreciation and amortisation	(17)	-	(257)	(83)	(5)	(362)	-	(362)
Reversal of provision for loss on diminution in value of projects	28	22	-	-	-	50	-	50
<b>Segment profit (loss)</b>	1,276	(120)	(26)	155	47	1,332	-	1,332
Other income								3
Administrative expenses								(229)
Share of profit from investments in associates								1,586
Finance cost								(8)
Income tax expenses								(288)
Profit for the year								2,396
<b>Segment total assets</b>								
Investments in associates accounted for the equity method	-	-	339	1,152	10,099	11,590	-	11,590
Additions to non-current assets other than financial instruments and deferred tax assets	2,339	-	115	-	25	2,479	-	2,479

(Unit: Million Baht)

For the year ended 31 December 2021

	Real estate business					Total reportable segments	Other transactions and eliminations	Consolidated
	Sales of land and houses	Sales of condominium units	Hotel business	Rental business	Other business			
Revenue from external customers	6,984	518	314	303	71	8,190	-	8,190
Inter-segment revenue	146	-	-	-	4	150	(150)	-
Interest income	2	-	-	-	2	4	-	4
Finance cost	(92)	(147)	(64)	(1)	(9)	(313)	-	(313)
Depreciation and amortisation	(18)	-	(267)	(86)	(4)	(375)	-	(375)
Reversal of provision for loss on diminution in value of projects	20	24	-	-	-	44	-	44
<b>Segment profit (loss)</b>	949	(146)	(253)	173	24	747	-	747
Other income								3
Administrative expenses								(225)
Share of profit from investments in associates								1,382
Finance cost								(17)
Income tax expenses								(220)
Profit for the year								1,670
<b>Segment total assets</b>								
Investments in associates accounted for the equity method	-	-	331	1,181	10,012	11,524	-	11,524
Additions to non-current assets other than financial instruments and deferred tax assets	1,310	-	369	-	6	1,685	-	1,685

The following table presents segment assets of the Group's operating segments as at 31 December 2022 and 2021.

(Unit: Million Baht)

	Real estate business					Total reportable segments	Unallocated assets	Consolidated
	Sales of land and houses	Sales of condominium units	Hotel business	Rental business	Other business			
<b>Segment assets</b>								
As at 31 December 2022	22,775	10,609	1,953	513	-	35,850	7,776	43,626
As at 31 December 2021	18,909	11,619	2,158	592	-	33,278	12,958	46,236

### Geographic information

The Group operates in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

### Major customers

For the years 2022 and 2021, the Group has no major customer with revenue of 10% or more of an entity's revenues.

## 31. Provident fund

The Group and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2558. The employees voluntarily contributed to the fund at the rate of 2% - 15% of basic salary, while the Group contributed to the rate of 3% - 6% of basic salary. The fund, which is managed by Land and House Fund Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2022 amounting to approximately Baht 20 million (the Company only: Baht 13 million) (2021: Baht 23 million, the Company only: Baht 15 million) were recognised as expenses.

## 32. Dividends paid

Dividends declared in 2022 and 2021 consist of the following:

	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)	Paid on
<b>Year 2022</b>				
Interim dividend for the operating results of six-month period ended 30 June 2022	Board of Directors' Meeting of the Company on 10 August 2022	428,569	0.04	8 September 2022
Dividend for the operating results of six-month period ended 31 December 2021	Annual General Meeting of the Shareholders on 22 April 2022	749,997	0.07	18 May 2022
Total dividend paid		1,178,566	0.11	

	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)	Paid on
<b>Year 2021</b>				
Interim dividend for the operating results of six-month period ended 30 June 2021	Board of Directors' Meeting of the Company on 9 August 2021	321,425	0.03	7 September 2021
Dividend for the operating results of six-month period ended 31 December 2020	Annual General Meeting of the Shareholders on 22 April 2021	857,111	0.08	18 May 2021
Total dividend paid		<u>1,178,536</u>	<u>0.11</u>	

### 33. Commitments and contingent liabilities

The Group has the following outstanding commitments and contingent liabilities.

- 33.1 The Group has the following outstanding commitments in respect of agreements to purchase of land and construction of projects.

	(Unit: Million Baht)	
	As at 31 December	
	2022	2021
Construction contracts	754	580
Agreements to purchase land for development of future projects	138	431

- 33.2 As at 31 December 2022, the Group has entered into several lease agreements to lease motor vehicles and equipment, with a terms of generally 1 year (2021: 1 year).

The Group had future minimum lease payments required under those operating leases contracts as follows.

	(Unit: Million Baht)	
	As at 31 December	
	2022	2021
Payable:		
in up to 1 year	6	8

- 33.3 As at 31 December 2022, the Group had commitments in respect of various service commitments totaling Baht 27 million (2021: Baht 35 million)

- 33.4 As at 31 December 2022, the Group had servitude over land of approximately 53 rai (2021: 50 rai) of which the cost is included in the cost of projects.



### 34. Bank guarantees

There were outstanding bank guarantees issued by the banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business as follows.

	(Unit: Million Baht)	
	As at 31 December	
	2022	2021
Letters of guarantee for arrangement and maintenance of public utilities	2,012	1,863
Letters of guarantee for electricity usage	12	14
Other letters of guarantee	47	47
Total	2,071	1,924

### 35. Litigations

35.1 Between 2014 and 2022, various customers sued the Company and its subsidiaries for compensatory damages from purchase of land and houses of their projects, as at 31 December 2022, totaling Baht 1,492 million (2021: Baht 1,411 million). The lawsuits are currently in the judicial process. For reasons of prudence, the Company and its subsidiaries have set aside provisions totaling Baht 371 million (2021: Baht 298 million), which the Company and its subsidiaries deemed appropriate.

35.2 In 2017, the Company was filed as a defendant by a construction contractor company, plaintiff, for breach of hire of work agreement, with the plaintiff demanding outstanding payment and compensatory damages as at 31 December 2022, totaling Baht 135 million (2021: Baht 135 million). In October 2019, the Court of First Instance dismissed the case and rendered a judgement ordering that plaintiff pay the compensatory damages arising from the counterclaim of Baht 77 million together with interest.

The Company demanded that the bank, as an issuer of the letter of guarantees, settle the payment on behalf of the plaintiff in accordance with the judgement of the Court and subsequently received the amount of Baht 41 million in May 2020 in accordance with the facilities stated in the letter of guarantee. The amount received was presented as “Deferred compensatory damage income” in the statement of financial position and will be recognised in profit or loss when the lawsuit is finalised.

In October 2022, the Court of Appeal overturned the prior judgement and ordered the Company to pay the outstanding payment and retention to the plaintiff. After offsetting the debt with the plaintiff's obligation to pay the compensatory damages, the Company was required to pay an additional amount of Baht 3 million together with interest and return the letter of guarantee to the plaintiff.

The Company is preparing for the next judicial process. However, the Company does not expect any material impact on the Company's financial statements.

- 35.3 Between 2018 and 2022, Housing Estate Juristic Persons sued the Company and its subsidiaries as a defendant/co-defendant for a breach of agreement under the Land Development Act B.E. 2543, demanding compensatory damages of the Company and its subsidiaries, as at 31 December 2022, totaling Baht 544 million (2021: Baht 464 million). The lawsuits are currently in the judicial process. For reasons of prudence, the Company and its subsidiaries have set aside provision of Baht 26 million (2021: Baht 25 million) for the loss arising from these litigations, which the Company and its subsidiaries deemed to be an appropriate amount.

### 36. Fair value hierarchy

As at 31 December 2022 and 2021, the Group had the assets and liabilities that were disclosed at fair value using different levels of inputs as follows.

(Unit: Million Baht)				
Consolidated and separate financial statements				
As at 31 December 2022				
	Level 1	Level 2	Level 3	Total
<b>Assets for which fair value are disclosed</b>				
Investments in associates	46,339	-	-	46,339
Investment properties	-	-	852	852
<b>Liability for which fair value are disclosed</b>				
Unsecured debentures	-	7,357	-	7,357

(Unit: Million Baht)				
Consolidated and separate financial statements				
As at 31 December 2021				
	Level 1	Level 2	Level 3	Total
<b>Assets for which fair value are disclosed</b>				
Investments in associates	44,581	-	-	44,581
Investment properties	-	-	991	991
<b>Liability for which fair value are disclosed</b>				
Unsecured debentures	-	12,113	-	12,113

## 37. Financial instruments

### 37.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, accounts receivable, loans to, investments, deposits, accounts payable, retention guarantees, short-term loans, long-term loans, lease liabilities and debentures. The financial risks associated with these financial instruments and how they are managed in described below.

#### ***Credit risk***

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans to and deposit with banks. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

#### ***Trade accounts receivable***

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade accounts are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by product type and customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

#### ***Financial instruments and cash deposits***

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, short-term loans, debentures and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2022 and 2021, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

As at 31 December 2022						
	Fixed interest rates					
	Within 1 year	1-5 years	Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
<u>Financial assets</u>						
Cash and cash equivalents	-	-	1,366	164	1,530	0.15 - 0.60
Trade and other receivables	-	-	-	42	42	-
Deposits of lease of land and building	-	-	-	7	7	-
<u>Financial liabilities</u>						
Short-term loans from financial institutions	1,000	-	-	-	1,000	2.20
Trade and other payables	-	-	-	673	673	-
Long-term loans	375	1,123	1,544	-	3,042	MLR - 2.25, 3.20
Deposits for rental and service	-	-	-	37	37	-
Retention guarantees	-	-	-	240	240	-
Unsecured debentures	-	7,381	-	-	7,381	1.76 - 3.38

(Unit: Million Baht)

	As at 31 December 2021					
	Fixed interest rates					
	Within 1 year	1-5 years	Floating interest rate	Non-interest bearing	Total	Interest rate  (% p.a.)
<u>Financial assets</u>						
Cash and cash equivalents	-	-	2,988	218	3,206	0.05 - 0.40
Trade and other receivables	-	-	-	26	26	-
Deposits of lease of land and building	-	-	-	14	14	-
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	556	556	-
Long-term loan	-	-	3,144	-	3,144	MLR - 2.25
Deposits for rental and service	-	-	-	73	73	-
Retention guarantees	-	-	-	230	230	-
Unsecured debentures	7,500	4,494	-	-	11,994	1.76 - 2.85

### **Interest rate sensitivity**

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loan from affected as at 31 December 2022 and 2021.

Currency	2022		2021	
	Increase (decrease)	Effect on profit before tax	Increase (decrease)	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Baht	0.40	6,177	0.25	7,860
	(0.40)	(6,177)	(0.25)	(7,860)

### **Foreign currency risk**

As at 31 December 2022 and 2021, the Group had no material financial instruments which denominated in foreign currency.

### **Liquidity risk**

The Group monitors the risk of a shortage of liquidity through the use of short-term loan from financial institutions, trade and other payables, lease liabilities, long-term loans, deposits for rental and services, retention guarantees and unsecured debentures. Approximately 31% of the Group's debt will mature in less than one year at 31 December 2022 (2021: 60%) (the Company only: 29%, 2021: 61%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2022 and 2021 based on contractual undiscounted cash flows:

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Short-term loan from financial institution	-	1,000	-	-	1,000
Trade and other payables	-	673	-	-	673
Lease liabilities	-	195	736	63	994
Long-term loans	-	1,919	1,125	-	3,044
Deposits for rental and services	37	-	-	-	37
Retention guarantees	240	-	-	-	240
Unsecured debentures	-	-	7,500	-	7,500
<b>Total non-derivatives</b>	<b>277</b>	<b>3,787</b>	<b>9,361</b>	<b>63</b>	<b>13,488</b>

(Unit: Million Baht)

## Consolidated financial statements

As at 31 December 2021

	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Trade and other payables	-	556	-	-	556
Lease liabilities	-	155	747	221	1,123
Long-term loan	-	1,600	1,544	-	3,144
Deposits for rental and services	73	-	-	-	73
Retention guarantees	230	-	-	-	230
Unsecured debentures	-	7,500	4,500	-	12,000
<b>Total non-derivatives</b>	<b>303</b>	<b>9,811</b>	<b>6,791</b>	<b>221</b>	<b>17,126</b>

(Unit: Million Baht)

## Separate financial statements

As at 31 December 2022

	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Short-term loan from financial institution	-	1,000	-	-	1,000
Trade and other payables	-	434	-	-	434
Lease liabilities	-	41	151	63	255
Long-term loans	-	1,919	1,125	-	3,044
Deposits for rental and services	31	-	-	-	31
Retention guarantees	110	-	-	-	110
Unsecured debentures	-	-	7,500	-	7,500
<b>Total non-derivatives</b>	<b>141</b>	<b>3,394</b>	<b>8,776</b>	<b>63</b>	<b>12,374</b>

(Unit: Million Baht)

## Separate financial statements

As at 31 December 2021

	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Trade and other payables	-	384	-	-	384
Lease liabilities	-	41	139	100	280
Long-term loan	-	1,600	1,544	-	3,144
Deposits for rental and services	67	-	-	-	67
Retention guarantees	111	-	-	-	111
Unsecured debentures	-	7,500	4,500	-	12,000
<b>Total non-derivatives</b>	<b>178</b>	<b>9,525</b>	<b>6,183</b>	<b>100</b>	<b>15,986</b>

### 37.2 Fair values of financial instruments

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows.

- a) For financial assets and liabilities which have short-term maturity, including cash and cash at financial institutions, accounts receivable, accounts payable, deposits, retention guarantees and short-term loans, their carrying amounts in the statement of financial position approximate their fair value.
- b) For fixed rate debentures and long-term loans, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.

Since the majority of the Group's financial instruments bear floating interest rates, their fair value except unsecured debentures are not expected to be materially different from the amounts presented in the statement of financial position. The estimated fair value of unsecured debentures, in comparison with the related amounts carried in the statement of financial position, is as follows.

	(Unit: Million Baht)			
	As at 31 December 2022		As at 31 December 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
<u>Financial liability</u>				
Unsecured debentures	7,381	7,357	11,994	12,113

During the current year, there were no transfers within the fair value hierarchy.

### 38. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value and it meets financial covenants attached to the loan agreements. The Group has complied with these covenants throughout the reporting periods.

As at 31 December 2022, the Group's debt-to-equity ratio was 0.57:1 (2021: 0.71:1) and the Company's was 0.49:1 (2021: 0.64:1).

### 39. Event after reporting period

On 24 February 2023, the meeting of the Company's Board of Directors passed a resolution to propose to the annual general meeting of the Company's shareholders for an approval of a dividend payment at a rate of Baht 0.14 per share from the operating result of the year 2022 or a total of approximately Baht 1,500 million. The Company paid an interim dividend of Baht 0.04 per share to its shareholders on 8 September 2022 and will pay a final dividend of Baht 0.10 per share or a total of approximately Baht 1,071 million on 18 May 2023.

### 40. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2023.



# Attachments

## Attachment 1

Details of Directors, Executives, Controlling Persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and the Company's Secretary

## Attachment 2

Details of the Directors of Subsidiaries

## Attachment 3

Details of the Head of the Internal Audit

## Attachment 4

Assets for Business Undertaking and Details of Asset Appraisal

## Attachment 5

Corporate Governance Policy and Code of Conduct

## Attachment 6

Report of the Audit Committee

## Attachment 1

1. Details of Directors, Executives, Controlling Persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and the Company's secretary

1.1 Details of Directors, Executive, Controlling Persons, the person assigned to take the highest responsibility in Accounting and Finance and the Company's secretary

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
1. <b>Mr. Boonsom Lerdhirunwong</b> - Independent Director - Chairman of the Board of Directors  Directorship 7 years (Sep 21, 2015-Present)	69	<b>Education</b> - Ph.D. of Civil Engineering, INSA Toulouse, France - Master Degree of Civil Engineering, Chulalongkorn University - Bachelor Degree of Civil Engineering, Chulalongkorn University  <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> <u>Training Course</u> 2022 - Advanced Audit Committee Program (AAP) 2019 - Board Matters and Trends (BMT) - Ethical Leadership Program (ELP) 2016 - Anti-Corruption : The Practical Guide (ACPG) 2014 - Role of Chairman Program (RCP) 2013 - Successful Formulation & Execution of Strategy (SFE) 2012 - Directors Certification Program (DCP) - Financial Statement for Directors (FSD) - Audit Committee Program (ACP) - Monitoring Fraud Risk Management (MFM) - Monitoring of the Quality of Financial Reporting (MFR) - Monitoring the Internal Audit Function (MIA) - Monitoring the System of Internal Control and Risk (MIR)	None	-	<b>Listed companies</b>		
					2015-Present	- Independent Director	Quality Houses Plc.
					2014-Present	- Chairman of the Board of Directors	
						- Independent Director	Home Product Center Plc.
					<b>Other organization / institution</b>		
					2010-Present	- Director - Chairman of Executive Directors of Building and Infrastructure Committee	The Thai Red Cross Society
					2015-2021	- President	Shinawatra University
					2015-2018	- Chairman of the Board Directors	Thailand institute of Nuclear Technology

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
1. <b>Mr. Boonsom Lerdhirunwong</b> (Cont.)		<u>IOD Forum</u> 2018 - Digital Transformation : A Must for All Companies 2017 - The Role of Chairman in Leading Strategic Risk Oversight Update COSO Enterprise Risk Management : Integrating with Strategy and Performance 2016 - Corporate Governance VS Corporate Performance : Duty or Choice? <u>Others</u> 2014 - Corporate Governance: Effectiveness and Accountability in the Boardroom, Kellogg School of Management, Northwestern University 2013 - Certificate in Top Executives in the Energy Academy Program (Class of 3 <sup>rd</sup> ) 2006 - Diploma, National Defense College, the Joint State-Private Sector Course (Class of 19 <sup>th</sup> )					
2. <b>Mr. Rachai Wattanakasaem</b> - Independent Director - Chairman of the Audit Committee - Member of the Nomination and Remuneration Committee  Directorship 17 years (Aug 10, 2005-Present)	75	<b>Education</b> - Master Degree of Business Administration (Honors Degree), Industrial Management II class, Pacific States University, California, U.S.A. <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> 2019 - Board Matters and Trends (BMT) 2011 - Role of the Compensation Committee (RCC) 2007 - Directors Certification Program (DCP)	None	-	<b>Listed companies</b> 2019-Present - Chairman of the Audit Committee - Member of the Nomination and Remuneration Committee 2005-Present - Independent Director 2016-Apr 2022 - Member of the Corporate Governance Committee 2010-2019 - Chairman of the Nomination and Remuneration Committee 2008-2010 - Member of the Nomination and Remuneration Committee 2005-2019 - Member of the Audit Committee 2019-Present - Independent Director - Member of Audit Committee 2015-2018 - Independent Director - Member of Audit Committee - Member of Risk Management Committee P.C.S. Machine Group Holding Plc. Thai Rubber Latex Corporation (Thailand) Plc.		Quality Houses Plc.
					<b>Non-listed companies</b> 2021-Present - Independent Director 2018-Present - Director 2014-Present - Independent Director - Member of Audit Committee Dusit Foods Co.,Ltd. Yip In Tsol & Jacks Co., Ltd. Land and Houses Securities Plc.		

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years							
					Period	Position	Company					
3. Mr. Suri Buakhom  - Independent Director - Chairman of the Corporate Governance Committee - Member of the Audit Committee  <u>Directorship</u> 12 years (May 1, 2010-Present)	78	<b>Education</b> - Master Degree of Business Administration (MBA), Thammasat University - Bachelor Degree of Economics, Kasetsart University <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> 2019 - Board Matters and Trends (BMT) - Ethical Leaderships Program (ELP) 2014 - Anti-Corruption : The Practical Guild (ACPG) 2008 - Directors Certification Program Refresher (DCP-Re) - Role of the Compensation Committee (RCC) 2007 - Role of the Chairman Program (RCP) 2006 - Finance for Non-Finance Director (FND) - Directors Certification Program (DCP) - Directors Accreditation Program (DAP) <u>Others</u> - Diploma of Information Technology, Harvard University - National Defense College (Class 4010)	None	-	<b>Listed companies</b>							
					2014-Present	- Member of the Audit Committee	Quality Houses Plc.					
					2010-Present	- Independent Director - Chairman of the Corporate Governance Committee						
					2010-Present	- Chairman - Chairman of Audit Committee	Thaiwire Products Plc.					
					<b>Non-listed company</b>							
					2009-Present	- Director - Member of Nominating Committee	Zhengxin Bank Co., Ltd.					
					4. Mr. Adul Vinaiphath  - Independent Director - Chairman of the Nomination and Remuneration Committee - Chairman of the Sustainable Development Committee - Member of the Audit Committee  <u>Directorship</u> 4 years (Mar 30, 2018-Present)	76	<b>Education</b> - Master Degree of Arts (Economics), University of Texas at Austin, U.S.A - Bachelor Degree of Economics, Thammasat University <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> 2010 - Financial Institutions Governance Program (FGP) 2007 - Role of the Compensation Committee (RCC) 2005 - Audit Committee Program (ACP) 2002 - Directors Certification Program	None	-	<b>Listed companies</b>		
										Sep 2022-Present	- Chairman of the Sustainable Development Committee	Quality Houses Plc.
										2019-Present	- Chairman of the Nomination and Remuneration Committee	
										2018-Present	- Independent Director - Member of the Audit Committee	The Thai Package and Printing Plc.
2010-Present	- Director											
2017-May 2022	- Chairman of the Audit Committee	LH Financial Group Plc.										
2013-May 2022	- Chairman of the Corporate Governance Committee											
2009-May 2022	- Independent Director											
	2018	- Nomination and Remuneration Committee										

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
4. Mr. Adul Vinaiphath (Cont.)		<u>Others</u> - Diploma, National Defense College, The Joint State-Private Sector Course (Class 388 <sup>th</sup> ) - Senior Administrator Course, Office of the Civil Service Commission - Capital Market Academy Leadership Program, CMA14			2009-2018	- Chairman of the Nomination and Remuneration Committee	LH Financial Group Plc.
					2009-2017	- Member of the Audit Committee	
					<b>Non-listed companies</b>		
					2016-Present	- Independent Director	Land and Houses Fund Management Co.,Ltd.
					2009-Present	- Chairman of the Audit Committee	Evergreen Plus Co.,Ltd.
						- Director	
					2007-Present	- Chairman of the Executive Committee - Director	I.G.S Plc.
<b>Other organization / institution</b>							
5. Mr. Naporn Sunthomchittharoen  - Director  <u>Directorship</u> 5 years (Jun 27, 2017-Present)	64	<b>Education</b> - Master Degree of Business Administration (MBA), Thammasat University - Bachelor Degree (Civil Engineering), Chiangmai University <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> 2011 - Financial Institutions Governance Program (FGP) 2005 - Directors Certification Program (DCP) 2004 - Directors Accreditation Program (DAP) <u>Other</u> - National Defense College Class of 2006	None	100,000 shares (0.00093%)	2002-2021	- Director	The Thai Tapioca Development Institute Foundation (TTDI)
					<b>Listed companies</b>		
					2017-Present	- Director	Quality Houses Plc.
					2013-2017	- Chairman of the Board of Directors	Land & Houses Plc.
						- Chairman of the Executive Board	
						- Director	
						- Executive Director	
					2015-Present	- Managing Director (Operations)	Home Product Center Plc.
					2001-Present	- Member of the Nomination and Remuneration Committee	
						- Director	
					2011-Present	- Executive Director	LH Financial Group Plc.
					2018-2019	- Director	
					2011-2018	- Member of the Nomination and Remuneration Committee	
- Member of the Nomination and Remuneration Committee							
2011-2017	- Executive Director	Quality Construction Products Plc.					
1994-Present	- Director						

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
5. Mr. Naporn Sunthornchitcharoen (Cont.)					Non-listed companies		
					2013-Present	- Director	Land and Houses Securities Plc.
					2012-Present	- Director	Land and Houses USA., Inc.
					2005-Present	- Director	Land and Houses Bank Plc.
						- Executive Director	
					2005-2018	- Member of the Nomination and Remuneration Committee	
					2004-Present	- Director	LH Asset Co., Ltd.
					2003-Present	- Director	LH Real Estate Co., Ltd.
					2002-Present	- Director	Land & Houses Property Fund 2
					2000-Present	- Director	Land & Houses Property Fund 1
					1995-Present	- Director	Land & Houses Northeast Co. Ltd.
						- Director	Land & Houses North Co., Ltd.
						- Director	LH Muang Mai Co., Ltd.
					1993-Present	- Director	Siam Tanee Real Estate Co., Ltd.
					1990-Present	- Director	Siam Tanee Property Co., Ltd.
1987-Present	- Director	Atlantic Real Estate Co., Ltd.					
1986-Present	- Director	LH Mall & Hotel Co., Ltd.					
2005-2018	- Director	Phuket Future Plan Co., Ltd.					
2005-2017	- Director	Double Three Co., Ltd.					
6. Mr. Adisorn Thananan-narapool  - Director - Member of the Nomination and Remuneration Committee  Directorship 19 years (Apr 9, 2003-Present)	68	Education  - Stanford Executive Program (SEP), Graduate School of Business, Stanford University - Master Degree of Business Administration (MBA), Thammasat University - Bachelor Degree of Accounting, Thammasat University  Training Thai Institute of Directors Association (IOD) 2004 - Directors Certification Program (DCP) - Directors Accreditation Program (DAP)  Other Capital Market Academy (CMA 2)	None	1,101 shares (0.00001%)	Listed companies		
					2018-Present	- Member of the Nomination and Remuneration Committee	Quality Houses Plc.
					2003-Present	- Director	
					2013-2021	- Director	Land and Houses Plc.
						- Managing Director	
					Non-listed companies		
					2013-2021	- Director	Land and Houses USA., Inc.
					2005-2021	- Director	L&H Property Co., Ltd.
					2004-2021	- Director	LH Asset Co., Ltd.
						- Director	
					2002-2021	- Director	LH Realstate Co., Ltd.
					2001-2021	- Director	Land and Houses Property Fund II
						- Director	
					1991-2021	- Director	LH Muang Mai Co., Ltd.
							LH Mall & Hotel Co., Ltd.

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
7. Mrs. Suwanna Bhuddhaphasart - Director - Vice Chairman of the Sustainable Development Committee - Member of the Risk Management Committee - Member of the Corporate Governance Committee  Directorship 22 years (Jul 1, 2000-Present)	67	<b>Education</b> - Master Degree of Business Administration, Chulalongkorn University - Bachelor Degree of Accounting, Chulalongkorn University <b>Training</b> Thai Institute of Directors Association (IOD) 2022 - Branding and Marketing for Hotel Business 2011 - Financial Institutions Governance Program (FGP) 2007 - Directors Certification Program (DCP) 2004 - Directors Accreditation Program (DAP)	None	7,013,754 shares (0.06546%)	<b>Listed companies</b>		
					Sep 2022-Present	- Member of the Sustainable Development Committee	Quality Houses Plc.
					2011-Present	- Member of the Corporate Governance Committee	
						- Member of the Risk Management Committee	
					2000-Present	- Director	
					Feb 2022-Present	- Chairperson	Mandarin Hotel Plc.
					2021-Feb 2022	- Vice Chairperson	
					2018-Present	- Executive Director	
					2003-Present	- Director	Home Product Center Plc.
					<b>Non-listed companies</b>		
					2017-Present	- Director	Land and Houses Fund Management Co., Ltd.
						- Director	L&H Property Co., Ltd.
					2016-Present	- Director	LH Mall & Hotel Co., Ltd.
						- Chief Executive Officer	
						- Director	L&H Retail Management Co., Ltd.
						- Director	Gusto Village Co., Ltd.
						- Director	Casa Ville (Rayong 2553) Co., Ltd.
						- Director	Casa Ville (Prachuabkhirkhan 2554) Co., Ltd.
						- Director	Casa Ville (Petchburi 2553) Co., Ltd.
					2013-Present	- Director	Property Host Co., Ltd.
						- Director	Casa Ville (Chonburi 2554) Co., Ltd.
					2012-Present	- Director	Center Point Hospitality Co., Ltd.
						- Director	L&H Hotel Management Co., Ltd.
					2010-Present	- Director	Q.House Precast Co., Ltd.
					2008-Present	- Director	L&H Management Co., Ltd.
					2003-Present	- Director	Casa Ville Co., Ltd.
						- Director	Q.H. Management Co., Ltd.
					2000-Present	- Director	Q.H. International Co., Ltd.
						- Director	The Confidence Co., Ltd.

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
8. Mr. Achawin Asavabhokin - Director  <u>Directorship</u> 5 years (Dec 26, 2017-Present)	47	<b>Education</b> - Bachelor Degree of Finance, University of Pennsylvania, U.S.A. - Bachelor Degree of Industrial engineering, University of Pennsylvania, U.S.A. <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> 2014 - Directors Certification Program (DCP)	None	-	<b>Listed companies</b>		
					2018-Present	- Director	Land and Houses Plc.
					2017-Present	- Director	Quality Houses Plc.
					2014-Present	- Director	Home Product Center Plc.
					<b>Non-listed company</b>		
					2020-Present	- Chief Marketing Officer, Sales & Marketing Division - Senior Executive Vice President - Chief Marketing Officer - Executive Vice President, Product & Foreign Fixed Income Group	SCB Asset Management Co., Ltd.
9. Mr. Chalerm Kiettianabumroong - Director - Chief Executive Officer - Chairman of the Risk Management Committee - Chairman of the Executive Committee  <u>Directorship</u> 3 years (Feb 26, 2019-Present)	70	<b>Education</b> - Master Degree of Business Administration (MBA), Chulalongkorn University - Bachelor Degree of Civil Engineering, Chulalongkorn University <b>Training</b> <u>Thai Institute of Directors Association (IOD)</u> 2005 - Directors Certification Program (DCP) Class 54/2005 - Director Diploma Examination Class 16/2005	None	136,500 shares (0.0013%) (Held by spouse)	<b>Listed company</b>		
					2019-Present	- Director - Chief Executive Officer - Chairman of the Risk Management Committee - Chairman of the Executive Committee	Quality Houses Plc.
					2017-2018	- Director - Executive Director - President (Operation)	Land and Houses Plc.
					2014-2018	- Risk Management and Sustainable Development Director	
					2013-2017	- Director - Senior Executive Vice President & Chief Operation Officer	
					2011-2018	- Director	
					<b>Non-listed companies</b>		
					2005-2018	- Director - Director - Director	Phuket Future Plan Co., Ltd. Double Three Co., Ltd. LH Realestate Co., Ltd.
					2004-2018	- Director	LH Asset Co., Ltd.
					2001-2018	- Director	LH Muang Mai Co., Ltd.



Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
10. Mr. Pravit Choatawattanaphun - Director - Managing Director - Member of the Risk Management Committee - Member of the Sustainable Development Committee  <u>Directorship</u> 12 Years (Apr 20, 2010-Present)	65	<b>Education</b> - Master Degree of Business Administration (MBA), Thammasart University - Bachelor Degree of Civil Engineering, Chiang Mai University <b>Training</b> Thai Institute of Directors Association (IOD) 2016 - How to Develop Risk Management (HRP) 2011 - Directors Certification Program (DCP)	None	-	<b>Listed company</b>		
					Sep 2022-Present	- Member of the Sustainable Development Committee	Quality Houses Plc.
					2018-Present	- Managing Director	
					2016-Present	- Member of the Risk Management Committee	
					2010-Present	- Director	
					2016-2018	- Senior Executive Vice President	
					<b>Non-listed companies</b>		
					2016-Present	- Director	Gusto Village Co., Ltd.
						- Director	The Confidence Co., Ltd.
						- Director	Center Point Hospitality Co., Ltd.
11. Ms. Apiya Jarutrakulchai - Director - Member of the Risk Management Committee - Member of the Corporate Governance Committee - Member of the Sustainable Development Committee - Senior Executive Vice President - Company Secretary - CFO	60	<b>Education</b> - Master Degree of Business Administration (MBA), National Institute of Development Administration (NIDA) - Bachelor Degree of Business Administration, University of the Thai Chamber Commerce <b>Training</b> Thai Institute of Directors Association (IOD) 2016 - Directors Accreditation Program (DAP) - How to Develop Risk Management (HRP)	None	-	<b>Listed company</b>		
					Sep 2022-Present	- Member of the Sustainable Development Committee	Quality Houses Plc.
					2018-Present	- Director	
					2016-Present	- Company Secretary	
					2016-Present	- Senior Executive Vice President	
						- Chief Financial Officer	
					2015-Present	- Member of the Risk Management Committee	
						- Member of the Corporate Governance Committee	
					2015-2016	- Executive Vice President	

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
11. Ms. Apinya Jarutrakulchai (Cont.)  <u>Directorship</u> 4 Years (Aug 10, 2018-Present)	Other	<ul style="list-style-type: none"> <li>- Fundamentals for Corporate Secretaries (FCS), TLCA</li> <li>- Strategic CFO in Capital Markets (Class of 1<sup>st</sup>), The Stock Exchange of Thailand (SET)</li> <li><u>Continuing Professional Development</u></li> <li>- TLCA CFO Professional Development Program 2022 <ul style="list-style-type: none"> <li>• No.2/2022 "Economic Update for CFO"</li> <li>• No.3/2022 "PDPA for Accounting and Finance"</li> <li>• No.6/2022 "Roles of CFO in the field of corporate sustainability"</li> </ul> </li> <li>- TLCA CFO Professional Development Program 2021 <ul style="list-style-type: none"> <li>• No.4/2021 "How finance leaders are adapting within the new normal"</li> <li>• No.6/2021 "ESG Integration in Sustainable Investing"</li> <li>• No.8/2021 "The modern CFO : Driving Digital Transformation of the Finance and Accounting"</li> </ul> </li> <li>- TLCA CFO Professional Development Program 2020 <ul style="list-style-type: none"> <li>• No.4/2020 "Capital Structure and Funding Strategy"</li> <li>• No.6/2020 "Update on Taxes and Foreign Investment Issues"</li> <li>• No.7/2020 "Data Privacy Law and Cyber Security"</li> <li>• No.8/2020 "Strategic Financial Communication"</li> </ul> </li> </ul>			<b>Non-listed companies</b>		
					Jul 2018-Present	- Director	Q.H.International Co., Ltd.
						- Director	Gusto Village Co., Ltd.
						- Director	The Confidence Co., Ltd.
						- Director	Center Point Hospitality Co., Ltd.
						- Director	Casa Ville (Prachuabkhirkhan 2554) Co., Ltd.
						- Director	Casa Ville (Rayong 2553) Co., Ltd.
						- Director	Casa Ville (Chonburi 2554) Co., Ltd.
						- Director	Q.House Precast Co., Ltd.
						- Director	Casa Ville (Petchburi 2553) Co., Ltd.
						- Director	Casa Ville Co., Ltd.
						- Director	Q.H. Management Co., Ltd.

Remarks : 1. No director or executive has a criminal record in the past 10 years in connection with:

- 1) Being convicted of a criminal offense or in the process of being prosecuted for a criminal offense, except for an offense arising from a traffic violation, misdemeanor, or other offenses of similar nature.
  - 2) Being sentenced to bankruptcy or asset protection.
  - 3) Being an executive or controlling person in a company and partnership that has been sentenced to bankruptcy or asset protection.
2. The Company Secretary has performed the duties prescribed in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008), which came into force on August 31, 2008, with responsibility, caution, and honesty, in accordance with the law, the Company's objectives, Articles of Association, the Board of Directors resolutions, as well as the resolutions of the shareholders' meeting. The legal duties of the Company Secretary are discussed in Section 7.6 Other Important Information Section 7.6.1 Company Secretary.

## 1.2 Details of the executives

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
1. <b>Mr. Adisak Srisook</b> - Executive Vice President	57	<b>Education</b> - Bachelor of Engineering (Civil), King Mongkut's University of Technology Thonburi	None	33 shares (0.00000%)	2016-Present	- Executive Vice President	Quality Houses Plc.
					2013-2016	- Senior Vice President	
					2008-2013	- Vice President	
					2016-Present	- Director	
						- Director	
						- Director	
						- Director	
						- Director	
						- Director	
						- Director	
2. <b>Mr. Somnart Promkunakorn</b> - Executive Vice President	55	<b>Education</b> - Bachelor of Engineering, Chiang Mai University - MBA, Chulalongkorn University	None	-	2015-Present	- Executive Vice President	Quality Houses Plc.  The Confidence Co., Ltd.
					2016-Present	- Director	
					2014	- Senior Vice President, Residential Zone	
					2013	- Senior Vice President, Product Research and Development Department	
					2012-2013	- Vice President, Product Research and Development Department	
					2016-Present	- Director	
						- Director	
						- Director	
						- Director	
						- Director	
					2014-Present	- Director	

### 1.3 Detail of the person assigned to take direct responsibility for accounting supervision

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
1. Ms. Chuleeporn Moonsawat - Assistant Vice President, Finance and Accounting	42	<b>Education</b> - Bachelor of Accountancy, Payap University <b>2022</b> - Financial Statement Analysis - CPD (Accounting) 7 hours - Cash Flow - CPD (Accounting) 7 hours - Accounting Standard for Property, Plant and Equipment - CPD (Accounting) 6 hours - Income, Difference between accounting and tax - CPD (Accounting) 5 hours <b>2021</b> - Cash Flow - CPD 7 hours - Ethics and TFRS for NPAEs - CPD 7 hours - TFRS for NPAEs (Part 2) - CPD 7 hours <b>2020</b> - TFRS 15 - CPD 6.30 hours - TFRS 16 - CPD 7 hours - TFRS 9 - CPD 7 hours - Financial Statement Analysis - CPD 7 hours - Knowledge of Cost Accounting Theory - CPD 7 hours	None	-	Apr 2021-Present	Assistant Vice President, Finance and Accounting Department	Quality Houses Plc
					Mar 2016-Feb 2021	Assistant Director of Accounting	Project Planning Service Plc.

## 2. Details of Directors and Executives in Subsidiaries, Joint Ventures and Related Companies

### 2.1 Positioning of Directors and Executives in Subsidiaries

The Board of Directors and Executives		Company		Subsidiaries											
		QH	QHI	CFD	CSV	QHI (BVI)	QHM	QHP	CVP	CVR	GT	CVC	PH	CVH	CPH
1.	Mr. Boonsom Lerdhirunwong	X													
2.	Mr. Rachai Wattanakasaem	/													
3.	Mr. Suri Buakhom	/													
4.	Mr. Adul Vinaiphat	/													
5.	Mr. Naporn Sunthornchitcharoen	/													
6.	Mr. Adisorn Thananan-narapool	/													
7.	Mr. Achawin Asavabhokin	/													
8.	Mr. Anant Asavabokhin		/												
9.	Mrs. Suwanna Bhuddhaprasart	/	/	/	/	/	/	/	/	/	/	/	/	/	/
10.	Mr. Chalerm Kiettitanabumroong	//													
11.	Mr. Pravit Choatewattanaphun	//	/	/	/	/	/	/	/	/	/	/	/	/	/
12.	Ms. Apinya Jarutrakulchai	//	/	/	/	/	/	/	/	/	/	/	/	/	/
13.	Mr. Adisak Srisook	///		/	/	/	/	/	/	/	/	/	/	/	/
14.	Mr. Sommart Promkunakorn	///		/	/	/	/	/	/	/	/	/	/	/	/

Remarks : X = Chairman / = Director // = Executive Director /// = Executive

QH = Quality Houses Plc.  
 QHI (BVI) = QH International (BVI) Co., Ltd.  
 CVR = Casa Ville (Rayong 2553) Co., Ltd.  
 CVH = Casa Ville (Prachuabkhirkhan 2554) Co., Ltd.

QHI = Q.H. International Co., Ltd.  
 QHM = Q.H. Management Co., Ltd.  
 GT = Gusto Village Co., Ltd.  
 CPH = Center Point Hospitality Co., Ltd.

CFD = The Confidence Co., Ltd.  
 QHP = Q.House Precast Co., Ltd.  
 CVC = Casa Ville (Chonburi 2554) Co., Ltd.

CSV = Casa Ville Co., Ltd.  
 CVP = Casa Ville (Petchburi 2553) Co., Ltd.  
 PH = Property Host Co., Ltd.

## 2.2 Positioning of Directors and Executives in Joint Ventures and Related Companies

The Board of Directors and Executive		Company		Associated Companies			Related Companies				
		QH	HMPRO	LH-Bank	LHFG	HVC	LHMH	LHM	LH	LHFUND	LHP
1.	Mr. Boonsom Lerdhirunwong	X	/								
2.	Mr. Rachai Wattanakasaem	/									
3.	Mr. Suri Buakhom	/									
4.	Mr. Adul Vinaiphat	/								/	
5.	Mr. Naporn Sunthornchitcharoen	/	/	/	/		/		//		
6.	Mr. Adisorn Thananan-narapool	/									
7.	Mr. Achawin Asavabhokin	/	/						/		
8.	Mr. Anant Asavabokhin		X								
9.	Mrs. Suwanna Bhuddhaprasart	/	/				//	/		/	/
10.	Mr. Chalerm Kiettitanabumroong	//									
11.	Mr. Pravit Choatewattanaphun	//									
12.	Ms. Apinya Jarutrakulchai	//									
13.	Mr. Adisak Srisook	///									
14.	Mr. Sommart Promkunakorn	///									

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

HMPRO = Home Product Center Plc.

HVC = Harbour View Corporation

LHMH = LH Mall & Hotel Co., Ltd.

LH-Bank = Land and Houses Bank Plc.

LH = Land and Houses Plc.

LHP = L&H Property Co., Ltd.

LHFG = LH Financial Group Plc.

LHM = L&H Management Co., Ltd.

LHFUND = Land and Houses Fund Management Co., Ltd.

## Attachment 2

### Detail of the Directors of Subsidiaries

Company			Quality Houses Plc.	Subsidiaries
The Board of Directors and Executives				Casa Ville Co., Ltd.
1.	Mr. Boonsom	Lerdhirunwong	X	
2.	Mr. Rachai	Wattanakasaem	/	
3.	Mr. Suri	Buakhom	/	
4.	Mr. Adul	Vinaiphat	/	
5.	Mr. Naporn	Sunthornchitcharoen	/	
6.	Mr. Adisorn	Thananan-narapool	/	
7.	Mr. Achawin	Asavabhokin	/	
8.	Mrs. Suwanna	Bhuddhaprasart	/	/
9.	Mr. Chalerm	Kiettitanabumroong	//	
10.	Mr. Pravit	Choatewattanaphun	//	/
11.	Ms. Apinya	Jarutrakulchai	//	/
12.	Mr. Adisak	Srisook	///	/
13.	Mr. Sommart	Promkunakorn	///	/

Remark : 1. X = Chairman / = Director // = Executive Director /// = Executive  
 2. Subsidiary means any significant subsidiary with characteristics such as earning more than 10% of the total revenues in the consolidated Statement of comprehensive income for the year ended 31 December 2022

## Attachment 3

### Detail of the Heads of the Internal Audit

Name - Position	Age (Years)	Education / Training	Family relationship with director and management	Shareholding (As at 31 Dec 2022)	Working Experience in the 5 preceding years		
					Period	Position	Company
1. <b>Mrs. Suneerat Puntarikpan</b> - Senior Assistant Vice President and Acting Vice President of Internal Audit	57	<b>Education</b> - Bachelor Degree of Accounting, Ramkhamhaeng University <b>Training</b> <b>2022</b> - Construction work and Quality Control - Marketing and Sales - Personal Data Protection Laws for internal auditing - Personal Data Protection Act and Intellectual Property Law <b>2021</b> - Road to Certify with THAI CAC Topics: How to get CAC Acceptance and Special Discussion on the Role of Audit Committees in apply for certification. - Road to Certify with THAI CAC Topics CAC Certification Process and Special Discussion on Employment of Government Employees Conflict of Interest and the law to know. - Construction and Quality Control System - Advertising law by the Legal Department - Advertising law by Office of the consumer protection board (OCPB) <b>2020</b> - Training on how to assess the risks of the department according to Privacy Protection Act (PDPA) - Change Management - Privacy Protection Act, B.E. 2019 (PDPA) <b>2019</b> - Laws and Responsibilities Regarding Advertising - How to handling consumer complaints - Law and Land Allocation Act	None	11,666 Shares (0.0001%)	2023 - Present	Senior Assistant Vice President and Acting Vice President of Internal Audit	Quality Houses Plc.
					2021 - 2023	Assistant Vice President and Acting Vice President of Internal Audit	
					2007 - 2021	Assistant Vice President	
					2005 - 2006	Internal Audit Specialist	
					2002 - 2005	Information Technology - Internal Audit	



## Attachment 4

### Assets for Business Undertaking and Details of Asset Appraisal

#### Asset for business undertaking and details of asset appraisal

Asset for business undertaking of the Company and its subsidiaries as of December 31, 2022 as follow :

#### 1. Property, plant and equipment , Investment properties and Right-of-use assets

##### 1.1 Hotel business

Project and Location	Project description	Project Area (Rai-Ngan-Sq.w.)	Net Book Value (Million Baht)	Owned by	Obligation
1. Centre Point Hotel Silom Charoenkrung Rd., Bangrak, BKK.	Residential buildings for rent 27-storey building Construction area 28,463 Sq.m. Rental area 13,933 Sq.m.	4-3-20	27 (Total remaining right-of-use assets Baht 10 million)	30 year lease, the remaining lease term is approximately 0.5 years	-
2. Centre Point Prime Hotel Pattaya Naklua, Bang Lamung, Chonburi <sup>1/</sup>	Residential buildings for rent 29-storey building Construction area 34,562 Sq.m. Rental area 15,611 Sq.m.	6-1-91	1,166	Subsidiary	-

**Remark :** <sup>1/</sup> On February 1, 2018, the Company's subsidiary transferred the asset class from land and project development costs to land, buildings and equipment due to the change in usage purpose from real estate sales business to hotel business.

##### 1.2 Office Building for Rent Business

Project and Location	Project description	Project Area (Rai-Ngan-Sq.w.)	Net Book Value (Million Baht)	Owned by	Obligation
1. Q.House Sathorn South Sathorn Rd. BKK.	Office building for rent 20-storey building Construction area 27,829 Sq.m. Rental area 13,454 Sq.m.	2-3-56	25 (Investment property Baht 25 million)	Lease for 30 years, the remaining lease term is approximately 1 year.	-
2. Q.House Ploenjit <sup>1/</sup> Ploenchit Rd., Pathumwan, BKK.	Office building for rent 18-storey building Construction area 22,341 Sq.m. Rental area 10,880 Sq.m.	1-1-63	447 (Investment property) Baht 447 million)	Quality Houses	-

**Remark :** <sup>1/</sup> On December 8, 2006, the Company gave Right-of-use assets, buildings and lands and related equipment of Q House Ploenjit, Quality House Leasehold Property Fund for the period of 30 years.

### 1.3 Real estate for sales and other central business

Office equipment and appliances used in the operation of the house sale projects along with lands and other common areas in the Company and its subsidiaries had a net book value of Baht 350 million as of December 31, 2022.

## 2. Land and construction in progress and Land and project development costs

### 2.1 Land and construction in progress (As of December 31, 2022)

#### - Land and Houses for sales

Projects' Name	Sales Area (Rai-Ngan- Sq.w.)	Net Book Value (Million Baht)	Owned by	Obligation
1. Q.House Villa Nakorn Ping	1-1-37	61	QH	-
2. Prukpirom New Ratchaphruk	42-1-39	745	QH	-
3. Prukpirom Pinklao (1)	4-0-81	61	QH	-
4. Prukpirom Pinklao (Lake Zone)	0-1-94	3	QH	-
5. Laddarom Chatuchot 15	37-0-12	545	Subsidiary	-
6. Laddarom New Ratchaphruk	36-0-42	506	Subsidiary	-
7. Laddarom Phuttamonthon Sai 1 - Bang Khae	15-1-91	337	QH	-
8. Laddarom Elegance City Hall	15-2-59	200	QH	-
9. Laddarom Wong Wean-Ramintra	11-3-94	181	QH	-
10. Laddarom Tiwanon	6-2-5	175	QH	-
11. Laddarom Elegance Outer Ring Road - Sathorn	2-2-25	86	QH	-
12. Vararom Watcharapol - Permsin	33-2-98	556	QH	-
13. Vararom Premium Kaewnawarat	28-3-90	197	QH	-
14. Vararom Premium Kawila	3-0-32	110	QH	-
15. Casa Premium Ratchaphruk - Chaengwattana	12-3-15	292	Subsidiary	-
16. Casa Legend Phraram 5 - Ratchaphruk	6-3-51	224	Subsidiary	-
17. Casa Premium Ratchaphruk - Phraram 5	2-2-1	90	Subsidiary	-
18. Casa Legend Ban Bueng	2-0-69	64	Subsidiary	-
19. Casa Premium Phraram 2	0-3-28	39	Subsidiary	-
20. Casa Premium On Nut - Outer Ring Road	0-1-63	13	Subsidiary	-
21. Casa Grand Sriracha	13-3-85	276	Subsidiary	-
22. Casa Grand On nut - Outer Ring Road	1-1-84	58	Subsidiary	-
23. Casa Grand Sukhaphiban 5	1-1-1	49	Subsidiary	-
24. Casa Presto Don Mueang-Song Prapha	14-2-28	325	QH	-
25. Casa Presto Pracha Uthit 90	10-3-24	209	Subsidiary	-
26. Casa Ville Wong Wean - Ramintra	41-3-79	488	Subsidiary	-
27. Casa Ville Ramkamhaeng - Outer Ring Road 2	13-2-91	230	QH	-
28. Casa Ville Wongwaen Chatu Chot	12-3-77	185	QH	-
29. Casa Ville Ban Bueng	14-0-36	159	Subsidiary	-
30. Casa Ville Pinklao - Sirat	4-2-93	81	Subsidiary	-

Projects' Name	Sales Area (Rai-Ngan-Sq.w.)	Net Book Value (Million Baht)	Owned by	Obligation
31. Casa Ville Don Mueang - Song Prapha	0-3-54	29	QH	-
32. Casa Ville Pracha Uthit 90	1-0-3	35	Subsidiary	-
33. Casa Ville Rayong	0-0-50	2	Subsidiary	-
34. Casa Waterside Phraram 5	2-1-59	104	Subsidiary	-
35. Q Prime Sukhumvit 77	10-1-47	568	QH	-
36. Q District Chaiyaphruk - Ratchaphruk	25-3-23	416	QH	-
37. Q District Bangna - King Kaew	16-0-85	406	QH	-
38. Q District West Gate	13-1-10	359	QH	-
39. Q District Suksawat 76	19-3-37	326	QH	-
40. Q District Suksawat - Wongwaen Phraram 3	1-2-2	34	QH	-
41. Casa City Sukhumvit - Samut Prakan	7-1-9	319	Subsidiary	-
42. Casa City Ratchaphruk - Phraram 5	8-1-79	293	Subsidiary	-
43. Casa City Watcharapol Permsin 2	13-2-32	254	QH	-
44. Casa City Phraram 5 - Pinklao	5-2-54	170	QH	-
45. Casa City Ramkamhaeng - Misteen	4-0-18	155	QH	-
46. Casa City Don Mueang - Song Prapha	3-3-35	113	QH	-
47. Casa City King Kaew - Suvarnabhumi	2-2-14	106	QH	-
48. Casa City Don Mueang - Si Saman	2-2-56	95	Subsidiary	-
49. Casa City Pracha Uthit 90	0-1-71	19	Subsidiary	-
50. The Trust Suvarnabhumi - Teparak	1-1-13	43	Subsidiary	-
51. Gusto Petkasem 69 - Kanjanapisek	5-1-99	164	QH	-
52. Gusto King Kaew - Suvarnabhumi	4-2-99	151	Subsidiary	-
53. Gusto Suksawat - Pracha Uthit	8-3-71	147	QH	-
54. Gusto Petchkasem - Taweewattana	0-3-73	28	Subsidiary	-
55. Gusto Wongwean - Phraram 5	0-0-64	10	Subsidiary	-
56. Gusto Don Mueang - Song Prapha	0-1-16	9	Subsidiary	-
57. Purchased House	0-2-64	17	QH	-
58. Purchased House	1-0-12	45	Subsidiary	-

- Residential condominium units for sales

Projects' Name	Project description	Sales Area (Sq.m.)	Net Book Value (Million Baht)	Owned by	Obligation
1. Q Condo Sukhumvit	40-storey building Area 3-1-70 Rai , 273 rooms	34,170	4,607	QH	-
2. Q Seaside Hua Hin	1 building of 7-storey building 6 buildings of 4-storey building And villa 2 Unit Area 7-1-20 Rai, 207 rooms	11,308	873	Subsidiary	-
3. Casa Condo Sriracha A	8-storey building Area 1-0-49 Rai, 49 rooms	2,450	64	Subsidiary	-
4. Casa Condo Sriracha B	8-storey building Area 1-1-88 Rai, 49 rooms	2,450	96	Subsidiary	-
5. Casa Condo Sriracha C	8-storey building Area 1-1-80 Rai, 42 rooms	2,333	42	Subsidiary	-
6. Casa Condo @MRT T - Junction Bangyai	39-storey building Area 3-1-12 Rai, 847 rooms	22,721	462	Subsidiary	-
7. Casa Condo @ CMU 2	3 buildings of 4-storey building Area 1-2-7 Rai, 67 rooms	2,023	10	Subsidiary	-
8. CASA Condo Chang Puak	2 buildings of 8-storey building Area 3-0-3 Rai, 280 rooms	10,813	7	QH	-
9. The Trust Condo at BTS Erawan	30-storey building Area 7-2-84 Rai, 1,570 rooms	44,690	1,284	Subsidiary	SCB (Some)
10. The Trust Condo Amata - Chonburi	3 buildings of 8-storey building Area 5-0-4 Rai, 518 rooms	14,713	211	Subsidiary	-
11. The Trust Condo Ngamwongwan	32-storey building Area 4-3-59 Rai, 1,280 rooms	37,711	135	Subsidiary	-
12. The Trust Condo Nakornpathom	2 buildings of 8-storey building Area 5-2-43 Rai, 405 rooms	11,628	65	Subsidiary	-
13. The Trust Condo Hua Hin	4 buildings of 7-storey building Area 8-3-48 Rai, 671 rooms	24,685	51	Subsidiary	-
14. The Point Condo Laem Chabang	4 buildings of 8-storey building Area 5-1-77 Rai, 683 rooms	18,100	261	Subsidiary	-
15. The Point Condo Rangsit - Klong 6	2 buildings of 8-storey building Area 7-0-32 Rai, 821 rooms	21,624	127	Subsidiary	-
16. Sathorn House	50-storey building Project area 40,591 Sq.m. Sales area 21,776 Sq.m	125	10	QH	-

## 2.2 Land and project development costs (As of December 31, 2022)

### - Land and Houses for sales

Projects' Name	Project Area (Rai-Ngan-Sq.w.)	Net Book Value (Million Baht)	Owned by	Obligation
1. Laddarom Phuttamonthon Sai 3 - 2	87-1-28.4	535	QH	-
2. Laddarom Phuttamonthon Sai 3	24-2-2	238	Subsidiary	-
3. Q Ultra Cha-Am	4-0-84	20	Subsidiary	-
4. Vararom New Ratchaphruk	60-2-0	540	Subsidiary	-
5. Vararom Pracha Uthit 131	32-0-77.6	293	Subsidiary	-
6. Casa Ville New Ratchaphruk	74-1-2	576	Subsidiary	-
7. Casa Ville Teparak - Thanasit	229-3-22	453	QH	-
8. Casa Ville Pinklao-Wongwaen	38-2-68	289	QH	-
9. Casa Ville Ratchaphruk - Rattanathibet	26-1-22	216	QH	-
10. Casa Seaside Pranburi	74-0-20	282	Subsidiary	-
11. Q District @MRT Yaek Romklao	73-2-76.6	609	Subsidiary	-
12. Q District Ratchaphruk 346	68-1-52	421	Subsidiary	-
13. Q District Suksawat 78	38-2-11	305	Subsidiary	-
14. Casa City Ratchaphruk - Rattanathibet	35-2-3	328	QH	-
15. Casa City Wong Wean Ramintra	10-0-63	126	QH	-
16. Casa City Prapratom Jedia	13-2-57	114	Subsidiary	-
17. Casa City Watcharapol-Permsin (Commercial Building)	4-0-22.3	111	QH	-
18. The Trust Ville Rangsit Khlong 6	91-2-74	275	Subsidiary	SCB
19. Gusto Suksawat 78	8-0-33	37	QH	-
20. Vacant land, Mae Rim District	5-0-97	13	QH	-

### - Residential condominium units for sales

Projects' Name	Project description	Sales Area (Sq.m.)	Net Book Value (Million Baht)	Owned by	Obligation
1. Q House Condo Klangwieng Chiangrai	NA	NA	36	QH	-
2. Casa Condo Kanchanaphisek Chan Thong - lam	NA	NA	383	Subsidiary	SCB
3. Casa Condo Bangyai B	NA	NA	230	Subsidiary	SCB
4. Casa Condo @CMU 3	NA	NA	31	QH	-
5. The Trust Condo Rattanathibet	NA	NA	303	Subsidiary	SCB
6. The Trust Condo Samut Prakan phase 2	NA	NA	303	Subsidiary	SCB
7. The Trust Condo Samut Prakan 2	NA	NA	204	Subsidiary	-
8. The Trust Condo Nakornpathom 2	NA	NA	73	Subsidiary	-
9. The Trust Condo Dolphin Bay	NA	NA	33	Subsidiary	-
10. Group Casa Condo Sriracha Club	NA	NA	33	Subsidiary	-

### 3. Leasehold rights

#### 3.1 Long-term leasehold rights agreement of hotel.

##### Centre Point Hotel Silom

Contract Date	October 21,1994
Contract Parties	Between Siam Sindhorn Co., Ltd. (Lessor) and Quality Houses Plc. (Sub-lessee) (on July 1, 2007, Siam Commercial Real Estate Co., Ltd. (Lessor) has transferred leasehold rights to Siam Sindhorn Co., Ltd.)
Lease Description	Sublease agreement for Rajapark Center building, divided into 1 <sup>st</sup> floor and 6 <sup>th</sup> to 27 <sup>th</sup> floors
Contract Period	29 years 6 months 19 days, since January 1, 1994.
Remaining Rental Period (As of December 31, 2022)	6 months 19 days
Duties or Obligations of the Company under the Contract	<ul style="list-style-type: none"><li>- The lessor gives the company a sublease of the Rajapark Center building to operate room rental business by paying the rent according to the amount specified in the contract.</li><li>- The Company, which is the sub-lessee, is also bound to comply with the original lease agreement.</li><li>- The Company can use leasehold rights during the period of this contract as collateral for loan from banks or financial institutions.</li><li>- The Company must purchase fire insurance for the property in the sublease agreement from the insurance company agreed by Rajapark Development Co., Ltd. with the coverage level and conditions as specified in the contract.</li><li>- The Company shall take care and maintain the property in the sublease agreement and shall be responsible for the maintenance costs of such repairs.</li><li>- At the end of the lease term under the contract or when the contract ends, the Company must handover the property in the sublease agreement to the lessor in a good repaired condition, free from any obligations.</li><li>- In the event that the original lessor and the lessor agree to renew the original lease, if the Company wishes to renew the sublease agreement, it must notify and make an agreement with the lessor in advance, at least 6 months prior to the expiration of the contract.</li></ul>

### 3.2 Long-term leasehold rights agreement of office building for rent.

#### 1. Q.House Asoke

Contract Date	November 9, 1989
Contract Parties	Between 2 lessors who are ordinary persons and Quality House Public Company Limited (Lessee)
Lease Description	Long-term land lease, in which the Company paid a portion of the deposit, with a total area of 2 Rai, 2 Ngan and 54 sq.w., located on Sukhumvit 21 Road (Soi Asoke), Bangkok to construct buildings and/or structures.
Contract Period	30 years, since December 1, 1992
Remaining Rental Period (As of December 31, 2022)	The lease expires November 30, 2022
Duties or Obligations of the Company under the Contract	<ul style="list-style-type: none"> <li>- The Company leases land to construct buildings and to conduct business according to the Company's objectives by constructing the buildings with the capital provided by the company itself.</li> <li>- The Company pays rent and rental deposits according to the conditions specified in the contract.</li> <li>- When the lease expires, the lessor may exercise the right to own the buildings and structures in the lease areas and other equipment immediately, or the lessor may exercise the right for the lessee to demolish the buildings and structures, or the lessor may give the lessee the right to continue leasing the land or transfer leasehold rights under this contract to another person with the consent of the lessor.</li> <li>- The Company is responsible for the demolition, renovation, construction, maintenance, and repair of leased land as well as buildings and structures.</li> <li>- The company has leasehold rights, buildings and structures on the land leased under the terms of the contract.</li> <li>- The Company agrees to purchase non-life insurance for the buildings and structures in accordance with the conditions specified in the contract.</li> <li>- The Company has the right to take the leasehold rights under this contract as collateral for loan application with the financial institutions.</li> </ul>

#### 2. Q.House Sathorn

Contract Date	August 25, 1992
Contract Parties	Between Thammabundit Co.,Ltd. (Lessor) and Quality Houses Plc. (Lessee)
Lease Description	Land lease agreement with an area of 2 Rai 3 Ngan 56 sq.w. Located on South Sathorn Road, Sathorn, Bangkok. Lease agreements for buildings on such land

Contract Period	28 years from January 1, 1994, and can be renewed for another 2 years in the event that the Company wishes to extend the lease for a total contract period of 30 years.
Remaining Rental Period (As of December 31, 2022)	1 years
Duties or Obligations of the Company under the Contract	<ul style="list-style-type: none"> <li>- The Company leases the land with the aim of constructing high-rise buildings for rent and service. The Company will construct buildings and structures on the leased land. The ownership of the buildings and structures will be held by the lessor, while the ownership of the systems, tools, and equipment will be held by the Company and will be transferred to the lessor when the lease expires.</li> <li>- The lessor allows the Company to lease the buildings along with the structures and allows the Company to sublease the properties to other persons.</li> <li>- The Company pays the rent for the land and buildings and a security deposit against damages according to the conditions specified in the contract.</li> <li>- The Company may sublease the leased property to another person under the duties and obligations of this contract.</li> <li>- The Company can use leasehold rights under this contract as collateral for loan application with the financial institutions for spending on building construction in this project.</li> <li>- The Company shall maintain the leased buildings throughout the lease period at the expense of the Company.</li> <li>- Throughout the term of the contract, the Company must provide insurance according to the conditions specified in the contract.</li> </ul>

### 3.3 Short-term lease of the hotel

#### 1. Centre Point Hotel Pratunam, Centre Point Hotel Sukhumvit 10 and Centre Point Hotel Chidlom

Contract Date	July 19 , 2012
Contract Parties	Between Quality Houses Hotel and Residence Freehold and Leasehold Property Fund (Lessor) and Center Point Hospitality Co., Ltd. (Lessee) (Subsidiary)
Lease Description	<p>Lease and sublease contracts for 3 hotels with details as follows:</p> <ul style="list-style-type: none"> <li>- Center Point Pratunam Hotel is a 28-storey hotel building including fixtures, furniture, systems and various equipment on the area of 1 Rai, 2 Ngan, and 25 sq.w., located at 6 Soi Somprasong 3, Petchaburi Road, PhayaThai Subdistrict, Ratchathewi District, Bangkok.</li> </ul>



- Center Point Sukhumvit 10 hotel is a hotel and residential buildings for rent consisting of 2 buildings, with 28-storey and 5-storey respectively, as well as fixtures, furniture, systems and various equipment on the area of 2 Rai, 2 Ngan, 32 sq.w., located at 39 Soi Sukhumvit 10, Klongtoey Subdistrict, Khlong Toei District, Bangkok
- Centre Point Chidlom Hotel is a 24-storey hotel building with fixtures, furniture, systems and various equipment on the area of 1 Rai, 34 sq.w., located at 60 Soi Tonson (Langsuan Road, Soi 1), Lumpini Subdistrict, Pathum Wan District, Bangkok

Contract Period	3 years according to the contract renewal, since July 20, 2021 to July 19, 2024.
Remaining Rental Period (As of December 31, 2022)	1 years 6 months 19 days
Duties or Obligations of the Company under the Contract	<ul style="list-style-type: none"> <li>- The lessee is responsible for the maintenance, repair, or any action on the leased and subleased properties, as necessary, in order for the leased property and subleased property to function as a hotel and serviced apartment. Such expenses are be considered as part of the operating expenses of the budget approved by QHHR or as set out in this lease and sublease agreement.</li> <li>- Throughout the lease period, the lessee agrees to process, prepare and deliver documents to QHHR within the specified time such as monthly/quarterly/annual income statements. In the event that QHHR is sued and is demanded liability or payment of any amount due to the discrepancies in tenant information provided and submitted to QHHR, the lessee shall release such liability without delay.</li> <li>- The lessee agrees to submit an operating budget. and the project's annual capital expenditure budget to QHHR within the deadline set out in the lease and sublease agreements.</li> <li>- The lessee agrees not to incur any debt or obligations except debt or obligations arising from or for the purpose of the lease or sublease. The lessee also agrees to maintain the debt to equity ratio of the lessee at a rate not exceeding 2 to 1, calculating only the debt which is a loan from a financial institution, excluding loans from shareholders.</li> <li>- The lessee shall not incur any obligations over the leased and subleased property.</li> <li>- The lessee agrees to provide and maintain various licenses important to the operation of hotel and service apartments for the duration of this contract.</li> </ul>

#### 4. Guarantee burden

As of December 31, 2022, some of the Company's house and land for sale projects, as well as under-development and undeveloped projects, were used as a collateral for loans from financial institutions (details are shown in Sections 2.1 and 2.2).

#### 5. Investment policy in subsidiaries and associated companies

The Company has a policy of investing in subsidiaries and associated companies in the businesses that promote and are related to the company's core business operations, taking into account the appropriate rate of return depending on the type of each business. For the management policy, the Company will give the subsidiaries and associated companies the freedom to operate the business, with the interests of shareholders as the main priority. In addition, the Company will consider sending representatives, including a number of agents to join the management of the subsidiaries and to be a director in the associated companies as appropriate on a case-by-case basis.

In this regard, the Company can summarize its investments in subsidiaries and associates of the Company as of December 31, 2022 as follows:

##### - investments in subsidiaries (Direct investment company)

Company's name	Nature of business	Shareholding (%)	Cost (Million Baht)
Q.H. International Co., Ltd.	Managing of building	100	25
Casa Ville Co., Ltd.	Real estate development	100	3,000
Q.H. Management Co., Ltd. (19% held through The Confidence Co., Ltd.)	Managing of public utilities of real estate business and land owner	81	89
Property Host Co., Ltd.	Lease of land	100	5
Centre Point Hospitality Co., Ltd.	Hotel operations	100	5

- **investments in subsidiaries (The company invests through a subsidiaries)**

Company's name	Nature of business	Shareholding (%)	Cost (Million Baht)
The Confidence Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Real estate development	100	1,000
Casa Ville (Rayong 2553) Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Real estate development	100	5
Casa Ville (Petchburi 2553) Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Real estate development	100	5
Q.House Precast Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Manufacture and distribution of precast concrete	100	5
Q.H. International (BVI) Co., Ltd. (100% held through Q.H. International Co., Ltd.)	Holding company	100	31
Gusto Village Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Real estate development	100	500
Casa Ville (Chonburi 2554) Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Real estate development and hotel operations	100	3,005
Casa Ville (Prachuapkhirkhan 2554) Co., Ltd. (100% held through Casa Ville Co., Ltd.)	Real estate development	100	5

- **Investments in associates**

Company's name	Nature of business	Shareholding (%)	Cost (Million Baht)	Carrying amounts based on equity method (Million Baht)
Home Product Center Plc.	Trading	19.87	760	5,034
LH Financial Group Plc.	Holding company	13.74	2,850	5,065
Quality Houses Leasehold Property Fund	Invest in real estate in the type of office building for rent	25.66	2,017	1,152
Quality Houses Hotel and Residence Freehold and Leasehold Property Fund	Invest in real estate in the type of hotels and serviced apartments	31.33	1,053	331

For investments in other companies with losses, including Harbour View Corporation, the Company has a policy to provide financial assistance in the form of loans and/or guarantees according to the Company's shareholding proportion, as well as to closely monitor and supervise the operations.

## Attachment 5

### Corporate Governance Policy and Code of Conduct

Corporate Governance Policy and Code of Conduct full version that the company has prepared has disclosed details on the company's website [www.qh.co.th](http://www.qh.co.th)

## Attachment 6

### Report of the Audit Committee

Details of the results of duty performance of the Audit Committee are reported in page 6



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